

31 October 2023

Dear Shareholder,

ROX RESOURCES LIMITED (ASX:RXL) 2023 ANNUAL GENERAL MEETING

The Board of Directors of Rox Resources Limited (**Company**) are pleased to invite shareholders to attend the Annual General Meeting on Wednesday, 29 November 2023 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 Annual 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/investorsdashboard/>

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 adviser. 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:

Internet: 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 Monday, 27 November 2023, being at least 48 hours before 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.computershare.com.au/easyupdate/RXL.

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 ANNUAL GENERAL MEETING

The annual 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 Wednesday, 29 November 2023

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 Monday, 27 November 2023.

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 Monday, 27 November 2023.

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 ANNUAL GENERAL MEETING

Notice is hereby given that the annual 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 Wednesday, 29 November 2023 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form 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 Monday, 27 November 2023 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

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1 Resolution 1 – Remuneration Report

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (or its consolidated group).

2 Resolution 2 – Re-election of Mr Stephen Dennis as Director

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 14.5, clause 13.3 of the Constitution and for all other purposes, Mr Stephen Dennis, Director, retires by rotation, and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3 Resolution 3 – Election of Mr Matthew Hogan as Director

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 14.4, clause 13.1(b) of the Constitution and for all other purposes, Mr Matthew Hogan, being a non-executive Director who was appointed on 7 July 2023, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4 Resolution 4 – Ratify Tranche 1 Placement Shares issued 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 by the Company of 25,677,800 Shares issued under Listing Rule 7.1A (at an issue price of \$0.20 per Share) pursuant to the Tranche 1 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 persons who participated in the issue of Shares pursuant to the Tranche 1 Placement or associates of any of 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the 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 Hawke's Point (and/or its nominee(s)) 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 10.11 and for all other purposes, Shareholders authorise and approve the issue of up to 7,472,200 Shares (at an issue price of \$0.20 per Share) to Hawke's Point (and/or its 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 Hawke's Point (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Hawke's Point or of any of the other abovementioned 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the 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 – Issue of Shares to Venus Metals Corporation (and/or its nominee(s)) 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 10.11 and for all other purposes, Shareholders authorise and approve the issue of up to 1,250,000 Shares (at an issue price of \$0.20

per Share) to Venus Metals Corporation (and/or its 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 Venus Metals Corporation (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Venus Metals Corporation or of any of the other abovementioned 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the 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.

7 Resolution 7 – Issue of Shares to Mr Stephen Dennis (and/or his nominee(s)) 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 10.11 and for all other purposes, Shareholders authorise and approve the issue of up to 250,000 Shares (at an issue price of \$0.20 per Share) 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 Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Stephen Dennis or of any of the other abovementioned 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the 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.

The Chairperson in relation to this Resolution 7 will not be Mr Stephen Dennis.

8 Resolution 8 – Issue of Shares to Mr Robert Ryan (and/or his nominee(s)) 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 10.11 and for all other purposes, Shareholders authorise and approve the issue of up to 250,000 Shares (at an issue price of \$0.20 per Share) to Mr Robert Ryan (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 Robert Ryan (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Robert Ryan or of any of the other abovementioned 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the 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.

9 Resolution 9 – Issue of Shares to Mr Matthew Hogan (and/or his nominee(s)) 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 10.11 and for all other purposes, Shareholders authorise and approve the issue of up to 100,000 Shares (at an issue price of \$0.20 per Share) 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 Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Matthew Hogan or of any of the other abovementioned 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the 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.

10 Resolution 10 – Approval of 10% Placement Capacity

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and 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 is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the 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.

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 10 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 10.

11 Resolution 11 – Renewal of Proportional Takeover Provisions

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

"That, pursuant to and in accordance with section 648G of the Corporations Act and for all other purposes, the proportional takeover provisions contained in clause 11 of the Constitution be renewed for a further period of three years with effect from the date of this Meeting."

Dated: 16 October 2023

By order of the Board

A handwritten signature in black ink, appearing to be 'Chris Hunt', written over a faint, light-colored oval shape.

Chris 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 Wednesday, 29 November 2023 at 10:00am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

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	Annual Report
Section 5	Resolution 1 – Remuneration Report
Section 6	Resolution 2 – Re-election of Mr Stephen Dennis as Director
Section 7	Resolution 3 – Election of Mr Matthew Hogan as Director
Section 8	Resolution 4 – Ratify Placement Shares issued under Listing Rule 7.1A
Section 9	Resolutions 5 and 6 – Issue of Shares to Substantial Shareholders (and/or their respective nominee(s)) under the Tranche 2 Placement
Section 10	Resolutions 7, 8 and 9 – Issue of Shares to certain Directors (and/or their respective nominee(s)) under the Tranche 2 Placement
Section 11	Resolution 10 – Renewal of Proportional Takeover Provisions
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.

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 Monday, 27 November 2023, 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 Voting Prohibition by Proxy holders (Remuneration of Key Management Personnel)

A vote on Resolution 1 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1:

- (c) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or
- (d) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1 but expressly authorises the Chairperson to exercise the proxy even if Resolutions 1 is connected with the remuneration of a member of the Key Management Personnel.

2.3 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 23 August 2023, the Company announced that it had received firm commitments for a placement of 35 million Shares each at an issue price of \$0.20 per Share to be issued by the Company to raise \$7 million (before costs) (**Placement**). The Placement comprises:

- (a) 25,677,800 Shares issued to institutional and sophisticated investors using the Company's existing Listing Rule 7.1A placement capacity (**Tranche 1 Placement**); and
- (b) a further 9,322,200 Shares proposed to be issued to certain Directors (and/or their respective nominee(s)), and the Company's largest shareholders, Hawke's Point (RRL) L.P. (**Hawke's Point**) and Venus Metals Corporation Limited (**VMC**) (and/or their respective nominee(s)) subject to Shareholder approval (which approval is being sought pursuant to Resolutions 5 to 9 (inclusive)) (**Tranche 2 Placement**).

The Shares under the Tranche 1 Placement were issued on 29 August 2023.

The investors who have participated in the Tranche 1 Placement comprise institutional and sophisticated investors identified by the joint lead managers for the Placement, Canaccord Genuity (Australia) Limited and Rawson Lewis Pty Ltd (**Joint Lead Managers**). Argonaut Securities Limited acted as co-manager to the Placement.

Resolutions 4 to 9 (inclusive) seek the Shareholders' ratification or approval (as applicable) of the issue or proposed issue of Shares pursuant to the Placement. Each of those Resolutions concerns a different component of the Placement.

Refer to the Company's ASX announcements on, and after, 23 August 2023 for further details of the Placement.

3.2 Indicative Use of Funds

The Placement is primarily being undertaken to:

- (a) progress the Company's drilling and regional exploration programs at the Youanmi Gold Project, including to:
 - (i) test a series of recently identified near-mine and regional targets; and
 - (ii) complete an updated Mineral Resource Estimate which will be incorporated into the pre-feasibility study which is targeted for completion in 2024;
- (b) fund tenement expenditure; and
- (c) general working capital and corporate costs requirements.

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.

3.3 Resolutions are not inter-conditional

None of the Resolutions are conditional upon any other Resolution being passed. To the extent any of the Resolutions are not passed, subject to compliance with applicable laws and the Listing Rules, the Board reserves its discretion to issue the Shares the subject of such Resolution, including pursuant to the Company's placement capacities available at the time under Listing Rule 7.1 and/or 7.1A. The Board also reserves its discretion to utilise those placement capacities for other purposes, as permitted by the Listing Rules.

4 Annual Report

In accordance with section 317(1) of the Corporations Act the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://www.roxresources.com.au/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 10:00am (AWST) on Wednesday, 22 November 2023) to the Company Secretary at the Company's registered office.

5 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration Report is detailed on pages 31 to 44 of the Annual Report and is available on the Company's website at <https://www.roxresources.com.au/>.

The Remuneration Report sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Board is committed to an appropriately structured remuneration framework, underpinned by guiding remuneration principles, focused on driving a performance culture over the short, medium and long term to deliver satisfactory returns to Shareholders.

The Remuneration Report:

- (a) sets out the components of executive and non-executive director's remuneration, including any associated performance conditions (if any);
- (b) defines the Company's remuneration objectives and structure for fixed and variable short and long term remuneration frameworks; and
- (c) confirms the remuneration of non-executive directors and chief executive officer for the year ended 30 June 2023.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director (if applicable) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the 2022 annual general meeting. Please note if the Remuneration Report receives a Strike at the Meeting and if a second Strike is received at the 2024 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary resolution.

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

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6 Resolution 2 – Re-election of Mr Stephen Dennis as Director

6.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 13.3(a) of the Constitution provides that there must be an election of Directors at each annual general meeting. Clause 13.3(c) provides that the Director who has been in office the longest since last being elected must retire at each annual general meeting. Clause 13.3(e) of the Constitution provides that a retiring Director is eligible for re-election.

Resolution 2 provides that Mr Stephen Dennis retires from office and seeks re-election as a Director.

Details of Mr Dennis' background and experience are detailed in the Annual Report.

The Board has considered Mr Dennis' independence and considers that he is an independent Director.

If Resolution 2 is passed, Mr Dennis will be a Director of the Company for the next three years.

If Resolution 2 is not passed, Mr Dennis will cease to be a Director of the Company.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

6.2 Board Recommendation

The Board (excluding Mr Dennis) supports the re-election of Mr Dennis and recommends that Shareholders vote in favour of Resolution 2.

7 Resolution 3 – Election of Mr Matthew Hogan as Director

7.1 General

Clause 13.1 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office, without re-election, past the next annual general meeting of the entity.

On 7 July 2023, the Company announced the appointment of Mr Matthew Hogan as a non-executive Director with effect from 7 July 2023. Mr Hogan is the nominee director of substantial shareholder, VMC. Under the asset sale and purchase agreement between the Company and VMC dated 31 March 2023, VMC has the right to nominate a director to the Board, for as long as it holds a Relevant Interest in 10% or more of the total Shares on issue in the Company.

Resolution 3 provides that Mr Matthew Hogan retires from office and seeks re-election as a Director.

Details of Mr Hogan's background and experience are detailed in the Annual Report.

Mr Matthew Hogan was appointed by the Board as a non-executive Director and is a nominee director of VMC. As Mr Hogan is a nominee director, the Board does not consider him to be independent.

If Resolution 3 is passed, Mr Hogan will be a Director of the Company for the next three years.

If Resolution 3 is not passed, Mr Hogan will cease to be a Director of the Company, and VMC will have the right to nominate another Director to the Board.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

7.2 Board Recommendation

The Board (excluding Mr Hogan) supports the election of Mr Hogan and recommends that Shareholders vote in favour of Resolution 3.

8 Resolution 4 – Ratify Placement Shares issued under Listing Rule 7.1A

8.1 General

As detailed in Section 3.1, the Company has issued 25,677,800 Shares at an issue price of \$0.20 per Share under the Tranche 1 Placement (**Tranche 1 Placement Shares**).

All 25,677,800 Tranche 1 Placement Shares were issued on 29 August 2023 without Shareholder approval pursuant to the Company's placement capacity under Listing Rule 7.1A.

Refer to the Company's ASX announcements on, and after, 23 August 2023 for further details of the Placement.

Resolution 4 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) of the issue of the 25,677,800 Tranche 1 Placement Shares (pursuant to the Company's placement capacity under Listing Rule 7.1A).

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

8.2 Listing Rule 7.1A and 7.4

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

In addition to its 15% Placement Capacity, the Company has obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2022 annual general meeting to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Company's 2022 annual general meeting, without needing prior Shareholder approval (**10% 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 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 4 is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 10% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval, to the extent of 25,677,800 Equity Securities, during the next 12 months.

If Resolution 4 is not passed, 25,677,800 Tranche 1 Placement Shares will be included in calculating the Company's 10% Placement Capacity for the 12 month period following the issue date, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

8.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 4 is provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) 25,677,800 Tranche 1 Placement Shares were issued to institutional and sophisticated investors identified by the Joint Lead Managers to the Placement. No investor under the Tranche 1 Placement was a related party of the Company, a member of the Company's Key Management Personnel, a substantial shareholder of the Company or an adviser of the Company or an associate of any of those persons.
- (b) The Tranche 1 Placement Shares comprised the issue of 25,677,800 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 4.
- (c) The Tranche 1 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 1 Placement Shares were issued in consideration for an issue price of \$0.20 per Share, raising a total of \$5,135,560 (before costs).
- (e) The Tranche 1 Placement Shares were issued on 29 August 2023.
- (f) Funds raised from the issue of the Tranche 1 Placement Shares are intended to be used as detailed in Section 3.2.
- (g) The Tranche 1 Placement Shares were issued pursuant to short form subscription letters pursuant to which institutional and sophisticated investors agreed to participate in the Tranche 1 Placement.
- (h) A voting exclusion statement is included in the Notice for Resolution 4.

8.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

9 Resolutions 5 and 6 – Issue of Shares to Substantial Shareholders (and/or their respective nominee(s)) under the Tranche 2 Placement

9.1 General

Resolutions 5 and 6 seek Shareholder approval pursuant to and in accordance with Listing Rule 10.11 (and for all other purposes) to issue (in aggregate) up to 8,722,200 Shares to substantial Shareholders of the Company, being Hawke's Point and VMC (and/or their respective nominee(s)) (**Substantial Shareholders**) under the Tranche 2 Placement, (together, the **Tranche 2 Placement Shares**). The Tranche 2 Placement Shares will be offered at the same issue price as the Shares under the Placement (being \$0.20 per Share), to raise up to \$1,744,440 (before costs).

Refer to Section 3.1 for further details of the Placement.

The Company is proposing to issue:

- (a) 7,472,200 Tranche 2 Placement Shares to Hawke's Point (and/or its nominee(s)) pursuant to Resolution 5; and
- (b) 1,250,000 Tranche 2 Placement Shares to VMC (and/or its nominee(s)) pursuant to Resolution 6.

The Substantial Shareholders are parties falling within Listing Rule 10.11, because each Substantial Shareholder was, at any time in the last six months, a substantial holder of 10% or more in the Company and who have each nominated a Director to the Board.

The issues of the relevant Tranche 2 Placement Shares does 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 5 and 6).

Hawke's Point currently has a Relevant Interest in 8.8% of the total Shares on issue (prior to the issue of Shares under the Tranche 2 Placement). However, Hawke's Point was a substantial (10%+) holder during the majority of the last six months, and has nominated Mr Robert Ryan as a Director of the Company. If Resolution 5 is passed, Hawke's Point's Relevant Interest in Shares would increase to approximately 9.99% of all Shares on an undiluted basis (excluding the impact of any other issues of securities in the Company or other acquisitions or disposals of Relevant Interest by Hawke's Point or its associates).

VMC currently has a Relevant Interest in 16.67% of the total Shares on issue (prior to the issue of Shares under the Tranche 2 Placement), and has nominated Mr Matthew Hogan as a Director of the Company. If Resolution 6 is passed, VMC's Relevant Interest in Shares would reduce to approximately 16.58% of all Shares on an undiluted basis (excluding the impact of any other issues of securities in the Company or other acquisitions or disposals of Relevant Interest by VMC or its associates).

Resolutions 5 and 6 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 5 and 6.

9.2 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 Tranche 2 Placement Shares to Hawke's Point and VMC falls within paragraph (c) above (being Listing Rule 10.11.3), as Hawke's Point and VMC have each been substantial (10%+) holders in the Company during the last six months and have each nominated a Director to the Board, 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 5 seeks the required Shareholder approval to issue 7,472,200 Tranche 2 Placement Shares to Hawke's Point (and/or its nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

Resolution 6 seeks the required Shareholder approval to issue 1,250,000 Tranche 2 Placement Shares to VMC (and/or its nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

If Resolution 5 or 6 is passed, the Company will be able to proceed with the issue of the relevant Tranche 2 Placement Shares to the relevant Substantial Shareholder (and/or its nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the relevant 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 5 or 6 is not passed, the Company will not be able to proceed with the issue of the relevant Tranche 2 Placement Shares to the relevant Substantial Shareholder (and/or its nominee(s)), and the Company will not be able to raise funds from issuing Tranche 2 Placement Shares to that Substantial Shareholder and may seek to raise them from alternate investors.

9.3 **Specific information required by Listing Rule 10.13**

The following information in relation to Resolutions 5 and 6 is provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) The Tranche 2 Placement Shares under the Tranche 2 Placement will be issued to:
 - (i) Hawke's Point (and/or its nominee(s)) pursuant to Resolution 5; and
 - (ii) VMC (and/or its nominee(s)) pursuant to Resolution 6.
- (b) The Substantial Shareholders fall within Listing Rule 10.11.3 as follows:
 - (i) Hawke's Point was in the last six months, a substantial (10%) holder in the Company and who has nominated Mr Robert Ryan as a Director pursuant to a subscription agreement between Hawke's Point and the Company; and
 - (ii) VMC is a substantial (10%) holder in the Company and who has nominated Mr Matthew Hogan as a Director pursuant to an asset sale and purchase agreement between VMC and the Company.
- (c) The maximum number of Tranche 2 Placement Shares to be issued to:
 - (i) Hawke's Point (and/or its nominee(s)) is 7,472,200 Shares pursuant to Resolution 5; and
 - (ii) VMC (and/or its nominee(s)) is 1,250,000 Shares pursuant to Resolution 6.
- (d) 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.

- (e) The Tranche 2 Placement Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Tranche 2 Placement Shares will have an issue price of \$0.20 per Share, raising a total of \$1,744,440 (before costs).
- (g) Funds raised from the issue of the Tranche 2 Placement Shares to the Substantial Shareholders (and/or their respective nominee(s)) are proposed to be used as detailed in Section 3.2.
- (h) The Substantial Shareholders are not Directors, or an associate of, or a person connected with, a Director under Listing Rules 10.11.4 or 10.11.5.
- (i) A voting exclusion statement is included in the Notice for Resolutions 5 and 6.
- (j) The Tranche 2 Placement Shares are to be offered pursuant to subscription letters pursuant to which the Substantial Shareholders (and/or their respective nominee(s)) will, subject to their relevant Resolution 5 or 6 being passed, subscribe for Shares at an issue price of \$0.20 per Share.
- (k) Other than the information above and otherwise detailed in the Notice, the Company believes that there is no other information that would reasonably be required by Shareholders to pass Resolutions 5 and 6.

9.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 5 and 6.

10 Resolutions 7, 8 and 9 – Issue of Shares to certain Directors (and/or their respective nominee(s)) under the Tranche 2 Placement

10.1 General

Resolutions 7, 8 and 9 seek Shareholder approval pursuant to and in accordance with Listing Rule 10.11 (and for all other purposes) to issue (in aggregate) 600,000 Shares to certain Directors, being Mr Stephen Dennis, Mr Robert Ryan and Mr Matthew Hogan (and/or their respective nominee(s)) under the Tranche 2 Placement (together, the **Director Shares**). The Director Shares will be offered at the same issue price as the Shares under the Placement (being \$0.20 per Share), to raise up to \$120,000 (before costs).

Refer to Section 3.1 for further details of the Placement.

The Company is proposing to issue:

- (a) 250,000 Director Shares to Mr Stephen Dennis (and/or his nominee(s)) pursuant to Resolution 7;
- (b) 250,000 Director Shares to Mr Robert Ryan (and/or his nominee(s)) pursuant to Resolution 8; and
- (c) 100,000 Director Shares to Mr Matthew Hogan (and/or his nominee(s)) pursuant to Resolution 9.

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

The issues of the relevant Director Shares does 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 7, 8 and 9).

Resolutions 7, 8 and 9 are ordinary resolutions.

The Chairperson (who will not be Mr Stephen Dennis for Resolution 7) intends to exercise all available proxies in favour of Resolutions 7, 8 and 9.

10.2 **Section 208 of the Corporations Act**

For a public company to give a financial benefit to a related party, the public company or entity must:

- (a) obtain the approval of its shareholders in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months of 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 Board considers that Shareholder approval under section 208 of the Corporations Act is not required in relation to Resolutions 7, 8 and 9, as the exception in section 210 of the Corporations Act applies. The Director Shares will be issued to Messrs Dennis, Ryan and Hogan (and/or their respective nominee(s)) on the same terms as non-related party participants in the Placement and, as such, the giving of the financial benefit to Messrs Dennis, Ryan and Hogan (and/or their respective nominee(s)) will be on arm's length terms.

10.3 **Listing Rule 10.11**

A summary of Listing Rule 10.11 is detailed in Section 9.2.

The issue of the Director Shares to Mr Stephen Dennis, Mr Robert Ryan and Mr Matthew Hogan falls within paragraph (a) above (being Listing Rule 10.11.1), as Messrs Dennis, Ryan and Hogan are related parties to 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 7 seeks the required Shareholder approval to issue 250,000 Director 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 8 seeks the required Shareholder approval to issue 250,000 Director Shares to Mr Robert Ryan (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

Resolution 9 seeks the required Shareholder approval to issue 100,000 Director 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 7, 8 or 9 is passed, the Company will be able to proceed with the issue of the relevant Director Shares to the relevant Director (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the relevant Director 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 7, 8 or 9 is not passed, the Company will not be able to proceed with the issue of the relevant Director Shares to the relevant Director (and/or his nominee(s)), and the Company will not be able to raise funds from issuing Director Shares to that Director and may seek to raise them from alternate investors.

10.4 **Specific information required by Listing Rule 10.13**

The following information in relation to Resolutions 7, 8 and 9 is provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) The Director Shares under the Tranche 2 Placement will be issued to:
 - (i) Mr Stephen Dennis (and/or his nominee(s)) under Resolution 7;

- (ii) Mr Robert Ryan (and/or his nominee(s)) under Resolution 8; and
 - (iii) Mr Matthew Hogan (and/or his nominee(s)) under Resolution 9.
- (b) Messrs Dennis, Ryan and Hogan fall within Listing Rule 10.11.1 as they are Directors and therefore related parties of the Company.
- (c) The maximum number of Director Shares to be issued to:
- (i) Mr Stephen Dennis (and/or his nominee(s)) is 250,000 Director Shares pursuant to Resolution 7;
 - (ii) Mr Robert Ryan (and/or his nominee(s)) is 250,000 Director Shares pursuant to Resolution 8; and
 - (iii) Mr Matthew Hogan (and/or his nominee(s)) is 100,000 Director Shares pursuant to Resolution 9.
- (d) The Director 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 Director Shares will have an issue price of \$0.20 per Share, raising a total of \$120,000 (before costs).
- (f) Funds raised from the issue of the Director Shares to Messrs Dennis, Ryan and Hogan (and/or their respective nominee(s)) are proposed to be used as detailed in Section 3.2.
- (g) A voting exclusion statement is included in the Notice for Resolutions 7, 8 and 9.
- (h) The Director Shares are to be offered pursuant to a binding agreement pursuant to which Messrs Dennis, Ryan and Hogan (and/or their respective nominee(s)) will, subject to their relevant Resolution 7, 8 or 9 being passed, subscribe for Shares at an issue price of \$0.20 per Share.
- (i) Other than the information above and otherwise detailed in the Notice, the Company believes that there is no other information that would reasonably be required by Shareholders to pass Resolutions 7, 8 and 9.

10.5 Board Recommendation

The Board (excluding Mr Stephen Dennis, due to his personal interest in Resolution 7) recommends that Shareholders vote in favour of Resolution 7.

The Board (excluding Mr Robert Ryan, due to his personal interest in Resolution 8) recommends that Shareholders vote in favour of Resolution 8.

The Board (excluding Mr Matthew Hogan, due to his personal interest in Resolution 9) recommends that Shareholders vote in favour of Resolution 9.

11 Resolution 10 – Approval of 10% Placement Capacity

11.1 General

As detailed in Section 8.2, Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital without using that company's existing 15% Placement Capacity granted under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation equal to or less than A\$300,000,000.

As at the date of the Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately A\$81.0 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 4 October 2023). If on the date of the Meeting, the Company's market capitalisation exceeds A\$300,000,000 or the Company has been included in the S&P/ASX 300 Index, then Resolution 10 will no longer be effective and must be withdrawn.

The Company is seeking Shareholder approval to issue Equity Securities under the 10% Placement Capacity. The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c)).

If Resolution 10 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the annual general meeting, in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 10.

11.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one quoted classes of Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

- (A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

- (C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (I) the agreement was entered into before the commencement of the relevant period; or
 - (II) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- (D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (E) plus the number of partly paid ordinary shares that became fully paid in the relevant period;
- (F) less the number of Shares cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 360,032,060 Shares and, subject to Resolutions 4 to 9 (inclusive) being approved by Shareholders, therefore has a capacity to issue:

- (i) 53,903,139 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 10, 36,935,426 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or

- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

11.3 **Effect of Resolution**

The effect of Resolution 10 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

11.4 **Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued;
- (b) if Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of listed Options, only if the listed Options are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities;

- (c) the below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at 13 October 2023;
- (d) the table also shows:
 - (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.113 50% decrease in Issue Price	\$0.225 Issue Price	\$0.45 100% increase in Issue Price
Current Variable A 360,032,060 Shares	10% Voting Dilution	36,003,206	36,003,206	36,003,206
	Funds raised	\$4,068,362	\$8,100,721	\$16,201,443
50% increase in current Variable A 540,048,090 Shares	10% Voting Dilution	54,004,809	54,004,809	54,004,809
	Funds raised	\$6,102,543	\$12,151,082	\$24,302,164
100% increase in current Variable A 720,064,120 Shares	10% Voting Dilution	72,006,412	72,006,412	72,006,412
	Funds raised	\$8,136,725	\$16,201,443	\$32,402,885

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
 - (ii) No Options (including any Options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
 - (vii) The issue price is \$0.225, being the closing price of the Shares on ASX on 13 October 2023;
- (e) the Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking));
 - (f) the Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital;
 - (g) the Company will comply with the disclosure obligations under Listing Rules 3.10.3 and 7.1A(4) upon issue of any Equity Securities;

- (h) the Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable);
- (i) the subscribers under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company;
- (j) in the 12 months preceding the date of the Meeting the Company has issued a total of 25,677,800 Equity Securities under Listing Rule 7.1A.2 which represents approximately 7.13% of the total number of Equity Securities on issue at 13 October 2023. Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2 are set out below:

Date of Issue	29 August 2023
Issued to or basis of issue	Institutional and sophisticated investors identified by the joint lead managers, Canaccord Genuity (Australia) Limited and Rawson Lewis Pty Ltd), with Argonaut Securities Limited acting as co-manager.
Equity Securities issued	25,677,800
Issue price per Equity Security	\$0.20
Discount of issue price to closing market price on date of agreement	11.1% discount to the last closing price of \$0.225 per Share on 21 August 2023.
Total cash consideration, amount of cash spent and use of funds, or intended use of funds for remaining cash	<p>\$5,135,560 (before costs) which is proposed to be utilised to progress the Youanmi Gold Project. At the date of the Notice, the Company has spent approximately \$1,170,560 as follows:</p> <ul style="list-style-type: none"> (a) \$450,000 towards near mine and regional targets; (b) \$70,000 towards a pre-feasibility study; (c) \$150,000 towards tenement expenditure; (d) \$173,060 towards corporate costs and working capital; and (e) \$327,500 costs of the offer. <p>The Company intends to use the remaining funds (being approximately \$3,965,000) as follows:</p> <ul style="list-style-type: none"> (a) \$1,400,000 towards near mine and regional targets; (b) \$870,000 towards a pre-feasibility study; (c) \$600,000 towards tenement expenditure; and

(d) \$1,095,000 towards corporate costs and working capital.

- (k) the Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2022 annual general meeting;
- (l) a voting exclusion statement is included in the Notice for Resolution 10; and
- (m) at the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

11.5 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 10.

12 **Resolution 11 – Renewal of Proportional Takeover Provisions**

12.1 **General**

Section 648G(1) of the Corporations Act provides that a company's proportional takeover provisions, unless sooner omitted from its constitution, cease to apply at the end of three years from adoption or renewal as appropriate unless otherwise specified.

Resolution 11 seeks Shareholder approval to renew the proportional takeover provisions in clause 11 of the Constitution (**Proportional Takeover Provisions**). The Proportional Takeover Provisions provides that a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

The Constitution (including the Proportional Takeover Provisions) was adopted on 19 November 2020. Accordingly, the Proportional Takeover Provisions included in the Constitution will cease to have effect on 19 November 2023 (being three years from the date of adoption) unless renewed by a special resolution of Shareholders. Accordingly, the Directors request that Shareholders approve the renewal of the Proportional Takeover Provisions for a further three years from the date of the Meeting.

Resolution 11 is a special resolution which will enable the Company to modify its Constitution by renewing clause 11 for a period of three years from the date of Shareholder approval.

12.2 **Specific information required by section 648G of the Corporations Act**

The following information in relation to Resolution 11 is provided to Shareholders for the purposes of obtaining Shareholder approval.

(a) **Effect of the Proportional Takeover Provisions**

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

The effect of the Proportional Takeover Provisions is that in the event a proportional takeover bid is made, the Directors must ensure that a general meeting is held more than 14 days before the last day of the bid period for the purpose of allowing Shareholders to vote on the resolution approving the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional bid (**Approving Resolution**).

Each Shareholder will have one vote for each bid Share that the Shareholder holds. The bidder and its associates are not allowed to vote on the Approving Resolution.

If the Approving Resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

The bid will be taken to have been approved if the Approving Resolution is not voted on within the deadline specified under the Corporations Act. However, the Directors will breach the Corporations Act if they fail to ensure the Approving Resolution is voted on.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.

(b) **Reasons for renewing the proportional takeover provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(c) **Knowledge of any acquisition proposals**

As at the date of the Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) **Potential advantages and disadvantages of Proportional Takeover Provisions**

The Board consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (i) proportional takeover bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a premium; and
- (iii) the likelihood of a proportional takeover bid succeeding may be reduced.

12.3 **Board Recommendation**

The Board do not believe the potential disadvantages outweigh the potential advantages of adopting the Proportional Takeover Provisions and as a result consider that the Proportional Takeover Provisions set out in clause 11 of the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 11.

Schedule 1– Definitions

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

\$ or A\$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 8.2.

10% Placement Period has the meaning given in Section 11.2(f).

15% Placement Capacity has the meaning given in Section 8.2.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial period ended 30 June 2023.

Approving Resolution has the meaning given in Section 12.2(a).

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.

Auditor's Report means the auditor's report on the Financial Report.

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.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

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

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Director Shares has the meaning given in Section 10.1.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity has the same meaning as in the Listing Rules.

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

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

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

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 Rawson Lewis Pty Ltd (ACN 630 685 371).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Managing Director means the managing director of the Company.

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.

Placement has the meaning given in Section 3.1.

Proportional Takeover Provisions has the meaning given in Section 12.1.

Proxy Form means the proxy form attached to the Notice.

Relevant Interest has the meaning given in the Corporations Act.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

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.

Strike has the meaning given in Section 5.

Substantial Shareholders has the meaning given in Section 9.1.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement has the meaning given in Section 3.1.

Tranche 1 Placement Shares has the meaning given in Section 8.1.

Tranche 2 Placement has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 9.1.

VMC means Venus Metals Corporation Limited (ACN 123 250 582).

VWAP means volume weighted average price.

RXLRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN 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 Monday, 27 November 2023.**

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

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.

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.



IND

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 Annual General Meeting of Rox Resources Limited to be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 29 November 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

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		For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Stephen Dennis as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3	Election of Mr Matthew Hogan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratify Tranche 1 Placement Shares issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Issue of Shares to Hawke's Point (and/or its nominee(s)) under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Issue of Shares to Venus Metals Corporation (and/or its nominee(s)) under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7	Issue of Shares to Mr Stephen Dennis (and/or his nominee(s)) under the Tranche 2 Placement	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

