



QX Resources Limited

Notice of General Meeting

A General Meeting of the Company will be held at Level 8, 99 St Georges Terrace, Perth WA 6000, on 20 December 2024 at 10am (AWST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company on +61 8 9486 4036 or dan.smith@minervacorporate.com.au if you wish to discuss any matter concerning the Meeting.

QX Resources Limited
ACN 147 106 974

Notice of General Meeting

Notice is hereby given that a General Meeting of the Shareholders of QX Resources Limited will be held at Level 8, 99 St Georges Terrace, Perth WA 6000, on Friday 20 December 2024 at 10am (AWST) **(Meeting)**.

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

Shareholders are urged to vote by attending the Meeting in person physically or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10am (AWST) on 18 December 2024.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

Agenda

RESOLUTION 1 RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 60,000,000 Shares issued under the Placement using the Company’s Listing Rule 7.1 capacity on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 2 RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 110,000,000 Shares issued under the Placement using the Company’s Listing Rule 7.1A capacity on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 3 APPROVAL TO ISSUE PLACEMENT OPTIONS UNDER THE PLACEMENT

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

“That, for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1 attaching Placement Option for every 2 Shares issued under the Placement, on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 4 APPROVAL FOR MAURICE FELICH TO PARTICIPATE IN THE PLACEMENT

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 20,000,000 Shares at an issue price of \$0.005 per Share, with 1 attaching Placement Option for every 2 Shares issued, to Maurice Felich or his nominee under the Placement and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 5 APPROVAL FOR DANIEL SMITH TO PARTICIPATE IN THE PLACEMENT

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Shares at an issue price of \$0.005 per Share, with 1 attaching Placement Option for every 2 Shares issued, to Daniel Smith or his nominee under the Placement and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

The Listing Rules prohibit votes being cast (in any capacity) on the following resolutions by any of the following persons or their associates:

Resolution	Persons excluded from voting
Resolution 1 - Ratification of issue of Tranche 1 Placement Shares using the Company's Listing Rule 7.1 capacity	Persons who participated in the issue or is a counterparty to the agreement being approved, or any associate of those persons.
Resolution 2 - Ratification of issue of Tranche 1 Placement Shares using the Company's Listing Rule 7.1A capacity	Persons who participated in the issue or is a counterparty to the agreement being approved, or any associate of those persons.

Resolution 3 - Issue of Placement Options under Listing Rule 7.1	Persons who are 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 holder of Shares), or any associate of those persons.
Resolution 4 - Issue of Director Placement Securities to Maurice Feilich	Maurice Feilich 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 Shares), or any associate of those persons.
Resolution 5 - Issue of Director Placement Securities to Daniel Smith	Daniel Smith 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 Shares), or any 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; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board of Directors

Daniel Smith
 Company Secretary
 QX Resources Limited
 20 November 2024

QX Resources Limited
ACN 147 106 974

Explanatory Memorandum

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 Level 8, 99 St Georges Terrace, Perth WA 6000, on Friday 20 December 2024 at 10am (AWST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Shareholders can attend the Meeting in person or through appointing a proxy. See section 1 for details.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

- 1 ACTION TO BE TAKEN BY SHAREHOLDERS, INCLUDING ATTENDING THE MEETING 4
- 2 RESOLUTIONS 1 TO 5 - RATIFICATION AND APPROVAL OF ISSUE OF SECURITIES UNDER THE PLACEMENT..... 5

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

This Explanatory Memorandum does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional advisor.

Please contact the Company Secretary (dan.smith@minervacorporate.com.au) if you wish to discuss any matter concerning the Meeting.

1 ACTION TO BE TAKEN BY SHAREHOLDERS, INCLUDING ATTENDING THE MEETING

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

1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

A Proxy Form may be lodged in the following ways:

By email dan.smith@minervacorporate.com.au

1.2 Corporate representatives

An appointment of corporate representative form is available from the website of the Company's share registry (Computershare).

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 7.00pm (AEDT) on 18 December 2024.

2.1 Introduction

(a) Tranche 1 of 170 million Shares (**Tranche 1 Placement Shares**) was made without Shareholder approval using the Company's capacity under Listing Rules 7.1 and 7.1A. The Tranche 1 Placement Shares were issued on 7 November 2024.

- (b) Tranche 2 of 30 million Shares (**Tranche 2 Placement Shares**) to Directors Maurice Feilich and Daniel Smith was made subject to Shareholder approval.

Proceeds from the Placement will be used towards progressing the Company's Queensland gold projects, Western Australian iron ore and hard rock lithium projects, for working capital purposes, and to identify and assess new complementary project opportunities.

Directors Maurice Feilich and Daniel Smith have agreed to participate in the Tranche 2 Placement for collectively \$150,000, subject to Shareholder approval (**Director Securities**).

Resolutions 1 and 2 seek Shareholder ratification for the issue of Tranche 1 Placement Shares.

Resolution 3 seeks Shareholder approval to issue the Placement Options.

Resolutions 4 and 5 seek Shareholder approval for Directors Feilich and Smith to participate in the Placement through the issue of Tranche 2 Placement Shares and attaching Placement Options.

2.2 Capital structure, dilution and voting power

The Company's proposed capital structure following the Placement, including its dilutive effect, is set out in SCHEDULE 2.

2.3 Regulatory requirements

- (a) Listing Rules

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 securities it had on issue at the start of that period. Under Listing Rule 7.1A, an eligible entity can obtain approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company's Shareholders passed a resolution for the purposes of Listing Rule 7.1A at the Company's 2023 annual general meeting on 29 November 2023.

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A, and so does not reduce a company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 and (assuming the conditions of that rule are satisfied) Listing Rule 7.1A.

Listing Rule 10.11 requires prior shareholder approval for the issue of equity securities to related parties, except for certain issues (none of which apply to the Directors' proposed participation in the Placement).

- (b) Corporations Act - giving financial benefits to related parties

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (i) the benefit is given on terms that would be reasonable in the circumstances if the company and related party were dealing at arm's length, or are on terms less favourable to the related party; or
- (ii) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes a company's directors. Financial benefit is defined broadly and includes issuing securities. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

Securities issues that are approved by Shareholders under Listing Rule 7.4 and 10.11 are not included in calculating an entity's 15% and 10% capacities under Listing Rule 7.1 and 7.1A.

2.4 Resolutions 1 and 2 - Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided for the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The securities were agreed to be issued to Placement Participants, who were identified by the Directors. The Placement Participants were not related parties of the Company, members of the Company's key management personnel, a substantial (30%+) holder or substantial (10%+) holder (both as defined in the Listing Rules) in the Company or an advisor to the Company, or an associate of any of these, or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities issued by the Company was:
 - (i) Resolution 1 - 60,000,000 Shares.
 - (ii) Resolution 2- 110,000,000 Shares.
- (c) The Shares are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (d) The Placement Shares were issued on 7 November 2024.
- (e) The Placement Shares were issued at an issue price of \$0.005 per Share, being an amount agreed between the Company and Placement Participants, following negotiations with Placement Participants.
- (f) The Placement Shares were issued to raise \$850,000 (before costs). The use of funds is set out in section 2.1.
- (g) The material terms of the Placement were as follows:

- (i) Subscribers would subscribe for Shares at an issue price of \$0.005, with (subject to Shareholder approval) 1 attaching Placement Option for every 2 Share issued.
- (ii) The subscription amount would be paid, and Placement Shares issued, as soon as practicable.
- (iii) The Company would pay AFSL holders 5% of the funds raised by them.

Other than those set out in section 2.1 and this section, there are no other material terms in relation to the issue.

- (h) A voting exclusion statement is included in the Notice.

Listing Rules 7.1 and 7.1A are summarised above.

If Resolutions 1 and/or 2 are passed, the issue will be excluded in calculating the Company's 15% limit and 10% limit under Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issues.

If Resolutions 1 and/or are not passed, the issue will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A (as the case may be), effectively limiting the number of equity securities the Company can issue without Shareholder approval under Listing Rule 7.1 over the 12 months following the issue.

2.5 Resolution 3 - Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the proposed issue of Placement Options:

- (a) The Placement Options will be issued Placement Participants, who are not related parties to the Company, members of the Company's key management personnel, who is a substantial (10%+) holder, a substantial (30%+) holder or an advisor to the Company, or an associate of any of these, or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities to be issued is 1 attaching Placement Option for every 2 Placement Share issued.
- (c) The Placement Options have an exercise price of \$0.01, expiry date 3 years from issue and otherwise on the terms in Schedule 3.
- (d) The Placement Options will be issued as soon as reasonably practicable, and no later than 3 months, after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The Placement Options are attaching Options to the Placement Shares, with 1 attaching Placement Option for every 2 Placement Share issued, and have no issue price.

- (f) No funds will be raised from the issue of the Placement Options. Any funds raised from the exercise of the Placement Options will be used for general working capital.
- (g) Other than those set out in section 2.1 and this section, there are no other material terms in relation to the proposed issue.
- (h) A voting exclusion statement is included in the Notice.

Listing Rule 7.1 is summarised above.

By approving Resolution 3, the Company can issue the Placement Options in accordance with the terms of the Placement.

If Resolution 3 is not passed the Company will not be able to issue the Placement Options.

2.6 Resolutions 4 and 5 - Information required by Listing Rule 10.13

Director participation in the Placement through the issue of Placement Shares and Placement Options to Directors falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12, and for that reason Shareholder approval is sought under Listing Rule 10.11 for the issue.

The effect of passing Resolutions 4 and 5 will be to allow Directors Maurice Feilich and Daniel Smith to participate in the Placement; without those Placement Shares being included in the 15% limit under Listing Rules 7.1. If Resolutions 4 and/or 5 (is not passed, the Company will not be able to proceed with the relevant issue.

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue of Shares the subject of the Resolutions:

- (a) The person participating in the issue are:
 - (i) Resolution 4 - Maurice Feilich, who is a Director, or his nominee;
 - (ii) Resolution 5 - Daniel Smith, who is a Director, or his nominee;
- (b) The maximum number of securities to be issued is:
 - (i) Resolution 4 - 20,000,000 Placement Shares, with 1 attaching Placement Option for every 2 Placement Shares issued;
 - (ii) Resolution 5 - 10,000,000 Placement Shares, with 1 attaching Placement Option for every 2 Placement Share issued;
- (c) The securities to be issued are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue. The Placement Options have an exercise price of \$0.01, expiry date 3 years from issue and otherwise on the terms in Schedule 3.
- (d) The securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.

- (e) The Shares will be issued at an issue price of \$0.005 per Share. The Placement Options are attaching Options and have no issue price.
- (f) The use of funds raised is set out in section 2.1, and not for Director remuneration.
- (g) Other than those set out in this section, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

As the Directors' participation in the Placement is on the same terms as Placement Participants, the Directors consider the issue to be on arm's length terms so that Shareholder approval is not required under Chapter 2E of the Corporations Act.

2.7 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2 as it will refresh the Company's capacity under Listing Rules 7.1 and 7.1A.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3, as it will allow the Company to issue the Placement Options.

The Directors other than Directors Maurice Feilich and Daniel Smith recommend that Shareholders vote in favour of Resolutions 4 and 5, as it will allow the Company to issue the Tranche 2 Placement Shares and raise a further \$150,000, and complete the Placement.

Directors Maurice Feilich and Daniel Smith have a personal interest in Resolutions 4 and 5, and decline to make a recommendation on these Resolutions.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum phrases have the meaning given in the Listing Rules and:

AEDT	Australian Eastern Daylight Time
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Chairman	means the Chairman of the Company.
Company or QXR	means QX Resources Limited (ACN 147 106 974).
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Director Securities	means the Placement Shares and Placement Options that Directors Maurice Feilich and Daniel Smith have agreed to subscribe for, subject to Shareholder approval.
Equity Securities	has the meaning given in the Listing Rules.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Option	means an option to be issued a Share.
Placement	has the meaning given in section 2.1.
Placement Options	means an Option to be issued a Share with an exercise price of \$0.01, expiry date 3 years from issue and otherwise on the terms in Schedule 4.

Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Tranche 1 Placement Shares	has the meaning given in section 2.1.
Tranche 2 Placement Shares	has the meaning given in section 2.1.

SCHEDULE 2 CAPITAL STRUCTURE AND DILUTION

	Current				Following the Placement			
	Undiluted		Diluted		Undiluted		Fully diluted	
	shares	%	shares	%	shares	%	shares	%
Shares currently on issue	1,110,077,854	100%	1,110,077,854	94%	1,110,077,854	80%	1,110,077,854	75%
Options current on issue			70,000,000	6%	70,000,000	5%	70,000,000	5%
Tranche 1 Placement					170,000,000	12%	170,000,000	11%
Tranche 2 Placement					30,000,000	2%	30,000,000	2%
Placement Options							100,000,000	7%
Total	1,110,077,854	100%	1,180,077,854	100%	1,380,077,854	100%	1,480,077,854	100%

SCHEDULE 3 PLACEMENT OPTION TERMS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option before the Expiry Date.

2. Quotation of Options

The Company will not apply to the ASX for Official Quotation of the Options.

3. Exercise Price

The amount payable on exercise of each Option will be \$0.01 (**Exercise Price**).

4. Expiry Date

The Options will expire at 5.00pm (AEST) 3 years from issue (**Expiry Date**).

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise Period

Options may be exercised at any time prior to the Expiry Date (**Exercise Period**).

6. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Exercise Notice**) and payment of the Exercise Price, in Australian currency, for each Option being exercised.

A minimum of 50,000 Options (having a total exercise price of \$500) must be exercised at any time. Where a Shareholder holds less than 50,000 Options then they must exercise their entire holding of Options.

7. Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of: (i) the date of receipt of the Exercise Notice and (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (**Exercise Date**).

8. Timing of Issue of Shares on Exercise

Within the period specified by the Listing Rules, the Company will:

- (a) allot and issue that number of Shares pursuant to the exercise of the Options; and
- (b) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

9. Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

10. Participation in New Issues

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

11. Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of a Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Options Transferable

The Options are transferable.

13. Change in Exercise Price

A 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 Option can be exercised.

14. Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of a Option.

15. Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than in satisfaction of dividends or by way of dividend reinvestment):

- (a) The number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

there will be no adjustment to the Exercise Price of a Option.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

QXR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 18 December 2024**

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:

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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
SRN/HIN: I9999999999
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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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.



I 9999999999

I ND

■ **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 QX 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 QX Resources Limited to be held at the offices of Minerva Corporate, Level 8, 99 St Georges Terrace, Perth, WA 6000 on Friday, 20 December 2024 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 **Item 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	Ratification of Issue of Tranche 1 Placement Shares Issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Issue of Tranche 1 Placement Shares Issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Placement Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Maurice Felich to Participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for Daniel Smith to Participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the 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)

Mobile Number

Email Address

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