ROX RESOURCES LIMITED

ABN 53 107 202 602

ANNUAL REPORT

2023

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Corporate Directory

Directors:

Mr Stephen Dennis (*Non-Executive Chairman)*
Mr Robert Ryan (*Managing Director)*
Dr John Mair (*Non-Executive Director)*
Mr Matthew Hogan (*Non-Executive Director)*

Company Secretary:

Mr Christopher Hunt

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Chairman's Review

Dear Shareholder,

On behalf of the Board of Directors, I am pleased to present the Company's 2023 Annual Report and to reflect on a year which saw a number of positive developments at Rox that will see us move closer to an eventual restart of operations at our flagship asset, the Youanmi Gold Project in Western Australia.

In October 2022, we released a Scoping Study to the ASX following substantial upgrades to the Youanmi underground gold resource. The study demonstrated compelling financial outcomes for Youanmi, reflecting the high grade and low capital intensity of the project, based on average annual gold production of approximately 71koz per annum with an average head grade of 5.0g/t Au for total gold production of 569koz over an 8-year life of mine.

In January this year, we commenced an extensive resource drill program focused on converting Inferred Resources to Indicated classification at the high-priority areas, Link and Kathleen, which are integral to the Youanmi Project and which we expect will underpin early production for the purposes of upcoming feasibility studies.

At the same time, we commenced an exploration drilling program focused on the 'Midway' discovery made in 2021, and the exciting 'Youanmi South' prospect – since re-named 'Paddy's Lode' – following the discovery of a significant new mineralised lode south of the Youanmi Main Lode. These drill programs are continuing throughout the current year, and we look forward to progressively releasing further results prior to completing final technical and economic feasibility studies.

In June this year, we were pleased to receive overwhelming shareholder support for a transaction which has seen Rox and Venus Metals Corporation Limited ("Venus") consolidate their respective ownership interests in Youanmi under Rox's 100% ownership. This is an important and logical step towards unlocking the full potential of the Youanmi Gold Project. The transaction was completed on July 7, 2023 and, with Venus now owning approximately 17.9% of Rox, we welcomed Venus Managing Director Mr Matthew Hogan as a Non-Executive Director who will provide his invaluable experience as we advance Youanmi.

Following completion of the Scoping Study referred to earlier, Mr Alex Passmore stepped down as the Company's Managing Director in October last year, this being a logical time for a leadership transition. Non-Executive Director Mr Robert Ryan, who has extensive experience in feasibility studies, project development and mining operations, transitioned to the role of Managing Director and Chief Executive Officer, and the Board has confidence in Rob's ability to take the Youanmi Gold Project forward to development. On behalf of all shareholders, I would like to take this opportunity to thank Alex for his contribution.

Our immediate priorities at Rox are to further evaluate the recent discoveries at Midway and Paddy's Lode, and to undertake drilling on high-priority regional targets to the south of Youanmi. It is also our intention to complete a Pre-Feasibility Study for Youanmi by June next year, which we expect will lay a strong foundation for commencing mining operations.

During August, we announced we had received binding commitments for a $7.0m (before costs) placement to institutional and sophisticated investors at $0.20 per share with funds being utilised to progress these activities.

I welcome new shareholders who participated in this recent placement, and I also thank all of our shareholders for your continued support.

Stephen Dennis
Non-executive Chairman

Review of Operations

Rox Resources Limited ("Rox" or "the Company") and its consolidated entities (together "the Group") is a West Australian focused gold exploration and development company. It is the 70 per cent owner and operator (100% as at 7 July 2023) of the historic Youanmi Gold Project near Mt Magnet, approximately 480 kilometres northeast of Perth, and owns the Mt Fisher - Mt Eureka Project approximately 140 kilometres southeast of Wiluna with 100% ownership of certain tenure with the remaining tenure held via a joint venture (Rox 51%, earning into 75%). All projects contain JORC resources and are located in Western Australia (Figure 1).

Highlights

- Transformational transaction to acquire 100% of the Youanmi Gold Project and remaining gold rights in regional tenure from Venus (completed 7 July 2023)
- Divested Cannon Resources Limited for $3.8 million
- Leadership transition to Mr Robert Ryan to advance the Youanmi Gold Project
- Successful drilling campaign, with positive resource infill results and new near-mine discoveries
- Capital raising via a placement and share purchase plan of A$9.0 million (before costs)

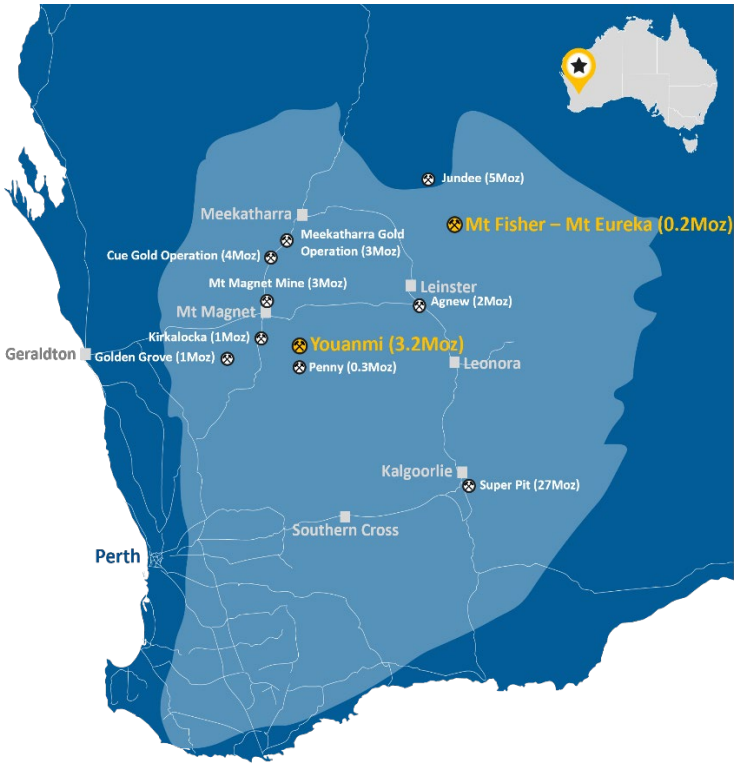


Figure 1 - Project Location Map

Projects

Youanmi Gold Project

The Youanmi Gold Project is located 480km to the northeast of Perth, Western Australia, accessed by the sealed Great Northern Highway for a distance of 418km from Perth to Paynes Find and then for 150km by the unsealed Paynes Find to Sandstone Road.

The Youanmi Gold Project consists of the following (see Figure 2):

- OYG JV (all minerals) - covers 65km^2, is circa 10km x 7km wide, and surrounds the Youanmi Gold Mine and nearby extensions *(Rox 70%)*
- VMC JV (gold rights) - covers 302km^2 *(Rox 50%)*
- Youanmi JV (gold rights) - covers 270km^2 *(Rox 45%)*
- Currans Find JV (all minerals) - covers 4km^2 *(Rox 45%)*

Review of Operations

The Youanmi Gold Project has produced an estimated 667,000 oz of gold at 5.47 g/t Au since discovery in 1901 during three main periods: 1908 to 1921, 1937 to 1942, and 1987 to 1997. The last parcel of ore mined underground at Youanmi (November 1997) was at 14.6 g/t Au.

Youanmi Gold Project gold deposits are situated in the Youanmi greenstone belt. The geological structure of the belt is dominated by the north-trending Youanmi Fault Zone. The majority of gold mineralisation found at the project is hosted within the north-northwest splays off the north-northeast trending Youanmi Fault.

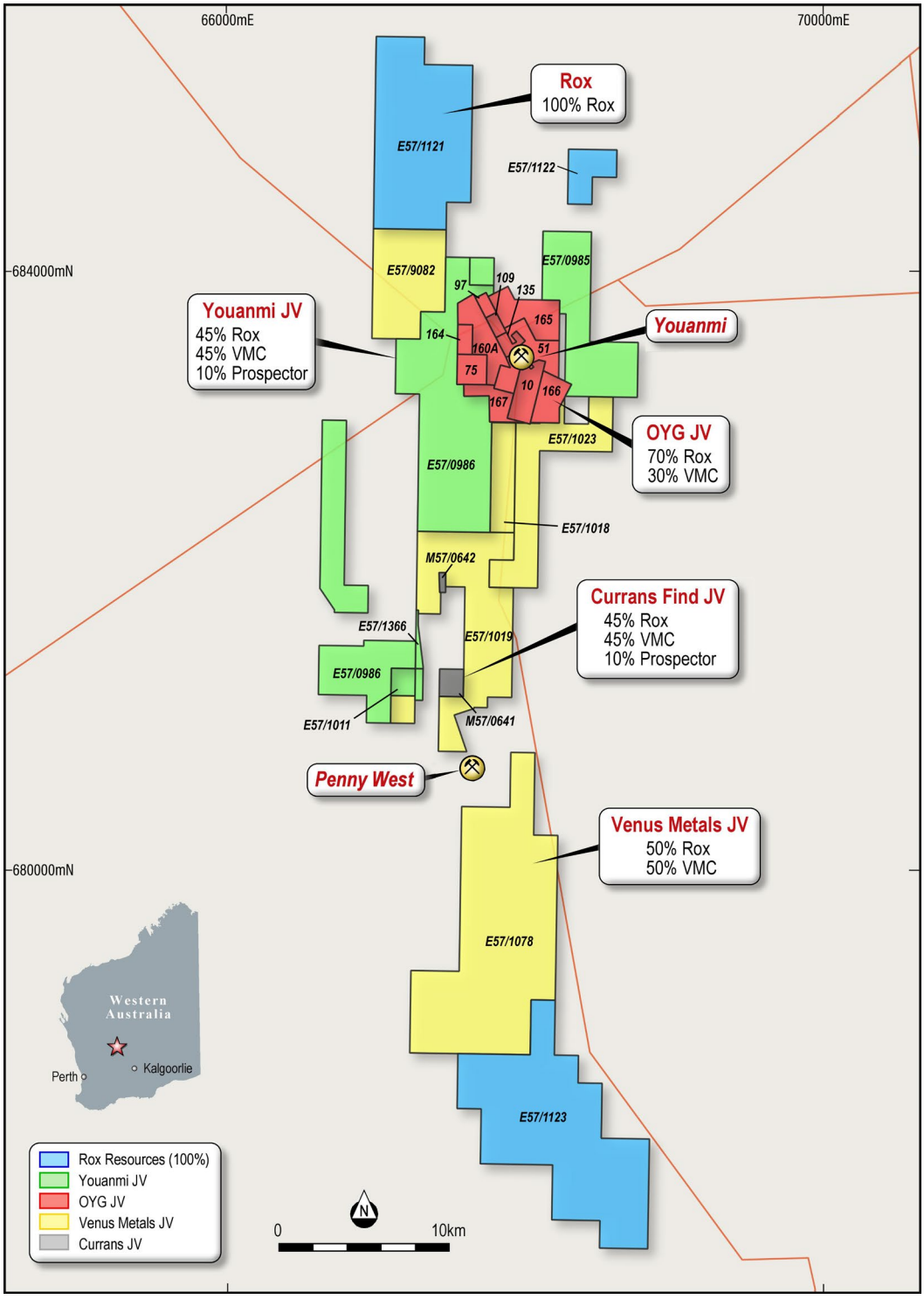


Figure 2 - Youanmi Gold Project

Review of Operations

During the financial year, the Youanmi Gold Project was significantly advanced through exploration and study activities which are further outlined below.

The Group released a Scoping Study in relation to the Youanmi Gold Project which is targeting average annual gold production of approximately 71koz per annum with an average gold head grade of 5.0g/t Au for a total gold production target of approximately 569koz over an 8-year life of mine. The first three years of production are underpinned by a 79:21 ratio of Indicated to Inferred Resource feed material. As a historic mining centre, the economics for the Youanmi Gold Project benefit significantly from existing infrastructure and mining approvals.

A combination of gold-in-concentrate and carbon-in-leach (CIL) bullion production has been pursued as the optimum commercialisation strategy for initial cashflow generation at the Youanmi Gold Project. The Youanmi Gold Project will require funding of approximately $134m, consisting of the following:

- Total pre-production capital expenditure of approximately $99m;
- Total pre-production operating cost of approximately $31m (including pre-production mining and site general and administrative costs in the first 7 months until first gold production); and
- Assumed financing charges until the first gold production of approximately $4m.

The Scoping Study shows compelling financial outcomes reflecting the high grade and low capital intensity of the Youanmi Gold Project, including:

- Project life of 8 years;
- Cumulative EBITDA of approximately $577m over the life of the Project;
- Pre-tax undiscounted free cash flow of approximately $418m over the life of the Project;
- Pre-tax and unleveraged Net Present Value (NPV5%) of approximately $303m;
- Pre-tax and unleveraged Internal Rate of Return (IRR) of approximately 45%; and
- Pre-tax and unleveraged payback of approximately 3.0 years (from commencing production).

Importantly, the operating plan envisaged in the Scoping Study retains considerable upside for future growth, with the production target accounting for only 3% of the near surface mineral resource and approximately 27% of the underground mineral resource.

Review of Operations

Following a successful capital raising in late calendar year 2022 the Group commenced a 23,000m (subsequently increased to 28,500m) multi-rig resource definition and exploration drill campaign at the Youanmi Gold Project.

The resource definition drilling focused on the conversion of resources from inferred to indicated classification to upgrade the Youanmi Gold Project Resource and the exploration drilling tested near-mine exploration targets to delineate additional ounces which can be incorporated into the Youanmi Gold Project.

The program, which completed in June 2023, was highly successful with the following key highlights:

Midway

Midway is a newly defined exploration corridor that is located within 300m of the hanging-wall of the Youanmi Main lode and is open in all directions.

The following high-grade results were announced to ASX 20 February 2023:

- 2.86m @ 22.03 g/t Au from 356.39m in RXDD047 and;
- 3.73m @ 10.25 g/t Au from 405.80m in RXDD047
- 6.76m @ 15.40 g/t Au from 169.13m in RXDD048

Drilling has shown thick continuous high-grade intersections with the potential to add additional resources to the Youanmi Gold Project.

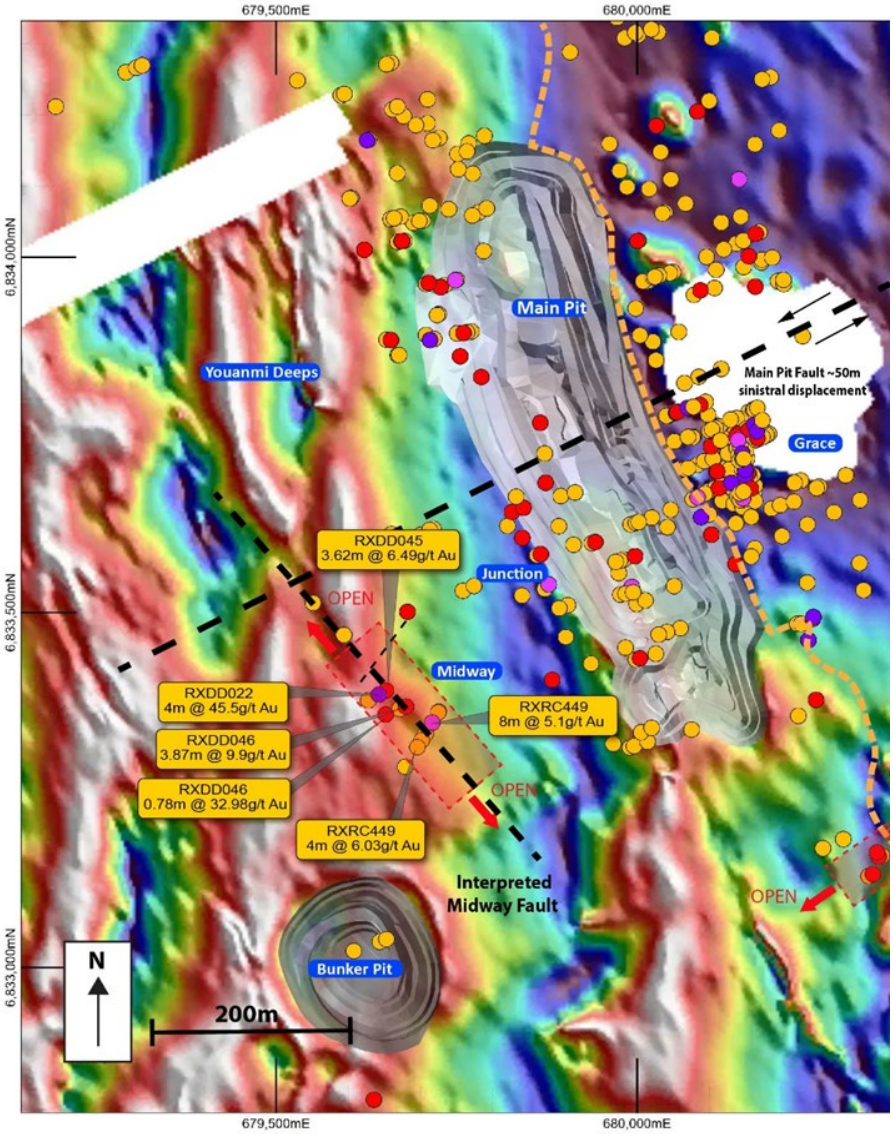


Figure 3 - Midway results with magnetic geophysical background (ASX: 16 May 2023)

Review of Operations

Paddy's Lode (formerly Youanmi South)

A new mineralised lode just 250m from the Youanmi pit is a structurally complex zone south of the granite margin, with recent interpretations from magnetic data highlighting a range of structural trends, including the east-northeast trending Youanmi South Structure. The area has limited shallow historical drilling, which is primarily drilled parallel to the 060-degree trending targeted structure.

The following high-grade results were announced to ASX 2 March 2023:

- RXRC458: 28m @ 34.81g/t Au from 204m, including:
  - 18m @ 51.96g/t from 207m, including;
  - 10m@ 79.55g/t from 211m, including;
  - 3m @ 138.07g/t from 218m
- RXDD080: 5.70m @ 8.26g/t Au from 233.30m
- RXDD095: 5.08m @ 9.56g/t Au from 225.80m
- RXDD098: 3.32m @ 8.29g/t Au from 200.05m

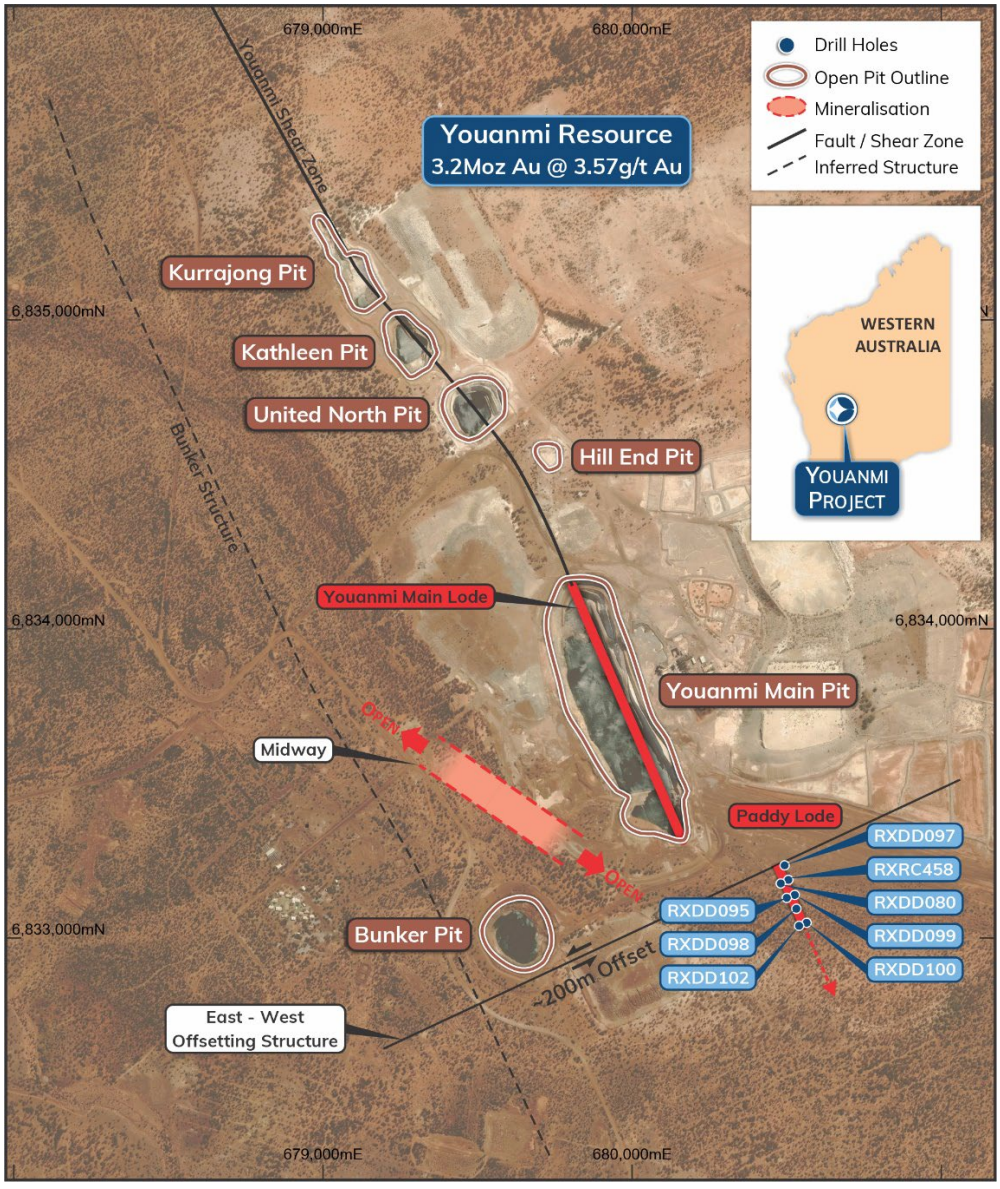


Figure 4 - Plan view of the Youanmi Gold Project showing the location of the newly discovered Paddy Lode.

Review of Operations

Infill drilling results (Link)

Drilling at Link targeted an upgrade in resource category over a 460m strike length between 230m and 475m below surface. The consistency of the high-grade results being received bodes well for future resource updates as well as for potential depth extensions with the following high-grade standout intercepts (ASX: 5 April 2023 and 26 April 2023):

- RXDD052: 4.00m @ 14.85g/t Au
- RXDD058: 6.53m @ 10.31g/t Au; and 7.61m @ 8.20g/t Au
- RXDD059: 8.25m @ 8.54g/t Au
- RXDD062: 22.00m @ 6.31g/t Au, including:
  - 11.20m @ 10.37g/t Au
- RXDD076: 4.26m @ 9.67g/t Au

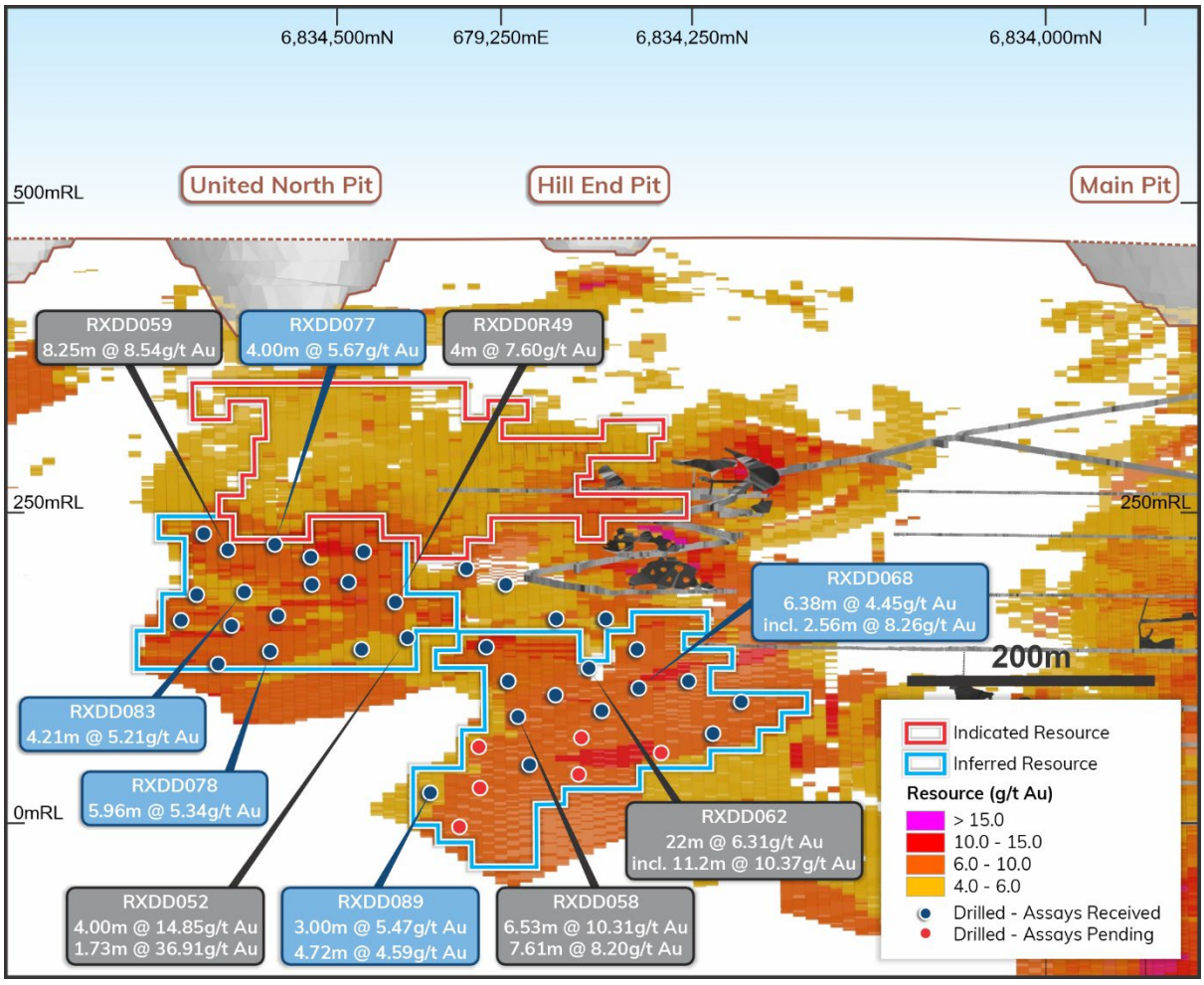


Figure 5 - Long Section of the resource definition drilling for the Link Area. Existing underground workings are located in close proximity to the strong gold mineralisation at Link (ASX: 13 June 2023).

Review of Operations

Mt Fisher - Mt Eureka Project
(Mt Fisher Gold - Rox 100% : Mt Eureka Gold and Nickel – Rox 51%, earning to 75%, Cullen Resources Limited 49%)

The Mt Fisher - Mt Eureka Project ("the Project") is in the Northern Goldfields, approximately 500km northeast of Kalgoorlie (about 120km east of Wiluna) within the Mt Fisher greenstone belt which is located 40km east of the prolific Yandal greenstone belt, host of significant gold deposits including Jundee, Bronzewing and Mt McClure. The Project is also situated immediately along strike of Cannon Resources Limited's ("Cannon") nickel deposits (134kt of contained nickel at 1.8% Ni) with the host ultramafic unit extending into the Project's tenure.

Certain tenure of the Project is held 100% by Rox with the remaining tenure held by Rox and Cullen Resources Limited ("**Cullen**") (ASX: CUL) in a joint venture, with Rox earning into 75% (currently 51%).

Rox's tenure covers a large area over the Mt Fisher greenstone belt (1,150km² in total, comprising 500km² within Mt Fisher, and 650km² within the joint venture).

Mt Fisher – Mt Eureka Gold

The Mt Fisher - Mt Eureka Gold resource comprises five separate gold deposits: Damsel, Mt Fisher Mine and Wagtail for 124koz on Rox 100% tenements, and Taipan and Southern for 63koz on Mt Eureka joint venture tenements. The total Indicated and Inferred Mineral Resource for the Mt Fisher - Mt Eureka Gold Project now stands at 3.5Mt @ 1.65g/t Au for 187koz of contained gold (ASX: 2 November 2022).

During the financial year ended 2023 reverse circulation drilling was completed at the project with the following significant results received (ASX: 21 October 2022):

- MFRC098: 11m @ 2.74g/t Au from 40m, including 4m @ 6g/t Au from 45m
- MFRC089: 15m @ 1.89g/t Au from 140m, including 6m @ 2.84g/t Au from 142m
- MFRC099: 8m @ 2.55g/t Au from 53m, including 5m @ 3.17g/t Au from 53m
- MFRC100: 8m @ 2.28g/t Au from 17m, including 2m @ 7.86g/t Au from 20m
- MFRC095: 11m @ 1.58g/t Au from 41m, including 1m @ 7.52g/t Au from 45m
- MFRC091: 10m @ 1.68g/t Au from 106m, including 3m @ 3.25g/t Au from 106m and 1m @ 3.71g/t Au from 115m
- MFRC088: 5m @ 3.18g/t Au from 37m and 2m @ 4.64g/t Au from 70m
- MFRC101: 4m @ 2.81g/t Au from 42m, including 1m @ 8.03g/t Au from 44m and 8m @ 1.82g/t Au from 49m including 2m @ 4.68g/t Au from 54m
- MFRC097: 1m @ 5.36g/t Au from 18m and 1m @ 10.8g/t Au from 24m
- MFRC102: 13m @ 0.79g/t Au from 79m and 5m @ 1.71g/t Au from 108m
- MFRC090: 2m @ 4.33g/t Au from 71m

Following the completion of the drill programme a new mineral resource estimate was completed, increasing the gold resource by 98koz Au to 187koz Au.

Mt Eureka Nickel

The Mt Eureka Nickel Project is owned 51% by Rox, currently earning into 75%, with Cullen owning the remaining interest.

The Fisher East Greenstone Belt has a strike length of ~50km of which ~30km of strike is in the Mt Eureka Nickel Project. The major NNW trending structure (Hootanui Shear) is potentially a major mantle-tapping structure. Such features provide optimum conduits for magma flux from the mantle and are linked to the occurrence of nickel-sulphide deposits.

Review of Operations

Regional scale high resolution aeromagnetic data and associated nickel sulphide pathfinder geochemistry in regolith (platinum and palladium) has defined the extension of the fertile Fisher East ultramafic basal contact position from Cannon's tenure onto the Mt Eureka Nickel Project tenure.

Numerous ultramafic flows with associated Ni-Cu-PGE anomalism occur throughout the belt which demonstrates further potential for the project area to host economically viable nickel deposits.

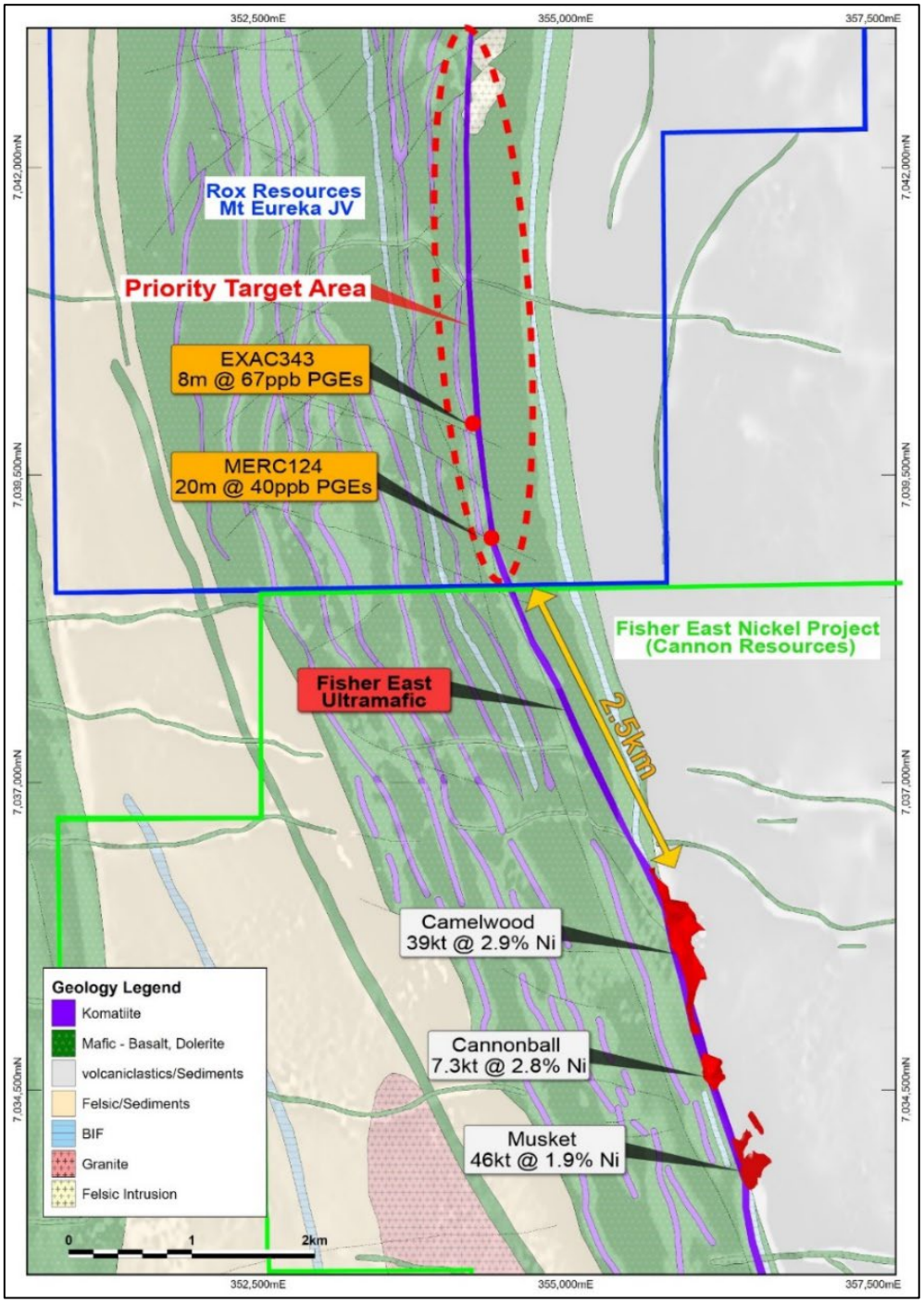


Figure 6: Geology plan of the Mt Eureka Nickel Project and Cannon Resources' Fisher East Project and interpreted ultramafic basal contact

Rox is currently progressing opportunities to monetise the Mt Fisher-Mt Eureka Project.

Review of Operations

Corporate

During the financial year the following key activities were undertaken by the Group from a corporate perspective:

Youanmi Gold Project Transaction

On 31 March 2023 the Company announced it had entered into an agreement to issue 110 million shares in order to acquire Venus Metals Corporation Limited's ("Venus") interest in the OYG Joint Venture (Rox 70% : Venus 30%) ("OYG JV") , giving the Group 100% interest, and all of Venus's gold interests in its other joint ventures covering other regional areas. The key transaction terms were as follows:

- **Joint venture consolidation**

  The Group will become the tenement holder for the majority of the Youanmi exploration tenements (where Venus retained the rights to non-gold minerals), whilst Venus remained the tenement holder of selected tenements deemed core to their base metals and other mineral interests (the Group gained Venus' gold rights).

- **Consideration shares**

  The transaction will be funded through the issue of 110 million shares to Venus at a deemed issue price of $0.25 each, representing a total value of $27,500,000 (after adjustment for the JV loan). Subsequent to 30 June 2023 Venus distributed 55 million shares to eligible Venus shareholders.

- **Escrow**

  Venus will enter into a voluntary escrow deed for a period of 12 months for the 55 million shares it retains, subject to certain release events occurring.

- **Joint Venture loan**

  Under the terms of the OYG JV, Venus is entitled to be loan carried by the Company through to a decision to mine. As at the end of March 2023 a loan balance of approximately $6.7 million had accrued. The loan (and any future loan carry rights) will extinguished as part of the transaction.

- **Board**

  Provided that Venus' voting power in the Company remains above 10%, Venus has a right to nominate a Director to the Board of the Company. On completion of the Transaction, Mr Matthew Hogan, Managing Director of Venus, was appointed to Rox's Board as a Non-Executive Director.

  The rationale for the transaction was as follows:

  - Simplified ownership structure;
  - Greater market relevance;
  - Improved access to capital; and
  - Re-rating potential.

The transaction completed on 7 July 2023, see "Matters Subsequent to the End of Financial Year".

Leadership Transition

Following the completion of the Youanmi Gold Project Scoping Study, Mr Alex Passmore decided to step down as the Company's Chief Executive Officer and Managing Director. Mr Passmore and the Board believed it was a logical time for a leadership transition as the Company progressed studies to evaluate the restart of the Youanmi Gold Mine, and continue its endeavours to unlock the value of the highly-prospective Mt Fisher – Mt Eureka Project.

Mr Robert Ryan was subsequently appointed as the Company's Chief Executive Officer and Managing Director. Mr Ryan's extensive experience in sulphide gold and concentrates, offtake agreements and feasibility studies, which the Board considers to be the right skill set to lead the Company in its priority agenda of restarting the Youanmi Gold Mine.

Review of Operations

Placement and Share Purchase Plan

During November 2022, the Company launched a $4.0m Placement and $1.0m Share Purchase Plan ("SPP").

The Placement raised $4.52m before costs, comprised of $3.34m from eligible existing shareholders (Tranche 1) and $1.18m from Hawke's Point (Tranche 2). The Placement to Hawke's Point enabled the retainment of their 13.12% interest in the Company was approved at a shareholder meeting on 10 February 2023.

The SPP which was initially targeted to raise $1.0m (before costs) was strongly supported and completed at $4.44m (before costs).

Cannon Divestment

The Company sold its full interest in Cannon Resources Limited ("Cannon") as part of the Kinterra Battery Metals Mining Fund, LP takeover offer for Cannon and received $3.8 million with the funds being utilised to progress the Group's objectives.

Review of Operations

Mineral Resources

Youanmi Gold Project, WA (Reported to the ASX on 20 April 2022)

Area	Classification	Cut-off (g/t Au)	Tonnes (dmt)	Grade (g/t Au)	Au Metal (oz)
Near Surface	Indicated	0.5[1]	9,070,000	1.89	552,000
Underground	Indicated	3.0	3,060,000	7.55	744,200
Sub-total	**Indicated**		**12,130,000**	**3.32**	**1,296,000**
Near Surface	Inferred	0.5[1]	8,930,000	1.58	453,000
Underground	Inferred	3.0	6,840,000	6.59	1,450,000
Sub-total	**Inferred**		**15,770,000**	**3.75**	**1,903,000**
Near Surface	Indicated + Inferred	0.5[1]	18,000,000	1.74	1,004,000
Underground	Indicated + Inferred	3.0	9,900,000	6.89	2,194,000
Total	**Indicated + Inferred**		**27,900,000**	**3.57**	**3,199,000**

Notes:

1. *Grace 1.5 g/t cutoff.*
2. *Figures in all tables may not add up exactly due to rounding.*

Mt Fisher - Mt Eureka Project, WA (Reported to the ASX on 2 November 2022)

Area	Classification	Cut-off (g/t Au)	Tonnes (dmt)	Grade (g/t Au)	Au Metal (oz)
Mt Fisher	Indicated	0.5	944,100	2.22	67,300[1]
Mt Eureka	Indicated	0.5	488,400	1.32	20,800
Sub-total	**Indicated**	**0.5**	**1,432,500**	**1.91**	**88,100**
Mt Fisher	Inferred	0.5	988,300	1.78	56,700
Mt Eureka	Inferred	0.5	1,098,400	1.19	42,200
Sub-total	**Inferred**	**0.5**	**2,086,700**	**1.47**	**98,900**
Mt Fisher	Indicated + Inferred	0.5	1,932,400	2.00	124,000
Mt Eureka	Indicated + Inferred	0.5	1,586,800	1.23	63,000
Total	**Indicated + Inferred**	**0.5**	**3,519,200**	**1.65**	**187,000**

Notes:

1. *Includes measured resource of 6,400 oz @ 3.79g/t Au.*
2. *Figures in all tables may not add up exactly due to rounding.*

Review of Operations

Mineral Resources Estimation Governance Statement

Governance of the Group's mineral resources is a responsibility of the Key Management Personnel of the Group.

The Group has ensured that its mineral resources estimates are subject to appropriate levels of governance and internal controls.

The underground mineral resources reported for the Youanmi Gold Project have been estimated by Mr David Allmark MAusIMM (CP), who was a full-time employee of Rox Resources Limited and who visited the Youanmi site from the 22nd to 23rd of September 2021, and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. The Company engaged CSA Global to conduct independent checks of the modelling and estimation process.

The near surface mineral resources reported for the Youanmi Gold Project have been estimated by Mr Lynn Widenbar, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Widenbar is a full time employee of Widenbar and Associates Pty Ltd. Mr Widenbar visited site on 9th and 10th May 2018 and reviewed the general site layout, open pit exposures, diamond drill core and the detailed paper data available in the map room and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'.

The Mt Fisher - Mt Eureka Gold Resource is based on information compiled by Mr Lynn Widenbar, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Widenbar is a full time employee of Widenbar and Associates Pty Ltd. Mr Widenbar has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'.

The Group has reported its Youanmi Gold Project and Mt Fisher-Mt Eureka Project mineral resources on an annual basis in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Resources (the JORC code) 2012 Edition.

Additionally, the Group carries out regular internal peer reviews of processes and contractors engaged.

Competent Persons named by the Group are members of the Australian Institute of Mining and Metallurgy and/or the Australian Institute of Geoscientists and/or of a "Recognised Professional Organisation", as included in a list on the JORC and ASX websites.

Review of Operations

Competent Person Statements

Resource Statements

The Statement of Estimates of Mineral Resources for the Youanmi Near Surface Resource was reported by Rox in accordance with ASX Listing Rule 5.8 in the announcement released to the ASX on 20 April 2022. Rox confirms it is not aware of any new information or data that materially affects the information included in the previous announcements and that all material assumptions and technical parameters underpinning the estimates in the previous announcements continue to apply and have not materially changed.

The Statement of Estimates of Mineral Resources for the Youanmi Underground Resource was reported by Rox in accordance with ASX Listing Rule 5.8 in the announcement released to the ASX on 20 January 2022. Rox confirms it is not aware of any new information or data that materially affects the information included in the previous announcements and that all material assumptions and technical parameters underpinning the estimates in the previous announcements continue to apply and have not materially changed.

The Statement of Estimates of Mineral Resources that relates to gold Mineral Resources for the Mt Fisher – Mt Eureka project was reported by Rox in accordance with ASX Listing Rule 5.8 in the announcement released to the ASX on 2 November 2022. Rox confirms it is not aware of any new information or data that materially affects the information included in the previous announcements and that all material assumptions and technical parameters underpinning the estimates in the previous announcements continue to apply and have not materially changed.

Exploration Results

The information in this report that relates to previous Exploration Results was prepared and first disclosed under the JORC Code 2012 and has been properly and extensively cross-referenced in the text to the date of the original announcement to the ASX.

Environment, Social and Governance

At Rox, we are committed to doing what is right, not just what is easy. This is our second Environmental, Social, and Governance (ESG) update which demonstrates our continued commitment to sustainable development and transparent communication with our stakeholders.

In the past 12 months, we have continued our focus on the development of the Youanmi Resource, ongoing feasibility work and regional exploration. These activities are essentially a continuation of our FY22 operations and consequently resulted in little change to our ESG focus areas from the previous year.

Since our inaugural ESG insert which was integrated into our FY22 Annual Report, we are pleased to have achieved the following with respect to our ESG program:

- **Materiality Assessment** – Re-defined our material topics
- **ESG Baseline** – Completed baseline measurements of material ESG topics
- **Health & Safety** – Achieved 0 TRIFR & 0 LTIFR
- **Shared Value** – $7.6m total economic value distributed
- **Governance Review** – Conducted a review of and update of corporate policies

Our Approach and Framework

ESG disclosures for Rox Resources are guided by the following Standards: United Nations Sustainable Development Goals (SDGs), the Global Reporting Initiative (GRI) and the Task Force on Climate-related Financial Disclosure (TCFD).

The Sustainable Development Goals

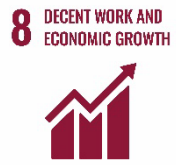
The SDGs, established in 2015 act as a universal call to action to end poverty, protect the planet, and support a more sustainable world by 2030.

As an explorer and developer, our ability to contribute to the SDGs is shaped by our operational and corporate activities and our values.

We are pleased to align to the five SDGs as outlined in the table below (Table 1).

Environment, Social and Governance

Table 1: Rox's contribution to UN SDGs

Sustainable Development Goal	Our Alignment
Good Health and Well-Being	• Workplaces that are free from injury, illness, and harm. • A diverse and inclusive culture that is celebrated and supports wellbeing, performance, and fulfillment
 Decent Work and Economic Growth	• Investing in our projects to support the generation of economic value • Continued support of local and regional businesses • Looking after our people, providing a good place to work with opportunities for growth and development
Climate Action	• Emissions and energy considerations are integrated into preliminary studies to support the development of a carbon conscious mine.
Life on Land	• Respect for the natural world. Understanding the environments we work in, minimising our impact on them, and always operating responsibly.
Peace, Justice, and Strong Institutions	• Operating professionally at all times with a deep-seated commitment to ethics and integrity.

Global Reporting Initiative

The GRI Standards are the world's most widely used standards for sustainability reporting and assist organisations understand, measure and communicate their impacts on the economy, environment, and society.

Importantly, the GRI approach to materiality incorporates both financial materiality and impact materiality. Referred to as double materiality, it considers the significant impacts an organisation has on the economy, environment or society, and the impact that society and the environment have on the organization. At Rox Resources, our materiality assessment is guided by a the GRI endorsed, double materiality perspective.

Taskforce for Climate-related Financial Disclosures

The TCFD was created in 2015 by the Financial Stability Board (FSB) to develop consistent climate-related financial risk disclosures for use by companies, banks, investors to improve and increase reporting of climate-related financial information.

Consisting of four disclosure areas (Governance, Strategy, Risk, Metrics), at this stage, our alignment is primarily with the early consideration of climate risks from the perspective of a mine developer, as well as our ability to measure and track our GHG emissions. While the TCFD provide guidance on our approach to climate risk, we intend to formally align to the recommendations and any associated regulatory requirements in coming years. Further information on our approach to emissions and climate is outlined below.

Environment, Social and Governance

Our Material Topics for FY23

This update and our approach to ESG is grounded in close and consistent engagement with our stakeholders. We understand that successful, sustainable development relies on constructive relationships and that as we evolve, so too will our ESG focus areas.

- Environmental Compliance
- Emissions & Climate
- Health, Safety, & Wellbeing
- Business Ethics & Transparency
- Economic Performance & Contribution
- Formal materiality assessments with our stakeholders will be conducted every two years, to ensure validity and relevance of our prioritised ESG focus areas.

Environment

Emissions & Climate

We acknowledge the threats and impacts of a changing climate and are committed to playing our role, addressing the global threat, and managing its impacts on the business.

We are committed to understanding our emissions profile and to support this, we conducted a greenhouse gas (GHG) emissions assessment for the CY22. Rox tracked all relevant Scope 1[1] and 2[2] emissions activity data for the Reporting Period, which includes diesel usage on-site and electricity usage for the corporate office in Perth. This GHG assessment was conducted with reference to the GHG Protocol Corporate Standard and the Australian National Greenhouse and Energy Reporting (Measurement) Determination 2008, using an operational control approach. The emissions total and breakdown by scope is outlined in Table 2.

Table 2: Rox's total Scope 1 & 2 GHG emissions for CY22

GHG Scope Category	Emissions (tCO2-e)
Scope 1	119.58
Scope 2	12.24
Total	**131.82**

As we continue to explore and develop our projects, our emissions profile will evolve. We plan to continue to measure and assess our Scope 1 and 2 emissions, and as we look towards development and a consequent shift in our operations and carbon footprint, we will re-assess our carbon strategy.

Ongoing feasibility work will also continue to incorporate emissions and energy considerations to support the development of a carbon conscious mine.

Environmental Compliance

We do what is right and care about what we do. We respect the natural world, minimising our environmental impact and always operate responsibly.

We respect the biodiversity and the lands of the regions we operate on. We are committed to sustainable discovery, development, and production of mineral resources. We have a continuous improvement approach to the identification, assessment, mitigation, and monitoring of the environmental impact of our operations.

At a minimum, we operate in line with regulatory requirements. To ensure full compliance, we maintain constructive relationships with relevant government departments and where required, expert consultants are engaged to support environmental performance.

In CY22, Rox recorded zero environmental incidents.

[1] Greenhouse gas emissions emitted as a direct result of an activity, or series of activities at a facility level.

[2] Greenhouse gas emissions emitted as an indirect result consumption of an energy commodity.

Environment, Social and Governance

Social

A Culture of Health, Safety & Wellbeing

Rox people are do-ers. We are a business that gets things done, empowering our people with purpose and responsibility. We are not rigid, we provide dynamic and interesting work and are committed to developing careers as we grow.

We are committed to providing our employees with a mentally and physically safe workplace. Our approach to health, safety, and wellbeing is governed by the Board. Rox will be publicly releasing our Health, Safety and Wellbeing Policy to better guide us in building a safe workplace for our valued employees.

In FY23 we provided first aid training to all geology and exploration team members. To continue to build on our employees' capacities to support each other, we aim to provide mental health first aid training to all staff in FY24.

Our employees are the foundation of the business. We employ a total of 14 permanent and one temporary employee, with an 80/20 gender split. Cultural diversity is deeply valued, with our staff from a varied range of cultural backgrounds including United Kingdom, Vietnam, Indonesia, and Australia.

The Company values the role of diversity in our workplaces and performance and expects this to remain a feature of our team.

Continued development of our employees is supported by annual performance and career development reviews.

- Rox recorded zero Lost-Time Injuries in CY22.
- All Rox employees received performance and career development reviews in CY22.

Governance

Business Ethics & Transparency

We are committed to operating with openness and integrity, pursuing the true spirit of corporate governance commensurate with the needs of our stakeholders.

We remain committed to operating with the highest levels of integrity and transparency, aligning corporate governance with the needs of our stakeholders. As an ASX-listed company, Rox Resources is compliant with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition.

Our commitment is guided by corporate policy and standard operating procedures, which are provided to all new employees and contractors.

In FY23, we ensured that anti-corruption policies and procedures were communicated to all Board members, employees, contractors, and suppliers.

- Rox is proud to share that there were zero policy breaches and non-compliance notices issued in CY22.

Economic Performance & Contribution

As we grow, we proudly create economic opportunities and actively share our prosperity with our stakeholders and throughout our value chain.

As an explorer and developer, our most significant economic contributions at this stage are wages and salaries paid to our employees, contractors, and suppliers. We are proud to operate in regional Western Australia and actively look for opportunities to work with suppliers and contractors local to our regional operations.

- Wages paid in CY22: Over $3 million
- Payments to local[3] suppliers in CY22: Over $3 million

"We acknowledge the Traditional Custodians of country throughout Australia and their connections to land, sea and community. We pay our respects to their Elders past and present and extend that respect to all Aboriginal and Torres Strait islander peoples today."

[3] Rox's definition of local refers to suppliers based in Western Australia.

Directors' Report

The Directors present their report on the Group consisting of the Parent entity, Rox Resources Limited ("Rox" or the "Company"), and the entities it controlled ("the Group") at the end of, or during, the year ended 30 June 2023 (the "financial year").

Directors

The names and details of the Directors of the Company in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Names, Qualifications, Experience and Special Responsibilities

Mr Stephen Dennis *(Non-Executive Chairman, appointed 1 August 2015)* – Bcom, BLLB, GradDipAppFin

Mr Dennis has been actively involved in the mining industry for over 35 years. He has held senior executive roles in a number of Australian resources companies and was previously the Chief Executive Officer and Managing Director of CBH Resources Ltd, the Australian subsidiary of Toho Zinc Co Ltd of Japan.

Mr Dennis is currently the Non-Executive Chairman of Marvel Gold Limited (appointed 4 March 2016) and a Non-Executive Director of Evolution Energy Minerals Ltd (appointed 6 September 2023). In the past three years, he was a director of Lead FX Inc, Heron Resources Limited (16 July 2021), Burgundy Diamond Mines Ltd (resigned 9 December 2021) and Kalium Lakes Limited (resigned 25 November 2022).

Mr Robert Ryan *(Managing Director and Chief Executive Officer, appointed 24 October 2022)* – B.Eng. Mining Engineering

Mr Ryan is a mining engineer with over 20 years of experience in the resource sector, including exploration, resource development, feasibility studies, project development, mining operations and corporate merger and acquisitions. Mr Ryan holds a Bachelor of Engineering (Mining Engineering) from Curtin University School of Mines and a First Class Mine Managers Certificate of Competency. He has prior Senior Executive experience with Bardoc Gold Limited, Norton Gold Fields, Barrick Gold, Goldfields – St Ives and Newmont Corporation.

Mr Ryan has not been a director of any other listed company in the last three years.

Dr John Mair *(Non-Executive Director, appointed 24 October 2019)* PhD (Econ Geol), Member AusIMM)

Dr Mair is an economic geologist with extensive international experience across technical, managerial and corporate fields. He holds a PhD in Economic Geology (UWA) and held the position of post-doctoral research fellow at the Mineral Deposit Research Unit, UBC, Canada. He was worked in the minerals sector in WA, NSW, British Columbia, Yukon, Alaska, Mexico and China.

Dr Mair brings a deep understanding of a range of gold deposits types, and a working knowledge of other mineral systems. He has authored numerous papers in leading scientific journals on the geology of gold and other mineral deposit types.

Dr Mair was the Managing Director of Greenland Minerals Ltd from 2014 to late 2021. He was integral in the technical development of Kvanefjeld (the world's largest code-compliant rare earth resource), the corporate evolution of Greenland Minerals Ltd, and the commercial and strategic alignment with international rare earths group Shenghe Resources Holding Co Ltd. Dr Mair has worked closely with governments on matters pertaining to regulation and strategic metal supply. He has significant experience and connections in global capital markets.

Dr Mair has not been a director of any other listed company in the last three years.

Directors' Report

Mr Matthew Hogan *(Non-Executive Director, appointed 7 July 2023)* – MAICD

Mr Hogan is currently the Managing Director of Venus Metals Corporation Limited. He was until February 2010, the Chief Executive Officer of United Minerals Corporation NL (UMC), which successfully discovered the Railway direct shipping iron ore deposit in the Central Pilbara. In February 2010, UMC was acquired by BHP Billiton for $204m through a scheme of arrangement.

Mr Hogan has over 25 years' experience in the stockbroking industry and was closely involved in bringing a number of company listings to the ASX, the underwriting of shareholder entitlement issues and corporate placements.

Mr Hogan has previously worked in the business services division of international accounting firm Ernst & Young.

Mr Hogan is currently the Managing Director of Venus Metals Corporation Limited (appointed 22 December 2006). Mr Hogan has not been a director of any other listed company in the last three years.

Mr Alex Passmore *(Managing Director and Chief Executive Officer, resigned 24 October 2022)* – B.Sc (Hons), GradDipAppFin, GAICD

Mr Passmore is a qualified geologist with extensive corporate experience. Mr Passmore holds a Bachelor of Science degree with First Class Honours in Geology from the University of Western Australia and a Graduate Diploma of Applied Finance from the Securities Institute of Australia.

Mr Passmore has spent considerable time in the finance sector, where he became well known over ten years at Patersons Securities Ltd in roles such as Director – Corporate Finance, Head of Research, Resources Analyst, and Institutional dealer. He was also Executive Director - Natural Resources & Institutional Banking for Commonwealth Bank of Australia from 2014 until late 2016.

Mr Passmore is currently a director of Pearl Gull Iron Limited (appointed 15 August 2017). In the last three years he was a director of Cannon Resources Limited (resigned 24 January 2023).

Mr Chris Hunt *(Company Secretary, appointed 6 May 2021)* – B.Bus, FCPA, GAICD

Mr Hunt is an experienced finance executive with nearly 30 years' experience predominately in the resources and construction industries. He has held senior finance roles for close to 15 years and has strong experience in feasibility studies, corporate financing, and mining operations. Mr Hunt's most recent resources' experiences were as the Chief Financial Officer for BC Iron Limited, Crossland Resources Limited, FerrAus Limited and Cliffs Natural Resources.

Mr Hunt holds a Bachelor of Business, is a Fellow CPA, a graduate from the Australian Institute of Company Directors and has completed a Graduate Diploma of Applied Finance from the Securities Institute of Australia.

Mr Hunt has not been a director of any other listed company in the last three years.

Directors' Report

Interest in the Shares and Performance Rights of the Company

As at the date of this report, the interest of the Directors in the shares and performance rights of Rox Resources Limited were as follows:

Shareholder	Ordinary Shares	Performance Rights
Stephen Dennis	1,059,998	1,500,000
John Mair	107,878	1,500,000
Matthew Hogan	1,526,261	1,500,000
Robert Ryan	600,000	4,500,000

(Loss)/Profit Per Share

Basic and diluted (loss)/profit per share 2023: (4.39) cents, 2022: (8.64) cents.

Dividends

No amounts have been paid or declared by way of dividend of the Company since the date of incorporation and the Directors do not recommend the payment of any dividend.

Rounding of Amounts

The Group is of a kind referred to in *ASIC Corporations (Rounding in Financials/Directors' Reports) Instrument 2016/191*, relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

Directors' Report

Operating and Financial Review

Rox Resources Limited is a public company limited by shares which is incorporated and domiciled in Australia.

Nature of Operations and Principal Activities

The principal activity of the Group during the year was mineral exploration.

Results from Operations and Financial Position

The Group incurred a net loss after tax for the year ended 30 June 2023 of $8.8 million (2022: $14.0 million). The loss includes the follow items charged directly to the consolidated statement of comprehensive income:

- Exploration and evaluation $8.7 million (2022: $7.8 million);
- Corporate expenses and salaries and wages $2.9 million (2022: $2.5 million);

Partly offset by:

- Gain on the disposal of Cannon Resources Limited $2.3 million (2022: nil); and
- Unwind of the finance expense on the OYG loan $1.6 million (2002: loss of $0.7 million)

Net cash outflows from operating activities were $13.1 million (2022: $14.5 million).

At 30 June 2023, the Group had cash on hand of $3.5 million (2022: $4.4 million). The Directors believe that the Group maintains a prudent capital structure and is in a robust position to continue progressing its projects.

Review of Operations

During the financial year, the Group was principally focussed on the OYG joint venture and other regional joint ventures at the Youanmi Gold Project. Additionally, further exploration was undertaken on the Mt Fisher - Mt Eureka Project.

For further information on these projects please refer to the Review of Operations within this Annual Report.

Employees

At 30 June 2023, the Group had 9 full-time employees and 2 part-time employees (2022:14 full-time, 2 part-1time employees and 1 casual employee).

Risk Management

The Group takes a proactive approach to risk management. The Board is responsible for ensuring that risks, including emerging risks, and also opportunities, are identified on a timely basis and the Group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The Group believes that it is important for all Board members to be part of this process, and as such the whole Board are members of the Audit committee.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Board approval of a strategic plan designed to meet stakeholders needs and manage business risk; and
- Implementation of Board approved budgets and Board monitoring of progress against those budgets.

Directors' Report

Directors' Meetings

The number of meetings of Directors (including meetings of committees of Directors) held during the financial year and the numbers of meetings attended by each Director were as follows:

	Directors' Normal Meetings		Directors' Remuneration Meetings		Directors' Nomination Meetings		Directors' Audit Meetings	
	No. Eligible	No. Attended	No. Eligible	No. Attended	No. Eligible	No. Attended	No. Eligible	No. Attended
Stephen Dennis	12	12	Nil	Nil	Nil	Nil	2	2
John Mair	12	12	Nil	Nil	Nil	Nil	2	2
Matthew Hogan[1]	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert Ryan	12	12	Nil	Nil	Nil	Nil	2	2
Alex Passmore[2]	4	4	Nil	Nil	Nil	Nil	1	1

Notes:

1. *Mr Hogan was appointed as Non-Executive Director 7 July 2023.*
2. *Mr Passmore resigned 24 October 2022.*

Committee Membership

As at the date of this report, the Group have separately constituted Audit, Nomination and Remuneration Committees.

Significant Changes in State of Affairs

During the financial year, the following significant changes in state of affairs occurred:

- The Company completed a placement and share purchase plan raising approximately $9.0 million before costs at $0.165 per share;
- The Company sold its full interest in Cannon Resources Limited ("Cannon") as part of the Kinterra Battery Metals Mining Fund, LP takeover offer for Cannon and received $3.8 million; and
- On 31 March 2023 the Company announced its intention to issue 110 million shares to acquire Venus Metals Corporation Limited's ("Venus") interest in the OYG JV, giving the Group 100% interest, and all of Venus's gold interests in its other joint ventures covering other regional areas. The transaction completed on 7 July 2023.

There were no other significant changes in the state of affairs of the Group during the year.

Directors' Report

Matters Subsequent to the End of the Financial Year

The Group completed the acquisition of the remaining 30% of the OYG JV that was held by Venus, and all of Venus's gold interests in its other joint ventures covering regional Youanmi Gold Project areas on 7 July 2023. As part of the transaction Mr Matthew Hogan joined the Board as a Non-Executive Director as Venus' nominee on 7 July 2023.

On 23 August 2023, the Company announced it had received binding commitments for a $7.0m (before costs) placement to institutional and sophisticated investors at $0.20 per share. Tranche 1 of the placement completed on 29 August 2023 with $5.13 million proceeds received (before costs). Tranche 2 of the placement for $1.87 million (before costs) is subject to the Company obtaining shareholder approval at the Company's Annual General Meeting in late November 2023.

No other matter or circumstance has arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial periods.

Environmental Issues

The Group carries out mineral exploration at its various projects which are subject to environmental regulations under both Commonwealth and State legislation. During the financial year, there has been no breach of these regulations.

Likely Developments and Expected Results of Operations

The Group will continue to explore its mineral tenements, with particular focus on the Youanmi Gold Project.

Key risks relating to the Youanmi Gold Project are outlined below (the list is not exhaustive):

1) Nature of mineral exploration and mining

The business of mineral exploration, development and production is subject to risk by its nature. Shareholders should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards (with no guarantee of ever becoming producing assets).

The success of the Company depends on (among other things) successful exploration, feasibility of projects, securing and maintaining title to tenements and consents, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. Exploration and mining activities may also be hampered by force majeure circumstances, land claims and unforeseen mining problems.

There is no assurance that exploration and development of the mineral tenement interests currently owned by the Company, or any other projects that may be acquired in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited. If such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realise value, or the Company may even be required to abandon its business and fail as a "going concern".

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on tenements without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

Directors' Report

Likely Developments and Expected Results of Operations (continued)

1) Nature of mineral exploration and mining (continued)

The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. The Company believes that those consultants and others are competent and that they have carried out their work in accordance with internationally recognised industry standards. However, if the work conducted by those consultants or others is ultimately found to be incorrect or inadequate in any material respect, the Company may experience delays or increased costs in exploring or developing its tenements.

2) Results of Studies

The Company released its Scoping Study to ASX on 19 October 2022.

Following a substantial upgrade to the Youanmi underground gold resource in January 2022, and a subsequent increase to the near surface resource in April 2022, the Company commenced scoping work to understand the economics and likely development scenarios for the Project. The project-wide resource currently stands at 27.9Mt at 3.57g/t Au for 3.2Moz Au contained gold. The Scoping Study is based on this resource estimate.

The Company is targeting average annual gold production of approximately 71koz per annum with an average gold head grade of 5.0g/t Au for total gold production target of approximately 569koz over an 8-year life of mine at Youanmi.

The first three years of the production target are underpinned by 79% / 21% Indicated to Inferred Resource Material in the production target plan. As a historic mining centre, the economics for Youanmi benefit significantly from existing infrastructure and mining approvals.

A combination of gold-in-concentrate and carbon-in-leach (CIL) bullion production has been pursued by the Company as the optimum commercialisation strategy for initial cashflow generation at Youanmi. The Project will require funding of approximately A$134 million, consisting of the following:

(i) total pre-production capital expenditure of approximately A$99 million;
(ii) total pre-production operating cost of approximately A$31 million (including pre-production mining and site general and administrative costs in the first seven months until the first gold production); and
(iii) assumed financing charges until the first gold production of approximately A$4 million.

The Study shows compelling financial outcomes reflecting the high grade and low capital intensity of the Project, including:

(i) a project life of eight years;
(ii) cumulative EBITDA of approximately A$577 million over the life of the Project;
(iii) pre-tax undiscounted free cash flow of approximately A$418 million over the life of the Project;
(iv) pre-tax and unleveraged Net Present Value (NPV 5%) of approximately A$303 million;
(v) pre-tax and unleveraged Internal Rate of Return (IRR) of approximately 45%; and
(vi) pre-tax and unleveraged payback of approximately three years (from commencing the production target).

Importantly, the plan retains plenty of upside for future growth, with the production target accounting for only 3% of the near surface mineral resource and about 27% of the underground mineral resource.

On 16 January 2023, the Company announced that it commenced substantial reverse circulation (RC) and diamond drilling (DD) programs at the Project. On 20 February 2023 and 2 March 2023, the Company released drilling results, alongside structural information. The results from the drilling programs identified (among other things) high-grade, mineralised structures nearby the Youanmi Main Pit (Midway and Youanmi South, subsequently renamed "Paddy's Lode") which represent new opportunities for exploration. On 5 April 2023, 26 April 2023 and 13 June 2023, the Company announced details of assay results on the Project. The resource and development drilling are designed to convert Inferred Resources to the higher confidence Indicated Resource classification for the inclusion in a pre-feasibility study. On 16 May 2023, the Company released further drilling results on Paddy's Lode.

Directors' Report

Likely Developments and Expected Results of Operations (continued)

2) Results of Studies (continued)

Refer to the Company's ASX announcements dated 16 January 2023, 20 February 2023, 2 March 2023, 5 April 2023, 26 April 2023, 16 May 2023, 13 June 2023 and 21 June 2023 for further information.

The Company intends to continue its drilling programs, and subject to the results of any future exploration and testing programs, the Company may progressively undertake a number of studies in respect to the Company's current projects or any new projects. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.

These studies may not occur, but if they are completed, they would be prepared within certain parameters designed to determine the economic feasibility of the relevant project within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Company's projects or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Further, even if a study determines the economics of the Company's projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences including but not limited to operating costs, mineral recoveries and commodity prices.

In addition, the ability of the Company to complete a study would be dependent on the Company's ability to raise further funds to complete the study as required.

3) Resource and Reserve estimates

Ore reserve and mineral resource estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Mineral resource and ore reserve estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate. The Company has no ore reserves. Further, there is no guarantee that any of the Company's projects will become feasible and consequently no forecast is made of whether or not any ore reserve will be defined in future.

The actual quality and characteristics of mineral deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop resources. Further, ore reserves are valued based on future costs and future prices and, consequently, the actual ore reserves and mineral resources may differ from those estimated, which may result in either a positive or negative effect on operations.

Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

Indemnification and Insurance of Directors and Officers

During the financial year, the Company paid an insurance premium to insure certain officers of the Company.

The Director and Officers Liability insurance provides cover against all costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of the indemnity and that may be brought against the Directors and Officers in their capacity as officers of the Group. The total amount of insurance premium paid is confidential under the terms of the insurance policy.

Indemnification of Auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, Pitcher Partners BA&A Pty Ltd ("Pitcher Partners"), as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Pitcher Partners during or since the end of the financial year.

Directors' Report

Share Options and Performance Rights

Share Options

At the date of the Directors' Report, the following unlisted options are exercisable:

Options (Number)	Exercise Price ($)	Expiry Date
1,333,333	1.438	31 December 2023
1,333,333	1.813	31 December 2023
1,333,333	2.188	31 December 2023
333,333	0.763	25 May 2024
10,476,190	0.988	26 March 2025
1,000,000	0.720	4 March 2026
15,809,522		

During the financial year ended 30 June 2023 nil options were issued and the following options lapsed without exercise:

Options (Number)	Exercise Price ($)	Expiry Date
4,466,668	0.433	30 November 2022
326,667	0.763	25 May 2024
4,793,335		

Performance Rights

During the financial year ended 30 June 2023 the following performance rights were issued:

Performance (Number)	Type	Expiry Date
7,500,000	Director	31 December 2027
5,940,000	Employee	31 December 2027
13,440,000		

Subsequent to the end of the financial year ended 30 June 2023, 1,500,000 performance rights were issued to Mr Matthew Hogan on 7 July 2023.

No options or performance rights have been exercised since the end of the financial year.

Option and performance right holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate or in the interest issue of any other registered scheme.

Auditor Independence and Non-Audit Services

Section 307C of the *Corporations Act 2001* requires the Company's Auditors to provide the Directors of Rox Resources Limited with an Independence Declaration in relation to the audit of the full-year financial report. This report has been received and is attached to the Directors' Report at page 45.

Non-Audit Services

During the financial year the Group's auditor, Pitcher Partners did not provide any non-audit services.

Directors' Report

Remuneration Report (Audited)

This Remuneration Report outlines the Director and Executive remuneration arrangements of the Group in accordance with the requirements of the *Corporations Act 2001* and its Regulations. For the purposes of this report, Key Management Personnel (KMP) are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including all Directors of the Company.

Details of Key Management Personnel

Stephen Dennis	Non-Executive Chairman
John Mair	Non-Executive Director
Robert Ryan	Managing Director and Chief Executive Officer (*appointed 24 October 2022)*
Matthew Hogan	Non-Executive Director (*appointed 7 July 2023)*
Alexander Passmore	Managing Director and Chief Executive Officer *(resigned 24 October 2022)*
Christopher Hunt	Chief Financial Officer and Company Secretary
Travis Craig	Exploration Manager *(appointed 30 January 2023)*
Daniel Marchesi	General Manager - Studies *(appointed 6 March 2023)*
Matthew Antill	General Manager - Youanmi Operations *(resigned, effective 22 March 2023)*
Gregor Bennett	Exploration Manager *(resigned, effective 31 December 2022)*

Subsequent to year end, on 7 July 2023 Mr Matthew Hogan was appointed as a Non-Executive Director. There are no other changes to KMP after the reporting date and before the date the financial report was authorised for issue.

Remuneration Committee

The Remuneration Committee is responsible for determining and reviewing compensation arrangements for the Directors and the Managing Director. The Managing Director does not participate in discussions or resolutions on his own compensation arrangements.

The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of Directors on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality board and executive team.

Remuneration Philosophy

The performance of the Group depends upon the quality of its Directors and Executives. To prosper, the Group must attract, motivate and retain highly skilled Directors and Executives.

To this end, the Group embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract high calibre Executives;
- Establish appropriate hurdles for variable executive remuneration; and
- Encouragement for Directors to sacrifice a portion of their fees to acquire shares in the Company at market price.

Remuneration Structure

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive Remuneration is separate and distinct.

Directors' Report

Remuneration Report (Audited) (Continued)

Non-Executive Director Remuneration

Objective

The Remuneration Committee seeks to set aggregate remuneration at a level which provides the Group with the ability to attract and retain Directors of the highest calibre, whilst keeping costs acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination was in 2020 when shareholders approved an aggregate remuneration of $400,000 per year.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst Directors is reviewed annually. The Board considers the fees paid to Non-Executive Directors of comparable companies when undertaking the annual review process.

Each Non-Executive Director receives a fee for serving as a Director of the Company. The remuneration of Non-Executive Directors for the years ended 30 June 2023 and 30 June 2022 is detailed later in this report.

Non-Executive Directors have long been encouraged by the Board to hold shares in the Company (purchased by the Director on market). It is considered good governance for Directors to have a stake in the Company on whose Board they reside. In addition, long term incentives in the form of options may be awarded to Non-Executive Directors, subject to shareholder approval, in a manner which aligns this element of remuneration with the creation of shareholder wealth.

Executive Remuneration

Objective

The Group aims to reward Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group and so as to:

- Reward Executives for Company and individual performance against targets set by reference to appropriate benchmarks;
- Align interests of Executives with those of shareholders;
- Link reward with strategic goals; and
- Ensure total remuneration is competitive by market standards.

Structure

In determining the level and make-up of Executive remuneration the Board considers market conditions and remuneration paid to Senior Executives of companies similar in nature to Rox Resources Limited. Remuneration consists of the following key elements:

- Fixed Remuneration
- Variable Remuneration:
    - short term incentive ("STI")
    - long term incentive ("LTI")

Directors' Report

Remuneration Report (Audited) (Continued)

Fixed Remuneration

Objective

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Fixed remuneration is reviewed annually by the Board and the process consists of a review of individual performance, relevant comparative remuneration in the market and, where appropriate, external advice on policies and practices.

Structure

Executives are given the opportunity to receive their fixed (primary) remuneration in a variety of forms. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Group.

The fixed remuneration component of the Directors is detailed later in this report.

Variable Remuneration – STI

Objective

The objective of the Short-Term Incentive ("STI") plan is to link the achievement of the Group's operational targets with the remuneration received by the Executives charged with meeting those targets. The total potential STI available is set at a level so as to provide sufficient incentive to the Executive to achieve those operational targets and such that the cost to the Group is reasonable in the circumstances.

Structure

Actual STI payments granted to Executives depend on the extent to which specific targets, set at the beginning of the review period, being a financial year (previously calendar year), are met. The targets generally consist of a number of Key Performance Indicators (KPI's) covering both financial and non-financial, corporate and individual measures of performance. Typically included are measures such as contribution to exploration success, share price appreciation, risk management and cash flow sustainability. These measures were chosen as they represent the key drivers for the short-term success of the business and provide a framework for delivering long term value.

The Board has predetermined benchmarks that must be achieved in order to trigger payments under the STI plan. On an annual basis, after consideration of performance against KPI's, the Remuneration Committee, determines the amount, if any, of the STI to be paid to each Executive. This process usually occurs in the first quarter of the following financial year.

STI bonuses for 2023 and 2022

During financial year ended 30 June 2023 Executives were granted performance rights in relation to certain long-term deliverables for the Youanmi Gold Project, accordingly no short-term incentives were awarded or paid in relation to financial year ended 30 June 2023.

As a result of the majority of KPIs being met or exceeded in relation to financial year ended 30 June 2022, the Board resolved during the financial year ended 30 June 2023, to pay short term bonuses as a mixture of cash ($230,500) and shares in the Company ($135,500).

Directors' Report

Remuneration Report (Audited) (Continued)

Variable Remuneration - LTI

Objective

The objective of the LTI ("Long-Term Incentive") plan is to reward Executives in a manner which aligns this element of remuneration with the creation of shareholder wealth. As such LTI grants are only made to Executives who are able to influence the generation of shareholder wealth. The Company considers that shareholder wealth is measured by changes to the Company's share price.

Structure

LTI grants to Executives are delivered in the form of options or performance rights. The options, when issued to Executives, will not be exercisable for a price less than the then current market price of the Company's shares. The performance rights when issued will typically be at a nil price, with performance hurdles included.

The grant of LTI's is reviewed annually, although LTI's may not be granted each year. Exercise price and performance hurdles, if any, are determined at the time the LTIs are granted.

To date no performance hurdles have been set on options issued to Executives. The Company may, and at times has, imposed time-based service conditions. The Company believes that as options are issued at not less than the current market price of the Company's shares there is an inherent performance hurdle on those options as the share price of the Company's shares must increase significantly before there is any benefit to the Executive.

Employment Contracts

Name	Terms/Notice Periods/Termination Payment
Robert Ryan (Managing Director and Chief Executive Officer)	Mr Ryan is paid an annual salary of $380,000 plus superannuation up to the maximum statutory concessional amount, currently $27,500 pa. Mr Ryan may resign from his position and terminate his contract by giving 6 months' notice. The Company may terminate this employment agreement by providing 6 months' written notice. The Company may terminate the contract at any time without notice if serious misconduct has occurred.
Christopher Hunt (Chief Financial Officer and Company Secretary)	Mr Hunt is paid an annual salary of $300,000 plus superannuation up to the maximum statutory concessional amount, currently $27,500 pa. Employment can be terminated with 3 months' notice by Mr Hunt or the Company. The Company may terminate the contract at any time without notice if serious misconduct has occurred.
Travis Craig (Exploration Manager)	Mr Craig is paid an annual salary of $250,000 plus superannuation up to the maximum statutory concessional amount, currently $27,500 pa. Employment can be terminated with 4 weeks' notice by Mr Craig or the Company. The Company may terminate the contract at any time without notice if serious misconduct has occurred.
Daniel Marchesi (General Manager - Studies)	Mr Marchesi is paid an annual salary of $270,000 plus superannuation up to the maximum statutory concessional amount, currently $27,500 pa. Employment can be terminated with 4 weeks' notice by Mr Marchesi or the Company. The Company may terminate the contract at any time without notice if serious misconduct has occurred.

Directors' Report

Remuneration Report (Audited) (Continued)

Employment Contracts (continued)

Name	Terms/Notice Periods/Termination Payment
Alex Passmore (Managing Director and Chief Executive Officer)	Mr Passmore was paid an annual salary of $380,000 plus superannuation up to the maximum statutory concessional amount, currently $27,500 pa. Mr Passmore may resign from his position and terminate his contract by giving 3 months' notice. The Company may terminate this employment agreement by providing 3 months' written notice. If the employment is terminated by the Company, the Company will make an additional payment of 6 months' Base Salary, inclusive of any amount of notice paid in lieu upon termination of the employment. The amount paid will be adjusted, if necessary, to ensure compliance with section 200F (2) of the *Corporations Act 2001.* The Company may terminate the contract at any time without notice if serious misconduct has occurred. Where termination with cause occurs, the Managing Director is only entitled to that portion of remuneration, which is fixed, and only up to the date of termination. On termination with cause, any unvested options held will be immediately forfeited.
Gregor Bennett (Exploration Manager)	Mr Bennett was paid an annual salary of $225,000 plus superannuation up to the maximum statutory concessional amount, currently $27,500 pa. Employment can be terminated with 4 weeks' notice by Mr Bennett or the Company. The Company may terminate the contract at any time without notice if serious misconduct has occurred.
Matt Antill (General Manager - Operations)	Mr Antill was paid an annual salary of $290,000 plus superannuation up to the maximum statutory concessional amount, currently $27,500 pa. Employment can be terminated with 3 months' notice by Mr Antill or the Company. The Company may terminate the contract at any time without notice if serious misconduct has occurred.

Directors' Report

Remuneration Report (Audited) (Continued)

Non-Executive Directors:	Base Salary (ex-superannuation)
Stephen Dennis	$80,000
John Mair	$50,000
Matthew Hogan[1]	$50,000

Notes:

1. *Mr Hogan was appointed as a Non-Executive Director 7 July 2023.*

Remuneration of Key Management Personnel

The remuneration tables below set out the remuneration information for the Directors and Executives, which includes the Managing Director, who are considered to be KMP of the Group.

		Short-term			Long-term	Post-employment	Total	Performance related
2023	Salary & fees $	STI bonus[8] $	Share based payments[8] $	Other $	Share based payments $	Superannuation $	$	%
Directors								
Stephen Dennis	80,000	-	-	-	37,238	8,400	125,638	30
John Mair[1]	55,250	-	-	-	37,238	5,801	98,289	38
Robert Ryan[2]	278,236	-	-	-	111,715	21,977	411,928	27
Alex Passmore[3]	425,004	95,000	-	-	-	13,750	533,754	18
Total Directors	**838,490**	**95,000**	**-**	**-**	**186,192**	**49,928**	**1,169,609**	**24**
Executives								
Chris Hunt	300,000	40,000	40,000	-	33,383	27,500	440,883	26
Daniel Marchesi[4]	86,931	-	-	-	33,383	8,915	129,229	26
Travis Craig[5]	106,061	-	-	-	33,383	11,136	150,580	22
Matt Antill[6]	265,058	58,000	58,000	-	-	20,625	401,684	29
Gregor Bennett[7]	185,244	37,500	37,500	-	-	13,750	273,994	27
Total Executives	**943,295**	**135,500**	**135,500**	**-**	**100,149**	**81,296**	**1,396,370**	**27**
Total KMP	**1,781,785**	**230,500**	**135,500**	**-**	**286,340**	**131,854**	**2,565,979**	**25**

Notes:

1. *Mr Mair performed additional duties for the Company separate to his role as a Non-Executive Director totalling $5,250.*
2. *Mr Ryan was appointed as Non-Executive Director 29 June 2022 and was subsequently appointed Managing Director and Chief Executive Officer 24 October 2022.*
3. *Mr Passmore resigned as Managing Director and Chief Executive Officer 24 October 2022. Mr Passmore's salary and fees included payments for notice in lieu and annual leave as per his contractual terms with the Company upon resignation.*
4. *Mr Marchesi commenced 6 March 2023.*
5. *Mr Craig commenced 30 January 2023.*
6. *Mr Antill resigned effective 22 March 2023. Mr Antill's salary and fees included $34,073 for annual leave on resignation.*
7. *Mr Bennett resigned effective 31 December 2022. Mr Bennett's salary and fees included $74,359 for annual and long service leave on resignation.*
8. *The Board resolved during financial year ended 2023 to pay cash and share based payments in relation to financial year 2022 as the majority of short term KPI's were met or exceeded.*

Directors' Report

Remuneration Report (Audited) (Continued)

Remuneration of Key Management Personnel (continued)

		Short-term			Long-term	Post-employment	Total	Performance related
2022	Salary & fees $	STI bonus $	Share based payments $	Other $	Other $	Superannuation $	$	%
Directors								
Stephen Dennis	80,000	-	-	-	-	8,000	88,000	-
John Mair	50,000	-	-	-	-	5,000	55,000	-
Robert Ryan[1]	378	-	-	-	-	40	418	-
Alex Passmore	380,000	-	-	-	-	27,500	407,500	-
Total Directors	**510,378**	**-**	**-**	**-**	**-**	**40,540**	**550,918**	**-**
Executives								
Chris Hunt	300,000	-	-	-	-	27,500	327,500	-
Matt Antill	290,000	-	-	-	-	27,500	317,500	-
Gregor Bennett[2]	220,000	-	-	-	-	27,500	247,500	-
Total Executives	**810,000**	**-**	**-**	**-**	**-**	**82,500**	**892,500**	**-**
Total KMP	**1,320,378**	**-**	**-**	**-**	**-**	**123,040**	**1,443,418**	**-**

Notes:

1. *Mr Ryan was appointed as Non-Executive Director 29 June 2022.*
2. *Mr Bennett salary sacrificed $5,000 to superannuation.*

Compensation options: granted and vested during the year

During the financial year ended 2023, nil options were issued to the KMP of the Group (2022: nil) with 4,793,334 options lapsing without exercise.

Compensation performance rights: granted and vested during the year

During the financial year ended 2023, 11,100,000 performance rights were issued to the KMP of the Group (2022: nil).

2023	Number	Grant Date	Expiry Date	Risk free rate at grant date (%)	Value per right at grant date	Value at grant date $	Number vested	Number lapsed
Directors								
Stephen Dennis	1,500,000	10 Feb 2023	31 Dec 2027	3.363	$0.1641	246,150	-	-
John Mair	1,500,000	10 Feb 2023	31 Dec 2027	3.363	$0.1641	246,150	-	-
Robert Ryan	4,500,000	10 Feb 2023	31 Dec 2027	3.363	$0.1641	738,450	-	-
Executives								
Chris Hunt	1,200,000	3 Mar 2023	31 Dec 2027	3.599	$0.2112	253,435	-	-
Daniel Marchesi	1,200,000	3 Mar 2023	31 Dec 2027	3.599	$0.2112	253,435	-	-
Travis Craig	1,200,000	3 Mar 2023	31 Dec 2027	3.599	$0.2112	253,435	-	-
Total	**11,100,000**					**1,991,055**	-	-

Directors' Report

Remuneration Report (Audited) (Continued)

Compensation Performance Rights: Granted and Vested during the year (continued)

For the financial year ended 30 June 2023, the fair value of performance rights was calculated using the Monte Carlo valuation methodology for market based vesting conditions.

Security	Number	Vesting Condition	Exercise price	Expiry Date
Tranche 1	3,700,000	• Delivery of a pre-feasibility study for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.25 or more	Nil	31 December 2027
Tranche 2	3,700,000	• Delivery of a definitive feasibility study for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.35 or more	Nil	31 December 2027
Tranche 3	3,700,000	• Decision to mine for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.40 or more	Nil	31 December 2027
Total	**11,100,000**			

There were no alterations to the terms and conditions of performance rights granted as remuneration since their grant.

The Group's remuneration policy prohibits Directors and Executives from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements. To ensure compliance with this policy Directors and Executives are required to disclose all dealings in Company securities, whether vested or not.

Directors' Report

Remuneration Report (Audited) (Continued)

Other Transactions with Key Management Personnel

1) LG Mining Pty Ltd

- Mr Alex Passmore was the Managing Director and Chief Executive Officer of the Company until 24 October 2022 and was also a Director of LG Mining Pty Ltd ("LG Mining"), a company which provides labour hire services, specifically geologists and field assistants to the Group.
- An amount of $151,172 (30 June 2022: $888,328) was paid to LG Mining up until 24 October 2022. An amount of $49,990 was payable to LG Mining as at 30 June 2022. The transactions were on an arms-length basis and utilised by the Company, on a discretionary basis, for recruitment and labour hire of predominantly field staff which are in high demand in the current tight labour market. Other recruitment and labour hire firms are also utilised by the Group as required and including when terms are offered on an equal basis.

2) Cannon Resources Limited

- Mr Passmore was a Non-Executive Director of Cannon Resources Limited ("Cannon") until 24 January 2023. Mr Passmore received Non-Executive Director fees from Cannon.
- Mr Chris Hunt is the Chief Financial Officer and Company Secretary of the Company as well as the Company Secretary and a Non-Executive Director of Cannon. Mr Hunt did not receive any remuneration from Cannon.
- The Company entered into a Demerger Agreement with its subsidiary Cannon on 13 May 2021. The Demerger Agreement included a provision for the Company to sub-lease office space to Cannon at $2,000 per month and subsequently increased to $4,000 per month (amended as mutually agreed). The amount received by the Company under the Demerger Agreement for the financial year 30 June 2023 for rent was $32,000 (30 June 2022: $22,000). Cannon relocated to an alternative premises and, accordingly, the sub-leasing agreement with the Company was terminated on 28 February 2023.
- Following the demerger of Cannon, the Company entered into a Shared Services Agreement (the Agreement) with Cannon whereby the Company will provide Company Secretarial and Finance Services for $8,000 per month, subsequently increased to $10,000 per month (amended as mutually agreed). In addition, under the Agreement, Cannon can engage the Company to provide Geological services at a 10% mark-up on the cost. The Agreement commenced on 1 September 2021. The amount received by the Company under the Shared Services Agreement for the financial year 30 June 2023 was $227,660 (30 June 2022: $130,625).
- The balance outstanding to Rox as at 30 June 2023 was $10,000 (30 June 2022: $44,852).

3) Pearl Gull Iron Limited

- Mr Passmore is a Non-Executive Director of Pearl Gull Iron Limited ("Pearl Gull"). Mr Passmore received Non-Executive Director fees from Pearl Gull.
- Mr Hunt was the Company Secretary of Pearl Gull until 28 April 2023. Mr Hunt did not receive any remuneration from Pearl Gull.

Directors' Report

Remuneration Report (Audited) (Continued)

Other Transactions with Key Management Personnel (Continued)

3) Pearl Gull Iron Limited (continued)

- The Company entered into two (2) agreements with Pearl Gull Iron Limited ("Pearl Gull") whereby the Company will provide Company Secretarial and Finance Services for $8,000 per month, subsequently amended to $10,000 per month (amended as mutually agreed) and to sub-lease office space to Pearl Gull at $2,000 per month (amended as mutually agreed). The amount received by the Company for the financial year 30 June 2023 was $105,000 and $20,000, respectively (30 June 2022 $24,000 and $22,000 respectively).

4) Cockatoo Iron NL

- Mr Passmore is a Director of Cockatoo Iron NL ("Cockatoo Iron"). Mr Passmore did not receive any remuneration from Cockatoo Iron.
- Mr Hunt is the Company Secretary and a Director of Cockatoo Iron. Mr Hunt received $11,616 remuneration from Cockatoo Iron as the Company Secretary (2022: nil).
- The Company entered into an agreement with Cockatoo Iron whereby the Company will provide Financial Services for $2,000 per month (amended as mutually agreed). The amount received by the Company for the financial year 30 June 2023 was $14,000 (30 June 2022 $4,000). The balance outstanding to the Company as at 30 June 2023 was $2,200 (30 June 2022: nil).

All key management personnel transaction amounts disclosed above are exclusive of GST.

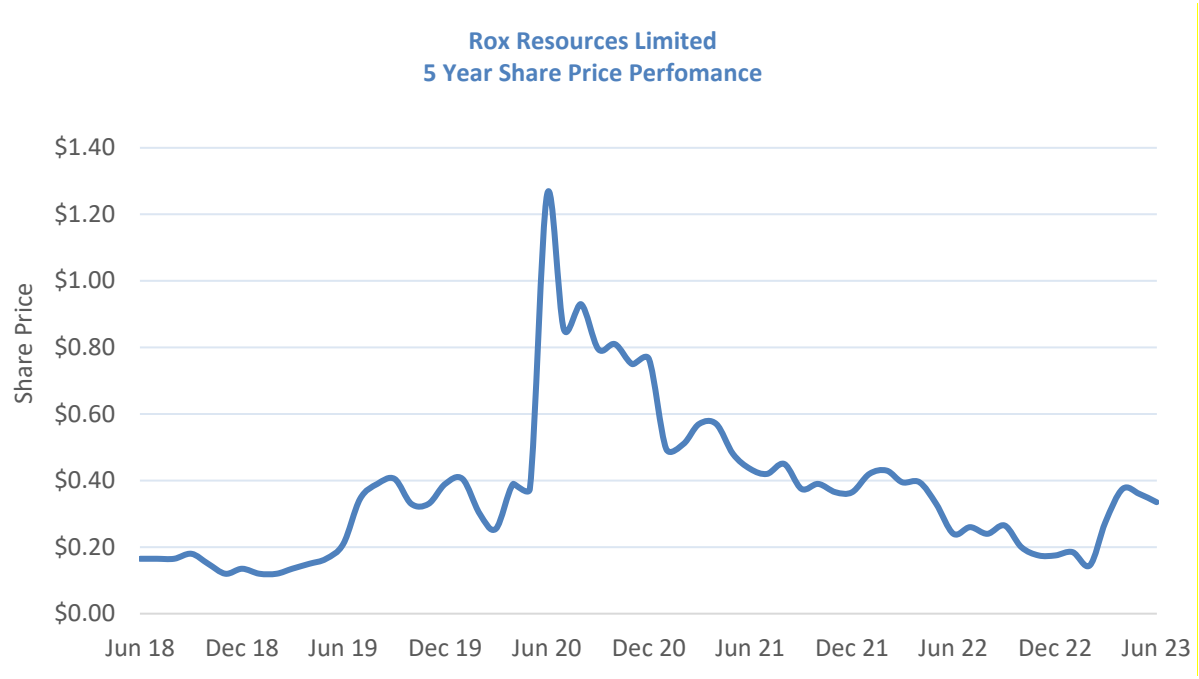
Directors' Report

Remuneration Report (Audited) (Continued)

Company's Performance

The Company's share price performance shown in the below graph is a reflection of the Company's performance over the past 5 years.

The variable components of the Executives' remuneration including short-term and long-term incentives are indirectly linked to the Company's share price performance.



The table below sets out information about the Group's earnings and movements in shareholder value for the past 5 years up to and including the current financial year.

	2023	2022	2021	2020	2019
Net loss after tax ($m)[1]	**(8.8)**	(14.0)	(11.8)	(7.5)	(2.8)
Basic loss per share (cents)[1,2]	**(4.39)**	(8.64)	(8.30)	(7.73)	(3.30)
Share Price at year end (cents)[2]	**31.50**	24.00	43.50	126.00	16.8
Total dividends (cents per share)	**-**	-	-	-	-

Notes:

1. *Historical results have not been assessed and adjusted for the impact of new accounting standards.*
2. *Historical results have been adjusted for the 15 to 1 share consolidation in financial year 21.*

Directors' Report

Remuneration Report (Audited) (Continued)

Shareholdings of Key Management Personnel

The share interests of KMP of the Group at the end of the 2023 and 2022 financial years are as follows:

	Balance as at 1 July 2022	Granted as Remuneration	Purchased	Net Change/ Other	Shares Issued on Exercise of Options	Balance as at 30 June 2023
2023						
Stephen Dennis[1]	908,483	-	151,515	-	-	1,059,998
John Mair	107,878	-	-	-	-	107,878
Robert Ryan	-	-	600,000	-	-	600,000
Chris Hunt[2]	66,666	242,425	121,212	-	-	430,303
Daniel Marchesi	-	-	-	-	-	-
Travis Craig	-	-	-	-	-	-
Alex Passmore[3]	3,860,150	-	-	(3,860,150)	-	-
Matt Antill[4]	-	351,515	-	(351,515)	-	-
Gregor Bennett[5]	137,060	227,272	-	(364,332)	-	-
Total	**5,080,237**	**821,212**	**872,727**	**(4,575,997)**	-	**2,198,179**

Notes:

1. *Mr Dennis holds his shares through the Dennis Super Fund A/C.*
2. *Mr Hunt holds 187,878 jointly with Mrs Jody Hunt and Mrs Jody Hunt holds 242,425 directly.*
3. *Mr Passmore, held 3,593,483 shares directly and 266,667 shares through Venus Corporation Pty Ltd <JAH Super Fund A/C> at the time of his resignation, 24 October 2022.*
4. *Mr Antill held 351,515 shares at the time of his resignation, 22 March 2023.*
5. *Mr Bennett held 364,332 shares at the time of his resignation, 31 December 2022.*

	Balance as at 1 July 2021	Granted as Remuneration	Purchased	Net Change/ Other	Shares Issued on Exercise of Options	Balance as at 30 June 2022
2022						
Alex Passmore[1]	2,461,817	-	65,000	-	1,333,333	3,860,150
Stephen Dennis[2]	808,483	-	100,000	-	-	908,483
John Mair	107,878	-	-	-	-	107,878
Robert Ryan[3]	-	-	-	-	-	-
Chris Hunt[4]	66,666	-	-	-	-	66,666
Matt Antill	63,333	-	-	(63,333)	-	-
Gregor Bennett	137,060	-	-	-	-	137,060
Total	**3,645,237**	-	**165,000**	**(63,333)**	**1,333,333**	**5,080,237**

Notes:

1. *Mr Passmore, held 3,593,483 shares directly and 266,667 shares through Venus Corporation Pty Ltd <JAH Super Fund A/C>.*
2. *Mr Dennis holds his shares through the Dennis Super Fund A/C.*
3. *Mr Ryan was appointed as Non-Executive Director 29 June 2022.*
4. *Mr Hunt holds his shares jointly with Mrs Jody Hunt.*

Directors' Report

Remuneration Report (Audited) (Continued)

Options holdings of Key Management Personnel

The options held by the KMP of the Group at the end of the financial year 2023 and financial year 2022 are as follows:

	Balance at 1 July 2022	Granted as Remuneration	Options Exercised	Options Expired	Balance as at 30 June 2023	Options Vested Not Yet Exercised[1]
2023						
Stephen Dennis	666,667	-	-	(666,667)	-	-
John Mair	666,667	-	-	(666,667)	-	-
Robert Ryan	-	-	-	-	-	-
Chris Hunt[2,3]	333,333	-	-	-	333,333	333,333
Daniel Marchesi	-	-	-	-	-	-
Travis Craig	-	-	-	-	-	-
Alex Passmore[4]	2,666,667	-	-	(2,666,667)	-	-
Matt Antill[5]	326,667	-	-	(326,667)	-	-
Gregor Bennett[6]	466,666	-	-	(466,666)	-	-
Total	**5,126,667**	-	-	**(4,793,334)**	**333,333**	**333,333**

Notes:

1. *All options which have vested are exercisable.*
2. *Mr Hunt holds through Mrs Jody Hunt.*
3. *$0.763 per share options with an expiry of 25 May 2024*
4. *Mr Passmore, held 2,666,667 options at the time of his resignation, 24 October 2022.*
5. *Mr Antill, held 326,667 options at the time of his resignation, effective 22 March 2023.*
6. *Mr Bennett, held 466,666 options at the time of his resignation, effective 31 December 2022.*

	Balance at 1 July 2021	Granted as Remuneration	Options Exercised	Options Expired	Balance as at 30 June 2022	Options Vested Not Yet Exercised[1]
2022						
Alex Passmore [4]	4,000,000	-	(1,333,333)	-	2,666,667	2,666,667
Stephen Dennis [4]	666,667	-	-	-	666,667	666,667
John Mair [4]	666,667	-	-	-	666,667	666,667
Robert Ryan	-	-	-	-	-	-
Chris Hunt[2,5]	333,333	-	-	-	333,333	333,333
Matt Antill[3,5]	326,667	-	-	-	326,667	326,667
Gregor Bennett[4]	466,666	-	-	-	466,666	466,666
Total	**6,460,000**	-	**(1,333,333)**	-	**5,126,667**	**5,126,667**

Notes:

1. *All options which have vested are exercisable.*
2. *Mr Hunt holds through Mrs Jody Hunt.*
3. *Mr Antill held through Mrs Ranela Antill.*
4. *$0.433 per share options with an expiry of 30 November 2022*
5. *$0.763 per share options with an expiry of 25 May 2024*

Directors' Report

Remuneration Report (Audited) (Continued)

Performance Rights of Key Management Personnel

The performance rights held by the KMP of the Group at the end of the financial year 2023 are as follows:

	Balance at 1 July 2022	Granted as Remuneration	Exercised	Expired	Balance as at 30 June 2023	Vested Not Yet Exercised[1]
2023						
Stephen Dennis[1]	-	1,500,000	-	-	1,500,000	-
John Mair	-	1,500,000	-	-	1,500,000	-
Robert Ryan	-	4,500,000	-	-	4,500,000	-
Chris Hunt[2]	-	1,200,000	-	-	1,200,000	-
Daniel Marchesi[3]	-	1,200,000	-	-	1,200,000	-
Travis Craig	-	1,200,000	-	-	1,200,000	-
Total	-	**11,100,000**	-	-	**11,100,000**	-

Notes:

1. *Mr Dennis holds his performance rights through the Dennis Super Fund A/C.*
2. *Mr Hunt holds his performance rights through Mrs Jody Hunt.*
3. *Mr Marchesi holds his performance rights through Ms Andrea Marchesi.*

End of Remuneration Report

Signed in accordance with a resolution of the Directors.

Robert Ryan
Managing Director
Perth, 27 September 2023

AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF ROX RESOURCES LIMITED

In relation to the independent audit for the year ended 30 June 2023, to the best of my knowledge and belief there have been:

(i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and

(ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of Rox Resources Limited and the entities it controlled during the year.

PITCHER PARTNERS BA&A PTY LTD

MICHAEL LIPRINO
Executive Director
Perth, 27 September 2023

Corporate Governance

Corporate Governance Statement

Rox Resources Limited ("the Company") has established a corporate governance framework, the key features of which are set out in this statement. In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition. The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained the reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at https://www.roxresources.com.au/corporate/corporate-governance/.

Charters

- Board
- Audit Committee
- Nomination Committee
- Remuneration Committee

Policies and Procedures

- Policy and Procedure for the Selection and (Re)Appointment of Directors
- Process for Performance Evaluations
- Policy on Assessing the Independence of Directors
- Policy for Trading in Company Securities
- Shareholder Communication and Investor Relations Policy
- Code of Conduct
- Policy on ASX Listing Rule Compliance
- Compliance Procedures
- Procedure for the Selection, Appointment and Rotation of External Auditor
- Corporate Governance Principles and Recommendations
- Risk Management Policy
- Policy on Whistleblower
- Continuous Disclosure Policy
- Diversity Policy
- Induction Program
- Anti-Bribery and Anti-Corruption Policy
- Website Disclosure

The Company reports below on whether it has followed each of the recommendations during financial year 2023. The information in this statement is current as at 30 June 2023. This statement was approved by a resolution of the Board on 27 September 2023.

Corporate Governance

Principle 1 - Lay solid foundations for management and oversight

Recommendation 1.1

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and have documented this in its Board Charter, which is disclosed on the Company's website at

https://www.roxresources.com.au/corporate/corporate-governance/

Recommendation 1.2

The Company undertakes appropriate checks before appointing a person or recommending to shareholders a candidate for election as a Director and provides shareholders with all material information in its possession relevant to a decision on whether to elect or re-elect a Director.

The Company appointed Mr Robert Ryan to the Board on 29 June 2022 and the checks referred to in the Company's Policies and Procedures for the selection and (re)appointment of Directors were undertaken.

The Company provided shareholders with all material information in relation to the re-election of Mr John Mair as Director at its 2022 Annual General Meeting.

Recommendation 1.3

The Company has a written agreement with each Director and Senior Executive setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement, the Company, or any of its subsidiaries, has entered into with its Managing Director, any of its Directors, and any other person or entity who is a related party of the Managing Director or any of its Directors has been disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).

Recommendation 1.4

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board as outlined in the Company's Board Charter.

Recommendation 1.5

The Company has a Diversity Policy. However, the Diversity Policy does not include requirements for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. Nor has the Board set measurable objectives for achieving gender diversity. Given the Company's stage of development as an exploration company and its number of employees, the Board considers that it is not practical to set measurable objectives for achieving gender diversity at this time.

The respective proportions of men and women on the Board, in Senior Executive positions and across the whole organisation as at the date of this statement are set out in the following table. "Senior Executive" for these purposes means a person who makes, or participates in the making of, decisions that affect the whole or a substantial part of the business or has the capacity to affect significantly the Company's financial standing. For the financial year, this included the Managing Director:

Corporate Governance

	Proportion of women
Whole organisation (including the Board)	2 out of 13 (15%)
Senior Executive positions	0 out of 4 (0%)
Board	0 out of 3 (0%)

Recommendation 1.6

The Chair is responsible for evaluating the Board and, when deemed appropriate, Board committees and individual Directors. The evaluations are undertaken in accordance with the Company's Process for Performance Evaluations, which is disclosed on the Company's website.

During the financial year an evaluation of the Board, its committees, and individual Directors took place in accordance with the process disclosed in the Company's Process for Performance Evaluations.

Recommendation 1.7

The Managing Director is responsible for evaluating the performance of Senior Executives in accordance with the process disclosed in the Company's Process for Performance Evaluations.

During the financial year, an evaluation of the former Chief Financial Officer and Company Secretary, General Manager - Studies and Exploration Manager took place in accordance with the process disclosed in the Company's Process for Performance Evaluations.

The Chair is responsible for evaluating the Managing Director in accordance with the process disclosed in the Company's Process for Performance Evaluations.

During the financial year, an evaluation of the Managing Director took place in accordance with the process disclosed in the Company's Process for Performance Evaluations.

Principle 2 - Structure the Board to be effective and add value

Recommendation 2.1

The Board has established a separate Nomination Committee, with the full Board being members of the Committee.

The Company has adopted a separate Nomination Committee which describes the role, composition and responsibilities of the Committee. The Committee deals with any conflicts of interest that may occur by ensuring that the Director with conflicting interests is not party to the relevant discussions.

Details of Director attendance at the Nomination Committee, during the financial year, are set out in a table in the Directors' Report on page 26.

Corporate Governance

Recommendation 2.2

The mix of skills and diversity for which the Board is looking to achieve in its membership is represented by the Board's current composition. Whilst the Company is at exploration stage, it does not wish to significantly increase the size of the Board and considers that the Board, which includes Directors with geological qualifications, exploration and mining industry experience, experience in the development and operation of mining projects in Australia and accounting and finance qualifications, is an appropriate mix of skills and expertise relevant to the Company. Notwithstanding the Board's current view that the composition of the Board is appropriate, as project acquisitions and development opportunities occur a review of the Board size and composition will be undertaken.

Recommendation 2.3

The Board considers the independence of Directors having regard to the relationships listed in Box 2.3 of the Principles & Recommendations and its Policy on Assessing the Independence of Directors. The independent Directors of the Company are Mr Stephen Dennis, Chairman of the Company and Dr John Mair a Non-Executive Director. None of the independent Directors of the Company have an interest, position or relationship of the type described in Box 2.3

The length of service of each Director is set out in the Directors' Report on page 22.

Recommendation 2.4

During the financial year, the Board had a majority of Directors who are independent. The Board considered that its composition was adequate for the Company's size and operations and included an appropriate mix of skills and expertise relevant to the Company's business.

As noted above, a review of the Board's size and composition, including the balance of independence on the Board may be undertaken in accordance with the Nomination Committee Charter.

Recommendation 2.5

The independent Chair of the Board is Mr Stephen Dennis, who is not also the Managing Director.

Recommendation 2.6

The Company has an induction program that it uses when new Directors join the Board and when new Senior Executives are appointed. The goal of the program is to assist new Directors to participate fully and actively in Board decision-making at the earliest opportunity and to assist Senior Executives to participate fully and actively in management decision-making at the earliest opportunity. The Company's Induction Program is disclosed on the Company's website.

The Board in its capacity as the Nomination Committee, regularly reviews whether the Directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and the Board committees effectively using a Board skills matrix. Where any gaps are identified, the Board considers the training or development that should be undertaken to fill those gaps. In particular, the Board ensures that any Director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements. Directors also receive ongoing education on developments in accounting standards.

Corporate Governance

Principle 3 - Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1

The Company has articulated its values and disclosed them throughout its governance material, including its Code of Conduct which can be found on the Company website. The Company expects that its Board and Senior Executives will conduct themselves with integrity and honesty in accordance with the Code of Conduct. Directors, Executives and employees shall deal with the Company's customers, suppliers, competitors, shareholders and each other with honesty, fairness and integrity and observe the rule and spirit of the legal and regulatory environment in which the Company operates.

The Company aims to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community and to comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

The Company complies with all legislative and common law requirements which affect its business wherever it operates. Currently the Company only operates in Australia, should it in the future have operations overseas, it shall comply with the relevant local laws as well as any applicable Australian laws. Any transgression from the applicable legal rules is to be reported to the Managing Director as soon as a person becomes aware of such a transgression.

Recommendation 3.2

The Company has established a Code of Conduct for its Directors, Senior Executives and employees, which is disclosed on the Company's website. Any breach of that code is reported to the Board at the next meeting of Directors.

Recommendation 3.3

The Company has adopted a Whistleblower Policy to encourage the raising of any concerns or reporting of instances of any violations (or suspected violations) of the Code of Conduct (or any potential breach of law or any other legal or ethical concern) without the fear of intimidation or reprisal. Any material incidents may be reported to the Supervisors or Senior Managers, the Director, Company Secretary, the Whistleblower Protection Officer appointed by the Company as well as the other person and bodies outlined in the Company's Whistleblower Policy.

Recommendation 3.4

The Company has established an Anti-Bribery and Corruption policy which is disclosed on the Company's website. Any material breach of that policy is immediately reported to the Managing Director and Chairman of the Board of Directors.

Corporate Governance

Principle 4 – Safeguard the integrity of corporate reports

Recommendation 4.1

The Board has established a separate Audit Committee, with the full Board being members of the Committee.

The Company has adopted an Audit Committee Charter. The Committee deals with any conflicts of interest that may occur ensuring that the Director with conflicting interests is not party to the relevant discussions.

The Company has also established a Procedure for the Selection, Appointment and Rotation of its External Auditor, which is disclosed on the Company's website. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. Pitcher Partners, the Company's auditor, was appointed at the 2019 AGM. The performance of the external auditor is reviewed on an annual basis by the Board.

Details of Director attendance at the Audit Committee, held during the financial year, are set out in a table in the Directors' Report on page 26.

Recommendation 4.2

Before the Board approved the Company financial statements for the half year ended 31 December 2022 and the full-year ended 30 June 2023, it received from the Managing Director and the Chief Financial Officer a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the Financial Statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively ("the Declaration").

The Board did not receive a Declaration for each of the quarters ending 30 September 2022, 31 December 2022, 31 March 2023 and 30 June 2023 because in the Board's view its quarterly reports are not financial statements to which the Declaration can be appropriately given.

Recommendation 4.3

Processes are in place to verify the integrity of the Company's periodic corporate reports released to the market that are not audited or reviewed by the external auditor. Examples of periodic corporate reports released by the Company include quarterly cash flow reports. The process to verify is includes circulation to Senior Executives and the Board for review prior to finalising and releasing to the market. The Company has adopted a Continuous Disclosure Policy which sets out how market announcements are prepared and released and has appointed the Company Secretary as the Continuous Disclosure officer who oversees the drafting of and approves the final release of announcements. The Company Secretary is responsible for satisfying themself that the content of any announcement is accurate and not misleading and is supported by appropriate verification.

Corporate Governance

Principle 5 - Make timely and balanced disclosure

Recommendation 5.1

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules, in particular Listing Rule 3.1. A summary of the Company's Policy on Continuous Disclosure and Compliance Procedures are disclosed on the Company's website.

Recommendation 5.2

The Company Secretary circulates all material market announcements to the Board prior to release to the ASX.

Recommendation 5.3

All new and substantive investor or analyst presentations are released to the ASX ahead of any presentation to investors.

Principle 6 - Respect the rights of security holders

Recommendation 6.1

The Company provides information about itself and its governance to investors via its website at www.roxresources.com.au as set out in its Shareholder Communication and Investor Relations Policy.

Recommendation 6.2

The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's Shareholder Communication and Investor Relations Policy.

Recommendation 6.3

The Company has in place, a Shareholder Communication and Investor Relations Policy, which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders. The Company encourages shareholder attendance and participation at its meetings. The Chair of the meeting allows a reasonable opportunity for members to ask questions or make comments on the management of the Company.

Recommendation 6.4

All resolutions put to meetings of shareholders are decided by way of a poll.

Corporate Governance

Recommendation 6.5

Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically. The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders, Shareholders not already receiving information electronically can elect to do so through the share registry, Computershare Limited, at www.computershare.com.au

Principle 7 - Recognise and manage risk

Recommendation 7.1

The Board has established a separate Audit Committee which considers risks, with the full Board being members. Please refer to the disclosure above under Recommendation 4.1 in relation to the Audit Committee.

Recommendation 7.2

The Board reviews the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks that the Company faces and to ensure that the Company is operating within the risk appetite set by the Board. The Board carried out these reviews during the financial year.

Recommendation 7.3

The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's governance risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's Risk Management Policy. The Board also reviews the effectiveness of its governance, risk management and internal control processes in accordance with its Audit Committee Charter and Board Charter.

Recommendation 7.4

As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment. This impact will likely increase once the Company is in production. The Company takes care to ensure that its operations comply with any environmental laws applicable to it, including the conditions attaching to any of its tenements.

Except as identified above the Company has not identified any significant exposure to any environmental and/or social sustainability risks in this financial year.

However, the Company does have a material exposure to the following economic risks:

- Market risk: movements in commodity prices. The Company manages its exposure to market risk by monitoring market conditions and making decisions based on industry experience.
- Future capital risk: cost and availability of funds to meet the Company's business requirements. The Company manages this risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

Corporate Governance

The Board has adopted a Risk Management Policy and Risk Management Procedures. Under the Risk Management Policy, the Board oversees the processes by which risks are managed. This includes defining the Company's risk appetite, monitoring of risk performance and the risks that may have a material impact on the business. Management is responsible for the implementation of the risk management and internal control system to manage the Company's risk and to report to the Board whether those risks are being effectively managed.

The Company's system to manage its material business risks includes the preparation of a risk register by management to identify the Company's material business risks, analyse, evaluate, and treat those risks (including assigning a risk owner to each risk). Risks and their management are to be monitored and reviewed at least annually by senior management. The risk register is to be updated and a report submitted to the Managing Director. The Managing Director is to provide a risk report at least annually to the Board.

Principle 8 - Remunerate fairly and responsibly

Recommendation 8.1

The Board has established a separate Remuneration Committee, with the full Board being members. The Committee deals with any conflicts of interest that may occur when by ensuring that the Director with conflicting interests is not party to the relevant discussions. The Remuneration Committee considers the level and composition of remuneration for Directors and Senior Executives and ensures that such remuneration is appropriate and not excessive, in accordance with the Remuneration Committee Charter.

Details of Director attendance at meetings of the full Board, in its capacity as the Remuneration Committee, during the financial year, are set out in a table in the Directors' Report on page 26.

Recommendation 8.2

Details of remuneration, including details of the Company's Non-Executive remuneration and Executive remuneration practices and the Company's policy on "clawback policy" regarding the lapsing of performance-based remuneration in the event of fraud or serious misconduct and the clawback of the performance-based remuneration in the event of a material misstatement in the Company's financial statements, are contained in the "Remuneration Report" which forms of part of the Directors' Report and commences at page 31 of the Company's Annual Report for year ended 30 June 2023.

Recommendation 8.3

The Company's Securities Trading Policy includes a statement of the Company's policy that participants in the Company's equity-based remuneration schemes are prohibited from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

Consolidated Financial Statements

2023

Consolidated Statement of Financial Position

As at 30 June 2023

	Notes	2023 ($000's)	2022 ($000's)
Assets			
Current assets			
Cash and cash equivalents	11	**3,467**	4,441
Trade and other receivables	12	**6,793**	55
Inventory		**14**	28
Total current assets		**10,274**	4,524
Non-current assets			
Trade and other receivables	12	**-**	3,012
Property, plant and equipment	17	**648**	624
Capitalised exploration and evaluation expenditure	18	**11,060**	10,970
Right of use assets	13	**241**	332
Investment in associates	14	**-**	1,776
Other non-current assets	16	**234**	-
Total non-current assets		**12,183**	16,714
Total assets		**22,457**	21,238
Liabilities			
Trade and other payables	19	**1,579**	863
Provisions	20	**108**	199
Other financial liabilities	21	**149**	149
Total current liabilities		**1,836**	1,211
Non-current liabilities			
Provisions	20	**5,650**	5,358
Other financial liabilities	21	**219**	342
Total non-current liabilities		**5,869**	5,700
Total liabilities		**7,705**	6,911
Net assets		**14,752**	14,327
Equity			
Issued capital	22	**73,630**	64,830
Reserves	22	**15,222**	14,834
Accumulated losses	24	**(74,100)**	(65,337)
Total equity attributable to shareholders		**14,752**	14,327

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2023

	Notes	2023 ($000's)	2022 ($000's)
Income			
Interest income	6	**53**	2
Gain on disposal of investment in associate	6	**2,262**	-
Gain on disposal of property, plant and equipment	6	**197**	-
Other income	6	**1,573**	13
Expenses			
Corporate expenses		**(1,422)**	(1,356)
Short-term lease and occupancy related expenses		**2**	(19)
Salaries, wages and superannuation		**(1,438)**	(1,182)
Restructure expenses		**-**	(32)
Exploration expenditure		**(8,684)**	(7,758)
Share based payments	23(a & b)	**(574)**	(59)
Finance expense		**(257)**	(735)
Depreciation and amortisation		**(287)**	(245)
Impairment of assets	17	**-**	(1,774)
Fair value movement on financial instruments at fair value through profit or loss	15	**-**	(110)
Share of associates profit or loss	14	**(188)**	(695)
Loss before income tax		**(8,763)**	(13,950)
Income tax expense	7	**-**	-
Net loss after income tax attributable to shareholders		**(8,763)**	(13,950)
Other comprehensive income			
Other comprehensive income net of tax		**-**	-
Total comprehensive loss for the year attributable to shareholders		**(8,763)**	(13,950)

Loss per share for the year attributable to shareholders		**cents**	cents
Basic loss per share	8	**(4.39)**	(8.64)
Diluted loss per share	8	**(4.39)**	(8.64)

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the year ended 30 June 2023

	Notes	2023 ($000's)	2022 ($000's)
Cash flows from operating activities			
Interest received		**53**	2
Payments to suppliers and employees		**(3,019)**	(2,750)
Expenditure on mineral interests		**(10,080)**	(11,741)
Net cash used in operating activities	11	**(13,046)**	(14,489)
Cash flows from investing activities			
Proceeds from sale of investments		**3,850**	3,100
Proceeds on sale of property, plant and equipment		**123**	-
Purchase of property, plant and equipment		**(221)**	(393)
Purchase of mineral properties		**(171)**	(198)
Repayment of loan by Cannon Resources Limited		**-**	665
Net cash provided by investing activities		**3,581**	3,174
Cash flows from financing activities			
Proceeds from issue of ordinary shares		**8,958**	4,000
Proceeds from exercise of options		**-**	217
Share issue costs		**(344)**	(227)
Repayment of lease liabilities		**(123)**	(148)
Net cash provided by financing activities		**8,491**	3,842
Net decrease in cash and cash equivalents		**(974)**	(7,472)
Cash and cash equivalents at the beginning of the year		**4,441**	11,913
Cash and cash equivalents at the end of the year	11	**3,467**	4,441

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2023

	Notes	Contributed equity ($000's)	Reserves ($000's)	Accumulated losses ($000's)	Total ($000's)
Balance as at 1 July 2021		70,596	4,828	(50,613)	24,811
Loss for the year		-	-	(13,950)	(13,950)
Other comprehensive loss		-	-	-	-
Total comprehensive loss for the year		-	-	(13,950)	(13,950)
Transactions with shareholders					
Issue of share capital		4,000	-	-	4,000
Share issue costs		(227)	-	-	(227)
Exercise of options		217	-	-	217
Share-based payments		-	59	-	59
Demerger of Cannon Resources Limited	32	(9,756)	9,947	(774)	(583)
Balance as at 30 June 2022		64,830	14,834	(65,337)	14,327
Balance as at 1 July 2022		**64,830**	**14,834**	**(65,337)**	**14,327**
Loss for the year		-	-	**(8,763)**	**(8,763)**
Other comprehensive loss		-	-	-	-
Total comprehensive loss for the year		-	-	**(8,763)**	**(8,763)**
Transactions with shareholders					
Issue of share capital		**8,958**	-	-	**8,958**
Share issue costs		**(344)**	-	-	**(344)**
Share-based payments		**186**	**388**	-	**556**
Balance as at 30 June 2023		**73,630**	**15,222**	**(74,100)**	**14,752**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 1 – Corporate Information

Rox Resources Limited is a for profit company incorporated in Australia whose shares are publicly traded on the Australian Stock Exchange (ASX). The consolidated financial statements of Rox Resources Limited incorporate Rox Resources Limited (the Parent) as well as its subsidiaries (collectively, the Group) as outlined in Note 31. The financial statements of the Group for the year ended 30 June 2023 were authorised for issue in accordance with a resolution of the Directors on 27 September 2023.

The nature of the operations and principal activities of the Group are described in the Directors Report.

Note 2 – Significant Accounting Policies

Basis of preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has been prepared on a historical cost basis, except for certain financial investments that have been measured at fair value. The financial report is presented in Australian dollars.

As a result of the uncertainties inherent in business and other activities, certain items in a financial report cannot be measured with precision but can only be estimated. The estimation process involves best estimates based on the latest information available, which are set out in Note 4.

Comparatives

Certain prior financial year amounts have been reclassified for consistency with the current financial year presentation.

Rounding of Amounts

The Group is of a kind referred to in *ASIC Corporations (Rounding in Financials/Directors' Reports) Instrument 2016/191*, relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

Going concern

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Group has incurred a net loss after tax for the year ended 30 June 2023 of $8,763k (2022: $13,950k) and experienced net cash outflows from operating activities of $13,046 (2022: $14,489k). As at 30 June 2023, the Group had net current assets of $8,438k (30 June 2022: $3,313k).

The Directors recognise that additional funding either through the issue of further shares, or convertible notes, or the sale of assets, or a combination of these activities will be required for the Group to continue to actively explore its mineral properties. The Directors are also aware that the Group can relinquish certain projects in order to maintain its cash at appropriate levels.

The Directors have reviewed the business outlook and the assets and liabilities of the Group and are of the opinion that the use of the going concern basis of accounting is appropriate as the Directors believe the Group will be able to pay its debts as when they fall due.

In forming this view, the Directors have taken into consideration the following:

- The Group's ability to reduce expenditure as and when required including, but not limited to, reviewing all expenditure for deferral or elimination, until the Group has sufficient funds; and
- Assets sales, including sale of tenure.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

Going concern (continued)

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts, nor the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern. Should the Group be unsuccessful with the initiatives detailed above then, there is a material uncertainty as to whether the Group will be able to continue as a going concern and may therefore be required to realise assets and extinguish liabilities other than in the ordinary course of business with the amount realised being different from those shown in the financial statement.

(a) Compliance statement

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

(b) Accounting standards issued but not effective

The Australian Accounting Standards Board (AASB) has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Group. The Group has decided not to early adopt any of these new and amended pronouncements. The Group's assessment of the new and amended pronouncements that are relevant to the Group but applicable in future reporting periods is set out below.

AASB 2021-5: Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

AASB 2021-5 amends AASB 112 Income Taxes to clarify the accounting for deferred tax transactions that, at the time of the transaction, give rise to equal taxable and deductible temporary differences. In specified circumstances, entities are exempt from recognising deferred tax when they recognise assets or liabilities for the first time. The amendments clarify that the exemption does not apply to transactions for which entities recognise both an asset and a liability and that give rise to equal taxable and deductible temporary differences.

This amending standard mandatorily apply to annual reporting periods commencing on or after 1 January 2023 and will be first applied by the Group in the financial year commencing 1 July 2023.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates

AASB 2021-2 amends AASB 7 Financial Instruments: Disclosures, AASB 101 Presentation of Financial Statements, AASB 108 Accounting Policies, Changes in Accounting Estimates and Errors, AASB 134 Interim Financial Reporting and AASB Practice Statement 2 Making Materiality Judgements. The main amendments relate to:

(a) AASB 7 – clarifies that information about measurement bases for financial instruments is expected to be material to an entity's financial statements;

(b) AASB 101 – requires entities to disclose their material accounting policy information rather than their significant accounting policies;

(c) AASB 108 – clarifies how entities should distinguish changes in accounting policies and changes in accounting estimates;

(d) AASB 134 – to identify material accounting policy information as a component of a complete set of financial statements; and

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(b) Accounting standards issued but not effective (continued)

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates (continued)

AASB Practice Statement 2 – to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

AASB 2021-2 mandatorily applies to annual reporting periods commencing on or after 1 January 2023 and will be first applied by the Group in the financial year commencing 1 July 2023.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current

AASB 2020-1 amends AASB 101 Presentation of Financial Statements to clarify requirements for the presentation of liabilities in the statement of financial position as current or non-current.

A liability will be classified as non-current if an entity has the right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period. Meaning of settlement of a liability is also clarified.

AASB 2020-1 mandatorily applies to annual reporting periods beginning on or after 1 January 2024 (as amended by AASB 2022-6 and AASB 2020-6) and will first be applied by the Group in the financial year commencing 1 July 2024.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

AASB 2014-10: Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and or Associate or Joint Venture and AASB 2021-7c: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB126 and Editorial Corrections

AASB 2014-10 amends AASB 10: Consolidated Financial Statements and AASB 128: Investments in Associates and Joint Ventures to clarify the accounting for the sale or contribution of assets between an investor and its associate or joint venture by requiring:

(a) a full gain or loss to be recognised when a transaction involves a business, whether it is housed in a subsidiary or not; and;

(b) a partial gain or loss to be recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

These amending standards mandatorily apply to annual reporting periods commencing on or after 1 January 2025 and will be first applied by the Group in the financial year commencing 1 January 2025.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(c) New Accounting standards applicable to 30 June 2023 year end

The following new accounting standards were applicable to the Group for the first time for 30 June 2023 year ends. There is no material impact of these newly adopted accounting standards on the financial statements of the Group.

AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018 – 2020 and Other Amendments

AASB 2020-3 amends AASB 1 First-time Adoption of Australian Accounting Standards, AASB 3 Business Combinations, AASB 9 Financial Instruments, AASB 116 Property, Plant and Equipment, AASB 137 Provisions, Contingent Liabilities and Contingent Assets and AASB 141 Agriculture. The main amendments relate to:

(a) AASB 1 – simplifies the application by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences;

(b) AASB 3 – updates references to the Conceptual Framework for Financial Reporting;

(c) AASB 9 – clarifies the fees an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability;

(d) AASB 116 – requires an entity to recognise the sales proceeds from selling items produced while preparing PP&E for its intended use and the related cost in profit or loss, instead of deducting the amounts received from the cost of the asset;

(e) AASB 137 – specifies the costs that an entity includes when assessing whether a contract will be loss making; and

(f) AASB 141 – removes the requirement to exclude cash flows from taxation when measuring fair value, thereby aligning the fair value measurement requirements in AASB 141 with those in other Australian Accounting Standards.

AASB 2020-3 mandatorily applies to annual reporting periods commencing on or after 1 January 2022 and will be first applied by the Group in the financial year commencing 1 July 2022.

AASB 2021-7a: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB128 and Editorial Corrections

AASB 2021-7a amends various standards, interpretations and other pronouncements for editorial corrections made by accounting standards boards since December 2017.

AASB 2021-7a mandatorily applies to annual reporting periods commencing on or after 1 January 2022 and will be first applied by the Group in the financial year commencing 1 July 2022.

AASB 2021-7a: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB128 and Editorial Corrections

AASB 2021-7a amends various standards, interpretations and other pronouncements for editorial corrections made by accounting standards boards since December 2017.

AASB 2021-7a mandatorily applies to annual reporting periods commencing on or after 1 January 2022 and will be first applied by the Group in the financial year commencing 1 July 2022.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(d) Summary of significant accounting policies

(i) Cash and cash equivalents

Cash and cash equivalents in the Consolidated Statement of Financial Position and Consolidated Statement of Cash Flows comprise cash at bank and in hand and deposits that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(ii) Capitalised exploration and evaluation expenditure

Exploration and evaluation costs are written off in the year they are incurred apart from acquisition costs which are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Where an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated acquisition costs in respect of that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they will not be recoverable in the future.

Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production commences.

(iii) Trade and other payables

Trade payables and other payables are initially recognised at fair value and are subsequently carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Refer also to Note 2 (d)(xvi) Financial instruments.

(iv) Issued capital

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction, net of tax, of the share proceeds received.

(v) Income tax

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the statement of comprehensive income.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(d) Summary of significant accounting policies (continued)

(v) Income tax (continued)

The recoverable amount of equipment is the greater of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(vi) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently carried at amortised cost less an allowance for impairment. Refer also to Note 2 (d)(xvi) Financial instruments.

(vii) Property, plant and equipment

All classes of equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is provided on a straight-line basis over the estimated useful life of the specific asset as follows:

Asset	2023	2022
Equipment	**3-10 years**	3-10 years

Depreciation is not charged on plant until production commences.

Impairment

The carrying values of property, plant and equipment are reviewed for impairment at each balance date, with recoverable amount being estimated when events or changes in circumstances indicate the carrying value may not be recoverable. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying values of an asset or cash generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

The recoverable amount of equipment is the greater of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Derecognition

Property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(d) Summary of significant accounting policies (continued)

(vii) Property, plant and equipment (continued)

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the Statement of Comprehensive Income in the period the item is derecognised.

(viii) Employee benefits

Provision is made for the employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave, sick leave and long service leave.

Liabilities arising in respect of wages and salaries, annual leave and other employee benefits expected to be settled within 12 months of the reporting date are measured at the nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. In determining the present value of future cash outflows, the market yield as at the reporting date on national corporate bonds, which have terms to maturity approximating the terms of the related liability, are used.

(ix) Revenue recognition

Interest revenue

Interest income is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

Sale of Assets

Revenue from the sale of assets is recognised when the significant risks and rewards of ownership of the assets have passed to the buyer, usually on delivery of the asset.

(x) Leases

Leases of 12-months or less and leases of low value assets

Lease payments made in relation to leases of 12-months or less and leases of low value assets (for which a lease asset and a lease liability has not been recognised) are recognised as an expense on a straight-line basis over the lease term.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(d) Summary of significant accounting policies (continued)

(x) Leases (continued)

Leases of 12-months or greater

Lease Asset

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset. Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over the estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

Lease Liability

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do depend on an index or a rate are expensed in the period in which they are incurred. Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down

(xi) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable
- receivables and payables are stated with the amount of GST included

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(d) Summary of significant accounting policies (continued)

(xii) Earnings/loss per share

Basic earnings/loss per share is calculated by dividing the profit/loss from ordinary activities after related income tax expense by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings/loss per share is calculated as net profit/loss attributable to members, adjusted for:

- costs of servicing equity (other than dividends)
- the after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses
- other discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares
- divided by the weighted average number of ordinary shares and dilutive potential ordinary shares adjusted for any bonus element

(xiii) Share based payment transactions

The Group provides benefits to employees (including Directors) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the shares at the grant date.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Rox Resources Limited ('market conditions').

The cost of equity-settled transactions is recognised in the Statement of Comprehensive Income, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects the extent to which the vesting period has expired and the number of awards that, in the opinion of the Directors of the Company, will ultimately vest. This opinion is formed based on the best available information at balance sheet date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(d) Summary of significant accounting policies (continued)

(xiii) Share based payment transactions (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transactions a result of the modification, as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options and performance rights is reflected as additional share dilution in the computation of earnings per share, unless the Group is loss making, then it is anti-dilutive as the inclusion of these options would reduce the loss per share.

(xiv) Provisions

Rehabilitation provision

The Group makes full provision for the future cost of rehabilitating mine sites and related production facilities on a discounted basis at the time of acquiring, or developing, the mines and installing and using those facilities.

The rehabilitation provision represents the present value of rehabilitation costs relating to the Group's mine site. Further information on the assumptions used in the determining the rehabilitation provision is set out in Note 20.

(xv) Interests in joint arrangements

Joint arrangements represent the contractual sharing of control between parties in a business venture where unanimous decisions about relevant activities are required.

Joint operations represent arrangements whereby joint operators maintain direct interests in each asset and exposures to each liability of the arrangement. The Group's interests in the assets, liabilities, revenue and expenses of the joint operations are included in the respective line items of the financial statements. Information about the joint arrangements is set out in Note 29.

(xvi) Financials instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. For financial assets, this is the date that the Group commits itself to either purchase or sale of assets.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 2 – Significant Accounting Policies (continued)

(d) Summary of significant accounting policies (continued)

(xvi) Financials instruments (continued)

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

An instrument is a financial liability when an issuer is, or can be required, to deliver either cash or another financial asset (e.g. ordinary shares in the Company) to the holder.

Where the Group has the choice of settling a financial instrument in cash or otherwise is contingent on the outcome of circumstances beyond the control of both the Group and the holder, the Group accounts for the instrument as a financial liability.

All financial liabilities are initially recognised at fair value. The Group's financial liabilities include trade payables and contingent consideration (compound financial liability).

Financial assets

Financial assets are initially recognised at fair value. The Group's financial assets include cash and cash equivalents, receivables, financial investments and the deferred consideration and the amounts owing from VMC under the funding arrangement in conjunction with the joint arrangement held with VMC (see Note 12).

The deferred consideration owed to the Group in relation to the Group's sale of the Reward Zinc-Lead Project in 2017 to Teck Resources Limited ("Teck") (see Note 15) is recognised at fair value on initial recognition and subsequent remeasurement, with the movement recorded as a fair value gain or loss on financial instruments in the Consolidated Statement of Comprehensive Income.

The Group applies the AASB 9 Financial Instruments ("AASB 9") simplified approach to measuring the expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

Where the simplified approach to measuring the expected credit loss does not apply (i.e. the deferred consideration and the amounts owing to VMC under the funding arrangement), the Group recognises a loss allowance on initial recognition based on the 12 month expected credit losses. The Group thereafter continues to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in the credit risk since initial recognition of the financial asset. Specifically, AASB 9 requires the Group to measure the loss allowance at an amount equal to the lifetime expected credit loss.

(xvii) Investments in associates

An associate is an entity over which the Group is able to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

The Group's interests in associates are accounted for using the equity method after initially being recognised at cost. Under the equity method, the Group's share of the profits or losses of the associate is recognised in the Group's profit or loss and the Group's share of other comprehensive income items is recognised in the Group's condensed consolidated statement of other comprehensive income.

Unrealised gains and losses on transactions between the Group and an associate are eliminated to the extent of the Group's interest in the associate.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 3 – Financial Risk Management and Policies

Overview

This note presents information about the Group's exposure to each of the below risks, its objectives, policies and processes for measuring and managing risk, and the management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks.

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- interest rate risk

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's credit risk exposure arises principally from the Group's other financial assets, receivables, including receivables from related parties, security deposits and cash and cash equivalents.

Cash and cash equivalents

The Group's cash and cash equivalents are maintained in banks with credit ratings of AA as per Standard & Poor's as at year-end.

Trade and other receivables

As the Group operates in the mining exploration sector its receivables generally relate to GST receivable from the Australian Taxation Authority and the credit risk is assessed similar to other financial instruments under AASB 9 and the credit risk is low.

Presently, the Group undertakes exploration and evaluation activities in Australia. At the balance sheet date there were no significant concentrations of credit risk and none of the Group's receivables are past due or impaired (2022: Nil).

Exposure to credit risk

The carrying amount of the Group's financial assets represents the Group's maximum credit exposure. None of the Group's trade and other receivables are past due (2022: nil). As at 30 June 2023, the Group does not have any collective impairment on its other receivables (2022: nil).

Guarantees

At the date of this report there are no outstanding guarantees (2022: nil).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 3 – Financial Risk Management and Policies (continued)

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate cash reserves by continuously monitoring forecast and actual cash flows.

The Group's liquidity risk arises from other financial liabilities and trade and other payables, together comprising the Group's financial liabilities.

Financial liabilities maturing profiles as follows:

Maturity profiles	2023 ($000's)	2022 ($000's)
Less than 6 months	**1,532**	847
6 months to 1 year	**149**	149
1 year to 5 years	**219**	342
Greater than 5 years	**-**	-
Total	**1,900**	1,338

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Equity risk

The Group considers its exposure to equity risk minimal and has not developed any policies or procedures to manage such risk.

Currency risk

The Group considers that its exposure to currency risk is minimal and has not developed any policies or procedures to manage such risk.

Interest rate risk

The Group is exposed to interest rate risk. The Group considers that its exposure to interest risk is minimal, however it has a policy of monitoring interest rates offered by competing financial institutions to ensure it is aware of market trends and it receives competitive interest rates.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 3 – Financial Risk Management and Policies (continued)

Profile

At the reporting date the Group's only exposure to interest rate risk is related to the balance of its cash and cash equivalents. The following table represents the Group's exposure to interest rate risk:

Variable rate instruments	2023 ($000's)	2022 ($000's)
Cash and cash equivalents	**3,467**	4,441

A change of 1% (2022: 1%) in variable interest rates would have increased or decreased the Group's equity and profit by $0.04m (2022: $0.04m) and would have had the same effect on cash. The 1% sensitivity is based on reasonable possible movements over a financial year, after observation of a range of actual historical rate movement over the past five years.

Fair values

Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the Statement of Financial Position, are as follows:

		2023		2022	
Financial assets and liabilities	Note	Carrying amount ($000's)	Fair value ($000's)	Carrying amount ($000's)	Fair value ($000's)
Cash and cash equivalents	11	**3,467**	**3,467**	4,441	4,441
Trade and other receivables (current)	12	**6,793**	**6,793**	55	55
Trade and other receivables (non-current)	12	**-**	**-**	3,012	3,012
Investment in associates	14	**-**	**-**	1,776	1,776
Trade payables	18	**(1,532)**	**(1,532)**	(847)	(847)
Other financial liabilities (current)	20	**(149)**	**(149)**	(149)	(149)
Other financial liabilities (non-current)	20	**(219)**	**(219)**	(342)	(342)
Total		**8,360**	**8,360**	7,946	7,946

The Directors consider the carrying amount of the financial instruments to be a reasonable approximation of their fair value on account of their short to medium-term maturity cycle.

Capital management

When managing capital, management's objective is to ensure that the Group continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the Group.

The Group will raise equity through the issue of shares from time to time as the board sees fit to ensure it meets its objective of continuing as a going concern. The Group does not have any borrowings and has no current plans to obtain any debt facilities; as a result, the Group's total capital is defined as shareholders' equity, and at 30 June stood at:

	2023 ($000's)	2022 ($000's)
Equity	**14,752**	14,327

The Group is not subject to any externally imposed capital requirements.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 4 – Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

Exploration and evaluation

The Group's accounting policy for exploration and evaluation is set out in Note 2(d)(ii) to the accounts. The application of this policy necessarily requires management to make certain estimates and assumptions as to future events and circumstances, in particular, the assessment of whether economic quantities of reserves have been found. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under our policy, management conclude that they are unlikely to recover the expenditure by future exploitation or sale, then the relevant capitalised amount will be written off to the Consolidated Statement of Comprehensive Income.

Performance Rights and Share options

The Group measures the cost of equity-settled transactions with Directors and employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the Monte Carlo simulation method for market based conditions and either the Binominal or Black Scholes option valuation methodology for non-market based conditions. For performance rights and options issued in the financial year ended 30 June 2023, the assumptions detailed as per Note 22 were used.

Fair value measurement

The Group's accounting policy for Financial Instruments is set out in Note 2(d)(xvi).

Where the fair values of financial assets and liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including discounted cashflows. The input into these models is taken from observable inputs where possible. Changes in assumptions about these factors could affect the reported fair value of financial instruments, which also may differ from amounts at settlement.

Joint control

The Group's accounting policy for Joint Arrangements is set out in Note 2(d)(xv). AASB 11 Joint Arrangements requires an investor to have contractually agreed the sharing of control when making decisions about the relevant activities (in other words requiring the unanimous consent of the parties sharing control). However, what these activities are is a matter of judgement.

Please see Note 29 for more information on the Group's joint operations.

Rehabilitation

The Group made a full provision for its share of the future cost of rehabilitating the Youanmi Gold Project and related production facilities on a discounted basis, recognised initially on acquisition of its interest in mine and related facilities.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 4 – Significant accounting judgements, estimates and assumptions (continued)

Rehabilitation (continued)

The rehabilitation provision represents the estimated present value of rehabilitation costs relating to the Group's mine properties as at balance date. Assumptions are based on the current economic environment at each balance date, which management believe provide a reasonable basis upon which to estimate the future liability. These estimates are reviewed regularly to consider and material changes to the assumptions. Accordingly, during the financial year ended 30 June 2022, as the scoping study progressed, the Group undertook a full third party assessment of the extent and timing of the rehabilitation provision. This included the impact of the decision to utilise an alternative solution to the existing plant infrastructure.

Actual rehabilitation costs will ultimately depend upon future market prices for the necessary rehabilitation works required that will reflect market conditions at the relevant time.

Furthermore, the timing of rehabilitation is likely to depend on when the mine commences and ultimately (if a decision to mine is made) ceases to produce at economically viable rates. This, in turn, will depend upon commodity prices, which are inherently uncertain.

Expected Credit Loss

Under the AASB 9 simplified approach, the group determines the allowance for credit losses for receivables from contracts with customers and contract assets on the basis of the lifetime expected credit losses of the financial asset. Judgement is required in determining the lifetime expected credit loss, and the group uses information from a range of sources in determining the amount, including publicly available financial information.

Benefit from deferred tax losses

The future recoverability of the carried forward tax losses are dependent upon Group's ability to generate taxable profits in the future in the same tax jurisdiction in which the losses arise. This is also subject to determinations and assessments made by the taxation authorities. The recognition of a deferred tax asset on carried forward tax losses (in excess of taxable temporary differences) is dependent on management's assessment of these two factors. The ultimate recoupment and the benefit of these tax losses could differ materially from management's assessment.

Potential future income tax benefits attributable to gross tax losses carried forward have not been brought to account at 30 June 2023 because the Directors do not believe it is appropriate to regard realisation of the future tax benefit as probable. These benefits will only be obtained if:

(i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the losses and deductions to be released;

(ii) the Group continues to comply with the conditions for deductibility imposed by the law; and

(iii) no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the losses.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 5 – Segment information

Identification of Reportable Segments

Operating segments that meet the quantitative criteria of AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to the users of the financial statements.

The Group operates within the mineral exploration industry within Australia.

The Group determines its operating segments by reference to internal reports that are reviewed and used by the Board of Directors (the chief operating decision maker) in assessing performance and in determining the allocation of resources. The Board of Directors currently receive Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income information that is prepared in accordance with Australian Accounting Standards.

The Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income information received by the Board of Directors does not include any information by segment. The executive team manages each exploration activity of each exploration concession through review and approval of statutory expenditure requirements and other operational information. Based on this criterion, the Group has only one operating segment, being exploration, and the segment operations and results are the same as the Group results.

Note 6 – Income

	2023 ($000's)	2022 ($000's)
Interest income	**53**	2
Gain on disposal of investment in associate (i)	**2,262**	-
Gain on disposal of property, plant and equipment	**197**	-
Gain on remeasurement of OYG loan receivable (ii)	**1,573**	13
Total other income	**4,085**	13

(i) $3,849k proceeds received for 8,553,130 Cannon shares at $0.45 per share, less $1,588k written down value of investment in Cannon (refer Note 14).

(ii) The OYG loan receivable extinguishment date was brought forward from 10 June 2025 to 7 July 2023 as part of the Youanmi Gold Project consolidation transaction. The OYG loan receivable was originally recognised at amortised cost based on the above expected repayment date. In light of the revised repayment date, a gain of $1,573,000 was recognised (refer Note 12).

Note 7 – Income tax

	2023 ($000's)	2022 ($000's)
Income tax expense		
Recognised in the income statement:		
a) Tax expense		
Current tax expense	-	-
Deferred tax expense	-	-
Total income tax expense per income statement	-	-

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 7 – Income tax (continued)

	2023 ($000's)	2022 ($000's)
b) Numerical reconciliation between tax expense and pre-tax net profit /(loss)		
Net profit/(loss) before tax	**(8,763)**	(13,950)
Corporate tax rate applicable	**30%**	30%
Income tax expense/(benefit) on above at applicable corporate rate	**(2,629)**	(4,185)
Increase/(decrease) in income tax due to tax effect of:		
Share based payments	**172**	18
Other non-deductible expenses	**74**	342
Other assessable income	**-**	272
Current year tax losses not recognised	**3,082**	3,116
Derecognition of previously recognised tax losses and temporary differences	**-**	318
Movement in unrecognised temporary differences	**(584)**	208
Deductible equity raising costs	**(116)**	(89)
Income tax expense/(benefit) reported in the Statement of Comprehensive Income	-	-

Deferred tax assets and liabilities

c) Recognised deferred tax assets and liabilities	**30%**	30%
Deferred tax assets		
Employee provisions	**14**	10
Rehabilitation assets and liabilities	**741**	754
Blackhole – equity raising costs	**120**	-
Tax losses	**242**	192
Gross deferred tax assets	**1,117**	956
Set-off deferred tax liabilities	**(1,117)**	(956)
Net deferred tax assets	-	-
Deferred tax liabilities		
Exploration and mine properties	**(1,117)**	(956)
Gross deferred tax liabilities	**(1,117)**	(956)
Set-off of deferred tax assets	**1,117**	956
Net deferred tax liabilities	-	-

d) Unused tax losses and temporary differences for which no deferred tax asset has been recognised		
Deferred tax assets have not been recognised in respect of the following using corporate tax rates of:	**30%**	30%
Deductible temporary differences	**1,036**	1,589
Tax revenue losses	**16,364**	13,205
Tax capital losses	**206**	206
Total unrecognised deferred tax assets	**17,606**	15,000

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 7 – Income tax (continued)

The corporate tax rates on both recognised and unrecognised deferred tax assets and deferred tax liabilities have been calculated with respect to the tax rate that is expected to apply in the year the deferred tax asset is realised or the liability is settled.

Potential future income tax benefits attributable to gross tax losses of $55.2m (2022: $44.7m) carried forward have not been brought to account at 30 June 2023 because the Directors do not believe it is appropriate to regard realisation of the future tax benefit as probable. These benefits will only be obtained if:

(i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the losses and deductions to be released

(ii) the Group continues to comply with the conditions for deductibility imposed by the law

(iii) no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the losses

Tax losses carried forward have no expiry date.

Note 8 – Earnings per share

	2023	2022
The following reflects the income and share data used in the calculation of basic and diluted earnings per share:		
Net loss	**($8,762,808)**	($13,950,392)
Weighted average number of ordinary shares used in calculating basic earnings per share	**199,741,151**	161,415,833
Effect of dilutive securities: share options and performance rights[a]	-	-
Adjusted weighted average number of ordinary shares used in calculating diluted earnings per share	**199,741,151**	161,415,833
Basic and Diluted profit/(loss) cents per share	**(4.39)**	(8.64)

[a]Share options and performance rights are not dilutive as their inclusion would give rise to a reduced loss per share.

There was a total of 29,249,522 share options and performance rights on issue as at 30 June 2023 (2022: 20,602,857).

The above weighted average number of shares incorporates an adjustment to the calculation to incorporate the effects of bonus elements (if any) in relation to rights issues in the current and previous financial year**.**

Conversion, calls, subscriptions or issues after 30 June 2023

There have been no other options issued, conversions to, calls of, or subscriptions for ordinary shares since the reporting date and before the completion of this financial report.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 9 – Director and Executive disclosures

(a) Details of Key Management Personnel

KMP	Position
Stephen Dennis	Non-Executive Chairman
John Mair	Non-Executive Director
Matthew Hogan	Non-Executive Director *(appointed 7 July 2023)*
Robert Ryan	Managing Director and Chief Executive Officer *(appointed 24 October 2022)*
Chris Hunt	Chief Financial Officer and Company Secretary
Daniel Marchesi	General Manager - Studies *(appointed 6 March 2023)*
Travis Craig	Exploration Manager *(appointed 30 January 2023)*
Alex Passmore	Managing Director and Chief Executive Officer *(resigned 24 October 2022)*
Matt Antill	General Manager - Operations *(resigned effective 22 March 2023)*
Gregor Bennett	Exploration Manager *(resigned effective 31 December 2022)*

There were no other changes of Key Management Personnel after the reporting date and before the date that the financial report was authorised for issue.

Note 9 – Director and executive disclosures

(b) Compensation of Key Management Personnel by category

	2023 ($)	2022 ($)
Incentive plan		
Short-term	**2,147,785**	1,320,378
Long-term	**286,340**	1,320,378
Post-employment	**131,854**	123,040
Total	**2,565,979**	1,443,418

Note 10 – Auditor's remuneration

	2023 ($)	2022 ($)
Remuneration of the current auditor of the Group, Pitcher Partners, for:		
Audit and review of the financial report	**59,817**	48,124
Demerger accounting assistance	**-**	1,638
Total	**59,817**	49,762

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 11 – Cash and cash equivalents

	2023 ($000's)	2022 ($000's)
Cash and cash equivalents	**3,467**	4,441
Cash at bank earns interest at floating rates based on daily deposit rates		
Reconciliation of net loss after income tax to net cash flow from operations		
Net loss after income tax	**(8,763)**	(13,950)
Adjustments to reconcile profit before tax to net operating cash flows		
Depreciation and amortisation	**287**	245
Finance expense	**238**	719
Share based payments	**574**	59
Impairment of assets	-	1,774
Other income	**(1,573)**	(5)
Short-term lease and occupancy related expenses	**-**	-
Gain on disposal of property, plant and equipment	**(197)**	-
Gain on disposal of investments	**(2,262)**	-
Fair value movement on financial instruments at fair value through profit or loss	**-**	110
Restructure expenses	-	32
Share of associates profit or loss	**188**	695
Changes in assets and liabilities		
(Increase)/decrease in prepayments	**14**	8
Increase/(decrease) in provisions	**(91)**	72
Increase/(decrease) in trade payables/accruals	**656**	(1,709)
(Increase)/decrease in receivables	**(2,117)**	(2,539)
Cash out-flow from operations	**(13,046)**	(14,489)

The Group does not have any credit standby arrangements, used or unused loan facilities.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 12 – Trade and other receivables

	2023 ($000's)	2022 ($000's)
Current[(i)]		
Other receivables	**83**	1
Receivables from Venus Metals Corporation Limited[(ii)]	**6,697**	9
Cannon Resources Limited	**11**	45
Cockatoo Iron NL	**2**	-
Closing balance	**6,793**	55
Non-current		
Receivables from Venus Metals Corporation Limited[(ii)]	-	3,012

(i) Current receivables generally have 30-day terms and are unsecured.

(ii) Receivable from Venus Metals Corporation Limited:

In accordance with the joint arrangement with VMC, all approved expenditure (the "Expenditure") incurred in accordance with the OYG JV must be borne and paid for by the Joint Venturers severally in proportion to their prospective interests (30 June 2023: RXL: 70%, VMC 30%).

Under the OYG JV agreement, VMC may elect in writing (until a Decision to Mine is made) to not fund their percentage share of the Expenditure but instead request the Group to fund such expenditure by way of a loan provided to VMC. Accordingly, the Group agrees to contribute to VMC's share of costs on the following basis:

(1) on receipt from VMC of an Election Notice within 2 business days of a billing statement (cash call) being receipted

(2) evidence in writing demonstrating (to the Group's satisfaction) of VMC's inability to contribute to its percentage share of the expenditure

No interest is payable on outstanding amounts under this loan arrangement.

On 31 March 2023 the Company announced its intention to issue 110 million shares to acquire Venus Metals Corporation Limited's ("Venus") interest in the OYG JV, giving the Group 100% interest, and all of Venus's gold interests in its other joint ventures covering regional Youanmi areas. The key transaction terms included the extinguishment of the OYG receivable, with completion of the transaction scheduled to occur on 7 July 2023. Completion of the transaction subsequently occurred on 7 July 2023, see Note 27 "Events subsequent to the reporting date". Accordingly, the OYG receivable has been classified as a current asset with fair value based on an extinguishment date of 7 July 2023. Accordingly, a gain on remeasurement of the loan receivable of $1,573,000 has been recognised as income in the Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2023.

Note 13 – Right of use assets

	2023 ($000's)	2022 ($000's)
Office lease		
Opening balance	**332**	422
Amortisation on lease asset	**(90)**	(90)
Closing balance	**242**	332

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 14 – Investment in associates

	Ownership interest		Equity accounted carrying amount	
	2023 %	2022 %	2023 ($000's)	2022 ($000's)
Cannon Resources Limited	-	10.01	-	1,776

	2023 ($000's)	2022 ($000's)
Fair value of investment in Cannon Resources Limited	-	2,908
Summarised financial information for Cannon Resources set out below:		
Cash and cash equivalents	-	3,283
Other current assets	-	53
Total current assets	-	3,336
Non-current assets	-	9,313
Total assets	-	12,649
Other current liabilities	-	1,395
Total current liabilities	-	1,395
Total liabilities	-	1,395
Net assets	-	11,254
Group's share of net assets	-	1,127

	2023 ($000's)	2022 ($000's)
Investment in Cannon Resources Limited		
Balance at the beginning of the period	**1,776**	-
Initial value upon recognition	-	2,471
Share of investments in associate's profit/(loss)	**(188)**	(695)
Divestment of Cannon Resources Limited	**(1,588)**	-
Carrying amount of investment (equity accounted)	-	1,776
Interest income	**n/a**	1
Depreciation and amortisation		(18)
Loss before income tax	**n/a**	(6,664)
Income tax expense	**n/a**	-
Loss from continuing operations	**n/a**	(6,664)
Other comprehensive income	**n/a**	-
Total comprehensive loss for the year	**n/a**	(6,664)
Dividends received during the year	**n/a**	-
Commitments	**n/a**	613
Contingent liabilities	**n/a**	-

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 14 – Investment in associates (continued)

(1) As at 30 June 2021, Cannon Resources Limited ("Cannon") was a 100% subsidiary of the Company and hence was not accounted for as an investment in associate. On 28 July 2021 Cannon demerged from the Company and became an investment in associate as at 30 June 2022, as detailed in Note 32.

(2) Cannon was an ASX Listed Company (ASX: CNR) until the successful takeover by Kedalion Nickel Pty Ltd during financial year ended 2023. On 22 December 2022 the Company divested its full interest in Cannon to Kedalion Nickel Pty Ltd as part of the takeover offer to all Cannon shareholders, receiving gross proceeds of $3.85 million. A gain of $2.26 million was recognised on disposal of Cannon as other income in the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2023.

(3) The principal place of business for Cannon Resources Limited is Ground Floor, 437 Roberts Road Subiaco, Western Australia, 6008.

Note 15 – Other financial assets

Non-current	2023 ($000's)	2022 ($000's)
Teck Australia Pty Ltd receivable:		
Balance at the beginning of the period	-	3,210
Fair value movement through profit or loss	-	(110)
Proceeds received	-	(3,100)
Closing balance	-	-

(i) In 2017, the Group sold the Reward Zinc-Lead project which included a deferred consideration component of $3,750,000 to be received at the earlier of the acquirer completing a bankable feasibility study or 6 years. The non-current receivable represents the net present value of that deferred consideration using a pre-tax nominal discount rate of 10%. Payment was received from Teck on 26 August 2021 as per the terms of the early settlement agreement, announced to the market on 20 July 2021.

Note 16 – Other non-current assets

	2023 ($000's)	2022 ($000's)
Capitalised transaction costs	**234**	-
Total other non-current assets	**234**	-

Capitalised legal and other professional expenditure in relation to the acquisition of the OYG JV and Regional tenure from Venus. Costs to be capitalised to exploration and evaluation expenditure post completion of the transaction (Completion of the transaction occurred on 7 July 2023, see Note 27 for further details).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 17 – Property, plant and equipment

	2023 ($000's)	2022 ($000's)
Plant and equipment at cost	**1,113**	925
Accumulated depreciation	**(465)**	(301)
Total property, plant and equipment	**648**	624
Movement in property plant and equipment		
Balance as at 1 July, net of accumulated depreciation	**624**	4,236
Adjustment to rehabilitation provision (i)	-	(2,076)
Plant and equipment additions - at cost	**251**	393
Disposal - at cost	**(63)**	-
Accumulated depreciation on disposals	**33**	-
Impairment of assets (ii)	-	(1,774)
Depreciation	**(197)**	(155)
Balance as at 30 June, net of accumulated depreciation	**648**	624

Notes:

(i) Adjustment to property, plant & equipment, resulting from an independent review of the Group's rehabilitation provision following the commencement of the scoping study. Refer to Note 20 (i) and Note 4 Significant Judgements & Estimates for further details.

(ii) The Group resolved to scrap the majority of its process plant infrastructure as part of the mineralised resource resides under the process plant infrastructure. This resulted in an impairment of $3,298k to write the plant down to nil based on the expected Fair Value less costs to sell.

Note 18 – Capitalised exploration and evaluation expenditure

	2023 ($000's)	2022 ($000's)
Areas of interest in exploration and evaluation phases:		
Balance at the beginning of the year	**10,970**	10,885
Demerger of Cannon Resources Limited (i)	**-**	(3,053)
Adjustment to rehabilitation provision (ii)	**90**	3,089
OYG acquisition costs(iii)	**-**	49
Closing balance	**11,060**	10,970

Notes:

(i) On 28 July 2021, the Company completed the demerger of Cannon Resources Limited (refer Note 32 for further details).

(ii) Adjustment to capitalised exploration and evaluation, resulting from an independent review of the Group's rehabilitation provision following the commencement of the scoping study. Refer to Note 20 (i) and Note 4 Significant Judgements & Estimates for further details.

(iii) Transaction costs associated with acquisition of additional 20% interest in the OYG JV on 8 June 2020, increasing Rox's share to 70%.

(iv) Ultimate recoupment of exploration and evaluation expenditure carried forward is dependent on successful development and commercial exploitation or, alternatively, sale of the respective areas.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 19 – Trade and other payables

	2023 ($000's)	2022 ($000's)
Trade payables (i)	**1,532**	847
Accruals	**47**	16
Closing balance	**1,579**	863

(i) Terms and Conditions

Creditors, including related parties, are non-interest bearing and generally on 30-day terms.

Note 20 – Provisions

	2023 ($000's)	2022 ($000's)
Current		
Employee benefits – annual leave	**108**	158
Employee benefits – long service leave	**-**	40
Total	**108**	199
Non-current		
Provision – rehabilitation		
Carrying amount at the beginning of the year	**5,358**	4,345
Adjustment to rehabilitation provision (i)	**292**	1,013
Carrying amount at the end of the year	**5,650**	5,358
Employee benefits – long service leave	**-**	-
Closing balance	**5,650**	5,358

Notes:

(i) The rehabilitation provision represents a provision for site rehabilitation of the area previously disturbed during mining activities up to the reporting date, but not yet rehabilitated at the OYG joint venture.

The Group has made a full provision for its share of the future cost of rehabilitating the Youanmi Gold Project and related production facilities on a discounted basis, recognised initially on acquisition of its interest in mine and related facilities.

The rehabilitation provision represents the estimated present value of rehabilitation costs relating to the Group's mine properties as at balance date. These estimates are reviewed regularly to consider any material changes to the assumptions. Accordingly, during financial year ended 2022, as the scoping study progressed, the Group undertook a full third-party assessment of the extent and timing of the rehabilitation provision. This independent assessment resulted in an increase to the rehabilitation provision as at 30 June 2022 of $1,013k. For financial year ended 2023 the rehabilitation provision increased by $292k, due to changes in the estimate as a result of updated inflation and discount factors ($90k) and unwinding of the discount ($202k).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 21 – Other financial liabilities

	2023 ($000's)	2022 ($000's)
Current		
Lease liability – office lease	**149**	149
Closing balance	**149**	149
Non-current		
Lease liability – office lease		
Opening balance	**342**	491
Finance charges	**13**	4
Repayments	**(136)**	(153)
Closing balance	**219**	342

Note 22 – Contributed equity and reserves

(a) Contributed Equity	2023 ($000's)	2022 ($000's)
(i) Issued and paid up capital		
Ordinary shares fully paid	**73,630**	64,830

(ii) Movement in ordinary shares on issue	Date	2023 (Number)	2023 ($000's)	2022 (Number)	2022 ($000's)
Ordinary shares					
Balance at beginning of year		**168,940,947**	**64,830**	157,607,614	70,596
Demerger of Cannon Resources	28 Jul 2021	-	-	-	(9,756)
Cash issue (option exercise)	31 Jan 2022	-	-	1,333,333	217
Capital raising - Placement	3 Mar 2022	-	-	10,000,000	4,000
Capital raising - Placement (costs)	3 Mar 2022	-	-	-	(227)
Capital raising - Placement	16 Nov 2022	**20,247,864**	**3,340**	-	-
Capital raising - Placement (costs)	16 Nov 2022	-	**(220)**	-	-
Capital raising - Share Purchase Plan	8 Dec 2022	**26,884,791**	**4,436**	-	-
Capital raising - Share Purchase Plan (costs)	8 Dec 2022	-	**(97)**	-	-
Employee shares	14 Dec 2022	**1,124,246**	**186**	-	-
Capital raising - Placement	16 Feb 2023	**7,156,412**	**1,181**	-	-
Capital raising - Placement (costs)	16 Feb 2023	-	**(26)**	-	-
Balance at end of year		**224,354,260**	**73,630**	168,940,947	64,830

The share based payments on 14 December 2022 are in relation to the employee incentive scheme for the financial year ended 30 June 2022 (approved by the Board in financial year 2023) and are subject to a six (6) month voluntary escrow.

(iii) Terms and conditions of contributed equity

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting on the Company.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 22 – Contributed equity and reserves (continued)

(b) Reserves	2023 ($000's)	2022 ($000's)
Share based payments reserve	**5,275**	4,887
Equity reserve	**9,947**	9,947
Closing balance	**15,222**	14,834
(i) Share based payments reserve		
Balance at the beginning of the year	**4,887**	4,828
Performance rights issued to Directors and employees (Note 23(a))	**388**	-
Options exercised by Directors and employees (Note 23(a))	-	-
Options issued to unrelated parties (Note 23(b))	-	59
Balance at the end of the year	**5,275**	4,887

This reserve is used to record the value of equity benefits provided to employees and unrelated parties for services and the acquisition of mineral exploration projects.

(ii) Equity reserve	2023 ($000's)	2022 ($000's)
Balance at the beginning of the year	**9,947**	-
Profit from demerger of Cannon Resources Limited	-	9,947
Balance at the end of the year	**9,947**	9,947

This reserve is used to record the profit realised on the demerger of Cannon Resources Limited (Cannon), directly in equity as a transaction amongst shareholders before the subsequent listing of Cannon on the ASX.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 23(a) – Share based payments: Directors and Employees

(i) Employee incentive plan

An Employee Incentive Plan (EIP) has been established where Rox Resources Limited may, at the discretion of Directors, grant securities of Rox Resources Limited to Directors, Executives and employees of the Company. The plan is designed to provide short and long-term incentives for employees and to deliver long term shareholder returns. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive guaranteed benefits. In addition, under the Plan, the Board determines the terms of the securities including exercise price, expiry date and vesting conditions, if any.

Performance rights or options granted under the plan are unlisted and carry no dividend or voting rights. When exercised, each performance right or option is convertible into an ordinary share of the Company with full dividend and voting rights.

Set out below is a summary of the performance rights and options issued.

(a) Ordinary shares

During the financial year ended 30 June 2023 1,124,246 fully paid ordinary shares were issued to employees (2022: nil) under the EIP. The fully paid ordinary shares were issued to employees for services completed in financial year 2022 and were issued at a price of $0.165 per share which was at the same share price as Share Purchase Plan completed in December 2022.

(b) Performance rights

During the financial year ended 30 June 2023 5,940,000 performance rights were issued to employees (2022: nil) under the EIP. In addition, 7,500,000 performance rights were issued to Directors (refer to Note 23(a)(iii) for further details). No performance rights vested or were exercised during the year.

For the year ended 30 June 2023

Grant date	Expiry date	Exercise price (cents)	Value at grant date (cents)	Balance at the start of the year	Granted during the year	Exercised during the year	Lapsed during the year	Balance at the end of the year	Exercise-able at the end of the year
3 Mar 23	31 Dec 27	nil	21.30	-	**5,940,000**	-	-	**5,940,000**	-
				-	**5,940,000**	-	-	**5,940,000**	-

The weighted average remaining contractual life of performance rights outstanding at the end of the year was 4.5 years.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 23(a) – Share based payments: Directors and Employees (continued)

(i) Employee incentive plan

Fair value of performance rights

For the financial year ended 30 June 2023, the fair value of performance rights issued under the EIP was calculated using the Monte Carlo valuation methodology for market based vesting conditions and the Black Scholes valuation methodology for non-market vesting based conditions. There were no performance rights issued under EIP for the financial year ended 2022.

Security	Number	Vesting Condition	Exercise price	Expiry Date
Tranche 1	585,000	Individual KPIs (non-market performance conditions) for 1 January 2023 to 31 December 2023	Nil	31 Dec 2027
Tranche 2	1,785,000	• Delivery of a pre-feasibility study for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.25 or more	Nil	31 Dec 2027
Tranche 3	1,785,000	• Delivery of a definitive feasibility study for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.35 or more	Nil	31 Dec 2027
Tranche 4	1,785,000	• Decision to mine for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.40 or more	Nil	31 Dec 2027
Total	**5,940,000**			

	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Methodology	Black Scholes	Monte Carlo	Monte Carlo	Monte Carlo
Grant date	3 Mar 2023	3 Mar 2023	3 Mar 2023	3 Mar 2023
Share price at grant date ($)	0.23	0.23	0.23	0.23
Expected share price volatility	70%	70%	70%	70%
Dividend yield	nil	nil	nil	nil
Risk-free interest rate	3.599%	3.599%	3.599%	3.599%
Number of performance rights issued	585,000	1,785,000	1,785,000	1,785,000
Fair value per performance right	$0.2300	$0.2231	$0.2086	$0.2018
Total fair value	**$134,550**	**$398,234**	**$372,351**	**$360,213**

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 23(a) – Share based payments: Directors and Employees (continued)

(i) Employee incentive plan

(c) Options

For the year ended 30 June 2023

Grant date	Expiry date	Exercise price (cents)[1]	Value at grant date (cents)	Balance at the start of the year	Granted during the year	Exercised during the year	Lapsed during the year	Balance at the end of the year	Exercise-able at the end of the year
12 Dec 19	30 Nov 22	43.3	11.9	**4,466,668**	**-**	**-**	**(4,466,668)**	**-**	**-**
18 Jun 21	25 May 24	76.3	17.5	**660,000**	**-**	**-**	**(326,667)**	**333,333**	**333,333**
				5,126,668	**-**	**-**	**(4,793,335)**	**333,333**	**333,333**
Weighted average exercise price (cents)				**47.5**	**-**	**-**	**-**	**76.3**	**76.3**

The weighted average remaining contractual life of share options outstanding at the end of the year was 0.9 years.

Notes:

(1) The weighted average exercise prices have been reduced by 6.19 cents per share following the demerger of Cannon Resources Limited (28 July 2021).

For the year ended 30 June 2022

Grant date	Expiry date	Exercise price (cents)[1]	Value at grant date (cents)	Balance at the start of the year	Granted during the year	Exercised during the year	Lapsed during the year	Balance at the end of the year	Exercise-able at the end of the year
12 Dec 19	30 Nov 22	43.3	11.9	4,466,668	-	-	-	4,466,668	4,466,668
18 Jun 21	25 May 24	76.3	17.5	860,000	-	-	(200,000)	660,000	660,000
				5,326,668	-	-	(200,000)	5,126,668	5,126,668
Weighted average exercise price (cents)				47.5	-	-	-	47.5	47.5

The weighted average remaining contractual life of share options outstanding at the end of the year was 0.6 years.

Notes:

(1) The weighted average exercise prices have been reduced by 6.19 cents per share following the demerger of Cannon Resources Limited (28 July 2021).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 23(a) – Share based payments: Directors and Employees (continued)

(ii) Other share options

During the financial year ended 30 June 2023, nil options were issued to Directors and employees (2022: nil).

For the year ended 30 June 2022

Grant date	Expiry date	Exercise price (cents) [1]	Value per option at grant date (cents)	Balance of options at the start of the year	Options granted during the year	Options exercised during the year	Options lapsed during the year	Balance of options at the end of the year	Options exercise-able at the end of the year
01 Feb 19	31 Jan 22	16.3	6.0	1,333,333	-	(1,333,333)	-	-	-
				1,333,333	-	(1,333,333)	-	-	-
Weighted average exercise price (cents)				16.3	-	-	-	-	-

Notes:

(1) The weighted average exercise price has been reduced by 6.19 cents per share following the demerger of Cannon Resources Limited (28 July 2021), previously 22.5 cents per share.
(2) The weighted average share price at the date of exercise was 16.3 cents per share

(iii) Other performance rights

During the financial year ended 30 June 2023 7,500,000 performance rights were issued to Directors through the EIP (2022: nil).

For the year ended 30 June 2023

Grant date[1]	Expiry date	Exercise price (cents)	Value at grant date (cents)	Balance at the start of the year	Granted during the year	Exercised during the year	Lapsed during the year	Balance at the end of the year	Exercise-able at the end of the year
9 Dec 22	31 Dec 27	nil	14.9	-	**7,500,000**	-	-	**7,500,000**	-
				-	**7,500,000**	-	-	**7,500,000**	-

The weighted average remaining contractual life of performance rights outstanding at the end of the year was 4.5 years.

Notes:

(1) Granted subject to shareholder approval which was received 10 February 2023.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 23(a) – Share based payments: Directors and Employees (continued)

(iii) Other performance rights (continued)

Fair value of performance rights

For the financial year ended 30 June 2023, the fair value of performance rights was calculated using the Monte Carlo valuation methodology for market based vesting conditions.

Security	Number	Vesting Condition	Exercise price	Expiry Date
Tranche 1	2,500,000	• Delivery of a pre-feasibility study for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.25 or more	Nil	31 December 2027
Tranche 2	2,500,000	• Delivery of a definitive feasibility study for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.35 or more	Nil	31 December 2027
Tranche 3	2,500,000	• Decision to mine for the Youanmi Gold Project; and • Company share price achieving a 20-day VWAP of $0.40 or more	Nil	31 December 2027
Total	**7,500,000**			

	Tranche 1	Tranche 2	Tranche 3
Methodology	Monte Carlo	Monte Carlo	Monte Carlo
Grant date	10 Feb 2023	10 Feb 2023	10 Feb 2023
Share price at grant date ($)	0.185	0.185	0.185
Expected share price volatility	75%	75%	75%
Dividend yield	nil	nil	nil
Risk-free interest rate	3.363%	3.363%	3.363%
Number of performance rights issued	2,500,000	2,500,000	2,500,000
Fair value per performance right	$0.1738	$0.1620	$0.1564
Total fair value	**$434,500**	**$405,000**	**$391,000**

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 23(b) – Unrelated parties

During the financial year ended 30 June 2023, nil options were issued to unrelated parties other than through the EIP (2022: 1,000,000).

For the year ended 30 June 2023

Grant date	Expiry date	Exercise price (cents)	Value at grant date (cents)	Balance at the start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at the end of the year	Exercise-able at the end of the year
16 Sep 20	31 Dec 23	143.8[1]	37.3	**1,333,333**	-	-	-	**1,333,333**	**1,333,333**
16 Sep 20	31 Dec 23	181.3[1]	33.6	**1,333,333**	-	-	-	**1,333,333**	**1,333,333**
16 Sep 20	31 Dec 23	218.8[1]	30.3	**1,333,333**	-	-	-	**1,333,333**	**1,333,333**
3 Mar 22	3 Mar 26	72.0	23.5	**1,000,000**	-	-	-	**1,000,000**	**1,000,000**
				4,999,999	-	-	-	**4,999,999**	**4,999,999**
Weighted average exercise price (cents)				**159.4**	-	-	-	**159.4**	**159.4**

The weighted average remaining contractual life of share options outstanding at the end of the year was 0.94 years.

Notes:

(1) The weighted average exercise prices have been reduced by 6.19 cents per share following the demerger of Cannon Resources Limited (28 July 2021).

For the year ended 30 June 2022

Grant date	Expiry date	Exercise price (cents)	Value at grant date (cents)	Balance at the start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at the end of the year	Exercise-able at the end of the year
16 Sep 20	31 Dec 23	143.8[1]	37.3	1,333,333	-	-	-	1,333,333	1,333,333
16 Sep 20	31 Dec 23	181.3[1]	33.6	1,333,333	-	-	-	1,333,333	1,333,333
16 Sep 20	31 Dec 23	218.8[1]	30.3	1,333,333	-	-	-	1,333,333	1,333,333
3 Mar 22	3 Mar 26	72.0	23.5	-	1,000,000	-	-	1,000,000	1,000,000
				3,999,999	4,999,999	-	-	4,999,999	4,999,999
Weighted average exercise price (cents)				181.3	72.0	-	-	159.4	159.4

The weighted average remaining contractual life of share options outstanding at the end of the year was 1.94 years.

Notes:

(1) The weighted average exercise prices have been reduced by 6.19 cents per share following the demerger of Cannon Resources Limited (28 July 2021).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 23(b) – Unrelated parties (continued)

Fair value of options granted

For the year ended 30 June 2022, the fair value for options issued to Argonaut PCF for financial advisory fees was calculated using the Binomial Option valuation methodology using the following parameters.

Grant date	3 March 2022
Weighted average exercise price (cents)	72.0
Weighted average life of the option	4 years
Weighted average underlying share price (cents)	41.5
Expected share price volatility	94.79%
Risk-free interest rate	2.21%
Number of options issued	1,000,000
Fair value per option (cents)	23.5

Notes:

(1) Historical volatility has been the basis for determining expected share price volatility as it assumed that this is indicative of future trends, which may not eventuate.

(2) The life of the options are based on historical exercise patterns, which may not eventuate in the future.

(3) No other features of options granted were incorporated into the measurement of fair value.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 24 – Accumulated losses

	2023 ($000's)	2022 ($000's)
Balance at the beginning of the year	**65,337**	50,613
Net loss attributable to members of Rox Resources Limited	**8,763**	13,950
Cannon Resources Limited demerger	**-**	774
Balance at the end of the year	**74,100**	65,337

No dividends were paid during or since the financial year. There are no franking credits available (2022: nil).

Note 25 – Expenditure commitments

(a) Exploration commitments

The Group has entered into certain obligations to perform minimum work on mineral tenements held. The Group is required to meet tenement minimum expenditure requirement which are set out below. These may be varied or deferred on application and are expenditures expected to be met in the normal course of business.

	2023 ($000's)	2022 ($000's)
No later than one year	**2,265**	2,067
Later than one year and not later than five years	-	-
Total	**2,265**	2,067

(b) Remuneration commitments

Commitments for the payment of salaries and other remuneration under long-term employment contracts in existence at the reporting date but not recognised as liabilities:

	2023 ($000's)	2022 ($000's)
No later than one year	-	-
Later than one year and not later than five years	-	-
Total	-	-

Note 26 – Contingent liabilities

At the financial reporting date there are no contingent liabilities. Royalties exist over certain tenements held by the Group and become payable upon the receipt of revenue from mining activities.

Note 27 – Events subsequent to the reporting date

On 7 July 2023 the Group completed the acquisition of the remaining 30% of the OYG that was held by Venus and all of Venus's gold interests in its other joint ventures covering other regional areas. In addition as part of the completion of this transaction, Mr Matthew Hogan joined the Board as a Non-Executive Director as Venus' nominee and the OYG receivable was extinguished.

On 23 August 2023, the Company announced it had received binding commitments for a $7.0m (before costs) placement to institutional and sophisticated investors at $0.20 per share. Tranche 1 of the placement completed on 29 August 2023 with $5.13 million proceeds received (before costs). Tranche 2 of the placement for $1.87 million (before costs) is subject to the Company obtaining shareholder approval at the Company's Annual General Meeting in late November 2023.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 27 – Events subsequent to the reporting date (continued)

No matter or circumstance has arisen since the end of the financial year, other than mentioned above, which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial periods.

Note 28 – Related party transactions

LG Mining Pty Ltd

- Mr Alex Passmore was the Managing Director and Chief Executive Officer of the Company until 24 October 2022 and was also a Director of LG Mining Pty Ltd ("LG Mining"), a company which provides labour hire services, specifically geologists and field assistants to the Group.
- An amount of $151,172 (30 June 2022: $888,328) was paid to LG Mining up until 24 October 2022. An amount of $49,990 was payable to LG Mining as at 30 June 2022. The transactions were on an arms-length basis and utilised by the Company, on a discretionary basis, for recruitment and labour hire of predominantly field staff which are in high demand in the current tight labour market. Other recruitment and labour hire firms are also utilised by the Group as required and including when terms are offered on an equal basis.

Cannon Resources Limited

- Mr Passmore was a Non-Executive Director of Cannon Resources Limited ("Cannon") until 24 January 2023. Mr Passmore received Non-Executive Director fees from Cannon.
- Mr Chris Hunt is the Chief Financial Officer and Company Secretary of the Company as well as the Company Secretary and a Non-Executive Director of Cannon. Mr Hunt did not receive any remuneration from Cannon.
- The Company entered into a Demerger Agreement with its subsidiary Cannon on 13 May 2021. The Demerger Agreement included a provision for the Company to sub-lease office space to Cannon at $2,000 per month and subsequently increased to $4,000 per month (amended as mutually agreed). The amount received by the Company under the Demerger Agreement for the financial year 30 June 2023 for rent was $32,000 (30 June 2022: $22,000). Cannon relocated to an alternative premises and, accordingly, the sub-leasing agreement with the Company was terminated on 28 February 2023.
- Following the demerger of Cannon, the Company entered into a Shared Services Agreement (the Agreement) with Cannon whereby the Company will provide Company Secretarial and Finance Services for $8,000 per month, subsequently increased to $10,000 per month (amended as mutually agreed). In addition, under the Agreement, Cannon can engage the Company to provide Geological services at a 10% mark-up on the cost. The Agreement commenced on 1 September 2021. The amount received by the Company under the Shared Services Agreement for the financial year 30 June 2023 was $227,660 (30 June 2022: $130,625).
- The balance outstanding to Rox as at 30 June 2023 was $10,000 (30 June 2022: $44,852).

Note 28 – Related party transactions (continued)

Pearl Gull Iron Limited

- Mr Passmore is a Non-Executive Director of Pearl Gull Iron Limited ("Pearl Gull"). Mr Passmore received Non-Executive Director fees from Pearl Gull.
- Mr Hunt was the Company Secretary of Pearl Gull until 28 April 2023. Mr Hunt did not receive any remuneration from Pearl Gull.
- The Company entered into two (2) agreements with Pearl Gull Iron Limited ("Pearl Gull") whereby the Company will provide Company Secretarial and Finance Services for $8,000 per month, subsequently amended to $10,000 per month (amended as mutually agreed) and to sub-lease office space to Pearl Gull at $2,000 per month (amended as mutually agreed). The amount received by the Company for the financial year 30 June 2023 was $105,000 and $20,000, respectively (30 June 2022 $24,000 and $22,000 respectively).

Cockatoo Iron NL

- Mr Passmore is a Director of Cockatoo Iron NL ("Cockatoo Iron"). Mr Passmore did not receive any remuneration from Cockatoo Iron.
- Mr Hunt is the Company Secretary and a Director of Cockatoo Iron. Mr Hunt received $11,616 remuneration from Cockatoo Iron as the Company Secretary (2022: nil).
- The Company entered into an agreement with Cockatoo Iron whereby the Company will provide Financial Services for $2,000 per month (amended as mutually agreed). The amount received by the Company for the financial year 30 June 2023 was $14,000 (30 June 2022 $4,000). The balance outstanding to the Company as at 30 June 2023 was $2,200 (30 June 2022: nil).

All related party transaction amounts disclosed above are exclusive of GST.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 29 – Joint operations

Youanmi Gold Project

In April 2019, the Group established four separate joint ventures with VMC whereby the Group has purchased or may earn between a 45% and 50% interest set out below.

Joint control exists for all joint arrangements where the Group has purchased its rights, or met its earn-in requirements, with each being classified as joint operations under AASB 11 Joint Arrangements on the basis that the binding arrangements signed between the participants establish a contractually agreed sharing of control with decisions about the relevant activities require the unanimous consent of the parties sharing control.

Further considerations on management's assumptions in determining control of the OYG Joint Venture where the Group holds a majority percentage share interest is set out below.

In the 2019 financial year, the Group acquired a 50% interest in all minerals by the payment of $2.8 million and the issue of 1.7 million fully paid shares at a deemed price of $0.12 (a deemed $0.2 million).

The Group was required to meet exploration expenditure of $2 million over the two years to June 2021 and to cover the costs of holding and managing the project. Failure to meet the exploration expenditure of $2 million would give rise to a debt due and payable to VMC, on demand, for the amount of the expenditure commitment that has not been incurred as at 30 June 2021.

Additionally, at any point up until 30 June 2021 and after the Group has contributed the $2 million to exploration expenditure, the Group may elect to move to 70% ownership of the OYG Joint Venture (through delivery of an Exercise Notice) via, at VMC's election, either:

- the payment of $3 million cash to VMC; or
- the payment of $1.5 million cash and issuing to VMC the number of Rox shares equal to $1.5 million divided by the volume weighted average price of Rox's ordinary shares on the ASX calculated over the 20 trading days immediately prior to the date the option is exercised.

The payment of cash and issuing of shares occurred on 30 July 2020 following shareholder approval at a General Meeting on 28 July 2020.

Joint Venture costs are then to be contributed in proportion to ownership, with VMC electing under the joint venture agreement for Rox to fund its 30% of costs by way of a joint venture loan secured over VMC's interests in the Joint Venture (see Note 12).

OYG Joint Venture (Rox 70%, VMC 30%)

As outlined in the prior year, on 8 June 2020, the parties agreed to amend the term sheet whereby the consideration for the additional 20% interest would be $2 million within 2 business days of the Group delivering its Exercise Notice and either:

- issuing to VMC the number of Rox Shares equal to $1 million divided by the deemed issue price of $0.36 (being 2.8m Rox Shares, post 15:1 share consolidation), with approval by shareholders at a meeting no later than 60 days following the Group delivering the Exercise Notice; or
- in the event that shareholder approval is not obtained, paying VMC $1 million in cash within 2 business days of the date of the meeting, or expiry of the 60-day period.

On 10 June 2020, the Group met its $2 million expenditure commitment and delivered the Exercise Notice, whereby exercising its option to acquire the additional OYG Interest (increasing the Group's interest to 70%).

The Group paid VMC $2 million on 10 June 2020. As at this date, and 30 June 2020, the remaining consideration to acquire the additional OYG Interest represented a compound financial instrument with liability component and an equity component.

At 30 June 2020, with no influence over whether shareholders would approve the issue of shares, the Group valued the liability portion at $1 million with no value being attributed to the equity component.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 29 – Joint operations (continued)

Youanmi Gold Project (continued)

On 28 July 2020, shareholders approved the issue of 2.8 million shares to VMC in final settlement of the Additional OYG Interest.

Joint control

Under the binding arrangement with VMC, unless the parties agree otherwise, if a Decision to Mine has not been made by 10 June 2025 (being 5 years after the Group exercised its option to acquire the Additional OYG Interest) then the parties must use their best endeavours to sell all of their interests in the OYG Tenements on terms acceptable to both parties to a third party purchaser, with both parties agreeing that such interests must be sold in full together.

Neither the Group, or VMC, contractually under the agreement hold a pre-emption right to otherwise mitigate this event occurring.

Despite the Group holding substantive rights over relevant activities in accordance with their 70% contributing interest held given the significance of the above event requiring unanimous consent, joint control is considered to exist until such time that:

- A Decision to Mine is agreed by both participants (as defined in the binding agreement); or
- VMC, for any reason, gives up its substantive right to force the sale of the project if a Decision to Mine is not reached by 10 June 2025.

Venus Joint Venture (Rox 50% and VMC 50%)

On 5 April 2019, the Group entered into an agreement whereby it may earn a 50% interest in the gold rights of the Venus Joint Venture by contributing the first $0.8 million of exploration expenditure on the project area across the Joint Venture to June 2021. Following the earn-in the joint ventures are standard contribute or dilute arrangements.

During the year ended 30 June 2021, the Group earnt into and was appointed manager of the Joint Venture.

Youanmi Joint Venture (Rox 45%, VMC 45% and 10% Legendre)

On 5 April 2019, the Group entered into an agreement whereby it may earn a 45% interest in the gold rights of the Youanmi Joint Venture by contributing the first $0.2 million of exploration expenditure on the project area across the Joint Venture to June 2021. Following the earn-in the joint ventures are standard contribute or dilute arrangements.

During the year ended 30 June 2021, the Group earnt into and was appointed manager of the Joint Venture.

Currans Find & Pincher Joint Venture (Rox 45%, VMC 45% and 10% MER)

On 12 April 2019, the Group entered into an agreement whereby it acquired a 45% interest in all minerals by the payment of $75,000 and the issue of 500,000 fully paid shares (post 15:1 share consolidation) at a deemed price of $0.15 (a deemed $75,000).

During the year ended 30 June 2021, the Group earnt into and was appointed manager of the Joint Venture.

Cullen Resources Earn-In (Rox 51% and Cullen 49%)

On 5 September 2019, the Group entered into an agreement with Cullen Resources Limited whereby it may earn up to a 75% interest in the Cullen joint venture. Key terms of the agreement are as follows:

- Rox may earn a 51% interest by spending $1,000,000 on exploration expenditure within a three-year period from satisfaction of certain Conditions Precedent (Stage 1 Earn In).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 29 – Joint operations (continued)

Cullen Resources Earn-In (Rox 51% and Cullen 49%) (continued)

- Cullen will receive $40,000 cash upon satisfaction of one of the Conditions Precedent.
- If Rox earns the 51% interest, it can elect to earn a further 24% interest by expending a further $1,000,000 on exploration expenditure over a three-year period, commencing at the end of the Stage 1 Earn In.
- Rox must spend a minimum of $333,334 and ensure the Cullen tenements are in good standing on a daily pro rata basis before it may withdraw.
- Upon Rox earning 51% or, if it earns the additional 24%, upon Rox earning 75%, the parties will be associated in an unincorporated Joint Venture in relation to the Joint Venture Tenements, which will include certain Rox tenements and applications.
- If Rox earns 75%, Cullen will be free-carried, with no liability for any Joint Venture costs, until completion of a Pre-Feasibility Study.
- If Rox only earns 51%, or earns 75% and completes a Pre-Feasibility Study, thereafter Cullen must contribute to Joint Venture costs pro-rata, or dilute under a standard dilution formula.
- If a Participant's interest falls to 10% or less, that Participant's interest will be converted to a Net Smelter Return Royalty of 1% on those Cullen tenements already subject to a royalty and 2.5% on the balance of the Joint Venture Tenements.

As at the date of this report, Rox had earnt in to the 51% target interest and is currently progressing towards earning 75% in the joint venture. As at 30 June 2023, the Group has contributed $1,504,227 to this arrangement (2022: $1,299,629).

Note 30 – Information relating to Rox Resources Limited (the Parent)

	2023 ($000's)	2022 ($000's)
Current assets	**10,183**	4,357
Total assets	**46,598**	37,762
Current liabilities	**(428)**	(600)
Total liabilities	**(647)**	(942)
Contributed equity	**73,630**	64,830
Reserves	**9,275**	8,887
Accumulated losses	**(36,952)**	(36,897)
Net assets	**45,951**	36,820
Income/(loss) of the Parent entity	**(54)**	(4,483)
Total comprehensive income/(loss) for the year	**(54)**	(4,483)

The Parent entity has contractual obligations for exploration commitments of $652,500 at balance date (2022: $533,000) and nil remuneration commitments at the balance date (2022: nil).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

Note 31 – Group information

Information about subsidiaries

Entity	Principal activities	Country of incorporation	% Equity interest 2023	% Equity interest 2022
Rox (Mt Fisher) Pty Ltd	Mineral exploration	Australia	100	100
Rox (Murchison) Pty Ltd	Mineral exploration	Australia	100	100

Note 32 – Demerger of Cannon Resources Limited

During financial year 2021, the Group announced the demerger of its Fisher East and Collurabbie nickel and base metal assets to focus on the development of the Youanmi gold project. The Group structured the demerger as an in-specie distribution with a priority offer to Group shareholders to raise $6.0 million, in a new listed entity, Cannon Resources Limited (Cannon).

The Group successfully completed the demerger of its 100% owned subsidiary Cannon by way of an initial public offering. Cannon was admitted to the ASX on 10 August 2021 and commenced trading on 12 August 2021.

The Group also obtained a Class Ruling from the Australian Tax Office in relation to the demerger (CR 2021/63) which confirmed that:

- demerger tax relief is available for Australian tax resident Group shareholders who hold their Group shares on capital account; and
- receipt of Cannon shares is not an assessable dividend.

As the demerger was affected by way of an in-specie distribution of Cannon shares to Rox shareholders this had the effect of reducing the Company's share capital by $9,756k and reducing retained earnings by $773k. After removing the capitalised exploration and evaluation costs associated with the deposits being demerged ($3,053k), the Company recorded a profit on the demerger of $9,947k which was recorded in an equity reserve.

The initial Investment in Cannon was recorded at $2,471k.

Directors' Declaration

For the year ended 30 June 2023

In accordance with a resolution of the Directors of Rox Resources Limited, I state that:

(1) In the opinion of the Directors':

(a) The financial statements and notes of the Group are in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2023 and its performance for the year ended on that date; and

(ii) complying with Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and

(b) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(a); and

(c) Subject to the matters set out in Note 2, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

(d) This declaration is made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ending 30 June 2023.

On behalf of the Board

Robert Ryan
Managing Director
Perth, 27 September 2023

ROX RESOURCES LIMITED
ABN 53 107 202 602

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
ROX RESOURCES LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Rox Resources Limited (the "Company") and its controlled entities (the "Group"), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the Directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and

(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Group, would be in the same terms if given to the directors as at the time of this auditor's report

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report for the year ended 30 June 2023 which indicates that the Group has incurred a net loss after tax for the year ended 30 June 2023 of $8,763k (2022: $13,950k) and experienced net cash outflows from operating activities of $13,046k (2022: $14,489k). As at 30 June 2023, the Group had net current assets of $8,438k (30 June 2022: $3,313k).

These conditions, along with other matters as set forth in Note 2 indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

ROX RESOURCES LIMITED
ABN 53 107 202 602

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
ROX RESOURCES LIMITED

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Carrying value of exploration and evaluation expenditure Refer to Note 2(d)(ii) and 18 to the financial report.	
As at 30 June 2023, the Group held capitalised exploration and evaluation expenditure of $11,060,000. The carrying value of exploration and evaluation expenditure is assessed for impairment by the Group when facts and circumstances indicate that the capitalised exploration and evaluation expenditure may exceed its recoverable amount. The determination as to whether there are any indicators to require the capitalised exploration and evaluation expenditure to be assessed for impairment involves a number of judgments including but not limited to: • Whether the Group has tenure of the relevant area of interest; • Whether the Group has sufficient funds to meet the relevant area of interest minimum expenditure requirements; and • Whether there is sufficient information for a decision to be made that the relevant area of interest is not commercially viable. Given the size of the balance and the judgemental nature of the impairment indicator assessments associated with exploration and evaluation assets, we consider this is a key audit matter.	Our procedures included, amongst others: Obtaining an understating of and evaluating the design and implementation of the processes and controls associated with the capitalisation of exploration and evaluation expenditure, and those associated with the assessment of impairment indicators. Examining the Group's right to explore in the relevant area of interest, which included obtaining and assessing supporting documentation. We also considered the status of the exploration licences as it related to tenure. Considering the Group's intention to carry out significant exploration and evaluation activity in the relevant area of interest, including an assessment of the Group's cash-flow forecast models, assessing the sufficiency of funding and discussions with senior management and Directors as to the intentions and strategy of the Group. Reviewing management's evaluation and judgement as to whether the exploration activities within each relevant area of interest have reached a stage where the commercial viability of extracting the resource could be determined. Assessing the adequacy of the disclosures included within the financial report.

Share-based payments

Refer to Note 2(d)(xiii) and 23 to the financial report.

During the year ended 30 June 2023, the Group has issued shares, options, and performance rights to employees and key management personnel, for which a share based payment expense has been recognised in the year of $573,504.

Under Australian Accounting Standards, equity settled awards issued to advisors are measured at fair value of the services received, or if not reliably measurable, the fair value of the equity instruments granted on the measurement date taking into consideration the probability of the vesting conditions (if any) attached. This amount is recognised as an expense either immediately if there are no vesting conditions, or over the vesting period if there are vesting conditions.

In calculating the fair value there are a number of judgements management must make, including but not limited to:

- estimating the likelihood that the equity instruments will vest;
- estimating expected future share price volatility;
- expected dividend yield; and
- risk-free rate of interest.

Due to the significance to the Group's financial report and the level of judgment involved in determining the valuation of the share-based payments, we consider the Group's calculation of the share-based payment expense to be a key audit matter.

Our procedures included, amongst others:

Obtaining an understanding of design and implementation of the relevant controls associated with the preparation of the valuation model used to assess the fair value of share based payments, including those relating to volatility of the underlying security and the appropriateness of the model used for valuation.

Critically evaluating and challenging the methodology and assumptions of management in their preparation of valuation model, including management's assessment of likelihood of vesting, agreeing inputs to internal and external sources of information as appropriate.

Assessing the Group's accounting policy as set out within Note 2(d)(xiii) for compliance with the requirements of AASB 2 *Share-based Payment*.

Assessing the adequacy of the disclosures included in the financial report.

Rehabilitation provision Refer to Note 2(d)(xiv) and 20 to the financial report.	
As a result of the Group's jointly controlled interest in the OYG Joint Venture, the Group is jointly and severally liable to rehabilitate the environment disturbed by the historical operations at the Youanmi Gold Project. Rehabilitation activities are governed by a combination of legislative and licence requirements. At 30 June 2023, the consolidated statement of financial position included a provision for such obligations of $5,650,000 (2022: $5,358,000). This was a key audit matter given the determination of this provision requires evaluating the key assumptions used by management and judgement in the assessment of the nature and extent of future works to be performed, the future cost of performing the works, the timing of when the rehabilitation will take place and the economic assumptions such as the discount and inflation rates applied to future cash outflows associated with rehabilitation activities to bring them to their present value.	Our procedures included, amongst others: Critically evaluating and challenging the methodology and assumptions of management in their preparation of valuation model, including the appropriateness of the economic assumptions such as the inflation rate and provision specific discount rate. Obtaining the assessment completed by management's experts in respect of the rehabilitation provision. Evaluating the competence, capability and objectivity of management's experts; and Assessing the adequacy of the disclosures included in the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2023 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Group are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

ROX RESOURCES LIMITED
ABN 53 107 202 602

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
ROX RESOURCES LIMITED

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

ROX RESOURCES LIMITED
ABN 53 107 202 602

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
ROX RESOURCES LIMITED

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 31 to 44 of the directors' report for the year ended 30 June 2023. In our opinion, the Remuneration Report of Rox Resources Limited, for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Group are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

PITCHER PARTNERS BA&A PTY LTD

MICHAEL LIPRINO
Executive Director
Perth, 27 September 2023

Schedule of Mining Tenements

As at 25 September 2023

Project	Interest	Tenement Number	Interest held
Mt Fisher, WA	All Minerals	E36/0948	100%
	All Minerals	M53/0009	100%
	All Minerals	M53/0127	100%
	Application	L53/0262	0%
	All Minerals	E53/1061	100%
	All Minerals	E53/1106	100%
	Gold Rights	E53/1218	100%
	All Minerals	E53/1319	100%
	All Minerals	E53/1788	100%
	All Minerals	E53/1836	100%
	All Minerals	E53/2002	100%
	All Minerals	E53/2075	100%
	All Minerals	E53/2095	100%
	All Minerals	E53/2102	100%
	All Minerals	E53/2199	100%
	All Minerals	E53/2201	100%
	Application	E53/2254	0%
	Application	E53/2307	0%
Youanmi Gold Project, WA	All Minerals	E57/1121	100%
	All Minerals	E57/1122	100%
	All Minerals	E57/1123	100%
	All Minerals	E57/1209	100%
	All Minerals	E57/1210	100%
	Application	E57/1236	0%
	Application	E57/1237	0%
	Application	E57/1387	0%
	Application	L57/0058	0%
	Application	L57/0059	0%
	All Minerals	M57/10	100%
	All Minerals	M57/51	100%
	All Minerals	M57/75	100%
	All Minerals	M57/97	100%
	All Minerals	M57/109	100%
	All Minerals	M57/135	100%
	All Minerals	M57/160A	100%
	All Minerals	M57/164	100%
	All Minerals	M/57165	100%
	All Minerals	M57/166	100%
	All Minerals	M57/167	100%
Youanmi - Sandstone Youanmi JV	Gold Rights	E57/985	90%
	Gold Rights	E57/986	90%
	Gold Rights	E57/1011	90%
	Gold Rights	P57/1365	90%
	Gold Rights	P57/1366	90%
Youanmi, WA	Gold Rights	E57/0982	100%
	Gold Rights	E57/1018	100%
	Gold Rights	E57/1019	100%
	Gold Rights	E57/1023-I	100%
	Gold Rights	E57/1078	100%
Youanmi - Currans JV, WA [1]	Gold Rights	M57/641	90%
	Gold Rights	M57/642	90%

Schedule of Mining Tenements (continued)

As at 25 September 2023

Project	Interest	Tenement Number	Interest held
Mt Eureka - Cullen JV, WA	All Minerals	E53/1209	51% (Earning up to 75%)
	All Minerals	E53/1299	51% (Earning up to 75%)
	All Minerals	E53/1637	51% (Earning up to 75%)
	All Minerals	E53/1893	51% (Earning up to 75%)
	All Minerals	E53/1957	51% (Earning up to 75%)
	All Minerals	E53/1958	51% (Earning up to 75%)
	All Minerals	E53/1959	51% (Earning up to 75%)
	All Minerals	E53/1961	51% (Earning up to 75%)
	All Minerals	E53/2052	51% (Earning up to 75%)
	All Minerals	E53/2063	51% (Earning up to 75%)
	Application	E53/2101	0%

Notes:

1. *45% interest in all other minerals*

Other Information

As at 25 September 2023

Top 20 shareholders - Ordinary Shares

No.	Shareholder	Shares held	% held
1	Venus Metals Corporation Limited	55,000,000	15.28
2	Citicorp Nominees Pty Limited	32,671,764	9.07
3	QGold Pty Ltd	7,876,952	2.19
4	HSBC Custody Nominees (Australia) Limited	7,644,594	2.12
5	Mr Daryl Kenneth Miller	7,099,730	1.97
6	Pazifik Pty Ltd <Pazifik A/C>	5,874,285	1.63
7	Matoricz Super Pty Ltd <Matoricz Super Fund A/C>	5,000,000	1.39
7	Redscope Enterprises Pty Ltd	5,000,000	1.39
9	BNP Paribas Noms Pty Ltd <Global Markets DRP>	4,686,859	1.30
10	Mr Yi Weng + Ms Ning Li <Yi Weng & Ning Li Super A/C>	4,330,082	1.20
11	Mr Yi Weng + Ms Ning Li	3,800,000	1.06
12	Mr Ram Shanker Kangatharan	3,328,968	0.92
13	Jarhamche Pty Ltd	3,000,000	0.83
13	Yarraandoo Pty Ltd <Yarraandoo Super Fund A/C>	3,000,000	0.83
15	IGO Limited	2,608,988	0.72
15	Investment Securities Nominees <Accumalation A/C>	2,608,988	0.72
17	Mr Yi Weng + Mrs Ning Li <Yi Weng & Ning Li S/F A/C>	2,500,000	0.69
18	Mr Christopher Ian Wallin	1,739,325	0.48
19	Mr Yi Weng + Ms Ning Li	1,550,000	0.43
20	Investment Holdings Pty Ltd <Investment Holdings Unit A/C>	1,539,303	0.43
	Total	**160,860,838**	**44.68**

Substantial Shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2011 are:

Shareholder	Shares held	% held
Venus Metals Corporation Limited and Redscope Enterprises Pty Ltd	60,000,000	16.67%
Hawke's Point Holdings (RRL) L.P.	29,426,292	8.80%

Distribution of Shareholders Number

Size of shareholding	Number of holders	Number of shares	% held
1 – 1,000	825	427,036	0.12
1,001 – 5,000	2,165	5,864,951	1.63
5,001 – 10,000	1,092	8,179,778	2.27
10,001 – 25,000	1,119	18,615,465	5.17
25,001 – 100,000	1,012	52,339,314	14.54
100,001 Over	414	274,605,516	76.27
Total	**6,627**	**360,032,060**	**100.00**

Other Information (continued)

As at 25 September 2023

Unquoted (unlisted) securities

			Holders of 20% or more of the class	
Class	Number of Securities	Number of holders	Holder Name	Number of Securities
$1.438, 31 Dec 2023 options	1,333,333	1	CG Nominees (Australia) Pty Ltd	1,333,333
$1.813, 31 Dec 2023 options	1,333,333	1	CG Nominees (Australia) Pty Ltd	1,333,333
$2.188, 31 Dec 2023 options	1,333,333	1	CG Nominees (Australia) Pty Ltd	1,333,333
$0.763, 25 May 2024 options	333,333	1	Jody Hunt	333,333
$0.988, 26 Mar 2025 options	10,476,190	1	Hawke's Point Holdings (RRL) L.P.	10,476,190
$0.720, 04 Mar 2026 options	1,000,000	1	Argonaut Investments Pty Limited <Argonaut Invest No 3 A/C>	1,000,000
31 Dec 2027 performance rights	14,640,000	13	Robert Ryan	4,500,000

Unquoted options and performance rights carry no dividend or voting rights.

Distribution of Shareholders Number (continued)

There is a total of 360,032,060 fully paid ordinary shares on issue, all of which are listed on the ASX. At shareholder meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Unmarketable Parcels

There were 1,515 shareholders holding 1,416,032 shares, which is less than a marketable parcel of shares in the Company at $0.26 per share.

Restricted Securities

55,000,000 fully paid ordinary shares are held in voluntary escrow for 12 months, until 7 July 2024, subject to certain release events occurring.