



VRXSILICA

ABN 59 142 014 873

Notice of General Meeting

Date of Meeting

Tuesday, 25 March 2025

Time of Meeting

11.00am (WST)

Place of Meeting

Suite 9, 110 Hay Street,
Subiaco WA 6008

**SEE OVERLEAF FOR IMPORTANT INFORMATION
REGARDING MEETING ATTENDANCE AND VOTING**

This document should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their independent professional advisers prior to voting.

Queries for the Company may be made to the Company Secretary by
telephone on +61 8 9226 3780

IMPORTANT INFORMATION

Meeting attendance and voting

The Meeting will be held as a physical meeting and attendance may be in person only.

Votes may be submitted during the Meeting by those Shareholders in attendance either in their personal capacity or through a validly appointed corporate representative. Votes via validly submitted proxy forms will also be accepted.

Accordingly, the Company strongly encourages Shareholders to lodge a directed proxy form with the Company no later than 48 hours prior to the Meeting. A personalised proxy form has been despatched to Shareholders.

Voting Eligibility

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 Shareholders at 4.00pm (WST) on 23 March 2025.

Voting by poll

All votes taken at the Meeting will be conducted by way of a poll taken physically at the Meeting and from validly submitted proxy forms. Voting will not be conducted electronically. Shareholders are therefore strongly encouraged to submit a valid proxy form in accordance with the instructions below.

Voting by proxy

Shareholders should note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The proxy form for the Meeting provides further details on appointing proxies and lodging proxy forms. To be valid, the proxy form (and any power of attorney under which it is signed) must be completed and returned by the time and in accordance with the instructions set out in the proxy form. Any proxy form received after that time will not be valid for the Meeting.

Subject to any voting restrictions set out in a voting exclusion statement in respect of the Resolutions, the Chair will vote undirected proxies on, and in favour of, each Resolution.

Corporate representatives

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative must, prior to the Meeting, provide evidence of his or her appointment, to the Company's company secretary by email to ianh@vrxsilica.com.au by no later than 5.00pm (WST) on 24 March 2025, the business day prior to the Meeting, noting any authority under which the appointment is signed, unless it has previously been given to the Company.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders will be held on Tuesday, 25 March 2025, commencing at 11.00am (WST) at Suite 9, 110 Hay Street, Subiaco WA 6008.

The enclosed Explanatory Statement accompanies and forms part of this Notice of General Meeting.

AGENDA

1. Resolutions 1(a) and 1(b): Ratification of prior issue of Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate ordinary** resolution the following:

That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of:

(a) 52,650,625 Placement Shares issued under Listing Rule 7.1; and

(b) 62,825,567 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Statement.

A voting exclusion statement applies to this Resolution. Please see below for details.

2. Resolutions 2(a), 2(b) and 2(c): Approval of issue of Director Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate ordinary** resolution the following:

That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 3,571,428 Director Placement Shares to the Participating Directors (or their respective nominees) as follows:

(a) up to 700,000 Director Placement Shares to Paul Boyatzis;

(b) up to 490,476 Director Placement Shares to Bruce Maluish; and

(c) up to 2,380,952 Director Placement Shares to Peter Pawlowitsch,

on the terms and conditions in the Explanatory Statement.

A voting exclusion statement applies to this Resolution. Please see below for details.

Voting Exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

- (a) Resolution 1(a): by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.
- (b) Resolution 1(b): by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.
- (c) Resolution 2(a): by or on behalf of Mr Paul Boyatzis (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

- (d) Resolution 2(b): by or on behalf of Mr Bruce Maluish (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) Resolution 2(c): by or on behalf of Mr Peter Pawlowitsch (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, 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, 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



Ian Hobson
Company Secretary

18 February 2025

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at a General Meeting of members to be held at Suite 9, 110 Hay Street, Subiaco WA 6008 on Tuesday, 25 March 2025, commencing at 11.00am (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

1. Resolutions 1(a) and (b) – Ratification of issue of Placement Shares

1.1 Background

On 10 December 2024, the Company announced that it had secured commitments to raise approx. \$5 million (before costs) via a two-tranche placement (**Placement**). The Placement is comprised of an aggregate 119,047,620 Shares at an issue price of \$0.042 per Share as follows:

- (a) 115,476,192 Shares to be issued to unrelated professional and sophisticated investors (**Placement Shares**), the subject of Resolution 1; and
- (b) 3,571,428 Shares to be issued to Directors Paul Boyatzis, Bruce Maluish and Peter Pawlowitsch (**Participating Directors**) (or their respective nominees) (**Director Placement Shares**), the subject of Resolution 2.

Unified Capital Partners Pty Ltd acted as sole lead manager and bookrunner to the Placement (**Lead Manager**).

On 17 December 2024, the Company issued the Placement Shares as follows:

- (a) 52,650,625 Placement Shares using the Company's available placement capacity under Listing Rule 7.1; and
- (b) 62,825,567 Placement Shares using the Company's available placement capacity under Listing Rule 7.1A.

Resolutions 1(a) and 1(b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

1.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company may 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.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolutions 1(a) and 1(b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, the 52,650,625 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(b) is passed, the 62,825,567 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(a) is not passed, the 52,650,625 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 52,650,625 Equity Securities for the 12 month period following the issue of those Placement Shares.

If Resolution 1(b) is not passed, the 62,825,567 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 62,825,567 Equity Securities for the 12 month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

1.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The participants in the Placement were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from professional and sophisticated investors, including existing contacts of the Company and clients of the Lead Manager. The participants in the Placement included Sparta Invest AG, a substantial Shareholder (holding 57,720,574 Shares, representing 9.19% of the Shares on issue before the Placement), which subscribed for 47,619,048 Placement Shares. Other than as disclosed above, none of the Placement Shares were issued to related parties or substantial shareholders of the Company. Refer to Resolutions 2(a) to 2(c) for details of the related party participation in the Placement.
- (b) A total of 115,476,192 Shares were issued as follows:
 - (i) 52,650,625 Shares were issued using the Company's available placement capacity under Listing Rule 7.1; and
 - (ii) 62,825,567 Shares were issued using the Company's available placement capacity under Listing Rule 7.1A.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 17 December 2024.
- (e) The Placement Shares were issued at \$0.042 per Share.
- (f) The proceeds from the issue of the Placement Shares have been or are intended to be applied towards:
 - (i) providing funding towards development of Arrowsmith North Silica Sand project;
 - (ii) Muchea VDT trials and environmental follow-up; and
 - (iii) general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

1.4 Additional information

Resolutions 1(a) and 1(b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 1(a) and 1(b).

2. Resolutions 2(a) to (c) - Approval of issue of Director Placement Shares

2.1 Background

Details of the Placement and proposed issue of the Director Placement Shares is detailed in Section 1.1.

Messrs Paul Boyatzis, Bruce Maluish and Peter Pawlowitsch, all being a Director of the Company, have committed a total of \$150,000 under the Placement. The Director Placement Shares will be issued in the following proportions:

Director	Amount committed (\$)	No. Shares
Paul Boyatzis	\$29,400	700,000
Bruce Maluish	\$20,600	490,476
Peter Pawlowitsch	\$100,000	2,380,952
Total	\$150,000	3,571,428

Under Resolutions 2(a) to (c) the Company seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 3,571,428 Director Placement Shares to the Participating Directors (or their respective nominees).

2.2 Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Participating Directors are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. None of the exceptions set out in Listing Rule 10.12 apply in these circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Participating Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolutions 2(a) to (c) will be to allow the Company to issue the Director Placement Shares to the Participating Directors (or their respective nominees), raising \$150,000 (before costs).

If any one or more of Resolutions 2(a) to (c) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares to the Participating Directors (or their respective nominees) under the relevant Resolution, and will not receive the up to additional \$150,000 (before costs) committed by the Participating Directors.

2.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to Messrs Paul Boyatzis, Bruce Maluish and Peter Pawlowitsch (or their respective nominees).

- (b) Messrs Paul Boyatzis, Bruce Maluish and Peter Pawlowitsch each fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors.
- (c) A maximum of 3,571,428 Director Placement Shares will be issued to the Participating Directors (or their respective nominees) in the amounts set out in Section 2.1.
- (d) The Director Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at \$0.042 per Share.
- (g) A summary of the intended use of funds raised from the Placement is set out in Section 1.3.
- (h) The issue of the Director Placement Shares is not intended to remunerate or incentivise the Participating Directors.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

2.4 Additional information

Resolutions 2(a) to (c) are separate ordinary resolutions.

The Board declines to make a recommendation in respect of Resolutions 2(a) to (c) as the Directors each have a personal interest in the Resolutions.

3. Definitions

\$ means Australian dollars.

Board means the current board of directors of the Company.

10% Placement Capacity has the meaning set out in Section 1.2

15% share issue capacity has the meaning set out in Section 1.2.

ASX means ASX Limited ABN 98 008 624 691.

Chair means chairperson of the Meeting.

Company or **VRX Silica** means VRX Silica Limited ABN 59 142 014 873.

Director means director of the Company.

Equity Securities include a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means this explanatory statement.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the official listing rules of ASX.

Notice means the notice of General Meeting which forms part of this Explanatory Statement.

Placement has the meaning set out in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form attached to this Notice.

Section means section of this Explanatory Statement.

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

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

WST means Australian Western Standard Time.

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 (WST)** on **Sunday, 23 March 2025**.

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:

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: 184727

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of VRX Silica 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 VRX Silica Limited to be held at Suite 9, 110 Hay Street, Subiaco, WA 6008 on Tuesday, 25 March 2025 at 11:00am (WST) 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 1a	Ratification of prior issue of Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b	Ratification of prior issue of Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2a	Approval of issue of Director Placement Shares to Paul Boyatzis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	Approval of issue of Director Placement Shares to Bruce Maluish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2c	Approval of issue of Director Placement Shares to Peter Pawlowitsch	<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)

Mobile Number

Email Address

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