

Supplementary Prospectus

Fox Resources Limited

ABN 44 079 902 499

1 IMPORTANT INFORMATION

This is a supplementary prospectus (Supplementary Prospectus) intended to be read with the replacement prospectus dated 10 June 2014 (Prospectus) which replaced the prospectus dated 6 June 2014 issued by Fox Resources Limited.

This Supplementary Prospectus is dated 19 June 2014 and was lodged with the Australian Securities and Investments Commission (ASIC) on that day. ASIC, ASX Limited and their respective officers are not responsible for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on Fox's website at www.foxresources.com.au. This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

2 STATUS OF THE OFFER

At the date of this Supplementary Prospectus Fox has received one Application for \$55. In accordance with section 724(2)(a) of the Corporations Act, the Company will repay this money to the applicant. Accordingly there is no right to withdraw Applications as a result of the issue of this Supplementary Prospectus.

3 SECTION 8.5 OF THE PROSPECTUS - UNDERWRITING BY OTHERS

The fourth sentence of the second paragraph of section 8.5 of the Prospectus is deleted in its entirety and replaced with "Mr East has irrevocably agreed to apply for his Entitlement or underwrite the Offer by subscribing for up to 13,183,333 Shares."

In addition the following is inserted as the last sentence of section 8.5 of the Prospectus: "Garry East's daughter (Lauren East) is also an Other Underwriter. She has lent Fox \$15,000 with interest accruing daily at 8% per annum (Debt). Her underwriting obligation, for the full amount of the Debt, will be set off against Fox's obligation to repay the Debt."

4 DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by Fox and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.

Dated: 19 June 2014



Paul Dunbar

For and on behalf of Fox Resources Limited