

20 MAY 2025

Federal Court Orders Granted

Sunstone Metals Ltd (ASX: STM) advises that further to its announcements on 15 and 20 May 2025, Sunstone's application to the Federal Court to rectify inadvertent administrative oversight relating to non-lodgement of cleansing notices under the *Corporations Act 2001* (Cth) was heard today and the Federal Court has granted the relief sought as follows:

- (a) a declaration that the issue of shares under the relevant share purchase plan are not invalid;
- (b) a declaration that any offers for sale or sale of the shares since their issue, are not invalid; and
- (c) an order relieving the transferring party from any civil liability in relation to any on-sale of the shares to any other person.

A copy of the orders that were granted by the Federal Court accompany this announcement.

Sunstone has requested that the voluntary suspension of trading in the Company's securities requested on 15 May 2025 be lifted by the ASX immediately following the release of this announcement and the lodgement with ASIC and ASX of the cleansing prospectus referred to in the orders.

Mr Patrick Duffy, Managing Director of Sunstone Metals Ltd., has authorised this announcement to be lodged with the ASX.

For further information, please visit www.sunstonemetals.com.au

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Federal Court of Australia

District Registry: Victoria Registry

Division: General

No: VID624/2025

IN THE MATTER OF SUNSTONE METALS LTD ACN 123 184 412

SUNSTONE METALS LTD ACN 123 184 412

Applicant

ORDER

JUDGE: Justice O'Callaghan

DATE OF ORDER: 20 May 2025

WHERE MADE: Melbourne

OTHER MATTERS:

A. Having read:

- (a) The affidavit of Lucas Welsh, CFO and Company Secretary for the Company, of 18 May 2025;
- (b) The affidavit of Gavin Leicht, former Company Secretary of the Company, of 19 May 2025;
- (c) The affidavit of Malcolm Norris, Director and former Managing Director and CEO of the Company, of 18 May 2025;
- (d) The affidavit of Emma Claire Cook, partner of Thomson Geer, Lawyers, of 18 May 2025;
- (e) The affidavit of Sarah Grace Beattie of 20 May 2025;
- (f) The affidavit of Lucas Welsh of 19 May 2025;
- (g) Counsel's outline of written submissions dated 19 May 2025; and
- (h) The transcript of the hearing dated 20 May 2025,

each of which will be available for inspection by any member of the public at a publicly accessible online file at <https://www.fedcourt.gov.au/services/access-to-files-and-transcripts/online-files> by 4pm today.

DEFINITIONS:

In the declarations and orders below these terms have the following meanings:



Placement Issue – director allocation means placements of ordinary shares in the Applicant to directors of the Applicant pursuant to section 708(12) of the *Corporations Act 2001* (Cth) (**the Act**).

Placement Issue means the placements of ordinary shares issued in the Applicant to sophisticated and professional investors pursuant to sections 708(8) and (11) of the Act.

SPP Issue means the issue of ordinary shares in the Applicant under a Share Purchase Plan whereby shares are offered to existing shareholders of the Applicant pursuant to *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

Unlisted Performance Rights means shares issued to employees of the Applicant on the satisfaction of performance and vesting conditions relating to performance rights issued under the Applicant's employee share incentive scheme (as approved by shareholders).

WITH RESPECT TO THE FOLLOWING SHARE ISSUES:

- a. 295,507,463 fully paid ordinary shares in the Applicant issued on 22 April 2022 pursuant to a Placement Issue;
- b. 3,000,000 fully paid ordinary shares in the Applicant issued on 29 April 2022 pursuant to a Placement Issue;
- c. 36,417,976 fully paid ordinary shares in the Applicant issued on 13 May 2022 pursuant to an SPP Issue (**2022 SPP Issue**);
- d. 12,916,667 fully paid ordinary shares in the Applicant issued on 13 February 2024 pursuant to a Placement Issue – director allocation;
- e. 13,636,364 fully paid ordinary shares in the Applicant issued on 9 July 2024 pursuant to a Placement Issue – director allocation;
- f. 26,000,000 fully paid ordinary shares in the Applicant issued on 31 October 2024 pursuant to a Placement Issue – director allocation;
- g. 800,000,000 fully paid ordinary shares in the Applicant issued on 2 April 2025 pursuant to a Placement Issue; and
- h. 90,950,775 fully paid ordinary shares in the Applicant issued pursuant to the exercise of Unlisted Performance Rights on:
 - i. 28 September 2018;
 - ii. 8 April 2019;
 - iii. 18 July 2019;



- iv. 10 September 2019;
- v. 1 November 2021;
- vi. 10 November 2021;
- vii. 1 December 2021;
- viii. 13 July 2022;
- ix. 4 November 2022; and
- x. 18 November 2022.

THE COURT DECLARES THAT:

1. Pursuant to s 1322(4)(a) of the Act, any offer for sale, or sale of, the shares the subject of the Share Issues during the period after their issue to the date of the orders made in this proceeding is not invalid by any reason of:
 - a. failure of a notice under s 708A(5)(e) of the Act or s 7(f)(ii) of the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC SPP Instrument)* or a prospectus under section 708A(11) of the Act to exempt the sellers from the obligation of disclosure under the Act; and
 - b. the sellers' consequent failure to comply with ss 707(3) or 727(1) of the Act.
2. Pursuant to s 1322(4)(a) of the Act, the 2022 SPP Issue is not invalid by reason of any contravention of ss 706 or 727(1) of the Act.

THE COURT ORDERS THAT:

3. Pursuant to s 1322(4)(c) of the Act, any persons to whom any of those shares the subject of the Share Issues were issued, or have been sold, and who have in turn on-sold any of those shares, are relieved in whole from any civil liability in respect of:
 - a. any failure of a notice under s 708A(5)(e) of the Act or s 7(f)(ii) of the *ASIC SPP Instrument* or a prospectus under section 708A(11) of the Act to exempt the sellers from the obligation of disclosure under the Act; and
 - b. the sellers' consequent failure to comply with ss 707(3) or 727(1) of the Act.
4. Pursuant to s 1322(4) of the Act, the Applicant must submit to the Australian Securities Exchange Limited (**ASX**) and lodge with the Australian Securities and Investments Commission (**ASIC**) a prospectus for the offer of securities in respect of the Share Issues pursuant to section 708A(11) of the Act (**Cleansing Prospectus**) within 24 hours after



the day on which these orders are entered, to remove any trading restrictions that may have attached to the Share Issues.

5. As soon as reasonably practical after orders are made in this proceeding, a sealed copy of any orders so made by this Court:
 - a. be served by the Applicant on ASIC and the ASX; and
 - b. be given by the Applicant to each person to whom any shares were issued pursuant to the Share Issues referred to in paragraph 1 above to the extent possible:
 - i. by sending by email address or mail address it holds in its records for those persons;
 - ii. by providing them to:
 - A. HSBC Custody Nominees (Australia); BNP Paribas Nominees Pty Ltd;
 - B. Citicorp Nominees Pty Ltd;
 - C. Morgans Corporate Limited; and
 - D. Canaccord Genuity,for distribution to those persons.
6. An order that for a period of 28 days from the date of publication of a copy of these orders on the ASX website, any person who claims to have suffered substantial injustice or is likely to suffer substantial injustice by the making of any or all of these orders has liberty to apply to the Commercial and Corporations Duty judge in Melbourne to vary or to discharge them within that period.
7. An order that the Applicant make a request immediately following the lodgement of a Cleansing Prospectus with the ASX for the securities of the Applicant to be reinstated for trading.
8. There be no order as to costs.

Date orders authenticated: 20 May 2025


Registrar

Note: Entry of orders is dealt with in Rule 39.32 of the *Federal Court Rules 2011*.