

20 December 2024

Dear Shareholder,

ROX RESOURCES LIMITED (ASX:RXL) NOTICE OF GENERAL MEETING 2025

The Board of Directors of Rox Resources Limited are pleased to invite shareholders to attend the general meeting of the Company on Monday 20 January 2025 at 10.00am (AWST) at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia (**Meeting**).

In accordance with the provisions of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the notice of general meeting (**Notice of Meeting**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

<https://www.roxresources.com.au/investors/asx-announcements/>

The Notice of Meeting is important, and you should read it in its entirety. If you are in doubt about the course of action that you should follow, you should seek advice from your accountant, solicitor or other professional advisor. If you have any difficulties accessing a copy of this Notice of Meeting, please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).

How to submit your vote in advance of the Meeting:

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited. The instructions for returning your proxy vote are as follows:

Online: www.investorvote.com.au

Post: Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Custodian and an Intermediary Online subscriber

<https://www.intermediaryonline.com/Login.aspx>

Your proxy voting instruction must be received by 10.00am (AWST) on Saturday, 18 January 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Electronic Communications

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents. In order to be able to receive electronic communications from the Company in the future, or request to instead receive documents in physical form, please review and update your shareholder details (as appropriate) online at www.investorcentre.com/au

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice of Meeting, shareholders will be updated via the Company's website at <https://www.roxresources.com.au/> and the Company's ASX announcements platform at www.asx.com.au (ASX: RXL)

Yours faithfully



Stephen Dennis

Non-Executive Chairman



ROX RESOURCES LIMITED

ACN 107 202 602

NOTICE OF GENERAL MEETING

The general meeting of the Company will be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia at 10:00am (AWST) on Monday, 20 January 2025

It may not be possible for Shareholders to physically attend the Meeting. As a result, the Company encourages Shareholders who cannot attend the Meeting in person to vote by directed proxy. Proxy Forms for the Meeting should be lodged before 10:00am (AWST) on Saturday, 18 January 2025.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to admin@roxresources.com.au by no later than 5:00pm (AWST) on Saturday, 18 January 2025.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9226 0044

ROX RESOURCES LIMITED

ACN 107 202 602

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Rox Resources Limited (**Company**) will be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia at 10:00am (AWST) on Monday, 20 January 2025 (**Meeting**).

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

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 as Shareholders on Saturday, 18 January 2025 at 5:00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1 Resolution 1 – Ratification of Tranche 1A Placement Shares issued to Placement Investors under Listing Rule 7.1

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 7.4 and for all other purposes, Shareholders ratify the prior issue of 35,714,286 Shares issued under Listing Rule 7.1 pursuant to the Tranche 1A Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of Shares under the Tranche 1A Placement or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Ratification of Tranche 1B Placement Shares issued to Cornerstone Investors under Listing Rule 7.1

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 7.4 and for all other purposes, Shareholders ratify the prior issue of 16,781,393 Shares issued under Listing Rule 7.1 pursuant to the Tranche 1B Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of Shares under the Tranche 1B Placement or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

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

3 Resolution 3 – Ratification of Tranche 1B Placement Shares issued to Cornerstone Investors under Listing Rule 7.1A

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 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 40,361,464 Shares issued under Listing Rule 7.1A pursuant to the Tranche 1B Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of Shares under the Tranche 1B Placement or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

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

4 Resolution 4 – Issue of Shares to Placement Investors under the Tranche 2 Placement

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 19,928,571 Shares to the Placement Investors (and/or their respective nominee(s)) pursuant to the Tranche 2 Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Placement Investor (and/or their nominee(s)), any person who is expected to participate in the proposed issue of Shares pursuant to the Tranche 2 Placement and any other person who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 Resolution 5 – Issue of Shares to Cornerstone Investors under the Tranche 2 Placement

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 71,428,572 Shares to the Cornerstone Investors (and/or their respective nominee(s)) pursuant to the Tranche 2 Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Cornerstone Investor, any person who is expected to participate in the proposed issue of Shares pursuant to the Tranche 2 Placement and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

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

6 Resolution 6 – Related Party Participation in the Tranche 2 Placement – Mr Stephen Dennis

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 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 357,143 Shares to Mr Stephen Dennis (and/or his nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Stephen Dennis (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Stephen Dennis or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr Stephen Dennis or his nominee(s) or any of his, or their, associates.

The Chairperson in relation to this Resolution will not be Mr Stephen Dennis.

7 Resolution 7 – Related Party Participation in the Tranche 2 Placement – Mr Nathan Stoitis

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 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 714,286 Shares to Mr Nathan Stoitis (and/or his nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Nathan Stoitis (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Nathan Stoitis or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr Nathan Stoitis or his nominee(s) or any of his, or their, associates.

8 Resolution 8 – Related Party Participation in the Tranche 2 Placement – Mr Matthew Hogan

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 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 428,571 Shares to Mr Matthew Hogan (and/or his nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Hogan (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Matthew Hogan or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr Matthew Hogan or his nominee(s) or any of his, or their, associates.

9 Resolution 9 – Section 195 Approval

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 subsection 195(4) of the Corporations Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 6, 7 and 8."

Dated: 6 December 2024

By order of the Board



Christopher Hunt
Company Secretary

EXPLANATORY MEMORANDUM

1 Introduction

This 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, Western Australia on Monday, 20 January 2025 at 10:00am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

Section 1	Introduction
Section 2	Action to be taken by Shareholders
Section 3	Background
Section 4	Resolution 1 – Ratification of Tranche 1A Placement Shares issued to Placement Investors under Listing Rule 7.1
Section 5	Resolutions 2 and 3 – Ratification of Tranche 1B Placement Shares issued to Cornerstone Investors under Listing Rules 7.1 and 7.1A
Section 6	Resolutions 4 and 5 – Issue of Shares to Placement Investors and Cornerstone Investors under the Tranche 2 Placement
Section 7	Resolutions 6, 7 and 8 – Related Party Participation in the Tranche 2 Placement
Section 8	Resolution 9 – Section 195 Approval
Schedule 1	Definitions

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

2 Action to be taken by Shareholders

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

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

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 invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the

Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person (subject to the voting exclusions detailed in the Notice).

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy, and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Saturday, 18 January 2025, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

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

2.2 Attendance at Meeting

Shareholders may vote by directed proxy rather than attend the Meeting in person (refer to Section 2.1 for further information).

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://www.roxresources.com.au/>.

3 Background

3.1 Placement

On 13 November 2024, the Company announced that it had received firm commitments for a two-tranche placement of 185,714,286 Shares each at an issue price of \$0.14 per Share to be issued by the Company to raise approximately \$26 million (before costs) (**Placement**).

The first tranche of the Placement comprised of 92,857,143 Shares to raise approximately \$13 million (before costs) utilising part of the Company's placement capacity pursuant to Listing Rules 7.1 and 7.1A (**Tranche 1 Placement**). The Company settled the Tranche 1 Placement in two parts:

- (a) 35,714,286 Shares, which were issued on 21 November 2024 to new and existing institutional and sophisticated investors using the Company's existing Listing Rule 7.1 placement capacity (**Tranche 1A Placement**); and
- (b) an aggregate of 57,142,857 Shares, which were issued on 2 December 2024 to cornerstone investors, Hawke's Point Holdings (RRL) L.P (**Hawke's Point**) and QGold Pty Ltd (**QGold**), an entity controlled by Christopher Wallin (together, the **Cornerstone Investors**) using the Company's existing Listing Rule 7.1 and 7.1A placement capacity (**Tranche 1B Placement**).

Subject to Shareholder approval (which is being sought pursuant to the Notice), a further 92,857,143 Shares will be issued to certain Directors, the Cornerstone Investors and other institutional and sophisticated investors (and/or their respective nominee(s)), together comprising the second tranche of the Placement (**Tranche 2 Placement**). The Tranche 2 Placement will raise approximately \$13 million (before costs).

The investors who have participated, or will be participating in, the Placement include various new and existing institutional and sophisticated investors identified by the joint lead managers for the Placement (**Placement Investors**), Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited (together, the **Joint Lead Managers**).

Hawke's Point, existing substantial holder in the Company, has committed to investing \$11 million under the Placement, comprising of its subscription for 78,571,429 Shares. In addition, Christopher Wallin (via QGold), is participating in the Placement as a cornerstone investor for an aggregate of \$7 million, comprising his subscription for 50,000,000 Shares. Christopher Wallin is a major shareholder of the Company's existing substantial holder, Venus Metals Corporation Limited (**VMC**). The issue of Shares to the Cornerstone Investors (and/or their respective nominee(s)) under the Tranche 2 Placement is subject to Shareholder approval (which approval is being sought pursuant to Resolution 5). As at the date of the Notice, Hawke's Point and Christopher Wallin (via QGold) hold a Relevant Interest in approximately 14.68% and 6.30% of the Shares, respectively.

Subject to Shareholder's approving the Tranche 2 Placement (which approval is being sought pursuant to Resolutions 4 to 8 (inclusive)), following completion of the Placement, Hawke's Point will hold a Relevant Interest in approximately 19.62% of the Shares and Mr Wallin is anticipated to hold a Relevant Interest in approximately 9.91% of the Shares (which, together with VMC, will increase to approximately 19.72% of the Shares).

Resolutions 1 to 8 seek the Shareholders' ratification or approval (as applicable) of the issue or proposed issue of Shares pursuant to the Placement. Each Resolution concerns a different component of the Placement.

Refer to the Company's ASX announcement on 13 November 2024 for further details of the Placement.

3.2 **Share Purchase Plan**

In connection with the Placement, the Company provided an opportunity for eligible Shareholders to apply, pursuant to a share purchase plan, for up to \$30,000 worth of Shares each at an issue price of \$0.14 per Share (the same price as the Shares offered under the Placement) to raise up to a maximum of \$1 million (before costs) (**SPP**).

The SPP opened on Friday, 22 November 2024 and closed at 12:00pm (AWST) on Tuesday, 26 November 2024.

Further details of the terms and conditions of the SPP are detailed in the offer booklet released to the ASX on Friday, 22 November 2024.

3.3 **Indicative Use of Funds**

The proceeds raised from the Placement and SPP are intended to be used for the Youanmi Gold Project, comprising the following activities:

- (a) accelerating near-mine growth drilling through a ~35,000m drilling program;
- (b) finalising the Definitive Feasibility Study for the Youanmi Gold Project;
- (c) preparing and commencing early dewatering activities to accelerate path to production; and
- (d) general working capital.

The proposed use of funds is indicative only and will be subject to modification on an ongoing basis depending on the results obtained from the Company's activities and other factors relevant to the Board's discretion as to use of funding.

4 Resolution 1 – Ratification of Tranche 1A Placement Shares issued to Placement Investors under Listing Rule 7.1

4.1 General

As detailed in Section 3.1, the Company issued 35,714,286 Shares at an issue price of \$0.14 per Share to the Placement Investors under the Tranche 1A Placement (**Tranche 1A Placement Shares**). The Tranche 1A Placement Shares were issued on Thursday, 21 November 2024, without Shareholder approval pursuant to the Company's placement capacity under Listing Rule 7.1.

Refer to Section 3.1 for further details on the Placement.

Resolution 1 seeks Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) of the issue of the Tranche 1A Placement Shares issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 1.

4.2 Listing Rule 7.1

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 securities it had on issue at the start of that period (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity 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 issue of the Tranche 1A Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, thereby reducing 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 Tranche 1A Placement Shares.

If Resolution 1 is passed, the Tranche 1A Placement Shares will be excluded in calculating the Company's 15% Placement Capacity 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 1A Placement Shares.

If Resolution 1 is not passed, the Tranche 1A Placement Shares will be included in the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval for the 12-month period following the issue of the Tranche 1A Placement Shares.

4.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 1 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) The Tranche 1A Placement Shares were issued to the Placement Investors, being institutional and sophisticated investors identified by the Joint Lead Managers. No investor under the Tranche 1A Placement was a related party, a member of the Company's key management personnel, a substantial Shareholder or an adviser of the Company or an associate of any of those persons.
- (b) 35,714,286 Shares were issued pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1.

- (c) The Tranche 1A Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1A Placement Shares were issued at an issue price of \$0.14 per Share, raising a total of \$5,000,000 (before costs).
- (e) The Tranche 1A Placement Shares were issued on Thursday, 21 November 2024.
- (f) Funds raised from the issue of the Tranche 1A Placement Shares are intended to be used as detailed in Section 3.3.
- (g) The Tranche 1A Placement Shares were issued pursuant to placement letters. Under the placement letters, the Placement Investors agreed to be issued Tranche 1A Placement Shares at an issue price of \$0.14 per Share.
- (h) A voting exclusion statement is included in the Notice for Resolution 1.

4.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

5 Resolutions 2 and 3 – Ratification of Tranche 1B Placement Shares issued to Cornerstone Investors under Listing Rules 7.1 and 7.1A

5.1 Background

As detailed in Section 3.1, the Company issued an aggregate of 57,142,857 Shares to the Cornerstone Investors, comprising Hawke's Point and QGold, at an issue price of \$0.14 per Share under the Tranche 1B Placement (**Tranche 1B Placement Shares**). The Tranche 1B Placement Shares were issued on Monday, 2 December 2024, without Shareholder approval pursuant to the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Refer to Section 3.1 for further details of the Placement.

Resolution 2 seeks Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) of the issue of the 16,781,393 Tranche 1B Placement Shares issued pursuant to Company's capacity under Listing Rule 7.1.

Resolution 3 seek Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) of the issue of the 40,361,464 Tranche 1B Placement Shares issued pursuant to the Company's capacity under Listing Rule 7.1A.

Resolutions 2 and 3 are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 2 and 3.

Additionally, VMC intends to vote (or cause to be voted) each Share that they control in favour of Resolutions 2 and 3.

5.2 Listing Rules 7.1 and 7.1A

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

In addition to its 15% Placement Capacity, the Company obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2024 annual general meeting on 29 November 2024 to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Company's 2024 annual general meeting on 29 November 2024, without needing prior Shareholder approval (**10% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1 or Listing Rule 7.1A.

If Resolution 2 or 3 is passed, the relevant Tranche 1B Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 and the 10% Placement Capacity in Listing Rule 7.1A, respectively, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the relevant Tranche 1B Placement Shares.

If Resolution 2 or 3 is not passed, the relevant Tranche 1B Placement Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 and the 10% Placement Capacity in Listing Rule 7.1A, respectively, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the relevant Tranche 1B Placement Shares.

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

The following information in relation to Resolutions 2 and 3 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) The Tranche 1B Placement Shares were issued to the Cornerstone Investors, being Hawke's Point and QGold. Hawke's Point and QGold are substantial Shareholders. Refer to Section 3.1 for details of their Relevant Interest in Shares following completion of the Placement.
- (b) The Tranche 1B Placement Shares comprised the issue of:
 - (i) 16,781,393 Shares to QGold pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 2;
 - (ii) 5,440,829 Shares to QGold pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 3; and
 - (iii) 34,920,635 Shares to Hawke's Point pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 3.
- (c) The Tranche 1B Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1B Placement Shares were issued at an issue price of \$0.14 per Share, raising a total of \$8,000,000 (before costs).
- (e) The Tranche 1B Placement Shares were issued on Monday, 2 December 2024.
- (f) Funds raised from the issue of the Tranche 1B Placement Shares are intended to be used as detailed in Section 3.3.
- (g) The Tranche 1B Placement Shares were issued pursuant to placement letters. Under the placement letters, the Cornerstone Investors agreed to be issued Tranche 1B Placement Shares at an issue price of \$0.14 per Share.
- (h) A voting exclusion statement is included in the Notice for Resolutions 2 and 3.

5.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolutions 2 and 3.

6 Resolutions 4 and 5 – Issue of Shares to Placement Investors and Cornerstone Investors under the Tranche 2 Placement

6.1 General

Resolutions 4 and 5 seek Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of (in aggregate) 91,357,143 Shares under the Tranche 2 Placement to the Placement Investors and Cornerstone Investors under the Tranche 2 Placement (**Tranche 2 Placement Shares**). The Tranche 2 Placement Shares will be offered at the same issue price as the Shares under the Tranche 1 Placement (being \$0.14 per Share), to raise up to \$12,790,000 (before costs).

The Company is proposing to issue:

- (a) 19,928,571 Tranche 2 Placement Shares to the Placement Investors pursuant to Resolution 4; and
- (b) 71,428,572 Tranche 2 Placement Shares to the Cornerstone Investors pursuant to Resolution 5,

(and/or their respective nominee(s)) under the Tranche 2 Placement.

Refer to Section 3.1 for further details of the Placement.

Resolutions 4 and 5 are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 4 and 5.

Additionally, VMC intends to vote (or cause to be voted) each Share that they control in favour of Resolutions 4 and 5.

6.2 Listing Rule 7.1

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

The issue of the Tranche 2 Placement Shares pursuant to Resolutions 4 and 5 does not fall within any of the exceptions to Listing Rule 7.1 (and it exceeds the Company's 15% Placement Capacity). Therefore, it requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 4 or 5 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the Tranche 2 Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 or 5 is not passed, the issue of the Tranche 2 Placement Shares will not be able to proceed and the Company may need to find alternative ways to raise capital.

6.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolutions 4 and 5 are provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Tranche 2 Placement Shares will be issued to the Placement Investors and the Cornerstone Investors, being Hawke's Point and QGold. Other than Hawke's Point, QGold, and certain Directors (refer to Resolutions 6, 7 and 8), no investor under the Tranche 2 Placement will be a related party, a member of the Company's key management personnel, a substantial Shareholder or an adviser of the Company or an associate of any of those persons.
- (b) The maximum number of Tranche 2 Placement Shares that the Company may issue to:

- (i) the Placement Investors (and/or their nominee(s)) is 19,928,571 Shares pursuant to Resolution 4;
 - (ii) Hawke's Point (and/or its nominee(s)) is 43,650,794 Shares pursuant to Resolution 5; and
 - (iii) QGold (and/or its nominee(s)) is 27,777,778 Shares pursuant to Resolution 5.
- (c) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
 - (d) The Tranche 2 Placement Shares will have an issue price of \$0.14 per Share, raising a total of \$12,790,000 (before costs).
 - (e) The Tranche 2 Placement Shares will be issued no later than three months following the date of the Meeting.
 - (f) Funds raised from the issue of the Tranche 2 Placement Shares are intended to be used as detailed in Section 3.3.
 - (g) The Tranche 2 Placement Shares were offered pursuant to placement letters. Under the placement letters, the Placement Investors and the Cornerstone Investors agreed to subscribe for Tranche 2 Placement Shares at an issue price of \$0.14 per Share.
 - (h) A voting exclusion statement is included in the Notice for Resolutions 4 and 5.

6.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 4 and 5.

7 Resolutions 6, 7 and 8 – Related Party Participation in the Tranche 2 Placement

7.1 General

Resolutions 6, 7 and 8 seek Shareholder approval pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes to issue (in aggregate) up to 1,500,000 Shares to certain Directors, comprising:

- (a) 357,143 Shares to Mr Stephen Dennis (and/or his nominee(s)) – non-executive Chairperson;
- (b) 714,286 Shares to Mr Nathan Stoitis (and/or his nominee(s)) – non-executive Director; and
- (c) 428,571 Shares to Mr Matthew Hogan (and/or his nominee(s)) – non-executive Director,

under the Tranche 2 Placement (together, the **Related Party Shares**).

The Related Party Shares will be offered at the same issue price as the Shares under the Tranche 1 Placement (being \$0.14 per Share), to raise up to \$210,000 (before costs).

Refer to Section 3.1 for further details on the Placement.

In accordance with Listing Rule 10.11, Shareholder approval is required for the issue of Shares to a related party. Messrs Dennis, Stoitis and Hogan are each Directors and are therefore related parties of the Company.

The issues of the Related Party Shares do not fall within any of the exceptions to Listing Rule 10.11 and are therefore conditional upon Shareholder approval (which is being sought pursuant to Resolutions 6, 7 and 8).

Resolutions 6, 7 and 8 are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 6, 7 and 8.

7.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Related Party Shares constitutes the giving of a financial benefit and Mr Stephen Dennis (non-executive Chairperson), Mr Nathan Stoitis (non-executive Director) and Mr Matthew Hogan (non-executive Director) are each Directors and are therefore related parties of the Company for the purposes of section 208 of the Corporations Act.

There is no quorum of the Board capable forming the view that the exception for dealing on arm's length terms in section 210 of the Corporations Act applies, due to Messrs Dennis, Stoitis and Hogan having an interest in the outcome of Resolutions 6, 7 and 8. Accordingly, the Board has determined to seek Shareholder approval pursuant to section 208 of the Corporations Act for Resolutions 6, 7 and 8.

7.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of the Related Party Shares to Messrs Dennis, Stoitis and Hogan (and/or their respective nominee(s)) falls within paragraph (a) above (being Listing Rule 10.11.1), as Messrs Dennis, Stoitis and Hogan are related parties of the Company, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 6 seeks the required Shareholder approval to issue 357,143 Shares to Mr Stephen Dennis (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

Resolution 7 seeks the required Shareholder approval to issue 714,286 Shares to Mr Nathan Stoitis (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

Resolution 8 seeks the required Shareholder approval to issue 428,571 Shares to Mr Matthew Hogan (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

If Resolution 6, 7 or 8 is passed, the Company will be able to proceed with the issue of the relevant Related Party Shares to the relevant Director (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the relevant Related Party Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6, 7 or 8 is not passed, the Company will not be able to proceed with the issue of the relevant Related Party Shares to the relevant Director (and/or his nominee(s)) and the Company will not be able to raise funds from issuing the Related Party Shares to that Director and may seek to raise them from alternate investors.

7.4 **Specific information required by Listing Rule 10.13 and section 219 of the Corporations Act**

The following information in relation to Resolutions 6, 7 and 8 is provided to Shareholders for the purposes of Listing Rule 10.13 and section 219 of the Corporations Act:

- (a) The Related Party Shares under the Tranche 2 Placement will be issued to:
 - (i) Mr Stephen Dennis (and/or his nominee(s)) under Resolution 6;
 - (ii) Mr Nathan Stoitis (and/or his nominee(s)) under Resolution 7; and
 - (iii) Mr Matthew Hogan (and/or his nominee(s)) under Resolution 8.
- (b) Messrs Dennis, Stoitis and Hogan fall within Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors.
- (c) The maximum number of Related Party Shares that the Company may issue to:
 - (i) Mr Stephen Dennis (and/or his nominee(s)) is 357,143 Shares pursuant to Resolution 6;
 - (ii) Mr Nathan Stoitis (and/or his nominee(s)) is 714,286 Shares pursuant to Resolution 7; and
 - (iii) Mr Matthew Hogan (and/or his nominee(s)) is 428,571 Shares pursuant to Resolution 8.
- (d) The Related Party Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Related Party Shares will be issued no later than one month following the date of the Meeting.
- (f) The Related Party Shares will have an issue price of \$0.14 per Share, raising approximately \$210,000 (before costs).
- (g) Funds raised from the issue of the Related Party Shares will be used as detailed in Section 3.3.
- (h) The estimated value of the financial benefit provided to Messrs Dennis, Stoitis and Hogan on the basis of the issue price per Related Party Share (being \$0.14 per Share) is as follows:

Director	Number of Related Party Shares	Value at \$0.14 per Share
Mr Stephen Dennis	357,143	\$50,000
Mr Nathan Stoitis	714,286	\$100,000
Mr Matthew Hogan	428,571	\$60,000

- (i) As at the date of the Notice, Messrs Dennis, Stoitis and Hogan hold the following interests in the Company's securities:

Director	Shares	Options	Performance Rights
Mr Stephen Dennis	1,973,748	81,875	1,000,000
Mr Nathan Stoitis	-	-	1,000,000 ¹
Mr Matthew Hogan	2,193,645	33,694	1,000,000

Notes:

1. Figure comprises the 1,000,000 Performance Rights, subject to vesting conditions, as approved by Shareholders at the Company's 2024 annual general meeting held on 25 November 2024. Refer to the notice of annual general meeting dated 25 October 2024 for further details.

- (j) The Related Party Shares to be issued to Messrs Dennis, Stoitis and Hogan (and/or their respective nominee(s)) will result in a dilution of all other Shareholders' holdings in the Company of 0.29% based on issued Shares as at the date of the Notice and 0.27% on a fully diluted basis.
- (k) The historical quoted price information for Shares for the last twelve months is as follows:

Shares	Price	Date
Highest	\$0.235	12 April 2024
Lowest	\$0.115	9 October 2024
Last	\$0.170	4 December 2024

- (l) The Related Party Shares were offered pursuant to placement letters pursuant to which Messrs Dennis, Stoitis and Hogan (and/or their respective nominee(s)) agreed to subscribe for Shares at an issue price of \$0.14 per Share.
- (m) Mr Stephen Dennis has an interest in Resolution 6 and, therefore, believes it inappropriate to make a recommendation.
- (n) Mr Nathan Stoitis has an interest in Resolution 7 and, therefore, believes it inappropriate to make a recommendation.
- (o) Mr Matthew Hogan has an interest in Resolution 8 and, therefore, believes it appropriate to make a recommendation.
- (p) Dr John Mair, being the only non-interested Director, recommends that Shareholders vote in favour of Resolutions 6, 7 and 8 to enable Messrs Dennis, Stoitis and Hogan (and/or their respective nominee(s)) to participate in the Placement on the same terms as the non-related party participants. Messrs Dennis, Stoitis and Hogan participation in the Placement will also improve the Company's financial position and increase the number of Shares held by Directors (which further aligns the interests of Directors and Shareholders).
- (q) The Board does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Related Party Shares to Messrs Dennis, Stoitis and Hogan (and/or their respective nominee(s)), on the terms proposed.
- (r) Voting exclusions and voting prohibitions are included in the Notice for Resolutions 6, 7 and 8.
- (s) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6, 7 and 8.

7.5 Board Recommendation

Dr John Mair recommends that Shareholders vote in favour of Resolutions 6, 7 and 8.

Messrs Dennis, Stoitis and Hogan consider it inappropriate to make a recommendation on Resolutions 6, 7 and 8.

8 Resolution 9 – Section 195 Approval

8.1 General

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Messrs Dennis, Stoitis and Hogan may have a material personal interest in the outcome of Resolutions 6, 7 and 8 (respectively).

In the absence of this Resolution 9, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 6, 7 and 8.

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue of Related Party Shares under the Tranche 2 Placement to Shareholders to resolve.

Schedule 1 – Definitions

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

\$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 5.2.

15% Placement Capacity has the meaning given in Section 4.2.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Company means Rox Resources Limited (ACN 107 202 602).

Cornerstone Investor has the meaning given to it in Section 3.1(b).

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

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Hawke's Point means Hawke's Point Holdings (RRL) L.P and its related bodies corporate.

Joint Lead Managers means Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Euroz Hartleys Limited (ACN 104 195 057).

Listing Rules means the official listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for a Share.

Performance Right means a right to acquire a Share.

Placement has the meaning given in Section 3.1.

Placement Investors has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

QGold means QGold Pty Ltd ACN 149 659 950 and its related bodies corporate.

Related Party Shares has the meaning given in Section 7.1.

Relevant Interest has the meaning given in the Corporations Act.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Tranche 1A Placement has the meaning given in Section 3.1.

Tranche 1A Placement Shares has the meaning given in Section 4.1.

Tranche 1B Placement has the meaning given in Section 3.1.

Tranche 1B Placement Shares has the meaning given in Section 5.1.

Tranche 2 Placement has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 6.1.

VMC means Venus Metals Corporation Limited (ACN 123 250 582) and its related bodies corporate.

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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Saturday, 18 January 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Rox Resources Limited hereby appoint

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Rox Resources Limited to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, WA 6005 on Monday, 20 January 2025 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of Tranche 1A Placement Shares issued to Placement Investors under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Tranche 1B Placement Shares issued to Cornerstone Investors under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Tranche 1B Placement Shares issued to Cornerstone Investors under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Placement Investors under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Cornerstone Investors under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Related Party Participation in the Tranche 2 Placement – Mr Stephen Dennis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Related Party Participation in the Tranche 2 Placement – Mr Nathan Stoitis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Related Party Participation in the Tranche 2 Placement – Mr Matthew Hogan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare

