



UXA Resources Limited

ABN 65 112 714 397

The Manager
Companies Announcements Office
Australian Securities Exchange

NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001

This notice is given by UXA Resources Limited (ACN 112 714 397) (UXA) pursuant to section 708AA(2)(f) of the Corporations Act 2001 (Cth) (the Act).

On 17 August 2011 UXA announced a 10 for 25 pro-rata non-renounceable rights offer for eligible shareholders to subscribe for up to 139,462,385 fully paid ordinary shares at an issue price of \$0.015 to raise a total of up to \$2,091,036 (before expenses) (the **Offer**).

Details of the Offer can be found in the Offer Document released to the ASX dated 17 August 2011 and on the UXA website.

In accordance with section 708AA(2)(f) of the Act, UXA gives notice that:

1. The securities being offered under the Offer will be 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 is excluded information under section 708AA(8) and (9) of the Act that has not already been disclosed to investors generally or in the Offer Memorandum and Appendix 3B lodged on 17 August 2011 except:

UXA intends to announce an extraordinary general meeting in the coming days with the purpose of ratifying issues of securities from the previous 12 months in order to refresh the company's discretion pursuant to ASX Listing Rule 7.1 to issue further shares up to 15% of the Company's issued shares at the beginning of the relevant 12 month period without obtaining shareholder approval.

4. As the Offer is a pro rata non-renounceable rights offer to all UXA shareholders with a registered address in Australia and New Zealand, UXA does not expect the Offer to have any material effect on the control of UXA; and
5. As the Offer will not result in any material effect on the control of UXA, the consequences of that effect will be minimal.

17 August 2011

Graham Seppelt
Company Secretary