

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Rox Resources Limited (Rox)

ACN/ARSN 107 202 602

1. Details of substantial holder (1)

Name QGold Pty Ltd (**QGold**), Queensland Gold Holdings Pty Ltd as trustee for the Christopher Wallin Family Trust No.2 (**QGH**), Christopher Ian Wallin (**Wallin**), Joanne Wallin (**Jo Wallin**), Captain Nominees Pty Ltd ATF CWSF No.2 (**Captain Nominees**), Ita Vero Pty Ltd ATF The Richmond Trust (**Ita Vero**), Venus Metals Corporation Limited (ACN 123 250 582) (**VMC**) and Redscope Enterprises Pty Ltd (ACN 641 401 452) (**Redscope**) (together the **Substantial Holders** and each a **Substantial Holder**).

ACN/ARSN (if applicable) 149 659 950

There was a change in the interests of the substantial holder on 21 / 11 / 2024
The previous notice was given to the company on 12 / 11 / 2024
The previous notice was dated 12 / 11 / 2024

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid shares (ORD)	69,862,908	17.015%	69,862,908	15.503%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
14/11/2024	Substantial Holders	Dilution of voting power as a result of the issue of ordinary shares under Rox's share placement as announced to the ASX on 14/11/2024.	Nil	69,862,908 ORD	69,862,908
21/11/2024	Substantial Holders	Dilution of voting power as a result of the issue of ordinary shares under Rox's share placement as announced to the ASX on 21/11/2024.	Nil	69,862,908 ORD	69,862,908

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
QGold	QGold	QGold	Relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as holder of the shares.	7,876,952 ORD	7,876,952
QGH	QGold	QGold	Relevant interest in the shares held in Rox by QGold pursuant to section 608(3)(a) of the <i>Corporations Act</i> .	7,876,952 ORD	7,876,952
Wallin	QGold	QGold	Relevant interest in the shares held in Rox by QGold pursuant to section 608(3)(b) of the <i>Corporations Act</i> .	7,876,952 ORD	7,876,952
Wallin	Wallin	Wallin	Relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act</i> as holder of the shares.	1,739,325 ORD	1,739,325
Captain Nominees	Captain Nominees	Captain Nominees	Relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act</i> as holder of the shares.	144,943 ORD	144,943
Wallin	Captain Nominees	Captain Nominees	Relevant interest in the shares held in Rox by Captain Nominees pursuant to section 608(3)(b) of the <i>Corporations Act</i> .	144,943 ORD	144,943
Ita Vero	Ita Vero	Ita Vero	Relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act</i> as holder of the shares.	451,688 ORD	451,688
Jo Wallin	Ita Vero	Ita Vero	Relevant interest in the shares held in Rox by Ita Vero pursuant to section 608(3)(b) of the <i>Corporations Act</i> .	451,688 ORD	451,688
VMC	VMC	VMC	Relevant interest under section 608(1)(a) of the <i>Corporations Act</i> as holder of the shares.	55,000,000 ORD	55,000,000
QGold	VMC	VMC	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(a) of the <i>Corporations Act</i> .	55,000,000 ORD	55,000,000

QGH	VMC	VMC	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(b) of the Corporations Act, because QGH controls QGold.	55,000,000 ORD	55,000,000
Wallin	VMC	VMC	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(b) of the Corporations Act, because Wallin controls QGH.	55,000,000 ORD	55,000,000
Redscope	Redscope	Redscope	Relevant interest pursuant to section 608(1)(a) of the Corporations Act as holder of the shares.	4,650,000 ORD	4,650,000
VMC	Redscope	Redscope	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(b) of the Corporations Act because it controls Redscope.	4,650,000 ORD	4,650,000
QGold	Redscope	Redscope	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(a) of the Corporations Act.	4,650,000 ORD	4,650,000
QGH	Redscope	Redscope	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(b) of the Corporations Act, because QGH controls QGold.	4,650,000 ORD	4,650,000
Wallin	Redscope	Redscope	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(b) of the Corporations Act, because Wallin controls QGH.	4,650,000 ORD	4,650,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
Nil	Nil

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
QGold, QGH and Captain Nominees	PO Box 10630, Brisbane QLD 4000
Wallin, Jo Wallin and Ita Vero	4 Kintyre Street, Brookfield QLD 4069
VMC and Redscope	Unit 2, 8 Alvan St, Subiaco, WA 6008

Signature

print name	Christopher Ian Wallin	capacity	Authorised signatory
sign here		date	22 November 2024

DIRECTIONS

If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

- (1) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (3) The voting shares of a company constitute one class unless divided into separate classes.
 - (4) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (5) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.