

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 13 / 05 / 2025
The previous notice was given to the company on 31 / 01 / 2025
The previous notice was dated 31 / 01 / 2025

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)	116,712,908	19.200%	118,504,575	16.229%

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
18/03/2025	Redscope	On-market sale	\$111,085 (\$0.3418 per ordinary share)	325,000 ordinary shares	325,000
18/03/2025	Redscope	On-market sale	\$59,614 (\$0.34065 per ordinary share)	175,000 ordinary shares	175,000
18/03/2025	Redscope	On-market sale	\$85,000 (\$0.3400 per ordinary share)	250,000 ordinary shares	250,000
02/04/2025	Redscope	On-market sale	\$98,818 (\$0.3953 per ordinary share)	250,000 ordinary shares	250,000

02/04/2025	Redscope	On-market sale	\$97,698 (\$0.3908 per ordinary share)	250,000 ordinary shares	250,000
07/04/2025	Redscope	On-market sale	\$48,000 (\$0.3200 per ordinary share)	150,000 ordinary shares	150,000
07/04/2025	Redscope	On-market sale	\$34,500 (\$0.3450 per ordinary share)	100,000 ordinary shares	100,000
05/05/2025	Redscope	On-market sale	\$40,000 (\$0.3200 per ordinary share)	125,000 ordinary shares	125,000
06/05/2025	Redscope	On-market sale	\$15,654 (\$0.3200 per ordinary share)	48,918 ordinary shares	48,918
07/05/2025	Redscope	On-market sale	\$8,346 (\$0.3200 per ordinary share)	26,082 ordinary shares	26,082
07/05/2025	Redscope	On-market sale	\$40,000 (\$0.3200 per ordinary share)	125,000 ordinary shares	125,000
07/05/2025	Redscope	On-market sale	\$24,750 (\$0.3300 per ordinary share)	75,000 ordinary shares	75,000
07/05/2025	Redscope	On-market sale	\$17,000 (\$0.3400 per ordinary share)	50,000 ordinary shares	50,000
08/05/2025	Redscope	On-market sale	\$17,500 (\$0.3500 per ordinary share)	50,000 ordinary shares	50,000
12/05/2025	Redscope	On-market purchase	\$38,125 (\$0.3050 per ordinary share)	125,000 ordinary shares	125,000
13/05/2025	QGold	Private placement	\$1,100,000.10 (\$0.30000 per ordinary share)	3,666,667 ordinary shares	3,666,667
13/05/2025	Substantial Holders	Dilution of voting power as a result of the issue of ordinary shares following Rox's Tranche 1 share placement on 13/05/2025	Nil	118,504,575 ordinary shares	118,504,575

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
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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.	63,879,575 ordinary shares	63,879,575
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> .	63,879,575 ordinary shares	63,879,575
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> .	63,879,575 ordinary shares	63,879,575
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 ordinary shares	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 ordinary shares	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 ordinary shares	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 ordinary shares	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 ordinary shares	451,688
VMC	VMC	VMC	Relevant interest under section 608(1)(a) of the <i>Corporations Act</i> as holder of the shares.	52,350,000 ordinary shares	52,350,000
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> .	52,350,000 ordinary shares	52,350,000
QGH	VMC	VMC	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(b) of the <i>Corporations Act</i> , because QGH controls QGold.	52,350,000 ordinary shares	52,350,000
Wallin	VMC	VMC	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(b) of the <i>Corporations Act</i> , because Wallin controls QGH.	52,350,000 ordinary shares	52,350,000

Redscope	Redscope	Redscope	Relevant interest pursuant to section 608(1)(a) of the Corporations Act as holder of the shares.	2,275,000 ordinary shares	2,275,000
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.	2,275,000 ordinary shares	2,275,000
QGold	Redscope	Redscope	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(a) of the Corporations Act.	2,275,000 ordinary shares	2,275,000
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.	2,275,000 ordinary shares	2,275,000
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.	2,275,000 ordinary shares	2,275,000

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	PO Box 10630, Brisbane QLD 4000
VMC and Redscope	Unit 2, 8 Alvan St, Subiaco, WA 6008

Signature

print name	Christopher Ian Wallin	capacity	Authorised signatory
sign here		date	13 May 2025

DIRECTIONS

- (1) 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.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.