



SHARE PURCHASE PLAN

31 OCTOBER 2012

Rox Resources Limited (ASX: RXL) ("Rox" or "the Company") is pleased to offer eligible shareholders the opportunity to participate in the Rox Resources Limited 2012 Share Purchase Plan (**Plan**).

The Directors' have determined that the Plan be made to eligible shareholders, being those who are the registered holders of fully paid ordinary shares in the Company as at 7.00pm AEDT on 30 October 2012 (**Record Date**), and whose address in the Company's register is situated in Australia or New Zealand.

The aim of the Plan is to provide the Company with additional funding to advance the Mt Fisher gold & nickel project and the newly acquired Bonya copper project.

The Plan provides eligible shareholders an opportunity to participate at a relatively low historic share price.

Under the Plan, eligible shareholders may subscribe for up to AUD\$15,000 worth of fully paid ordinary shares in the Company (**New Shares**) (subject to a discretionary scale back) at a price of \$0.015 per share (**Issue Price**).

The Issue Price represents a 17% discount to the volume weighted average price of the Company's shares traded on the ASX during the 5 trading days immediately prior to the announcement date of the Plan and a 12% discount to the closing price on the Record Date, and is free of both brokerage and commission.

The Company is offering up to 119,500,000 New Shares under the Plan to raise up to \$1,792,500 (**Offer Amount**), before costs. The Company reserves the right to scale back a shareholder's subscription (in its absolute discretion) if total shareholder demand exceeds the Offer Amount.

Funds raised under the Plan will be used to:

- (a) Advance the Mt Fisher gold & nickel project;
- (b) Initiate exploration at the newly acquired Bonya copper project; and
- (c) satisfy the Company's general working capital expenses.

Timetable

Event	Date
Record Date	30 October 2012
Announcement Date	31 October 2012
Dispatch of Offer and Application Forms to Eligible Shareholders	5 November 2012
Opening date for acceptances	5 November 2012
Closing date for acceptances (Closing Date)	5.00pm (AEDT) on 23 November 2012
Allotment Date	3 December 2012
Dispatch of holding statements	4 December 2012

The timetable is indicative only and subject to change. The Company reserves the right to change the timetable at any time or cancel the Plan at any time before the Allotment Date, subject to applicable regulatory requirements.

Full details of the Plan will be set out in a letter to shareholders, the Plan Booklet and Application Form for Eligible Shareholders (**Plan Documents**). A copy of the Plan Documents will also be lodged with ASX.

-ENDS-

For further information, please contact:

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