

ASX:SQX 6 July 2023

NOTICE OF MEETING

SQX Resources Limited (SQX or the Company) is pleased to attach a copy of the following documents in relation to a General Meeting of Shareholders to be held on 7 August 2023 at 10.00am (Brisbane Time) (General Meeting).

- 1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders;
- 2. Notice of General Meeting; and
- 3. Proxy Form.

This announcement has been approved and authorised to be released to the ASX by the Board of Directors of SQX Resources Limited.

- ENDS -

For further information please contact:

SQX Resources Limited

Mark Purcell Chief Executive Officer E: info@sqxresources.com

Additional information is available at sqxresources.com.

About SQX Resources Limited (SQX)

SQX is a modern mineral exploration company dedicated to delivering shareholder value by building a portfolio of exploration, development, and operating assets. Its current focus is on gold and copper mineralisation at the Ollenburgs and Scrub Paddock prospects, located on EPM 27257 in the underexplored Esk Basin in southeast Queensland near major regional infrastructure and population centres. Both prospects feature known mineralisation and historical mine workings.

Scrub Paddock

Identified as a potential gold-copper porphyry, the Scrub Paddock Prospect features more than 20 historical mine workings with surface mineralisation extending across a ~2km strike length. Soil sampling and drilling have already confirmed gold and copper mineralisation; the extent of this mineralisation, both along the strike of the surface anomaly and at depth, is unknown. The Company is aiming to define an economic mineral resource.

Ollenburgs

Ollenburgs hosts potential for a copper-gold porphyry system and features several copper/gold/silver mine workings, an anomaly visible on aeromagnetic mapping, a surface soil and rock-chip geochemical anomaly across ~300x50m and no historical drilling. The Company intends to expand on recently completed soil sampling by undertaking IP surveying and, if justified, follow up with the first-ever drill program at the prospect.



6 July 2023

Dear Shareholders,

I am pleased to invite you to an Extraordinary General Meeting of the Company's Shareholders (**EGM**) to be held at the offices of HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane Qld 4000 at 10:00am (Brisbane time) on Monday 7 August 2023.

A notice of meeting and accompanying explanatory memorandum was released to ASX on 6 July 2023 (together **Notice of Meeting**) in respect of the EGM.

In accordance with Treasury Laws Amendments (2022 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from https://sqxresources.com/. Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page.

The Company strongly encourages Shareholders to vote via proxy for the purposes of the EGM. A personalised Proxy Form will be attached to this letter when dispatched by the Registry. Shareholders who have elected to receive notices from the Company in electronic format will receive an email directly from the Registry. Shareholders can update their email addresses and communication preferences via the website <u>linkmarketservices.com.au.</u>

SQX Resources Limited provides for Shareholders to lodge their proxy votes online. To do that, Shareholders can log in to www.linkmarketservices.com.au using the holding details (SRN or HIN) that will be available on the personalised Proxy Form dispatched by the Registry. Once logged in, select Voting and follow the prompts to lodge your vote.

Shareholders that experience any problems accessing the proxy voting screen(s) can contact the Registry (Link Market Services Limited) by phone on 1300 554 747 or by email at registrars@linkmarketservices.com.au.

Proxy instructions must be received no later than 48 hours before the commencement of the EGM.

This announcement has been authorised for release to the ASX by the Board of Directors of SQX Resources Limited.

Any inquiries in relation to the resolutions or the Explanatory Memorandum should be directed to info@sqxresources.com.

Yours sincerely,

Mark Purcell
Chief Executive Officer
SQX Resources Limited

Notice of General Meeting and Explanatory Memorandum

SQX Resources Limited ACN 659 090 338

Date of Meeting: Monday 7 August 2023

Time of Meeting: 10.00 am (Brisbane time)

Place of Meeting: HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane

QLD 4000

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.

Notice of General Meeting

Notice is hereby given that the General Meeting of shareholders of **SQX Resources Limited ACN 659 090 338 (SQX** or **Company)** will be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane Qld 4000 on Monday 7 August 2023, commencing at 10.00 am AEST.

Terms used in this Notice of Meeting are defined in the accompanying Explanatory Memorandum.

Agenda

Resolution 1: Approval to modify the terms of the Loyalty Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 6.23 and for all other purposes, the amendment of the terms of the Loyalty Options, as described in the accompanying Explanatory Statement, be approved."

Voting Exclusions

Resolution 1:

The Company will disregard any votes cast on Resolution 1 by or on behalf of any person who holds a Loyalty Option, or an associate of any person who holds a Loyalty Option.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair 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 chair to vote on the resolution as the chair 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 the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board

Craig J McPherson Company Secretary 6 July 2023

Introduction

The following information is provided to shareholders of SQX Resources Limited ACN 659 090 338 (**SQX** or the **Company**) in connection with the business to be considered at the General Meeting of Shareholders to be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane Qld 4000 on Monday 7 August 2023, commencing at 10.00 am AEST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in the Glossary.

1. Resolution 1: Approval to modify the terms of the Loyalty Options

Introduction

On 30 November 2022, the Company issued a Prospectus (**Prospectus**) for the issue of up to 25,000,000 Shares and 1 free attaching Loyalty Option for every 2 Shares taken up under the Offer (**Loyalty Option**), to raise up to \$5,000,000 (before costs) (**Offer**).

Following official quotation on 20 February 2023, the Company has received numerous queries from holders of Loyalty Options asking whether the Company would be prepared to obtain quotation on the ASX of the Loyalty Options, to provide liquidity to an otherwise illiquid security.

The Company has no objection to quotation of the Loyalty Options on the ASX.

The prohibition on transfer of the Loyalty Options is inconsistent with quotation of the Loyalty Options and needs to be amended for the Loyalty Options to be quoted.

The terms of the Loyalty Options were set out in sections 10.4 and 10.7 of the Prospectus, which included the following:

The Options will not be quoted on ASX.

The Options ... are not transferable but may be issued to an entity or family member nominated by the Option holder.

If Resolution 1 is passed, the Directors have determined to amend the terms of the Loyalty Options to remove the transfer prohibition and obtain quotation of the Loyalty Options. The terms of the amended Loyalty Options are set out in Schedule A.

ASX Listing Rules

Listing Rule 6.23.4 only permits a change to the terms of an option, that is not prohibited under listing rule 6.23.3, where approved by its Shareholders. Consequently, Resolution 1 seeks Shareholder approval for the amendment to the terms of the Loyalty Options to remove the transfer prohibition and permit quotation on ASX.

If Resolution 1 is passed, SQX will waive the transfer prohibition and seek quotation of the Loyalty Options on the ASX. The quotation of the Loyalty Options will allow for the Loyalty Options to be freely traded.

If Shareholder approval is not given for the amendment, the Loyalty Options will not be quoted and will remain untradeable.

Resolution 1 is an ordinary resolution.

Directors' Recommendation

Mr Granzien and Mr van Staden do not have a material personal interest in the subject matter of this Resolution. Mr Cooper holds Loyalty Options. The Board, with Mr Cooper abstaining, recommends that Shareholders vote in favour of Resolution 1.

Notes:

1. Chair voting intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution, subject to compliance with the Corporations Act.

2. Voting Entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 8 pm (AEST GMT + 10) on 7.00pm on 4 August 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

3. Voting by Corporate Representative

A body corporate that is a Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring evidence of appointment to the General Meeting, including any authority under which it is signed, unless it has previously been given to the Company.

4. Voting by Attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 10.00 am AEST, 5 August 2023.

5. Proxy, representative and voting entitlement instructions

5.1 **Proxies and representatives**

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **lodged by** any of the following methods:

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and

follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MAIL

SQX Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309

BY HAND

Deliver it to Link Market Services Limited during business hours (Monday to Friday, 9:00am-5:00pm): Level 12 680 George Street Sydney NSW 2000

Your completed proxy form (and any necessary supporting documentation) must be lodged online or received by Link Market Services no later than 10.00 am (AEST GMT +10) on 5 August 2023 being 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this notice.

5.2 Signing instructions

You must sign the proxy form as follows in the spaces provided:

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

Joint Holding: Where the holding is in more than one name, any one of the security holders may

sign.

Power of To sign under Power of Attorney, you must have already lodged this document

Attorney: with the registry. If you have not previously lodged this document for notation,

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 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 indicate the office held by signing in the appropriate place.

Glossary

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

Meeting means General Meeting.

ASIC means the Australian Securities & Investments Commission.

ASX means the ASX Limited.

Chair means the chairperson of the Meeting.

Company means SQX Resources Limited ACN 659 090 338 (ASX: SQX).

Constitution means the constitution of the Company from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Directors or Board means the board of directors of the Company from time to time.

Explanatory Memorandum means the explanatory statement accompanying this Notice.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Loyalty Options means 12,500,000 Options expiring on 10 February 2026, as set out in the Prospectus dated 30 November 2022.

Market Price has the meaning given to that term in the Listing Rules.

Meeting means the General Meeting to be held on Monday 7 August 2023 at 10.00 am as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders.

Ordinary Securities/Shares has the meaning given to that term in the Listing Rules.

Resolution means the resolution set out in the Notice of Meeting.

Security has the meaning given in the Listing Rules.

Security Holder means a holder of a Security of the Company.

Shares means fully paid ordinary shares in the Company from time to time.

Shareholder means a shareholder of the Company.

Trading Day has the meaning given to that term in the Listing Rules.

Any inquiries in relation to the resolutions or the Explanatory Memorandum should be directed to info@sqxresources.com.

Schedule A - Terms of amended Loyalty Options

The following is a summary of the key terms and conditions of the Loyalty Options. If Resolution 1 is passed, the italicised terms will replace the terms dealing with Quotation and Transferability as set out in the Prospectus:

(a) Entitlement

Each Loyalty Option entitles the holder to subscribe for one Share upon exercise of the Loyalty Option.

(b) Exercise Price

The Loyalty Options are exercisable at 30 cents.

(c) Exercise Period

The Loyalty Options are exercisable at any time on or prior to 10 February 2026 (being 36 months from the date of issue), subject to satisfaction of the Vesting Condition during the Exercise Period.

(d) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Loyalty Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(e) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Loyalty Option being exercised in cleared funds (**Exercise Date**).

(f) Timing of issue of Shares on exercise

Within the period prescribed by the ASX Listing Rules, the Company will:

- allot and issue the number of Shares required under these terms and conditions in respect of the number of Loyalty Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to ensure that there are not secondary trading restrictions on the Shares issued upon exercise of a Loyalty Option.

(g) Shares issued on exercise

Shares issued on exercise of the Loyalty Options rank will equally with the then issued Shares of the Company.

(h) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Loyalty Options as required by the Listing Rules.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a Loyalty Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Loyalty Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Loyalty Options without exercising the Loyalty Options, subject to the Listing Rules.

(k) Change in exercise price

A Loyalty Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Loyalty Option can be exercised.

(I) Quotation

The Loyalty Options will be quoted on ASX.

(m) Transferability

The Loyalty Options are transferable.

LODGE YOUR VOTE

ONLINE

https://investorcentre.linkgroup.com



BY MAIL

SQX Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO



X9999999999

PROXY FORM

I/We being a member(s) of SQX Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 10:00am (Brisbane time) on Monday, 7 August 2023 at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

Resolutions

For Against Abstain*

1 Approval to modify the terms of the Loyalty Options



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (Brisbane time) on Saturday, 5 August 2023, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

https://investorcentre.linkgroup.com

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link https://investorcentre.linkgroup.com into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

SQX Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited* Level 12 680 George Street Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)