

31 October 2012

Dear Shareholder

Offer to participate in Rox's Share Purchase Plan

The Directors of Rox Resources Limited ("**Rox**" or "**Company**") are pleased to extend an invitation to eligible shareholders to participate in the Company's Share Purchase Plan ("**Plan**"). The Plan allows eligible shareholders to purchase up to \$15,000 worth of fully paid ordinary shares in the Company ("**Shares**") without any brokerage or transaction costs. The Plan was announced by the Company to the Australian Securities Exchange ("**ASX**") on 31 October 2012 ("**Announcement Date**").

The Shares under the Plan will be issued at 1.5 cents per Share, representing a 12% discount to the closing price of the Company's Shares on the ASX on 30 October 2012 and a 17% discount to the volume weighted average price for the 5 trading days prior to 31 October 2012. The offer of Shares under the Plan is open to all Eligible Shareholders (as defined in the attached Offer) as at 7:00pm (AEDT) on 30 October 2012 ("**Record Date**").

This is an opportunity for eligible shareholders to take advantage of prevailing market conditions and to participate in the future growth of the Company. Funds raised through the Plan will be used to:

- (a) assist with the funding of the next stage of the Company's exploration at the Mt Fisher gold & nickel project;
- (b) initiate exploration at the newly acquired Bonya copper project: and
- (c) for general working capital expenses.

Further details on the Plan are set out below.

The Plan allows Eligible Shareholders, irrespective of the size of their shareholding, to apply for one of the following parcels of Shares:

Offer	Value	Number of Shares
A	\$1,000	66,667
B	\$2,500	166,667
C	\$5,000	333,333
D	\$7,500	500,000
E	\$10,000	666,667
F	\$15,000	1,000,000

The Plan is capped at 119,500,000 Shares, to raise a maximum of \$1,792,500 ("**Offer Amount**") and is not underwritten. The Directors reserve the right to scale back applications received in excess of the Offer Amount.

Participation in the Plan is entirely voluntary. Offers under the Plan are non-renounceable, meaning that you are not permitted to transfer your rights to subscribe for Shares under the Plan.

If after reading the attached Offer you wish to participate in the Plan you must complete and return the attached personalised Application Form, together with a cheque or bank draft and return it to the Company's Share Registry **on or before 5.00pm (AEDT) on 23 November 2012**. Alternatively you may use the BPAY® facility described later in this documentation. Applications will be processed on a first-come-first served basis.

Rox is currently exploring three highly prospective projects.

Mt Fisher

Mt Fisher is a highly prospective area of 655 km², well endowed with **gold**, and with strong potential for **nickel**, only 40km to the east of the prolific Yandal greenstone belt and 100km east of the main Wiluna greenstone belt.

Since acquiring the project 12 months ago Rox has defined a JORC compliant Measured, Indicated and Inferred Mineral Resource of **973,000 tonnes grading 2.75 g/t gold for 86,000 ounces of gold**.

Three parallel structures at the Dam-Dirks prospect define a 7km long gold-in-regolith anomaly which is largely untested at depth, and which already hosts the 54,000 ounce Damsel gold deposit. There are numerous high grade drill results over the project area including 1m @ 187 g/t Au and 3m @ 67 g/t Au at the Moray Reef prospect where a high grade resource of 8,000 ounces grading 7.5 g/t Au has been defined.

In addition Rotary Air Blast (RAB) drilling has been completed at the Fisher East nickel prospect which is following up and further defining targets from recent RAB/ Air Core (AC) drilling that intersected anomalous nickel geochemistry in an ultramafic unit, with hole 15 of that program intersecting **12 metres grading 0.12% Ni** from 32 metres downhole. Importantly, the nickel geochemistry lies directly over a strong VTEM anomaly Rox identified in 2011. A second strong VTEM anomaly of similar size is present 4km to the north and has also been tested by the RAB drilling. Results of this drilling are pending.

Bonya Joint Venture

Rox recently announced that it had entered into a Farm-in Agreement to explore the Bonya Copper Project where it may earn a 70% interest in this large and highly prospective project.

Bonya is located adjacent to the Jervois copper deposit (JORC Mineral Resource of 11.9 Mt @ 1.3% Cu, 25 g/tAg), 350km east of Alice Springs, Northern Territory, and visible outcropping copper mineralisation, which returned assay results of up to 30.7% copper (Cu), 34 g/t silver (Ag) and 0.52 g/t gold, has identified walk up drill targets at the old Bonya Mine prospect.

Assessment of historic mining activities at the old Bonya Copper mine indicates the potential for depth extensions to the outcropping mineralisation, which has never been previously drill tested. Both the Bonya and Jervois copper projects are in an interpreted high metamorphic grade Volcanogenic Massive Sulphide (VMS) geological setting, similar to other areas such as Mount Hardy in the Northern Territory, and of a similar deposit type to those found in the Doolgunna district in Western Australia, which hosts Sandfire's DeGrussa deposit.

Bonya is a priority target for the Company.

Reward Joint Venture

Rox has signed an earn-in and joint venture agreement with Teck Australia Pty Ltd. (“Teck”) for Teck to explore its **Myrtle/Reward zinc-lead** project tenements which cover 669 km² adjacent to the world-class McArthur River zinc-lead deposit in the Northern Territory. The terms of the earn-in require Teck to spend \$5 million by 31 August 2014 to earn an initial 51% interest, and Teck can increase its interest in the project to 70% by spending an additional \$10 million (\$15 million in total) over an additional 4 years.

A SEDEX style deposit has been identified by Rox at the Myrtle prospect, where a JORC compliant Indicated and Inferred Mineral Resource of **43.6 million tonnes grading 4.09% zinc and 0.95% lead** has been delineated (Indicated: 5.8 million tonnes grading 3.56% Zn and 0.90% Pb, Inferred: 37.8 million tonnes grading 4.17% Zn and 0.95% Pb). A higher grade core of **15.3 million tonnes grading 5.45% zinc and 1.40% lead** (Indicated: 1.2 million tonnes grading 5.38% Zn and 1.42% Pb, Inferred: 14.1 million tonnes grading 5.45% Zn and 1.39% Pb) is present, and a large mineralised system is indicated.

In addition to the Myrtle deposit re-sampling of historic drill core from the newly identified Teena zinc prospect located 10km due west of the McArthur River Zinc Mine has returned very promising results. These results included:

- **11.3 metres grading 10.9% Zn + Pb, 14 g/t Ag** from 908.8 metres in hole Teena 4
- **8.6 metres grading 9.84% Zn + Pb, 23 g/t Ag** from 789.6 metres in hole Teena 4A
- **3.8 metres grading 7.98% Zn + Pb, 4 g/t Ag** from 629.2 metres in hole Teena 2
- **13.1 metres grading 6.02% Zn + Pb, 5 g/t Ag** from 599.2 metres in hole Teena 6

The drill data indicate the potential for a large zone of high grade zinc-lead mineralisation over an area of at least 1.0 x 1.5 km and cumulative thickness of between 5 and 40 metres.

The next period looks to be an exciting time for Rox and I look forward to your continued support and sharing a successful year with you.

Yours sincerely



Jeffery Gresham
Chairman

Competent Person Statement:

The information in this document that relates to Exploration Targets, Exploration Results and Mineral Resources is based on information compiled by Mr Ian Mulholland BSc (Hons), MSc, FAusIMM, FAIG, FSEG, MAICD, who is a Fellow of The Australasian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Geoscientists. Mr Mulholland has sufficient experience which is relevant to the styles of mineralisation and type of deposits under consideration, and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Mulholland is a full time employee of the Company and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

ROX RESOURCES LIMITED - SHARE PURCHASE PLAN

1. Offer

This Offer entitles Eligible Shareholders (see paragraph 2 below) in Rox Resources Limited (**Company**) to subscribe through the Company's Share Purchase Plan (**Plan**) for a maximum of \$15,000 worth of fully paid ordinary shares in the Company (**Shares**) in accordance with the following terms and conditions (**Offer**). The Plan will raise a maximum of \$1,792,500 and is not underwritten.

2. Eligibility

2.1 The Offer is only open to Eligible Shareholders, being persons:

- (a) who are registered in the Company's share register at 7.00pm (AEDT) on 30 October 2012 (**Record Date**), as registered holders of Shares; and
- (b) who have a registered address (as recorded in the Company's share register) in Australia or New Zealand.

2.2 No action has been taken to register or qualify the Shares or the Offer or otherwise to permit an offering of the Shares in any jurisdiction outside Australia and New Zealand. Recipients may not send or otherwise distribute this Offer or the Application Form to any person outside Australia (other than to Eligible Shareholders). Neither this Offer nor the Application Form constitutes an offer of securities for sale into the United States of America.

2.3 The Offer to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand). Members of the public in New Zealand who were not existing Shareholders on the Record Date are not entitled to apply for any Shares.

2.4 For the purposes of determining Eligible Shareholders:

- (a) joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder; and
- (b) where a trustee or nominee is expressly noted on the Company's share register as holding Shares on account of a named beneficiary, the named beneficiary will be taken to be the registered holder of those Shares, and on application for Shares under the Plan, certification or issue of Shares to the trustee or nominee will be taken to be an application or certification by, or an issue to, the named beneficiary.

2.5 If you are a Custodian and hold Shares on behalf of one or more persons resident in Australia or New Zealand (each a **Participating Beneficiary**), you may be entitled to apply for up to \$15,000 worth of Shares for each Participating Beneficiary, subject to you providing a certificate to the Company containing the information prescribed in ASIC Class Order 09/425 as modified by ASIC Class Orders 10/105, 10/789 and 11/162 (**Custodian Certificate**).

Custodians should request a Custodian Certificate when making an application on behalf of a Participating Beneficiary. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +613 9415 4000 (outside Australia).

For the purposes of this Offer, a Custodian is a person that:

- (a) holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service; or
 - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order 02/294; or
- (b) is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (Cwth) (**Corporations Regulations**);
 - (ii) paragraph 7.6.01(1)(na) of the Corporations Regulations; or
 - (iii) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184;
 - (iv) ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/839 or 04/1313;
 - (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (iv); or
 - (vi) paragraph 911A(2)(h) of the Corporations Act;from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- (c) is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
- (d) is the responsible entity of an IDPS-like scheme; or
- (e) is the registered holder of Shares or interests in the class or interests in the class and is noted on the register of members of the Company as holding the Shares or interests on account of another person.

- 2.6 The directors of the Company, as Eligible Shareholders, may participate in the Offer on the same terms and conditions as all other Eligible Shareholders and their participation is not subject to shareholder approval.

3. Issue Price

- 3.1 The Shares under the Plan will be issued at 1.5 cents per Share. The Issue Price has been calculated by reference to the closing market price of the Shares on the ASX on 30 October 2012 (**Announcement Date**) which was \$0.017 and represents a 12% discount to that price. The Issue Price also represents a discount of approximately 17% to the 5 day volume weighted average price of the Shares traded on the ASX immediately prior to the Announcement Date.
- 3.2 Shareholders should note that the market price of Shares may rise or fall between the date of this Offer and the date the Shares are allotted and issued (**Allotment Date**). This means that the Issue Price may be either higher or lower than the price of Shares at the time the Shares applied for under the Plan are issued.
- 3.3 No brokerage, commissions or other transaction costs are payable by Eligible Shareholders under the Offer.

4. Number of Shares Offered

4.1 The maximum number of Shares offered under the Plan is 119,500,000 Shares, being 30% of the Company's current issued share capital, representing total proceeds of \$1,792,500. The Plan is not underwritten, meaning that the maximum proceeds under the Plan may not be raised.

4.2 Eligible Shareholders may apply for the following number of Shares:

Offer	Value	Number of Shares
A	\$1,000	66,667
B	\$2,500	166,667
C	\$5,000	333,333
D	\$7,500	500,000
E	\$10,000	666,667
F	\$15,000	1,000,000

4.2 The maximum investment for each Eligible Shareholder is \$15,000 (representing 1,000,000 Shares at the Issue Price of \$0.015) and the minimum investment is \$1,000 (representing 66,667 Shares at the Issue Price of \$0.015).

4.2 The total cost of Shares purchased by each Eligible Shareholder (including through joint holdings, multiple share accounts or any holding which they have a beneficial interest) must not exceed \$15,000.

4.3 No fractions of Shares will be issued. Any fraction of a Share will be rounded up to the nearest whole number of Shares.

4.4 The Offer is non-renounceable. This means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the Plan to another person.

4.5 In the event of over-subscription above the maximum \$1,792,500 limit, applications will be treated on a first come, first served basis. If the Company receives applications for more than \$1,792,500 of Shares under the Plan, it may in its absolute discretion undertake a scale-back to the extent and in the manner it sees fit. If there is a scale-back you may not receive all the Shares for which you have applied. If a scale-back produces a fractional number when applied to your application, the number of Shares you will be allotted will be rounded up to the nearest whole number of Shares.

4.6 If applications under the Offer total an amount less than \$1,792,500, this shortfall may be placed at the discretion of the directors.

5. Timetable

5.1 The indicative timetable for the Plan is as follows:

Event	Date
Record Date	30 October 2012
Announcement Date	31 October 2012
Dispatch of Offer and Application Forms to Eligible Shareholders	5 November 2012
Opening date for acceptances	5 November 2012
Closing date for acceptances (Closing Date)	5.00pm (AEDT) on 23 November 2012
Allotment Date	3 December 2012
Dispatch of holding statements	4 December 2012

5.2 These dates are indicative only. The Company may vary the date and times of the Offer (including shortening or extending the Closing Date) without notice.

5.3 Shares allotted under the Plan will be issued no later than 5 business days from the close of the Offer. The Company will apply for the Shares allotted to be quoted on the ASX, within the relevant period specified in the ASX Listing Rules.

6. How to accept the Offer

6.1 Eligible Shareholders wishing to accept the Offer for Shares under the Plan have two payment options – by cheque or BPAY®, details of which are set out below. Please do not forward cash. Receipts for payment will not be issued. Cheques will only be accepted if they are drawn in Australian currency on an Australian financial institution. Application money will not bear interest under any circumstances. The Company will pay any brokerage or transaction costs.

6.2 **To pay by cheque** you must:

- (a) complete the accompanying Application Form in accordance with the instructions set out in that form;
- (b) prepare a cheque for the appropriate amount in Australian dollars, payable to “Rox Resources Limited SPP A/C”, and cross “Not Negotiable”; and
- (c) send the Application Form and cheque to the Share Registry.

The completed Application Form and your cheque must be received by the Closing Date of 5.00pm (AEDT) on 23 November 2012. Applications received after that time may not be accepted.

6.3 **To pay by BPAY** you must use the personalised reference number shown on your Application Form which is required to identify your holding. If you make your payment using BPAY, you do not need to return your Application Form.

Eligible Shareholders should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment. It is the responsibility of each Applicant to ensure that the Application money is submitted through BPAY with sufficient time for it to be processed by their own financial institution and received by the Company no later than 5.00pm (AEDT) on the Closing Date.

6.4 By completing and returning the Application Form or paying by BPAY, you:

- (a) acknowledge that you have read and understood the terms and conditions of this Offer (including the risks) and subscribe for Shares in accordance with these terms and conditions;
- (b) acknowledge that your application will be irrevocable and unconditional (and cannot be withdrawn);
- (c) agree to pay the Issue Price per Share up to a maximum of the value selected on the Application Form (which cannot exceed \$15,000);
- (d) warrant you are an Eligible Shareholder;
- (e) warrant that you are eligible under all applicable securities laws to receive an offer under the Plan;
- (f) certify that you have not applied for Shares with an aggregate application price in excess of \$15,000 under the Plan or any similar arrangements in the 12 months prior to the date of application, even though you may have received more than one offer under the Plan or received offers in more than one capacity under the Plan;
- (g) authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- (h) acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (i) acknowledge that neither the Company, nor the Share Registry has provided any investment advice or financial product advice, and that neither has any obligation to provide this advice;
- (j) acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in paragraph 8 below; and
- (k) agree to be bound by the Company's constitution.

7. Rights attaching to Shares

All Shares issued under the Plan will be issued on the same terms as the other Shares quoted on ASX and once issued, will rank equally with existing Shares. The Company will apply for the Shares to be quoted on ASX. It is anticipated that Shares issued under the Plan will be quoted on ASX on, or shortly after, the Allotment Date. Holding Statements for the Shares issued under the Plan will be sent to Eligible Shareholders who have participated in the Plan. If you trade any Shares before you receive your Holding Statement, then you do so at your own risk.

8. Company's discretions regarding Applications

- 8.1 The Company has the right to accept or reject any applications under the Plan, including where:
- (a) an Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid;
 - (b) a cheque is dishonoured or has not been completed correctly;
 - (c) a cheque is not made out for the exact value of Shares you have selected on the Application Form;
 - (d) the Application money is not submitted through BPAY within sufficient time for it to be received by the Company;
 - (e) it appears that an Eligible Shareholder is applying for more than \$15,000 (in aggregate) of Shares;
 - (f) an Application Form is received after the Closing Date. (While the Company may accept late Application Forms and cheques, there is no assurance that it will do so. Late Application Forms and cheques, if not processed, will be returned to the shareholder's registered address); or
 - (g) the Company reasonably believes that the applicant is not an Eligible Shareholder.
- 8.2 If the Company rejects, or partially rejects, an application or terminates the Plan, the Company will promptly return to the Eligible Shareholder the relevant subscription monies, without interest.
- 8.3 The Company reserves the right to waive strict compliance with any of the terms and conditions of the Offer.
- 8.4 The Company may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant or application. A determination made by the Company will be conclusive and binding on all participants and other persons to whom the determination relates.
- 8.5 The Company may change, suspend or terminate the Plan and Offers at any time whether because of a change of law, ASIC requirements or policy or any other relevant circumstance. If the Company does this, it will post a notice on its website and make an announcement to the ASX. Failure to notify shareholders of changes to or the suspension or termination of the Plan and Offer, will not invalidate the change, suspension or termination.
- 8.6 The Company reserves the right to issue no Shares or fewer Shares than an Eligible Shareholder applies for under the Plan if the Company believes the issue of those Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

9. Participation optional

Participation in the Plan is entirely at the option of each Eligible Shareholder. If you are in any doubt as to whether you should participate in the Plan or how such participation will affect you (including taxation implications), you should contact your professional adviser. The Company makes no recommendations as to the desirability or otherwise of your participation in the Plan.

10. Risk factors

- 10.1 Before deciding whether to accept the Offer, you should refer to the current market price of the Company's Shares, which can be obtained from daily newspapers, stockbroker, financial adviser or the ASX.
- 10.2 Owning shares in the Company is considered a speculative form of investment and that the future price of the Company's shares can rise or fall.
- 10.3 Shareholders should be aware that there is a risk that the market price of the shares may change between the date of this Offer and the date when the new shares are issued to you under the Plan. The value of the Shares you receive may rise or fall accordingly.
- 10.4 Shareholders should note that the offer is not made under a prospectus or other disclosure document and does not require the type of disclosure required under the Corporations Act 2001 (Cwlth). Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX. You should consult your professional adviser when deciding whether or not to accept the offer and participate in the Plan.

11. Privacy

- 11.1 By completing the Application Form, you will be providing personal information to the Company. The Privacy Act 1988 (Cwlth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each applicant provided on an Application Form for the purposes of evaluating and processing the Application and, if the Application is successful, to administer the applicant's security holding in the Company. If the Company is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for the Company's records, the Company will destroy or de-identify it.
- 11.2 By submitting an Application Form, each applicant agrees that the Company may use the information provided by an applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

