



22 November 2024

Dear shareholder

UNMARKETABLE PARCEL SHARE SALE FACILITY

On 13 November 2024, Rox Resources Limited (ACN 107 202 602) (ASX: RXL) (**Rox** or the **Company**) announced that it intends to:

- undertake a A\$26 million (before costs) placement to institutional and sophisticated investors of fully paid ordinary shares in Rox (**Shares**) at an issue price of A\$0.14 per Share (**Placement**);
- offer the opportunity to eligible shareholders to apply for up to A\$30,000 worth of Shares at an issue price of A\$0.14 per Share to raise up to a maximum of A\$1 million (before costs) under a share purchase plan (**SPP Offer**); and
- arrange for a facility for shareholders who hold parcels of Shares valued at less than A\$500 as at 4:00pm (AWST) on Tuesday, 12 November 2024 (**Record Date**) (**Unmarketable Parcels**) to sell their Shares (**Sale Facility**).

This letter provides further information to shareholders on the Sale Facility.

Based on the Share price at the close of trading on the Record Date of A\$0.17 per Share, a holding of 2,941 Shares or less constitutes an Unmarketable Parcel. This represents 2,461,328 Shares held by 1,870 shareholders.

The Company appreciates that Unmarketable Parcels can be difficult or expensive to sell, so the Company is offering the Sale Facility to enable shareholders who hold Unmarketable Parcels to sell their Shares without having to act through a broker or pay brokerage or handling fees.

The Company will pay all costs associated with the sale and transfer of Shares through the Sale Facility (excluding any tax consequences of the sale, which will be the responsibility of relevant shareholder).

The Sale Facility, whilst benefitting small shareholders, will also benefit the Company as it is expected to significantly reduce the administration costs associated with maintaining a large number of small shareholdings on the Company's share register. The Company has the ability to establish the Sale Facility and facilitate the sale of Unmarketable Parcels under the Company's constitution (**Constitution**) and the ASX Listing Rules.

WHY AM I RECEIVING THIS LETTER?

The Company's records show that you hold an Unmarketable Parcel based on the Company's closing Share price of A\$0.17 on Tuesday, 12 November 2024 (that is a parcel of 2,941 Shares or less based on a Share price of A\$0.17 on the Record Date).

If you wish to retain your shareholding, you must advise the Company by 5:00pm (AWST) on Thursday, 13 January 2025 (**Closing Date**) that you do **NOT** wish to sell your Shares, by:

- completing the Share retention form (**Retention Form**) enclosed with this letter, and return it to the Company's share registry, Computershare Investor Services Pty Ltd (**Computershare**),

in accordance with the instructions on the Retention Form, prior to 5:00pm (AWST) on the Closing Date.

If, at the Closing Date, the value of your Shares has increased such that you no longer have an Unmarketable Parcel (e.g. due to an increase in the market price of Shares or the number of Shares you hold), your Shares will **NOT** be sold. If you have multiple holdings of Shares which, if aggregated, would not constitute an Unmarketable Parcel, you may contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8:30am and 5:00pm (AEDT), Monday to Friday (excluding public holidays), to amalgamate your holdings. In these circumstances, your Shares will **NOT** be sold.

Please also note that, pursuant to the Constitution and ASX Listing Rules, the Company will not sell your Shares in the event that a third party announces a takeover offer for the Company.

In accordance with its continuous disclosure obligations, the Company may release information to the ASX which may affect your decision as to whether you wish to have your Shares sold or to retain your Shares. If such information is released, it will be published on the ASX website (www.asx.com.au, ASX code: RXL) and on the Company's website (www.roxresources.com.au/).

WHAT DO I NEED TO DO?

As a holder of an Unmarketable Parcel as at the Record Date, your options are described below:

1. Sell your Shares

If you **WISH TO SELL** your Shares through the Sale Facility, you should **TAKE NO ACTION**. By refraining from taking any action, you will be deemed to have irrevocably appointed the Company as your agent to:

- (a) sell, or procure the sale of, all of your Shares at a price to be determined based on the market price of Shares at the time of sale, without any costs being incurred by you; and
- (b) deal with the proceeds of the sale in accordance with the Constitution (for more information about the payment of the sale proceeds through Computershare, please refer to Question 9 of the enclosed Information Sheet).

The Company has appointed Euroz Hartleys Limited to facilitate the sale of Unmarketable Parcels. Payment for your Shares will be remitted to you as soon as practicable, following settlement of the sale of all Shares sold through the Sale Facility.

2. Retain your existing Shares

If you **DO NOT WISH TO SELL** your existing Shares, but do not wish to acquire additional Shares, you **MUST OPT-OUT** of the Sale Facility by:

- completing and returning the enclosed Retention Form,

in accordance with the instructions on the Retention Form so that it is received by Computershare prior to 5:00pm (AWST) on the Closing Date.

Please carefully read the instructions on the Retention Form before completing it.

3. Acquire additional Shares

If you **WISH TO ACQUIRE ADDITIONAL SHARES** so that you hold more than an Unmarketable Parcel, you can **PARTICIPATE IN THE SPP OFFER** announced by the Company on 13 November 2024. This is an ideal opportunity for shareholders holding an Unmarketable Parcel to

increase the size of their holding to a marketable parcel of Shares (being at least 2,942 Shares). If you participate in the SPP Offer you can subscribe for a minimum parcel of A\$2,000 worth of Shares at an issue price of A\$0.14 (or up to A\$30,000 worth of Shares, subject to scale back). Further details on how to participate in the SPP Offer are detailed in the SPP Offer booklet, which was announced to ASX on Wednesday, 13 November 2024 and despatched to eligible shareholders on or around Friday, 22 November 2024.

Alternatively, you can **PURCHASE SHARES ON MARKET** so that you hold Shares valued at A\$500 or more as at the Closing Date, which based on the closing price of Shares on the ASX of A\$0.17 per Share on the Record Date is at least 2,942 Shares. Any additional Shares purchased must be registered by 5:00pm (AWST) on the Closing Date under the same name and address and with the same holder number (SRN or HIN) as set out in the enclosed Retention Form.

IMPORTANT INFORMATION

The key dates in relation to the Sale Facility are set out below:

EVENT	DATE
Record Date for establishing holders with an Unmarketable Parcel	4:00pm (AWST) on Tuesday, 12 November 2024
Announcement of Sale Facility	Wednesday, 13 November 2024
SPP Offer opens	6:00am (AWST) on Friday, 22 November 2024
Shareholder Letter and Retention Form despatched to Unmarketable Parcel holders, SPP Offer document despatched to eligible shareholders	Friday, 22 November 2024
SPP Offer closes	5:00pm (AWST) on Thursday, 5 December 2024
Announcement of results of SPP Offer	Tuesday, 10 December 2024
Shares issued under SPP Offer	Thursday, 12 December 2024
Closing Date for receipt of Retention Forms Last date for holders of Unmarketable Parcels to advise the Company they wish to retain their Shares	5:00pm (AWST) on Monday, 13 January 2025
Sale of Unmarketable Parcels	As soon as possible after Monday, 13 January 2025

Rox reserves the right to change any of the dates referred to in its ASX announcement dated Monday, 13 November 2024 or this letter and the enclosed Retention Form, or to vary, cancel or delay the Sale Facility or the sale of Shares at any time before Shares are sold, by making an announcement to ASX.

The Company does not provide any recommendation or advice as to whether shareholders holding an Unmarketable Parcel should sell or retain their Shares.

Enclosed is an Information Sheet to answer questions that you may have with respect to the sale of Unmarketable Parcels. This letter is important. If you are in doubt about what to do, you should consult your legal, financial or taxation adviser.

For further information about lodging your Retention Form or the Sale Facility, please contact the Company's share registry, Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8:30am and 5:00pm (AEDT), Monday to Friday (excluding public holidays) or email the Company at admin@roxresources.com.au.

Yours sincerely



Stephen Dennis
Non-Executive Chairman
Rox Resources Limited

INFORMATION SHEET – ROX RESOURCES LIMITED UNMARKETABLE PARCEL SALE FACILITY

1. What is an Unmarketable Parcel?

An unmarketable parcel is a holding of fully paid ordinary shares (**Shares**) in Rox Resources Limited (ACN 107 202 602) (**Company**) valued at less than A\$500 as at 4:00pm (AWST) on Tuesday, 12 November 2024 (**Record Date**) (**Unmarketable Parcel**). Based on the closing price of Shares on the Record Date of A\$0.17 per Share, this is equivalent to a holding of 2,941 Shares or less.

2. Why has the Sale Facility been established?

The Company has decided to establish a sale facility for holders of an Unmarketable Parcel (**Sale Facility**) to enable them to sell their Shares without incurring brokerage or handling costs that could otherwise make a sale of their Unmarketable Parcel uneconomic or difficult. The sale of Unmarketable Parcels through the Sale Facility will also enable the Company to reduce administrative costs associated with maintaining a large number of relatively small holdings of Shares.

3. Why have I received this letter?

You have received this letter because our records indicate that you hold an Unmarketable Parcel of Shares based on the price of Shares of A\$0.17 as at close of trade on the Record Date.

4. What do I need to do to sell my Shares?

If you wish to have your Shares sold, you should **TAKE NO ACTION**. Your Shares will be sold through the Sale Facility.

5. What if I do not wish to sell my Shares?

If you do not wish to have your Shares sold, you have three options available to you:

(a) **OPT-OUT OF THE SALE FACILITY** – Shareholders can opt-out of the Sale Facility by

- completing and returning the enclosed Retention Form,

in accordance with the instructions on the Retention Form so that it is received by Computershare prior to 5:00pm (AWST) on Monday, 13 January 2025 (**Closing Date**).

If Computershare has not received your Retention Form by 5:00pm (AWST) on the Closing Date, your Shares will be sold through the Sale Facility.

(b) **PARTICIPATE IN THE SPP OFFER** – Shareholders can increase their shareholding by applying for Shares under the Company's share purchase plan (**SPP Offer**). This is an ideal opportunity for shareholders holding an Unmarketable Parcel to increase the size of their holding to at least a marketable parcel (being at least 2,942 Shares). If you participate in the SPP Offer you can subscribe for a minimum parcel of A\$2,000 worth of Shares at an issue price of A\$0.14 (or up to A\$30,000 worth of Shares, subject to scale back).

6. **ACQUIRE ADDITIONAL SHARES ON-MARKET** – Shareholders can elect to increase their shareholding by purchasing additional Shares so that you hold Shares valued at A\$500 or more as at the Closing Date, which based on the closing price of Shares on the ASX of A\$0.17 per Share on the Record Date is at least 2,942 Shares. Any additional Shares purchased must be registered by 5:00pm (AWST) on the Closing Date under the same name and address and with the same holder number (SRN or HIN) as set out in the enclosed Retention Form. **How will my shares be sold under the Sale Facility?**

Your Shares will be sold by the appointed broker, Euroz Hartleys Limited. The Shares sold under the Sale Facility may be sold in a single or multiple parcels, and may be sold at different parcels on different days.

If, at the Closing Date, the value of your Shares has increased so that you no longer have an Unmarketable Parcel (for example, due to an increase in the price of Shares or in the number of Shares you hold) your Shares will not be sold.

7. What price will I receive for Shares sold through the Sale Facility?

Your Shares will be sold as soon as practicable after the Closing Date at a price which the Directors consider to be the best price reasonably offerable for the Shares at the time they are sold. You will receive a proportionate share of the total sale proceeds of all Shares sold under the Sale Facility. You will not have control over the time or price at which your Shares are sold, and the price you receive may not reflect the price of Shares appearing in the media or quoted by the ASX on any given day, nor be the best price for Shares available on the day your Shares are sold.

8. Do I need to pay anything if I participate in the Sale Facility?

The Company will pay all costs and expenses arising in connection with the Sale Facility (apart from any costs generated by your bank for the receipt of your payment). Any tax payable, or other tax consequences from the sale, will be your responsibility.

9. When will I receive the proceeds for the Shares sold?

Payment will be remitted to you as soon as reasonably practicable following settlement of all Shares sold under the Sale Facility. Payment will be made via a direct credit to your bank account at an Australian financial institution (where the Company has your details or upon nomination by you of a relevant bank account), or otherwise by cheque in Australian dollars sent to your postal address as recorded in the Company's share register.

If your direct credit details require updating, you can amend your Australian banking details online through the Computershare Investor Centre accessible at www.investorcentre.com/au. Alternatively, you may contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia). Payment will be made in Australian dollars.

10. What are the advantages and disadvantages of participating in the Sale Facility?

You may consider the following consequences of participating in the Sale Facility to be advantageous to you:

- receiving a cash payment from the sale of your Shares that are an Unmarketable Parcel;
- avoiding any brokerage or related selling expenses in connection with the sale of your Shares;
- utilising a cost effective way of disposing of an Unmarketable Parcel; and
- the sale price of your Shares being determined by reference to the prevailing market price of Shares.

You may consider the following consequences of participating in the Sale Facility to be disadvantageous to you:

- no longer holding any Shares in the Company (unless you subsequently buy more Shares);

- possible capital gains tax being payable following the sale of your Shares; and
- the price of the Shares subsequently rising following the sale of your Shares (although there is no way of predicting whether this would actually occur).

11. What if the price of Shares changes between the Record Date and the Closing Date?

If the market price of Shares increases between the Record Date and the Closing Date, such that at the Closing Date the value of your Shares is equal to or greater than A\$500, your Shares will not be sold through the Sale Facility.

12. If I buy more Shares in the Company, will I retain my holding?

The Company will not sell your Shares if you increase your holding to a marketable parcel, being a holding of Shares with a market value of at least A\$500 based on the price of Shares as at the Closing Date. Please note that any additional Shares acquired must be registered by the Closing Date, under the same name and address and with the same holder number (SRN or HIN) as set out in the enclosed Retention Form.

13. What if I hold multiple unmarketable parcels of Shares?

If you hold multiple Unmarketable Parcels of Shares, you must complete and return a Retention Form for each separate Unmarketable Parcel that you wish to retain. Alternatively, you can purchase additional Shares under the SPP Offer, of at least A\$2,000 worth of Shares at an issue price of A\$0.14 (or up to A\$30,000 worth of Shares, subject to scale back). In addition, you may aggregate your multiple holdings prior to the Closing Date to avoid them being sold. To do this, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia). If you wish to sell your Unmarketable Parcel of Shares, you should take no action.

14. What if my holding of Shares in the Company is a CHESS Holding?

If your Shares remain in a CHESS Holding, the Company may move those Shares to an Issued Sponsored Holding and the Shares will then be sold under the Sale Facility.

15. How does the Company have the authority to establish the Sale Facility?

The Company has the authority to establish the Sale Facility and facilitate the sale of Unmarketable Parcels under its Constitution and the ASX Listing Rules.

16. Where can I obtain further information?

If you have any other questions about the operation of the Sale Facility, please contact the Company on +61 8 9226 0044. Alternatively, you may contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8:30am and 5:00pm (AEDT), Monday to Friday (excluding public holidays).

17. What if I am unsure of what to do?

If you are in doubt about what to do, you should consult a financial, legal or taxation adviser. This Information Sheet does not constitute advice, nor is it a recommendation to sell, buy or hold Shares.

18. Important notes

The Company reserves the right to change any of the dates referred to in its ASX announcement dated Wednesday, 13 November 2024, this Information Sheet, or the Retention Form and accompanying letter, or to vary, cancel, suspend or delay the Sale Facility (either generally or in specific cases), or the sale of your Shares, at any time before Shares are sold under the Sale Facility, by making an announcement to ASX.

The Company is not bound to sell any or all of the Shares that may be available for it to sell under this Sale Facility, and there is no guarantee that the Company will be able to sell your Shares. In addition, the sale proceeds may differ from the market value of your Shares on the Record Date, depending on movements in the market price of the Shares and on the Company appointed brokers' ability to procure purchasers.