

UXA

Supplementary Prospectus

UXA Resources Limited
ABN 65 112 714 397

10 February 2016

This is an important document that should be read in its entirety. If you do not understand any component of this Supplementary Prospectus you should consult your professional advisors.

This Supplementary Prospectus is intended to be read in conjunction with the Rights Issue Prospectus dated 24 December 2015 related to shares of UXA Resources Ltd ABN 65 112 714 397.

1. Important Information

This is a supplementary prospectus (Supplementary Prospectus) intended to be read in conjunction with the prospectus dated 24 December 2015 (the Rights Issue Prospectus) Issued by UXA Resources Ltd ABN 65 112 714 397 (the Company).

This Supplementary Prospectus dated 10 February 2016 was lodged with the Australian Securities and Investments Commission (ASIC) on that date. Neither ASIC nor the Australian Securities Exchange (ASX) take any responsibility for the content of this Supplementary Prospectus or the merits of the investment to which this Supplementary Prospectus relates.

Other than as set out below, all details in relation to the Rights Issue Prospectus remain unchanged. Terms and abbreviations defined in the Rights Issue Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Rights Issue Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Rights Issue Prospectus as an electronic prospectus and may be accessed on the Company's website at www.uxaresources.com.au.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

2. Reasons For Supplementary Prospectus

2.1 Purpose of this document

The purpose of this Supplementary Prospectus is to provide:

- (a) further information regarding recent announcements made by the Company to the ASX, including the announcement in respect of the interim order made by ASIC pursuant to Section 739(3) of the Corporations Act 2001 (Corporations Act);
- (b) an updated "use of funds" taking into account the minimum amount required to be raised to achieve ASX re-quotations, including an explanation of the impact on the Company in the event that the minimum amount is not raised;
- (c) an updated financial report showing the effect of the cancellation of share issued pursuant to the Company's prospectus dated and lodged with ASIC on 7 September 2015 and closed on 22 December 2015 (the SPP Prospectus);

2.2 Application For Shares

Parties who have made applications for Shares up to the date of this Supplementary Prospectus have been contacted and advised that they have one month from the date of this Supplementary Prospectus to either withdraw their applications or reaffirm the same. The Closing Date for applications by shareholders has therefore been extended; see timetable below.

Applications for Shares under the Offer can only be made using the updated Application Form attached to this Supplementary Prospectus as Annexure B. The Application Form and Entitlement and Acceptance Form of the Rights Issue Prospectus and that attached to this Supplementary Prospectus contain detailed instructions on how to complete the Application Form and return the same by the relevant closing date.

3. Amendment to the Prospectus

3.1 Requirement for Supplementary Prospectus

The Rights Issue Prospectus for a non-renounceable issue to shareholders of shares on a 1:3 basis was lodged with ASIC on 24 December 2015 and following an exposure period, opened on 5 January 2016. The announcement of the rights issue followed the closure on 22 December 2015 of the Company's SPP Prospectus lodged with ASIC on 7 September 2015. Documents lodged with ASX since the release of the Prospectus on 24 December 2015 are as follows:

<i>Date</i>	<i>Item</i>	<i>Pages</i>
10/02/2016	Rights Issue Extension to Closing Date	1
10/02/2016	Appendix 3B	12
22/01/2016	Interim Stop Order placed on Prospectus	1
22/01/2016	Rights Issue Timetable Amendment	1
21/01/2016	Rights Issue Extension to Closing Date	1
12/01/2016	Chairman's Letter re Rights Issue	1
30/12/2015	Rights Issue Timetable Amendment	1
30/12/2015	Appendix 3B	12
30/12/2015	SPP Shortfall Completed	1

This Supplementary Prospectus is intended to be read with the Rights Issue Prospectus dated 24 December 2015 relating to shares of UXA Resources Ltd ABN 65 112 714 397.

Lodgment of the Rights Issue Prospectus enabled the Company to remain admitted to the Official List of the ASX notwithstanding that the Company has been suspended from quotation for more than three years.

The document lodged with ASIC on 30 December 2015 followed the completion of the placement of the SPP Prospectus shortfall (following completion of issue of shares to applicant shareholders). The amount raised under the SPP Prospectus was insufficient to satisfy the minimum net cash requirement of the ASX for re-quotation of the Company's shares. There was no minimum amount to be raised under the SPP prospectus.

The Rights Issue Prospectus was issued under the operation of Section 723(3) of the Corporations Act, which requires applicant's funds to be refunded where a disclosure document states or implies that the securities are to be quoted on a financial market and the shares are not subsequently quoted within 3 months of the date of the document.

ASIC has notified the Company and the Company accepts, that Section 723(3) of the Corporations Act does apply to the Company in the present circumstances of the SPP Prospectus and therefore monies received from applicants under the SPP Prospectus need to be refunded as soon as practicable. The Company is therefore refunding those monies. Of those monies an amount from professional investors was reaccepted under a placement at 10 cents per share (see section 4.1 below) while the balance has been reapplied in acceptance of entitlements under the Rights Issue.

The refund of the monies under the SPP prospectus nonetheless impacts the financial statements set out in the Rights Issue Prospectus and the minimum amount required to be raised to satisfy the minimum net cash requirement of the ASX for re-quotation.

As a result of the operation of Section 723(3) of the Corporations Act above an interim order was made by ASIC on 22 January 2016, which will be lifted upon the lodgment of this Supplementary Prospectus.

4. Amendments to the Prospectus

4.1 Share Placement

On 10 February 2016 the Company placed 1,100,000 ordinary shares at \$0.10 per share to sophisticated investors under its 15% placement capacity. An Appendix 3B was lodged with ASX on 10 February 2016 in respect of this placement. These shares rank equally with all other shares in the Company, except that because the shares were issued after the Record Date for the Rights Issue, they do not participate in the Rights Issue.

4.2 Revised Use of Funds

A revised "use of funds" taking into account the amount required to be raised to satisfy the minimum net cash required by the ASX is set out below.

Use of funds - Amounts in A\$'000s	\$2.42 million raised	\$1.6 million raised
Cash/cash equivalent 22 December 2015	83	83
Cash from the Placement	110	110
Cash from the Offer	2,420	1,600
Cost of the Offer	(184)	(100)
Increase in Funds	2,346	1,610
Total Funds on close of Offer	2,429	1,693
Payments to creditors and related parties	(951)	(592)*
Funds after satisfying obligations	1,478	1,101
Exploration	(800)	(400)
New project evaluation	(40)	nil
Administration	(440)	(300)
Total Expenses	(1,280)	(700)
Balance of Funds	198	401

* After deducting related party loans of \$312,912 see Condensed Statement of Financial Position, Section 7

Key differences in the use of funds table are as follows:

- As a result of the refund of cash funds received from applicants under the SPP Prospectus, cash and cash equivalents as at 22 December 2015 has been reduced by \$204,810.

This Supplementary Prospectus is intended to be read with the Rights Issue Prospectus dated 24 December 2015 relating to shares of UXA Resources Ltd ABN 65 112 714 397.

- Under the full amount of \$2.42 million raised, Exploration has been reduced from \$1 million to \$800,000 and New Project Evaluation reduced from \$100,000 to \$40,000.
- If the shares issued under the Rights Issue Prospectus do not achieve re-quotation on ASX by 23 March 2016 all funds will have to be refunded, the company will be de-listed (ie removed from the official list of the ASX), and will need to raise private funds to pay creditors and related parties and carry on exploration.

4.3 Replacement of Sections 3.4, 3.5 and 3.6 of Rights Issue Prospectus

As a result of the changes to financials following the refund of monies to applicants under the SPP Prospectus, Sections 4.4, 4.5 and 4.6 of the Rights Issue Prospectus are modified and replaced by the following:

Section 4.4 Timetable and Important Dates

The dates set out in this table are indicative only. Subject to the ASX Listing Rules, the Company reserves the right to alter this timetable at any time.

<i>Event</i>	<i>Date</i>
Prospectus lodged at ASIC	24 December 2015
Offer Opening Date	5 January 2016
Record Date	6 January 2016
Send offer documents, and acceptance form to shareholders	11 January 2016
Offer Closing Date for Rights Issue ⁽¹⁾	19 February 2016
<i>Issue Date for New Shares</i>	<i>10 March 2016</i>

⁽¹⁾ The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date.

Section 4.5 Minimum Capital Requirements for ASX Re-quotation

There is no minimum raising under the Rights Issue Prospectus and the Offer. If less than the full amount sought under the Rights Issue is raised the Directors will review the proposed exploration expenditure so as to carry out the exploration program within the constraints imposed by the available funds. If the minimum capital required to achieve ASX re-quotation is not raised by 24 March 2016 from all sources including the Rights Issue then all funds received under the Rights Issue will be refunded to Applicants.

Under the Listing Rules the Company's Shares will remain suspended until such time as ASX lifts the suspension. The ASX has advised that, based on the information provided to the ASX by the Company and subject to compliance with certain conditions precedent, it can see no reason why the securities of the Company should not be reinstated to official quotation. The Company is a long term suspended entity. In accordance with Guidance Note 33 of the ASX Listing Rules the ASX has granted the Company an extension to the removal deadline to 24 March 2016. If the Company's securities are not reinstated to official quotation by 24 March 2016 the Company will be removed from the official list, subject to extension of the date by ASX.

ASX conditions for re-quotation of the Company's Shares relating to effectuation of the Deed of Company Arrangement, consolidation of capital and release of creditors have been satisfied. Requirements relating to the listing rules include the Company having at least \$1.0 million in cash, net of all liabilities, at the date of re-quotation of its Shares, for which the Company would need to raise a minimum of \$1.6 million from all sources including the Rights Issue Offer (see section 4.17 and 4.18). For re-quotation, the Company must also have at least 300 shareholders holding a marketable parcel, being 5,000 Shares at the Issue price of \$0.10.

Additional requirements for reinstatement of the Company's shares are set out in Section 5.5 of the Rights Issue Prospectus.

In the event that the Company does not have the minimum funds required to satisfy the ASX reinstatement criteria by 24 March 2016 the Company will likely be de-listed in which case all funds received under the Rights Issue will be refunded to Applicants. In this situation, Directors will seek to raise capital from other sources, including further equity issues, until the Company has sufficient funds to again apply for listing and enable quotation, and shareholders will not be able to trade their existing Shares or any new Shares issued and allotted under the Offer on ASX. (see Section 6 of the Rights Issue Prospectus).

4.3 Risk

The "going concern" risk contained in Section 6 of the Rights Issue Prospectus is updated as follows:

This Supplementary Prospectus is intended to be read with the Rights Issue Prospectus dated 24 December 2015 relating to shares of UXA Resources Ltd ABN 65 112 714 397.

Going Concern: The Company is seeking to raise up to \$2.42 million under this Offer to Shareholders including placement of any Shortfall Shares in order to undertake the proposed exploration program on the Company's tenements, to cover administrative costs and to facilitate re-quotation of the Company's shares on the ASX.

In the event that a smaller amount than the minimum amount is raised, there is a risk that the Company will not be able to achieve these outcomes.

If less than the minimum of \$1.6 million is raised from all sources including the Rights Issue Offer by 24 March 2016 then it is likely that the Company will not achieve re-quotation of its shares and will be de-listed (ie removed from the Official List of the ASX) and all application monies raised under the Rights Issue will be required to be refunded. In that event the Company will look to raise funds from other sources; the possible joint venturing of its exploration activities and, potentially, the sale of some exploration assets and the placement of shares to investors. Related party loans may be extended and administrative fees will be reduced to a minimum until such time as the Company has raised further capital.

4.4 Replacement of Financial Statements

As a result of the change to the financial position following refund of monies to applicants under the SPP Prospectus, the Financial Statements of the Company are varied. Accordingly, Section 7 of the Rights Issue Prospectus is amended by replacing the Financial Report with the updated Financial Report included as Annexure A to this Supplementary Prospectus.

5. Provision Of Supplementary Prospectus

A copy of this Supplementary Prospectus will be available on the Company's website www.uxaresources.com.au.

6. Directors' Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC.

Dated: 10 February 2016

Peter Hunt
Chairman
for and on behalf of UXA Resources Ltd

ANNEXURE A – AMMENDED FINANCIAL REPORT

7 Financial Report

7.1 General

This Section contains a summary of the historical and forecast financial information for the Company. The financial information in this Section should be read in conjunction with Section 6 – Risk Factors, the audited Financial Statements for 30 June 2013, 30 June 2014 and 30 June 2015 and other information contained in this Prospectus.

7.2 Historical financial performance

The following financial reports of the Company (“Incorporated Financial Reports”) are incorporated by reference into this Prospectus in accordance with section 712 of the Corporations Act:

- (a) audited financial report for the 12 months ended 30 June 2013;
- (b) audited financial report for the 12 months ended 30 June 2014; and
- (d) audited financial report for the 12 months ended 30 June 2015.

Applicants are directed to section 7.6, notes 3 and 10, relating to the preparation of the full year 2013, 2014 and 2015 audited accounts, which note the basis of preparation as a planned orderly realisation of assets and settlement of liabilities rather than a going concern.

Recipients of this Prospectus have a right to obtain copies of these financial reports by requesting them from the Company free of charge before the Closing Date.

7.3 Forecast financial information

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the performance of the Company is inherently uncertain in the restructure phase. Accordingly, any forecast or projection information would contain such a range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

7.4 Financial performance

The Directors have considered the matters set out in ASIC Regulatory Guide 228 and believe that the Company does not have sufficient information to disclose the full effect of its restructure on its financial performance as the restructure process is not yet complete.

7.5 Statements of financial position

The Offer will have an effect on the Company’s financial position. Set out below are summaries of the:

- (a) audited financial accounts for the 12 months ended 30 June 2013, 2014 and 2015; and

- (b) pro-forma statement of financial position of the Company incorporating the effects of the Offer.

The pro-forma financials are prepared on the assumption that the Offer is fully subscribed and that the Company will not make any payments or incur any liabilities aside from those mentioned in this Prospectus.

7.6 Notes to the financial tables

1) Reporting Entity

UXA Resources Limited (UXA) is a company domiciled in Australia. The statement of current position is based on the audited financial accounts of the Company for the 12 months 30 June 2015.

The audited annual financial report as at and for the 12 months ended 30 June 2013, 30 June 2014 and 30 June 2015 are available on the ASX website.

2) Statement Of Compliance

The audited financial reports as at 30 June 2013, 30 June 2014 and 30 June 2015 were approved by the Board on 4 August 2014, 19 December 2014 and 7 October 2015 respectively.

3) Significant Accounting Policies

The accounting policies applied in the audited financial report as at 30 June 2015 are the same as those applied in its audited financial report as at and for the 12 months ended 30 June 2013 and 30 June 2014.

Alternate basis of preparation

The audited financial statements for the 12 months ended 30 June 2013, 30 June 2014 and 30 June 2015 have been prepared on the basis of accounting representing a planned orderly realisation of assets and settlement of liabilities in accordance with requirements of the Corporations Act 2001 and Australian Accounting Standards including AASB 136: Impairment of Assets. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

The Audited 30 June 2015 financial accounts are the latest annual financial statements of UXA Resources Limited. As such they do not contain information that represents relatively insignificant changes occurring since that time. It is therefore recommended that these Audited financial accounts be read in conjunction with the pro-forma accounts and any public announcements made since that date.

The same accounting policies and methods of computation followed in the audited 30 June 2013, 30 June 2014 and 30 June 2015 accounts have been applied to the pro-forma financial accounts.

This section is based on audited financial accounts for 30 June 2013, 30 June 2014 and 30 June 2015, all of which have been lodged with ASIC and are taken to be included in this Prospectus. In addition to the Condensed statement of financial position and other information included in this Section, the full accounts include the Condensed statement of profit and loss and comprehensive income, Condensed statement of financial position, Condensed statement of cash flows, and Condensed statement of changes in equity. Any Eligible Shareholder may request a copy of these accounts from the Company before the Closing Date.

Condensed statement of financial position as at 30 June 2013, 2014, 2015, and Proforma Accounts

	Audited Accounts as at 30 June 13 \$'000	Audited Accounts as at 30 June 14 \$	Audited Accounts as at 30 June 15 \$	Proforma \$
In thousands of AUD				
Assets				
Cash and cash equivalents (note 5(a))	101	166,493	174,853	1,478,173
Exploration and evaluation assets	1,208	1,131,536	1,125,660	1,125,660
Assets held for sale	855	-	-	-
Total Assets	2,164	<u>1,298,029</u>	<u>1,300,513</u>	<u>2,603,833</u>
Liabilities				
Employee entitlements	366	42,665	-	-
Trade and other payables	1,436	1,470,939	491,256	-
Loans and borrowings- secured	852	-	-	-
Loans - Convertible (Note 4 (b))	1,302	1,152,241	-	-
Related party loans	-	453,346	412,912	-
Total Liabilities	3,956	3,119,191	904,168	-
NET ASSETS	<u>(1,792)</u>	<u>(1,821,162)</u>	<u>396,345</u>	2,603,833
Equity				
Share capital (note 5(b))	<u>30,855</u>	<u>30,855,713</u>	<u>2,094,224</u>	<u>4,545,827</u>
Reserves	1,268	1,268,361	-	-
Accumulated losses	<u>(33,395)</u>	<u>(33,945,236)</u>	<u>(1,697,879)</u>	<u>(1,941,994)</u>
TOTAL EQUITY	<u>(1,792)</u>	<u>(1,821,161)</u>	<u>396,345</u>	2,603,833

The condensed notes set out in Section 7.6 are an integral part of the financial statements.

4) Effect on Audited Financial Accounts to 30 June 2015

(a) The final payment of \$200,000 to the Administrator pursuant to the Deed of Company Arrangement (DOCA) was made on 28 April 2015 and the balance of Creditors liability was foregone and the effect on the audited 30 June 2015 financial accounts is as follows:

	\$
Administrator's Creditors	1,253,323
Payment - Creditors Trust	200,000
Balance foregone	1,053,323

(b) The Deed of Company Arrangement was fully satisfied and the effect on the management accounts in respect to the Convertible Noteholders is as follows:

	\$
Loans, Convertible note holders	1,302,000
Payment made year ended 30 June 2014	150,000
Loan Balance satisfied by the issue of shares and options	1,152,000
Balance owed 30 June 2015	nil

5) Basis of preparation of proforma accounts

The basis of preparation of the proforma accounts commenced with the audited financial accounts as at 30 June 2015 and includes the effects of the last 7 months of trading as well assuming the maximum will be raised under the Prospectus of \$2.42 million (being the issue of 24,194,120 shares at \$0.10 each).

(a) Cash Equivalent

Balance 22 December 2015	83,466
Funds raised by Placement	110,000
Funds raised by Prospectus (maximum)	2,419,412
Cost of offer	<u>184,125</u>
	<u>2,235,287</u>
	2,428,753
Application of Funds	
Trade and other payables	637,668
Related Party loans	<u>312,912</u>
	<u>950,580</u>
Cash and cash equivalents pro-forma	1,478,173

(b) Share Capital

	Number	\$
Balance 1 July 2015	68,084,255	2,100,540
Share placement period to 22 December 2015	2,000,000	100,000
Share placement period to 10 February 2016	<u>1,100,000</u>	<u>110,000</u>
	71,184,255	2,310,540
Maximum Issue pursuant to Rights Issue	<u>24,194,120</u>	<u>2,419,412</u>
	95,378,375	4,729,952
Deduct Share issue expense		<u>184,125</u>
Share Capital pro-forma	95,378,375	4,545,827

6) Limitation of Scope as a Result of Loss of Control of Subsidiaries

On 8 July 2013, Geoscience Associates Australia Pty Ltd was placed into liquidation and the company lost control of that subsidiary. On 26 July 2013 the directors of UXA Resources Limited appointed Administrators to the parent company, UXA Resources Limited. From that date, directors lost control of the parent company. As a result of this, the Company has lost access to the financial information of these subsidiary companies and consequently, the Company has not consolidated the statement of profit and loss or other comprehensive income of the subsidiaries up to the date of the loss of control.

7) Operating Segments

Management has determined that there are no operating segments for the year ended 30 June 2015 as the Company was previously in Administration and no components were available for strategic review by the Chief Operating Decision Maker.

8) Contingent Liabilities and Assets

The Company has no contingent assets or liabilities.

9) Events Subsequent to Balance Date

A General Meeting of Shareholders held on 7 September 2015 approved all resolutions 1 to 8 set out in a Notice of Meeting dated 3 August 2015. The following resolutions will have an affect of the financial accounts of the Company for the year ended 30 June 2016:

- Resolution 2, issue of shares under a Prospectus Approval was given for the Company to raise up to \$3.2 million under a Prospectus through the issue of shares at an issue price of 10 cents per share which if the maximum is raised would result in an additional 32 million shares on issue; this resulted in the issue of 2,498,105 shares in the Company and that SPP Prospectus has been brought to a close by the issue of this Rights Issue Prospectus.
- Resolution 6, issue of options in payment of loan establishment fees
Approval was given for the issue of 10 million options to Dalkeith Resources Pty Ltd in payment of loan establishment fees being (i) 5 million options over ordinary shares in the Company exercisable at \$0.10 per share at any time up to 27 October 2017 and (ii) 5 million options over ordinary shares in the Company exercisable at

\$0.15 per share at any time up to 27 October 2019; these options have been issued.

- Resolution 7, conversion of loan to shares
Approval was given for the issue of 5 million shares within one month of approval to Dalkeith Resources Pty Ltd in lieu of loan repayment.
Dalkeith has the right to convert up to \$250,000 at a price of \$0.05 per share; Dalkeith exercised its right and converted \$100,000 which resulted in the issue of 2 million shares in the Company.

On 10 February 2016 the Company placed 1,100,000 shares at \$0.10 per share to sophisticated investors under its 15% placement capacity. These shares were issued after the Record Date for the Rights Issue and therefore will not participate in the Rights Issue.

10) Going Concern

The KPMG audit report for the financial year ended 30 June 2013 contained an Emphasis of Matter noting that the financial statements had not been prepared on a going concern basis as the ability to resume operations as a going concern was contingent on a successful capital raising and completion of the conditions of the Deed of Company Arrangement (DOCA). In respect to the audit report by Grant Thornton Audit Pty Ltd for the financial years ended 30 June 2014 and 30 June 2015 the Emphasis of Matter was raised because (a) the DOCA conditions had not been completed as of 30 June 2014, and (b) the ongoing requirement for raising additional capital as at 30 June 2015.

The audited financial accounts prepared on the basis of the alternate basis of accounting representing a planned orderly realisation of assets and settlement of liabilities has resulted in the recoverable value of certain intangible and non-monetary assets being determined based on the Directors' assessment of fair value less cost to sell required impairments in accordance with AASB 136 Impairment of Assets.

The alternative basis of accounting has continued as at 30 June 2015 with the audited financial accounts because the Company did not discharge the Administrator until 5 May 2015. With completion of the DOCA on 5 May 2015, the continuation of the funding agreement with Dalkeith Resources Pty Ltd (see section 10.1), and pending completion of the capital raising pursuant to the Prospectus, the directors will present the 30 June 2016 accounts for audit on a going concern basis.

If additional funds are not raised, the going concern basis may not be appropriate, with the result that the Company may have to realise its assets and extinguish its liabilities other than in the ordinary course of business at amounts different from those stated in the financial report. No allowance for such circumstances has been made in the financial report.

This Supplementary Prospectus is intended to be read with the Rights Issue Prospectus dated 24 December 2015 relating to shares of UXA Resources Ltd ABN 65 112 714 397.

ANNEXURE B – UPDATED APPLICATION FORM

Entitlement and Acceptance Form



**UXA Resources
Limited**

ABN 65 112 714 397

To: name.....

Address.....

.....

*For all enquiries:
If you have any enquiries concerning
your application, please contact the
Company Secretary on 0419 035 297*

Payment must be received by 5:00pm ACDT 19 February 2016

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

A: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

B: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for additional New Shares. Enter on the payment slip on the reverse side of this form the number of New Shares you wish to apply for and the amount of payment for those New Shares. Allocation of the additional Shares will depend on the amount of Shortfall available and will be at the Directors' discretion.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Prospectus dated 24 December 2015 and the Supplementary Prospectus dated 10 February 2016..

Choose one of the following payment methods:

EFT: Do not return the payment slip with EFT payment.

Mail: Complete the reverse side of the payment slip on the reverse side of this form and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to **UXA Resources Ltd** and cross "**Not Negotiable**". Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Attach your payment to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Privacy Notice

The personal information you provide on this form may be collected by Computershare Investor Services Pty Limited (CIS), as registrar for UXA Resources Ltd (the issuer), for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise CIS to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. The Company may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. The Company or CIS may disclose personal information to related bodies corporate and to other individuals or companies who assist in supplying services or who perform functions for the Company or CIS, or to third parties upon direction by the issuer where related to the issuer's administration of your security holding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see the CIS Privacy Policy at <http://www.computershare.com/au>.

This Supplementary Prospectus is intended to be read with the Rights Issue Prospectus dated 24 December 2015 relating to shares of UXA Resources Ltd ABN 65 112 714 397.

Entitlement and Acceptance Form



A. Registered Name and Offer Details

Registered Name:

Address:

Offer details: Existing shares attracting entitlement
Entitlement to new Shares on 1:3 basis
Amount payable on acceptance at \$.10 per Share

B. Payment

Pay by Electronic Funds Transfer

Payment will be accepted by electronic funds transfer to the Company bank account at the Commonwealth Bank of Australia BSB 065-144 Account Number 1022 7476; please ensure that the Entitlement Number above appears in the reference field.

Payment by Mail

Payment will be accepted by cheque, bank draft or money order payable to UXA Resources Ltd and crossed "not negotiable"; return your payment with the payment slip below to UXA Resources Ltd, Level 7, 420 King William Street, Adelaide SA 5000.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by EFT, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (ACDT) 19 February 2016. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. UXA Resources Ltd accepts no responsibility for loss incurred through incorrectly processed EFT payments and it is the responsibility of the Applicant to ensure that funds submitted by EFT are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by the Company no later than 5:00pm (ACDT) 19 February 2016. You should allow sufficient time for this to occur. Return the payment slip below with payment attached. UXA Resources Ltd accepts no responsibility if you lodge the payment slip below at any other address or by any other means.

Payment Slip - UXA Resources Ltd Acceptance and Payment Details

Name.....
address.....
.....

Entitlement to new Shares taken up

Number of additional new Shares applied for

Amount enclosed at \$.10 per new Share

A\$

Payment must be received by 5.00pm (ACDT) on 19 February 2016

Contact details:

Name	Telephone or email
------	--------------------

Cheque details:

Drawer	Cheque number	BSB	Account number	Amount
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