7 August 2026

Dear Shareholder

General Meeting – Notice and Access Letter

VRX Silica Limited (ASX:VRX) (**Company**) advises that a General Meeting (**Meeting**) of the Company will be held as follows:

Time and date:	3:00pm (AWST) on Thursday, 10 September 2026
In-person:	Suite 9, 110 Hay Street, Subiaco WA 6008

<u>Notice of Meeting</u>

The Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at https://vrxsilica.com.au/investor-centre ; and
- the ASX market announcements page under the Company's code "VRX".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Shareholders may also request an email copy or a paper copy of the Notice of Meeting by emailing the Company Secretary at: ianh@vrxsilica.com.au

<u>Participation and voting at the Meeting</u>

The Meeting is being held in person.

Details of how shareholders will be able to vote via proxy prior to the Meeting or by poll during the Meeting (though the Company strongly encourages shareholders to vote via proxy) are set out in detail in the Notice of Meeting.

The Notice of Meeting and accompanying explanatory statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Yours faithfully

Ian Hobson
Company Secretary

VRX Silica Limited
A Ground Floor 52 Kings Park Road, West Perth 6005 • PO Box 1925, West Perth WA 6872 Australia • ABN 59 142 014 873
P +61 8 9226 3780 • E info@vrxsilica.com.au • W vrxsilica.com.au

VRX SILICA

ABN 59 142 014 873

Notice of General Meeting

Date of Meeting
Thursday, 10 September 2026

Time of Meeting
3.00pm (WST)

Place of Meeting
Suite 9, 110 Hay Street,
Subiaco WA 6008

SEE OVERLEAF FOR IMPORTANT INFORMATION REGARDING MEETING ATTENDANCE AND VOTING

This document should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their independent professional advisers prior to voting.

Queries for the Company may be made to the Company Secretary by telephone on +61 (0)8 9388 8290.

IMPORTANT INFORMATION

Meeting attendance and voting

The Meeting will be held as a physical meeting and attendance may be in person only.

Votes may be submitted during the Meeting by those Shareholders in attendance either in their personal capacity or through a validly appointed corporate representative. Votes via validly submitted proxy forms will also be accepted.

Accordingly, the Company strongly encourages Shareholders to lodge a directed proxy form with the Company no later than 48 hours prior to the Meeting. A personalised proxy form has been despatched to Shareholders.

Voting Eligibility

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 8 September 2026.

Voting by poll

All votes taken at the Meeting will be conducted by way of a poll taken physically at the Meeting and from validly submitted proxy forms. Voting will not be conducted electronically. Shareholders are therefore strongly encouraged to submit a valid proxy form in accordance with the instructions below.

Voting by proxy

Shareholders should note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The proxy form for the Meeting provides further details on appointing proxies and lodging proxy forms. To be valid, the proxy form (and any power of attorney under which it is signed) must be completed and returned by the time and in accordance with the instructions set out in the proxy form. Any proxy form received after that time will not be valid for the Meeting.

Subject to any voting restrictions set out in a voting exclusion statement in respect of the Resolutions, the Chair will vote undirected proxies on, and in favour of, each Resolution.

Corporate representatives

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative must, prior to the Meeting, provide evidence of his or her appointment, to the Company's company secretary by email to ianh@vrxsilica.com.au by no later than 5.00pm (WST) on 9 September 2026, the business day prior to the Meeting, noting any authority under which the appointment is signed, unless it has previously been given to the Company.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders will be held on Thursday, 10 September 2026 commencing at 3.00pm (WST) at Suite 9, 110 Hay Street, Subiaco WA 6008.

The enclosed Explanatory Statement accompanies and forms part of this Notice of General Meeting.

AGENDA

1. Resolution 1: Ratification of prior issue of Securities under LR7.1 – Strategic Placement

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

> *That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 48,808,486 Shares and 66,881,470 free-attaching Options issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Statement.*

A voting exclusion statement applies to this Resolution. Please see below for details.

2. Resolution 2: Ratification of prior issue of Securities under LR7.1A – Strategic Placement

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

> *That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 84,954,454 Shares issued under Listing Rule 7.1A on the terms and conditions in the Explanatory Statement.*

A voting exclusion statement applies to this Resolution. Please see below for details.

3. Resolution 3: Ratification of prior issue of Underwriter Options under LR7.1

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

> *That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 8,582,353 Options issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Statement.*

A voting exclusion statement applies to this Resolution. Please see below for details.

Voting Exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

(a) Resolution 1: by or on behalf of any person who participated in the issue of the Placement Securities, or any of their respective associates.

(b) Resolution 2: by or on behalf of any person who participated in the issue of the Placement Securities, or any of their respective associates.

(c) Resolution 3: by or on behalf of Mahe Capital Pty Ltd or any of their associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

BY ORDER OF THE BOARD

IK Hobson

Ian Hobson
Company Secretary

7 August 2026

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at a General Meeting of members to be held at Suite 9, 110 Hay Street, Subiaco WA 6008 on Thursday, 10 September 2026, commencing at 3.00pm (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

1. Resolution 1 – Ratification of prior issue of Securities under LR7.1 – Strategic Placement

1.1 Background

On 15 July 2026 the Company announced that it had received binding commitments for a strategic equity capital raising from investors including Nebari Natural Resources Credit Fund II LP (**Nebari**) to raise approx. $3.5 million and Sparta Invest AG (**Sparta**) to raise approx. $1 million, for a total of approx. $4.5 million before costs (**Placement**).

The Placement consisted of the issue in aggregate of 200,644,410 securities (**Placement Securities**) within the Company's placement capacities under Listing Rules 7.1 and 7.1A, specifically consisting of 48,808,486 Shares and 66,881,470 free-attaching Options issued under Listing Rule 7.1 (**LR7.1 Placement Securities**) and 84,954,454 Shares issued under Listing Rule 7.1A (**LR7.1A Placement Securities**).

All Placement Securities were issued on 20 July 2026.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR7.1 Placement Securities under Listing Rule 7.1 and Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR7.1A Placement Securities under Listing Rule 7.1A.

1.2 Listing Rules 7.1 and 7.4

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

The issue of the LR7.1 Placement Securities does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the LR7.1 Placement Securities.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the LR7.1 Placement Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the LR7.1 Placement Securities will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 115,689,956 Equity Securities for the 12 month period following the issue of the LR7.1 Placement Securities.

1.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the LR7.1 Placement Securities:

(a) The LR7.1 Placement Securities were issued to Nebari, Sparta, Kico Invest GmbH, Philipp Wiedmann and Chistian Link. None of the LR7.1 Placement Securities were issued to related parties of the Company. Sparta and Nebari are substantial shareholders of the Company.

(a) 48,808,486 Shares and 66,881,470 free-attaching Options were issued using the Company's available placement capacity under Listing Rule 7.1.

(b) The Shares comprising the LR7.1 Placement Securities are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Options are free-attaching to the Shares on a one for two basis, and were issued on the terms and conditions set out in Schedule 1.

(c) The LR7.1 Placement Securities were issued on 20 July 2026.

(d) The Shares comprising the LR7.1 Placement Securities were issued at $0.034 per Share and the Options were issued as free-attaching to the Shares on a one for two basis.

(e) The proceeds from the issue have been or are intended to be applied towards early works and finalising detailed engineering at the Arrowsmith North silica sand project, funding towards the purchase of Arramall farm, refreshed studies and works at the Muchea silica sand project and working capital.

(f) There are no other material terms to the agreements for the subscription of the LR7.1 Placement Securities.

(g) A voting exclusion statement is included in the Notice.

1.4 Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

2. Resolution 2 – Ratification of prior issue of Securities under LR7.1A – Strategic Placement

2.1 Background

Details of the Placement are set out in Section 1.

A total of 84,954,454 Shares were issued under Listing Rule 7.1A on 20 July 2026.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR7.1A Placement Securities under Listing Rule 7.1A. Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR7.1 Placement Securities under Listing Rule 7.1.

2.2 Listing Rules 7.1A and 7.4

Listing Rule 7.1A provides that a company must not, subject to certain exceptions, issue or agree to issue more Equity Securities in any 12 month period other than the amount which is equal to 10% of its fully paid ordinary securities on issue at the start of that 12 month period. Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1A will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1A.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 10% placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the LR7.1A Placement Securities will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

2.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the LR7.1A Placement Securities:

(a) The LR7.1A Placement Securities were issued to Nebari, Sparta, Kico Invest GmbH, Philipp Wiedmann and Chistian Link. None of the LR7.1A Placement Securities were issued to related parties of the Company. Sparta and Nebari are substantial shareholders of the Company.

(b) 84,954,454 Shares were issued using the Company's available placement capacity under Listing Rule 7.1A.

(c) The Shares comprising the LR7.1A Placement Securities are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The LR7.1A Placement Securities were issued on 20 July 2026.

(e) The Shares comprising the LR7.1A Placement Securities were issued at $0.034 per Share.

(f) The proceeds from the issue have been or are intended to be applied towards early works and finalising detailed engineering at the Arrowsmith North silica sand project, funding towards the purchase of Arramall farm, refreshed studies and works at the Muchea silica sand project and working capital.

(g) There are no other material terms to the agreements for the subscription of the LR7.1A Placement Securities.

(h) A voting exclusion statement is included in the Notice.

2.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

3. Resolution 3: Ratification of prior issue of Underwriter Options under LR7.1

3.1 Background

On 27 May 2026, the Company announced that it was undertaking a 1 for 5 renounceable entitlements offer at 4 cents per share to raise up to approximately $6.2 million (before costs). Mahe Capital Pty Ltd (ACN 634 087 684) (AFSL 517246) (**Mahe Capital**) was appointed as lead manager and underwriter to the offer, which was partially underwritten up to $2 million by Mahe Capital.

As part of the remuneration paid by the Company for the services provided by Mahe Capital, the Company issued 8,582,353 Options (**Underwriter Options**) to Mahe Capital and its nominees.

The Company issued the Underwriter Options within its 15% share capacity pursuant to Listing Rule 7.1. By issuing those Underwriter Options, the Company's capacity to issue further equity securities without Shareholder approval within that limit was accordingly reduced.

Resolution 3 seeks Shareholder approval for the prior issue of the Underwriter Options.

3.2 Listing Rules 7.1 and 7.4

Information on Listing Rules 7.1 and 7.4 is set out in Section 1.2.

The issue of the Underwriter Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Underwriter Options.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Underwriter Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Underwriter Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 8,582,353 Equity Securities for the 12 month period following the issue of the Underwriter Options.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the LR7.1 Placement Securities:

(a) The Underwriter Options were issued to Mahe Capital and its nominees. None of the Underwriter Options were issued to related parties or substantial shareholders of the Company.

(b) 8,582,353 Options were issued using the Company's available placement capacity under Listing Rule 7.1.

(c) The Options were issued on the terms and conditions set out in the Schedule 1.

(d) The Underwriter Options were issued on 26 June 2026.

(e) The Underwriter Options were issued for nil cash consideration.

(f) There were no cash proceeds from the issue. Any funds raised from the exercise of the Underwriter Options will be allocated to working capital.

(g) The Underwriter Options were issued pursuant to an underwriting agreement dated 27 May 2026. A summary of the material terms of the agreement is set out in Schedule 2. There are no other material terms of the agreement for the subscription of the Underwriter Options.

(h) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

4. Definitions

$ means Australian dollars.

ASX means ASX Limited ABN 98 008 624 691.

Board means the current board of directors of the Company.

Chair means chairperson of the Meeting.

Company or **VRX Silica** means VRX Silica Limited ABN 59 142 014 873.

Director means director of the Company.

Equity Securities include a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an "Equity Security".

Explanatory Statement means this explanatory statement.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the official listing rules of ASX.

LR7.1 Placement Securities has the meaning given in Section 1.1.

LR7.1A Placement Securities has the meaning given in Section 1.1.

Nebari has the meaning given in Section 1.1.

Notice means the notice of General Meeting which forms part of this Explanatory Statement.

Option means option to subscribe for a Share.

Placement has the meaning set out in Section 1.1.

Placement Securities has the meaning given in Section 1.1.

Proxy Form means the proxy form attached to this Notice.

Schedule means schedule to this Explanatory Statement.

Section means section of this Explanatory Statement.

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

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

Sparta has the meaning given in Section 1.1.

Underwriter Options has the meaning given in Section 3.1.

WST means Australian Western Standard Time.

Schedule 1 – Terms and conditions of Options

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

The amount payable upon exercise of each Option will be $0.10 **(Exercise Price)**.

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on 30 June 2028 **(Expiry Date)**. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date **(Exercise Period)**. The Options are exercisable on any business day during the Option Exercise Period. An Optionholder may only exercise Options in multiples of 100,000, unless the Optionholder exercises all of their Options.

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the holding statement for the Options **(Notice of Exercise)** and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds **(Exercise Date)**.

(g) Timing of issue of Shares on exercise

Within 20 Business Days (as that term is defined in the ASX Listing Rules) after the Exercise Date (or such lesser time as required by the ASX Listing Rules), the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

(ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued Shares.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Bonus Issue

If before the expiry of any Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (Bonus Issue), the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue.

(l) No change in exercise price or number of underlying securities

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised in the event of the Company making a pro rata issue of Shares or other securities to shareholders (other than a Bonus Issue).

(m) Transferability

If the Options are not quoted on ASX, the Options are transferable subject to the prior approval of the Company's Board. If the Options become quoted on ASX (as an additional class of security), the Options are freely transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 2 – Material Terms of Underwriting Agreement

Fees	The Company agreed to pay the underwriter the following fees in consideration for acting as underwriter to the entitlement offer: (a) 3 Options for every $1 raised up to a maximum of 10 million, with an exercise price of ten cents expiring on 30 June 2028; (b) an underwriting fee equal to 5% of the underwritten securities; (c) a cash underwriting fee of $60,000; (d) a management fee of 1% of the total gross amount raised under the entitlement offer; and (e) an additional fee equal to 5% of the value of any Shares placed under the shortfall offer, including any additional amount that might be placed under the Company's Listing Rule 7.1 and 7.1A placement capacity (if applicable).
Reimbursement of Expenses	In addition, the Company agreed to pay the underwriter all expenses associated with the entitlement offer, including legal fees for the underwriter's legal advisors, travel, accommodation, communication, couriers and other expenses reasonably incurred by the Underwriter in relation to the entitlement offer and the underwriting agreement.
Termination Events	The underwriter may terminate its obligations under the underwriting agreement at any time by giving written notice to the Company on or at any time before the issue if all the underwritten securities if any of the following events occur: (a) the prospectus is not lodged by the required date or is withdrawn; (b) ASX does not grant official quotation for the underwritten securities; (c) the prospectus or any public announcement by the Company is or becomes misleading or deceptive or fails to comply with applicable law; (d) a material adverse effect arises; (e) an event of insolvency occurs in relation to the Company; (f) a director or senior officer of the Company is charged with an indictable offence; (g) a change in the composition of the Board or senior management of the Company occurs without the underwriter's prior written consent; (h) a force majeure event lasting more than 7 days that materially affects the Company's business occurs; (i) ASIC or a court takes action in connection with the Prospectus; (j) a prescribed occurrence or unauthorised change in capital structure occurs; or (k) there is a material disruption to financial markets. Upon termination, all fees and expenses validly incurred through to the date of termination would be payable to the underwriter. A termination fee of $15,000 is also payable to the underwriter upon termination, within 14 days of such termination, regardless of whether any funds are raised.

The underwriting agreement otherwise contained provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

VRXSILICA

VRX Silica Limited
ABN 59 142 014 873

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3.00pm (AWST) on Tuesday, 8 September 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188920

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark X to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of VRX Silica Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of VRX Silica Limited to be held at Suite 9, 110 Hay Street, Subiaco WA 6008 on Thursday, 10 September 2026 at 3.00pm (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Securities under LR7.1 – Strategic Placement			
Resolution 2	Ratification of prior issue of Securities under LR7.1A – Strategic Placement			
Resolution 3	Ratification of prior issue of Underwriter Options under LR7.1			

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically