

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company
Name/Scheme Rox Resources Limited (**Rox**)

ACN/ARSN 107 202 602

1. Details of substantial holder (1)

Name QGold Pty Ltd (**QGold**), Queensland Gold Holdings Pty Ltd as trustee for the Christopher Wallin Family Trust No.2 (**QGH**), Christopher Ian Wallin (**Wallin**), Joanne Wallin (**Jo Wallin**), Captain Nominees Pty Ltd ATF CWSF No.2 (**Captain Nominees**), Ita Vero Pty Ltd ATF The Richmond Trust (**Ita Vero**), Venus Metals Corporation Limited (ACN 123 250 582) (**VMC**) and Redscope Enterprises Pty Ltd (ACN 641 401 452) (**Redscope**).

ACN/ARSN (if applicable) ACN 149 659 950

The holder became a substantial holder on 30 September 2024

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary fully paid shares (ORD)	69,862,908	69,862,908	17.015%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
QGold	Relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as holder of the shares.	7,876,952 ORD

QGH	Relevant interest in the shares held in Rox by QGold pursuant to section 608(3)(a) of the Corporations Act.	7,876,952 ORD
Wallin	Relevant interest in the shares held in Rox by QGold pursuant to section 608(3)(b) of the Corporations Act.	7,876,952 ORD
Wallin	Relevant interest pursuant to section 608(1)(a) of the Corporations Act as holder of the shares.	1,739,325 ORD
Captain Nominees	Relevant interest pursuant to section 608(1)(a) of the Corporations Act as holder of the shares.	144,943 ORD
Wallin	Relevant interest in the shares held in Rox by Captain Nominees pursuant to section 608(3)(b) of the Corporations Act.	144,943 ORD
Ita Vero	Relevant interest pursuant to section 608(1)(a) of the Corporations Act as holder of the shares.	451,688 ORD
Jo Wallin	Relevant interest in the shares held in Rox by Ita Vero pursuant to section 608(3)(b) of the Corporations Act.	451,688 ORD
VMC	Relevant interest under section 608(1)(a) of the Corporations Act as holder of the shares.	55,000,000 ORD
QGold	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(a) of the Corporations Act.	55,000,000 ORD
QGH	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(b) of the Corporations Act, because QGH controls QGold.	55,000,000 ORD
Wallin	Relevant interest in the shares held in Rox by VMC pursuant to section 608(3)(b) of the Corporations Act, because Wallin controls QGH.	55,000,000 ORD
Redscope	Relevant interest pursuant to section 608(1)(a) of the Corporations Act as holder of the shares.	4,650,000 ORD
VMC	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(b) of the Corporations Act because it controls Redscope.	4,650,000 ORD
QGold	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(a) of the Corporations Act.	4,650,000 ORD
QGH	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(b) of the Corporations Act, because QGH controls QGold.	4,650,000 ORD
Wallin	Relevant interest in the shares held in Rox by Redscope pursuant to section 608(3)(b) of the Corporations Act, because Wallin controls QGH.	4,650,000 ORD

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number
QGold, QGH, Wallin	QGold	QGold	7,876,952 ORD
Wallin	Wallin	Wallin	1,739,325 ORD
Captain Nominees, Wallin	Captain Nominees	Captain Nominees	144,943 ORD
Ita Vero, Jo Wallin	Ita Vero	Ita Vero	451,688 ORD
VMC, QGold, QGH, Wallin	VMC	VMC	55,000,000 ORD
Redscope, VMC, QGold, QGH, Wallin	Redscope	Redscope	4,650,000 ORD

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Redscope, VMC, QGold, QGH, Wallin	25/06/24	\$150,016		1,250,000 ORD
Redscope, VMC, QGold, QGH, Wallin	29/08/24	\$47,373		350,000 ORD

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
QGold and Captain Nominees	These entities are associated pursuant to section 12(2)(a)(iii) of the Corporations Act.
QGold and Ita Vero	These entities are associated pursuant to section 12(2)(c) of the Corporations Act.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
QGold, QGH and Captain Nominees	PO Box 10630, Brisbane QLD 4000
Wallin and Jo Wallin and Ita Vero	4 Kintyre Street, Brookfield QLD 4069
VMC and Redscope	Unit 2, 8 Alvan St, Subiaco, WA 6008

Signature

print name Christopher Ian Wallin

capacity Director

sign here



date 12 November 2024