



ASX ANNOUNCEMENT

ASX: SF1 | 16 June 2020

STEMify Limited (**STEMify** or the **Company**) announces it has entered into a Royalty Sale and Purchase Agreement (**Agreement**) with Vox Royalty Australia Pty Ltd (**Vox**) to sell its net smelter royalty interest in the Saxby gold project (**Royalty Interest**) which is 100% owned by Strategic Energy Resources Limited (ASX:SER) (**Transaction**).

The consideration for 100% of the Royalty Interest is USD\$80,000, payable as follows:

- USD\$50,000 in cash; and
- USD\$30,000 in Vox shares (**Consideration Shares**).

The issue price of the Consideration Shares will be C\$3.22/share, which is the 5 day VWAP of Vox shares immediately preceding the Agreement execution and will be escrowed for a period of 4 months from their issue. Subject to the satisfaction of certain conditions (as detailed below), the Transaction is expected to complete by the end of the June 2020 quarter.

Completion of the Transaction is subject to a number of conditions, including:

- completion of due diligence on the Royalty Interest to the satisfaction of SilverStream SEZC, the parent company of Vox;
- consent being obtained by STEMify to the change of ownership (as required under the relevant contracts); and
- STEMify and Vox obtaining all necessary approvals (or waivers) to give effect to the transaction.

No securityholder approval is required in relation to the transaction and the transaction will not result in any changes to the Board of the Company.

The funds received from the Transaction will be used to contribute to the capital required in sourcing and acquiring a suitable new business opportunity including conducting due diligence and ASX re-compliance costs.

The Company will provide an update to the ASX once completion occurs.

This announcement has been authorised by the Board of STEMify.

—ENDS—

Further information

INVESTORS:

Tim Grice — Chairman
tim@robo3d.com

Maggie Niewidok — Company Secretary
(02) 8072 1400

For personal use only



About STEMify Limited

On 21 April 2020, STEMify advised that it has completed the disposal of the Company's 3D printing hardware and the MyStemKits K-12 curriculum business to Boxlight Corporation. BOXL is a leading provider of technology solutions for the global learning market, is listed on the NASDAQ (NASDAQ:BOXL) and generated revenue of US\$39.7m for the 12 months ended 30 September 2019. BOXL provides whole-class learning, small-group collaboration, formative assessment and STEM-based learning solutions to the global K-12 education market. These solutions include software and classroom technology that enable teachers to easily and effectively enhance student outcomes and build essential skills such as critical thinking, collaboration, communication, and creativity.

Separately, the Company has also subscribed for 142,857 shares in BOXL at USD\$0.70 in a US\$100,000 placement as announced on 21 April 2020.

At 31 March 2020, the Company had \$1.05m in cash and expects future quarterly costs to materially decrease. Under the sale and purchase agreement with Boxlight, the Company is also owed US\$350,000 by Boxlight, payable in four(4) separate instalments with the first payment due in July and quarterly thereafter.

About Vox

Vox is a growth and precious metals focused mining royalty and streaming company that was incorporated under the Companies Law of the Cayman Islands as a Special Economic Zone Company on January 22, 2014. Vox holds a portfolio of 39 royalties and streaming assets and 1 royalty option. Vox's interests span seven jurisdictions, including Australia, Canada, Peru, Brazil, Mexico, the United States and Madagascar. Vox has royalties on producing mines in addition to royalties over several long-life, development-stage assets. Recognizing the upside potential of exploration success, Vox also acquires and holds a portfolio of royalties over exploration-stage assets. Vox has been the fastest growing royalty & streaming acquisition company since January-2019, announcing 14 separate royalty transactions. Further information on Vox can be found at www.voxroyalty.com

For personal use only