

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme **Rox Resources Limited (Rox)**ACN/ARSN **107 202 602****1. Details of substantial holder(1)**Name **Venus Metals Corporation Limited (ACN 123 250 582) (VMC) and****Redscope Enterprises Pty Ltd (ACN 641 401 452) (Redscope)**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

12 / 07 / 2023

The previous notice was given to the company on

10 / 07 / 2023

The previous notice was dated

07 / 07 / 2023**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid (ORD)	115,000,000	34.40% (subject to ASIC undertakings, see Pt 1 Annex 1)	60,000,000	17.945%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
12 July 2023	VMC	Disposal by way of in-specie distribution	Nil (in-specie distribution)	55,000,000 ORD	55,000,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	See Pt 2 Annexure 1				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

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

Name	Address
VMC and Redscope	Unit 2, 8 Alvan Street Subiaco WA 6008

Signature

print name **Matthew Hogan**

Director of Venus Metals Corporation
capacity Limited and Redscope Enterprises Pty Ltd

sign here



date 12 / 07 / 2023

DIRECTIONS

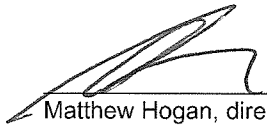
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure 1

Rox Resources Limited (ACN 107 202 602)

This is Annexure 1 of 2 pages referred to in Form 604 (Notice of change of interests of substantial holder) provided by Venus Metals Corporation Limited and Redscope Enterprises Pty Ltd.


Matthew Hogan, director of Venus
Metals Corporation Limited and
Redscope Enterprises Pty Ltd

12 July 2023

Date

Part 1

While VMC previously had a relevant interest in 115,000,000 ORD and a voting power of approximately 34.40% in Rox as at the date of Form 603 dated 7 July 2023, VMC was unable to exercise the votes attached to 55,000,000 ORD for the reasons set out below.

Pursuant to the Asset Sale and Purchase Agreement between VMC and Rox dated 30 March 2023 (**ASPA**), in consideration for the sale of VMC's gold interests in the Youanmi joint ventures to Rox, Rox has issued 110,000,000 ORD (**Consideration Shares**) to VMC on 7 July 2023. The ASPA requires that VMC distribute approximately 55,000,000 of the Consideration Shares to its eligible shareholders (as defined in the VMC notice of meeting released on 24 May 2023) (or, in the case of ineligible shareholders, to the sales nominee appointed by VMC) (**Distribution Shares**) (**In-Specie Distribution**).

On 17 May 2023, ASIC issued ASIC Instrument 23-0373 which provided VMC with an exemption from the requirements of subsections 606(1) and 606(2) of the Corporations Act to allow VMC's voting power in Rox to exceed 20% temporarily between the date of the issue of the Consideration Shares and the completion of the In-Specie Distribution. As a condition to that ASIC instrument, VMC provided an irrevocable deed poll in favour of ASIC containing an undertaking (amongst others) that VMC will not, at any time, exercise the votes attaching to, nor control or influence the exercise of the votes attaching to the Distribution Shares.

Therefore, since the issue of the Consideration Shares, VMC has practically only been able to exercise votes with respect to 60,000,000 ORD (representing voting power in Rox of approximately 17.945%), which is its current relevant interest and voting power as at the date of this notice.

Part 2

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
VMC	VMC	VMC	Registered holder (section 608(1)(a) Corporations Act)	55,000,000 ORD	55,000,000
Redscope	Redscope	Redscope	Registered holder (section 608(1)(a) Corporations Act)	5,000,000 ORD	5,000,000
VMC	VMC	VMC	Deemed relevant interest pursuant to section 608(3) Corporations Act.	5,000,000 ORD	5,000,000