



**UXA Resources
Limited**

ABN 65 112 714 397

(Subject to Deed of Company Arrangement)

Australian Securities Exchange Announcement

3 December 2014

The Manager
Companies Announcements Office
Australian Securities Exchange
Electronic Lodgement

Dear Sir/Madam

**DIRECTORS' APPENDIX 3Y's UPON ISSUE OF SECURITIES PURSUANT TO SHAREHOLDER
APPROVAL AT THE AGM HELD ON 14 NOVEMBER 2014**

Please find attached the Appendix 3Y forms for directors upon the allotment and issue of shares and options as approved by shareholders under Resolutions 8, 9, 11, 12 at the AGM held on 14 November 2014

3 December 2014

Graham Seppelt
Company Secretary

APPENDIX 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	UXA Resources Limited
ABN	65 112 714 397

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	David Walker
Date of last notice	26 November 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	David Walker is a related party of Dalkeith Resources Pty Ltd
Date of change	2 December 2014
No. of securities held prior to change	Nil
Class	Ordinary Shares and Unquoted options
Number acquired	38,000,000 ordinary shares 3,000,000 unquoted options
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Non cash valued at \$553,000
No. of securities held after change	20,000,000 ordinary shares (Dalkeith) 18,000,000 ordinary shares D Walker 3,000,000 unquoted options (Dalkeith)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	For debt extinguishment, conversion of loans, in lieu of fees and expenses and reward for services as approved at the AGM held on 14 November 2014

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A.
If prior written clearance was provided, on what date was this provided?	N/A

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Introduced 30/09/01 Amended 01/01/11

Name of entity	UXA Resources Limited
ABN	65 112 714 397

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter Hunt
Date of last notice	26 November 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Peter Hunt is a related party of Hunt Corporate Investments Pty Ltd and Natjo Nominees Pty Ltd
Date of change	2 December 2014
No. of securities held prior to change	Nil
Class	Ordinary Shares and Unquoted options
Number acquired	3,000,000 ordinary shares 3,000,000 unquoted options
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Non cash valued at \$3,000
No. of securities held after change	3,000,000 ordinary shares (Hunt Corporate Investments Pty Ltd <S/F>) 3,000,000 unquoted options (Natjo Nominees Pty Ltd <Family A/C>)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	For reward for services as approved at the AGM held on 14 November 2014

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A.
If prior written clearance was provided, on what date was this provided?	N/A

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Introduced 30/09/01 Amended 01/01/11

Name of entity	UXA Resources Limited
ABN	65 112 714 397

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John Santich
Date of last notice	26 November 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	John Santich is a related party of Sheoak Runner Pty Ltd
Date of change	2 December 2014
No. of securities held prior to change	Nil
Class	Ordinary Shares and Unquoted options
Number acquired	6,500,000 ordinary shares 3,000,000 unquoted options
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Non cash valued at \$38,000
No. of securities held after change	3,500,000 ordinary shares (J Santich) 3,000,000 ordinary shares (Sheoak Runner <S/F>) 3,000,000 unquoted options (Sheoak Runner)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	In lieu of fees and expenses and reward for services as approved at the AGM held on 14 November 2014

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A.
If prior written clearance was provided, on what date was this provided?	N/A