



**UXA Resources
Limited**

ABN 65 112 714 397

Australian Securities Exchange Announcement

10 August 2015

The Manager
Companies Announcements Office
Australian Securities Exchange
Electronic Lodgement

Dear Sir/Madam

CORRECTION OF PROXY FORM FOR THE GENERAL MEETING OF MEMBERS

Directors of UXA Resources Limited (ASX:"UXA") wish to make shareholders aware that the Proxy Form attached to the Notice of General Meeting of Members to be held on Monday 7 September 2015 contained incorrect descriptions on the Proxy Form for Resolutions 4 and 5.

The Resolutions and the Explanatory Statements forming the body of the Notice of Meeting were correctly stated and only the Proxy Form itself included incorrect wording.

The attached amended Proxy Form should be used by those shareholders wishing to cast their votes by proxy.

Directors apologise for any inconvenience caused through this error.

Graham Seppelt
Company Secretary

UXA RESOURCES LIMITED

ABN: 65 112 714 397

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

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

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:

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The meeting chairperson

OR

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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 **Wednesday 26 August 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*

1. Ratification of Issues of Shares under Placements
2. Issue of Shares under a Prospectus
3. Right of Director Peter Hunt to apply for Prospectus Shares
4. Right of Director David Walker to apply for Prospectus Shares
5. Right of Director Jon Santich to apply for Prospectus Shares
6. Issue of Options in lieu of Loan Establishment Fees
7. Conversion of Loan to Shares
8. Approval under S611, item 7 of Corporations Act

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies must be received by UXA Resources Limited no later than 11.00am on 24 August 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.

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Sole Director & Sole Company Secretary

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Director Secretary

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Director/Company Secretary

My/Our contact details in case of enquiries are:

[illegible]
$$(\quad \quad \quad)$$

1. NAME AND ADDRESS

This is the name and address on 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. 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

Email (Company Secretary): seppelt@bold.net.au

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.