

ROX RESOURCES LIMITED

ABN 53 107 202 602

NOTICE OF ANNUAL GENERAL MEETING, PROXY FORM and EXPLANATORY MEMORANDUM

Date of Meeting: 30 November 2004

Time of Meeting:..... 10.00 am

Place of Meeting:..... Fremantle Room
Parmelia Hilton
14 Mill Street
PERTH WA 6000

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ROX RESOURCES LIMITED

(ABN 53 107 202 602)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN

That the first Annual General Meeting of shareholders of Rox Resources Limited will be held at Parmelia Hilton, 14 Mill Street, Perth, Western Australia, 6000 on Tuesday, 30 November 2004 at 10.00am.

Ordinary Business

1. Receipt of Financial Statements and Reports

To receive and consider the financial statements of the Company together with the Directors and Auditors Reports for the period ended 30 June 2004.

2. Re-Appointment of Auditor

In compliance with Section 327(3) of the Corporations Act 2001 (Cth), to consider and if thought fit to pass, with or without amendment, the following as an ordinary resolution: -

"That Ernst & Young of Level 34, 152 St Georges Terrace, Perth, Western Australia be re-appointed auditors of the Company at such remuneration to be negotiated and determined by agreement between the Company's Board and the auditors."

3. Election of Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company.

"That Mr Michael Blakiston, a Director appointed during the year, retires and is re-elected a director of the Company".

4. Election of Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company.

"That Dr Alistair Cowden, a Director appointed during the year, retires and is re-elected a director of the Company".

5. Election of Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company.

"That Mr Ian Mulholland, a Director appointed during the year, retires and is re-elected a director of the Company".

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

By order of the Board



Brett Dickson
Company Secretary

Date: 21 October 2004

Notes:

1. A member entitled to attend and vote is entitled to appoint one or two proxies to attend and vote instead of the member. If two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the member's votes. If no such proportion or number is specified, each proxy may exercise half of the member's votes.
2. A proxy need not be a member of the Company.
3. 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. Please send by post to PO Box 1081, West Perth WA 6872 or by fax to (08) 9486 4933.
4. The Board has determined that all of the shares that are quoted securities at 5.00pm Perth time on 26 November 2004 will be taken, for the purposes of the general meeting, to be held by the persons who held them at that time.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the Annual General Meeting of shareholders to be held on Tuesday, 30 November 2004 at 10.00am.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

Agenda Item 1 - Reports

Please note that the Company's Annual Report is included with this Notice of Annual General Meeting.

Agenda Item 2 - Re-Appointment of Auditor

The Corporations Act (2001) provides that an auditor appointed by the Directors of the Company only holds office until the first Annual General Meeting of the Company. In addition the Corporations Act (2001) requires that the Company appoint an auditor at its first Annual General Meeting. Ernst & Young have consented to be auditors of the Company and a shareholder nomination of Ernst & Young as auditor is annexed to the Explanatory Memorandum.

Agenda Item 3 - Election of Mr Michael Blakiston

Mr Blakiston is a founding director of the Company and offers himself for re-election.

Mr Blakiston is a practicing solicitor with extensive legal experience in the resources sector. Mr Blakiston holds the degrees of Bachelor of Jurisprudence and Bachelor of Laws from the University of Western Australia and is a partner of Perth-based corporate and resource law firm, Blakiston & Crabb. Mr Blakiston has been practicing law for over 20 years.

Mr Blakiston is a director of several public companies including Australian Development Capital Limited, Colltech Australia Ltd, Platinum Australia Ltd, Rosso Resources Ltd, Tony Barlow Australia Ltd and Vulcan Resources Ltd and is the chairman of investment bank, Chatsworth Stirling Pty Ltd.

Mr Blakiston has extensive commercial experience in project assessment, structuring and financing, joint ventures and strategic alliances in the resource industry. In addition, Mr Blakiston has experience in initial public offerings, takeovers and mergers, corporate and project fundraisings, construction, offtake and sales contracts.

Agenda Item 4 - Election of Dr Alistair Cowden

Dr Cowden is a founding director of the Company and offers himself for re-election.

Dr Cowden has over 22 years experience as a geologist and mining company executive in Australia, Africa, Europe and New Zealand. This experience ranges through a spectrum of activities; from capital and debt raisings, corporate restructuring, ASX floats, exploration company management, project generation, grass roots exploration, project management, feasibility studies through to mine geology and mineral deposit research.

Alistair was instrumental in the listing of Archaean Gold, Magnetic Minerals and the restructure of Deep Yellow Limited. These companies delivered substantial returns to shareholders.

He has been involved with major projects and discoveries such as Nimbus Silver-Zinc, Sunrise Dam Mine, Kanowna Belle Gold Mine, Dongara Mineral Sands Project, Syerston nickel – cobalt laterite deposit, Hartley Platinum Mine, St Ives Gold Mine and Kambalda Nickel Mines.

Dr Cowden was a founding director of the Australian Gold Council and has a B.Sc (Hons), Geology from the University of Edinburgh and a PhD in Geology from the University of London.

Agenda Item 5 – Election of Mr Ian Mulholland

Mr Mulholland is a founding director of the Company and offers himself for re-election.

Mr Mulholland is a geologist with over 20 years broad experience in a number of commodity groups including gold, silver, copper, lead, zinc, uranium, nickel and kaolin in the exploration and mining industry at senior levels. He has managed activities from grass roots exploration to advanced resource definition, feasibility studies and mining operations for major companies such as WMC and Esso, medium sized companies, Otter Gold and Aurora Gold and junior companies, Archaean Gold and Summit Resources. Ian's strength is in bringing resources to economic fruition and his experience is particularly appropriate for his role with Rox.

Ian was Development Manager for Archaean Gold, managing the Nimbus silver-zinc project pre-feasibility study prior to Archaean's take-over. He was then Exploration Manager for Anaconda Nickel Limited for 4 years, managing their extensive tenement and exploration portfolio, with particular emphasis on resource and project management from exploration through development to the production stage adding some 1.3 billion tonnes to the resource available to Anaconda. Prior to joining Rox he was Technical Director for Conquest Mining Limited where he was responsible for re-focussing the activities of the company on their diamond and gold projects.

Mr Mulholland has a B.Sc. (Hons), Geology from the University of Sydney and a M.Sc. in Geology from the James Cook University of North Queensland. He is a Fellow of the AusIMM, a Fellow of the AIG, and a Fellow of the Society of Economic Geologists.

Coolform Investments Pty Ltd
45 St Johns Wood Boulevard, Mt Claremont WA 6010
ABN 15 092 691 837

18 October 2004

Rox Resources Limited
Ground Floor
1 Havelock Street
WEST PERTH WA 6005

As a registered shareholder of Rox Resources Limited (Company) I nominate Ernst & Young to be appointed as auditors of the Company.



BRETT DICKSON
Sole Director and Secretary

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ROX RESOURCES LIMITED
(ABN 53 107 202 602)

Ground Floor, 1 Havelock Street, West Perth WA 6005

Proxy Form

I ⁽¹⁾
of
being a member of Rox Resources Limited (ABN 53 107 202 602) ("**the Company**") appoint:
name ⁽²⁾.....
of

failing whom, or if no person is named, the chairman of the meeting as my proxy to vote and act on my behalf at the general meeting of the Company to be held on Tuesday, 30 November 2004 and any other day to which that meeting is adjourned or postponed. My proxy is authorised to exercise ⁽³⁾ all of my voting rights. I direct that my proxy vote in the following manner:

Agenda item	For	Against	Abstain
2. Re-Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of M Blakiston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of A Cowden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of I Mulholland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Items 2, 3, 4 and 5 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those Items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 2, 3, 4 and 5 and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman intends to vote undirected proxies in favour of each Item.

Subject to the above, if no directions are given, my proxy may vote or abstain as the proxy thinks fit.

⁽⁴⁾ Executed by the member

Signature(s):
.....

Name:
.....

Capacity (eg
director,
attorney, or
joint holder):
.....

Date:
.....

Explanatory notes appear on the next page.

Notes

- (1) Insert name of member, as it appears in the register of members.
- (2) Insert name and address of proxy. The proxy need not be a member, but must be a natural person. A proxy may be appointed by reference to an office held by the proxy (eg “the Company Secretary”).
- (3) A member is entitled to appoint up to two proxies to attend and vote at the meeting. A separate form must be used for each proxy. You can obtain an additional form from the Company at the address shown below (or by photocopying this form). You may appoint each proxy to represent a specified proportion or number of your voting rights. To do this, delete the word “all” and specify the proportion or number of your votes the proxy is to exercise. If you do not specify a proportion or number, each proxy may exercise half of your votes.
- (4) All joint holders of shares must sign this form. If the form is signed by a member’s attorney, the power of attorney or a certified copy of it must be lodged with the proxy form. If a member that is a corporation appoints a proxy, the member must execute in accordance with its constitution (if any) and the law of the place of its incorporation. For corporate members incorporated in Australia the Company will accept proxy appointments executed by the member corporation in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Law.

To be effective, a duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office **not less than 48 hours before** the time for commencement of the meeting. Please send by post to PO Box 1081, West Perth WA 6872 or by fax to (08) 9486 4933.

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