



Rubix Resources Limited

ACN 649 096 917

Notice of General Meeting

The General Meeting of the Company will be held at the offices of the Company, Level 8, London House, 216 St Georges Terrace, Perth WA 6000, on Friday, 7 July 2023 at 11am (WST).

The Notice of General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on n +61 8 9481 0389

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

Rubix Resources Limited

ACN 649 096 917

(Company)

Notice of General Meeting

Notice is hereby given that the general meeting of Shareholders of Rubix Resources Ltd will be held at the office of the Company at Level 8, London House, 216 St Georges Terrace, Perth WA 6000, on Friday, 7 July 2023 at 11am (WST) (**Meeting**)

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 5 July 2023 at 5pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolutions

Resolution 1 – Approval to issue Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, subject to Resolution 2 being passed, and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 14,000,000 Placement Shares to professional and sophisticated investors at an issue price of \$0.14 per Share, to raise \$1.96 million on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

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;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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 direction given by the beneficiary to the holder to vote in that way.

Resolution 2 – Approval to issue Consideration Securities

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

That, subject to Resolution 1 being passed, and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:

- (a) 12,500,000 Consideration Shares;
- (b) 15,000,000 Listed Options to acquire Shares in the capital of the Company, exercisable at \$0.20, on or before 16 June 2025; and
- (c) 25,000,000 Performance Rights in two tranches:
 - (i) 12,500,000 Tranche 1 Performance Rights; and
 - (ii) 12,500,000 Tranche 2 Performance Rights.each of which will convert into Shares,

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Vendors (and their nominees) and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or an associate of those persons.

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;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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 direction given by the beneficiary to the holder to vote in that way.

Rubix Resources Limited

ACN 649 096 917

(Company)

Notice of General Meeting

Introduction

The 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 offices of the Company at Level 8, London House, 216 St Georges Terrace, Perth WA 6000, on Friday, 7 July 2023 at 11am (WST).

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

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

Section 1	Voting and attendance information
Section 2	Background
Section 3	Resolution 1 - Approval to issue Placement Shares
Section 4	Resolution 2 - Approval to issue Consideration Securities
Schedule 1	Definitions
Schedule 2	Terms and conditions of Listed Options
Schedule 3	Terms and conditions of Performance Rights

A Proxy Form is located at the end of the Explanatory Memorandum.

1 Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.1 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;

- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy Forms can be lodged via:

Online:	www.investorvote.com.au
By mail:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia
By fax:	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts

1.2 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting, however, representatives from the share registry will need to verify your identity. You can register from 10am (WST) on the day of the Meeting.

1.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

2 Background

As announced on 24 May 2023, the Company has entered into a binding agreement (**Agreement**) to acquire 100% of the shares of Ceiling Lithium Pty Ltd (**Ceiling Lithium**) (the **Transaction**). Ceiling Lithium, via a wholly owned Canadian subsidiary, has entered into an agreement to acquire the 101 mineral claims that comprise the Ceiling Lithium project located in the James Bay Region of Quebec, Canada (**Project**). The vendors of Ceiling Lithium are DG

Resource Management Ltd (**DGRM**), Kitara Investments Pty Ltd and Shriver Nominees Pty Ltd (the **Vendors**).

For more details of the Project see the Company's announcement released on ASX on 24 May 2023.

Pursuant to the Agreement the Company has agreed to pay the following consideration for the Transaction:

- (a) a cash payment of \$200,000;
- (b) 12,500,000 Shares (**Consideration Shares**);
- (c) 15,000,000 Listed Options to acquire Shares exercisable at \$0.20, on or before 16 June 2025;
- (d) 25,000,000 Performance Rights in two tranches, each expiring on the date that is four years from the date of issue:
 - (i) 12,500,000 Tranche 1 Performance Rights which will convert into Shares subject to the Company announcing at least five rock chip or trench sampling assay results from the Project of at least 1% Li₂O; and
 - (ii) 12,500,000 Tranche 2 Performance Rights which will convert into Shares subject to delineation of an inferred JORC Resource (or higher resource classification) from the Project totalling at least 10 million tonnes at a minimum grade of 1% Li₂O; and
- (e) a 2% net smelter royalty on all minerals produced and sold from the Project

Consideration will be apportioned between the Vendors in accordance with the following table:

Name	Ceiling Lithium sale shares	Consideration Shares	Tranche 1 Performance Rights	Tranche 2 Performance Rights	Listed Options	Cash Component (\$)
Shriver Nominees Pty Ltd (ACN 008 843 687)	10	1,250,000	1,250,000	1,250,000	1,500,000	20,000
Kitara Investments Pty Ltd (ACN 153 337 234)	45	5,625,000	5,625,000	5,625,000	6,750,000	90,000
DG Resource Management Ltd (Company Number 666 016 682)	45	5,625,000	5,625,000	5,625,000	6,750,000	90,000
Total	100	12,500,000	12,500,000	12,500,000	15,000,000	200,000

Completion of the Transaction is subject to the satisfaction or waiver of the following outstanding conditions precedent by 14 July 2023 or such other date as the Vendors and the Company may agree in writing:

- (a) the Company completing financial and legal due diligence on Ceiling Lithium and the mineral claims, to the Company's satisfaction;
- (b) the completion of the acquisition of the mineral claims comprising the Project by 9486-2224 Quebec Inc, the wholly owned subsidiary of Ceiling Lithium, from Jody Dahrouge (also a controller of DGRM, one of the Vendors), the present legal holder of the mineral claims;

- (c) the Vendors obtaining all necessary third party consents required to enable the parties to fulfil their obligations under this Agreement;
- (d) the parties obtaining all necessary governmental consents and approvals to the Transaction; and
- (e) the Company obtaining all necessary approvals for the Transaction, including approval for the issue of the Consideration Securities to the Vendors pursuant to and in accordance with Listing Rule 7.1.

As also announced on 24 May 2023, the Company will conduct a capital raising through a conditional placement to professional and sophisticated investors of 14,000,000 Shares at an issue price of \$0.14 per share to raise \$1.96 million (before costs) (**Placement**).

Proceeds from the Placement will be used to fund the acquisition of the Project, initial exploration activities and for general working capital purposes.

CPS Capital Group Pty Ltd (**CPS Capital**) will act as lead manager to the Placement. The Company will pay CPS Capital a management fee of 2%, for managing the Placement, and a placement fee of 4% for funds raised via the Placement.

3 Resolution 1 - Approval to issue Placement Shares

3.1 General

A detailed description of the Transaction is outlined in Section 2 above.

Resolution 1 seeks Shareholder approval for the issue of up to 14,000,000 Shares at an issue price of \$0.14 each to raise up to \$1.96 million (before costs) (**Placement Shares**).

Resolution 1 is an ordinary resolution.

3.2 Listing Rule 7.1

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

The issue of all of the Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 1 seeks the required Shareholder approval to the issue of the Placement Shares under and for the purposes of Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Placement Shares and will issue the Placement Shares no later than 3 months after the date of the Meeting. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and the Transaction will not progress.

3.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Shares:

- (a) the subscribers of the Placement Shares will be clients of CPS Capital, the lead manager of the Placement, and will not be related parties of the Company;
- (b) the maximum number of Placement Shares to be issued is 14,000,000;

- (c) the Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally with the Company's existing Shares;
- (d) the Placement Shares will be issued no later than 3 months after the date of the Meeting and it is intended that the Placement Shares will be issued on the same date;
- (e) the issue price of the Placement Shares will be \$0.14 per Share;
- (f) proceeds from the Placement will be used to fund the cash component for the acquisition of the Project, initial exploration activities at the Project and for general working capital purposes;
- (g) further details of the Transaction are set out in Section 2; and
- (h) a voting exclusion statement is included in the Notice.

3.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

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

4 Resolution 2 - Approval to issue Consideration Securities

4.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of Consideration Securities to the Vendors (or their nominees).

A detailed description of the Transaction is outlined in Section 2 above.

Resolution 2 is an ordinary resolution.

4.2 Listing Rule 7.1

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

The issue of the Consideration Securities does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval to the issue of the Consideration Securities under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Consideration Securities and will issue the Consideration Securities no later than 3 months after the date of the Meeting. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Consideration Securities and the Transaction will not progress.

4.3 Specific information required pursuant to Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 2 and the issuance of the Consideration Securities:

- (a) The Consideration Securities will be issued to the Vendors (or their nominees), each of whom are not persons to whom Listing Rule 10.11 applies, in accordance with the table in Section 2.

- (b) The Consideration Shares to be issued are fully paid ordinary shares in the capital of the Company at a deemed issue price of \$0.14 per Share, and will rank equally with the Company's existing Shares.
- (c) The Listed Options rank equally with the Company's existing listed options on issue and will be issued on the terms and conditions set out in Schedule 2. The Performance Rights will be issued on terms and conditions set out in Schedule 3.
- (d) The Consideration Securities will be issued no later than 3 months after the date of the meeting and it is intended that issue will occur on the same date.
- (e) The Consideration Securities will be issued as part consideration for acquiring 100% of the issued capital of Ceiling Lithium under the Agreement.
- (f) The material terms of the Agreement are set out in Section 2.
- (g) A voting exclusion statement is included in the Notice.

4.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

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

Schedule 1

Definitions

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

\$ means Australian Dollars.

Agreement has the meaning given in Section 2.

ASX Listing Rules means the Listing Rules of ASX.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Business Day has the meaning given in the Listing Rules.

Ceiling Lithium means Ceiling Lithium Pty Ltd (ACN 666 016 673).

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Rubix Resources Limited (ACN 649 096 917).

Consideration Securities means the Consideration Shares, Listed Options and Performance Rights to be issued to the Vendors (or their nominees) pursuant to the Agreement (being the subject of Resolution 2).

Consideration Shares means 12,500,000 Shares.

Constitution means the constitution of the Company as at the date of this Notice.

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

Director means a director of the Company.

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

Listed Options means quoted options to acquire fully paid ordinary shares in the issued capital of the Company, the terms of which are set out in Schedule 2.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of General Meeting.

Option means an option to acquire a Share.

Placement means the offer of the Placement Shares.

Placement Shares means up to 14,000,000 Shares (the subject of Resolution 1).

Performance Rights means the performance rights to be issued pursuant to the Agreement and on the terms and conditions set out in Schedule 2.

Project has the meaning given in Section 2.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Transaction means the acquisition by the Company of 100% of the issued capital of Ceiling Lithium.

Tranche 1 Performance Rights means 12,500,000 Performance Rights described in Schedule 3.

Tranche 2 Performance Rights means 12,500,000 Performance Rights described in Schedule 3.

Vendors has the meaning given in Section 2.

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

Schedule 2

Terms and conditions of Listed Options

(a) **Entitlement**

Each Listed Option gives the holder the right to subscribe for one Share.

(b) **Expiry Date**

The Listed Options will expire at 5.00pm (WST) on 16 June 2025 (**Expiry Date**). A Listed Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Price**

Subject to paragraph 2(j), the amount payable upon exercise of each Listed Option is \$0.20 per Option (**Exercise Price**).

(d) **Exercise**

A holder may exercise their Listed Options by lodging with the Company, before the Expiry Date:

- (i) a written notice of exercise of Listed Options specifying the number of Listed Options being exercised (**Exercise Notice**); and
- (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Listed Options being exercised.

(e) **Exercise Notice**

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Listed Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion (unless less than 1,000 are held, in which case all need to be exercised).

(f) **Timing of issue of Shares on exercise**

Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Listed Options specified in the Exercise Notice.

(g) **Transferability**

The Listed Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.

(h) **Ranking of Shares**

All Shares allotted upon the exercise of Listed Options will upon allotment be fully paid and rank pari passu in all respects with other Shares.

(i) **Quotation**

The Company will apply for quotation of the Listed Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Listed Options on ASX in accordance with the Listing Rules.

(j) **Reconstruction**

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

(k) **Participating rights**

There are no participating rights or entitlements inherent in the Listed Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Listed Options without exercising the Listed Options.

(l) **Amendments**

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

Schedule 3

Terms and conditions of Performance Rights

The following terms and conditions apply to the Performance Rights:

(a) **Entitlement**

Subject to the terms and conditions set out below, each Performance Right entitles the holder on conversion to the issue of one fully paid ordinary share in the capital of the Company.

(b) **Milestones**

Subject to the terms and conditions set out below, the Performance Rights will convert into shares subject to meeting the milestones (**Milestones**) specified below:

(i) Tranche 1 Performance Rights:

- (A) upon announcement of at least five rock chip or trench sampling assay results from the Mineral Claims of at least 1% Li₂O; and

(ii) Tranche 2 Performance Rights:

- (A) upon delineation of an inferred JORC Resource (or higher resource classification) totalling at least 10 million tonnes at a minimum grade of 1% Li₂O.

(c) **Independent verification**

The Milestones set out above must be independently verified prior to the Performance Rights being able to be converted into Shares. Subject to the satisfaction of the applicable Milestone, the Company will notify the holder in writing (**Conversion Notice**) within a reasonable period of time of becoming aware that a Milestone has been satisfied.

(d) **Exercise Price**

The Exercise Price of each vested Performance Right is nil.

(e) **Expiry Date**

Each Performance Right will expire at 5:00pm (AWST) on the date that is four years from the date of issue.

(f) **Conversion**

Subject to the satisfaction of the applicable Milestone and paragraph (s), each Performance Right will automatically convert into one Share within 5 business days of the date of the Conversion Notice.

(g) **Timing of issue of Shares and quotation of Shares on exercise**

On conversion of the Performance Right, the Company will:

- (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
- (ii) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;
- (iii) if required and subject to paragraph (h), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iv) in the event the Company is admitted to the official list of ASX, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.

(h) **Restrictions on transfer of Shares**

If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, the Company must on or within 20 Business Days after the allotment date of any Shares issued on conversion of Performance Rights, lodge a 'cleansing prospectus' with ASIC pursuant to section 708A(11) of the Corporations Act.

(i) **Shares issued on exercise**

All Shares issued upon the exercise of Performance Rights will upon issue rank equally in all respects with the then shares of the Company.

(j) **Transfer**

The Performance Rights are not transferable.

(k) **Quotation**

No application for quotation of the Performance Rights will be made by the Company.

(l) **Voting rights**

The Performance Rights do not confer on the holder an entitlement to vote at general meetings of the Company.

(m) **Dividend rights**

The Performance Rights do not entitle the holder to any dividends.

(n) **Participation in entitlements and bonus issues**

Subject to the rights under paragraphs (o) and (p) below and, unless and until the applicable Milestone is achieved and the Performance Rights are converted into Shares, the holder is not entitled to participate in any new issue of Shares of the Company such as bonus issues and entitlement issues, as a result of their holding of the Performance Rights.

(o) **Adjustment for bonus issue**

- (i) If Shares are issued by the Company pro rata to the Company shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of the Performance Rights is entitled, upon exercise of the Performance Rights, to receive, in addition to the Shares in respect of which the Performance Rights are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a Company shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
- (ii) Additional Shares to which the holder of the Performance Rights becomes so entitled will, as from the time shares are issued pursuant to the bonus issue and until those additional Shares are allotted, be regarded as Shares in respect of which the Performance Rights are exercised for the purposes of subsequent applications of paragraph (o)(i) above, and any adjustments which, after the time just mentioned, are made under paragraph (p) below to the number of Shares, will also be made to the additional Shares.

(p) **No rights to return of capital**

The Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

The Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **Reorganisation of Capital**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(s) **Deferral of conversion**

If the conversion of any class of Performance Rights (or any part thereof) would result in any person being in contravention of section 606(1) of the Corporations Act (**Takeover Restriction**) then:

- (i) The conversion of those Performance Rights (or any part thereof) will be deferred until such later time or times that the conversion would not result in a contravention of the Takeover Restriction.
- (ii) A holder may give written notification to the Company if they consider that the conversion of those Performance Rights (or any part thereof) may result in the contravention of the Takeover Restriction, failing which the Company may assume the conversion of those Performance Rights will not result in any person being in contravention of the Takeover Restriction.
- (iii) The Company may (but is not obliged to) by written notice to a holder, request a holder to provide the written notice referred to in paragraph (s)(ii) within 2 Business Days if the Company considers that the conversion of those Performance Rights (or any part thereof) may result in a contravention of the Takeover Restriction. If the holder does not give notification to the Company within 2 Business Days that they consider the conversion of the Performance Rights (or part thereof) may result in the contravention of the Takeover Restriction, then the Company may assume that the conversion of the Performance Rights (or part thereof) will not result in any person being in contravention of the Takeover Restriction.

1- 000002 000 RB6RM
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 **11:00am (AWST) on Wednesday, 5 July 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.

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

☐ **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.

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 Rubix 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 Rubix Resources Limited to be held at the offices of the Company, Level 8, London House, 216 St Georges Terrace, Perth, WA 6000 on Friday, 7 July 2023 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

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 Approval to issue Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval to issue Consideration Securities	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details (Optional)

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number

Email Address