



**UXA Resources
Limited**

ABN 65 112 714 397

Notice of Annual General Meeting

**Annual General Meeting to be held at BDO, Level 7, BDO
Centre, 420 King William Street, Adelaide SA 5000 on Friday
20 November 2015 at 11.00 am (ACDT)**

This is an important document.

This Notice of Annual General Meeting including the 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.

UXA RESOURCES LIMITED

(ACN 112 714 397)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of the members of UXA Resources Ltd (**the Company**) will be held as follows:

TIME: 11 am (ACDT)

DATE: Friday 20 November 2015

PLACE: 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 the Company for the year ended 30 June 2015.

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

2. Resolution 1 - 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 2015."

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

[see the accompanying Explanatory Statement]

Voting Prohibition Statement – Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- a member of Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 that vote will be disregarded by the Company (as indicated above).

Please read the information under the heading 'Undirected Proxies' which (among other things) deals with the Chairman's voting of proxies on the resolution to adopt the Remuneration Report.

3. Resolution 2 - Election of Directors

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

'That Dr. John Santich, a Director retiring in accordance with the Company's Constitution, being eligible and offering himself for re-election, is elected as a Director of the Company.'

[see the accompanying Explanatory Statement]

**By order of the Board
Graham Seppelt
Company Secretary**

Dated: 19 October 2015

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 (ACDT) on Wednesday 18 November 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 the Company 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 UX Resources Ltd as soon as possible and in any event by no later than 11 am on Wednesday 18 November 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.
- 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.

A proxy may be sent to the Company:

By Mail: Level 7, 420 King William Street
Adelaide SA 5000

Or by fax: (08) 7421 1499 (within Australia)
+61 8 7421 1499 (outside Australia)

Corporations Act

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and Shareholders and their Proxies should be aware of these provisions of 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 provisions 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.

Questions from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given by the chairman to Shareholders – as a whole - to ask questions about, or make comments on, the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to Shareholders – as a whole – to ask the Company's external auditor, Grant Thornton Audit Pty Ltd, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Justin Humphrey of Grant Thornton Audit Pty Ltd (or his representative) will attend the Meeting.

To assist the Directors and the auditor of the Company in responding to any questions you may have, please submit any questions headed '**Questions from shareholders**' to the address below to be received no later than 11.00am on Monday 16 November 2015.

In person or by mail: Registered Office, Level 7, 420 King William Street Adelaide SA 5000

As required by section 250PA of the Corporation Act, the Company will distribute a list of questions prior to the commencement of the Meeting, setting out the written questions received by the Company at least 5 Business Days prior to the Meeting and which the auditor considers relevant to the content of the audit report or the conduct of the audit of the financial report for the year ended 30 June 2015. The chairman of the Meeting will allow reasonable opportunity for the auditor to respond to the questions set out on this list.

Definitions

Words that are defined in the Glossary have the same meaning when used in this Notice of Annual General Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

Electronic Annual Report

In accordance with Australian corporations legislation, and in the interests of maximum efficiency and the lowest possible cost to Shareholders, the Company is providing printed copies of its 2015 Annual Report only to those Shareholders who have specifically made this request. For all other Shareholders, an electronic copy of the Company's 2015 Annual Report, together with the Company's ASX announcement, relevant to the financial performance of the Company for the year ended 30 June 2015, is available on the Company's website www.uxaresources.com.au.

Shareholders who currently receive their Annual Report in printed format are encouraged to contact the company to elect to receive electronic copy of the Annual Report:

In person or by mail: Registered Office, Level 7, 420 King William Street Adelaide SA 5000
By email: seppelt@bold.net.au

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 19 October 2015 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 to be held on 20 November 2015. Amongst other things, this Explanatory Statement provides Shareholders with the information required by the Corporations Act 2001 and the Official Listing Rules of ASX.

This Explanatory Statement has been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions the subject of the business of the Meeting.

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

ORDINARY BUSINESS

1. Annual Financial Statement and Reports

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the company (including the Directors' Report and Auditor's Report) for the previous financial year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2015 and have been notified that the UXA Resources Limited Full Year Report to 30 June 2015 can be found on the Company's website www.uxaresources.com.au. A copy of the financial statements, the Directors' Report and Auditor's Report will also be tabled at the Annual General Meeting.

During discussion of this Item, there will be an opportunity for Shareholders to ask questions about, or comment on, the Reports and the Company. The Company's auditor will also be available at the Annual General Meeting to receive questions and comments from Shareholders about the preparation and content of the Auditor's Report and the conduct of the audit. Members are also invited to submit written questions to the Company in advance of the Annual General Meeting. Where appropriate, and practical to do so, the Company will provide answers to any such written questions at the Annual General Meeting.

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

2. Resolution 1 - 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 Remuneration Report is made in accordance with a unanimous resolution of the directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, **the Board recommends that Shareholders vote in favour of this resolution.**

3. Resolution 2 - 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 2 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, Mt Peter Hunt retired as a Director and was re-elected at the Annual General Meeting of the Company held on 27 January 2015. Accordingly, the Director required to retire under the above framework is Dr John Santich.

In accordance with the Clause 20.2 of The Company's Constitution, Dr John Santich retires and being eligible, has offered himself for re-election. Dr Santich's details are included in the 2015 Annual Report accompanying this notice of meeting.

The Directors (other than Dr Santich, who makes no recommendation) recommend that Shareholders approve Resolution 2 for the re-election of Dr Santich as a Director of the Company.

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 Company Secretary, telephone 0419 035 297.

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.



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

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»

Code: UXA

Holder Number: «HOLDER_NAME»

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:

<input type="checkbox"/>	The meeting chairperson	OR	<input type="text"/>
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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 **Friday 20 November 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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Election of John Santich as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies must be received by UXA Resources Limited no later than 11.00am on 18 November 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

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, 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. 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.

All Correspondence should be addressed to UXA Resources Limited, Level 7, 420 King William Street, Adelaide SA 5000. For email enquires contact the Company Secretary at seppelt@bold.net.au.

For telephone enquires call the Company Secretary on +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.