Rokeby Resources Limited

PLACEMENT & SHARE PURCHASE PLAN OFFER UNDERWAY

HIGHLIGHTS

- Rokeby to raise $1.3m via placement to professional and sophisticated investors
- The Placement was very well supported by existing shareholders, particularly in light of poor market conditions
- Placement participants will receive one (1) free attaching unlisted option for every two (2) Shares subscribed for, exercisable at $0.0065 and expiring 30 November 2028, subject to shareholder approval
- Share Purchase Plan underway targeting approximately $1.7m, allowing eligible shareholders to be part of Rokeby's next phase of growth
- SPP participants can apply for new Shares at the same terms as the Placement
- Funds raised will be applied primarily to accelerate its ongoing resource estimation, access for the Company's next drilling program and short-term working capital

Rokeby Resources Limited (**ASX: RKB**) ("**Rokeby**" or "**the Company**") is pleased to announce that it has received firm commitments from SP Corporate Advisory Pty Ltd clients, pursuant to section 708 of the *Corporations Act 2001*, to raise $1.3m (before costs) under a placement of 650,000,000 fully paid ordinary shares (**New Shares**) at an issue price of $0.002 per New Share (**Placement**).

Participants in the Placement will also receive one (1) free attaching unlisted option (**Option**) for every two (2) New Shares subscribed for, each exercisable at $0.0065 and expiring 30 November 2028. Issue of the Options is subject to shareholder approval.

The Company will separately conduct a Share Purchase Plan (**SPP**) to raise up to $1.7m (before costs), with the ability to accept oversubscriptions. The SPP offers eligible shareholders, irrespective of the size of their shareholding, the opportunity to purchase New Shares on the same terms as the Placement without incurring brokerage, transaction or commission costs (together with the Placement, the **Offer**).

The funds raised under the Placement and the SPP will be used primarily to fund the Company's resource estimation, access for the Company's next drilling program and short-term working capital.

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Commenting on the placement and share purchase plan, Managing Director Andrew Haythorpe said:

"We are pleased to welcome the support of both existing and new investors in this Placement. Together with the Share Purchase Plan, this capital raising provides Rokeby with the funding to accelerate its ongoing resource estimation work, secure access for our next drilling program and strengthen our working capital. Our shareholders are central to Rokeby's success, and we greatly appreciate their loyalty and continued support particularly in light of current market conditions for junior gold companies. In recognition of that, the Share Purchase Plan offers every eligible shareholder the opportunity to participate on the same terms as the Placement. We look forward to updating the market as we advance our work programs and build momentum."

PLACEMENT DETAILS

The Company will issue approximately 650,000,000 New Shares at an issue price of $0.002 per New Share to raise approximately $1.3M (before costs). The Placement will be completed in two tranches:

- **Tranche 1:** up to 650,000,000 New Shares to be issued as soon as practicable utilising the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A.
- **Tranche 2:** 40,000,000 New Shares to be issued to directors of the Company, subject to shareholder approval under ASX Listing Rule 10.11.

New Shares issued under the Placement will rank equally with existing shares on issue. The attaching Options will be issued subject to shareholder approval and will be offered under a transaction specific prospectus (**Prospectus**) to be lodged following the general meeting.

The issue price of $0.002 per New Share represents a:

- 9.1% discount to the 5-day volume weighted average price (**VWAP**) of $0.0022 calculated over the last five trading days on which sales were recorded before the date of this announcement;
- 33.3% discount to the last closing price of $0.003 on Wednesday, 28 October 2026; and
- 25.9% discount to the 15-day VWAP of $0.0027.

The Tranche 1 Placement is expected to settle on 9 November 2026 and the New Shares are expected to be issued on Tuesday, 10 November 2026.

SHARE PURCHASE PLAN

The Company recognises the ongoing support of its shareholder base and is pleased to offer a SPP to Eligible Shareholders to raise approximately $1.7M (before costs), with the ability to accept oversubscriptions.

Shareholders who were registered as holders of Shares as at 5:00pm (AWST) on Friday, 30 October 2026 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**) may apply for a minimum of $2,000 and a maximum of $30,000 worth of New Shares

at $0.002 per New Share, being the same price as the Placement. Eligible Shareholders may participate free of any brokerage, commission or transaction costs.

Key terms of the SPP are as follows:

- Eligible Shareholders will receive one (1) free attaching unlisted Option for every two (2) New Shares issued under the SPP, on the same terms as the Placement Options. The offer of these Options is a separate offer under the Prospectus and the issue is subject to shareholder approval.
- New Shares under the SPP will be issued in reliance on Exception 5 to ASX Listing Rule 7.2 and will not use the Company's placement capacity under ASX Listing Rule 7.1.
- The maximum number of New Shares issuable under the SPP is 893,019,023 (30% of existing issued capital), equivalent to $1,786,038. The Board may accept oversubscriptions up to this limit or scale back applications at its absolute discretion.
- Directors who are Eligible Shareholders may participate, subject to the Listing Rules. Any attaching Options for participating directors are subject to shareholder approval under ASX Listing Rule 10.11.
- The SPP is not underwritten. Any shortfall may be placed at the discretion of the Board, subject to the Listing Rules and, where required, shareholder approval.
- Further information, including terms and conditions and the personalised application form, will be provided in the SPP Offer Booklet, which is expected to be released to ASX and dispatched to Eligible Shareholders on Wednesday, 11 November 2026. The SPP is expected to close at 5:00pm (AWST) on Monday, 30 November 2026.

Lead manager

SP Corporate Advisory Pty Ltd (**SPCA**) has been engaged as lead manager to the Placement and the SPP. In consideration for these services, the Company will pay SPCA:

- a capital raising fee of 6% of the funds raised by SPCA under the Placement, and 6% of any SPP shortfall that it places;
- a corporate advisory fee of $3,000 (plus GST) per month for an initial period of three months, reviewed quarterly; and
- 100,000,000 unlisted options exercisable at $0.0065 and expiring 30 November 2028, subject to shareholder approval.

General meeting

The Company will convene a general meeting, expected to be held on Thursday, 17 December 2026, to seek shareholder approval for:

- the issue of New Shares and Options to directors under the Tranche 2 Placement (ASX Listing Rule 10.11);
- the issue of Options to Placement participants (ASX Listing Rule 7.1);

- the issue of Options to SPP participants (ASX Listing Rule 7.1), and to any participating directors (ASX Listing Rule 10.11);
- the issue of Broker Options to SPCA or its nominees (ASX Listing Rule 7.1); and
- ratification of the Tranche 1 Placement issue (ASX Listing Rule 7.4).

The notice of meeting is expected to be dispatched on Monday, 16 November 2026. The SPP is scheduled to close before the general meeting.

Indicative timetable

Indicative Timetable	Date (AWST)
Placement	
Announcement of Placement	Monday, 2 November 2026
Settlement of New Shares under the Placement	Monday, 9 November 2026
Allotment, quotation and trading of New Shares under the Placement	Tuesday, 10 November 2026
SPP	
Record date to be eligible to participate in the SPP	Friday, 30 October 2026
Release to ASX and dispatch of SPP booklet and SPP opening date	Wednesday, 11 November 2026
SPP closing date	Monday, 30 November 2026
Announcement of SPP participation results	Thursday, 3 December 2026
Allotment of New Share under SPP	Friday, 4 December 2026
Quotation and normal trading of New Shares under the SPP	Monday, 7 December 2026

** The above timetable is indicative only and remains subject to change at the Company's discretion, subject to the Corporations Act 2001 (Cth), the Listing Rules and other applicable laws. Quotation of New Shares is subject to confirmation from ASX. Eligible Shareholders are encouraged to submit their applications as early as possible.*

Authorised for release by the Board of Rokeby Resources Limited.

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FORWARD LOOKING STATEMENTS

This announcement contains forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements should not be relied upon as a guarantee or representation of future events or results. In particular, statements regarding the potential to grow or upgrade the Historical Mineral Resource Estimate, exploration targets and planned work programs are subject to the cautionary statements set out in this announcement and there is no guarantee that exploration will result in the definition of a mineral resource in accordance with the JORC Code.