

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Name of entity	ABN
ROX RESOURCES LIMITED	53 107 202 602

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | Class of securities issued or to be issued | (i) Ordinary Fully Paid Shares (RXL)
(ii) Options exercisable at \$0.10, expire 30 June 2011 |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | (i) 36,193,214
(ii) 30,161,012 |
| 3 | Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion) | (i) Fully Paid
(ii) Options exercisable at \$0.10 which expire on 30 June 2011 |

4	<p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(i) Yes, fully paid ordinary (RXL) (ii) No</p>						
5	<p>Issue price or consideration</p>	<p>(i) \$0.02 each (ii) Nil</p>						
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued pursuant to the recently announced renounceable rights issue.</p>						
7	<p>Dates of entering securities into uncertificated holdings or despatch of certificates</p>	<p>Proposed to be 3 February 2009</p>						
8	<p>Number and class of all securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">108,579,642</td> <td>Fully paid ordinary shares (RXL)</td> </tr> <tr> <td style="text-align: center;">30,161,012</td> <td>30 June 2011, \$0.10 options</td> </tr> </tbody> </table>	Number	Class	108,579,642	Fully paid ordinary shares (RXL)	30,161,012	30 June 2011, \$0.10 options
Number	Class							
108,579,642	Fully paid ordinary shares (RXL)							
30,161,012	30 June 2011, \$0.10 options							

	Number	Class
9 Number and class of all securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	5,250,000	31 January 2009, \$0.20 options (RXLAO)
	2,500,000	12 July 2009, \$0.675 options (RXLAW)
	1,000,000	30 November 2009, \$0.35 options (RXLAI)
	700,000	30 November 2009, \$0.35 options (RXLAK)
	400,000	31 May 2010, \$0.35 employee options.
	2,000,000	30 November 2010, \$0.35 options
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Renounceable
13 Ratio in which the securities will be offered	One New Share for every two shares held and one New Option for every two New Shares issued

14	Class of securities to which the offer relates	Ordinary Shares (RXL) Options - 30 June 2011, \$0.10 options
15	Record date to determine entitlements	5 January 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounded Up
18	Names of countries in which the entity has security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	23 January 2009
20	Names of any underwriters	Patersons Securities Limited
21	Amount of any underwriting fee or commission	\$30,000 corporate fee. Underwriting fee of 5%
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	9 January 2009

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	22 December 2008
28	Date rights trading will begin (if applicable)	29 December 2008
29	Date rights trading will end (if applicable)	16 January 2009
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Provide instructions to your stockbroker regarding the number of rights you wish to sell
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Complete the Entitlement and Acceptance Form for the number of new shares you wish to accept according to the instructions on the form, and send to the Company's share registry. Subsequently, provide instructions to their stockbroker regarding the number of Rights they wish to sell.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Complete a standard "renunciation form" (obtainable from the Company's share registry and forward with the transferee's application money to the Company's share registry by the closing date (5pm on 23 January 2009).
33	Despatch date	3 February 2009

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities - TO BE ADVISED

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders

36 If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional securities

(now go to 43)

Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought

39 Class of securities for which quotation is sought

40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Appendix 3B
New issue announcement

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and class of all securities quoted on ASX (including the securities in clause 38)

(now go to 43)

Number	Class

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Quotation agreement

1 Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those securities should not be granted quotation.
- An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.

- If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 22 December 2008



Company Secretary

Print name: **BRETT DICKSON**

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