

Prospectus

Sunrise Energy Metals Limited ACN 127 457 916

Offer of Shares and Options under Share Purchase Plan

For an offer at 30 cents per share of up to \$5,000 of shares per shareholder with one (1) option for every share subscribed for exercisable at 40 cents before 31 May 2027.

The SPP Offer closes on 24 June 2025.

Important Information

This Prospectus is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant, tax or other professional adviser.

The investment offered by this Prospectus should be considered as speculative.

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Important Notice

Prospectus

This Prospectus relates to the offer of Share Purchase Plan (SPP) Shares and Options by Sunrise Energy Metals Limited (Sunrise or Company) under the SPP Offer.

This Prospectus is dated 10 June 2025 and was lodged with the Australian Securities and Investments Commission (ASIC) on that date. The expiry date of the Prospectus is 5.00pm (Melbourne time) on the date that is 13 months after the date of this Prospectus (Expiry Date). No SPP Shares or Options will be issued on the basis of this Prospectus after the Expiry Date.

This Prospectus is a transaction specific prospectus for an offer to subscribe for continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering Prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and their professional advisers.

None of ASIC and ASX, and their respective officers, take any responsibility for the contents of this Prospectus or the merits of the securities to which this Prospectus relates.

No representation other than in this Prospectus

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus, or on the exercise of the Options issued under this Prospectus.

Prospectus does not contain investment advice

The information provided in this Prospectus is not investment advice and has been prepared without taking into account your investment objectives, financial situation or particular circumstances. It is important that you read and consider the information in this Prospectus in full before deciding to apply for SPP Shares and Options and consider the risks that could affect the performance of the SPP Shares and Options, and Shares issued on exercise of the Options.

If you have any questions, you should seek advice from your financial, accounting, tax or other professional adviser.

Obtaining a Prospectus

Paper copies of this Prospectus can be obtained free of charge during the offer period by calling the Company, from 9.00am to 5.00pm, Monday to Friday, +61 3 9797 6777.

Risk Factors

Potential investors should be aware that subscribing for SPP Shares and subscribing for and exercising Options involves a number of risks. The key risk factors which investors should be aware are set out in section 7 of this Prospectus. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the SPP Shares, the Options and Shares issued upon exercise of the Options, in the future.

Restrictions on Foreign Jurisdictions

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

No action has been taken to register or qualify the SPP Shares and Options being offered under the SPP Offer or otherwise permit a public offering of the SPP Shares and Options in any jurisdiction other than Australia and New Zealand. This Prospectus may not be distributed to or relied on by persons outside Australia and New Zealand.

In particular, this Prospectus, the SPP Offer and the SPP Shares and Options to be issued under the Prospectus have not been, and will not be, registered under the *US Securities Act of 1933* (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Information for New Zealand investors

The SPP Shares and Options are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand on the Record Date to whom the offer of SPP Shares and Options can be made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Financial information and forward-looking statements

Section 5 sets out in detail the financial information referred to in this Prospectus and the basis of preparation of that information.

Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding. This Prospectus contains forward looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends' and other similar words that involve risks and uncertainties. Any forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. Forward looking statements should be read in conjunction with risk factors as set out in section 7, and other information in this Prospectus.

Defined words and expressions

Some words and expressions used in this Prospectus have defined meanings. These words and expressions are capitalised and are defined throughout the Prospectus or in the Glossary in section 9.

A reference to \$ or cents in this Prospectus is a reference to Australian currency (unless otherwise stated). A reference to time in this Prospectus is a reference to Melbourne, Australia time.

Privacy

If you apply for SPP Shares and Options, you will provide personal information to the Company, its agents, contractors and third-party services providers. The Company, its agents, contractors and third-party services providers collect, hold and use your personal information in order to assess your application, service your needs as a holder of Shares and Options, provide facilities and services that you request and carry out appropriate administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, print service providers, mail houses and the Share Registry.

Failure to provide the required personal information may mean that your application is not able to be processed efficiently, if at all. You may request access to your personal information held by or on behalf of the Company and by the Share Registry. You may also request the correction of your personal information by contacting the Company or the Share Registry by emailing privacy@computershare.com.au, or by using the details in the Corporate Directory at the back of this Prospectus.

Target market determination

In accordance with the design and distribution obligations under section 994B of the Corporations Act, the Company has prepared a target market determination for the offer of Options issued under this Prospectus. The target market determination outlines the class of consumers for which the Options has been designed and the criteria for their eligibility having regard to the target market's objectives, financial situation and needs. The Company will only distribute this Prospectus to those investors who fall within the target market determination as set out on ASX at <https://www2.asx.com.au/>.

1. Letter to Shareholders

10 June 2025

Dear Shareholder

SPP Offer

On behalf of the Board, I am pleased to offer you the opportunity to apply for new SPP Shares and Options in Sunrise Energy Metals Limited (Sunrise or the Company) under a Share Purchase Plan offer (SPP Offer). This opportunity is being provided on the same basis as the recently announced placement as approved by Shareholders at a meeting held on 6 June 2025 (Placement).

The SPP Offer allows each Eligible Shareholder the opportunity to subscribe for up to \$5,000 at a price of 30 cents per share (Offer Price), with one (1) option for every share subscribed for exercisable at 40 cents by 31 May 2027. The SPP Offer aims to raise gross proceeds of up to \$1.5 million and is not underwritten. The Company reserves the right to scale back oversubscriptions under the SPP Offer in excess of this.

The Offer Price is the same price as the price at which Shares have been offered to investors under the Placement announced by the Company on 22 April 2025. The Offer Price is at a material discount to the Share price both at that time and currently.

The terms and conditions of the SPP Offer are provided with this Prospectus. You should read this Prospectus in its entirety before deciding whether to participate in the SPP Offer.

Use of funds

Funds from the SPP Offer (and any funds raised on the exercise of the Options) will be used to accelerate work on the Syerston Scandium Project Feasibility Study, which will review the current capital and operating cost estimates for the Project (*refer to the Company's December 2024 Quarterly Activities Report released on 28 January 2025*) through to production of scandium oxide from the Syerston mine site in central New South Wales.

The balance of the funding will be used to progress drill targets for copper/gold mineralisation in the Cloncurry district, Queensland pursuant to the Clonagh Joint Venture with Continental Copper Pty Ltd, as well as general corporate overheads.

Eligibility

This Offer has eligibility requirements, which are as follows:

Participation in the SPP Offer is optional and is available exclusively to SPP Subscribers, being Eligible Shareholders. See section 2 below for more detail on who is an Eligible Shareholder.

All Eligible Shareholders are being provided with a copy of this Prospectus. Eligible Shareholders' right to participate in the SPP Offer is not transferrable.

All SPP Shares issued under the SPP Offer will rank equally with existing Shares. All Shares issued upon exercise of the Options offered under this Prospectus will rank equally with existing Shares at time of exercise.

How to apply

The SPP Offer closes on 24 June 2025 (or such later date as the Company determines, in its absolute discretion).

To apply for SPP Shares and Options you must access the SPP Offer Website at www.computersharecas.com.au/SRLOFFER and make a payment directly via BPAY® (or EFT for New

Zealand shareholders). Payment via BPAY®, using the unique reference number provided identifies your application and you do not need to return a SPP Offer application form.

The Company will not accept any other payment methods including cash, cheque, bank draft or money order.

The SPP Offer is structured such that you shall receive both SPP Shares and corresponding Options.

If you are an Eligible Shareholder you may apply for a parcel of SPP Shares valued at up to \$5,000. Cleared funds must be received by no later than 5.00pm (Melbourne time) on 24 June 2025.

Queries

If you have any questions in relation to how to participate in the SPP Offer, please contact the Share Registry on 1300 850 505 (for callers within Australia), or +61 3 9415 4000 (for callers outside Australia) at any time between 8.30am and 5.00pm (Melbourne time) on Monday to Friday. If you have any questions in relation to whether an investment in the Company through the SPP Offer is appropriate for you, please contact your stockbroker, accountant or other professional financial adviser.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP Offer.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Sam Riggall', with a stylized, flowing script.

Sam Riggall
Managing Director & Chief Executive Officer

2. Key SPP Offer Information

What is the SPP Offer?

The SPP Offer gives Eligible Shareholders the opportunity to subscribe for up to \$5,000 of SPP Shares (and Options) without paying any brokerage or other charges. The SPP Offer is not underwritten. More details of the SPP Offer are set out in section 4 of this Prospectus.

How much will be raised under the SPP Offer?

The Company is seeking to raise up to \$1.5 million (before costs) or such greater amount determined by the Board under the SPP Offer.

The Company may scale-back the number of securities that will be allotted on the basis set out in section 4.6. This will occur only to the extent that the SPP Offer is oversubscribed. Alternatively, the Directors reserve the right to accept oversubscriptions under the SPP Offer.

What is the Offer Price under the SPP Offer?

The Offer Price is 30 cents per SPP Share, which is the price at which Shares were issued to investors under the recently announced Placement. For every SPP Share subscribed for the SPP Subscriber is also entitled to one (1) Option exercisable at 40 cents by 31 May 2027.

There is a risk that the market price of Shares and Options may rise or fall between the Record Date, the date of this Prospectus, the date on which a Shareholder makes a payment for SPP Shares and the time of issue of SPP Shares and Options under the SPP Offer. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares and Options at the date of this Prospectus or the time of issue of the SPP Shares and Options.

There is also a risk that the market price of Shares may rise or fall between when the Options are granted and when the Option holder may wish to exercise the Options. This means that the value of the Options at any time prior to their exercise or expiry may be less or more than the value of the Options as at the date of grant.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Offer Price.

The current Share price can be obtained from the ASX under the ticker code "SRL". The Options will not be listed.

The highest and lowest closing market prices of the Shares on ASX during the three months immediately preceding the date this Prospectus are as follows:

- Highest 71 cents
- Lowest 23 cents

Am I a SPP Subscriber?

Participation in the SPP Offer is open to:

- Eligible Shareholders being the registered holders of Shares in the Company at 7.00pm (Melbourne time) on 17 April 2025 (Record Date) and are not Directors or their associates and

whose address on the Company's Share register is in Australia and New Zealand provided that such Shareholder:

- is not in the United States, or acting for the account or benefit of a person in the United States; and
- is eligible under all applicable securities laws to receive an offer under the SPP Offer; and

The SPP Offer is also being extended to Eligible Shareholders who are Custodians for them to participate in the SPP Offer on behalf of certain Eligible Beneficiaries (who are residents of Australia or New Zealand) on the terms and conditions provided in this Prospectus.

The SPP Offer is made on the terms and conditions set out in this Prospectus.

How much can I invest under the SPP Offer?

Eligible Shareholders may apply for a parcel of SPP Shares under the SPP Offer in accordance with the application amounts set out below. The minimum and maximum investment amount under the SPP Offer is \$2,000 and \$5,000 respectively, subject to any scale-back that may occur at the discretion of the Company. The Company reserves the right to accept applications outside of these set application amounts.

The number of SPP Shares and Options issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Offer Price.

Application amount	\$2,000	\$3,000	\$4,000	\$5,000
Number of SPP Shares	6,666	10,000	13,333	16,666
Options (equal to the number of SPP Shares)	6,666	10,000	13,333	16,666

How do I apply for SPP Shares and Options?

If you wish to participate in the SPP Offer, please refer to the SPP Offer Website at www.computersharecas.com.au/SRLOFFER and do the following.

Pay by BPAY® (or EFT for New Zealand shareholders)

Make payment by BPAY® (or EFT for New Zealand shareholders) as shown on the SPP Offer instructions.

To apply via BPAY® you must have an Australian bank account. By paying through BPAY® (or EFT for New Zealand shareholders) there is no need to return an SPP Offer application form, but you will be taken to have made the statements and certifications that are set out in the SPP Offer instructions.

Payment must be received in cleared funds by no later than 5.00pm (Melbourne time) on 24 June 2025.

You should be aware that your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when making payment of application monies via BPAY® (or EFT for New Zealand shareholders).

The Company will not accept any other payment methods including cash, cheque, bank draft or money order.

The SPP Offer is structured that you are taken to apply for both SPP Shares and corresponding Options.

Do I have to participate in the SPP Offer?

No, participation in the SPP Offer by Eligible Shareholders is entirely voluntary. If you do not wish to participate in the SPP Offer (and the offer of Options), do nothing.

Can I apply for just the SPP Shares or just the Options?

No. The SPP Offer is for SPP Shares together with Options. You may not apply for either security separately.

Can I transfer my right to apply for SPP Shares and Options?

No, the SPP Offer cannot be transferred.

What are the rights attached to SPP Shares issued under the SPP Offer?

SPP Shares issued under the SPP Offer will rank equally with other Shares of the Company as at the date of issue of the SPP Shares.

What are the Options and what is my entitlement to them?

The Options are an option to subscribe for a share, subject to an exercise price, offered to participants under the SPP Offer who subscribed for SPP Shares.

SPP Subscribers will be entitled to one (1) Option for every SPP Share subscribed for under the SPP Offer. The Options will be issued for nil consideration and will be exercisable at 40 cents by 31 May 2027. Each Option gives the holder the right to subscribe for one (1) Share upon exercise. The terms of all Options offered under this Prospectus, which includes the Options are set out at section 6.1 of this Prospectus.

What happens if there is a scale-back?

Applications for SPP Shares may be scaled back to the extent to which more than \$1,500,000 of applications are received. Unless the Company otherwise determines, scale-back will be based on the size of the applications and will occur in a fair and reasonable manner.

In the event of a scale-back, the number of Options issued to Eligible Shareholders will be scaled back in the same proportion as one (1) Option for every SPP Share applied for.

Will the SPP Shares and Options be quoted on ASX?

The Company will apply for quotation of the SPP Shares on ASX no more than 5 business days after the Closing Date. In the event that quotation of the SPP Shares is not granted by ASX within three months of the date of the Prospectus (or any further extension in reliance on ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 which will include withdraw rights to investors) then any issue of SPP Shares and Options will be void and the Company will refund all application monies to investors under the SPP Offer without interest.

The fact that the ASX may grant official quotation to the SPP Shares is not to be taken in any way as an indication of the merits of the Company or the SPP Shares and Options.

Where can I get more information on the SPP Offer?

If you have questions in relation to how to participate in the SPP Offer, please contact the Share Registry, on 1300 850 505 (if calling from within Australia) or +61 3 9415 4000 (if calling from outside Australia), at any time between 8.30am and 5.00pm (Melbourne time) on Monday to Friday.

If you have any questions in relation to whether an investment in the Company through the SPP Offer is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

What do I do if I am a Custodian?

The SPP Offer is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares (and Options) on behalf of certain Eligible Beneficiaries.

The SPP Offer is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP Offer to their Eligible Beneficiaries.

If you wish to apply as a Custodian under the SPP Offer to receive SPP Shares and Options for one or more Eligible Beneficiaries (each a Participating Beneficiary), you must complete and submit an additional custodian certificate (Custodian Certificate) certifying the following:

- (a) that you are a Custodian (as that term is defined in paragraph 4 of ASIC Instrument 2019/547);
- (b) that you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP Offer and that the Participating Beneficiary was provided with a copy of this Prospectus before giving such instruction;
- (c) there are no Participating Beneficiaries in respect of which the total issue price for the following exceeds \$5,000:
 - (i) the shares or interests applied for by you under the SPP Offer are in accordance with the instructions of the Participating Beneficiaries; and
 - (ii) any other Shares issued to you in the 12 months before the application as a result of an instruction given by a Participating Beneficiary to you or a downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP Offer; and
- (d) that the matters required by paragraph 8(3) of ASIC Instrument 2019/547 have been complied with, and that the information given by the Custodian in that Custodian Certificate is true, correct and not misleading.

Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. A copy of a template custodian certificate form can be obtained from the Share Registry.

3. Key dates

The key dates in respect of the SPP Offer are as follows.

Event	Date
SPP Offer Opens	10 June 2025
SPP Offer Closes	24 June 2025
Announcement of results of SPP Offer	30 June 2025
New SPP Shares issued and application for quotation on ASX lodged	30 June 2025
New SPP Shares expected to commence trading on ASX	1 July 2025

Dates and times in this Prospectus are indicative only and subject to change.

Subject to the Corporations Act and ASX Listing Rules, the Company reserves the right to vary these times and dates in its discretion. All times are Melbourne time.

4. Details of the SPP Offer

4.1 SPP Offer – Eligible Shareholders

- (a) Under the SPP Offer the Company offers to Eligible Shareholders the opportunity to subscribe for up to \$5,000 of Shares in the Company (SPP Shares) at an offer price of 30 cents per SPP Share (Offer Price). Eligible Shareholders who subscribe for SPP Shares are also entitled to one (1) Option (Option) on the basis of one (1) Option for every SPP Share validly subscribed under the SPP Offer. The SPP Offer is subject to and in accordance with the terms and conditions set out in this Prospectus.
- (b) Each Option is exercisable at 40 cents by 31 May 2027. The Option holder is entitled to one Share per Option exercised. The full terms of the Option is set out in section 6.1.
- (c) Only persons who are Eligible Shareholders may participate in the SPP Offer. If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and cannot be transferred to another person.
- (d) The Company intends to seek quotation for the SPP Shares.
- (e) Employees who are Eligible Shareholders may participate in the SPP Offer.
- (f) All references to \$ or dollars in this Prospectus are references to Australian dollars unless indicated otherwise.

4.2 Application to Participate

- (a) Participation in the SPP Offer by Eligible Shareholders is optional.
- (b) Eligible Shareholders may participate in the SPP Offer by applying to subscribe for a parcel of SPP Shares (and Options) up to a maximum amount of \$5,000 per Eligible Shareholder. If applicable, the number of SPP Shares and Options issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Offer Price.

If you are an Eligible Shareholder and wish to participate in the SPP Offer, you must make payment by BPAY® (or EFT for New Zealand shareholders) in the appropriate amount in Australian dollars using your customer reference number (which is required to identify your holding) and the biller code, so that payment is received by the Company's Share Registry by no later than 5.00pm (Melbourne time) on 24 June 2025. If you make a payment by BPAY® (or EFT for New Zealand shareholders) you do not need to send an SPP Offer application form as receipt of your BPAY® (or EFT for New Zealand shareholders) payment will be taken by the Company as your application.

Receipts for payment will not be issued.

- (c) If an Eligible Shareholder has more than one holding, the Eligible Shareholder may not apply for SPP Shares with an aggregate value of more than \$5,000 under the SPP Offer. Accordingly, an Eligible Shareholder may only make an application for the maximum amount with respect to one holding.
- (d) You should be aware that your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when making payment of application monies via BPAY® (or EFT for New Zealand shareholders). Your financial institution may have a set limit on the amount that you can pay via BPAY® (or EFT for New Zealand shareholders). It is your responsibility to ensure that the amount you wish to pay via BPAY® (or EFT for New Zealand shareholders) is received by the Company's Share Registry by 5.00pm (Melbourne time) on 24 June 2025.

If you are an Eligible Shareholder and you make a payment via BPAY® (or EFT for New Zealand shareholders) you represent and warrant that the total of the application price for the following does not exceed \$5,000:

- (i) the SPP Shares the subject of your application;
- (ii) any other Shares issued to you under an arrangement similar to the SPP Offer in the 12 months before the date of your application under the SPP Offer (for the avoidance of doubt, an entitlement offer is not an arrangement similar to the SPP Offer);
- (iii) any other SPP Shares which you have instructed a Custodian to subscribe for on your behalf under the SPP Offer; and
- (iv) any other Shares issued to a Custodian under an arrangement similar to the SPP Offer in the 12 months before the date of your application for SPP Shares (and Options) as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in such Shares, even though you may have received more than one offer or received offers in more than one capacity.

4.3 Company's discretion with regard to applications

- (a) The Company may accept or reject any application under the SPP Offer, including where:
 - (i) you have not made a BPAY® (or EFT for New Zealand shareholders) payment, or the application is otherwise determined by the Company to be invalid;
 - (ii) it appears that you are applying to subscribe for more than \$5,000 worth of SPP Shares in aggregate (including as a result of any Shares you hold directly, jointly or through a Custodian or nominee arrangement);
 - (iii) your BPAY® (or EFT for New Zealand shareholders) payment is received after 5.00pm (Melbourne time) on 24 June 2025; or
 - (iv) the Company reasonably believes that you are not eligible to participate in the SPP Offer (subject to compliance with any applicable ASIC or ASX requirements).

4.4 Refund

If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable.

4.5 Effect of making an application

If you submit a BPAY® (or EFT for New Zealand shareholders):

- (a) you warrant that you are an Eligible Shareholder and are eligible to participate in the SPP Offer;
- (b) you are deemed to have accepted the SPP Offer and you irrevocably and unconditionally acknowledge and agree to the terms and conditions of the SPP Offer and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer;
- (c) you acknowledge that your application will be irrevocable and unconditional;
- (d) you agree to pay the Offer Price per SPP Share up to the maximum of:
 - (i) the value you have applied for; or
 - (ii) the maximum value of your BPAY® (or EFT for New Zealand shareholders) payment;

- (e) you certify and represent to the Company that you have not directly or indirectly, including through a Custodian, applied for more than \$5,000 worth of SPP Shares;
- (f) you certify that the total of the application price for the following does not exceed \$5,000:
 - (i) the SPP Shares the subject of your application;
 - (ii) any other Shares issued to you under an arrangement similar to the SPP Offer in the 12 months before the date of your application under the SPP Offer (for the avoidance of doubt an arrangement similar to the SPP Offer does not include an entitlement offer);
 - (iii) any other SPP Shares which you have instructed a Custodian to subscribe for on your behalf under the SPP Offer; and
 - (iv) any other Shares issued to a Custodian under an arrangement similar to the SPP Offer in the 12 months before the date of your application for SPP Shares as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in such Shares, even though you may have received more than one offer or received offers in more than one capacity;
- (g) you accept the risk associated with any refund that may be sent to your address (as shown on the Company's register of members) or to your nominated bank account (as recorded by Company's Share Registry);
- (h) you acknowledge that no interest will be paid on any application monies held pending the allotment of SPP Shares and Options or subsequently refunded to you for any reason;
- (i) you acknowledge that neither the Company nor its Share Registry has provided any investment advice or financial product advice and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP Offer;
- (j) you acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions of this Prospectus;
- (k) you acknowledge that the SPP Shares and Options to be issued under the SPP Offer have not, and will not be, registered under the Securities Act or the securities laws of any other jurisdiction outside Australia and, accordingly, the SPP Shares and Options to be issued under the SPP Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws;
- (l) you agree not to send this Prospectus or any other material relating to the SPP Offer to any person in the United States or any other country outside of Australia and New Zealand;
- (m) you agree to be bound by the Company's Constitution;
- (n) you authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the SPP Offer application process; and
- (o) you acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP Offer, even if the SPP Offer application process is incomplete, contains errors or is otherwise defective.

4.6 Scale-back in SPP Offer

- (a) Applications for SPP Shares may be scaled back at the discretion of the Company to the extent to which more than \$1,500,000 of applications are received. Unless the Company otherwise determines, scale-back will be based on the size of the applications and will occur

in a fair and reasonable manner. Alternatively, the Directors reserve the right to accept oversubscriptions under the SPP Offer.

- (b) If there is a scale-back, you may receive less than the parcel of SPP Shares and Options for which you have applied.
- (c) If a scale-back produces a fractional number of SPP Shares and Options when applied to your parcel, the number of SPP Shares and Options you will be allotted will be rounded down to the nearest whole number of SPP Shares and Options.
- (d) If there is a scale-back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Offer Price, will be refunded to you in accordance with section 4.4.

4.7 The SPP Shares

- (a) SPP Shares issued under the SPP Offer will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements (other than the right to subscribe for Options on a 1:1 basis, which right will have expired at the point of issue of SPP Shares).
- (b) The Company will apply for the SPP Shares issued under the SPP Offer to be quoted on the ASX.

4.8 The Options

- (a) Options issued under the SPP Offer will rank equally in all respects with all Options offered under the Offers, the terms of which are set out in section 6.1.
- (b) All Shares issued upon exercise of the Options will rank equally in all respects with existing Shares at the date of exercise.

4.9 No transaction costs

Eligible Shareholders who participate in the SPP Offer will not pay any brokerage, commissions or other transaction costs in respect of the issue and allotment of SPP Shares and Options.

4.10 Timetable

- (a) The timetable for the key events relating to the SPP Offer is as set out in section 3, Key Dates section of this Prospectus (Timetable).
- (b) The Company may, at its discretion, vary any of the dates in the Timetable or in these terms and conditions in accordance with the Corporations Act and ASX Listing Rules.

4.11 ASX quotation

The Company will apply for quotation of the SPP Shares on the ASX no more than 5 business days after the Closing Date. In the event that quotation of the SPP Shares is not granted by the ASX within three months of the date of the Prospectus (or any further extension in reliance on ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 which will include withdraw rights to investors) then any issue of SPP Shares and Options will be void and the Company will refund all application monies to investors under the SPP Offer without interest.

The fact that the ASX may grant official quotation to the SPP Shares is not to be taken in any way as an indication of the merits of the Company or the SPP Shares.

4.12 Allotment and holding statements

The Company anticipates issuing the SPP Shares and Options subscribed for under the SPP Offer on 30 June 2025.

Holding statements for SPP Shares and Options granted under the SPP Offer will be mailed as soon as reasonably practicable after the SPP Shares and Options are allotted.

4.13 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share or option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Instead of Share and Option certificates, investors will be provided with a holding statement that sets out the number of Shares and Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number.

4.14 Dispute resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP Offer, whether generally or in relation to any participant or application. Any determinations by the Company will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. The Company's rights may be exercised by its board or any delegate of the board.

4.15 Variation, suspension and termination

- (a) The Company may at its discretion and at any time:
 - (i) vary, suspend or terminate the SPP Offer. If the Company does this, it will make an announcement to the ASX (in addition to any other requirements under the Corporations Act). Failure to notify Shareholders of variations to or the suspension or termination of the SPP Offer will not invalidate the variation, suspension or termination; or
 - (ii) to the extent permitted by law, waive compliance with any provision of the SPP Offer or these terms and conditions.
- (b) The Company reserves the right to issue no SPP Shares and Options under the SPP Offer or fewer SPP Shares and Options under the SPP Offer than applied for under the SPP Offer at its complete discretion, including if the Company believes the issue of those SPP Shares and Options would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

4.16 Enquiries

Any questions concerning the SPP Offer should be directed to the Share Registry on 1300 850 505 (if calling from within Australia) or +61 3 9415 4000 (if calling from outside Australia) at any time between 8.30am and 5.00pm (Melbourne time) on Monday to Friday. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

5. Purpose and effect of the Offer

5.1 Purpose and Effect of the Offer

The purpose of the SPP Offer is to provide Eligible Shareholders the opportunity to subscribe for up to \$5,000 of SPP Shares and Options on the same price and terms as those offered to Placement participants under the Placement announced by the Company on 22 April 2025.

The proceeds of the SPP Offer (and the Placement), will be used to accelerate the work on the Syerston Scandium Project Feasibility Study, which will review the current capital and operating cost estimates for the Project (*refer to the Company's December 2024 Quarterly Activities Report released on 28 January 2025*) through to production of scandium oxide from the Syerston mine site in central New South Wales.

The balance of the funding will be used to progress drill targets for copper/gold mineralisation in the Cloncurry district, Queensland pursuant to the Clonagh Joint Venture with Continental Copper Pty Ltd, as well as general corporate overheads.

5.2 Shares and Options

The principal effect of the Offers, assuming all SPP Shares and Options offered under this Prospectus are subscribed for and granted, will be to increase the number of SPP Shares and Options on issue.

Assuming \$1,500,000 of subscriptions under the SPP Offer and the Company does not accept oversubscriptions, the Company will have the following capital structure:

Shares currently on issue	90,227,498
Placement Shares scheduled to be issued on or around 13 June 2025	20,000,000
SPP Shares (assuming \$1,500,000 of subscriptions and subject to rounding)	5,000,000
Total shares anticipated to be on issue	115,227,498

Options currently on issue	0
Placement Options scheduled to be issued on or around 13 June 2025	20,000,000
SPP Options (assuming \$1,500,000 of subscriptions and subject to rounding)	5,000,000
Total options anticipated to be on issue	25,000,000

In addition, there are 3,436,000 Performance Rights on issue.

5.3 Pro-forma Balance Sheet

The balance sheet as at 31 December 2024 and the unaudited pro-forma balance sheet as at 31 December 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared on the basis of \$7.5 million being raised under the Placement (\$6 million) and SPP Offer (\$1.5 million) before the payment of an estimated \$200,000 cost (legal, corporate advisory, share registry) of the offers which has been recognised in current payables. The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The pro-forma, unaudited statement of financial position is illustrative only and may not represent the financial position of the Company following the close of the Placement and the SPP Offer. The pro-

forma, unaudited statement of financial position does not take into account the effect of any future exercises of any Options or other convertible securities.

	Unaudited statement of financial position as at 31 Dec 2024 (\$'000)	Pro-forma statement of financial position as at 31 Dec 2024	
		Placement (\$'000)	SPP Offer (\$'000)
CURRENT ASSETS			
Cash and cash equivalents	6,033	12,033	13,533
Trade and other receivables	557	-	-
Total Current Assets	6,590	12,590	14,090
NON-CURRENT ASSETS			
Property, plant and equipment	130	-	-
Investments	200	-	-
Right of use assets	275	-	-
Other assets	94	-	-
Total Non-Current Assets	699	699	699
TOTAL ASSETS	7,289	13,289	14,789
CURRENT LIABILITIES			
Trade and other payables	469	-	669
Employee benefits	231	-	-
Provisions	-	-	-
Lease liabilities	97	-	-
Total Current Liabilities	797	797	997

	Unaudited statement of financial position as at 31 Dec 2024 (\$'000)	Pro-forma statement of financial position as at 31 Dec 2024	
		Placement (\$'000)	SPP Offer (\$'000)
NON-CURRENT LIABILITIES			
Employee benefits	127	-	-
Provisions	10	-	-
Lease liabilities	183	-	-
Total Non-Current Liabilities	320	320	320
 TOTAL LIABILITIES	 1,117	 1,117	 1,317
 NET ASSETS	 6,172	 12,172	 13,472
 EQUITY			
Issued capital	298,091	304,091	305,391
Reserves	18,056	-	-
Accumulated losses	(390,975)	-	-
TOTAL EQUITY	6,172	12,172	13,472

Notes to the pro-forma statement of financial position:

The unaudited pro forma statement of financial position has been prepared by the Company and is presented in an abbreviated form. It does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements. It has been prepared on the basis of the accounting policies normally adopted by the Company.

6. Rights and liabilities attaching to securities

6.1 Terms of Options

Options entitle the holder (Holder) to subscribe for ordinary fully paid shares in the Company (Shares) on the following terms:

- (a) Each Option entitles the Holder to subscribe for one (1) Share upon exercise of the Option.
- (b) The amount payable on exercise of an Option is 40 cents.
- (c) Subject to paragraphs (l) and (m), each Option expires on 31 May 2027. An Option not exercised on or before the expiry date will automatically lapse on the expiry date.
- (d) There are no participating rights or entitlements conferred on the Options and the Holder will not be entitled to participate with respect to the Options in new issues offered to Shareholders during the term of the Options without exercising the Options. There is no change in exercise price or to the number of Shares over which an Option can be exercised in the event of a pro-rata issue.
- (e) In the event of any reorganisation of capital of the Company prior to the expiry date for exercise of the Options, the number of Options to which the Holder is entitled or the exercise price of the Options or both will be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of reorganisation.
- (f) The number of Options held will appear on a Holder's statement which will be accompanied by a Notice of Exercise of Options form that is to be completed when exercising Options.
- (g) The Options can be exercised at any time prior to their expiry date by completing the Notice of Exercise of Options form and delivering it to the Company with payment of the exercise price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (h) The Company shall, within 5 Business Days after the receipt of a Notice of Exercise of Options form and the requisite payment, issue Shares in respect of the Options exercised and arrange for a holding statement for the Shares to be despatched to the Holder.
- (i) The Holder may exercise any number of the Options without prejudice to the Holder's ability to subsequently exercise any remaining Options.
- (j) If admitted to the official list of the ASX at the time, the Company will, within 7 days, apply for official quotation on the ASX of the Shares issued upon the exercise of the Options.
- (k) Shares issued on exercise of an Option rank equally with the then issued shares of the Company.
- (l) If a takeover bid within the meaning of the Corporations Act is made for the Shares in the Company and the bidder acquires a relevant interest in at least 90% of the Shares and the bid is unconditional, any Options not exercised within 7 days thereafter will automatically lapse.
- (m) If a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which is that a person will have a relevant interest in at least 90% of the Shares and that resolution is passed by the requisite majorities of Company shareholders, any Options not exercised within 2 days of the court order approving the scheme of arrangement will automatically lapse.

6.2 Shares

A summary of the key rights attaching to the Shares issued upon exercise of the Options is set out below. The provisions of the Constitution relating to the rights attaching to the Shares must be read subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Shares.

- (a) The power to issue Shares and other securities in the capital of the Company lies with the Board, subject to the restrictions contained otherwise in the Constitution, the ASX Listing Rules and the Corporations Act.
- (b) Every Shareholder present in person or by proxy at a meeting of Shareholders has one vote on a vote taken by a show of hands, and on a poll, every Shareholder who is present in person or by proxy has one vote for every fully paid Share held. A poll may be demanded at a meeting in the manner permitted by the Corporations Act.
- (c) Dividends are payable upon the determination of the Directors, who may fix the amount, time for payment and method of payment of dividends.
- (d) Subject to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, a Shareholder may transfer Shares by an instrument in writing in a form approved by the Directors. Except as otherwise provided for in the ASX Listing Rules or the ASX Settlement Operating Rules, the Directors may in certain circumstances refuse to register any transfer of Shares, or request the ASX or its registry to apply a holding lock to prevent a proper ASX transfer of Shares.
- (e) Each Shareholder is entitled to receive notice of, and to attend, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules. A Director may call a meeting of members and members may also requisition or convene general meetings in accordance with the procedures for member-initiated meetings set out in the Corporations Act. Shareholders must be given at least 28 days written notice of any general meeting unless otherwise permitted by the Corporations Act.
- (f) All Shares rank equally in the event of a winding up, subject to any amount remaining unpaid on any Shares. Once all the liabilities of the Company are met, the liquidator may, with the sanction of a special resolution of the members, divide amongst the members all or any of the Company's assets and for that purpose determine how the liquidator will carry out the division between the different classes of members.
- (g) If the Company's share capital is divided into different classes of shares, the rights attached to any class may be varied or cancelled by a special resolution passed at a general meeting of the holders of shares in that class or with the written consent of three quarters of the holders of shares in that class.
- (h) If a Shareholder holds a number of Shares that is less than a marketable parcel (as defined in the ASX Listing Rules and is generally a holding of shares with a market value of not less than \$500), the Company has the power to sell or dispose of such Shares unless otherwise instructed by the Shareholder. The net proceeds from the sale will be paid to the Shareholder.

7. Risk factors

You should be aware that being issued SPP Shares and Options involves various risks. This section discusses some of the key risks associated with an investment in SPP Shares and Options. A number of risks and uncertainties, which are both specific and of a more general nature, may adversely affect the operating and financial performance or position of the Company, which in turn may affect the value of SPP Shares and the value of an investment in the Company.

The risks and uncertainties described below are not an exhaustive list of the risks facing the Company or associated with an investment in the Company. Additional risks and uncertainties may also become important factors that adversely affect the Company's operating and financial performance or position.

This document is not financial product advice and has been prepared without taking into account your investment objectives or personal circumstances. Before investing in SPP Shares, you should consider whether an investment in SPP Shares and Options is suitable for you. Potential investors should consider publicly available information on the Company (such as that available on the websites of the Company and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

7.1 Company specific risks

(a) Funding risk

The 100% owned Syerston Scandium Project is an undeveloped project located in central New South Wales adjacent to the large Sunrise Nickel-Cobalt Complex near Fifield. The Company is currently updating the feasibility study on the project (Syerston Feasibility Study) that was released in 2016. The business of the Company, and the ability of the Group to complete the update of the Syerston Feasibility Study and procure off-take customers and the finance required to develop the Syerston Scandium Project relies on access to equity and debt funding.

As scandium (Sc) is not traded on any commodity exchange, traditional equity and debt market sources may not be available which may make it difficult for investors and financiers to assess and understand market risk. There can be no assurance that additional equity, debt or other forms of funding (including by way of government grants) will be available to the Company (over any timeframe) on favourable terms or at all.

Customary terms of debt financing require the Company to raise a portion of the capital cost required to fund the Syerston Scandium Project from the equity market before debt drawdowns will be available. No assurance can be given that the required equity component of the project financing will be raised by the Company in full or at all. Failure to obtain sufficient funds from the equity market or failure to achieve other conditions precedent customary for secured project financing arrangements of this nature, such as final loan documentation and satisfaction of other conditions to drawdown (including providing an updated financial model based off, amongst other things, independent commodity price forecasts which demonstrate compliance with financial ratios and debt sizing criteria, entry into material project contracts with associated tripartite agreements, project authorisations, representations, undertakings and offtake policy compliance) may preclude the Company from being able to drawdown on the financing facilities it has secured. Any additional equity financing may dilute existing shareholdings.

Failure to obtain debt, equity and/or other forms of financing may cause the Company to postpone any development plans, forfeit rights to some or all of its projects or reduce its operating structures, including staff and overhead levels, which may delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities or require the Company to sell down an interest in its projects or assets. This may adversely impact the Company's financial condition and the value of the Company's shares and could ultimately result in Sunrise being unable to develop the Syerston Scandium Project. In addition, any delays in obtaining debt, equity and/or other forms of financing, or any delays in receiving (or the non-receipt of) anticipated government grants, may require the Company to

decrease its planned expenditure on certain project related activities while such funding is being secured. This may lead to scheduling disruptions, timetable overruns and an overall delay in the execution of the project.

(b) Communicable disease outbreaks

The outbreak of communicable diseases around the world (such as COVID-19) may lead to interruptions in operations, exploration, development and production activities, inability to source supplies or consumables and higher volatility in the global capital markets and price of scandium or demand for the products of the Syerston Scandium Project, which may materially and adversely affect the Company's business, financial condition and results of operations.

In addition, such outbreaks may result in restrictions on travel and public transport and prolonged closures of facilities or other workplaces which may have a material adverse effect on the Company and the global economy more generally. Any material change in the Company's operating conditions, the financial markets or the economy as a result of these events or developments may materially and adversely affect the Company's business, financial condition and results of operations.

(c) Exploration, production and project development

The future profitability of the Company is directly related to the results of exploration, development and production activities as well as costs and prices. Exploration, project development and production involves significant risk.

Exploration is a speculative endeavour with an associated risk of discovering or finding scandium and other products in economic quantities and/or grades, and risks associated with development of a project to exploit any such discovery. No assurances can be given that funds spent on exploration and development will result in discoveries or projects that will be commercially viable. During each stage of a project's development there is a risk that forecast capital or operating expenditure estimates may increase, rendering a discovery uneconomic.

Development and production of scandium and other mining projects may be exposed to low side reserve outcomes, cost and timetable overruns, production decreases or stoppages, which may be the result of commissioning, facility shutdowns, mechanical or technical failure, scheduling disruptions (which may result from delays to funding or decreased spend while funding is secured), technical risks and other unforeseen events. Few scandium processing plants have been constructed and commissioned outside of the People's Republic of China and, as a result, there may be increased execution risk for the Syerston Scandium Project. A significant poor development outcome or failure to maintain production could result in the Company lowering reserve and production forecasts, loss of revenue, increased working capital requirements, and additional operating costs to restore production.

In some instances, a loss of production may incur significant capital expenditure, which could require the Company to seek additional funding. The Company may fail to meet product quality requirements and material specifications required by buyers of scandium products.

(d) Volatility of the price of scandium

Sc and other rare earth products are not exchange traded commodities. The Company will require contracts for the sale of Sc and for products using scandium. There is no guarantee the Company will secure contracts on terms favourable to the Company or at all.

Sc prices will depend on available markets at acceptable prices and distribution and other costs. Pricing of Sc can also be impacted by government intervention in Sc markets, such as through direct or indirect support of producers and exporters of Sc, stockpiling of Sc, and trade policies, barriers and sanctions. Historically (and at present), the supply of Sc has been dominated by producers in the People's Republic of China. Policy changes, actions or events that affect that supply may have a significant effect on Sc prices.

Additionally, technological developments may result in substitution risk and decrease the demand for (and therefore the price of) Sc and products using Sc.

Demand for Sc and products using Sc may also be impacted by demand for downstream products, including (but not limited to) general automotive, aerospace and electronic industries, wind turbines, robotics, permanent magnets, military equipment, communication and other high-growth advanced motion technologies.

Any substantial variation in the price of Sc or an increase in the distribution costs could have a material impact on the Company.

(e) Operating risks

Industry operating risks include, but are not limited to, fires, explosions, environmental hazards, technical failures, unusual or unexpected geological conditions, adverse weather conditions and other accidents. The occurrence of any of these risks could result in substantial losses to the Company due to: injury or loss of life; damage to or destruction of property, natural resources or equipment; pollution or other environmental damage; clean-up responsibilities; regulatory investigation and penalties; or suspension of operations. Damages occurring to third parties as a result of such risks may also give rise to claims against the Company.

The occurrence of any of these circumstances could result in the Company not realising its operational or development plans or in such plans costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on the Company's financial and operational performance.

(f) Reliance on key personnel and advisors

The ability of the Company to achieve its objectives depends on the engagement of key employees, directors and external contractors that provide management and technical expertise.

If the Company cannot secure external technical expertise (for example to carry out development activities) or if the services of the present management or technical team cease to be available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget that it has forecast.

Additionally, industrial disruptions, work stoppages and accidents in the course of operations may adversely affect the Company's performance.

(g) Reserves and resource estimates

Mineral reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates may change or become uncertain when new information becomes available on the tenements through additional exploration, investigations, research, testing or engineering over the life of a project. This applies equally to the Syerston Scandium Project and any forecast financial information derived from a production target.

In addition, reserve and contingent resource estimates (and production targets and forecast financial information derived from a production target) are necessarily imprecise and depend to some extent on interpretations, which may prove inaccurate. The actual reserves or contingent resources may differ from those estimated which may result in the Company's altering its plans which could have either a positive or negative effect on its operations.

Changes in reserve or resource estimates could also impact the Company's ability to maintain its borrowing capacity with lenders.

(h) Environmental

The Company's exploration and development activities are subject to legislation regarding environmental matters.

The legal framework governing this area is complex and constantly developing. There is a risk that the environmental regulations may become more onerous, making the Company's operations more expensive and/or subject to potential delays. The Company may become subject to liability for pollution or other hazards against which it is not insured or cannot insure, including those in respect of past activities for which it was not responsible.

The Company's operations are subject to New South Wales and Commonwealth laws and regulations regarding the environment, including hazards and discharge of hazardous waste and materials. The mining and processing of Normally Occurring Radioactive Materials (NORM) and the disposal of radioactive waste is subject to additional laws and regulations regarding environmental matters. The cost of compliance with these laws and regulations may impact the cost of exploration, development, construction, operation of the production facilities and mine closure costs and may result in these costs exceeding what has been allowed for in the estimates used to develop forward looking statements around the economics of the Company's projects.

(i) Title

Securing and maintaining tenure over mining tenements is critical to the future development of the Company's projects. All mining tenements which the Company may acquire either by application, sale and purchase or farm-in are regulated by the applicable state or territory mining legislation.

There is no guarantee that future applications for ungranted tenements will be granted as applied for (although the Company has no reason to believe that any tenements required for the Syerston Scandium Project or identified as being required in the future will not be granted in due course). Various conditions may also be imposed as a condition of grant. In addition, the relevant minister may need to consent to any transfer of a tenement to the Company.

Renewal of titles is made by way of application to the relevant state department. There is no guarantee that a renewal will be automatically granted other than in accordance with the applicable state or territory mining legislation. In addition, the relevant department may impose conditions on any renewal, including relinquishment of ground.

(j) Legislative changes, government policy and approvals

The Company requires government regulatory approvals for its operations. Changes in government, monetary policies, taxation and other laws in Australia or internationally may impact the Company's operations.

The impact of actions by state, territory and federal governments may affect the Company's activities including such matters as access to lands and infrastructure, compliance with environmental regulations, production and exploration activities. This may from time to time affect timing and scope of work to be undertaken. No guarantee can be given that all necessary permits, authorisations, agreements or licences will be provided to the Company by government bodies, or if they are, that they will be renewed or not revoked if already granted.

(k) Occupational health and safety

Exploration and production activities may expose the Company's staff and contractors to potentially dangerous working environments. Occupational health and safety legislation and regulations differ in each jurisdiction. If any of the Company's employees or contractors suffers injury or death, compensation payments or fines may be payable and such circumstances could result in the loss of a licence or permit required to carry on the business. Such an incident may also have an adverse effect on the Company's business (including financial position) and reputation.

(l) Third party risk

The Company will rely significantly on strategic relationships with other entities and on a good relationship with regulatory and government departments and other interest holders. The Company will also rely on third parties to provide essential contracting services. There can be no assurance that its existing relationships will be maintained, or that new ones will be successfully formed. The Company could be adversely affected by changes to such relationships or difficulties in forming new ones.

(m) Insurance

Insurance of all risks associated with mineral exploration and production is not always available and, where available, the cost can be high. The Company maintains insurance within a coverage range that it considers to be consistent with industry practice and appropriate for its needs and will update this insurance as required as the Company's activities evolve through the development and operation of the Syerston Scandium Project. The occurrence of an event that is uninsurable, not covered, or only partially covered by insurance could have a material adverse effect on the Company's business and financial position.

(n) Litigation risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employment claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(o) Climate change risk

Climate change is a risk the Company has considered, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Company include:

- the emergence of new or expanded regulations associated with transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns.

All risks associated with climate change may significantly change the industry in which the Group operates.

(p) Financial risks

The Group's activities expose it to a variety of financial risks, including:

- *Market risk:* The risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, interest rate risk, price risk, credit risk and liquidity risk (maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities). The Company's future activities will be subject to volatility and fluctuations in those particular areas.

- *Foreign exchange/currency risk:* The Company operates internationally and is exposed to foreign exchange risk arising from currency exposures with respect to changes in foreign exchange rates. The Company's future commercial transactions include product sales, capital expenditure, purchase of foreign sourced inputs and debt facilities. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency.
- *Interest rate and credit risk:* This relates to the risk that interest rates applicable to the Company may fluctuate and have an impact on the value of the Company's assets and liabilities.
- *Liquidity risk:* This relates to the ability of the Group to maintain sufficient cash and the availability of funding through an adequate amount of committed credit facilities to support the Group's operations.

7.2 General risks

(a) Potential for dilution

A shareholder's percentage holding in the Company will be diluted by not participating in the SPP Offer.

It is not possible to predict what the value of the Company or its Shares will be following the completion of the SPP and the Directors do not make any representation as to such matters.

The historical trading price of the shares on ASX prior to this SPP is not a reliable indicator as to the potential trading price of shares after completion of the SPP.

(b) General market and economic factors

The operating and financial performance of the Company is influenced by a number of general economic and business conditions.

Generally applicable factors which may affect the operating and financial performance of the Company include:

- general movements in Australian and international stock markets;
- investor sentiment;
- Australian and international economic conditions and outlook;
- commodity prices;
- changes in interest rates and the rate of inflation;
- changes in government legislation and policies, including taxation laws and foreign investment legislation;
- announcement of new technologies; and
- geo-political instability, including international hostilities and acts of terrorism.

Further, the effect of these conditions on the Company's ability to obtain new debt financing, and the terms on which any such financing can be obtained, is uncertain. If these conditions result in the Company being unable to obtain new debt financing, or to do so on reasonable terms, this may have an adverse impact on its financial position, financial performance and/or share price. The Company's operational and financial performance and position may be adversely affected by a worsening of international economic and market conditions and related factors. It is also possible that new risks might emerge as a result of global markets experiencing extreme stress, or existing risks may manifest themselves in ways that are not currently foreseeable.

(c) Dividends

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(d) Taxation

The disposal of SPP Shares and the exercise of Options into Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All investors are urged to obtain independent financial advice about the consequences of disposing of SPP Shares from both a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of acquiring or disposing of SPP Shares and the exercise of Options under this equity raising.

(e) Competition

The Company will compete with other companies, including major mining companies in Australia and internationally. Some of these companies will have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(f) Force majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including fires, labour unrest, civil disorder, war, subversive activities or sabotage, floods, pandemics, explosions or other catastrophes, epidemics or quarantine restrictions.

(g) Russia-Ukraine and Israel-Palestine conflict

The ongoing Russia-Ukraine and Israel-Palestine conflicts have had and will continue to have a significant impact on global economic markets. Although the Company considers the current impact of the conflicts on the Company to be limited, given that the conflicts are ongoing and volatile in nature, the future effect of the conflicts on the Company is uncertain. The conflicts may have an adverse effect on the Company's share price or operations which will likely be out of the Company's control.

(h) Data and information technology

The Company's computer systems are subject to the risks of unauthorised access, computer hackers, computer viruses, malicious code, organised cyber-attacks and other security problems and system disruptions, including possible unauthorised access to proprietary or classified information. Any of these events could damage the Company's reputation and have a material adverse effect on its business, reputation, results of operations and financial condition. There is also a risk that the Company's systems for capturing data and intellectual property for project development are ultimately not effective.

7.3 Speculative investment

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Company's securities. An investment in the Company is speculative and investors should consult their professional adviser before applying for or disposing of securities in the Company.

8. Additional information

8.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a 'transaction specific prospectus'. In general terms a 'transaction specific prospectus' is only required to contain information in relation to the effect of the issue of securities on a Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing Company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been provided to ASX and does not include all of the information that would be included in a Prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC, being the financial report for the year ending 30 June 2024; and
 - (ii) any continuous disclosure documents given by the Company to the ASX after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with the ASX since the date of lodgement of the Company's latest full year statutory accounts and before the lodgement of this Prospectus with ASIC are available through the Company's website www.sunriseem.com and are set out in the table below:

Date	Description of ASX Announcement
6 June 2025	Results of General Meeting
8 May 2025	Update – Proposed issue of securities – SRL
8 May 2025	Update – Proposed issue of securities – SRL
7 May 2025	Notice of General Meeting/Proxy Form
24 April 2025	March 2025 Quarterly Activities and Cash Flow
22 April 2025	Proposed issue of securities – SRL

Date	Description of ASX Announcement
22 April 2025	Proposed issue of securities – SRL
22 April 2025	Placement and SPP to raise up to \$7.5 Million
16 April 2025	Trading Halt
8 April 2025	New Syerston High-Grade Scandium Assays
12 March 2025	Notification regarding unquoted securities – SRL
7 March 2025	Updated Syerston Scandium Project Presentation
4 March 2025	Half Year Accounts – December 2024
26 February 2025	Syerston Scandium Project Presentation
20 February 2025	Investor Webinar
14 February 2025	Renewal of Research Agreement with UACJ Corporation
5 February 2025	Update of Syerston Scandium Project Mineral Resource
28 January 2025	December 2024 Quarterly Activities and Cash Flow
17 January 2025	Ceasing to be a substantial holder
8 January 2025	Change of Director's Interest Notice
8 January 2025	Notification of cessation of securities – SRL
22 October 2024	Change of Director's Interest Notice
22 October 2024	Notification regarding unquoted securities – SRL
22 October 2024	Results of Annual General Meeting
22 October 2024	AGM Presentation
17 October 2024	September 2024 Quarterly Activities and Cash Flow
20 September 2024	Notice of Annual General Meeting/Proxy Form
11 September 2024	Notification of cessation of securities – SRL
2 September 2024	Management and Board Update
29 August 2024	2024 Corporate Governance Statement
29 August 2024	Appendix 4G

8.2 Security holdings of Directors

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Performance Rights
Robert Friedland	11,977,801	Nil
Jiang Zhaobai	10,451,888	Nil
Sam Riggall	2,701,746	2,468,480
Stefanie Loader	22,000	Nil
Eric Finlayson	75,000	Nil
Trevor Eton	12,000	Nil

8.3 Remuneration of Directors

The following table shows the total annual remuneration package of each of the Directors of the Company for the year ended 30 June 2024 (inclusive of cash salary and fees, post-employment benefits, long-term benefits and share based payments):

Director	Remuneration
Robert Friedland	\$70,000
Jiang Zhaobai	\$70,000
Sam Riggall	\$920,186
Stefanie Loader	\$83,000
Eric Finlayson	\$66,000
Trevor Eton	\$73,000

Please refer to the Remuneration Report, which is contained in the Company's Annual Report for the financial year ended 30 June 2024 for full details of the remuneration of the Directors.

8.4 Consents

Computershare Investor Services Pty Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Company's Share Registry in the form and context in which it is named. Computershare Investor Services Pty Limited has not taken part in the preparation of any part of this Prospectus other than the recording of its name as Share Registry. Computershare Investor Services Pty Limited takes no responsibility for any part of this Prospectus, other than a reference to its name.

8.5 Directors' authorisation

This Prospectus is authorised by each Director, who has given and not withdrawn their consent to the issue of this Prospectus and to its lodgement with ASIC.

9. Glossary

\$ means the lawful currency of the Commonwealth of Australia.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the operating rules of ASX Settlement which govern the administration of CHESS.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.

Closing Date means the dates specified in section 3 of this Prospectus (unless extended).

Company means Sunrise Energy Metals Limited (ACN 127 457 916).

Constitution means the constitution of the Company as amended from time to time.

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

Custodian means a person:

- (a) that holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service; or
 - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO 02/294]; or
- (b) that is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (the Regulations); or
 - (ii) paragraph 7.6.01(1)(na) of the Regulations; or
 - (iii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or
 - (iv) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313]; or
 - (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (ii)(a); or
 - (vi) paragraph 911A(2)(h) of the Act;

from the requirement to hold an Australian financial services license for the provision of a custodial or depositary service; or

- (c) that is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
- (d) that is the responsible entity of an IDPS-like scheme; or

that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

Director means a director of the Company.

Eligible Beneficiary means a person who would otherwise satisfy the definition of an Eligible Shareholder but for they hold a beneficial interest in Shares and whose legal interest in Shares is held by a Custodian.

Eligible Shareholders means Shareholders:

- (a) who were registered holders of Shares on the Record Date and are not Directors or their associates; and
- (b) whose registered address was in Australia or New Zealand;
- (i) are not in the United States and are not “U.S. persons” (as defined under Regulation S under the United States Securities Act of 1933, as amended) (U.S. Persons) or acting for the account or benefit of U.S. Persons; and
- (j) are eligible under all applicable securities laws to receive an offer under the SPP Offer.

Offer Price means 30 cents per SPP Share.

Option means an option to subscribe for Shares in the capital of the Company to be issued in conjunction with the issue of the SPP Shares on the basis set out in this Prospectus.

Placement means the Company’s share placement to sophisticated and professional investors raising \$6 million as announced on 22 April 2025 as approved by Shareholders at a meeting held on 6 June 2025.

Prospectus means this prospectus.

Record Date means 7.00pm (Melbourne time) on 17 April 2025.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited.

SPP or Share Purchase Plan means the Company’s share purchase plan dated on or about the date of this Prospectus.

SPP Offer means the offer to SPP Subscribers of up to \$5,000 SPP Shares at an offer price of 30 cents and one (1) Option for every SPP Share subscribed for exercisable at 40 cents and expiring on 31 May 2027 on the terms and conditions set out in this Prospectus.

SPP Share means a new Share subscribed for under the SPP.

SPP Subscribers means Eligible Shareholders.

Timetable means the timetable of key dates for the SPP Offer set out in section 3 of this Prospectus.

10. Corporate directory

Directors

Robert Friedland (Co-Chairman and Non-Executive Director)
Jiang Zhaobai (Co-Chairman and Non-Executive Director)
Sam Riggall (Chief Executive Officer and Managing Director)
Stefanie Loader (Lead Independent Non-Executive Director)
Eric Finlayson (Non-Executive Director)
Trevor Eton (Chief Financial Officer and Non-Executive Director)

Company Secretary

Melanie Leydin

Registered Office and Principal Place of Business

Level 6
10-16 Queen Street
Melbourne VIC 3000

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067

Website

www.sunriseem.com