THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended ("FSMA") if you are in the UK, or if not, another appropriately authorised independent financial adviser.

If you sell or have sold or transferred all of your Ordinary Shares, please forward this document and any accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. Such documents should not, however, be forwarded or transmitted into any jurisdiction outside the United Kingdom if to do so would constitute a violation of the relevant law and/or regulations of such jurisdiction. If you have sold or transferred only part of your registered holding of Ordinary Shares, please contact the stockbroker, bank or other agent through whom the sale was effected immediately.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which is set out at Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Company's Ordinary Shares are admitted to trading on AIM, the market of that name operated by the London Stock Exchange ("**AIM**").

SUNRISE RESOURCES PLC

(Incorporated and registered in England and Wales with registered no: 05363956)

Placing of 2,133,333,330 new Ordinary Shares at an issue price of 0.015 pence per share and issue of Placing Warrants

and

Notice of General Meeting

Beaumont Cornish Limited ("**Beaumont**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as nominated adviser to the Company for the purposes of the AIM Rules for Companies in connection with the Placing and Admission and, as such, its responsibilities are owed solely to the London Stock Exchange and are not owed to the Company or the Directors or to any other person or entity. Beaumont will not be responsible to any person other than the Company for providing the protections afforded to clients of Beaumont or for providing advice to any other person in connection with the Placing or any acquisition of Ordinary Shares. Beaumont is not making any representation or warranty, express or implied, as to the contents of this document. Beaumont has not authorised the contents of, or any part of, this document, and no liability whatsoever is accepted by Beaumont for the accuracy of any information or opinions contained in this document or for the omission of any material information.

AlbR Capital Limited ("**AlbR**") which is authorised and regulated in the United Kingdom by the FCA, is acting as broker to the Company in connection with the proposals described in this document and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of AlbR or for advising any other person in respect of the proposals or any transaction, matter or arrangement referred to in this document.

General Meeting

Notice of a General Meeting of Sunrise Resources plc to be held on Friday 16 October 2026 at 11.00 a.m. at The Meeting Room, Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB is set out at the end of this Circular. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting. Instructions for appointing a proxy are set out on pages 14 to 16 of this Circular.

To be valid a proxy appointment must be received by the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, as soon as possible but in any event so as to arrive no later than 11.00 a.m. on Wednesday 14 October 2026. Appointment of a proxy will not preclude shareholders from attending and voting in person at the General Meeting should they so wish.

Copies of this Circular are available free of charge on the Company's website https://www.sunriseresourcesplc.com.

FORWARD-LOOKING STATEMENTS

Certain statements in this document are forward-looking statements including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations. These statements can be identified by the use of forward-looking terminology, including statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "estimates", "intends", "plans", "projects", "will", "may", "anticipates", "would", "could" or similar expressions or the negative of them. These forward-looking statements include all statements that are not matters of historical fact. They include, but are not limited to, statements regarding the Directors' expectations regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding of these), competitive advantages, planned development activity and the results of such activity, business prospects and opportunities.

Such forward-looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to management. Forward-looking statements by their nature involve significant known and unknown risks and uncertainties and other important factors beyond the Company's control that could cause actual results, performance or achievements of the Company to be materially different from the results, performance or achievements, expressed or implied by such forward-looking statements.

A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including without limitation risks associated with vulnerability to general economic and business conditions, industry trends, competition, changes in regulation, regulatory activity, currency fluctuations, changes in business strategy, political and economic uncertainty, reliance on key personnel and other factors, many of which are beyond the control of the Company.

Although the forward-looking statements contained in this document are based upon what the Directors believe to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. Any forward-looking statements speak only as of the date of this document.

Subject to the requirements of the Financial Conduct Authority, the London Stock Exchange, the AIM Rules for Companies (and/or any other applicable regulatory requirements) or applicable law, each of the Company and the Directors expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Company's expectations with regard to them, any new information or any change in events, conditions or circumstances after the date of this document on which any such statements are based, unless required to do so by law or any appropriate regulatory authority.

CONTENTS

DIRECTORS, SECRETARY AND ADVISERS

Directors	Patrick L Cheetham James Cole Adam W Hainsworth
Company Secretary	Rodney Venables
Registered Office	Sunrise House Hulley Road Macclesfield Cheshire SK10 2LP
Nominated Adviser	Beaumont Cornish Limited 5-10 Bolton Street London W1J 8BA
Broker	AlbR Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
Legal Advisers to the Company	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
Registrars	MUFG Corporate Markets Limited Central Square 29 Wellington Street Leeds LS1 4DL
Shareholder Enquiries	MUFG Corporate Markets Limited Central Square 29 Wellington Street Leeds LS1 4DL **Email:** shareholderenquiries@cm.mpms.mufg.com **Telephone:** +44 (0)371 664 0300 Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
Company Website	https://www.sunriseresourcesplc.com

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	*Timing*
Announcement of the Placing, issue of Placing Warrants and General Meeting	17 September 2026
Admission effective and dealings in the New Ordinary Shares commenced on AIM	8.00 a.m. on 23 September 2026
CREST accounts credited in respect of the New Ordinary Shares	8.00 a.m. on 23 September 2026
Publication and posting of this document (including Notice of General Meeting)	25 September 2026
Latest time and date for receipt of Forms of Proxy and receipt of electronic proxy appointments via the Investor Centre, the CREST System and Proxymity	11.00 a.m. on 14 October 2026
Record date for entitlement to vote at the General Meeting	6.00 p.m. on 14 October 2026
General Meeting	**11.00 a.m. on 16 October 2026**
Announcement of results of General Meeting	16 October 2026
Issue of Placing Warrants (subject to Shareholder approval)	16 October 2026

Notes:

(i) If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.

(ii) All references to times and dates in this document are to times and dates in London.

PLACING STATISTICS

Number of Ordinary Shares in issue immediately before the Placing	9,375,133,036
Number of New Ordinary Shares	2,133,333,330
Number of Broker Warrants	106,666,667
Number of Placing Warrants	2,133,333,330
Number of Ordinary Shares forming the Enlarged Share Capital	11,508,466,366
Percentage of Enlarged Share Capital represented by the New Ordinary Shares	18.5%
Number of Ordinary Shares forming the Fully Diluted Share Capital	13,641,799,696
Percentage of Fully Diluted Share Capital represented by the Warrant Shares	15.6%
Percentage of Fully Diluted Share Capital represented by the Warrant Shares and the New Ordinary Shares	31.3%

PART I

LETTER FROM THE CHAIRMAN OF

SUNRISE RESOURCES PLC

(Incorporated in England and Wales with registered number 05363956)

Directors:
Patrick L Cheetham *(Executive Chairman)*
James Cole *(Non-Executive Director)*
Adam W Hainsworth *(Non-Executive Director)*

Registered Office:
Sunrise House
Hulley Road
Macclesfield
Cheshire
SK10 2LP
United Kingdom

25 September 2026

To Shareholders of Sunrise Resources plc and (for information only) to holders of share warrants in the Company

Dear Shareholder

Placing of new Ordinary Shares, issue of Warrants and Notice of General Meeting

1. INTRODUCTION

On 9 September 2026, the Company announced that, following its strategic decision to accelerate exploration of its precious and base-metal projects and its acquisition of an interest in the Lake Copper-Silver-Gold Project in Nevada, USA, it intended to carry out a fundraising through an issue of new securities (the "**Fundraising**"). Furthermore, following amendments to the AIM Rules for Companies, the Company announced that it would be utilising the newly introduced Capital Access Window facility in connection with the Fundraising which would allow the Company to temporarily suspend trading in the Company's Ordinary Shares during the period of the Fundraising commencing on 9 September 2026.

On 17 September 2026, the Company announced that it had raised £320,000 before expenses through the issue of new Ordinary Shares at the issue price of 0.015 pence per share (the "**Placing**"). The Placing included the proposed issue of one warrant with each Placing Share allowing investors to subscribe for one new Ordinary Share at a price of 0.0175 pence (the "**Placing Warrants**") subject only to the Company having sufficient authority to issue the new Ordinary Shares resulting from the exercise of the Placing Warrants (the "**Warrant Shares**"). The Placing Warrants can be exercised at any time during the period of 12 months from their date of issue. The Company also announced that the Capital Access Window had closed and that trading in the Company's Ordinary Shares would resume at 7.30 a.m. on 17 September 2026.

The purpose of this Circular is to explain the background to and reasons for the Placing, the issue of the Placing Shares and the Placing Warrants and the General Meeting, to explain why the Board considers the Proposals and the Resolutions (in particular the Placing Resolutions), to be proposed at the General Meeting, to be held on 16 October 2026, to be in the best interests of the Company and the Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions.

2. THE PLACING

On 17 September 2026, the Company announced that it had raised £320,000 before expenses through the issue of 2,133,333,330 new Ordinary Shares (the "**New Ordinary Shares**") at the Placing Price of 0.015 pence per share (the "**Placing**"). The issue of the New Ordinary Shares pursuant to the Placing was conditional only upon the New Ordinary Shares being admitted to trading on AIM ("**Admission**"). Admission occurred on 23 September 2026. The subscribers for the New Ordinary Shares were also offered one Placing Warrant for each New Ordinary Share for which they subscribed. The grant of the Placing Warrants is subject to the passing of the Placing Resolutions. Further details of the Placing Warrants are set out in section 4 below.

The Placing was arranged by the Company's broker, AlbR Capital Limited ("**AlbR**").

The New Ordinary Shares were issued on 23 September 2026, credited as fully paid and rank in full for all dividends and other distributions declared, made or paid and rank *pari passu* in all respects with the existing Ordinary Shares.

Mr Patrick Cheetham, Executive Chairman of the Company, and Mr Adam Hainsworth, a non-executive director of the Company, participated in the Placing and subscribed £15,000 for 100,000,000 New Ordinary Shares and £20,000 for 133,333,333 New Ordinary Shares respectively.

Their interests in the capital of the Company at the Last Practicable Date is as shown in the following table:

Director	Number of New Ordinary Shares	Total interest in Ordinary Shares as at 24 September 2026	% of Company's issued Ordinary Share capital as at 24 September 2026
Patrick Cheetham	100,000,000	992,995,526	8.63%
Adam Hainsworth	133,333,333	665,529,265	5.78%

For the avoidance of doubt, the issue and allotment of the New Ordinary Shares was not conditional upon the passing of the Placing Resolutions and the New Ordinary Shares have been issued and allotted pursuant to shareholder authorities in place as at the date of this Circular.

3. PROCEEDS OF THE PLACING

The proceeds of the Placing in the sum of £320,000 (before expenses) will be applied to general working capital and to advance the Company's preparatory work for drill testing of various gold and base metal projects held in Nevada, USA (including geophysical exploration at the Reese Ridge and Lake Projects), and in Australia.

4. PLACING WARRANTS

Each subscriber pursuant to the Placing is entitled to, subject to the passing of the Placing Resolutions, one Placing Warrant for each New Ordinary Share subscribed for.

Each Placing Warrant will entitle the holder to apply for one new Ordinary Share in the capital of the Company at a price of 0.0175 pence per share at any time during the period of 12 months from the date of issue of the Placing Warrants ("**Exercise Period**").

Should the average closing mid-market price of the Ordinary Shares on AIM be equal to or greater than 0.0225 pence for five consecutive trading days during the Exercise Period, the Company has the option to serve notice on the warrant holders to exercise the Placing Warrants and any Placing Warrants remaining unexercised after seven calendar days following the issue of such notice will be cancelled.

The issue of the Placing Warrants is conditional upon the approval by Shareholders of the Placing Resolutions which will be proposed at the General Meeting to be held at 11.00 a.m. on 16 October 2026.

For the avoidance of doubt, the grant of the Broker Warrants was not conditional upon the passing of the Placing Resolutions and have been granted pursuant to shareholder authorities in place as at the date of this Circular.

Details of the General Meeting are set out below and a Notice of General Meeting is set out at the end of this Circular.

5. BROKER WARRANTS

Under the terms of its engagement agreement dated 1 October 2025, AlbR will, on Admission, be issued with 106,666,667 warrants (the "**Broker Warrants**"), with each Broker Warrant entitling the holder to apply for one new Ordinary Share at the Placing Price at any time during the period of 12 months from the date of Admission.

6. GENERAL MEETING

A notice convening a General Meeting of the Company is set out at the end of this Circular. The General Meeting will be held at 11.00 a.m. on 16 October 2026 at The Meeting Room, Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB.

The business of the General Meeting is to approve share allotment authorities in connection with the issue of Warrant Shares pursuant to the exercise of the Placing Warrants and additional share allotment authorities to provide the Company with additional headroom for the issue of new equity securities should the issue of such securities be required in the future.

The Directors had the required authorities to allot the New Ordinary Shares which were issued pursuant to the Placing as well as the new Ordinary Shares as may be issued pursuant to the exercise of any of the Broker Warrants, but the remaining authorities are insufficient for the issue of Warrant Shares pursuant to the exercise of the Placing Warrants. In addition, the Company will be seeking approval for authorities which will provide additional headroom, should further equity capital raises be required in the future.

The Directors currently have no intention of issuing any new equity securities, other than any Warrant Shares as may be issued pursuant to the exercise of any of the Placing Warrants, assuming the passing of the Placing Resolutions at the General Meeting, or pursuant to the exercise of any Broker Warrants.

Accordingly, the Board is seeking Shareholders' approval of the Resolutions (which are summarised below) to be proposed at the General Meeting.

Resolution 1 is an Ordinary Resolution to authorise the Directors under section 551 of the Companies Act to allot new Ordinary Shares for cash up to an aggregate nominal amount of £21,333 being equal to 2,133,333,330 Warrant Shares which may be issued pursuant to the exercise of the Placing Warrants.

Resolution 2, which is conditional upon the passing of Resolution 1, is a Special Resolution to authorise the Directors under section 571 of the Companies Act to allot new Ordinary Shares up to an aggregate nominal amount of £21,333, being equal to 2,133,333,330 Warrant Shares which may be issued pursuant to the exercise of the Placing Warrants on a non pre-emptive basis.

Resolution 3 is an Ordinary Resolution to authorise the Directors under section 551 of the Companies Act to allot new Ordinary Shares for cash up to an additional aggregate nominal amount of £45,000, being equal to 4,500,000,000 new Ordinary Shares, being 33.0% of the Fully Diluted Share Capital.

Resolution 4, which is conditional upon the passing of Resolution 3, is a Special Resolution to authorise the Directors under section 571 of the Companies Act to allot new Ordinary Shares up to an additional aggregate nominal amount of £45,000, being equal to 4,500,000,000 new Ordinary Shares which may be issued on a non pre-emptive basis.

Any authorities granted pursuant to the Resolutions will expire on 16 October 2027 (unless renewed, varied or revoked by the Company prior to or on that date) and the authorities shall be in addition to the Directors' current authorities to allot relevant securities and dis-apply statutory pre-emption rights granted at the Company's Annual General Meeting held on 25 March 2026.

Resolutions 1 and 3 are to be proposed as ordinary resolutions which to be passed require a simple majority of those voting (in person or by proxy) to vote in favour of them.

Resolutions 2 and 4 are to be proposed as special resolutions which to be passed require 75% of those voting (in person or by proxy) to vote in favour of them.

The Company has set the level of authorities requested in Resolutions 3 and 4 to be at a level consistent with the authorities granted by the Shareholders at the Company's Annual General Meeting held on 25 March 2026.

7. ACTION TO BE TAKEN

Whether or not you intend to be present at the General Meeting, you are invited to appoint a proxy in accordance with the instructions set out in Part IV of this document. The proxy appointment should be submitted to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible and, in any event, so as to arrive not later than 11.00 a.m. on 14 October 2026.

If you require a hard copy Form of Proxy, instruction on how to do so, and when and how it should be returned are set out in Part IV of this document.

8. RECOMMENDATION

The Board considers the Proposals to be in the best interests of Shareholders and the Company as a whole and the Directors therefore recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own directly held shareholdings.

In forming this view, the Board has, in part, noted the potential for the exercise of the Placing Warrants to raise significant additional cash proceeds at a premium to the current share price which could allow for increased exploration activity across the Company's projects.

Yours faithfully,

Patrick Cheetham
Executive Chairman

PART II

DEFINITIONS

The following definitions apply throughout this document, the Notice of General Meeting and the Form of Proxy unless the context otherwise requires:

Admission	the admission to trading of the New Ordinary Shares to AIM;
Admission Date	23 September 2026;
AIM	the market of that name operated by the London Stock Exchange;
AlbR	AlbR Capital Limited;
Articles of Association	the Articles of Association of the Company as adopted from time to time;
Board	the board of Directors of the Company;
Broker Warrants	the 106,666,667 warrants granted to the Broker each granting the right to subscribe for one new Ordinary Share at any during the period commencing on the Admission Date and expiring on the first anniversary thereof;
Business Day	a day other than a Saturday, Sunday or public holiday on which banks are open for commercial business in the City of London;
Circular	this document;
Company or **Sunrise**	Sunrise Resources plc, incorporated and registered in England and Wales with registered number 05363956;
Companies Act	the Companies Act 2006, as amended from time to time;
CREST	the computerised settlement system to facilitate the transfer of title of shares in uncertificated form, operated by Euroclear UK & International Limited (formerly CRESTCo Limited);
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
CREST Manual	the rules governing the operation of CREST consisting of the CREST Reference Manual, the CREST International Manual, the CREST Central Counterpart Service Manual, the CREST Rules, the CCSS Operations Manual, the Daily Timetable, the CREST Application Procedures and the CREST Glossary of Terms (as updated in November 2001);
Director or **Board**	the directors of the Company whose names are set out on page 4 of this document;
Enlarged Share Capital	the 11,508,466,366 Ordinary Shares in issue at the Last Practicable Date (including the New Ordinary Shares);
Existing Ordinary Shares	the 9,375,133,036 Ordinary Shares in issue immediately prior to the close of the Placing;
Form of Proxy	the form of proxy for use by Shareholders in connection with the General Meeting;
FSMA	the Financial Services and Market Act 2000 of the United Kingdom, as amended from time to time;

Fully Diluted Share Capital	the 13,641,799,696 Ordinary Shares expected to be in issue on a fully diluted basis, including the Existing Ordinary Shares and the New Ordinary Shares and assuming (i) the exercise of all of the Placing Warrants (but not the Broker Warrants) in full; and (ii) the issue of no other new Ordinary Shares;
General Meeting	the general meeting of the Company convened for 11.00 a.m. on Friday 16 October 2026, the notice of which is set out at the end of this document, or any adjournment of such meeting;
Last Practicable Date	close of business on 24 September 2026;
London Stock Exchange	London Stock Exchange plc;
New Ordinary Shares	the 2,133,333,330 new Ordinary Shares issued in connection with the Placing;
Notice of General Meeting	the notice of general meeting as set out at the end of this Circular;
Ordinary Shares	the ordinary shares of 0.001 pence nominal value each in the capital of the Company;
Placing	the placing of the New Ordinary Shares at the Placing Price per New Ordinary Share;
Placing Price	0.015 pence;
Placing Resolutions	resolutions 1 and 2 set out in the notice of General Meeting contained in Part III of this Circular, on which the grant of the Placing Warrants is conditional;
Placing Warrant	a warrant to subscribe for one new Ordinary Share at a price of 0.0175 pence at any time during the 12 months' period commencing on the date of its issue and Placing Warrants shall have a commensurate meaning;
Proposals	the issue of Placing Warrants and the Resolutions;
Resolutions	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting;
Shareholders	the persons who are registered as holders of the Ordinary Shares from time to time;
Sterling or **£** or **p**	the legal currency of the UK;
UK or **United Kingdom**	the United Kingdom of Great Britain and Northern Ireland;
uncertificated or **in uncertificated form**	a share or other security title to which is recorded in the relevant register of the share or security as being held in uncertificated form, in CREST, and title to which, by virtue of the CREST Regulations may be transferred by means of CREST; and
Warrant Shares	the new Ordinary Shares to be issued on the exercise of the Placing Warrants.

References to the singular shall include references to the plural, where applicable and vice versa.

Save where specifically required or indicated otherwise, words importing one gender shall be treated as importing any gender and words importing the singular shall be treated as importing the plural and vice versa.

All references to legislation are to English legislation, unless the contrary is indicated, and any reference to any provision of any legislation includes any amendment, modification, re-enactment or extension thereof.

PART III

NOTICE OF GENERAL MEETING

SUNRISE RESOURCES PLC

(the "Company")

(Incorporated in England and Wales with Registered No 05363956)

Notice is hereby given that a General Meeting of the Company will be held at The Meeting Room, Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB on Friday 16 October 2026 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below as Ordinary and Special Resolutions of Shareholders.

Capitalised terms contained in this notice shall have the meaning given to them in the Circular published by the Company dated the same date as this notice (the "**Circular**").

Ordinary Resolution

1. That, in accordance with section 551 of the Companies Act 2006 (the "**Companies Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £21,333 (consisting of 2,133,333,330 new ordinary shares of 0.001 pence each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 16 October 2027 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to the Company's previous section 551 authority approved by Shareholders at the Company's Annual General Meeting held on 25 March 2026.

Special Resolution

2. That subject to the passing of Resolution 1 above, the directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act) for cash, either pursuant to the authority conferred by Resolution 1 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:

    a) the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

    b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £21,333 (consisting of 2,133,333,330 ordinary shares of 0.001 pence each).

    The power granted by this resolution will expire on 16 October 2027 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

    This authority is in addition to the Company's previous section 561(1) authority approved by Shareholders at the Company's Annual General Meeting held on 25 March 2026.

Ordinary Resolution

3. That, in accordance with section 551 of the Companies Act 2006 (the "**Companies Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £45,000 (consisting of 4,500,000,000 new ordinary shares of 0.001 pence each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 16 October 2027 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to the Company's previous section 551 authority approved by Shareholders at the Company's Annual General Meeting held on 25 March 2026.

Special Resolution

4. That subject to the passing of Resolution 3 above, the directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act) for cash, either pursuant to the authority conferred by Resolution 3 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:

   a) the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

   b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £45,000 (consisting of 4,500,000,000 new ordinary shares of 0.001 pence each).

   The power granted by this resolution will expire on 16 October 2027 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

   This authority is in addition to the Company's previous section 561(1) authority approved by Shareholders at the Company's Annual General Meeting held on 25 March 2026.

By order of the Board of Directors

Rod Venables
Company Secretary
Sunrise Resources plc

25 September 2026

Registered Office:
Sunrise House
Hulley Road
Macclesfield
Cheshire SK10 2LP
United Kingdom

PART IV

VOTING AT THE GENERAL MEETING, ELECTRONIC VOTING, PROXY NOTES AND INSTRUCTIONS

The following notes explain your general rights as a Shareholder and your right to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at **6.00 p.m. on Wednesday 14 October 2026**. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 15 minutes prior to the commencement of the Meeting at **11.00 a.m. (UK time) on Friday 16 October 2026** so that their shareholding may be checked against the Company's Register of Members and attendances recorded.

3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A Shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company.

4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they see fit or, at their discretion, withhold from voting.

6. Shareholders can vote:

   - by logging on to the Investor Centre app or via the website at https://uk.investorcentre.mpms.mufg.com/ and following the instructions to appoint one or more proxies and direct their votes (please refer to the notes below).
   - by hard copy Form of Proxy.

     If you have not been sent a hard copy Form of Proxy you may request one directly from the Registrars, MUFG Corporate Markets, via email at shareholderenquiries@cm.mpms.mufg.com or by phone on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
   - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (please refer to the notes below).
   - by attending the Meeting and voting in person.

   If submitting a Form of Proxy, in order for the proxy appointment to be valid, the Form of Proxy must be received by the Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by **11.00 a.m. on Wednesday 14 October 2026**.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars, MUFG Corporate Markets, before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.

8. Shareholders can vote electronically via the Investor Centre, a free app for smartphones and tablets provided by MUFG Corporate Markets (the Company's Registrars). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: https://uk.investorcentre.mpms.mufg.com/.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. on **Wednesday 14 October 2026**. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

12. Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrars, MUFG Corporate Markets. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by **11.00 a.m. on Wednesday 14 October 2026** in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

13. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

14. You may **not** use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.