

Rox Resources Shareholders Overwhelmingly Approve Youanmi Gold Project Transaction

Vote paves the way for Rox to consolidate 100% ownership; completion due early July

Rox Resources Limited (“**Rox**”) (ASX: RXL) is pleased to provide an update on the Youanmi Gold Project transaction, announced on 31 March 2023. Rox and its joint venture partner, Venus Metals Corporation Limited (“**Venus**”), entered into a binding agreement to consolidate their respective ownership interests in the Youanmi Gold Project in Western Australia (“**Transaction**”).

The Transaction is subject to several conditions precedent, including (but not limited to) Rox obtaining shareholder approval. Rox advises that, at today’s general meeting of shareholders which was held in relation to the Transaction, all resolutions set out in the Notice of Meeting were passed on a poll.

The Company also notes that as announced to the ASX by Venus today, Venus shareholders have approved all resolutions as they relate to the Transaction.

Management Comments

Rox Managing Director, Mr Rob Ryan commented:

“The tremendous support from shareholders indicates that consolidation of the joint venture interests in the 3.2Moz Youanmi Gold Project under Rox’s 100% ownership is a logical and important step towards unlocking the full potential of the Youanmi Gold Project.”

“Rox has enjoyed a strong start to 2023, highlighted by the transformational consolidation of the Youanmi Gold Project, positive in-fill drilling to convert existing Inferred Resources to Indicated status and the potentially game-changing discoveries at Paddy’s Lode and Midway.”

“On behalf of the Board and leadership team, I would like to thank shareholders for their continued support and look forward to providing further updates as we progress the Youanmi Gold Project through what is expected to be a very exciting period for Rox moving forward.”

For further details on the Transaction, please refer to Rox and Venus' ASX announcement dated 31 March 2023.

Indicative Transaction Timetable

Key Event	Date
Rox to lodge prospectus with ASIC and ASX	Thursday, 6 July 2023
Opening date of the offer under the prospectus	Thursday, 6 July 2023
Closing date of the offer under the prospectus	Friday, 7 July 2023
Issue of Rox shares to Venus pursuant to the Transaction	Friday, 7 July 2023
Completion of Transaction	Friday, 7 July 2023
Record date for in-specie distribution	Monday, 10 July 2023
Venus to undertake in-specie distribution to Venus shareholders	Wednesday, 12 July 2023

The timetable above is indicative only and subject to change.

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 details of the resolutions and the proxies received in respect of each resolution are set out on the following page.

Authorised to be given to the ASX by the Board of Rox Resources Limited.

Christopher Hunt
Company Secretary

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approval to issue Consideration Shares	Ordinary	41,699,281 95.00%	1,396,148 3.18%	796,891 1.82%	87,939	42,604,050 96.83%	1,396,148 3.17%	87,939	Carried
2 Approval of financial assistance	Special	42,290,210 96.67%	662,486 1.51%	796,891 1.82%	230,672	43,194,979 98.49%	662,486 1.51%	230,672	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.