

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

FOX RESOURCES LIMITED

ABN

44 079 902 499

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | a) Ordinary Fully Paid Shares (Shares)
b) Options to acquire fully paid ordinary shares exercisable at 30 cents on or before 31 March 2011 (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 13,605,485 Shares; and
b) 13,605,485 Options |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | a) Ordinary fully paid shares ranking equally with existing shares.
b) Options exercisable at 30 cents on or before 31 March 2011. |

4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

a) Yes, Shares will rank equally in all respects with existing Shares from the date of issue.

b) No. The Options do not carry entitlements to dividends or voting rights. Shares issued upon exercise of the Options will rank equally in all respects with existing Shares from the date of issue.

5 Issue price or consideration

a) 15 cents per Share; and
b) Nil per Option

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

The purpose of the Entitlement Offer is to raise funds that are intended to be used to further advance Fox Resources' heap leaching operation, continue exploration to define further base metal resources and mine life for the heap leaching operation, to provide working capital and pay the costs of the Entitlement Offer.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

2 June 2010

Number	+Class
297,935,470	Shares (FXR).
48,050,886	Listed Options exercisable at 30 cents on or before 30 November 2010 (FXRO).
13,605,485	Listed Options exercisable at 30 cents on or before 31 March 2011.

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	6,336,000	Unlisted employee options exercisable at \$1.00 expiring 30 June 2011 (FXRA1).
	4,600,000	Unlisted employee options exercisable at \$0.15 expiring 28 May 2012.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker	N/A
31	How do +security holders sell <i>part</i>	N/A

+ See chapter 19 for defined terms.

	of their entitlements through a broker and accept for the balance?	
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1.

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	N/A	N/A

	Number	+Class
43 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX:
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company Secretary)

Date: 2 June 2010

Print name:

Tim Lee

+ See chapter 19 for defined terms.

CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
FOX RESOURCES LIMITED/FXR

T O P 2 0 H O L D E R S
RUN NUMBER 1311 02/06/10

*** (RSP520:13.44:020610)
A.C.N. 079 902 499 PAGE : 1

CLASS: ORD/ORDINARY FULLY PAID SHARES
HOLDER NO NAME AND ADDRESS

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	JUNGLE CREEK GOLD MINES PTY LTD	55,233,587	18.54	1
	JINCHUAN GROUP LTD	32,900,000	11.04	2
	NORTHMEAD HOLDINGS PTY LTD	9,807,355	3.29	3
	UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD	6,939,209	2.33	4
	ANZ NOMINEES LIMITED <CASH INCOME A/C>	3,151,468	1.06	5
	GPV INVESTMENTS PTY LTD <GPV INV PL SUPER FUND A/C>	2,875,000	0.96	6
	MR ANTHONY CANNAVO & MR FRANK CANNAVO	2,788,231	0.94	7
	CITICORP NOMINEES PTY LIMITED	2,535,476	0.85	8
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,338,530	0.78	9
	THERESA INCORONATA PTY LTD <M & I MARCHESANI FAMILY A/C>	2,265,750	0.76	10
	MR GAETANO MARCHESANI & MRS ROSANNA MARCHESANI	1,988,713	0.67	11
	ROCKDRINK PTY LTD <THE R&T POLI S/F A/C>	1,694,670	0.57	12
	MR LIN HU <GHONDA SUPER FUND A/C>	1,691,024	0.57	13
	CUSTODIAL SERVICES LIMITED <BENEFICIARIES HOLDING A/C>	1,685,650	0.57	14
	FORTY TRADERS LIMITED	1,594,943	0.54	15
	HELEN MA PTY LTD <STEVEMA SUPER FUND A/C>	1,494,000	0.50	16

VELGO INVESTMENTS PTY LTD <GODFREY VELLA FAMILY A/C>	1,437,500	0.48	17
VELINGER HOLDINGS PTY LTD	1,375,280	0.46	18
CRISHANE PTY LTD <ROBINSON SUPER FUND A/C>	1,292,430	0.43	19
G SANTALUCIA INVESTMENT PTY LTD <SANTALUCIA INVESTMENT A/C>	1,250,000	0.42	20
*** REPORT TOTAL ***	136,338,816	45.76	
*** REMAINDER ***	161,596,654	54.24	
*** GRAND TOTAL ***	297,935,470	100.00	

CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
FOX RESOURCES LIMITED/FXR

T O P 2 0 H O L D E R S ***
RUN NUMBER 1311 02/06/10

(RSP520:13.45:020610)
A.C.N. 079 902 499 PAGE : 1

CLASS: OPL/LST OPTS EXP 31/03/11 @\$0.30
HOLDER NO NAME AND ADDRESS

	UNITS	% I/C	RANK
JUNGLE CREEK GOLD MINES PTY LTD	7,286,422	53.56	1
JINCHUAN GROUP LTD	4,700,000	34.54	2
FOX RESOURCES LIMITED <INELIGIBLE SHAREHOLDER A/C>	307,579	2.26	3
MR GAETANO MARCHESANI & MRS ROSANNA MARCHESANI	284,102	2.09	4
MR PETER JOHN GARROD	116,667	0.86	5
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	106,146	0.78	6
MR KEE LIN KUAH 6 SIR THOMAS MITCHELL DRIVE DAVIDSON NSW 2085	90,000	0.66	7
MR MARK ZOCCOLI <ZOCCOLI FAMILY FUND A/C>	49,834	0.37	8
METIR PTY LTD	33,334	0.25	9
MR JAMES STREETER	33,334	0.25	10
SUPERHOLD 10 PTY LTD <JAS POLLIFRONE S/FUND A/C>	33,000	0.24	11
MR CRAIG DAVID YOUL	32,333	0.24	12
CHOKMAH PTY LTD <R & D WHITE SUPER A/C>	20,417	0.15	13
DAM NOMINEES PTY LTD <ROLLEM SUPER FUND A/C>	20,000	0.15	14
MR JAMES POLLIFRONE	20,000	0.15	15
MR NORMAN JAMES UNDERWOOD	16,750	0.12	16
PENWERRIS PTY LTD <JWM SUPER FUND A/C>	16,667	0.12	17

NATIONAL NOMINEES LIMITED	16,249	0.12	18
HARMONY HEIGHTS PTY LTD <HARMONY SUPER FUND A/C>	14,435	0.11	19
MR LEWIS WAYNE GREENFIELD	13,708	0.10	20
*** REPORT TOTAL ***	13,210,977	97.10	
*** REMAINDER ***	394,508	2.90	
*** GRAND TOTAL ***	13,605,485	100.00	

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CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
 FOX RESOURCES LIMITED/FXR

Range Of Units Summary
 RUN NUMBER 1311 No date

*** (RSP510:13.47:020610)
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	1	1001	5001	10001	100001	1000001	10000001	* TOTAL *
	to	to	to	to	to	to	to	
OPL	1000	5000	10000	100000	1000000	10000000	(MAX)	
	/LST OPTS EXP 31/03/11 @\$0.30							

Holdings

Issuer	12	11		3	1	1		28
Chess	87	66	13	17	3	1		187
Total	99	77	13	20	4	2		215

Units

Issuer	5442	30317		65500	307579	4700000		5108838
Chess	45819	142907	97031	417553	506915	7286422		8496647
Total	51261	173224	97031	483053	814494	11986422		13605485

TOTAL HOLDERS FOR CLASSES SELECTED

215

TOTAL UNITS " " "

13605485