

# ROX RESOURCES LIMITED

ACN 107 202 602

## PROSPECTUS

This Prospectus is provided to ensure regulatory disclosure compliance for the issue of up to 80,000,000 Shares under the Share Purchase Plan at an issue price of \$0.032 per Share to raise up to \$2,560,000.

**THIS PROSPECTUS IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**

If you do not understand the contents of this Prospectus, you should consult your stockbroker, accountant or other professional adviser.

*The securities to be issued under this Prospectus should be considered speculative.*

The SPP Offer is not underwritten.

## **CORPORATE DIRECTORY**

### **DIRECTORS**

Mr Jeff Gresham – Non-Executive Chairman  
Mr Ian Mulholland – Managing Director  
Mr Brett Dickson – Finance Director

### **COMPANY SECRETARY**

Mr Brett Dickson

### **OFFICES**

#### **Principal & Registered Office**

Level 1, 30 Richardson Street  
West Perth WA 6005  
Tel: (61 8) 6380 2966  
Fax: (61 8) 6380 2988

### **WEBSITE**

[www.roxresources.com.au](http://www.roxresources.com.au)

### **SOLICITORS TO THE COMPANY**

K&L Gates  
Level 32  
44 St Georges Terrace  
Perth WA 6000

### **SHARE REGISTRY**

Computershare Investor Services Pty Limited  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
Perth WA 6000

**ASX Code:** RXL

## IMPORTANT NOTICE

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 6 November 2013 and was lodged with ASIC on that date. ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

The expiry date of the Prospectus is 13 months after the date the Prospectus was lodged with ASIC. No Shares will be issued on the basis of this Prospectus after the expiry date.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Applications for Shares offered pursuant to this Prospectus can only be submitted using an Application Form which accompanies this Prospectus or by BPAY® in accordance with section 2.4 of this Prospectus.

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Share Purchase Plan is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia and New Zealand.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

### ASIC Class Order on Share Purchase Plans

Ordinarily, a listed company undertakes a share purchase plan in accordance with ASIC Class Order CO 09/425 (**Class Order**). This Class Order allows a share purchase plan to be conducted without the use of a prospectus.

The Class Order requires Shareholders to certify that the total price for Shares they apply for under the Share Purchase Plan, together with the total price of shares issued to that Shareholder under another share purchase plan conducted by the Company within 12 months before the date of their application, is less than \$15,000. Given the Company issued shares under its previous share purchase plan on 3 December 2012, and is proposing to open the Share Purchase Plan on 6 November 2013 and close it on 29 November 2013, Shareholders who participated in the previous share purchase plan would be limited in the number of Shares they could subscribe for under the Share Purchase Plan if the Company relied on the Class Order. In order that all Shareholders will have the ability to apply for up to \$15,000 under the Share Purchase Plan, the Company has elected to conduct the Share Purchase Plan under this Prospectus rather than rely on the Class Order.

The Company has been granted a waiver of ASX Listing Rules 7.1 and 10.11 to enable it to issue up to \$15,000 of shares to all Eligible Shareholders under the Prospectus over a 12 month period, without the requirement to obtain Shareholder approval

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## 1. Offer to Participate in Rox's Share Purchase Plan

Rox Resources Limited (**Rox** or **Company**) is pleased to extend an invitation to eligible shareholders to participate in the Company's Share Purchase Plan. The Share Purchase Plan allows Eligible Shareholders to purchase up to \$15,000 worth of Shares without any brokerage or transaction costs. The Share Purchase Plan was announced by the Company to ASX on 6 November 2013.

The Shares under the Share Purchase Plan will be issued at \$0.032 per Share, representing an 11.1% discount to the closing price of the Company's Shares on the ASX on 5 November 2013 and a 13.7% discount to the volume weighted average price for the 5 trading days prior to 5 November 2013. The offer of Shares under the Share Purchase Plan is open to all Eligible Shareholders as at the 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 Share Purchase Plan will be used:

- (a) to fund drill testing of recently identified nickel targets along strike and near to the Camelwood nickel discovery;
- (b) to undertake drilling for copper mineralisation at the Bonya project: and
- (c) for general working capital expenses.

Further details on the Share Purchase Plan are set out below.

The Share Purchase 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  | 31,250           |
| B     | \$2,500  | 78,125           |
| C     | \$5,000  | 156,250          |
| D     | \$7,500  | 234,375          |
| E     | \$10,000 | 312,500          |
| F     | \$15,000 | 468,750          |

The Share Purchase Plan is capped at 80,000,000 Shares, to raise a maximum of \$2,560,000 (**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 Share Purchase Plan is entirely voluntary. Offers under the Share Purchase Plan are non-renounceable, meaning that you are not permitted to transfer your rights to subscribe for Shares under the Share Purchase Plan.

If after reading the Prospectus you wish to participate in the Share Purchase Plan, you must submit your application for Shares in accordance with Section 2.4 of the Prospectus. Applications will be processed on a first-come-first served basis.

## 2. Details of the SPP Offer

### 2.1 General terms and conditions

This Offer is being made to enable Eligible Shareholders to top-up their existing Shareholding in the Company and participate in the future endeavours of the Company. The SPP Offer is a convenient and cost effective way for Eligible Shareholders to acquire Shares at a discount to the market price, free of brokerage and other transaction costs.

The SPP Offer under this Prospectus consists of an offer of up to 80,000,000 Shares to be issued to Eligible Shareholders at an issue price of \$0.032 per Share to raise a maximum of \$2,560,000 before expenses of the SPP Offer. Details of who is an Eligible Shareholder are set out in Section 2.2 below. The Shares to be issued pursuant to this Prospectus are of the same class and will rank equally in all respects with the existing Shares in the Company. The rights attaching to the Shares are further described in Section 4 of this Prospectus.

The SPP Offer made in accordance with the following terms and conditions:

- (a) The Shares under the Share Purchase Plan will be issued at \$0.032 per Share. The issue price has been calculated by reference to the closing market price of the Shares on the ASX on 5 November 2013 (**Record Date**) which was \$0.036 and represents an 11.1% discount to that price. The issue price also represents a discount of approximately 13.7% to the 5 day volume weighted average price of the Shares traded on the ASX immediately prior to the Record Date.
- (b) Shareholders should note that the market price of the Shares may rise or fall between the date of the SPP Offer and the date the Shares are issued (**Issue 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 Share Purchase Plan are issued.
- (c) Applications under the SPP Offer may be for a maximum of \$15,000 worth of Shares (representing 468,750 Shares at the issue price of \$0.032) and the minimum investment is \$1,000 (representing 31,250 Shares at the issue price of \$0.032).
- (d) Applications can only be made by:
  - (i) completing the relevant Application Form accompanying this Prospectus;  
or
  - (ii) by BPAY® in accordance with section 2.4 of this Prospectus,and in either case, must be received by the Company on or before the Closing Date.
- (e) Fractional Shares will be rounded up to the nearest whole number of Shares. No brokerage, stamp duty or other costs are payable by Applicants in respect of an Application for Shares under this Prospectus.
- (f) The SPP Offer is non-renounceable. This means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the SPP Offer to another person.

- (g) The maximum number of Shares offered under the Share Purchase Plan is 80,000,000 Shares, being 13.5% of the Company's current issued share capital, representing total proceeds of \$2,560,000.
- (h) Eligible Shareholders may apply for the following number of Shares:

| Offer | Value    | Number of Shares |
|-------|----------|------------------|
| A     | \$1,000  | 31,250           |
| B     | \$2,500  | 78,125           |
| C     | \$5,000  | 156,250          |
| D     | \$7,500  | 234,375          |
| E     | \$10,000 | 312,500          |
| F     | \$15,000 | 468,750          |

- (i) 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.
- (j) In the event of over-subscription above the maximum \$2,560,000 limit, applications will be treated on a first come, first served basis. If the Company receives applications for more than \$2,560,000 of Shares under the Share Purchase 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 issued will be rounded up to the nearest whole number of Shares.
- (k) If applications under the SPP Offer total an amount less than \$2,560,000 this shortfall may be placed at the discretion of the Directors.
- (l) The Directors reserve the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for.
- (m) No brokerage, commissions or other transaction costs are payable by Eligible Shareholders under the SPP Offer.
- (n) The SPP Offer is not underwritten, meaning that the maximum proceeds under the SPP Offer may not be raised.

## 2.2 Who is an Eligible Shareholder?

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

- (a) who were registered in the Company's Share Registry at 4.00pm (WST) on 5 November 2013, as registered holders of Shares; and
- (b) who have a registered address (as recorded in the Company's Share Registry) in Australia or New Zealand.

No action has been taken to register or qualify the Shares or the SPP 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 SPP Offer or the Application Form to any person outside Australia (other than to Eligible Shareholders). Neither this SPP Offer nor the Application Form constitutes an offer of securities for sale into the United States of America.

The SPP 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.

For the purposes of determining who is an Eligible Shareholder:

- (a) joint holders of Shares are taken to be a single registered holder of Shares; and
- (b) where a trustee or nominee is expressly noted on the Company's Share Registry 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 Share Purchase Plan, issue of Shares to the trustee or nominee will be taken to be an application, or an issue to, the named beneficiary.

The Directors, as Eligible Shareholders, may participate in the SPP Offer on the same terms and conditions as all other Eligible Shareholders and their participation is not subject to Shareholder approval.

## 2.3 Timetable

The indicative timetable for the Share Purchase Plan is as follows:

| Event                                                                        | Date                                     |
|------------------------------------------------------------------------------|------------------------------------------|
| Record Date                                                                  | 5.00pm (WST) on Tuesday, 5 November 2013 |
| Announcement Date                                                            | Wednesday, 6 November 2013               |
| Lodgment of Prospectus                                                       | Wednesday, 6 November 2013               |
| Dispatch of Offer, Application Forms and Prospectus to Eligible Shareholders | Monday, 11 November 2013                 |
| Opening date for acceptances                                                 | Monday, 11 November 2013                 |
| Closing date for acceptances ( <b>Closing Date</b> )                         | 5.00pm (WST) on Friday, 29 November 2013 |
| Issue Date                                                                   | Friday, 6 December 2013                  |
| Dispatch of holding statements                                               | Monday, 9 December 2013                  |

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

Shares issued under the Share Purchase Plan will be issued no later than 5 Business Days from the close of the SPP Offer. The Company will apply for the Shares issued to be quoted on the ASX, within the relevant period specified in the ASX Listing Rules.

## **2.4 How to accept the SPP Offer**

Eligible Shareholders wishing to accept the SPP Offer for Shares under the Share Purchase 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.

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 at GPO Box 505 Melbourne, Victoria, 3001, Australia.

The completed Application Form and your cheque must be received by the Closing Date of 5.00pm (WST) on 29 November 2013. Applications received after that time may not be accepted.

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 (WST) on the Closing Date.

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 \$0.032 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 Share Purchase Plan;

- (f) 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;
- (g) 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;
- (h) 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;
- (i) 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 2.5 below; and
- (j) agree to be bound by the Company Constitution.

## 2.5 **Company's discretions regarding applications**

The Company has the right to accept or reject any applications under the Share Purchase 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<sup>®</sup> 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.

If the Company rejects, or partially rejects, an application or terminates the Share Purchase Plan, the Company will promptly return to the Eligible Shareholder the relevant subscription monies, without interest.

The Company reserves the right to waive strict compliance with any of the terms and conditions of the SPP Offer.

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 Share Purchase 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.

The Company may change, suspend or terminate the Share Purchase 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 Share Purchase Plan and Offer, will not invalidate the change, suspension or termination.

The Company reserves the right to issue no Shares or fewer Shares than an Eligible Shareholder applies for under the Share Purchase Plan if the Company believes the issue of those Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

## 2.6 Participation optional

Participation in the Share Purchase Plan is entirely at the option of each Eligible Shareholder. If you are in any doubt as to whether you should participate in the Share Purchase 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 Share Purchase Plan.

## 3. Purpose and effect of the SPP Offer

### 3.1 Purpose of the SPP Offer

Completion of the SPP Offer will (if the maximum number of Shares is issued) result in an increase in cash on hand to approximately \$2,478,000 (after the payment of costs associated with the Share Purchase Plan).

The purpose of the Share Purchase Plan is to provide funds:

- (a) to fund drill testing of recently identified nickel targets at the Fisher East nickel project (along strike and near to the Camelwood nickel discovery);
- (b) to undertake drilling for copper mineralisation at the Bonya project;
- (c) to fund general exploration; and
- (d) for general working capital expenses.

Set out below, for illustrative purposes only, is a breakdown of how the funds raised under the SPP Offer are intended to be used with both a 100% and a 50% take-up of the SPP Offer:

| Use of funds                           | 50% take-up        | 100% take-up       |
|----------------------------------------|--------------------|--------------------|
| Drilling at Fisher East nickel project | \$600,000          | \$1,200,000        |
| Drilling at Bonya project              | \$300,000          | \$300,000          |
| Other exploration                      | \$200,000          | \$200,000          |
| Share Purchase Plan expenses           | \$77,000           | \$82,000           |
| Working capital                        | \$103,000          | \$778,000          |
| <b>Total</b>                           | <b>\$1,280,000</b> | <b>\$2,560,000</b> |

### 3.2 Effect of the Share Purchase Plan on the Company's capital structure

Set out below, for illustrative purposes only, is the existing capital structure (as at the date of this Prospectus) together with the impact of the Share Purchase Plan.

| Ordinary Shares                                                          | Number             |
|--------------------------------------------------------------------------|--------------------|
| Number of Shares on issue at the date of this Prospectus                 | 590,809,744        |
| Maximum Number of New Shares                                             | 80,000,000         |
| <b>Maximum number of Shares on completion of the Share Purchase Plan</b> | <b>670,809,744</b> |

In addition, the Company has on issue the following Options as at the date of this Prospectus:

| Number of Options | Exercise Price | Expiry Date      |
|-------------------|----------------|------------------|
| 550,000           | \$0.047        | 30 November 2014 |
| 8,500,000         | \$0.025        | 30 November 2015 |

### 3.3 Effect of the Share Purchase Plan on the Company's financial position

An audited balance sheet of the Company as at 30 June 2013 has been released to ASX and ASIC. On the following page are unaudited proforma consolidated statements of financial position of the Company as at 30 September 2013 incorporating the effect of the Share Purchase Plan as though it had been completed on that date with both a 100% and a 50% take-up of the SPP Offer.

The Company has not set a minimum amount to be raised through the Share Purchase Plan. The Company has imposed a maximum amount to be raised through the Share Purchase Plan of \$2,560,000 (before costs of the Share Purchase Plan).

**Unaudited Consolidated Statement of Financial Position and Pro Forma  
Statements of Financial Position as at 30 September 2013**

|                                     | <b>Actual at 30<br/>September<br/>2013<br/>\$</b> | <b>Pro Forma<br/>100%<br/>take-up<br/>\$</b> | <b>Pro Forma<br/>50%<br/>take-up<br/>\$</b> |
|-------------------------------------|---------------------------------------------------|----------------------------------------------|---------------------------------------------|
| <b>ASSETS</b>                       |                                                   |                                              |                                             |
| <b>Current Assets</b>               |                                                   |                                              |                                             |
| Cash and cash equivalents           | 1,024,383                                         | 3,502,383                                    | 2,227,383                                   |
| Receivables                         | 10,994                                            | 10,994                                       | 10,994                                      |
| Prepayments                         | 35,454                                            | 35,454                                       | 35,454                                      |
| Other financial assets              | 18,390                                            | 18,390                                       | 18,390                                      |
| <b>Total Current Assets</b>         | <u>1,089,221</u>                                  | <u>3,567,221</u>                             | <u>2,292,221</u>                            |
| <b>Non-Current Assets</b>           |                                                   |                                              |                                             |
| Equipment                           | 82,595                                            | 82,595                                       | 82,595                                      |
| Capitalised exploration expenditure | 1,027,000                                         | 1,027,000                                    | 1,027,000                                   |
| <b>Total Non-Current Assets</b>     | <u>1,109,000</u>                                  | <u>1,109,000</u>                             | <u>1,109,000</u>                            |
| <b>TOTAL ASSETS</b>                 | <u>2,198,816</u>                                  | <u>4,676,816</u>                             | <u>3,401,816</u>                            |
| <b>LIABILITIES</b>                  |                                                   |                                              |                                             |
| <b>Current Liabilities</b>          |                                                   |                                              |                                             |
| Trade and other payables            | 241,191                                           | 241,191                                      | 241,191                                     |
| Provisions                          | 60,668                                            | 60,668                                       | 60,668                                      |
| <b>Total Current Liabilities</b>    | <u>301,859</u>                                    | <u>301,859</u>                               | <u>301,859</u>                              |
| <b>TOTAL LIABILITIES</b>            | <u>301,859</u>                                    | <u>301,859</u>                               | <u>301,859</u>                              |
| <b>NET ASSETS</b>                   | <u>1,896,957</u>                                  | <u>4,374,957</u>                             | <u>3,099,957</u>                            |
| <b>EQUITY</b>                       |                                                   |                                              |                                             |
| Contributed equity                  | 25,791,480                                        | 28,269,480                                   | 26,994,480                                  |
| Reserves                            | 1,265,141                                         | 1,265,141                                    | 1,265,141                                   |
| Accumulated losses                  | (25,159,664)                                      | (25,159,664)                                 | (25,159,664)                                |
| <b>TOTAL EQUITY</b>                 | <u>1,896,957</u>                                  | <u>4,374,957</u>                             | <u>3,099,957</u>                            |

## **4. Rights and liabilities attaching to Shares**

### **4.1 Terms of Shares**

The following is a summary of the more significant rights and liabilities attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

### **4.2 General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Company Constitution.

### **4.3 Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid Shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the Share.

### **4.4 Dividend rights**

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a Share, all dividends will be declared and paid according to the proportion which the amount paid on the Share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

The Directors may, at their discretion, direct that payment of the dividend be made wholly or partly by the distribution of specific assets or documents of title (including Shares, debentures or debenture stock in the Company or another company, gold, gold or mint certificates or receipts and the like documents) or in any one or more ways. The

Directors may settle any difficulty in relation to the distribution in any way they see fit including issuing fractional certificates, fixing the value for distribution of a specific asset and making cash payments. When declaring any dividend, the Directors may also direct that such dividend will be payable to a particular Shareholder wholly or partly out of any particular source and to the remaining Shareholders wholly or partly out of any other particular fund or reserve or out of profits derived from a particular source. The Directors may do this even if the dividend will form part of the assessable income for taxation purposes of some Shareholders and not others.

#### **4.5 Winding-Up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability. Subject to the rights of Shareholders entitled to Shares with special rights in winding up (if any), all moneys and property that are to be distributed among Shareholders on a winding up shall be so distributed in proportion to the Shares held by them respectively, irrespective of the amounts paid-up or credited as paid up on the Shares.

#### **4.6 Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

#### **4.7 Future increase in capital**

The issue of any new Shares is under the control of the Directors. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Company Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of Shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

#### **4.8 Variation of rights**

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

## 5. Risk factors

The Directors have considered and identified in this Section of the Prospectus the critical areas of risk associated with investing in the Company. In section 5.1 below, the general risks facing the Company are addressed. In section 5.2 below, the specific risk factors associated with the industry in which the Company operates are addressed. In section 5.3 below, the specific risks associated with the Company's business are addressed.

The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to apply for or acquire Shares.

### 5.1 General risks

#### (a) Securities investments risk

Applicants should be aware that there are risks associated with any securities investment. The prices at which the Company's Shares trade and may fluctuate in response to a number of factors.

Before deciding whether to accept the SPP Offer, you should refer to the current market price of the Shares, which can be obtained from daily newspapers, stockbroker, financial adviser or the ASX.

#### (b) Share market conditions risk

Owning shares in a company is considered a speculative form of investment. The future market price of the Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

Shareholders should be aware that there is a risk that the market price of the Shares may change between the date of this SPP Offer and the date when the New Shares are issued to you under the Share Purchase Plan. The value of the Shares you receive may rise or fall accordingly.

Neither the Company nor its Directors warrant the future performance of the Company or any return on investment in Shares.

#### (c) Economic risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company.

#### (d) Change in policies and legislation risk

Any material adverse changes in relevant government policies or legislation of Western Australia, the Northern Territory or the Commonwealth may affect the viability and profitability of the Company.

### 5.2 Mineral industry risks

#### (a) Exploration and development risks

Exploration is a high risk activity that requires large amounts of expenditure over extended periods of time.

There is no assurance that exploration and development of the mineral interests owned by the Company, or any other projects that may be acquired by the Company in the future can be profitably exploited.

(b) Operational risks

The operations of the Company may be disrupted by a variety of risks and hazards which are beyond the control of the Company, including geological conditions, environmental hazards, technical and equipment failures, flooding and extended interruptions due to inclement or hazardous weather or other physical conditions, unavailability of drilling equipment, unexpected shortages of consumables or parts and equipment, fire, explosions and other incidents beyond the control of the Company.

While the Company currently intends to maintain insurance within ranges of coverage consistent with exploration industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

(c) Title risk

Under the mining and exploration permits and licences and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the exploration licence holders are required to meet the prescribed expenditure conditions. Failure to meet these expenditure commitments will render the licence liable to be forfeited unless a total or partial exemption is granted in accordance with the WA Mining Act and the NT Mineral Titles Act (as applicable).

Further, there is no guarantee that current or future applications, extensions or renewals of the Tenements in which the Company has an interest will be granted.

Even if the Company is entitled to seek an exemption from the requirement to meet expenditure requirements, it may nevertheless be the subject of an attempt by a third party to claim a failure to satisfy expenditure conditions which may need to be resolved through litigation.

(d) Commodity price volatility risk

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for base and other metals, forward selling by producers, and production cost levels in major metal-producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's future exploration, development and production activities, as well as on its ability to fund those activities.

(e) Native title and access risks

Exploration and mining activities can be affected by land claim compensation and environmental considerations. The Company is subject to the *Native Title Act 1993 (Cth)*.

It is possible that Aboriginal sacred sites found within Tenements held by the Company may preclude exploration and mining activities and the Company may

also experience delays with respect to obtaining permission from the traditional owners to explore and extract resources.

The Company must also comply with Aboriginal heritage legislation requirements and access agreements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

(f) Environmental risks

Inherent in mining and exploration operations is a real environmental risk. The legal framework governing this area is constantly developing in all jurisdictions. Thus the Company is unable to fully ascertain any future liability that may arise from any new laws or regulations.

Mineral exploration and production can be environmentally sensitive activities which can give rise to substantial costs for environmental rehabilitation, damage, control and losses. Further, if there are environmental rehabilitation conditions attached to the Tenements of the Company, failure to meet such conditions could lead to forfeiture of these Tenements.

The Company minimises environmental risk by maintaining best practice environmental management in all respects of exploration.

### 5.3 Company-specific risks

(a) Contractual Risks

The Company's interests in some of its Tenements arise under a deed or contract.

As in any contractual relationship, the exercise of the Company's rights are dependent upon the Company's ability to comply with its obligations, and the relevant counterparty complying with its contractual obligations.

In particular, the Company's interest in the Mt Fisher East nickel project (which is an important asset of the Company) is held under an option agreement pursuant to which the Company is required to pay an exercise price of \$3.5m on or before 30 June 2014 in order to become the legal and beneficial owner of the Mt Fisher project. There is no guarantee that the Company will be able to meet that \$3.5m payment on or before 30 June 2014, however the Company is confident that it will be able to obtain sufficient funding (which may involve a strategic cornerstone investor) between now and June 2014 to ensure it is able to meet that payment.

(b) Reliance on key personnel

The Company's success depends to a significant extent upon its key management personnel, as well as other management and technical personnel including those employed on a contractual basis. The loss of the services of such personnel could have an adverse effect on the Company.

(c) Future funding risk

The future capital requirements of the Company will depend on many factors including its business development activities. Should the Company require additional funding there can be no assurance that additional financing will be available on acceptable terms, or at all. Any inability to obtain additional finance, if required, would have a material adverse effect on the Company's business and its financial condition and performance.

## 6. Continuous disclosure and market price of Shares

This Prospectus is issued pursuant to section 713 of the Corporations Act.

Section 713 of the Corporations Act enables companies to issue transaction specific prospectuses where those companies are, and have been for a period of 12 months, disclosing entities.

The Company is a "disclosing entity" for the purposes of section 713 of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Having taken reasonable precautions and having made reasonable enquiries, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period since the Company has been listed on ASX which require the Company to notify ASX of information about specified events or matters as they arise for the purpose of keeping the market fully informed of events and developments as they occur. Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company will provide a copy of each of the following documents, at no cost, to any person who asks for it prior to the Closing Date:

- (a) the Annual Report, being the annual financial report most recently lodged with ASIC by the Company; and
- (b) any continuous disclosure notices given by the Company after the lodgement of the Annual Report referred to in paragraph (a) above and before the lodgement of this Prospectus with ASIC,

such notices are listed below under the heading "ASX releases".

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

### 6.2 ASX releases

ASX releases of the Company since the Annual Report are listed below:

| Date Lodged | Announcement                                    |
|-------------|-------------------------------------------------|
| 06/11/2013  | Share Purchase Plan and Market Update           |
| 31/10/2013  | Quarterly Report for Period 30 September 2013   |
| 22/10/2013  | Notice of Annual General Meeting and Proxy Form |
| 11/10/2013  | Strike Length at Teena Extended to over 1km     |
| 10/10/2013  | VTEM Survey Underway a Bonya                    |
| 09/10/2013  | Re-Release of Maiden Camelwood Mineral Resource |
| 03/10/2013  | Maiden Camelwood Mineral Resource               |

The Company may from time to time make announcements to ASX in accordance with its continuous disclosure obligations and the Listing Rules. Announcements can be viewed by visiting the Company's website at [www.roxresources.com.au](http://www.roxresources.com.au) or at [asx.com.au](http://asx.com.au) under the code "RXL".

### 6.3 Market price of Shares

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

|         | Price   | Date           |
|---------|---------|----------------|
| Highest | \$0.063 | 6 August 2013  |
| Lowest  | \$0.035 | 7 October 2013 |

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with ASIC was \$0.036 on 5 November 2013.

## 7. Additional information

### 7.1 Nature of the Prospectus

This Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act which allows the issue of a transaction specific prospectus in relation to offers of securities where those securities are of a class which have been quoted for 12 months before the date of that prospectus.

### 7.2 Issue of Shares

The anticipated date for issue of the New Shares under this Prospectus is 6 December 2013.

Holding statements for the Shares issued under the Share Purchase Plan will be sent to Eligible Shareholders who have participated in the Share Purchase Plan. If you trade any Shares before you receive your holding statement, then you do so at your own risk.

### 7.3 ASX quotation

Application will be made to ASX within seven days after the date of issue of this Prospectus for quotation of the New Shares issued under this Prospectus.

If such an application is not made, or official quotation of the securities is not granted by ASX within 3 months of the date of issue of this Prospectus, then all application monies received pursuant to this Prospectus will be repaid as soon as practicable, without interest.

The Company participates in CHESS and will despatch holding statements in lieu of share certificates that set out the number of New Shares issued to each Shareholder under this Prospectus.

#### 7.4 Indemnification of officers and auditors

Subject to the Corporations Act, the Company indemnifies every person who has been an officer or auditor of the Company (including the Directors) out of the property of the Company against any liability to another person (other than the Company or a related body corporate) incurred by the person in their capacity as, or as a result of, the person having been an, officer or auditor of the Company or a related body corporate in respect of any act or omission whatsoever and howsoever occurring unless the liability is prohibited under section 199A(2) or 199A(3) of the Corporations Act.

Subject to the Corporations Act, the Company also indemnifies every person who is or has been an officer or auditor of the Company and against reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by the person as an officer of the Company or in connection with an application in relation to such action to grant relief to the person.

#### 7.5 Taxation

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with the acquisition, or the subsequent disposal of New Shares pursuant to this Prospectus. The Directors recommend that all Eligible Shareholders consult their own professional tax advisers.

#### 7.6 Privacy

Eligible Shareholders participating in the Share Purchase Plan will provide personal information to the Company and the Share Registry. Company laws and tax laws require some of the information to be collected and kept. The Company will collect, hold and use the information provided by applicants under the Share Purchase Plan to process applications and to administer investments in the Company.

The Company may disclose personal information for purposes related to Shareholders' investments to the Company's agents and service providers. The types of agents and service providers that may be provided with personal information and the circumstances in which personal information may be shared are:

- (a) the Share Registry for ongoing administration of the Shareholder register,
- (b) printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- (c) the Share Registry to confirm applications; and
- (d) legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising, on the Shares and for associated actions.

The Company complies with its legal obligations under the *Privacy Act 1988* (Cth).

Shareholders may request access to their personal information held by (or on behalf of) the Company, and may be required to pay a reasonable charge to the Share Registry in order to access this personal information. Request for access to personal information should be made by writing to or telephoning the Share Registry as follows:

Computershare Investor Services Pty Limited  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
Perth, Western Australia, 6000  
T: +61 8 9323 2000  
F: +61 8 9323 2033

## **7.7 Consents**

Each of the parties referred to in this Section does not make, or purport to make, any statement in this Prospectus other than as specified in this Section and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name or a statement included in this Prospectus with the consent of that party as specified in this Section.

Computershare Investor Services Pty Limited has given, and not before the date of this Prospectus withdrawn, its consent to be named as Share Registry in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registry to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for any part of this Prospectus.

K&L Gates has given and not before the date of this Prospectus withdrawn its consent to being named in this Prospectus in the form and context in which their name has been included. K&L Gates has not caused the issue of or in any way authorised this Prospectus and takes no responsibility for the issue of this Prospectus.

## **7.8 Interests of parties**

K&L Gates is entitled to be paid approximately \$25,000 (excluding GST) for advice and assistance in relation to the due diligence and other services related to the Prospectus. K&L Gates has been paid \$11,288 approximately (excluding GST) in other fees for services to the Company in the previous 2 years.

No expert, nor any firm in which such expert is partner, has or had in the past two years any interest in the promotion or formation of the Company nor have any amounts been paid or agreed to be paid (whether in cash, shares or otherwise) to an expert or to a firm in which an expert is a partner for services rendered by the expert in connection with the promotion of the Company.

## **7.9 Directors' authorisation**

Each Director of the Company has given, and has not withdrawn, his consent to the lodgement of this Prospectus with ASIC.

## **7.10 Interests of Directors**

Other than as set out below or elsewhere in this Prospectus, no Director has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its promotion or formation or in connection with the SPP Offer; or
- (c) the SPP Offer, other than as ordinary Shareholders,

and no amounts or benefits have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director;

- (d) to induce him to become, or to qualify him as a Director; or
- (e) for services rendered by him in connection with the promotion or formation of the Company or the SPP Offer.

The total remuneration paid or payable to Directors or their related entities during the past two financial years is set out below.

| Director          | 2013      | 2012      |
|-------------------|-----------|-----------|
| Mr Jeff Gresham   | \$76,300  | \$76,300  |
| Mr Ian Mulholland | \$354,395 | \$327,091 |
| Mr Brett Dickson  | \$171,197 | \$157,546 |

Details of the remuneration paid or payable to Directors or their related entity in the years referred to above are set out in the relevant section of the Annual Report in respect of that year which has been lodged by the Company with ASX and ASIC. The Company will provide a copy of this document free of charge to any person on request before the Closing Date.

The Directors are entitled to reasonable travelling, hotel and other expenses incurred by them respectively on or about their performance of their duties as Directors. Subject to the Corporations Act and Listing Rules, if a Director is called upon to perform extra duties or make special exertions on behalf of the Company, the Directors may remunerate that Director which may be in addition to or in substitution for their usual Director's fee.

Directors' Share and Option holdings at the date of this Prospectus are:

| Director          | Shares     | Options   |
|-------------------|------------|-----------|
| Mr Jeff Gresham   | 2,059,501  | -         |
| Mr Ian Mulholland | 11,080,708 | 5,000,000 |
| Mr Brett Dickson  | 5,205,000  | 2,500,000 |

#### 7.11 Estimated expenses of SPP Offer

The expenses of the SPP Offer (exclusive of GST) are estimated to be approximately \$82,000 made up as follows:

| Expenses                           | \$            |
|------------------------------------|---------------|
| Legal                              | 25,000        |
| Printing, postage, share registrar | 20,800        |
| ASX fees                           | 8,692         |
| ASIC lodgement fee                 | 2,225         |
| Shareholder engagement             | 22,000        |
| Other contingency                  | 3,283         |
| <b>Total</b>                       | <b>82,000</b> |

## 8. Directors' statement

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements. Those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors knowledge, before any issue of New Shares pursuant to this Prospectus.

This Prospectus is issued by Rox Resources Limited (ACN 107 202 602). Its issue was authorised by a resolution of Directors and is signed by Brett Dickson on behalf of all Directors.



Brett Dickson  
**Director**

6 November 2013

## 9. Definitions

In this Prospectus the following terms and abbreviations have the following meanings, unless otherwise stated or unless the context otherwise requires:

**\$** means Australian dollars.

**Annual Report** means the 2013 Annual Report of the Company as lodged with ASIC and ASX on 25 September 2013.

**Application Form** means the application form accompanying this Prospectus.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691).

**Board** means the Directors of the Company from time to time.

**Business Day** has the meaning ascribed to it in the Listing Rules.

**CHESS** means the Clearing House Electronic Subregister System.

**Closing Date** means 5.00pm (WST) on 29 November 2013 (subject to the right of the Directors to extend this date without notice).

**Company** means Rox Resources Limited (ACN 107 202 602).

**Company Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the Directors of the Company in office at the date of this Prospectus.

**Eligible Shareholder** means a Shareholder eligible to participate in the Share Purchase Plan.

**Listing Rules** means the Listing Rules of ASX.

**New Shares** means a Share issued under this Prospectus pursuant to the Share Purchase Plan.

**NT Mineral Titles Act** means the *Mineral Titles Act 2010* (NT).

**Option** means an option to subscribe for a Share.

**Prospectus** means this prospectus dated 6 November 2013.

**Record Date** means 5.00pm (WST) on 5 November 2013.

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

**Shareholder** means a person holding Shares.

**Share Registry** means Computershare Investor Services Pty Limited (ACN 078 279 277).

**Share Purchase Plan** means the share purchase plan offer of Shares made under this Prospectus.

**SPP Offer** means the offer of New Shares under the Share Purchase Plan.

**Tenements** means the tenements comprised in the Company's projects as set out in the Annual Report.

**WA Mining Act** means the *Mining Act 1978* (WA).

**WST** means Western Standard Time.

**For all enquiries:**

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

**Web:**  
 [www.investorcentre.com](http://www.investorcentre.com)



000001 000 RXL  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Make your payment:**



See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (WST) on Friday, 29 November 2013**

**This is an important document that requires your immediate attention.**

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Rox Resources Limited ("**Rox**") and that the submission of this payment constitutes an irrevocable offer by you to subscribe for ROX shares on the terms of the Share Purchase Plan ("**SPP Offer**").

Rox may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP Offer whether generally or in relation to any participant or application. Any determinations by Rox will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Rox reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP Offer, to amend or vary those terms and conditions or to suspend or terminate the SPP Offer at any time. Any such amendment, suspension or termination will be binding on all eligible shareholders even where Tox does not notify you of that event.

### Step 1: Registration Name

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect. If you have a CHESS sponsored holding, please contact your Controlling Participant (usually your Stockbroker) to notify a change of address.

### Step 2: Make Your Payment

The SPP Offer allows Eligible Shareholders, irrespective of the size of their shareholding, to apply for ONE of the following parcel of Shares: \$1,000, \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000. The Share Purchase Plan is capped at 80,000,000 Shares, to raise a maximum of \$2,560,000 (**Offer Amount**) and is not underwritten. The directors reserve the right to scale back applications received in excess of the Offer Amount.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque payable in Australian dollars to "**Rox Resources Limited - SPP A/C**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip overleaf. Receipts will not be forwarded. Funds cannot be debited directly from your account.

# Share Purchase Plan Application Form

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I N D

**STEP 1****Registration Name & Offer Details**

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

For your security keep your SRN/  
HIN confidential.

Entitlement No: 12345678

Offer Details: Record date: **5.00pm (WST) on Tuesday, 5 November 2013**

Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$15,000**

**STEP 2****Make Your Payment**

Billers Code: 123456  
Ref No: 1234 5678 9123 4567 89

**Pay by Mail:**

Make your cheque payable to "Rox Resources Limited - SPP A/C" and cross "Not Negotiable".

Return your cheque with the below payment slip to:

**Rox Resources Limited**  
c/- Computershare Investor Services Pty Limited  
GPO Box 505 Melbourne, Victoria, 3001, Australia.

Contact your financial institution to make your payment from your cheque or savings account.

**Lodgement of Acceptance**

If you are applying for Shares and your payment is being made by BPAY®, you do not need to return the payment slip below. Your payment must be received by no later than 5.00pm (AEDT) on Friday, 29 November 2013. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited ("CIS") nor Rox accepts any responsibility for loss incurred through incorrectly completed BPAY® payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.

If you are paying by cheque the payment slip below must be received by CIS by no later than 5.00pm (WST) on Friday, 29 November 2013. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Shareholders outside Australia will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Rox accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

**Privacy Statement**

Personal information is collected on this form by Computershare Investor Services Pty Limited (CIS) as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS using the details provided above or email [privacy@computershare.com.au](mailto:privacy@computershare.com.au)

Detach here

**Purchase Details for Rox Resources Limited (choose one option)**

|                                                   |    |                                                    |    |                                                    |
|---------------------------------------------------|----|----------------------------------------------------|----|----------------------------------------------------|
| <input type="checkbox"/> 31,250 Shares (\$1,000)  | OR | <input type="checkbox"/> 78,125 Shares (\$2,500)   | OR | <input type="checkbox"/> 156,250 Shares (\$5,000)  |
| <input type="checkbox"/> 234,375 Shares (\$7,500) | OR | <input type="checkbox"/> 312,500 Shares (\$10,000) | OR | <input type="checkbox"/> 468,750 Shares (\$15,000) |



Entitlement No: 12345678

Payment must be received by 5:00pm (WST) on Friday, 29 November 2013

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Contact Details**

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

**Cheque Details**

| Drawer | Cheque Number | BSB Number | Account Number | Amount of Cheque |
|--------|---------------|------------|----------------|------------------|
|        |               |            |                | A\$              |

123456789123456789+0000000001-3051+14

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR ATTENTION BEFORE  
COMPLETING THE APPLICATION FORM**

- 
- (a) Terms used in this Form (which forms part of the application form accompanying the Prospectus) have the meanings given in the disclosure document (unless otherwise stated) lodged by the Issuer with the Australian Securities and Investments Commission.
  - (b) This electronic copy of the Form is an application for Securities or other financial products (**Securities**) offered under the Prospectus.
  - (c) Securities will only be issued on receipt of an application form (of which this Form is part) issued together with the Prospectus. The Prospectus contains important information about investing in the Securities offered. You can access an electronic copy of the Prospectus at [www.asx.com.au](http://www.asx.com.au).
  - (d) You are advised to read the Prospectus carefully and in its entirety before deciding whether to invest.
  - (e) A person who gives another person access to the Form must at the same time and by the same means give the other person access to the Prospectus and any supplementary Prospectus.
  - (f) By accessing and/or completing this Form you confirm that you are a resident of Australia or New Zealand and you represent, warrant and agree that:
    - (i) you are not a "U.S. person" (as defined in Regulation S under the United States Securities Act of 1933 as amended) nor are you acting for the account or benefit of a U.S. person;
    - (ii) you will not make a copy of the Prospectus or the Form available to or distribute a copy of the Prospectus or the Form to, any such "U.S. person"; and
    - (iii) the state, territory or province and postcode provided by you for your primary residence in Australia or New Zealand are true and accurate.
  - (g) The Issuer will send paper copies of the Prospectus, any supplementary Prospectus and the application form, on request, without charge. Please contact the Information Line as set out in the Prospectus.

**THIS IS A PERSONALISED FORM AND MUST NOT BE DISTRIBUTED TO OTHER  
PERSONS. THIS OFFER IS NOT FOR PERSONS OUTSIDE THE JURISDICTIONS  
OF AUSTRALIA AND NEW ZEALAND.**