

6 January 2023

Dear Shareholder,

ROX RESOURCES LIMITED (ASX:RXL) 2023 GENERAL MEETING

The Board of Directors of Rox Resources Limited are pleased to invite shareholders to attend the General Meeting on Friday 10 February 2023 at 10.00am (AWST) at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia (**Meeting**).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the 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 consult your 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 by:

Internet: www.investorvote.com.au

Post: Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Fax: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

Custodian and an Intermediary Online subscriber

<https://www.intermediaryonline.com/Login.aspx>

Your proxy voting instruction must be received by 10.00am (AWST) on Wednesday, 8 February 2023, being not less than 48 hours before the commencement of 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.investorcentre.com/au

The Company will notify Shareholders via the Company's website at <https://www.roxresources.com.au/> and the Company's ASX Announcement Platform at asx.com.au (ASX: RXL) if changing circumstances impact the planning or arrangements for the Meeting

Yours faithfully



Stephen Dennis

Non-Executive Chairman



ROX RESOURCES LIMITED
ACN 107 202 602

NOTICE OF GENERAL MEETING

A general meeting of Rox Resources Limited will be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia at 10:00am (AWST) on Friday, 10 February 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 Wednesday, 8 February 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 GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Rox Resources Limited (**Company**) will be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on 10 February 2023 at 10:00am (AWST) (**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 regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 8 February 2023 at 4:00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

1. RESOLUTION 1 – RATIFY PLACEMENT SHARES ISSUED PURSUANT TO LISTING RULE 7.1

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 the prior issue of 20,247,864 Shares pursuant to the 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 a person who participated in the issue of the Shares 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 as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this 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 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.

2. RESOLUTION 2 – ISSUE OF SHARES TO HAWKE'S POINT

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 approve the issue of 7,156,412 Shares to Hawke's Point 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 any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities) 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 as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this 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 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.

3. RESOLUTION 3 – ISSUE OF PERFORMANCE RIGHTS TO MR STEPHEN DENNIS

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, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,500,000 Performance Rights to Mr Stephen Dennis (and/or his nominee) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Directors (and/or their nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities) or as associate of that person or those persons.

The Company will also disregard any votes cast in favour of the Resolution by or on behalf of an officer of the Company (and/or their nominees) or any of their child entities (as defined in the Listing Rules) who are entitled to participate in a termination benefit 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 as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this 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 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.

Voting Prohibitions

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast 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 person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

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

4. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO DR JOHN MAIR

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, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,500,000 Performance Rights to Dr John Mair (and/or his nominee) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Directors (and/or their nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities) or as associate of that person or those persons.

The Company will also disregard any votes cast in favour of the Resolution by or on behalf of an officer of the Company (and/or their nominees) or any of their child entities (as defined in the Listing Rules) who are entitled to participate in a termination benefit 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 as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this 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 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.

Voting Prohibitions

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast 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 person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO MR ROBERT RYAN

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, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 4,500,000 Performance Rights to Mr Robert Ryan (and/or his nominee) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Directors (and/or their nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities) or as associate of that person or those persons.

The Company will also disregard any votes cast in favour of the Resolution by or on behalf of an officer of the Company (and/or their nominees) or any of their child entities (as defined in the Listing Rules) who are entitled to participate in a termination benefit 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 as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this 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 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.

Voting Prohibitions

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast 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 person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

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

Dated 15 December 2022

By order of the Board



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 Friday, 8 February 2023 at 10:00am (AWST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Background
Section 4:	Resolution 1 – Ratify Placement Shares issued pursuant to Listing Rule 7.1
Section 5:	Resolution 2 – Issue of Shares to Hawke's Point
Section 6:	Resolutions 3 to 5 (inclusive) – Issue of Performance Rights to Directors
Schedule 1:	Definitions
Schedule 2:	Terms and Conditions of Director Performance Rights
Schedule 3:	Valuation of Director Performance Rights

A Proxy Form is attached to the Notice.

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 Wednesday, 8 February 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 Resolutions 3 to 5 (inclusive) must not be cast 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 Resolutions 3 to 5 (inclusive) and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolutions 3 to 5 (inclusive) 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 Resolutions 3 to 5 (inclusive) but expressly authorises the Chairperson to exercise the proxy even if Resolutions 3 to 5 (inclusive) are connected with the remuneration of a member of the Key Management Personnel.

2.3 Attendance at the Meeting

The Company advises Shareholders that the Meeting will be held in compliance with any government restriction on gatherings in Australia (and/or Western Australia).

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this 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 Capital Raising

As announced on Wednesday, 9 November 2022, the Company undertook a capital raising comprising:

- (a) a placement of an aggregate of approximately 24.24 million Shares each at an issue price of A\$0.165 (**Placement Shares**) to sophisticated, professional and institutional investors utilising the Company's existing placement capacity pursuant to Listing Rule 7.1 to raise A\$4 million (before costs) (**Placement**), including A\$660,000 from the Company's largest shareholder, Hawke's Point (RRL) L.P (**Hawke's Point**); and
- (b) a non-underwritten share purchase plan to eligible shareholders with a registered address in Australia, New Zealand or the United Kingdom to subscribe for up to A\$30,000 worth of Shares each to raise a further A\$1 million, at an offer price of A\$0.165 per Share (being the same price as the Placement) (**Share Purchase Plan**),

(together, the **Capital Raising**).

20,247,864 Placement Shares were issued to institutional and sophisticated investors (excluding Hawke's Point) on Wednesday, 16 November 2022. The Share Purchase Plan completed on Thursday, 8 December 2022.

The issue of Shares to Hawke's Point is subject to the Company obtaining Shareholder approval (refer to Resolution 2).

Canaccord Genuity (Australia) Limited, Taylor Collison Limited and RM Corporate Finance Pty Ltd acted as joint lead managers to the Placement and Share Purchase Plan.

Refer to the Company's ASX announcement dated Wednesday, 9 November 2022 for further details on the Capital Raising.

3.2 Use of Funds

Funds from the Capital Raising will be utilised to progress resource drilling, near mine exploration and feasibility studies at the Company's flagship Youanmi Gold Project as it heads toward development.

3.3 Share Purchase Plan

The Share Purchase Plan provided eligible Shareholders with the opportunity to apply for Shares at the same issue price as the Placement. Under the Share Purchase Plan, eligible Shareholders as at the record date of Tuesday, 8 November 2022 with a registered address in Australia, New Zealand or the United Kingdom (**Eligible Shareholders**) had the opportunity to apply for up to A\$30,000 worth of Shares each at an offer price of A\$0.165 per Share (subject to scale back at the Company's absolute discretion). The Share Purchase Plan completed on Thursday, 8 December 2022. 26,884,791 Shares were subscribed for by Eligible Shareholders under the Share Purchase Plan.

3.4 Capital Structure

The capital structure of the Company on completion of the Capital Raising will be as follows:

	Shares	Options	Performance Rights
Securities on issue as at the date of the Notice ¹	217,197,848	16,136,189	-
Number of securities to be issued to Hawke's Point	7,156,412	-	-
Maximum number of Performance Rights to be issued to Directors	-	-	7,500,000
TOTAL	224,354,260	16,136,189	7,500,000

Notes:

1. Includes:

- a. 20,247,864 Shares issued under the Placement (excluding Hawke's Point); and
- b. 26,884,791 Shares issued under the Share Purchase Plan.

4. RESOLUTION 1 – RATIFY PLACEMENT SHARES ISSUED PURSUANT TO LISTING RULE 7.1

4.1 Background

As detailed in Section 3.1, the Company has issued 20,247,864 Placement Shares at an issue price of A\$0.165 per Share under the Placement (excluding the Shares to be issued to Hawke's Point – refer to Resolution 2).

Refer to Section 3.1 for further details of the Placement.

20,247,864 Placement Shares were issued on Wednesday, 16 November 2022 without Shareholder approval pursuant to the Company's capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 20,247,864 Placement Shares (pursuant to the Company's capacity under Listing Rule 7.1).

Resolution 1 is an ordinary resolution.

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

4.2 Listing Rules

Listing Rule 7.1 provides that the Company is entitled to issue or agree to issue Equity Securities up to 15% of its issued share capital through placements during any 12-month period, subject to specific restrictions, without needing prior Shareholder approval (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the Placement Shares will be included in the Company's 15% Placement Capacity set out in Listing Rule 7.1 for the 12 month period following the issue of the Placement Shares.

4.3 Specific information required by Listing Rule 7.5

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) The Placement Shares were issued to institutional, sophisticated and professional investors who participated in the Placement, identified by the Joint Lead Managers. No Placement Shares were issued to any related party, key management personnel, substantial shareholder or adviser of the Company or any of their associates.
- (b) The Placement Shares comprise of the issue of 20,247,864 Placement Shares pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1.
- (c) The Placement Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares.
- (d) The Placement Shares have an issue price of A\$0.165 per Share.
- (e) The Placement Shares were issued on Wednesday, 16 November 2022.
- (f) Funds raised from the issue of the Placement Shares will be used as detailed in Section 3.2.
- (g) The Placement Shares were issued pursuant to short form subscription letters pursuant to which subscribers under the Placement agreed to be issued Placement Shares at an issue price of A\$0.165 per Share.
- (h) A voting exclusion statement is included in the Notice for Resolution 1.

4.4 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

5. RESOLUTION 2 – ISSUE OF SHARES TO HAWKE'S POINT

5.1 General

Resolution 2 seeks Shareholder approval pursuant to and in accordance with Listing Rule 10.11 to issue of 7,156,412 Shares to Hawke's Point (**Hawke's Point Shares**). This includes 4,000,000 Shares subscribed for by Hawke's Point under the Placement as detailed in Section 3.1(a).

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Hawke's Point Shares and pursuant to Listing Rule 7.2, exception 14, the Company may issue the Hawke's Point Shares without using up the Company's 15% Placement Capacity.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Hawke's Point Shares and will not raise an additional A\$1,180,808.

Resolution 2 is an ordinary resolution.

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

5.2 About Hawke's Point

Hawke's Point was established in 2014 by Tetragon Financial Group Limited (TFG) and is the mining finance arm of TFG Asset Management, a diversified alternative asset management business. Hawke's Point provides strategic financing solutions across a range of instruments, structures and geographies to development stage and producing mining companies.

In March 2021, Hawke's Point made a cornerstone investment of A\$11 million in the Company, to acquire an initial interest of approximately 13.3% of the then issued share capital.

Further information on Hawke's Point can be found at: <https://www.tetragoninv.com/portfolio/tfg-asset-management>

5.3 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 7,156,412 Shares to Hawke's Point falls within paragraph (c) above 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 2 seeks the required Shareholder approval to issue the Hawke's Point Shares to Hawke's Point under and for the purposes of Listing Rule 10.11.

5.4 Specific information required by Listing Rule 10.13

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) The Hawke's Point Shares will be issued to Hawke's Point (and/or their nominee).
- (b) Hawke's Point falls within Listing Rule 10.11.3 (paragraph (c) above) as Mr Ryan is a Director of the Company.
- (c) The number of fully paid ordinary shares to be issued to Hawke's Point is 7,156,412.
- (d) The Hawke's Point Shares are fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Hawke's Point Shares will be issued no later than one month after the date of the Meeting.
- (f) The Hawke's Point Shares will be issued at an issue price of A\$0.165.
- (g) Funds raised from the issue of the Hawke's Point Shares to Hawke's Point (and/or their nominee) will be used as detailed in Section 3.2.
- (h) The Hawke's Point Shares will be issued pursuant to a short form subscription letter pursuant to which Hawke's Point (and/or their nominee) will be issued 7,156,412 Shares at an issue price of A\$0.165 per Share.
- (i) A voting exclusion statement is included in the Notice for Resolution 2.
- (j) Other than the information above and otherwise detailed in the Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolution 2.

5.5 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

6. RESOLUTIONS 3 TO 5 (INCLUSIVE) – ISSUE OF PERFORMANCE RIGHTS TO THE DIRECTORS

6.1 General

Resolutions 3 to 5 (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 and section 208 of the Corporations Act for the issue of up to an aggregate of 7,500,000 Performance Rights to the directors of the Company (and/or their nominees) as follows:

- (a) 1,500,000 Performance Rights to Mr Stephen Dennis;
- (b) 1,500,000 Performance Rights to Dr John Mair; and
- (c) 4,500,000 Performance Rights to Mr Robert Ryan,

(together, the **Director Performance Rights**).

If Resolutions 3 to 5 (inclusive) are passed, the Company will be able to proceed with the issue of Director Performance Rights to the Directors (and/or their nominees). Approval pursuant to Listing Rule 7.1 will not be required as approval is being obtained under Listing Rule 10.11 (Exception 14 under Listing Rule 7.2). Accordingly, the issue of Director Performance Rights will not be included in the Company's 15% Placement Capacity on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

If Resolutions 3 to 5 (inclusive) are not passed, the Company will not be able to proceed with the issue of Director Performance Rights to the Directors (and/or their nominees) and may consider alternative forms of remuneration with the Directors.

Resolutions 3 to 5 (inclusive) are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 3 to 5 (inclusive).

6.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Messrs Dennis, Mair and Ryan, Directors, are related parties of the Company for the purposes of section 208 of the Corporations Act.

The issue of Director Performance Rights to each of Messrs Dennis, Mair and Ryan (and/or their nominees) constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act and the Board has determined that the Company will seek Shareholder approval for the purposes of section 208 of the Corporations Act.

6.3 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 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 Director Performance Rights to Messrs Dennis, Mair and Ryan (and/or their nominees) falls within Listing Rule 10.11.1, as the Directors are a related party to the Company, and do not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the Shareholder approval under Listing Rule 10.11.

6.4 Specific information required by section 219 of the Corporations Act and Listing Rule 10.13

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) The Director Performance Rights will be issued to Messrs Dennis, Mair and Ryan (and/or their nominees).
- (b) Messrs Dennis, Mair and Ryan fall within Listing Rule 10.11.1 – Messrs Dennis, Mair and Ryan are related parties of the Company as they are Directors of the Company.
- (c) The maximum number of Director Performance Rights to be issued to each of the Directors (and/or their nominees) is detailed below:
 - (i) 1,500,000 Performance Rights to Mr Stephen Dennis;
 - (ii) 1,500,000 Performance Rights to Dr John Mair; and
 - (iii) 4,500,000 Performance Rights to Mr Robert Ryan,
 and they are subject to the vesting conditions detailed in Schedule 2.
- (d) A summary of the material terms of the Director Performance Rights is detailed in Schedule 2.
- (e) The Company is issuing the Director Performance Rights as a cost-effective way to remunerate (in part) Messrs Dennis, Mair and Ryan, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Dennis, Mair and Ryan.
- (b) The indicative total value of the Director Performance Rights to be issued to each of the Directors, based on an independent valuation undertaken by Stantons Corporate Finance Pty Ltd, is detailed below:

Name	Value (A\$)
Mr Stephen Dennis	222,938
Dr John Mair	222,938
Mr Robert Ryan	668,816

The valuation methodology used is detailed in Schedule 3.

- (c) The current total remuneration package of each Director is detailed below:

Name	Cash Salary and Fees (A\$)	Superannuation (A\$)	Total (A\$)
Mr Stephen Dennis	80,000	8,000	88,000
Dr John Mair	50,000	5,000	55,000
Mr Robert Ryan	380,000	27,500	407,500

- (d) Each of the Directors' interests in the securities of the Company as at the date of this Notice is detailed below:

Name	Shares
Mr Stephen Dennis	1,059,998

Dr John Mair	107,878
Mr Robert Ryan	600,000

- (e) If the Director Performance Rights are converted into Shares, a total of 7,500,000 Shares would be issued, which would result in a dilution of all other Shareholder's holding in the Company by approximately 3%.
- (f) The trading history of the Shares on ASX in the 12 months before the date of this Notice is detailed below:

Shares	Price	Date
Highest	\$0.575	24 January 2022
Lowest	\$0.160	8 December 2022
Last	\$0.165	13 December 2022

- (g) The Director Performance Rights will be issued no later than one month after the date of the Meeting.
- (h) No funds will be raised from the issue of the Director Performance Rights as they are being issued for nil consideration.
- (i) Each Director has a material personal interest in the outcome of Resolutions 3 to 5 (inclusive) on the basis that all of the Directors (or their nominees) are to be issued Director Performance Rights should Resolutions 3 to 5 (inclusive) be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 3 to 5 (inclusive).
- (j) The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 3 to 5 (inclusive).
- (k) A voting exclusion statement is included in the Notice for Resolutions 3 to 5 (inclusive)

6.5 Director Recommendation

The Directors decline to make a recommendation on Resolutions 3 to 5 (inclusive) as they have a material personal interest in these Resolutions and do not consider it appropriate that they make a recommendation.

Schedule 1 – Definitions

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

\$ means Australian Dollars.

15% Placement Capacity has the meaning given in Section 4.2.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of directors of the Company.

Capital Raising has the meaning given in Section 3.1.

Chairperson means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party means

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

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

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

Director means a director of the Company.

Director Performance Rights has the meaning given in Section 6.1.

Eligible Shareholder has the meaning given in Section 3.3.

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

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

Hawke's Point means Hawke's Point (RRL) L.P.

Hawke's Point Shares has the meaning given in Section 5.1.

Joint Lead Managers means Canaccord Genuity (Australia) Limited, Taylor Collison Limited and RM Corporate Finance Pty Ltd.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

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.

Placement has the meaning given in Section 4.1.

Placement Shares has the meaning given in Section 4.1.

Proxy Form means the proxy form attached to the Notice.

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.

Share Purchase Plan has the meaning given in Section 3.1(b).

Shareholder means a shareholder of the Company.

Schedule 2 – Terms and Conditions of Director Performance Rights

1 Grantor

The grantor of the Performance Rights is Rox Resources Limited (ACN 107 202 602) (the **Company**).

2 Entitlement

Each Performance Right entitles the holder (**Holder**) to subscribe for and be issued with one fully paid ordinary share in the Company (**Share**), on and subject to these terms and conditions.

3 No payment on grant

The Holder is not required to pay any amount to the Company for the grant of a Performance Right or any issue of Shares thereunder.

4 Term and Expiry

- (a) Each Performance Right will come into effect upon grant (**Grant Date**) and each Performance Right that is not exercised will expire on the earlier of:
- (i) 5:00pm (WST) on 31 December 2027 (**Expiry Date**);
 - (ii) the Performance Right is cancelled in accordance with its terms; and
 - (iii) the Board determines (acting reasonably) that it is impossible for the Vesting Condition for that Performance Right to be met.
- (b) If the Holder is prohibited from exercising vested Performance Rights under any applicable law on or in the ten (10) business days before the Expiry Date, the Expiry Date for the Performance Rights is automatically extended to the date that is five (5) business days after the Holder is no longer prohibited under any applicable law from exercising the Performance Rights.

5 Vesting Conditions

- (a) The Performance Rights are subject to the following conditions, each of which constitutes a Vesting Condition:

Tranche	Number of Performance Rights	Vesting Conditions
Tranche 1	One Third (1/3)	<ul style="list-style-type: none"> Delivery of a Pre-Feasibility Study (to the satisfaction of the Board) for the Company's Youanmi Gold Project; The Company achieving a twenty (20) consecutive trading day volume weighted average price (VWAP) equal to or greater than A\$0.25 per Share; and Other than for reasons outside the control of the Holder (such as redundancy, death, disability or mental incapacity), the Holder remaining employed or engaged with the Company on the date which is 12 months from the Grant Date.
Tranche 2	One Third (1/3)	<ul style="list-style-type: none"> Delivery of a Definitive Feasibility Study (to the satisfaction of the Board) for the Company's Youanmi Gold Project;

		<ul style="list-style-type: none"> • The Company achieving a twenty (20) consecutive trading day volume weighted average price (VWAP) equal to or greater than A\$0.35 per Share; and • Other than for reasons outside the control of the Holder (such as redundancy, death, disability or mental incapacity), the Holder remaining employed or engaged with the Company on the date which is 24 months from the Grant Date.
Tranche 3	One Third (1/3)	<ul style="list-style-type: none"> • The Board resolving to proceed with a Decision to Mine at the Company's Youanmi Gold Project; • The Company achieving a twenty (20) consecutive trading day volume weighted average price (VWAP) equal to or greater than A\$0.40 per Share; and • Other than for reasons outside the control of the Holder (such as redundancy, death, disability or mental incapacity), the Holder remaining employed or engaged with the Company on the date which is 36 months from the Grant Date.

- (b) The Performance Rights will vest and become exercisable by the Holder on the satisfaction of the relevant Vesting Condition. The Company will notify the Holder upon the satisfaction of a Vesting Condition (Vesting Notification).

6 Exercise of Performance Rights

- (a) Performance Rights may only be exercised when the Company has issued a Vesting Notification to the Holder.
- (b) At any time after the Company has issued a Vesting Notification to the Holder until the Expiry Date, the Holder may issue a written exercise notice (Exercise Notice) to the Company specifying how many vested Performance Rights he wishes to exercise.
- (c) Following the issuing of a valid Exercise Notice by the Holder, the Company must allot and issue, or transfer, the number of Shares for which the Holder is entitled to acquire as a result of exercising his vested Performance Rights, in accordance with clause 8.

7 Lapse of Performance Rights

7.1 Definitions

In this clause 7:

- (a) **Bad Leaver** means the Holder ceases employment or engagement with the Company and does not meet the Good Leaver criteria;
- (b) **Good Leaver** means the Holder ceases employment or engagement with the Company in any of the following circumstances:
- the Holder and Board have agreed in writing that the Holder has entered into bona fide retirement;
 - the Holder and the Board have agreed in writing that the Holder's role has been made redundant;
 - the Holder is resigning after at least two (2) years of service to the Company;

- (iv) the Holder's role has been terminated without cause;
 - (v) the Board has determined that:
 - (A) Special Circumstances apply to the Holder; or
 - (B) the Holder is no longer able to perform their duties under their engagement or employment arrangements with the Company due to poor health, injury or disability;
 - (vi) the Holder's death; or
 - (vii) any other circumstance determined by the Board in writing.
- (c) **Nominated Beneficiary** means the Holder's beneficiary, personal representative or successor in title.
- (d) **Special Circumstances** means the total and permanent disablement of the Holder such that the Holder is unlikely ever to engage in any occupation for which the Holder is reasonably qualified by education, training or experience.

7.2 Where Performance Rights lapse

Subject to clause 7.3 or the Board deciding otherwise in its absolute discretion, the Performance Rights shall automatically lapse and be cancelled for no consideration on the earliest to occur of the following:

- (a) where the Holder is a Bad Leaver in accordance with clause 7.4;
- (b) if the applicable Vesting Conditions are not achieved by the Expiry Date;
- (c) if the Board determines in its reasonable opinion that the applicable Vesting Conditions have not been met or cannot be met prior to the Expiry Date; or
- (d) the Expiry Date.

7.3 Good Leaver

- (a) Subject to clause 7.3(b), where the Holder becomes a Good Leaver, the Holder will be entitled to keep their vested and unvested Performance Rights provided that, in relation to unvested Performance Rights, the Board may at any time, in its sole and absolute discretion, do one or more of the following:
- (i) permit unvested Performance Rights held by the Good Leaver to vest;
 - (ii) permit such unvested Performance Rights held by the Good Leaver or his nominee(s) to continue to be held by the applicable holder, with the Board having the discretion to amend the Vesting Conditions; or
 - (iii) determine that the unvested Performance Rights will lapse.
- (b) Where the Holder is a Good Leaver due to a Special Circumstance, the Nominated Beneficiary shall be entitled to benefit from any exercise of the above discretionary powers by the Board.

7.4 Bad Leaver

Where the Holder who holds Performance Rights becomes a Bad Leaver, unless the Board determines otherwise, in its sole and absolute discretion, all unvested Performance Rights will lapse.

7.5 Discretion of Board

The Board may decide to allow the Holder to retain any Performance Rights regardless of any failure by the Holder to satisfy in part or in full the Vesting Conditions in which case, the Board may:

- (a) determine that any or all of those retained Performance Rights shall vest and the corresponding Shares shall be provided to the Holder; or
- (b) determine new Vesting Conditions (as applicable) for those retained Performance Rights and notify the Holder of the determination as soon as practicable.

7.6 Determination Whether to Exercise Discretion

The Board may have regard to whatever matters it thinks reasonable when making a decision about the matters in clause 7.5 with respect to the Holder.

8 Timing of the Issue of Shares and Quotation

- (a) Following receipt of an Exercise Notice, within twenty (20) business days after the later of the following:
- (i) the receipt of the Exercise Notice; and
 - (ii) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,
- the Company will:
- (iii) allot and issue the Shares pursuant to the vesting of the Performance Rights;
 - (iv) as soon as reasonably practicable and if applicable, 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 satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (v) if the Company is listed on ASX, apply for official quotation of Shares issued pursuant to the vesting of the Performance Rights.
- (b) The Shares issued upon exercise of a Performance Rights will rank equally in all respects with the Company's fully paid ordinary shares then on issue

9 Reorganisation

If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Holder who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

10 Holder Rights

The Holder who holds Performance Rights is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of the Shareholders; or
- (b) receive any dividends declared by the Company,
- (c) participate in any new issues of securities offered to Shareholders during the term of the Performance Rights, or
- (d) cash for the Performance Rights or any right to participate in surplus assets or profits of the Company on winding up,

unless and until the Performance Rights are satisfied and the Holder holds Shares.

11 Pro Rata Issue of Securities

- (a) If during the term of any Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, the Holder shall not be entitled to participate in the rights issue in respect of any Performance Rights, only in respect of Shares issued in respect of vested Performance Rights.
- (b) The Holder will not be entitled to any adjustment to the number of Shares they are entitled to or adjustment to any Vesting Conditions which is based, in whole or in part, upon the Company's share price, as a result of the Company undertaking a rights issue.

12 Adjustment for Bonus Issue

If, during the term of any Performance Right, securities are issued pro rata to Shareholders by way of bonus issue, the number of Shares which the Holder is entitled to receive when they exercise the Performance Right, shall be increased by that number of securities which the Holder would have been

issued if the Performance Rights then held by the Holder had been validly exercised and the resulting Shares had been held immediately prior to the record date for the bonus issue.

13 Change of Control

- (a) For the purposes of these terms and conditions, a Change of Control Event occurs if:
- (i) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
 - (ii) a Takeover Bid:
 - (A) is announced;
 - (B) has become unconditional; and
 - (C) the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares;
 - (iii) any person acquires a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares by any other means; or
 - (iv) the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.
- (b) Where a Change of Control Event has (i) occurred or (ii) been announced by the Company, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Vesting Conditions have been satisfied.
- (c) For the purposes of these terms and conditions **Takeover Bid** and **Relevant Interest** have the meaning given to those terms under section 9 of the Corporations Act.

14 Quotation

The Company will not seek official quotation of any Performance Rights.

15 Performance Rights Not Property

The Holder's Performance Rights are personal contractual rights granted to the Holder only and do not constitute any form of property.

16 No Transfer of Performance Rights

A Performance Right is not transferable.

Schedule 3 – Valuation of Director Performance Rights

	Tranche 1 Performance Rights			Tranche 2 Performance Rights			Tranche 3 Performance Rights		
Methodology	Monte Carlo			Monte Carlo			Monte Carlo		
Iterations	100,000			100,000			100,000		
Assumed Grant Date	9 December 2022			9 December 2022			9 December 2022		
Expiry Date	31 December 2027			31 December 2027			31 December 2027		
Share price at assumed grant date (\$)	0.170			0.170			0.170		
VWAP Hurdle (\$)	0.250			0.350			0.400		
Exercise Price (\$)	Nil			Nil			Nil		
Risk-free Rate (%)	3.063			3.063			3.063		
Volatility (%)	75			75			75		
Dividend Yield (%)	Nil			Nil			Nil		
Fair Value per Performance Right (\$)	0.1574			0.1465			0.1419		
Recipient	Stephen Dennis	John Mair	Robert Ryan	Stephen Dennis	John Mair	Robert Ryan	Stephen Dennis	John Mair	Robert Ryan
Number	500,000	500,000	1,500,000	500,000	500,000	1,500,000	500,000	500,000	1,500,000
Total Fair Value (\$)	78,696	78,696	236,089	73,272	73,272	219,817	70,970	70,970	212,910



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 Wednesday, 8 February 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 General Meeting of Rox Resources Limited to be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, WA 6005 on Friday, 10 February 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 Resolutions 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 4 and 5 are 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 Resolutions 3, 4 and 5 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
Resolution 1	Ratify Placement Shares Issued Pursuant to Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to Hawke's Point	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Performance Rights to Mr Stephen Dennis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Performance Rights to Dr John Mair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Performance Rights to Mr Robert Ryan	<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

