

ROX RESOURCES LIMITED

ABN 53 107 202 602

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

19 November 2009

Time of Meeting

8:30 am WST

Place of Meeting

The Celtic Club
48 Ord Street
WEST PERTH WA

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

ROX RESOURCES LIMITED

(ABN 53 107 202 602)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of Rox Resources Limited ("Company") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 19 November 2009 at 8.30am WST for the purposes of transacting the following business referred to in this Notice of Annual General Meeting.

An Explanatory Memorandum containing information in relation to the following Resolutions accompanies this Notice of Annual General Meeting

Certain terms and abbreviations used in this Notice of Annual General Meeting and the accompanying Explanatory Memorandum have defined meanings which are continued in the Glossary in the Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Receipt of Financial Statements and Reports for the year ended 30 June 2009

To receive and consider the annual financial statements of the Company together with the Directors' and Auditor's Reports for the year ended 30 June 2008.

Resolution 1 - Non-Binding Resolution to adopt the Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an **ordinary resolution**:

"That the Remuneration Report as set out in the Directors' Report in the Company's Annual Report for the year ended 30 June 2009 be adopted."

Note: The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-Election of Mr Jeffrey Gresham as a Director

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

"That, Mr Jeffrey Gresham, being a Director of the Company who retires by rotation in accordance with clause 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected a Director."

Resolution 3 - Ratification of issue of Options

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

"That, pursuant to Listing Rule 7.4 and for all other purposes, the Company ratify the allotment and issue of 27,145,107 Options for no monetary consideration, each Option having an exercise price of \$0.015 and an expiry date of 31 July 2011, to the parties referred to, and on the terms and conditions set out, in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."

<p>The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue the subject of Resolution 1 and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</p>

Resolution 4 – Issue of Options to a Director – Mr Ian Mulholland

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

"That, pursuant to Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, the Directors be and are hereby authorised to grant and issue 5,000,000 Director Options for no consideration, each Director Option being exercisable at a 50% premium to the 30 day VWAP (for the 30 day period prior to the date of receiving shareholder approval) for the Company's shares, one half of the Director Options will become exercisable after 26 September 2010 and the remainder after 26 September 2011, to Mr Ian Mulholland or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum)."

<p>The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on Resolution 4 by Mr Ian Mulholland and any associate of Mr Ian Mulholland. However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none">(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and(b) it is not cast on behalf of Mr Ian Mulholland or an associate of Mr Ian Mulholland.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act.

For further information please refer to the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.

By order of the Board of Directors

Brett Dickson
Company Secretary

Date: 6 October 2009

PROXIES

Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder’s voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised.

A proxy form and the authority (if any) under which it is signed or a certified copy of that authority must be deposited at the Company’s registered office not less than 48 hours before the time for commencement of the meeting.

VOTING ENTITLEMENTS

In accordance with Section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares at 5.00pm WST on 17 November 2009 will be entitled to attend and vote at the Annual General Meeting.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to, the Company before the meeting.

VOTING EXCLUSIONS

As required by the Listing Rules, the Company will disregard any votes cast on the following resolutions by the persons listed.

Resolution	Persons Excluded from Voting
Resolution 3	Any person who participated in the issue and any person associated with those persons.
Resolution 4	Mr Ian Mulholland and any associate of Mr Ian Mulholland.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

ROX RESOURCES LIMITED
ABN 53 107 202 602

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Rox Resources Limited ("**Rox**" or the "**Company**").

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

Shareholders will be given an opportunity to ask questions of the Directors and the Auditor in relation to the accounts of the Company at the Annual General Meeting. The accounts are included as part of the 2009 Annual Report which is available on the Company's website at www.roxresources.com.au.

RESOLUTION 1 - NON-BINDING RESOLUTION TO ADOPT THE REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Rox Resources Limited Annual Report for the year ended 30 June 2009. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Company's Remuneration Report is set out in the Director's Report section of the Rox Resources Limited Annual Report for the year ended 30 June 2009 and is also available on the Company's website (www.roxresources.com.au).

By way of summary, the Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to the Directors, sets out the remuneration details for each Director and any service agreements and sets out the details of any Share-based compensation.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. The Directors recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 - RE- ELECTION OF MR JEFFREY GRESHAM AS A DIRECTOR

Clause 13.2 of the Company's Constitution provides that at each annual general meeting one-third of the Directors or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director holds office for more than 3 years, shall retire from office.

Mr Gresham retires from office in accordance with this requirement and, being eligible, submits himself for re-election as a Director. Mr Gresham is a geologist with a distinguished industry career of varied exploration, operational and corporate experience both in Australia and internationally spanning 39 years.

Previously he was Managing Director of Titan Resources Limited, an active nickel explorer in Western Australia, and roles prior to that have included managing director of gold miner Wiluna Mines Limited, General Manager of exploration for Homestake Gold of Australia Limited (now Barrick Gold of Australia Limited), and several senior executive roles with Western Mining Corporation ("**WMC**") including chief geologist of the Kambalda Nickel Operations, and executive vice president of exploration for WMC's Canadian subsidiary, Westminster Canada Ltd.

Mr Gresham's extensive professional experience covers numerous mineral deposit types and he has authored a number of professional papers on the Kambalda nickel deposits and the Olympic Dam copper-uranium deposit, and has a B.Sc (Hons) degree from Victoria University, Wellington, New Zealand. Mr Gresham is also a non-executive director of Breakaway Resources Limited.

RESOLUTION 3 - RATIFICATION OF ISSUE OF OPTIONS

On 10 July 2009, the Company issued a prospectus ("**Prospectus**") for a pro rata renounceable rights issue of approximately 108,580,426 new Shares on the basis of one new Share for every Share held on the record date at an issue price of \$0.015 per new Share, together with approximately 10,858,043 free attaching Options, each exercisable at \$0.015 on or before 31 July 2011 on the basis of one free attaching Option for every ten new Shares issued, to raise approximately \$1,628,706 ("**Rights Issue**"). The Rights Issue closes on 24 August 2009.

The Rights Issue was fully underwritten by Patersons Securities Limited. The Prospectus was also for the offer of up to a maximum of 27,145,107 free Options on the same terms as the abovementioned free attaching Options to sub-underwriters of the Rights Issue, on the basis of one Option for every four new Shares committed to be sub-underwritten. The grant of these free Options was to occur regardless of the outcome of the Rights Issue and the amount of Rights Issue shortfall.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold in Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

As noted above, pursuant to Resolution 1, the Directors are seeking ratification under Listing Rule 7.4 of the issue of 27,145,107 Options, in order to restore the right of the Company to issue further securities within the 15% limit during the next 12 months.

The following information in relation to the Options is provided to shareholders for the purposes of Listing Rule 7.5:

- (a) 27,145,107 Options were allotted and issued;
- (b) the Options were issued for no monetary consideration;
- (c) the terms and conditions of the Options issued are set out in Annexure A to this Explanatory Memorandum;
- (d) the Options were issued to a number of sub-underwriters to the Rights Issue, all of whom are unrelated parties of the Company; and
- (e) no funds were raised from the issue.

RESOLUTION 4 – APPROVAL OF GRANT OF DIRECTOR OPTIONS TO MR IAN MULHOLLAND

Shareholder approval is being sought in Resolution 4 to grant a total of 5,000,000 Director Options to Mr Ian Mulholland, the Managing Director, or his nominee. Each Director Option is exercisable at a 50% premium to the 30 day VWAP (for the 30 day period prior to the date of receiving shareholder approval) on or before 26 September 2012, subject to the following vesting conditions:

- A first tranche of 2,500,000 Director Options are only exercisable from 26 September 2010; and
- A second tranche of 2,500,000 Director Options are only exercisable from 26 September 2011.

The terms and conditions of the Director Options are set out in Annexure B to this Explanatory Memorandum.

The grant of Director Options is designed to encourage Mr Mulholland to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances the Directors (in the absence of Mr Mulholland) consider that the incentive intended for him, represented by the issue of these Director Options, is a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number and exercise price of Director Options to be granted to Mr Mulholland has been determined based upon a consideration of:

- his current remuneration;
- the Directors' wish to ensure that the remuneration offered is competitive with market standards. The Directors consider the proposed number of Director Options to be granted will ensure that Mr Mulholland's overall remuneration is in line with market standards; and
- incentives to attract and ensure continuity of service of directors who have appropriate knowledge and expertise.

Over the last 12 month period, the highest closing price of Shares was \$0.055 on 17 April 2009 and the lowest closing price was \$0.014 on 14 August 2009. The closing price on 5 October 2009 was \$0.02. In respect of the Director Options to be granted to Mr Mulholland, the exercise price is a 50% premium to the volume weighted average closing Share price on the ASX over the 30 trading days preceding the 19 November 2009.

Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a *related party* of the public company *unless* either:

1. the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
2. prior shareholder approval is obtained to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

The grant of the Director Options to Mr Mulholland, or his nominee, constitutes a "financial benefit" as defined in the Corporations Act. Further, Mr Mulholland is a related party of the Company as defined under the Corporations Act because he is a Director. Accordingly, the proposed grant of Director Options to Mr Mulholland, or his nominee, pursuant to Resolution 4 constitutes the provision of a financial benefit to a related party of the Company that requires Shareholder approval.

Information Requirements

For the purposes of Section 219 of the Corporations Act the following information is provided to Shareholders.

The related party to whom the proposed resolution would permit the financial benefit to be given

Subject to Shareholder approval the related party to whom the proposed Resolution would permit the financial benefit to be given is Mr Ian Mulholland, or his nominee.

The nature of the financial benefit

The proposed financial benefit to be given is the grant of 5,000,000 Director Options for no consideration to Mr Mulholland, or his nominee, as noted above. The terms and conditions of the Director Options are set out in Annexure B to this Explanatory Memorandum.

Directors' recommendation

All Directors were available to consider Resolution 4.

Mr Mulholland declined to make a recommendation to Shareholders in respect of Resolution 4 due to the fact that he has a material personal interest in its outcome as it relates to the proposed grant of Director Options to him or his nominee.

Messrs Jeffrey Gresham and Michael Blakiston (who have no interest in the outcome of Resolution 4) recommend that Shareholders vote in favour of Resolution 4 as they believe it is appropriate to grant Mr Mulholland the Director Options in light of his expertise and experience.

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors

Resolution 4 would have the effect of giving power to the Directors to grant a total of 5,000,000 Director Options on the terms and conditions as set out in Annexure B to this Explanatory Memorandum and as otherwise mentioned above. The Company presently has 217,160,852 issued Shares and the following Options on issue.

Number of Options	Option Terms
Listed	
30,160,238	Exercise price of \$0.10 each and expiry date of 30 June 2010
38,003,192	Exercise price of \$0.015 each and expiry date of 31 July 2011
Unlisted	
1,700,000	Exercise price of \$0.35 each and expiry date of 30 November 2009
400,000	Exercise price of \$0.35 each and expiry date of 31 May 2010
2,000,000	Exercise price of \$0.35 each and expiry date of 30 November 2010

If all Director Options granted as proposed above are exercised, and assuming all existing Options on issue have been exercised, the effect would be to dilute the shareholding of existing Shareholders and optionholders by approximately 1.7%. The market price of the Company's Shares during the period of the Director Options will normally determine whether or not Mr Mulholland exercises the Director Options. At the time any Director Options are exercised and Shares are issued pursuant to the exercise of the Director Options, the Company's Shares may be trading at a price which is higher than the exercise price of the Director Options.

At the date of this Notice Mr Mulholland has a relevant interest in 9,580,708 Shares, 2,000,000 Options each exercisable at \$0.35 on or before 30 November 2010, 2,067,399 Options each exercisable at \$0.10 on or before 30 June 2011, and 479,036 Options, each exercisable at \$0.015 on or before 31 July 2011,

Mr Mulholland's base salary per annum and the total financial benefit to be received by him in this current period as a result of the grant of Director Options the subject of Resolution 4 are:

Director	Base salary p.a. (\$)	Superannuation p.a. (\$)	Value of Director Options (\$)	Total Financial Benefit (\$)
Mr Ian Mulholland	194,952	26,529	47,500	268,981

In the 12 month period ending 5 October 2009, the highest, lowest and most recent closing price of Shares on the ASX is as set out below:

	Date	Price (cents)
Highest	17 April 2009	5.5
Lowest	14 August 2009	1.4
Latest	5 October 2009	2.0

Valuation of Director Options

The Company has valued the Director Options to be granted to Mr Mulholland, or his nominee, using the Binomial Model. The value of an option calculated by the Binomial Model is a function of a number of variables. The Company's assessment of the value of the Director Options has been prepared using the following assumptions:

Variable	Input
Share price	\$0.022
Exercise price	\$0.033
Risk free interest rate	5.14%
Volatility	80%
Time (years) to expiry	2.8 years

For the purposes of this valuation the Company has assumed 30 November 2009 as the issue date of the Director Options. For the Share price, the Company has assumed \$0.022 as this was the most recent Share price on ASX on 2 October 2009. The Company has also assumed a volatility level of 80%. Taking these factors into account, the term of the Director Options (2.8 years) and its past Share prices the estimated value of one Director Option is 0.95 cents.

The estimated value of 5,000,000 Director Options proposed to be granted to Mr Mulholland pursuant to Resolution 3 is \$47,500.

The Company's adoption of Australian equivalents to International Financial Reporting Standards for reporting periods commencing from 1 July 2005 means that, under AASB2 Share-based Payment, equity based compensation will be recognised as an expense in respect of the services received. Other than as set out in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences, for the Company or benefits foregone by the Company in granting the Director Options pursuant to Resolution 4.

Apart from the information set out in this Explanatory Memorandum, neither the Directors nor the Company are aware of other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by the proposed Resolution 4.

Listing Rule Requirements

Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities (including the grant of options) to a related party of the Company. If Resolution 4 is passed, the Director Options will be granted to Mr Mulholland or his nominee. Mr Mulholland is a related party of the Company by virtue of him being a Director.

Accordingly, approval for the grant of the Director Options to Mr Mulholland is required pursuant to Listing Rule 10.11. Approval pursuant to Listing Rule 7.1 is not required in order to grant the Director Options to Mr Mulholland as approval is being obtained under Listing Rule 10.11. Shareholders should note that the grant of the Director Options to Mr Mulholland with approval under Listing Rule 10.11 will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purpose of Listing Rule 10.13, the following information is provided to Shareholders:

- (a) the Director Options will be granted to Mr Ian Mulholland or his nominee;
- (b) the maximum number of Director Options to be granted is 5,000,000;
- (c) the Director Options will be granted on a date which will be no later than one month after the date of this Meeting, or such later date as approved by ASX;
- (d) the Director Options will be granted for no consideration;
- (e) no funds will be raised by the grant of the Director Options; and
- (f) the terms and conditions of the Director Options are set out in Annexure B to this Explanatory Memorandum.

GLOSSARY

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

"**Board**" means the board of Directors of the Company.

"**Company**" means Rox Resources Limited ABN 53 107 202 602.

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

"**Director**" means a director of the Company.

"**Director Option**" means an option to acquire a Share, the terms of which are set out in Annexure B to this Explanatory Memorandum.

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

"**Notice**" means the notice of general meeting which accompanies this Explanatory Memorandum.

"**Option**" means an option to acquire a Share, the terms of which are set out in Annexure A to this Explanatory Memorandum.

"**Resolution**" means a resolution proposed pursuant to the Notice.

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

"**VWAP**" means volume weighted average closing Share price.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are as follows:

- (a) The Options shall expire at 5.00pm on 31 July 2011 (“**Expiry Date**”).
- (b) Subject to conditions (l) and (m), each Option shall carry the right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company (“**Share**”). Options may be exercised after the date of issue and prior to the Expiry Date.
- (c) Subject to condition (k), the Shares allotted to option holders on exercise of Options shall be issued at a price of 1.5 cents each (“**Exercise Price**”).
- (d) Subject to condition (k), the Exercise Price of Shares the subject of the Options shall be payable in full on exercise of the Options.
- (e) Options shall be exercisable by the delivery to the registered office on the Company of a notice in writing stating the intention of the option holder to: exercise all or a specified number of Options; and pay the subscription monies in full for the exercise of each Option.
- (f) The notice must be accompanied by a cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.
- (g) The Company shall allot the resultant Shares and deliver the holding statement within five business days of the exercise of the Option.
- (h) The Options shall be freely transferable.
- (i) Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing ordinary fully paid Shares in all respects.
- (j) The Company shall within five business days of any exercise of the Options apply for official quotation on the ASX of the Shares allotted pursuant to the exercise of any of the Options.
- (k) In the case of any entitlements issue (other than a bonus issue) the Exercise Price of the Option shall be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

- O' = the new exercise price of the Option
- O = the old exercise price of the Option
- E = the number of underlying securities into which one Option is exercisable
- P = the average market price per Share (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or ex-entitlements date.
- S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

- (l) In the case of a bonus issue the number of Shares over which the Option is exercisable shall be increased by the number of Shares which the option holder would have received if the Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules.
- (m) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the Listing Rules of ASX.
- (n) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
- (o) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.

ANNEXURE B

TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1. No monies will be payable for the issue of the Director Options.
2. Subject to condition 16, 2,500,000 of the Director Options will become exercisable after 26 September 2010.
Subject to condition 16, 2,500,000 of the Director Options will become exercisable after 26 September 2011.
3. The Director Options shall expire on 26 September 2012 ("**Expiry Date**"). In addition the options (if not yet exercised) will lapse should Mr Ian Mulholland cease employment, for whatever reason, with the Company.
4. Subject to conditions 13 and 14 each Director Option shall carry the right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company ("**Share**").
5. Subject to condition 12 the Shares allotted to option holders on exercise of the Director Options shall be issued at a 50% premium to the weighted average closing Share price on the ASX over the 30 trading days preceding the 19 November 2009 ("**Exercise Price**").
6. Subject to condition 12 the Exercise Price of Shares the subject of the Director Options shall be payable in full on exercise of the Director Options.
7. Director Options shall be exercisable by the delivery to the registered office on the Company of a notice in writing stating the intention of the option holder to:
 - (a) exercise all or a specified number of Director Options; and
 - (b) pay the subscription monies in full for the exercise of each Director Option.

The notice must be accompanied by a cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Director Options shall not affect the rights of the option holder to the balance of the Director Options held by him.

8. The Company shall allot the resultant Shares and deliver the holding statement within five business days of the exercise of the Director Option.
9. The Director Options shall be transferable only to related parties but will not be listed on the Australian Securities Exchange ("**ASX**").
10. Shares allotted pursuant to an exercise of Director Options shall rank, from the date of allotment, equally with existing Shares in all respects.
11. The Company shall within five business days of any exercise of the Director Options apply for official quotation on the ASX of the Shares allotted pursuant to the exercise of any of the Director Options.
12. In the case of any entitlements issue (other than a bonus issue) the Exercise Price of the Director Option shall be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

- O' = the new exercise price of the Director Option
- O = the old exercise price of the Director Option
- E = the number of underlying securities into which one Director Option is exercisable
- P = the average market price per Share (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or entitlements date.
- ex-
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a rights to one new security.

13. In the case of a bonus issue the number of Shares over which the Director Option is exercisable shall be increased by the number of Shares which the option holder would have received if the Director Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules.
14. In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Director Options or the exercise price of the Director Options or both shall be reconstructed (as appropriate) in accordance with the Listing Rules of ASX.
15. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
16. Notwithstanding condition 2, all Director Options may be exercised by the option holder:
 - (a) in the event a takeover bid (as defined in the Corporations Act 2001) to acquire any Shares becomes or is declared to be unconditional, irrespective of whether the takeover bid extends to Shares issued and allotted after the date of the takeover bid or not; or
 - (b) at any time after the occurrence of an event which results in a shareholder, or group of associated shareholders, being entitled to sufficient Shares to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the board of directors of the Company; or
 - (c) if a merger by way of scheme of arrangement under the Corporations Act 2001 has been approved by the Court under section 411(4)(b) of the Corporations Act 2001.

000001 000 RXL
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
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For all enquiries call:

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

Proxy Form

 **For your vote to be effective it must be received by 8:30 am (WST) Tuesday 17 November 2009**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔

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Annual report:

www.roxresources.com.au

View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding

Update your securityholding

Your secure access information is: SRN/HIN: I999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Rox Resources Limited hereby appoint

the Chairman of the meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Rox Resources Limited to be held at The Celtic Club, 48 Ord Street, West Perth, WA on Thursday 19 November 2009 at 8:30 am (WST) and at any adjournment of that meeting.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Non-Binding Resolution to adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Jeffrey Gresham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Options to a Director - Mr Ian Mulholland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____