



UXA Resources Limited

ABN 65 112 714 397

The Manager
Companies Announcements Office
Australian Securities Exchange

NOTICE UNDER SECTION 708A(5) OF THE CORPORATIONS ACT 2001

This notice is given by UXA Resources Limited (ACN 112 714 397) (UXA) pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (the Act) in relation to an issue of ordinary fully paid shares by the Company without disclosure to investors under Part 6D.2 of the Act.

UXA has received a notice for the part conversion of a convertible note with a face value of \$20,000 from La Jolla Cove Investors Inc. In accordance with the terms of the convertible note, 2,597,403 ordinary fully paid shares have been issued to La Jolla Cove Investors Inc.

UXA has also elected to convert the quarterly interest payable on the balance of outstanding monies drawn down pursuant to the funding agreement with La Jolla Cove Investors Inc, as announced on 30 September 2011. The interest component equates to \$5,676.85 and accordingly, 737,255 ordinary fully paid shares have been issued to La Jolla Cove Investors Inc.

In accordance with section 708A(5)(e) of the Act, UXA gives notice that:

1. The securities being offered under the Agreement were offered by UXA for issue without disclosure to investors under Part 6D.2 of the Act.
2. As at the date of this notice, UXA has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to UXA; and
 - (b) section 674 of the Act.
3. As at the date of this notice, there is no information that:
 - (a) is excluded information under section 708A(5)(e) of the Act that has not already been disclosed to investors generally or in announcements to the market in accordance with the ASX Listing Rules; and
 - (b) Investors and their advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) The assets and liabilities, financial position and performance, profits and losses and prospects of the company; and
 - (ii) The rights and liabilities attaching to ordinary fully paid shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

20 January 2012

Graham Seppelt
Company Secretary