

ROX RESOURCES LIMITED

ABN 53 107 202 602

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

24 November 2008

Time of Meeting

2:30 pm WDT

Place of Meeting

Level 1
63 Hay Street
SUBIACO 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 2008 Annual General Meeting of Rox Resources Limited ("**Company**") will be held at Level 1, 63 Hay, Subiaco, Western Australia on 24 November 2008 at 2.30pm WDT 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 explained in the Glossary in the Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Receipt of Financial Statements and Reports for the year ended 30 June 2008

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 2008 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 Michael Blakiston as a Director

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

"That, Mr Michael Blakiston, 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 Prior Share Issue

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the allotment and issue of 8,600,000 Shares at an issue price of \$0.045 per Share, to the persons and on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice of General Meeting."

Resolution 4 - Approval to Issue Shares

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the shareholders approve the allotment and issue of a maximum of 20,000,000 Shares in the Company, at an issue price of not less than 80% of the weighted average of the closing sale price of the Company's Shares on the ASX on the 5 trading days on which sales are recorded and immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus)."

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: 12 October 2008

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 WDT on 22 November 2008 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 of Shares and their associates.
Resolution 4	Any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

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 ("**Company**" or "**Rox**") to be held on Monday, 24 November 2008 at 2.30pm WDT.

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

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 2008 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 2008. 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 2008 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 MICHAEL BLAKISTON 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 year, shall retire from office.

Mr Blakiston retires from office in accordance with this requirement and, being eligible, submits himself for re-election as a Director. Mr Blakiston is a practicing solicitor with legal experience in the resources sector, and holds the degrees of Bachelor of Jurisprudence and Bachelor of Laws from the University of Western Australia and is a partner of the corporate and resource law firm, Blakiston & Crabb. Mr Blakiston has been practicing law for over 25 years.

He has extensive commercial experience both in advisory and directorial capacities having been involved 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 (either with debt or equity), construction, offtake and sales contracts.

RESOLUTION 3 - RATIFICATION OF PRIOR SHARE ISSUE

On 14 August 2008, the Company announced it had reached an agreement to raise \$387,000 to provide funds to continue ongoing exploration at the Company's Reward zinc-lead project in the Northern Territory and to maintain its interest in the Pha Luang project in Laos. The raising was completed by way of a placement of 8,600,000 Shares at \$0.045 per Share to clients of Patersons Securities Limited. The Company had capacity to place the 8,600,000 Shares without Listing Rule 7.1 approval and accordingly is seeking ratification of the placement of those Shares pursuant to Listing Rule 7.4.

In summary, Listing Rule 7.4 allows a company to seek subsequent approval from shareholders of an issue of shares so that the issue of shares does not count towards the 15% limit on issues without shareholder approval contained in Listing Rule 7.1. Listing Rule 7.1 provides that a company may only issue up to 15% of its share capital in any 12 month period without first obtaining the approval of shareholders by ordinary resolution, subject to certain exceptions.

Pursuant to Resolution 3, the Directors are seeking ratification under Listing Rule 7.4 of the issue of 8,600,000 Shares that was made on 21 August 2008 in order to restore the right of the Company to issue further Shares within the 15% limit during the next 12 months.

The following information in relation to this Resolution 3 is provided to shareholders for the purposes of Listing Rule 7.5:

- (a) 8,600,000 Shares were allotted;
- (b) the Shares were issued at a price of \$0.045 each;
- (c) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Shares were issued to various institutional and sophisticated investors introduced by Patersons Securities Limited, each of them unrelated parties of the Company; and
- (e) funds raised from the issue will be used to funds to continue ongoing exploration at the Company's Reward zinc-lead project in the Northern Territory and to maintain its interest in the Pha Luang project in Laos.

RESOLUTION 4 - APPROVAL TO ISSUE SHARES

Resolution 4 seeks shareholder approval to the issue of a maximum of 20,000,000 Shares at an issue price of not less than 80% of the weighted average of the closing sale price of the Company's Shares on the ASX on the five trading days on which sales are recorded immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus).

As noted above, Listing Rule 7.1 requires shareholder approval to the proposed issue of Shares in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of Securities by a listed company, where the Securities proposed to be issued represent more than 15% of the Company's Securities then on issue. Given the Shares to be issued under Resolution 3 will exceed this 15% threshold, such approval is required.

The following information in relation to the Shares to be issued is provided to shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Shares the Company can issue is 20,000,000 Shares;
- (b) the Company will allot and issue the 20,000,000 Shares no later than three months after the date of the Meeting;
- (c) the Shares will be issued at a price not less than 80% of the weighted average of the closing sale price of the Shares on the ASX for the five trading days on which sales are recorded immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus);
- (d) the Shares will be issued and allotted to applicants to be determined by the Directors. No decision has, as yet, been made by the Directors in respect of determining the identity of the allottees other

- than none of which will be related parties of the Company;
- (e) the Shares are ordinary fully paid shares in the capital of the Company and rank equally in all respects with the existing ordinary fully paid shares on issue; and
 - (f) the purpose of the issue is to raise funds for working capital requirements, to meet administrative expenses and to continue ongoing exploration at the Company's Reward zinc-lead project in the Northern Territory.

At this stage the Company plans to commit approximately 20% of its budget to administrative expenses, and the remainder to direct exploration. Exploration results to date have been encouraging and the Company is evaluating the results achieved so far to plan its exploration programme for the remainder of 2008/09 fiscal year. This will include a focus on the Myrtle deposit at the 100% owned Reward project where it is the Company's aim to extend the area of known mineralisation and to complete initial metallurgical test-work.

GLOSSARY

"Annexure"	means an Annexure to this Explanatory Memorandum;
"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" or "Rox"	means Rox Resources Limited ABN 53 107 202 602;
"Constitution"	means the Constitution of the Company;
"Corporations Act"	means the Corporations Act 2001 (Cth);
"Directors"	means the directors of the Company;
"Explanatory Memorandum"	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice;
"Listing Rules"	means the Listing Rules of ASX;
"Meeting"	means the Annual General Meeting the subject of the Notice;
"Notice" or "Notice of Meeting"	means the Notice of Annual General Meeting which accompanies this Explanatory Memorandum;
"Resolution"	means a resolution proposed pursuant to the Notice;
"Securities"	has the meaning given to that term in the Listing Rules, and includes shares and options to subscribe for shares;
"Shares"	means fully paid ordinary shares issued in the capital of the Company;
"Shareholder"	means a shareholder of the Company; and
"WDT"	means Australian Western Daylight Time.

Rox Resources Limited

ABN 53 107 202 602

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 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 2.30pm (WDT) Saturday 22 November 2008

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 →



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com.au

Review your securityholding

Update your securityholding

Access the annual report below

www.roxresources.com.au/annual_reports.17.html

Your secure access information is:

SRN/HIN: I9999999999



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

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 Level 1, 63 Hay Street, Subiaco, Western Australia on Monday, 24 November 2008 at 2.30pm (WDT) and at any adjournment of that meeting.

Important for Items 3-4: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 3-4 below, please mark the box in this section. 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 3-4 and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of items 3-4 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

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
Item 1	Non-Binding Resolution to adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-Election of Mr Michael Blakiston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Ratification of Prior Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval to Issue Shares	<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 ____/____/____