

Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at BDO, Level 7, BDO Centre, 420 King
William Street, Adelaide SA 5000 on Tuesday 27 January 2015 at 11.00 am (CST)**

UXA RESOURCES LIMITED

ABN 65 112 714 397

This is an important document.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

DISCLAIMERS

The Administrator (including in his capacity as Deed Administrator) has not independently verified any of the information contained in this Notice of Meeting. Neither the Administrator, nor his servants, agents or employees makes any representation or warranty express or implied as to the accuracy, reasonableness or completeness of the information contained in this Notice of Meeting. To the extent permissible by law, all such parties and entities expressly disclaim any and all liability for, or based on or relating to, any such information contained in, or errors in or omission from this Notice of Meeting and accompanying Explanatory Statement. Notwithstanding this, the Administrator consents to convene the meeting and the issue and dispatch of this Notice of Meeting and accompanying Explanatory Statement.

ASX & ASIC

A draft of this document was provided to ASX for review in accordance with Listing Rule 15.1.4. ASX, and their respective employees and officers do not take any responsibility for this document.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 0419 035 297

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CORPORATE DIRECTORY

Directors

Peter Hunt	Non-Executive Chairman
David Walker	Managing Director
John Santich	Non-Executive Director

Company Secretary

Graham Seppelt

Registered and Principal Office

Level 7
420 King William Street
Adelaide, South Australia 5001
Telephone: +61 419 035 297
Facsimile: +61 8 7421 1499

Website

www.uxaresources.com.au

ASX Code

UXA

Auditors

Grant Thornton Audit Pty Ltd
67 Greenhill Road,
Wayville, South Australia, 5034

Solicitors

Minter Ellison Lawyers
10th Floor, 25 Grenfell Street
Adelaide, South Australia 5001

Share Registry

Computershare Investor Services Pty Ltd
Level 4, 60 Carrington Street
Sydney, NSW, 2000

UXA RESOURCES LIMITED
(ACN 112 714 397)
(Subject to Deed of Company Arrangement)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of the members of UXA RESOURCES LIMITED (Subject to Deed of Company Arrangement) (**Company**) will be held

TIME: 11 am (CST)

DATE: Tuesday 27 January 2015

PLACE: at the offices of

BDO, Level 7, BDO Centre, 420 King William St, Adelaide SA 5000

The Explanatory Statement which accompanies this Notice forms part of the Notice.

ORDINARY BUSINESS

1. Annual Financial Reports

To receive and consider:

- (a) the financial statements;
- (b) the directors' report; and
- (c) the auditor's report

of UXA for the year ended 30 June 2014.

No resolution is required in respect of this agenda item. However, they provide Shareholders with the opportunity to ask questions of UXA's Directors and auditors in relation to UXA's results.

2. Adoption of Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2014."

Note: the vote on this resolution is advisory only and does not bind the Directors of UXA.

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on this Resolution by or on behalf of a member of the KMP named in UXA's Remuneration Report or that KMP's closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

3. Election of Directors

To consider and if thought fit to pass the following resolution as **ordinary resolutions**:

'That Mr. Peter Hunt, a Director appointed in accordance with Clause 20 (2) of the Company's Constitution, being eligible is elected as a Director of the Company.'

SPECIAL BUSINESS

4. Ratification of an issue of shares under placement made on 2 September 2014

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 2 September 2014 of a total of 130,000,000 fully paid ordinary shares in the Company at \$0.00001 per share to investors, as referred to in the Company's announcement to the ASX on 2 September 2014, and on the basis set out in section 4 of the Explanatory Statement accompanying the Notice of Meeting, is approved and authorised."

[see the accompanying Explanatory Statement]

Voting Exclusion Statement – Resolution 4

The Company will disregard any votes cast on this resolution by any persons who participated in the placement, or their respective associates. 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 a direction on the proxy form to vote as the proxy decides.

IMPORTANT INFORMATION

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the Explanatory Statement forming part of this Notice of Meeting.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Sunday 25 January 2015.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY ATTORNEY

A Shareholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by UXA at its registered office, or the addresses listed above for the receipt of proxy appointments, at least 48 hours before the meeting.

VOTING BY PROXY

In accordance with section 249L of the Corporations Act, members are advised that:

- each member entitled to attend and vote at the Meeting has a right to appoint a Proxy;
- the Proxy need not be a member of the Company;
- a member who is entitled to cast 2 or more votes may appoint 2 Proxies and, in the case of such appointment, may specify the proportion or number of votes each Proxy is appointed to exercise;
- if the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each Proxy may exercise half of the votes; and
- the Proxy form included with this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorized officer or attorney. **To be a valid Proxy, the executed Proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with UXA Resources Ltd as soon as possible and in any event by no later than 11 am on Sunday 25 January 2015, being 48 hours before the time for holding the Meeting.** Any Proxy form received after that time will not be valid for the scheduled meeting.

By Mail:

Level 7, 420 King William Street
Adelaide SA 5000

Alternatively you can fax your form to:

(within Australia) (08) 7421 1499
(outside Australia) +61 8 7421 1499

- A Proxy may decide whether to vote on any motion, except where the Proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as Proxy. If a Proxy is director how to vote on a resolution, the Proxy may vote on that resolution only in accordance with that direction. If a Proxy is not directed how to vote on a resolution, the Proxy may vote as he or she thinks fit.

Corporations Act

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting on or after 1 August 2011 (whether or not a Proxy was appointed before, on or after that date). Shareholders and their Proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if Proxy holders vote, they must cast all directed Proxies as directed; and
- any directed proxies which are not voted will automatically default to the chair of the meeting, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a Proxy may specify the way the Proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the Proxy must not vote on a show of hands;
- if the Proxy is the chair of the meeting at which the resolution is voted on - the Proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the Proxy is not the chair of the meeting - the Proxy need not vote on the poll, but if the Proxy does so, the Proxy must vote that way (i.e. as directed).

Transfer of non-chair Proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a Proxy specifies the way the Proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed Proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the Proxy is not recorded as attending the meeting; or
 - the Proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the Proxy for the purposes of voting on the resolution at the meeting.

DATED: 24 December 2014

BY ORDER OF THE BOARD

Graham Seppelt
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 24 December 2014 and has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001 and the Official Listing Rules of ASX.

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting. The Administrator does not accept any responsibility for the contents of this statement, including the accuracy of any information included in the statement or failure to include any information in the statement.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary contained in this Explanatory Statement.

In considering the Resolutions, Shareholders must bear in mind the current financial circumstances of the Company.

ORDINARY BUSINESS

1. Annual Financial Reports

Shareholders have been notified that the UXA Resources Limited Full Year Report to 30 June 2014 can be found on the ASX website (www.asx.com.au).

During discussion of this Item, there will be an opportunity for Shareholders to ask questions about, or comment on, the Reports and the Company.

There is no requirement for these reports to be formally approved by shareholders.

2. Adoption of Remuneration Report

The Remuneration Report is contained in the Directors' Report section of the Annual Report. The Remuneration Report sets out the remuneration details for each director and specified executives of the Company (if any). A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This item is taken for advisory purposes only and any vote taken at the meeting will not bind the Directors or the Company.

Voting Consequences: Under the Corporations Act if, at consecutive annual general meetings, at least 25% of the votes cast on the remuneration report are voted against the adoption of the remuneration report, companies are required to put to shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**). Provided that a Spill Resolution was not put to vote at the first of those annual general meetings, the Spill Resolution must be put to vote at the second annual general meeting. If more than 50%

of votes are cast in favour of a Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general at which all directors other than the managing director who were in office at the time of the directors' report will cease to hold office immediately before the Spill Meeting. Persons who give notice of intention to stand for election, including those directors who ceased to hold office immediately prior to the Spill Meeting who elect to stand for re-election, who are elected or re-elected at the Spill Meeting will be the directors of the company.

Previous Voting Results: At the Company's last Annual General Meeting the resolution to adopt the remuneration report was passed unanimously on a show of hands. Accordingly, a Spill Resolution is not relevant to this Annual General Meeting.

Voting: Shareholders appointing a Proxy to vote on this Resolution should note that if you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your Proxy, you must direct your Proxy how to vote on this Resolution. Any undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution. If you appoint the Chair as your Proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you do not need to direct your Proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you must expressly acknowledge and authorise the Chair to exercise your Proxy on this Resolution (except where you have indicated a different voting intention on the Proxy form) even if he has an interest in the outcome of the Resolution. You do this by marking both the first box to appoint the chair as your Proxy and the second box on the Proxy Form. If you appoint any other person as your Proxy, you do not need to direct your Proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

The Board recommends that Shareholders vote in favour of this resolution.

3. Election of Directors

At the Annual General Meeting held on 14 November 2014, Mr. David Walker, Mr. Peter Hunt and Dr. John Santich were appointed as directors of the company.

Resolution 3 of the Notice of Meeting deals with the re-election of a Director. Under The Company's Constitution, one third of the Company's non-executive directors must retire from office at the Annual General Meeting. The Director will be eligible for re-election. The Director required to retire under the above framework is Mr Peter Hunt.

In accordance with the Clause 20.2 of The Company's Constitution, Mr Peter Hunt retires and being eligible, has offered himself for re-election. Mr Hunt's details are included in the 2014 Annual Report accompanying this notice of meeting. The remaining Directors recommend to Shareholders that Mr Hunt be re-elected as Director.

The Directors (other than Mr Hunt, who makes no recommendation) recommend that Shareholders approve Resolution 3 for the re-election of Mr Hunt as a Director of the Company.

4. Ratification of an issue of shares under placement made on 2 September 2014

Under Resolution 4, shareholder ratification is being sought for the issue of 130,000,000 pre-consolidation Ordinary Shares (650,000 post consolidation ordinary shares) which were made to sophisticated and professional investors on 2 September 2014 to provide funds for working capital.

Additional Information

1. The number of Shares issued is 130,000,000 pre-consolidation Ordinary Shares (650,000 post-consolidation Ordinary Shares);
2. The Shares were allotted on 2 September 2014;
3. The price at which the Shares were issued was \$0.00001 per Share;
4. The Shares were allotted to sophisticated and professional Investors;
5. The Shares rank equally in all respects with the existing ordinary shares;
6. The issue of the Shares was made to provide additional working capital for the company; and.
7. The placement was made to selected allottees pursuant to a placement information statement.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4. The Chairman intends to vote undirected proxies in favour of this Resolution 4.

Voting Exclusion Statement for Resolution 4

The Company will disregard any votes cast on Resolution 4 by:

- a person who has participated in the issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed; and
- an associate of that person (or those persons); and
- a person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

OTHER INFORMATION

There is no other information known to the Company that is material to a Shareholder's decision on how to vote on the resolutions set out in the Notice. However, should any Shareholder be in doubt as to how they should vote on any

resolution and/or as to how a resolution may affect them, they should seek advice from their accountant, solicitor or other professional adviser as soon as possible.

Queries as to the lodgement of proxies and other formalities in relation to the Meeting should be directed to the UXA office on Telephone: (08) 8363 7970.

ACTION TO BE TAKEN BY SHAREHOLDERS

Enclosed with the Notice of Meeting and this Explanatory Statement is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form to the Company in accordance with the instructions contained on the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the Meeting in person.

GLOSSARY

10% Placement Facility means the shares issued under Listing Rule 7.1A

Annual General Meeting means the annual general meeting of Shareholders of the Company to be held on 27 January 2015.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the board of Directors of the Company from time to time.

Business Day has the same meaning as in the ASX Listing Rules.

CHESS means Clearing House Electronic Subregister System.

Closely Related Party means a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child that member's spouse;
- (c) a dependant of that member or of that member's spouse;
- (d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;
- (e) a company that is controlled by that member; or
- (f) any other person prescribed by the regulations.

Company or **UXA** means UXA Resources Limited ABN 65 112 714 397.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Notes means this document which accompanies the Notice of Meeting.

General Meeting or **Meeting** means the general meeting of Shareholders of the Company convened by the Notice of Meeting.

KMP or **Key Management Personnel** means a member of the key management personnel as disclosed in the Remuneration Report.

Listing Rules means the listing rules of ASX.

Notice of Meeting means this Notice and includes the Explanatory Statement, and the Proxy Form.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given in section 228 of the Corporations Act.

Resolution means each Resolution set out in the Notice of Annual General Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder or **Member** means a holder of a Share in the Company.

Special Resolution means a resolution passed by more than 75% of the votes at a general meeting of Shareholders.

VWAP means volume weighted average share price.

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UXA RESOURCES LIMITED

ABN: 65 112 714 397

«HOLDER_NAME»
 «ADDRESS_LINE_1»
 «ADDRESS_LINE_2»
 «ADDRESS_LINE_3»
 «ADDRESS_LINE_4»
 «ADDRESS_LINE_5»

REGISTERED OFFICE:
 Level 7, 420 King William Street
 Adelaide SA 5000

All Correspondence to:
 Level 7, 420 King William Street
 Adelaide SA 5000

For all enquires call:
 Within Australia: 0419 035 297
 Outside Australia +61 419 035 297

Code:

UXA

Holder Number:

«HOLDER_No.»

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

or failing the person named, or if no person is named, the Chairperson 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 the Company to be held at 11.00am on Tuesday 27 January 2015 at Level 7, 420 King William Street Adelaide 5000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTIONS

FOR

AGAINST

ABSTAIN*

2. Adoption of Remuneration Report

☐
☐
☐

3. Re-election of Mr Peter Hunt

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☐
☐

4. Ratification of Share Placement made on 2 September 2014

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☐
☐

Proxies must be received by UXA Resources Limited no later than 11.00am on Sunday 25 January 2015.

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director Secretary

Security Holder 3

Director/Company Secretary

My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If you wish to appoint the chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy. If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by UXA Resources Limited no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

UXA Resources Limited

Level 7, 420 King William Street
Adelaide SA 5000

All Correspondence to:

Level 7, 420 King William Street
Adelaide SA 5000

For all enquires call:

Within Australia: 0419 035 297
Outside Australia +61 419 035 297

PRIVACY STATEMENT

Personal information is collected on this form by UXA Resources Limited as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by UXA Resources Limited or you would like to correct information that is inaccurate please contact them on the address on this form.