

26 June 2020

Ms. S Patchell
ASX Limited
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Stephanie,

Aware query

Further to your letter, by email, of 23 June 2020 we advise as follows; for clarity we have used the same numbering as in your letter.

Capitalised terms have the same meaning as in your letter unless otherwise defined.

1. Noting the significant share price increase following the release of the Announcement, does RXL consider the Information (being the “results from the drilling program being undertaken by the Company and its joint venture partner, Venus Metals Corporation Limited, at the Youanmi Gold Project”) to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

Yes

2. If the answer to question 1 is “no”, please advise the basis for that view.

N/A

3. When did RXL first become aware of the Information?

The current drilling at Youami commenced on 24 May 2020 and is ongoing. The material which informed the Information including the assay results, calculated intercepts, data tables and figures, was compiled over a number of days. Following the receipt of the assays, the assay results were then plotted to provide a geological context and then interpreted in relation to results that had previously been announced. During this process the Information was kept confidential. Until sufficient data was available and presented in a manner that would allow clear and objective interpretation, the Information was incomplete and insufficiently definite to warrant disclosure. That Information was finalised at or around 6.00pm on Monday 22 June 2020.

At which point RXL provided its joint venture partner VMC with the Information. RXL and VMC then promptly released the Announcement on the morning of 23 June 2020.

4. When did RXL receive the assay results of the drill holes that have been reported in the Announcement from Intertek Genalysis?

The assay results were received over a number of days from 16 to 18 June 2020.

5. If RXL first became aware of the Information before 23 June 2020, did RXL make any announcement prior to 23 June 2020 which disclosed the Information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe RXL was obliged to

release the Information under Listing Rules 3.1 and 3.1A and what steps RXL took to ensure that the Information was released promptly and without delay.

As stated in response to question 3 above, RXL received the assay data in batches between June 16-18. Once collated, the data was checked, intercepts calculated, figures and data tables prepared, and JORC Table 1 details checked. This process was finalised on the afternoon of 22 June, at which point the draft announcement was circulated to RXL directors, and the Youanmi JV partner VMC. In summary, the information was not available for proper and reasonable assessment until the afternoon of 22 June. Further, the information presented in the 23 June announcement was from infill drilling that served to confirm previously announced drill results.

Additionally, RXL notes that it made an announcement on 16 June 2020 which updated the market on drilling at Youanmi. The Company's announcement on 16 June 2020 expressly noted the Company's receipt of initial assay results and provided a high level overview of the geological information suggested by the initial assay results. On the 5 trading days prior to 16 June 2020 RXL shares closed at 2.4, 2.5, 2.5, 2.4, and 2.4 cents respectively. On 16 June 2020 RXL's shares closed at 5.0 cents with the trading volume on that day being over 454 million shares. Since 16 June 2020 the trading volume of RXL's shares has been 278 million, 227 million and 88 million on each of 17 June 2020, 18 June 2020 and 19 June 2020 (respectively). In this context, the Company submits that a trading volume of 173 million shares on 22 June 2020 does not represent a significant increase in trade, and was consistent with trading volumes since the 16 June announcement that reported on significant step-out drill results.

6. Please confirm that RXL is complying with the Listing Rules and, in particular, Listing Rule 3.1.

RXL confirms it is in compliance with the Listing Rules and, in particular Listing Rule 3.1.

7. Please confirm that RXL's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of RXL with delegated authority from the board to respond to ASX on disclosure matters.

RXL confirms that the responses to the questions above have been authorised and approved by Mr Brett Dickson, being an officer of RXL with delegated authority from the board to respond to ASX on disclosure matters.

Yours faithfully,



Brett Dickson
Company Secretary



23 June 2020

Reference: 19765

Mr Brett Dickson
Company Secretary
Rox Resources Limited

By Email: bdickson@roxresources.com.au

Dear Mr Dickson

Rox Resources Limited ('RXL'): Aware Query

ASX refers to the following:

- A. The increase in the price of RXL's securities from a low of \$0.05 at the close of trade on 19 June 2020 to an intraday high of \$0.062 on 22 June 2020, representing a 24% increase, and the increase in the volume of securities traded on 22 June 2020.
- B. RXL's announcement entitled "Youanmi (Grace) Shallow Drilling Delivers More High Grades" lodged on the ASX Market Announcements Platform and released at 08.40 am AWST on 23 June 2020 (the 'Announcement'), disclosing results from the drilling program being undertaken by the Company and its joint venture partner, Venus Metals Corporation Limited, at the Youanmi Gold Project ('Information').
- C. The increase in the price of RXL's securities following the release of the Announcement from a low of \$0.062 at the close of trade on 22 June 2020 to an intraday high of \$0.08 on 23 June 2020, representing a 29% increase, and the increase in the volume of securities traded on 23 June 2020.
- D. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- E. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- F. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed.*”

- G. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for Information

Having regard to the above, ASX asks RXL to respond separately to each of the following questions and requests for information:

1. Noting the significant share price increase following the release of the Announcement, does RXL consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did RXL first become aware of the Information?
4. When did RXL receive the assay results of the drill holes that have been reported in the Announcement from Intertek Genalysis?
5. If RXL first became aware of the Information before 23 June 2020, did RXL make any announcement prior to 23 June 2020 which disclosed the Information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe RXL was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps RXL took to ensure that the Information was released promptly and without delay.
6. Please confirm that RXL is complying with the Listing Rules and, in particular, Listing Rule 3.1.
7. Please confirm that RXL’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of RXL with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3.00 pm AWST on Friday, 26 June 2020**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, RXL’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require RXL to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;

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- that you are not aware of any reason why the trading halt should not be granted; and
 - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to RXL's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that RXL's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in RXL's securities under Listing Rule 17.3.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Stephanie Patchell
Adviser, Listings Compliance (Perth)