

18 November 2025

Dear Shareholder,

ROX RESOURCES LIMITED (ASX:RXL) NOTICE OF GENERAL MEETING 2025

The Board of Directors of Rox Resources Limited are pleased to invite shareholders to attend the general meeting of the Company on Wednesday 17 December 2025 at 11.00am (AWST) at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia (**Meeting**).

In accordance with the provisions of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the notice of general meeting (**Notice of Meeting**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

<https://www.roxresources.com.au/investors/asx-announcements/>

The Notice of Meeting is important, and you should read it in its entirety. If you are in doubt about the course of action that you should follow, you should seek advice from your accountant, solicitor or other professional advisor. If you have any difficulties accessing a copy of this Notice of Meeting, please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).

How to submit your vote in advance of the Meeting:

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited. The instructions for returning your proxy vote are as follows:

Online: www.investorvote.com.au

Post: Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Custodian and an Intermediary Online subscriber

<https://www.intermediaryonline.com/Login.aspx>

Your proxy voting instruction must be received by 11.00am (AWST) on Monday, 15 December 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Electronic Communications

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents. In order to be able to receive electronic communications from the Company in the future, or request to instead receive documents in physical form, please review and update your shareholder details (as appropriate) online at www.computershare.com.au/investorcentre/RXL

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice of Meeting, shareholders will be updated via the Company's website at <https://www.roxresources.com.au/> and the Company's ASX announcements platform at www.asx.com.au (ASX: RXL).

Yours faithfully



Stephen Dennis
Non-Executive Chairman



ROX RESOURCES LIMITED

ACN 107 202 602

NOTICE OF GENERAL MEETING

The general meeting of the Company will be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia at 11:00 (AWST) on Wednesday, 17 December 2025

It may not be possible for Shareholders to physically attend the Meeting. As a result, the Company encourages Shareholders who cannot attend the Meeting in person to vote by directed proxy. Proxy Forms for the Meeting should be lodged before 11:00am (AWST) on Monday, 15 December 2025.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to admin@roxresources.com.au by no later than 5:00pm (AWST) on Friday, 12 December 2025.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9226 0044

ROX RESOURCES LIMITED

ACN 107 202 602

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Rox Resources Limited (**Company**) will be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia at 11:00am (AWST) on Wednesday, 17 December 2025 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Monday, 15 December 2025 at 4.00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1 Resolution 1 – Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 113,227,577 Shares issued under Listing Rule 7.1 pursuant to the Tranche 1 Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of Shares under the Tranche 1 Placement or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1A

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 75,485,051 Shares issued under Listing Rule 7.1A pursuant to the Tranche 1 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of Shares under the Tranche 1 Placement or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 Resolution 3 – Issue of Tranche 2 Placement Shares to sophisticated and professional investors

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 176,555,465 Shares pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and/or their nominee(s)) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Resolution 4 – Issue of Tranche 2 Placement Shares to Hawke's Point (RRL) L.P

To consider and, if thought fit, to pass with or without amendment, as an **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 up to 51,428,572 Shares to Hawke's Point (RRL) L.P (and/or its nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Hawke's Point (RRL) L.P (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 Resolution 5 – Issue of Tranche 2 Placement Shares to L1 Capital Pty Ltd

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 109,222,522 Shares to L1 Capital (and/or its nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of L1 Capital (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6 Resolution 6 – Issue of Tranche 2 Placement Shares to QGold Pty Ltd

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 45,509,385 Shares to QGold Pty Ltd (and/or its nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of QGold Pty Ltd (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 18 November 2025

By order of the Board

A handwritten signature in black ink, appearing to read 'GH', with a long horizontal flourish extending to the right.

Greg Hoskins
Chief Financial Officer and Company Secretary

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 17 December 2025 at 11:00am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	Introduction
Section 1	Action to be taken by Shareholders
Section 2	Background
Section 3	Resolutions 1 and 2 – Ratification of Tranche 1 Placement Shares issued under Listing Rules 7.1 and 7.1A
Section 4	Resolution 3 – Issue of Tranche 2 Placement Shares to sophisticated and professional investors
Section 5	Resolution 4 – Issue of Tranche 2 Placement Shares to Hawke's Point (RRL) L.P
Section 6	Resolution 5 – Issue of Tranche 2 Placement Shares to L1 Capital Pty Ltd
Section	Resolution 6 – Issue of Tranche 2 Placement Shares to QGold Pty Ltd
Schedule 1	Definitions

A Proxy Form is located at the end of this Explanatory Memorandum.

1 Action to be taken by Shareholders

Shareholders should read the Notice, including this Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

1.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person (subject to the voting exclusions detailed in the Notice).

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy, and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 11:00am (AWST) on Monday, 15 December 2025, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

1.2 Attendance at Meeting

Shareholders may vote by directed proxy rather than attend the Meeting in person (refer to Section 1.1 for further information).

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://www.roxresources.com.au/>.

2 Background

2.1 Placement

On 14 November 2025, the Company announced that it had received firm commitments from institutional, sophisticated and professional investors to raise A\$200.0 million (before costs) through the issue of 571.4 million new Shares at an issue price of A\$0.35 per Share via a two-tranche placement.

The two-tranche placement is comprised of:

- (a) 188.7 million Shares (**Tranche 1 Placement Shares**) to raise approximately A\$66.0 million (before costs) utilising the Company's existing placement capacity pursuant to Listing Rules 7.1 and 7.1A (**Tranche 1 Placement**); and
- (b) 382.7 million Shares (**Tranche 2 Placement Shares**) to raise approximately A\$134.0 million (before costs) subject to Shareholder approval (**Tranche 2 Placement**), which will comprise:
 - (i) 51,428,572 Shares to be issued to Hawke's Point (and/or its nominees);
 - (ii) 109,222,522 Shares to be issued to L1 Capital Pty Ltd (and/or its nominees);
 - (iii) 45,509,385 Shares to be issued to QGold Pty Ltd (and/or its nominees); and
 - (iv) 176,555,465 Shares to be issued to other institutional, sophisticated and professional investors,

(together, the **Placement**).

Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited acted as the joint lead managers to the Placement (**Joint Lead Managers**). The Company will pay the Joint Lead Managers cash fees equalling 3.5% of the total amount raised under the Placement.

The Tranche 1 Placement Shares are to be issued on Friday, 21 November 2025.

Hawke's Point, a substantial holder in the Company, holds a Relevant Interest in 17.8% of the total Shares on issue as at the date of this Notice and committed to investing A\$18.0 million (before costs) under the Tranche 2 Placement. Subject to Shareholder approval (which approval is being sought pursuant to Resolution 4). Hawke's Point will hold a Relevant Interest of approximately 14.0% of the Shares following completion of the Placement.

L1 Capital Pty Ltd participated in Tranche 1 by committing to investing A\$21.8 million (before costs) under the Tranche 1 Placement. L1 Capital Pty Ltd will hold a Relevant Interest of approximately 6.6% of the Shares following completion of the Tranche 1 Placement. L1 Capital Pty Ltd has committed to investing A\$38.2 million (before costs) under the Tranche 2 Placement. Subject to Shareholder approval (which approval is being sought pursuant to Resolution 5). L1 Capital Pty Ltd will hold a Relevant Interest of approximately 12.9% of the Shares following completion of the Placement.

QGold Pty Ltd, a substantial holder in the Company, holds a Relevant Interest in 15.2% of the total Shares on issue as at the date of this Notice and committed to investing A\$9.1 million (before costs) under the Tranche 1 Placement, following which QGold Pty Ltd will hold a Relevant Interest of approximately 14.9%. QGold Pty Ltd is committed to investing a further A\$15.9 million (before costs) under the Tranche 2 Placement. Subject to Shareholder approval (which approval is being sought pursuant to Resolution 6). QGold Pty Ltd will hold a Relevant Interest of approximately 14.1% of the Shares following completion of the Placement.

Resolutions 1 to 6 seek the Shareholders' ratification or approval (as applicable) of the issue or proposed issue of Shares pursuant to the Placement. Each Resolution concerns a different component of the Placement.

Refer to the Company's ASX announcement released on 14 November 2025 for further details of the Placement.

2.2 Indicative Use of Funds

The proceeds raised from the Placement are intended to be used for the following activities:

- (a) Development and construction of the Youanmi Gold Project;
- (b) Resource definition and exploration drilling; and
- (c) Working capital.

The proposed use of funds is indicative only and will be subject to modification on an ongoing basis depending on the results obtained from the Company's activities and other factors relevant to the Board's discretion as to use of funding.

3 Resolutions 1 and 2 – Ratification of Tranche 1 Placement Shares issued under Listing Rules 7.1 and 7.1A

3.1 General

As detailed in Section 2.1, the Company issued 188,712,628 Shares at an issue price of A\$0.35 per Share under the Tranche 1 Placement. The Tranche 1 Placement Shares are to be issued on Friday, 21 November 2025, without Shareholder approval pursuant to the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Resolution 1 seeks Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) of the issue of 113,227,577 Shares issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) of the issue of the 75,485,051 Shares issued pursuant to the Company's 10% placement capacity under Listing Rule 7.1A.

Refer to Section 2.1 for further details of the Placement.

Resolutions 1 and 2 are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 1 and 2.

3.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

In addition to its 15% Placement Capacity, the Company obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2024 annual general meeting to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Company's 2024 annual general meeting, without needing prior Shareholder approval (**10% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rules 7.1 or 7.1A.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, thereby reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Tranche 1 Placement Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 and the 10% Placement Capacity set out in Listing Rule 7.1A without having to obtain prior Shareholder approval under those Listing Rules.

If Resolution 1 or 2 is passed, the relevant Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 and the 10% Placement Capacity in Listing Rule 7.1A, respectively, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the relevant Tranche 1 Placement Shares.

If Resolution 1 or 2 is not passed, the relevant Tranche 1 Placement Shares will be included in the calculating the Company's 15% Placement Capacity under Listing Rule 7.1 and the 10% Placement Capacity in Listing Rule 7.1A, respectively, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the relevant Tranche 1 Placement Shares.

3.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolutions 1 and 2 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Tranche 1 Placement Shares were issued to institutional and sophisticated investors identified by the Joint Lead Managers. No investor under the Tranche 1 Placement was a related party, a member of the Company's Key Management Personnel, a substantial Shareholder, an adviser of the Company or an associate of any of those persons;
- (b) the Tranche 1 Placement Shares comprised the issue of:
 - (i) 113,227,577 Shares pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1; and
 - (ii) 75,485,051 Shares pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 2;
- (c) the Tranche 1 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 Tranche 1 Placement Shares were issued at an issue price of A\$0.35 per Share, raising a total of A\$66.0 million (before costs);
- (e) the Tranche 1 Placement Shares are to be issued on Friday, 21 November 2025;
- (f) funds raised from the issue of the Tranche 1 Placement Shares are intended to be used as detailed in Section 2.2;
- (g) the Tranche 1 Placement Shares were issued pursuant to subscription letters under which institutional, professional and sophisticated investors agree to subscribe for Tranche 1 Placement Shares at an issue price of A\$0.35 per Share; and
- (h) a voting exclusion statement is included in the Notice for Resolutions 1 and 2.

3.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

4 **Resolution 3 – Issue of Tranche 2 Placement Shares to sophisticated and professional investors**

4.1 **General**

Resolution 3 seeks Shareholder approval to issue up to 176,555,465 Shares to institutional, sophisticated and professional investors under the Tranche 2 Placement. This Resolution does not include the Shares issued to Hawke's Point (RRL) L.P, QGold Pty Ltd and L1 Capital Pty Ltd under the Tranche 2 Placement.

Refer to Section 2.1 for further details of the Placement.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 3.

4.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is detailed in Section 3.2.

Resolution 3 seeks the required Shareholder approval to issue the Tranche 2 Placement Shares for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares.

If Resolution 3 is not passed, the Company will not be able to issue the Tranche 2 Placement Shares to the relevant institutional, sophisticated and professional investors and the Company will not be able to raise funds from issuing the Tranche 2 Placement Shares and may seek to raise them from alternate sources.

4.3 **Specific information required by Listing Rule 7.3**

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Tranche 2 Placement Shares will be issued to institutional, professional and sophisticated investors identified by the Joint Lead Managers through the bookbuild processes. No Tranche 2 Placement Shares under Resolution 3 will be issued to a related party, a member of the Company's Key Management Personnel, a substantial Shareholder, an adviser of the Company or an associate of any of those persons;
- (b) the maximum number of shares that the Company may issue to participants as Tranche 2 Placement Shares is up to 176,555,465 Shares;

- (c) the Tranche 2 Placement Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares.
- (d) the Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting;
- (e) the Tranche 2 Placement Shares have an issue price of A\$0.35 per Share, raising a total of A\$61.8 million (before costs);
- (f) funds raised from the proposed issue of the Tranche 2 Placement Shares are intended to be used as detailed in Section 2.2;
- (g) the Tranche 2 Placement Shares will be issued pursuant to subscription letters under which institutional, professional and sophisticated investors agreed, subject to Shareholder approval, to subscribe for Tranche 2 Placement Shares at an issue price of A\$0.35 per Share; and
- (h) a voting exclusion statement is included in the Notice for Resolution 3.

4.4 **Director's recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 3.

5 **Resolution 4 – Issue of Tranche 2 Placement Shares to Hawke's Point (RRL) L.P**

5.1 **General**

Resolution 4 seeks Shareholder approval pursuant to and in accordance with Listing Rule 10.11 (and for all other purposes) for the issue of up to 51,428,572 Shares to Hawke's Point (RRL) L.P (and/or its nominee(s)) under the Tranche 2 Placement (**Hawke's Point Placement Shares**). The Hawke's Point Placement Shares were offered at the same issue price as the Shares under the Tranche 1 Placement (being A\$0.35 per Share), to raise up to A\$18.0 million (before costs).

Refer to Section 2.1 for further details of the Placement.

Hawke's Point falls within Listing Rule 10.11 as Hawke's Point is a substantial holder of 10% or more in the Company and has nominated a Director to the Board. Hawke's Point currently has a Relevant Interest in 17.8% of the total Shares on issue and has nominated Mr Nathan Stoitis as a Director of the Company.

The issue of the Hawke's Point Placement Shares to Hawke's Point does not fall within any of the exceptions to Listing Rule 10.11 and is therefore conditional upon Shareholder approval (which is being sought pursuant to Resolution 4).

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 4.

5.2 **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:

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder 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;
- (d) an associate of a person referred to in (a) to (c); or

- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of the Hawke's Point Placement Shares to Hawke's Point falls within paragraph (c) above (being Listing Rule 10.11.3), as Hawke's Point is a substantial (10%+) holder in the Company and has nominated a Director to the Board. As Hawke's Point does not fall within any of the exceptions in Listing Rule 10.12, it requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 seeks Shareholder approval to issue 51,428,572 Shares to Hawke's Point (and/or its nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Hawke's Point Placement Shares to Hawke's Point (and/or its nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the Hawke's Point Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Hawke's Point Placement Shares to Hawke's Point (and/or its nominee(s)), and the Company will not be able to raise funds from the issue of Hawke's Point Placement Shares to Hawke's Point and may seek to raise them from alternate investors.

5.3 **Specific information required by Listing Rule 10.13**

The following information in relation to Resolution 4 is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Hawke's Point Placement Shares will be issued to Hawke's Point (and/or its nominee(s)). Hawke's Point is a substantial shareholder of the Company;
- (b) Hawke's Point falls within Listing Rule 10.11.3 as Hawke's Point is a substantial holder of 10% or more in the Company and has nominated a Director to the Board;
- (c) the maximum number of Shares to be issued to Hawke's Point (and/or its nominee(s)) is 51,428,572 Shares;
- (d) the Hawke's Point Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (e) the Hawke's Point Placement Shares will be issued no later than one month after the date of the Meeting;
- (f) the Hawke's Point Placement Shares will have an issue price of A\$0.35 per Share, raising a total of A\$18.0 million (before costs);
- (g) funds raised from the issue of the Hawke's Point Placement Shares are proposed to be used as detailed in Section 2.2;
- (h) the issue of the Hawke's Point Placement Shares is not intended to remunerate or incentivise Hawke's Point;
- (i) the Hawke's Point Placement Shares were offered pursuant to a subscription letter. Under the subscription letter, Hawke's Point agreed, subject to Shareholder approval, to subscribe for 51,428,572 Shares at an issue price of A\$0.35 per Share; and
- (j) a voting exclusion statement is included in the Notice for Resolution 4.

5.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4.

6 Resolution 5 – Issue of Tranche 2 Placement Shares to L1 Capital Pty Ltd

6.1 General

Resolution 5 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of up to 109,222,522 Shares to L1 Capital Pty Ltd (and/or its nominee) under the Tranche 2 Placement (**L1 Capital Placement Shares**). The L1 Capital Placement Shares were offered at the same issue price as the Shares under the Tranche 1 Placement (being A\$0.35 per Share), to raise up to A\$38.2 million (before costs).

Refer to Section 2.1 for further details of the Placement.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 5.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is detailed in Section 3.2.

The issue of the L1 Capital Placement Shares does not fall within any of the exceptions to Listing Rule 7.1. Therefore, it requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the L1 Capital Placement Shares to L1 Capital Pty Ltd (and/or its nominee(s)), and the Company will be able to raise funds from the issue of the L1 Capital Placement Shares to L1 Capital Pty Ltd.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the L1 Capital Placement Shares to L1 Capital Pty Ltd (and/or its nominee(s)), and the Company will not be able to raise funds from the issue of the L1 Capital Placement Shares to L1 Capital Pty Ltd and may seek to raise them from alternate investors.

6.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The L1 Capital Placement Shares will be issued to L1 Capital Pty Ltd (and/or its nominee(s)).
- (b) The maximum number of Shares to be issued to L1 Capital Pty Ltd (and/or its nominee(s)) pursuant to Resolution 5 is 109,222,522 Shares.
- (c) The L1 Capital Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The L1 Capital Placement Shares will be issued no later than three months following the date of the Meeting.
- (e) The L1 Capital Placement Shares will have an issue price of A\$0.35 per Share, raising a total of A\$38.2 million (before costs).
- (f) Funds raised from the issue of the L1 Capital Placement Shares are intended to be used as detailed in Section 2.2.
- (g) The L1 Capital Placement Shares were offered pursuant to a placement letter. Under the placement letter, L1 Capital Pty Ltd agreed, subject to shareholder approval, to subscribe for 109,222,522 Shares at an issue price of A\$0.35 per Share.
- (h) The L1 Capital Placement Shares are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement is included in the Notice for Resolution 5.

6.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

7 Resolution 6 – Issue of Tranche 2 Placement Shares to QGold Pty Ltd

7.1 General

Resolution 6 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of up to 45,509,385 Shares to QGold (and/or its nominee) under the Tranche 2 Placement (**QGold Placement Shares**). The QGold Placement Shares were offered at the same issue price as the Shares under the Tranche 1 Placement (being A\$0.35 per Share), to raise up to A\$15.9 million (before costs).

Refer to Section 2.1 for further details of the Placement.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 6.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is detailed in Section 3.2.

The issue of the QGold Placement Shares does not fall within any of the exceptions to Listing Rule 7.1. Therefore, it requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the QGold Placement Shares to QGold (and/or its nominee(s)), and the Company will be able to raise funds from the issue of the QGold Placement Shares to QGold.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the QGold Placement Shares to QGold (and/or its nominee(s)), and the Company will not be able to raise funds from the issue of the QGold Placement Shares to QGold and may seek to raise them from alternate investors.

7.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The QGold Placement Shares will be issued to QGold (and/or its nominee(s)). QGold is a substantial shareholder of the Company.
- (b) The maximum number of Shares to be issued to QGold (and/or its nominee(s)) pursuant to Resolution 6 is 45,509,385 Shares.
- (c) The QGold Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The QGold Placement Shares will be issued no later than three months following the date of the Meeting.
- (e) The QGold Placement Shares will have an issue price of A\$0.35 per Share, raising a total of A\$15.9 million (before costs).
- (f) Funds raised from the issue of the QGold Placement Shares are intended to be used as detailed in Section 2.2.
- (g) The QGold Placement Shares were offered pursuant to a placement letter. Under the placement letter, QGold agreed, subject to shareholder approval, to subscribe for 45,509,385 Shares at an issue price of A\$0.35 per Share.
- (h) The QGold Placement Shares are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement is included in the Notice for Resolution 6.

7.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 6.

Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 3.2.

15% Placement Capacity has the meaning given in Section 3.2.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Company means Rox Resources Limited (ACN 107 202 602).

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Hawke's Point means Hawke's Point Holdings (RRL) L.P.

Hawke's Point Placement Shares has the meaning given in Section 5.1.

Joint Lead Managers means Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

L1 Capital means L1 Capital Pty Ltd.

L1 Capital Placement Shares has the meaning given in Section 6.1.

Listing Rules means the official listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Placement has the meaning given in Section 2.1.

Proxy Form means the proxy form attached to the Notice.

QGold means QGold Pty Ltd.

QGold Placement Shares has the meaning given in Section 7.1.

Relevant Interest has the meaning given in the Corporations Act.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Tranche 1 Placement has the meaning given in Section 2.1.

Tranche 1 Placement Shares has the meaning given in Section 2.1.

Tranche 2 Placement has the meaning given in Section 2.1.

Tranche 2 Placement Shares has the meaning given in Section 2.1.

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 (AWST) on Monday, 15 December 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

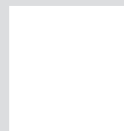
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

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: 188489

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 Rox Resources Limited hereby appoint

☐ the Chairperson of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairperson 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 Chairperson 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 Rox Resources Limited to be held at Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 on Wednesday, 17 December 2025 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairperson authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolutions 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson.

Important Note: If the Chairperson of the Meeting is (or becomes) your proxy you can direct the Chairperson to vote for or against or abstain from voting on Resolutions 4, 5 and 6 by marking the appropriate box in step 2.

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 1	Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1	☐	☐	☐
Resolution 2	Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
Resolution 3	Issue of Tranche 2 Placement Shares to sophisticated and professional investors	☐	☐	☐
Resolution 4	Issue of Tranche 2 Placement Shares to Hawke's Point (RRL) L.P	☐	☐	☐
Resolution 5	Issue of Tranche 2 Placement Shares to L1 Capital Pty Ltd	☐	☐	☐
Resolution 6	Issue of Tranche 2 Placement Shares to QGold Pty Ltd	☐	☐	☐

The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairperson 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