

PROSPECTUS DISPATCHED AND ENTITLEMENT OFFER OPENS

Proceeds to underpin completion of the Youanmi Pre-Feasibility Study, due in June 2024, and the next stage of near-mine exploration and resource growth

West Australian gold exploration and development company Rox Resources Limited (ASX: RXL) (**Rox** or the **Company**) is pleased to advise that it has completed the despatch of its prospectus dated and lodged with ASIC and ASX on Friday, 26 April 2024 (**Prospectus**) together with personalised entitlement and acceptance forms, to eligible Rox shareholders to participate in the pro rata non-renounceable entitlement offer of new fully-paid ordinary shares in the Company (**Shares**) to raise up to approximately \$7.62 million (before costs).

The Entitlement Offer is open for acceptance today, Monday, 6 May 2024 and is scheduled to close at 5:00pm (AWST) on Monday, 20 May 2024 (unless extended). An indicative timetable for the Entitlement Offer is provided below.

The Entitlement Offer is available to shareholders whose registered address is in Australia, New Zealand, the United Kingdom or the United States (to the extent such shareholder with a registered address in the United States is an institutional accredited investor within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) or (12) under the *United States Securities Act of 1933* (United States) (**Approved US Institutional Shareholder**) as recorded on the Company's share register as at 5:00pm (AWST) on Wednesday, 1 May 2024 (**Record Date**) (**Eligible Shareholders**).

Eligible Shareholders are being invited to subscribe for one (1) new Share (**New Share**) for every eight (8) existing Shares held on the Record Date at an issue price of \$0.165 per New Share, together with one (1) free attaching option for every two (2) New Shares subscribed for and issued, exercisable at \$0.25 each and expiring on 30 November 2025 (**New Option**).

To participate in the Entitlement Offer, you must ensure that you have paid your application monies by BPAY® (for Australian applicants) or EFT (for overseas applicants) in accordance with the instructions detailed on your personalised entitlement and acceptance form before 5:00pm (AWST) on Monday, 20 May 2024.

The Company intends to use the funds raised from the Entitlement Offer to underpin near-mine exploration activities at the Youanmi Gold Project and completion of the ongoing Pre-Feasibility Study, scheduled for completion in June 2024, and to advance detailed geo-metallurgical studies ahead of future feasibility studies.

The Company will also attribute funds raised towards working capital, corporate and administrative expenses.

Eligible Shareholders should consider the Prospectus in full before deciding whether to apply for New Shares and New Options under the Entitlement Offer pursuant to the Prospectus and will need to follow the instructions on the personalised entitlement and acceptance form that will accompany the Prospectus.

Indicative Timetable

The indicative timetable for the Entitlement Offer is as follows:

Event	Date*
Announce Entitlement Offer	Friday, 26 April 2024
Lodge Prospectus with ASIC and release to ASX	Friday, 26 April 2024
"Ex" Date	Tuesday, 30 April 2024
Record Date	5:00pm (AWST) on Wednesday, 1 May 2024
Despatch Prospectus	Monday, 6 May 2024
Entitlement Offer Opening Date	Monday, 6 May 2024
Last day to extend the Entitlement Offer Closing Date	Wednesday, 15 May 2024
Entitlement Offer Closing Date	5:00pm (AWST) on Monday, 20 May 2024
Securities quoted on a deferred settlement basis	Tuesday, 21 May 2024
Announce results of Entitlement Offer	Monday, 27 May 2024
Issue New Shares and New Options under Entitlement Offer	Monday, 27 May 2024
ASX Quotation of New Shares commences	Tuesday, 28 May 2024

*** Note:** The above timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Shares and New Options. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, the relevant application monies will be returned without interest.

If you have any questions in respect of the Entitlement Offer, please contact the Company's share registry, Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (AEST) Monday to Friday (excluding public holidays) during the offer period for the Entitlement Offer or email the Company Secretary at admin@roxresources.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

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

*** ENDS ***



For more information:

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Not an offer in the United States

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6 May 2024

Dear Shareholder

PRO-RATA NON-RENOUNCEABLE ENTITLEMENT OFFER – LETTER TO ELIGIBLE SHAREHOLDERS

I am writing to you as the registered holder of fully paid ordinary shares (**Shares**) in Rox Resources Limited ACN 107 202 602 (**Rox** or the **Company**) with a registered address in Australia, New Zealand, the United Kingdom or the United States (to the extent such shareholder with a registered address in the United States is an institutional accredited investor within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) or (12) under the *United States Securities Act of 1933* (United States) (**Approved US Institutional Shareholder**)).

On 26 April 2024, the Company announced that it was conducting a non-renounceable pro rata entitlement offer to eligible shareholders on the basis of one (1) new Share (**New Share**) for every eight (8) existing Shares held at an offer price of \$0.165 per New Share, together with one (1) free attaching option for every two (2) New Shares subscribed for and issued, exercisable at \$0.25 each and expiring on 30 November 2025 (**New Option**), to raise gross proceeds of up to approximately \$7.62 million (before costs) (**Entitlement Offer**).

The New Shares and New Options together comprise the **New Securities**.

The Entitlement Offer is being made pursuant to a prospectus lodged with the Australian Securities and Investments Commission and the Australian Securities Exchange (**ASX**) on Friday, 26 April 2024 (**Prospectus**).

Any New Securities under the Entitlement Offer that are not applied for will form the **Shortfall Securities**. The offer to issue Shortfall Securities is a separate offer under the Prospectus and will be made on the same basis as the Entitlement Offer (**Shortfall Offer**). The Shortfall Securities will be allocated at the Rox directors' discretion within three months from the closing date of the Entitlement Offer.

The Prospectus is available on the Company's website at: <https://www.roxresources.com.au/> and on the ASX website at www.asx.com.au. The Company intends to use the proceeds to be raised under the Entitlement Offer primarily to underpin near-mine exploration activities at the Youanmi Gold Project and completion of the ongoing Pre-Feasibility Study, scheduled for completion in June 2024. The Company will also attribute funds raised towards working capital, corporate and administrative expenses. Refer to the Company's ASX announcement on 26 April 2024 and the Prospectus for further details regarding the Company's proposed use of proceeds from the Entitlement Offer.

Details of the Entitlement Offer

As an Eligible Shareholder (defined below), you are able to subscribe for one (1) New Share for every eight (8) Shares held at the Record Date (defined below), together with one (1) New Option for every two (2) New Shares subscribed for and issued (**Entitlement**). The New Shares will have an offer price of \$0.165 per New Share (**Offer Price**).

Eligible Shareholders can choose to take up all, part or none of their Entitlement under the Entitlement Offer.

Eligible Shareholders who take up their Entitlement in full may apply for New Securities in excess of their Entitlement by applying for Shortfall Securities (subject to the allocation policy detailed in Section 2.7 of the Prospectus). Applications for Shortfall Securities may be scaled back at the Rox directors' discretion.

Any Shortfall Securities not allocated to Eligible Shareholders will be allotted to other investors who have applied for Shortfall Securities under the Shortfall Offer.

The New Shares issued under the Entitlement Offer (and any Shares which may be issued upon exercise of the New Options) will rank equally with the existing Shares on issue. Fractional Entitlements will be rounded up or down to the nearest whole number, with Entitlements to half or more of a New Security rounded up.

Application Procedure

This letter is to notify you that the Entitlement Offer is now open and provide you with instructions as to how to obtain a copy of the Prospectus and your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**).

You should read the Prospectus (together with the Entitlement and Acceptance Form) carefully and in its entirety before deciding whether to participate in the Entitlement Offer.

The Company will not be printing / despatching hard copies of the Prospectus or the Entitlement and Acceptance Forms, unless requested by a shareholder.

How to obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form

- **Online:** The Prospectus and your personalised Entitlement and Acceptance Form (including how to pay by BPAY® (Australian applicants) or EFT (Overseas applicants)) can be accessed online at www.computersharecas.com.au/rxlnrri.
- **Paper:** If you are unable to access your Entitlement and Acceptance Form online, you can request a paper copy of the Prospectus and your personalised Entitlement and Acceptance Form by calling Computershare Investor Services Pty Ltd (**Computershare** or the **Share Registry**) on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (AEST) Monday to Friday (excluding public holidays). To accept the Entitlement Offer using these paper copy documents, you will still need to make payment via BPAY® (Australian applicants) or EFT (Overseas applicants).

To accept the Entitlement Offer using these paper copy documents, you will still need to make payment via BPAY® (Australian applicants) or EFT (Overseas applicants).

The Entitlement Offer is scheduled to close Monday, 20 May 2024 at 5:00pm (AWST) (Closing Date). Payment must be received before this time.

“**Eligible Shareholders**” are those persons who:

- are registered as a holder of Shares as at 5:00pm (AWST) on Wednesday, 1 May 2024 (**Record Date**); and
- have a registered address in Australia, New Zealand, the United Kingdom or the United States (to the extent such person is an Approved US Institutional Shareholder) or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Securities under the Entitlement Offer.

Shareholders who are not Eligible Shareholders are unable to participate in the Entitlement Offer.

Options available to Eligible Shareholders

1. If you wish to take up all of your Entitlement

If you decide to take up all of your Entitlement, please either:

Rox Resources Limited
Telephone: +61 8 9226 0044

ABN 53 107 202 602
Facsimile: +61 8 9322 6254

Address: Level 2, 87 Colin Street, West Perth WA 6005
Email: admin@roxresources.com.au

- make a payment of the number of New Shares you are entitled to multiplied by the Offer Price per New Share via BPAY® by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at www.computersharecas.com.au/rxlnrri; or
- if you are an Eligible Shareholder registered in New Zealand, the United Kingdom or the United States (to the extent you are an Approved US Institutional Shareholder), make a payment of the number of New Shares you are entitled to multiplied by the Offer Price per New Share via EFT by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at www.computersharecas.com.au/rxlnrri,

in each case, so that funds are received by the Share Registry by no later than 5:00pm (AWST) on the Closing Date.

2. If you wish to take up all of your Entitlement and apply for Shortfall Securities

If you decide to take up all of your Entitlement and apply for New Securities in excess of your Entitlement by applying for Shortfall Securities, please either:

- make a payment of the number of New Shares you are entitled to plus the number of Shortfall Securities you wish to apply for, multiplied by the Offer Price per New Share via BPAY® by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at www.computersharecas.com.au/rxlnrri; or
- if you are an Eligible Shareholder registered in New Zealand, the United Kingdom or the United States (to the extent you are an Approved US Institutional Shareholder), make a payment of the number of New Shares you are entitled to plus the number of Shortfall Securities you wish to apply for, multiplied by the Offer Price per New Share via EFT by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at www.computersharecas.com.au/rxlnrri,

in each case, so that funds are received by the Share Registry by no later than 5:00pm (AWST) on the Closing Date.

You should note that the Shortfall Securities will be allocated in accordance with the allocation policy set out in Section 2.7 of the Prospectus, and there is a chance you will be allocated less than the number of Shortfall Securities you have applied for (or none at all). In the event you are allocated less Shortfall Securities than the number you have applied for, the excess application monies will be refunded to you (without interest).

3. If you wish to take up part of your Entitlement and allow the remaining balance to lapse

If you decide to take up part of your Entitlement, and allow the balance to lapse, please either:

- make a payment of the number of New Shares you wish to subscribe for (being less than the number shown on your personalised Entitlement and Acceptance Form) multiplied by the Offer Price per New Share via BPAY® by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at www.computersharecas.com.au/rxlnrri; or
- if you are an Eligible Shareholder registered in New Zealand, the United Kingdom or the United States (to the extent you are an Approved US Institutional Shareholder), make a payment of the number of New Shares you wish to subscribe for (being less than the number shown on your personalised Entitlement and Acceptance Form) multiplied by the Offer Price per New Share via EFT by following the instructions detailed on the personalised Entitlement and Acceptance Form available online at www.computersharecas.com.au/rxlnrri,

in each case, so that funds are received by the Share Registry by no later than 5:00pm (AWST) on the Closing Date.

The Company also reserves the right (in its absolute discretion) to reduce the number of New Securities issued to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if the Company believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to the Company's satisfaction.

Eligible Shareholders who do not participate fully in the Entitlement Offer will have their percentage holding in the Company reduced by the Entitlement Offer.

You will not receive any value for the Entitlements you choose not to take up and they will lapse and become Shortfall Securities.

4. If you take no action

If you take no action, you will not be allocated New Securities and your Entitlement will lapse and become Shortfall Securities. Your Entitlement to participate in the Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Eligible Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Shareholders who do not participate fully in the Entitlement Offer will have their percentage holding in the Company reduced by the Entitlement Offer.

Payment by BPAY® or EFT

When paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

When paying by EFT, please make sure you use the unique reference number on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the unique reference number specific to the Entitlement on that Entitlement and Acceptance Form.

Please note that should you choose to pay by BPAY® or EFT:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and under the Prospectus; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies; and
- any application monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any application monies received or refunded.

Indicative Timetable

Further details of the Entitlement Offer timetable are outlined below:

Event	Date*
Announcement of Entitlement Offer	Friday, 26 April 2024
Lodgment of Prospectus with ASIC and released to ASX	Friday, 26 April 2024
"Ex" Date	Tuesday, 30 April 2024
Record Date	5:00pm (AWST) on Wednesday, 1 May 2024
Dispatch of Prospectus	Monday, 6 May 2024
Entitlement Offer Opening Date	Monday, 6 May 2024
Last day to extend the Entitlement Offer Closing Date	Wednesday, 15 May 2024
Entitlement Offer Closing Date	5:00pm (AWST) on Monday, 20 May 2024
Securities quoted on a deferred settlement basis	Tuesday, 21 May 2024
Announce results of Entitlement Offer	Monday, 27 May 2024
Issue New Securities under Entitlement Offer	Monday, 27 May 2024
ASX Quotation of New Shares commences	Tuesday, 28 May 2024

** Note: The above timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Shares and New Options. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, the relevant application monies will be returned without interest.*

Further Information

If you have any questions in relation to the Entitlement Offer, please contact the Share Registry, Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (AEST) Monday to Friday (excluding public holidays) during the offer period for the Entitlement Offer or email the Company Secretary at admin@roxresources.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

Yours faithfully,



Stephen Dennis
Non-Executive Chairman
Rox Resources Limited

6 May 2024

Dear Shareholder

PRO-RATA NON-RENOUNCEABLE ENTITLEMENT OFFER – LETTER TO INELIGIBLE SHAREHOLDERS

I am writing to you as the registered holder of fully paid ordinary shares (**Shares**) in Rox Resources Limited ACN 107 202 602 (**Rox** or the **Company**) with a registered address outside of Australia, New Zealand, the United Kingdom or the United States (to the extent such person is not an Approved US Institutional Shareholder (defined below)).

On Friday, 26 April 2024, the Company announced that it was conducting a non-renounceable pro rata entitlement offer of new Shares on the basis of one (1) new Share (**New Share**) for every eight (8) existing Shares held at an offer price of \$0.165 per New Share, together with one (1) free attaching option for every two (2) New Shares subscribed for and issued, exercisable at \$0.25 each and expiring on 30 November 2025 (**New Option**), to raise gross proceeds of up to approximately \$7.62 million (before costs) (**Entitlement Offer**).

The New Shares and New Options together comprise the **New Securities**.

The Entitlement Offer is being made pursuant to a prospectus lodged with the Australian Securities and Investments Commission and the Australian Securities Exchange (**ASX**) on Friday, 26 April 2024 (**Prospectus**). The Prospectus is available on the Company's website at: <https://www.roxresources.com.au/> and on the ASX website at www.asx.com.au.

The Prospectus will be made available to shareholders with a registered address in Australia, New Zealand, the United Kingdom or the United States (to the extent such shareholder with a registered address in the United States is an institutional accredited investor within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) or (12) under the *United States Securities Act of 1933* (United States) (**Approved US Institutional Shareholder**)) as at 5:00pm (AWST) on Wednesday, 1 May 2024 (**Record Date**) (**Eligible Shareholders**).

This is a letter to inform you that you are not an Eligible Shareholder for the purposes of the Entitlement Offer and explain why you will not be able to subscribe for New Securities under the Entitlement Offer.

Eligibility Criteria

You are not eligible to participate in the Entitlement Offer because on the Record Date you did not satisfy the conditions below for an Eligible Shareholder, being persons who:

- are registered as a holder of Shares as at the Record Date, being 5:00pm (AWST) on Wednesday, 1 May 2024; and
- have a registered address in Australia, New Zealand, the United Kingdom or the United States (to the extent such person is an Approved US Institutional Shareholder) or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Securities under the Entitlement Offer.

Shareholders who are not Eligible Shareholders are ineligible shareholders (**Ineligible Shareholders**).

The restrictions upon eligibility under the Entitlement Offer arise because of legal and regulatory requirements in countries other than those listed above and the potential costs to the Company and

complexity of complying with these legal and regulatory requirements compared to the relatively small number of shareholders in those countries, the relatively small number of existing Shares they hold and the relatively low value of the New Securities to which those shareholders would otherwise be entitled.

The Company has determined, pursuant to section 9A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make or extend the offer to shareholders in certain countries under the Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder and accordingly you are an Ineligible Shareholder. The Company wishes to advise that in accordance with section 9A(3) of the *Corporations Act* and ASX Listing Rule 7.7.1(b), the Entitlement Offer will not be extended to you and you will not be able to subscribe for New Securities under the Entitlement Offer.

No action required

This letter is to inform you about the Entitlement Offer and explain why you will not be able to subscribe for New Securities under the Entitlement Offer. This letter is not an offer to issue New Securities to you, nor an invitation for you to apply for New Securities.

You are not required to do anything in response to this letter.

On behalf of the Board and management of the Company, we regret that you are not eligible to participate in the Entitlement Offer but thank you for your ongoing support of the Company.

Further Information

If you have any questions in relation to the Entitlement Offer, please contact the Company's Share Registry, Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (AEST) Monday to Friday (excluding public holidays) during the offer period for the Entitlement Offer or email the Company Secretary at admin@roxresources.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

Yours faithfully,



Stephen Dennis
Non-Executive Chairman
Rox Resources Limited