

Appendix 3B

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

Name of entity

ROX RESOURCES LIMITED

ABN

53 107 202 602

We (the entity) give ASX the following information.

Part 1 - All issues

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (Ordinary Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 66,666,667 Placement Shares ; and

Up to 111,220,676 Ordinary Shares pursuant to a renounceable entitlement offer (Entitlement Offer) described in the ASX announcement lodged with ASX on 3 November 2015 (together, the New Shares) |
| 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) | The terms of the Placement Shares and New Shares are the same as the terms of existing Ordinary Shares |
| 4 | Do the +securities rank equally in all respects from the issue date with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state: <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 | Yes, the Placement Shares and New Shares will rank equally with existing Ordinary Shares (RXL) from the date of issue. |

5	Issue price or consideration	\$0.015 per Placement Share \$0.015 per New Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Meet exploration expenses at the Fisher East Nickel and Bonya projects and for general working capital
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	N/A
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

⁺ See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A									
7	<p>⁺Issue dates</p> <p>Note: the issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B</p>	6 November 2011 for Placement Shares and proposed to be 7 December 2015 for the New Shares									
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>1,223,427,438</td><td>Ordinary Shares (RXL)</td></tr></table>	Number	⁺ Class	1,223,427,438	Ordinary Shares (RXL)					
Number	⁺ Class										
1,223,427,438	Ordinary Shares (RXL)										
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><td>17,500,000</td><td>30 November 2017 - 5.6 cent options</td></tr><tr><td>5,133,000</td><td>30 November 2015 - 2.5 cent options</td></tr><tr><td>1,250,000</td><td>28 February 2017 – 5.7 cent options</td></tr><tr><td>21,437,301</td><td>31 March 2017 – 8.0 cent options</td></tr></table>	17,500,000	30 November 2017 - 5.6 cent options	5,133,000	30 November 2015 - 2.5 cent options	1,250,000	28 February 2017 – 5.7 cent options	21,437,301	31 March 2017 – 8.0 cent options	
17,500,000	30 November 2017 - 5.6 cent options										
5,133,000	30 November 2015 - 2.5 cent options										
1,250,000	28 February 2017 – 5.7 cent options										
21,437,301	31 March 2017 – 8.0 cent options										
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A									

Part 2 - 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 10 Existing Shares held
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary Shares (RXL)
15	⁺ Record date to determine entitlements	16 November 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounded down to nearest whole number of New Share

18	Names of countries in which the entity has ⁺ security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries except Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	30 November 2015
20	Names of any underwriters	Underwritten to \$1 million by Patersons Securities Limited
21	Amount of any underwriting fee or commission	6.5% of the amount Underwritten
22	Names of any brokers to the issue	-
23	Fee or commission payable to the broker to the issue	-
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Nil
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	No
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	19 November 2015
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	10 November 2015
28	Date rights trading will begin (if applicable)	12 November 2015
29	Date rights trading will end (if applicable)	23 November 2015
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.

⁺ See chapter 19 for defined terms.

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 ⁺Issue date

7 December 2015

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

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

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 ⁺issue date 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

- 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)

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

Number	⁺ Class

⁺ See chapter 19 for defined terms.

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.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - 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:



Company Secretary

Date: 9 November 2015

Print name:

BRETT DICKSON

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