

SUNSTONE METALS LIMITED
ACN 123 184 412

NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

Monday
23 February 2026

Time of Meeting

10.00 am
(Victoria time)

Place of Meeting

Regus serviced offices
Level 50
120 Collins Street
Melbourne
Victoria

**NOTICE OF GENERAL MEETING
SUNSTONE METALS LIMITED
ACN 123 184 412**

Notice is hereby given that a General Meeting of Shareholders of Sunstone Metals Limited (**Company**) will be held at 10.00 am (Melb time) on Monday, 23 February 2026 at Regus serviced offices, Level 50, 120 Collins Street, Melbourne Victoria.

RESOLUTION 1: Ratification of prior issue of Placement Shares

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 416,842,106 Shares at an issue price of \$0.019 (1.9 cents) to the allottees as set out in the Explanatory Memorandum."

RESOLUTION 2: Approval for issue of Placement securities to Director - Mr Patrick Duffy

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of up to 1,842,105 Shares at the Placement issue price of \$0.019 (1.9 cents) to Mr Patrick Duffy (or his nominee), a director of the Company, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 3: Approval for issue of Placement securities to Director - Mr Neal O'Connor

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of up to 1,315,789 Shares at the Placement issue price of \$0.019 (1.9 cents) to Mr Neal O'Connor (or his nominee), a director of the Company, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 4: Approval for issue of Placement securities to Director - Mr Stephen Stroud

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of up to 1,052,632 Shares at the Placement issue price of \$0.019 (1.9 cents) to Mr Stephen Stroud (or his nominee), a director of the Company, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 5: Consolidation of capital

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of section 254H(1) of the Corporations Act, clause 112 of the Company's Constitution, and for all other purposes, approval is given for the consolidation of the issued capital of the Company on the basis that:

- a) Every 30 Shares be consolidated into 1 Share;*
- b) Every 30 Options be consolidated into 1 Option;*
- c) Every 30 Performance Rights be consolidated into 1 Performance Right,*

With any resulting fractions of a Security rounded up to the nearest whole number Security, on the Consolidation Effective Date and otherwise on the terms and conditions detailed in the Explanatory Memorandum."

Please refer to the Explanatory Memorandum attached to the Notice of Meeting for more information on the Resolutions.

DATED 22 January 2026
BY ORDER OF THE BOARD
SUNSTONE METALS LIMITED

A handwritten signature in black ink, appearing to read 'Lucas Welsh', written in a cursive style.

Lucas Welsh
Company Secretary

NOTES

1. Voting entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that the Shareholders who are on the Company's share register at 7.00 pm (Melbourne time) on 21 February 2026 (being not more than 48 hours before the Meeting on 23 February 2026) will be taken, for the purposes of the Meeting, to be entitled to attend and vote at the Meeting. If you are not the registered holder of a Share at that time, you will not be entitled to vote at the Meeting.

2. Voting at the meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. All the Resolutions at this Meeting are ordinary resolutions.

All resolutions at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

Shareholders are strongly urged to **appoint the Chair of the Meeting as their proxy**. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting **must follow your instructions**. Lodgment instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting.

3. Voting Exclusion Statements

(a) Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- (i) an Allottee; and
- (ii) an associate of an Allottee.

However, the Company will not disregard a vote cast in favour of Resolution 1 if:

- it is cast by the person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote as the chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

(b) Resolution 2

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Patrick Duffy, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of those persons. However, the Company will not disregard a vote cast in favour of Resolution 2 if:

- it is cast by the person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote as the chair decides; or
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

(c) *Resolution 3*

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Neal O'Connor, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of those persons. However, the Company will not disregard a vote cast in favour of Resolution 3 if:

- it is cast by the person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote as the chair decides; or
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

(d) *Resolution 4*

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Stephen Stroud, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of those persons. However, the Company will not disregard a vote cast in favour of Resolution 4 if:

- it is cast by the person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote as the chair decides; or
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Proxies

A Shareholder who is entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 10.00am (Melbourne time) on 21 February 2026 (being 48 hours before the meeting).

Proxy Forms can be submitted by the below methods:

- (a) Online by visiting www.investorvote.com.au and entering the 6-digit control number found on the front of the Proxy Form. Intermediary Online subscribers (Custodians) may lodge proxy instructions at www.intermediaryonline.com;
- (b) by mail to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001; and
- (c) by facsimile 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Please note that if the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the Chair to exercise your proxy in favour of all Resolutions.

The Chair intends to vote undirected proxies in favour of each item of business.

5. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting of Shareholders of Sunstone Metals Limited to be held on Monday, 23 February 2026.

The Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice of Meeting and the reasons for the Resolutions proposed. Shareholders should read the Explanatory Memorandum in full.

The Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

The Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in the Explanatory Memorandum are defined in the Glossary at the end of the Explanatory Memorandum.

The information contained in this Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company. Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider Resolutions 1 to 5 (inclusive).

A copy of this Notice of Meeting and Explanatory Memorandum was lodged with ASX pursuant to the Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of this Notice of Meeting and Explanatory Memorandum.

RESOLUTION 1 – Ratification of the prior issue of Placement Shares under Listing Rule 7.1

Background

Resolution 1 seeks ratification by Shareholders of the issue of 416,842,106 Shares (**Placement Shares**) to the Allottees set out below on 16 December 2025.

The Placement was undertaken under the Company's annual 15% placement capacity under Listing Rule 7.1

Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12-month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12-month period, except with the prior approval of shareholders of the company in general meeting, unless an exception in Listing Rule 7.2 applies.

The issue of Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by shareholders, it effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1, thereby reducing the Company's ability to issue further equity securities without shareholder approval for the 12 month period following the Placement.

However, Listing Rule 7.4 provides that an issue of equity securities made without shareholder approval under Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if:

- the issue did not breach Listing Rule 7.1; and
- holders of ordinary securities subsequently approve it.

The issue of the Placement Shares did not result in the Company breaching the 15% limit referred to in Listing Rule 7.1. Accordingly, under Listing Rule 7.4, Resolution 1 seeks Shareholder approval for and ratification of the issue of the Placement Shares to provide flexibility for the Company to issue equity securities under its 15% placement capacity under Listing Rule 7.1 in the 12 months following the Placement without the requirement to obtain shareholder approval.

If shareholders approve Resolution 1, the issue of the Placement Shares will not count towards determining the number of equity securities which the Company can issue under its 15% placement capacity under Listing Rule 7.1 (effectively increasing the number of securities the Company can issue in the 12-month period following the Placement).

However, if shareholders do not approve Resolution 1, the issue of the Placement Shares will count towards determining the number of equity securities which the Company can issue under its 15% placement capacity under Listing Rule 7.1 (effectively reducing the number of securities that the Company can issue without shareholder approval over the 12 month period following the Placement).

Listing Rule disclosure

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of Shares, the subject of Resolution 1:

Required disclosure	
<i>Number of securities allotted</i>	Total of 416,842,106 Shares were issued on 16 December 2025 under the Company's annual 15% placement capacity under Listing Rule 7.1
<i>Issue price</i>	\$0.019 (1.9 cents) per Share
<i>Terms of the securities</i>	The Shares were issued as fully paid ordinary shares ranking equally with existing Shares, for which the Company sought quotation on the official list of the ASX on 16 December 2025 for 416,842,106 Shares.
<i>Names of Allottees or the basis on which those persons were identified or selected</i>	<p>The Shares were issued to professional and sophisticated investors on the basis of advice from Joint Lead Managers Morgans Corporate Limited and Shaw and Partners Limited.</p> <p>None of the investors fall within the following categories specified in section 7.4 of Guidance Note 21 and therefore not required to be specifically named:</p> <ul style="list-style-type: none"> • A related party of the entity; • A member of the entity's key management personnel; • A substantial holder in the entity; • An adviser to the entity; or • An associate of any of the above
<i>Use of funds</i>	The funds raised pursuant to the placement will be used to fund a scoping study at Bramaderos, further exploration drilling, concession fees and working capital for the Company.

A voting exclusion applies to this resolution – please see the notes.

Recommendation: The Board unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTIONS 2, 3, and 4 - Approval for issue of shares to three Directors at the Placement price

Background

Resolutions 2, 3, and 4 seek to obtain shareholder approval pursuant to Listing Rule 10.11 for the issue of a total of 4,210,526 fully paid ordinary shares (**Director Shares**) to three (3) Directors of the Company (raising approximately \$80,000 before costs) as described in the table below:

			Post Consolidation ¹	
Director	Shares	Issue Price (per share)	Shares	Issue Price (per share)
Mr Patrick Duffy	1,842,105	\$0.019 (1.9 cents)	61,404	\$0.57 (57 cents)
Mr Neal O'Connor	1,315,789	\$0.019 (1.9 cents)	43,860	\$0.57 (57 cents)
Mr Stephen Stroud	1,052,632	\$0.019 (1.9 cents)	35,088	\$0.57 (57 cents)

Note 1: Information provided to reflect the impact on the proposed share consolidation on the number of shares that will be issued should Resolution 5 be approved.

Listing Rules

Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities to specific persons including a related party, which includes a Director, without shareholder approval. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The issue of the Director Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of shareholders under Listing Rule 10.11.

If Resolutions 2 to 4 are passed, the Company will be able to proceed with the issue of the Director Shares and will raise approximately \$80,000 before costs.

If Resolutions 2 to 4 are not passed, the Company will not be able to proceed with the issue of the Director Shares and will need to seek alternative funding.

Corporations Act 2001 (Cth)

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give "a financial benefit" to a "related party", which includes a director, unless one of the exceptions to the section apply or shareholders, at a general meeting, approve the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given at arm's length, that is on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arms' length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a).

The Directors (other than Mr Duffy) consider that the proposed issue of securities the subject of Resolution 2 is on reasonable arm's length terms because it is occurring on the same terms including price as the issue of the Placement Shares and the allocation of shares to Mr Duffy was determined on an arm's length basis, within the exception set out in section 210 of the Corporations Act.

The Directors (other than Mr O'Connor) consider that the proposed issue of securities the subject of Resolution 3 is on reasonable arm's length terms because it is occurring on the same terms including price as the issue of the Placement Shares and the allocation of shares to Mr O'Connor

was determined on an arm's length basis, within the exception set out in section 210 of the Corporations Act.

The Directors (other than Mr Stroud) consider that the proposed issue of securities the subject of Resolution 4 is on reasonable arm's length terms because it is occurring on the same terms including price as the issue of the Placement Shares and the allocation of shares to Mr Stroud was determined on an arm's length basis, within the exception set out in section 210 of the Corporations Act.

RESOLUTION 2 – Approval for issue of shares to Director – Mr Patrick Duffy

The following information is provided in accordance with the requirements of Listing Rule 10.13:

- a) The securities the subject of Resolution 2 are to be issued to Mr Duffy (or his nominee/s), who falls within category 10.11.1 under Listing Rule 10 as he is a related party as a director of the Company;
- b) The maximum number of shares to be issued is 1,842,105 fully paid ordinary shares;
- c) The securities will be issued no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules);
- d) The issue price of the shares will be \$0.019 (1.9 cents) per share;
- e) The shares will rank equally with the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares issued for quotation on ASX;
- f) The issue of securities to Mr Duffy will raise approximately \$35,000 before costs. Funds raised by the issue of securities to Mr Duffy will be used, together with the other funds raised under the Placement, to fund the scoping study at Bramaderos, further exploration drilling, concession fees and provide working capital for the Company as described above.

Mr Duffy declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 2, recommend that Shareholders vote in favour of Resolution 2. The Board, other than Mr Duffy, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 2.

Recommendation: The Board, with Mr Duffy abstaining, unanimously recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – Approval for issue of shares to Director – Mr Neal O'Connor

The following information is provided in accordance with the requirements of Listing Rule 10.13:

- a) The securities the subject of Resolution 3 are to be issued to Mr O'Connor (or his nominee/s), who falls within category 10.11.1 under Listing Rule 10 as he is a related party as a director of the Company;
- b) The maximum number of shares to be issued is 1,315,789 fully paid ordinary shares;
- c) The securities will be issued no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules);
- d) The issue price of the shares will be \$0.019 (1.9 cents) per share;
- e) The shares will rank equally with the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares issued for quotation on ASX;
- f) The issue of securities to Mr O'Connor will raise approximately \$25,000 before costs. Funds raised by the issue of securities to Mr O'Connor will be used, together with the other funds raised under the Placement, to fund the scoping study at Bramaderos, further exploration drilling, concession fees and provide working capital for the Company as described above.

Mr O'Connor declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution. The other Directors, who do

not have a material interest in the outcome of Resolution 3, recommend that Shareholders vote in favour of Resolution 3. The Board, other than Mr O'Connor, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 3.

Recommendation: The Board, with Mr O'Connor abstaining, unanimously recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – Approval for issue of shares to Director – Mr Stephen Stroud

The following information is provided in accordance with the requirements of Listing Rule 10.13:

- a) The securities the subject of Resolution 4 are to be issued to Mr Stroud (or his nominee/s), who falls within category 10.11.1 under Listing Rule 10 as he is a related party as a director of the Company;
- b) The maximum number of shares to be issued is 1,052,632 fully paid ordinary shares;
- c) The securities will be issued no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules);
- d) The issue price of the shares will be \$0.019 (1.9 cents) per share;
- e) The shares will rank equally with the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares issued for quotation on ASX;
- f) The issue of securities to Mr Stroud will raise \$20,000 before costs. Funds raised by the issue of securities to Mr Stroud will be used, together with the other funds raised under the Placement, to fund the scoping study at Bramaderos, further exploration drilling, concession fees and provide working capital for the Company as described above.

Mr Stroud declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board, other than Mr Stroud, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 4.

Recommendation: The Board, with Mr Stroud abstaining, unanimously recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – Consolidation of capital

5.1 Background

The Company is seeking the approval of Shareholders for the purposes of section 254 of the Corporations Act and for all other purposes to consolidate its issued capital on a 30:1 basis, subject to rounding in accordance with section 5.4 below.

References to numbers of Securities in this Notice are on a post-Consolidation basis unless specified otherwise.

If the Consolidation proceeds, the Company's Options and Performance Rights on issue will also be consolidated in accordance with their terms on a 30 for 1 basis.

5.2 Corporations Act and Listing Rule requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

- a) The effect of the proposal on the number of securities and the amount unpaid (if any) of the securities;
- b) The proposed treatment of any fractional entitlements arising from the reorganization; and
- c) The proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that an entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganized so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22 provides that where an entity with options on issue undertakes a consolidation of its issued capital, the number of options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

5.3 Effect on capital structure

The effect which the Consolidation will have on the Company's current capital structure is set out in the table below. The capital structure below is at 15 January 2026.

	Shares	Options ³	Performance Rights ⁴
Pre-Consolidation	6,790,477,298	271,768,443	264,360,544
Post-Consolidation ^{1,2}	226,349,243	9,058,948	8,812,018

Notes:

1. Assumes no Shares are issued (including on the exercise or conversion of convertible securities)
2. Subject to rounding of fractional entitlements in accordance with Section 5.4 below

3. The impact of the Consolidation on unquoted options that are currently on issue is set out in the table below (subject to rounding of fractional entitlements):

Tranche	Expiry Date	Pre-Consolidation		Post-Consolidation	
		Number	Exercise price	Number	Exercise price
Tranche 1	17 Oct 2026	12,000,000	0.042	400,000	1.260
Tranche 2	5 Feb 2027	6,000,000	0.042	200,000	1.260
Tranche 3	24 Oct 2028	21,000,000	0.032	700,000	0.960
Tranche 4	28 Oct 2026	232,768,443	0.0075	7,758,948	0.225

4. Certain Performance Rights, which are currently on issue, will vest and be capable of being exercised into Shares upon the volume weighted average price of Shares (**VWAP**) calculated over a prescribed period exceeding particular prices prior to the expiry date. Further information in relation to the consolidation impact of the Consolidation on these Performance Rights is set out in the table below (subject to rounding of fractional entitlements):

Tranche	Expiry Date	Vesting Condition	Pre-Consolidation		Post-Consolidation	
			Number	VWAP target	Number	VWAP target
2024-1	17 Oct 2026	Rights vest if the 15-day VWAP is at or above the VWAP target prior to 17 October 2026	8,300,000	0.0670	276,666	2.010
2024-3	17 Oct 2026	Rights vest if the 15-day VWAP is at or above the VWAP target prior to 17 October 2026	8,300,000	0.0850	276,667	2.550
2025-1	30 Jun 2027	Rights vest if the 60-day VWAP at 30 June 2027 is at or above the VWAP target	50,038,001	0.0227	1,667,934	0.681
2025-2	30 Jun 2027	Rights vest if the 60-day VWAP at 30 June 2027 is at or above the VWAP target	50,038,004	0.0341	1,667,934	1.023
2026-1	30 June 2028	Rights vest if the 60-day VWAP at 30 June 2028 is at or above the VWAP target	69,692,267	0.0284	2,323,076	0.852
2026-2	30 June 2028	Rights vest if the 60-day VWAP at 30 June 2028 is at or above the VWAP target	69,692,272	0.4270	2,323,076	1.281

Note: 8,300,000 Performance Rights currently on issue (276,667 post-Consolidation, subject to fractional entitlements) approved at the Annual General Meeting on 17 October 2023 will vest subject to a Total Shareholder Return performance metric as measured against the ASX Small Resource Index.

5.4 Fractional entitlements

Where the Consolidation (and associated consolidation of the Options and Performance Rights) result in an entitlement to a fraction of a Share, Option or Performance Right (as applicable) that fraction will be rounded up to the nearest whole number of Shares, Options or Performance Rights (as applicable).

However, if the Company is of the opinion that a security holder has, before the record date for the Consolidation, been party to share splitting or division in an attempt to obtain an unfair advantage by reference to such rounding, the Company may aggregate the holdings of that security holder before applying any rounding of entitlements.

Each security holder's proportional interest in the Company's issued capital will, however, remain unchanged as a result of the Consolidation (other than minor variations resulting from rounding).

5.5 Indicative timetable

If this Resolution is passed, the Consolidation will take effect in accordance with the following indicative timetable:

Action	Date
Company announces Consolidation and releases Appendix 3A.3	Thursday, 22 January 2026
Company sends out the Notice of Meeting	Thursday, 22 January 2026
Shareholders approve the Consolidation	Monday, 23 February 2026
Company announces Effective Date of Consolidation	Monday, 23 February 2026
Effective date of Consolidation	Monday, 23 February 2026
Last day for pre-Consolidation trading	Tuesday, 24 February 2026
Post-Consolidation trading commences on a deferred settlement basis	Wednesday, 25 February 2026
Record Date	Thursday, 26 February 2026
Last day for the Company to register transfers on a pre-Consolidation basis	Thursday, 26 February 2026
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold	Friday, 27 February 2026
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX this has occurred	Thursday, 5 March 2026

5.6 Holding statements

With effect from the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of securities held prior to disposal or exercise (as the case may be).

5.7 Taxation

The Consolidation is not expected to have any taxation implications for security holders. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, the Directors, nor their advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

Recommendation: The Board unanimously recommend that Shareholders vote in favour of Resolution 5.

GLOSSARY

In this Explanatory Memorandum and Notice of General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

\$ means Australian dollars.

Allottee means a person who participated in the Placement.

Associate has the meaning given to it in the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chairman or Chair means the Chairman of the Board.

Closely Related Party of a member of Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed as such by the Corporations Regulations 2001 (Cth).

Company or **Sunstone** means Sunstone Metals Limited ACN 123 184 412.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company within the previous six months up to the date of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of the Notice of Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company).

Listing Rules means the official listing rules of the ASX.

Notice or **Notice of Meeting** means the notice of general meeting including the Explanatory Memorandum and the Proxy Form.

Option or **Options** means an option to acquire a fully paid ordinary share in the Company.

Performance Right means a right to be issued, for no consideration, a fully paid ordinary share in the capital of the Company upon the satisfaction of specified performance conditions

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution as set out in the Notice.

Securities means Shares, Options and Performance Rights

Share or **Shares** means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share in the Company.

Need assistance?



Phone:
1300 361 860 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

STM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00 am (Victoria time) Saturday, 21 February 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf**

XX

I/We being a member/s of Sunstone Metals Limited hereby appoint

☐

the Chair
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Sunstone Metals Limited to be held at Regus serviced offices, Level 50, 120 Collins Street, Melbourne, Victoria on Monday, 23 February 2026 at 10.00 am (Victoria time) and at any adjournment or postponement of that meeting.

Step 2 **Items of Business**

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for issue of Placement securities to Director - Mr Patrick Duffy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for issue of Placement securities to Director - Mr Neal O'Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for issue of Placement securities to Director - Mr Stephen Stroud	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Consolidation of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

