



Sun Silver Limited
ACN 665 307 433

Notice of General Meeting

The General Meeting of the Company will be held as follows:

Time and date: 1.00pm (AWST) on Friday, 15 November 2024

**Location: The Park Business Centre, 45 Ventnor Avenue, West Perth
WA 6005**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6166 9433.

Shareholders are urged to attend the Meeting or vote by lodging the Proxy Form attached to the Notice.

Sun Silver Limited
ACN 665 307 433
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Sun Silver Limited will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005 at 1.00pm (AWST) on Friday, 15 November 2024 (**Meeting**).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 4.00pm (AWST) on Wednesday, 13 November 2024.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Placement Shares and Tranche 1 Strategic Investor Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 12,903,226 Placement Shares issued under Listing Rule 7.1; and*
- (b) 2,343,024 Tranche 1 Strategic Investor Shares issued under Listing Rule 7.1,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Tranche 2 Strategic Investor Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 3,906,976 Tranche 2 Strategic Investor Shares on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1(a):** by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.
- (b) **Resolution 1(b):** by or on behalf of Nokomis Capital, or any of its associates.
- (c) **Resolution 2:** by or on behalf of Nokomis Capital, and any other person who will obtain a material benefit as a result of the issue of the Tranche 2 Strategic Investor Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

BY ORDER OF THE BOARD



James Doyle

Company Secretary

Sun Silver Limited

Dated: 10 October 2024

Sun Silver Limited
ACN 645 578 454
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005 at 1.00pm (AWST) on Friday, 15 November 2024.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Background to the Capital Raising
Section 4	Resolution 1(a) and (b) – Ratification of issue of Placement Shares and Tranche 1 Strategic Investor Shares
Section 5	Resolution 2 – Approval to issue Tranche 2 Strategic Investor Shares
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and returning the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting. Your proxy voting instruction must be received by 1.00pm (AWST) Wednesday, 13 November 2024, being not later than 48 hours before the commencement of the Meeting.

2.3 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 **Submitting questions**

Shareholders will have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. **Background to the Capital Raising**

On 18 September 2024, the Company announced a capital raising of approximately \$13 million (before costs) (**Capital Raising**) consisting of:

- (a) a placement of 12,903,226 Shares at an issue price of \$0.62 per Share to raise \$8 million (before costs) (**Placement Shares**), including the issue of 6,721,540 shares to strategic cornerstone investor, Nokomis Capital (**Placement**); and
- (b) a strategic cornerstone investment by Nokomis Capital of 6,250,000 Shares at an issue price of \$0.80 per Share to raise an additional \$5 million (before costs) (**Strategic Investor Shares**).

The Placement Shares and 2,343,024 Strategic Investor Shares (**Tranche 1 Strategic Investor Shares**) were issued on 24 September 2024 using the Company's available placement capacity under Listing Rule 7.1. The issue of 3,906,976 Strategic Investor Shares (**Tranche 2 Strategic Investor Shares**) remains subject to Shareholder approval under Resolution 2.

The proceeds from the Capital Raising are intended to be used to accelerate the development of the Maverick Springs Silver Gold Project through expansional drilling, infill drilling and metallurgical test work, as well as for general working capital and the costs of the Capital Raising.

4. **Resolution 1(a) and (b) – Ratification of issue of Placement Shares and Tranche 1 Strategic Investor Shares**

4.1 **General**

The background to the Capital Raising, including the issue of the Placement Shares and Tranche 1 Strategic Investor Shares, is in Section 3 above.

Resolution 1(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares and Tranche 1 Strategic Investor Shares.

4.2 **Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares and Tranche 1 Strategic Investor Shares do not fit within any of the exceptions to Listing Rules 7.1 and, as they have not yet been approved by Shareholders, effectively use up part of the Company's placement capacity under Listing Rules 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Placement Shares and Tranche 1 Strategic Investor Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Placement Shares.

If Resolution 1(a) is not passed, the Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 12,903,226 Equity Securities for the 12-month period following the issue of the Placement Shares.

If Resolution 1(b) is passed, the Tranche 1 Strategic Investor Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Strategic Investor Shares.

If Resolution 1(b) is not passed, the Tranche 1 Strategic Investor Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 2,343,024 Equity Securities for the 12 month period following the date of issue of the Tranche 1 Strategic Investor Shares.

4.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares and Tranche 1 Strategic Investor Shares:

- (a) The Placement Shares were issued to new institutional and sophisticated investors (**Placement Participants**), none of whom is a related party of the Company. No Material Investors participated in the Capital Raising other than cornerstone investor, Nokomis Capital, which committed to a ~9.17 million investment, comprising:
 - (i) 6,721,540 Placement Shares at \$0.62 per Share (approximately \$4.17 million) (the subject of Resolution 1(a));
 - (ii) 2,343,024 Tranche 1 Strategic Investor Shares at \$0.80 per Share (approximately \$1.87 million) (the subject of Resolution 1(b)); and
 - (iii) 3,906,976 Tranche 2 Strategic Investor Shares at \$0.80 per Share (approximately \$3.13 million) (the subject of Resolution 2).

- (b) A total of 12,903,226 Placement Shares and 2,343,024 Tranche 1 Strategic Investor Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Placement Shares and Tranche 1 Strategic Investor Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 24 September 2024 at an issue price of \$0.62 each and the Tranche 1 Strategic Investor Shares were issued on the same date at an issue price of \$0.80.
- (e) A summary of the intended use of funds raised from the Capital Raising is in Section 3 above.
- (f) There are no other material terms to the subscription for the Placement Shares or Tranche 1 Strategic Investor Shares.
- (g) A voting exclusion statement is included in the Notice.

4.4 **Additional information**

Resolution 1(a) and (b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

5. **Resolution 2 – Approval to issue Tranche 2 Strategic Investor Shares**

5.1 **General**

The background to the Capital Raising, including the proposed issue of the Tranche 2 Strategic Investor Shares, is in Section 3 above.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Strategic Investor Shares.

5.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 4.2 above.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the 3,906,976 Tranche 2 Strategic Investor Shares to raise approximately \$3.13 million (before costs).

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Strategic Investor Shares and will not receive the additional funds committed by Nokomis Capital.

5.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Strategic Investor Shares:

- (a) The Tranche 2 Strategic Investor Shares will be issued to Nokomis Capital.
- (b) A maximum of 3,906,976 Tranche 2 Strategic Investor Shares will be issued.

- (c) The Tranche 2 Strategic Investor Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Strategic Investor Shares will be issued as soon as practicable following the Meeting and, in any event, no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Strategic Investor Shares will be issued at a price of \$0.80 each.
- (f) A summary of the intended use of funds raised from the Capital Raising is in Section 3 above.
- (g) There are no other material terms to the subscription for Tranche 2 Strategic Investor Shares.
- (h) A voting exclusion statement is included in the Notice.

5.4 **Additional information**

Resolution 2 is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Capital Raising	has the meaning given in Section 3.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company or Sun Silver	means Sun Silver Limited (ACN 665 307 433).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	<p>means in relation to the Company:</p> <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, <p>who received Shares which constituted more than 1% of the Company's issued capital at the time of issue.</p>

Meeting	has the meaning given in the introductory paragraph of the Notice.
Nokomis Capital	means Nokomis Capital LLC.
Notice	means this notice of general meeting.
Placement	has the meaning given in Section 3.
Placement Shares	has the meaning given in Section 3.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a Section of this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strategic Investor Shares	has the meaning given in Section 3.
Tranche 1 Strategic Investment Shares	has the meaning given in Section 3.
Tranche 2 Strategic Investment Shares	has the meaning given in Section 3.



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Sun Silver Limited | ABN 86 665 307 433

Your proxy voting instruction must be received by **01.00pm (AWST) on Wednesday, 13 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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