

Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at
the Offices of Martin Place Securities Pty Ltd, Level 3, 14 Martin Place, Sydney, NSW
on Wednesday, 30 November 2011 at 11.30 am (AEDT)**

UXA RESOURCES LIMITED

ABN 65 112 714 397

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

UXA RESOURCES LIMITED

ABN 65 112 714 397

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of UXA Resources Limited (**The Company**) will be convened at 11.30 am on Wednesday, 30 November 2011, at the Offices of Martin Place Securities Pty Ltd, Level 3, 14 Martin Place, Sydney, NSW, 2000, to consider, and if thought fit, to pass the following resolutions.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement is attached. Shareholders should read this in full.

ORDINARY BUSINESS

Annual Accounts

"To receive and consider the Annual Company Financial Statements and reports of the Directors and the Auditor for the period ended 30 June 2011."

No resolution is required in respect of these agenda items. However they provide Shareholders with the opportunity to ask questions of the Company's Directors and Auditors in relation to the Company's results.

RESOLUTION 1 – Remuneration Report.

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

"To adopt the remuneration report for the year ended 30 June 2011"

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

[see the accompanying Explanatory Notes]

RESOLUTION 2 – Re-election of Mr. Neill Arthur as a Director.

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

"That Mr Neill Arthur, a Director of the Company retiring in accordance with the Company's Constitution, be re-elected as a Director."

[see the accompanying Explanatory Notes]

RESOLUTION 3 – Approval and ratification of initial \$250,000 partial payment from convertible note issue to La Jolla

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

"That for the purposes of ASX Listing Rules 7.4 and 7.2 Exception 4, and for all other purposes, shareholders approve and ratify the partial payment of \$250,000 of funds paid on 7 October 2011 and any conversion of those funds under a convertible Note issued on or about 07 October 2011 under the Funding Agreement dated 30 September 2011 between UXA Resources Limited and La Jolla Cove Investors Inc. as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting"

[see the accompanying Explanatory Notes]

RESOLUTION 4 – Approval and ratification of additional partial payment under the convertible note issue to La Jolla

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

"That for the purposes of ASX Listing Rules 7.4 and 7.2 Exception 4, and for all other purposes, shareholders approve and ratify the partial payment of funds after the date of this Notice of Meeting but prior to the Annual General Meeting and any conversion of those funds under a convertible Note issued on or about 07 October 2011 under the Funding Agreement dated 30 September 2011 between UXA Resources Limited and La Jolla Cove Investors Inc. as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting"

[see the accompanying Explanatory Notes]

RESOLUTION 5 – Authorisation of rights of conversion in respect of \$1,500,000 Convertible Note
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To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for all purposes, the Company be authorised to issue the \$1,500,000 Convertible Note contemplated by the Funding Agreement between the Company and La Jolla Cove, on the basis that the Note carries the right to convert into Shares, as described in the Explanatory Statement accompanying this Notice."

[see the accompanying Explanatory Notes]

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 Note forming part of this Notice of Meeting.

Voting Entitlement

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the Shareholders eligible to attend and vote at the Annual General Meeting are those persons registered as Shareholders at 7.00 pm (AEDT) on 28 November 2011.

Proxy Instructions

- A 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 two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- 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 authorised 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 (using the reply paid envelope supplied) with the Share Registry – Computershare Investor Services Pty Ltd as soon as possible and in any event by no later than 11.30 am (AEDT) on 28 November 2011, 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.

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only

(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- 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 directed 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.

Undirected proxies – Resolutions 2, 3, 4 and 5

If a member appoints the chairperson of the meeting as the member's proxy in respect of Resolutions 2, 3, 4 and 5 and does not specify how the chairperson is to vote on a resolution, except as expressly stated, the chairperson advises that he intends to vote each such proxy, as proxy for that member, in favour of the resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxy holder (including the chairperson) on each of Resolution 2, 3, 4 and 5.

Undirected proxies – Resolution 1

If you complete a proxy form that authorizes the Chairman to vote on your behalf as proxy holder in respect of Resolution 1, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of the resolution to adopt the Remuneration Report, and the Chairman will vote accordingly.

If you wish to appoint the Chairman as your proxy holder but you do not want to put him in the position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on Resolution 1.

Questions from shareholders

The chairman of the meeting will allow a reasonable opportunity for stakeholders to ask questions or make comments on the management of the Company at the meeting.

Mr Derek Meates, representing the company's auditors, KPMG, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2011 (or his representative) will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- 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 the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

To assist the board of directors and the auditor of the Company in responding to any questions you may have, please submit any questions you may have headed '**Questions from shareholders**' to the address below to be received no later than 5.00 pm (AEDT) on 23 November 2011.

In person or by mail: Registered Office – 43A, Fullarton Road, Kent Town, SA 5067
By Facsimile: +61 8 8363 7970

As required by section 250PA of the *Corporation Act 2001*, the Company will distribute a list of questions prior to the commencement of the annual general meeting, setting out the questions received and directed to the auditor in writing at least 5 business days prior to the meeting that 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 2011. 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.

Recent Amendments to the Corporations Act

Amendments to the Corporations Act have been made recently and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to 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 (this requirement has been strengthened); and
- any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More detail on these changes is provided below.

Proxy vote if appointment specifies way to vote

The new section 250BB 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;
- if the proxy has two 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 chairperson 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 chairperson 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

The new section 250BC 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 chairperson 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 chairperson 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 that meeting.

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 2011 Annual Report only to those Shareholders who have specifically made this request. For all other Shareholders, an electronic copy of the Company's 2011 Annual Report, together with the Company's ASX announcement, media release and investor pack relevant to the financial performance of the Company for the year ended 30 June 2011, is available on the Company's website www.uxa.com.au.

Dated this 28th day of October 2011.

BY ORDER OF THE BOARD

Graham Seppelt
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 28th October 2011 (**Notice**) and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001 and the Official Listing Rules of ASX Limited (**ASX Listing Rules**).

The Explanatory Statement sets out an explanation of each of the resolutions to be put to Shareholders. Shareholders should read this Explanatory Statement carefully before determining how to vote in respect of the resolutions.

ANNUAL FINANCIAL REPORTS AND ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2011

The first item of the Notice is to receive and consider the annual financial reports and accounts of the Company for the year ended 30 June 2011, comprising the Financial Statements together with the Statement of the Directors, the Directors' Report and the Auditor's Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year.

RESOLUTION 1 – REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2011 contains a Remuneration Report (pages 21 to 23) which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees and details the remuneration paid of its officers and senior employees in the financial year ended 30 June 2011.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the directors or the Company. However, under recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution at the 2011 Annual General Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the 2011 Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2012 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if subsequently, at the Company's 2012 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2012 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2011 and 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 unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

Resolution 1 is put to the Shareholders at the Annual General Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

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 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 – Resolution 1' which (among other things) deals with the Chairman's voting of proxies on the resolution to adopt the Remuneration Report.

RESOLUTION 2 - ELECTION OF DIRECTOR

Resolution 2 of the Notice of Meeting deals with the election of Directors. Under The Company's constitution and the listing rules, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. The Director will be eligible for re-election. The Director required to retire under the above framework is Mr Neill Arthur. Mr Arthur has indicated that he will offer himself for re-election. The Company selects Board members for their knowledge of and familiarity with financial markets, their experience with relevant stakeholder groups and their individual contribution to the Board's ability to function efficiently and with integrity.

The Board's focus is achieving progressive renewal whilst maintaining stability and retaining experience and guidance which has been invaluable throughout the early stages of The Company's development. In the next years the Board will focus further upon renewal of its membership and ensuring that The Company's Board possesses the appropriate pool of skills and experience to take the Company into its next phase of growth as a listed company.

In accordance with the Clause 20.2 of The Company's Constitution, Mr Neill Arthur retires and being eligible, has offered himself for re-election. The remaining Directors recommend to Shareholders that Mr Arthur be re-elected as Director.

RESOLUTION 3 - APPROVAL AND RATIFICATION OF INITIAL \$250,000 PARTIAL PAYMENT OF FUNDS UNDER CONVERTIBLE NOTE ISSUE TO LA JOLLA

Background

On 30 September, the Company and La Jolla Cove Investors Inc. (**La Jolla**) entered into an unsecured funding agreement (the **Funding Agreement**) pursuant to which the Company agreed to issue, and La Jolla agreed to acquire, up to two convertible notes ("**Notes**"). The first Note has a purchase price (or face value) of \$1,000,000 (**Initial Note**) and the second Note has a purchase price (or face value) of \$1,500,000 (**Subsequent Note**). The funds from the Initial Note must be fully drawn down before the Company can issue the Subsequent Note.

La Jolla is not a related party of the Company.

In putting forward Resolution 3, Directors are asking shareholders to ratify payment to the Company of the first \$250,000 payment under the Initial Note (**First Drawdown**) by La Jolla in accordance with Listing Rule 7.4.

Partial drawdown and prior conversion to La Jolla Cove under the Initial Note

La Jolla has prior to the date of this Notice made a payment of \$250,000 to the Company under the Initial Note. This payment was made on or about 7 October 2011.

On 14 October 2011 La Jolla elected to convert \$50,000 of the First Drawdown amount in accordance with the terms of the Funding Agreement. The applicable conversion price calculated in accordance with the terms of the Funding Agreement was \$0.0103 being 80% of the 3 lowest volume weighted average prices during the 21 trading days prior to the La Jolla's election to convert. Therefore 4,854,369 new fully paid ordinary shares were issued to La Jolla to satisfy the conversion of the initial \$50,000.

Following the partial conversion, the current balance outstanding under the First Drawdown is \$200,000 with a second payment of \$250,000 due in early November 2011 (refer to Resolution 4 below for details about this second drawdown).

The Company may be required to issue further Shares to La Jolla before the date of the Annual General Meeting in the event that La Jolla elects to issue a further conversion notice in respect of the outstanding balance of the First Drawdown amount, provided that it complies with the Listing Rules in so doing.

At the date of this Notice of Meeting it is not possible to accurately determine the number of Shares that the Company may be required to issue to La Jolla between the date of this Notice of Meeting and the date of the Annual General Meeting.

Summary of the Terms of the Notes

The key terms of the Initial Note and Subsequent Note are set out in the Company's ASX announcement of 30 September 2011. For the purposes of this Explanatory Statement, Schedule 1 sets out additional terms relevant to the issue of Shares upon the exercise of a conversion right by a holder of the Initial Note or Subsequent Note.

Effect of the issue of the Initial Note on the Company

The Initial Note issued by the Company will raise up to \$1,000,000 (less the expenses associated with the issue of the Initial Note). The principal effects of the issue of Initial Note on the Company are:

- the Company's cash reserves have increased by \$250,000 as a result of the First Drawdown;
- subject to the terms of the Funding Agreement and satisfaction of the conditions applicable under that agreement with regard to monthly payments, an increase in the Company's cash reserves by an additional \$1,000,000 in aggregate by way of monthly payments of not less than \$250,000 each;
- the Company has assumed a liability for the proceeds received from La Jolla for payment of the \$1,000,000 face value of the Initial Note less any amount which has been the subject of a conversion into new Shares, repaid or prepaid ("**Principal Amount**");
- the Company has assumed an obligation to pay interest on the Principal Amount to La Jolla at the rate of 4.75% per annum monthly in arrears; and
- if the Initial Note or Subsequent Note is converted, either in whole or in part, there will be an increase in the number of Shares as a consequence of the issue of new Shares to La Jolla. The number of new Shares to be issued to La Jolla will depend on whether the relevant Note is converted in whole or in part, and the applicable conversion price.

Future conversions under the terms of the Initial Note

At this time it is not known if and when La Jolla will elect to further convert amounts paid or to be paid under the Initial Note, however it is reasonable to expect that some level of conversion will take place.

The number of new Shares into which the Initial Note may be converted is equal to the Principal Amount that is to be converted (as specified in the conversion notice) divided by the conversion price. The Conversion Price is equal to the lesser of:

- \$0.25 (as adjusted for any share splits, dividends, combinations, subdivisions, recapitalisations or the like); and
- 80% of the 3 lowest volume weighted average prices during the 21 trading days prior to the La Jolla's election to convert.

In addition, the Funding Agreement provides that at no time will the aggregate of all securities held or controlled by La Jolla exceed 19.9% of the outstanding Shares of the Company. Therefore, the Company's share price will be a relevant factor in calculating the number of Shares that the Company may elect to issue at any time and may limit the possible investment amount.

Additional ASX Listing Rule disclosures

The following disclosures are provided as required in accordance with ASX Listing Rule 7.5:

- As stated above \$50,000 of the First Drawdown has already been converted resulting in the issue to La Jolla of 4,854,369 Shares. It is not possible to accurately establish how many additional shares would be issued to La Jolla if they were to convert the \$200,000 balance of the First Drawdown.

If the Company's share price remains relatively unchanged and the remaining \$200,000 balance of the First Drawdown was converted at the same price as the initial \$50,000, then the applicable conversion rate would be \$0.0103 per share resulting in the issue of a further 19,417,476 Shares making a total of 24,271,845 Shares being 6.49% of the Company's issued capital.

- The Initial Note was issued on 7 October 2011. Payments made under Initial Note may be made by monthly instalments of \$250,000 or more with the agreement of La Jolla (or a greater amount with the prior consent of La Jolla).
- The terms of the Initial Note and Subsequent Note are set out above in this Resolution 3 and Schedule 1.
- Any Shares issued upon conversion of the First Drawdown will rank equally in all respects with all other Shares on issue in the Company and will be quoted on ASX.
- The Initial Note and any Shares issued due to a conversion of, and any future issue of Shares in respect of, the First Drawdown amount have been and will be allotted to La Jolla.
- The funds raised by the payment of the First Drawdown amount will be primarily used to fund the Company's capital requirements in respect of the Company's Dome 5 lead-silver-zinc, Nabarlek North, Myroodah and Mudjalla uranium projects, and other corporate projects and developments.

Directors' recommendation

Under ASX Listing Rule 7.4, shareholders may subsequently approve the issue of securities made within the limitation prescribed by Listing Rule 7.1. This Resolution seeks approval of the First Drawdown amount of \$250,000, made under the Initial Note prior to the date of this Notice of Meeting, for the purposes of Listing Rules 7.1 and 7.4.

The effect of shareholder approval being obtained under Listing Rule 7.4 for the First Drawdown is that the First Drawdown amount of \$250,000 is treated as having been made with shareholder approval for the purposes of Listing Rule 7.1.

In addition, due to the effect of ASX Listing Rule 7.2 Exception 4, passing of this Resolution 3 permits conversion of the \$200,000 outstanding balance of the First Drawdown amount at any time permitted by the terms of the Initial Note.

Following approval of this Resolution 3, the Company will again effectively be able to issue new securities up to a limit of 15% of its existing issued capital without prior approval of Members.

The Chairman will be casting undirected proxy votes held by him in favour of this Resolution 3. The Directors of the Company unanimously recommend to all Members that they vote in favour of this Resolution 3.

Voting Exclusion Statement for Resolution 3

In accordance with ASX Listing Rule 7.5.6, the Company will disregard any votes cast on Resolution 3 by:

- La Jolla Cove Investors Inc.;
- any associate of La Jolla Cove Investors Inc.; and
- a person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 - APPROVAL AND RATIFICATION OF ADDITIONAL PARTIAL PAYMENT UNDER THE CONVERTIBLE NOTE ISSUE TO LA JOLLA

In putting forward Resolution 4, Directors are asking shareholders to ratify payment to the Company of an additional amount of \$250,000, to be paid sometime between the date of this Notice of Meeting and the date of the Annual General Meeting, pursuant to the Initial Note by La Jolla in accordance with Listing Rule 7.4.

Partial drawdown and prior conversion to La Jolla Cove under the Initial Note

As described in Resolution 3 above, La Jolla made an initial payment of \$250,000 (the First Drawdown amount) to the Company under the Initial Note. This payment was made on or about 7 October 2011. On 14 October 2011 La Jolla elected to convert \$50,000 of the First Drawdown amount at a conversion price of \$0.0103. A total of 4,854,369 new fully paid ordinary shares were issued to La Jolla to satisfy the conversion of the initial \$50,000. Following the partial conversion the balance outstanding under the First Drawdown amount was \$200,000.

Under the terms of the Initial Note, payments may be made by monthly instalments of \$250,000 or more with the agreement of La Jolla. In early November 2011 and prior to the Annual General Meeting, the Company intends to issue a draw down notice to La Jolla in respect of an additional \$250,000 (**Second Drawdown**).

Assuming that the Company does not elect to increase the amount of the next payment in early November 2011, then it is possible that a total of \$450,000 (includes \$200,000 outstanding balance of First Drawdown) will be available for conversion during the period from the date of this Notice of Meeting and the date of the Annual General Meeting.

The Company may be required to issue further Shares to La Jolla before the date of the Annual General Meeting in the event that La Jolla elects to issue:

- a further conversion notice in respect of the outstanding balance of the First Drawdown amount; and
- a conversion notice in respect of the Second Drawdown amount,

provided that it complies with the Listing Rules in so doing.

At the date of this Notice of Meeting it is not possible to accurately determine the number of Shares that the Company may be required to issue to La Jolla between the date of this Notice of Meeting and the date of the Annual General Meeting.

Summary of the Terms of the Notes

The key terms of the Initial Note and Subsequent Note are set out in the Company's ASX announcement of 30 September 2011. For the purposes of this Explanatory Statement, Schedule 1 sets out additional terms relevant to the issue of Shares upon the exercise of a conversion right by a holder of the Initial Note or Subsequent Note.

Effect of the issue of the Initial Note on the Company

The principal effects of the issue of Initial Note on the Company are set above in Resolution 3.

Future conversions under the terms of the Initial Note

At this time it is not known if and when La Jolla will elect to further convert amounts paid or to be paid under the Initial Note. As described above in Resolution 3, the Company's share price will be a relevant factor in calculating the number of Shares that the Company may elect to issue at any time and may limit the possible investment amount.

Additional ASX Listing Rule disclosures

The following disclosures are provided as required in accordance with ASX Listing Rule 7.5:

- As stated above in Resolution 3, \$50,000 of the First Drawdown amount has already been converted resulting in the issue to La Jolla of 4,854,369 Shares. If the remaining \$200,000 balance of the First Drawdown and the entire \$250,000 Second Drawdown amount were converted at the same price as the initial \$50,000, then the total number of Shares issued would be as follows:

Payment	Conversion price (\$/share)	Number of Shares to be issued on conversion	% of Company issued capital
Initial \$50,000 of First Drawdown amount	\$0.0103	4,854,369	1.30%
Outstanding \$200,000 balance of First Drawdown amount	\$0.0103	19,417,476	5.19%
\$250,000 Second Drawdown amount	\$0.0103	24,271,845	6.49%
Total		48,543,690	12.98%

- The Initial Note was issued on 7 October 2011. Payments made under Initial Note may be made by monthly instalments of \$250,000 (or a greater amount with the prior consent of La Jolla).
- The terms of the Initial Note and Subsequent Note are set out above in Resolution 3 above and Schedule 1.
- Any Shares issued upon conversion of the Second Drawdown amount will rank equally in all respects with all other Shares on issue in the Company and will be quoted on ASX.
- The Initial Note has been issued to La Jolla and any Shares issued due to a conversion of the Second Drawdown amount will be allotted to La Jolla.
- The funds raised by the payment of the Second Drawdown amount will be primarily used to fund the Company's capital requirements in respect of the Company's Dome 5 lead-silver-zinc, Nabarlek North, Myroodah and Mudjalla uranium projects, and other corporate projects and developments.

Directors' recommendation

Under ASX Listing Rule 7.4, shareholders may subsequently approve the issue of securities made within the limitation prescribed by Listing Rule 7.1. This Resolution seeks approval of the Second Drawdown amount of \$250,000, proposed to be made under the Initial Note after the date of this Notice of Meeting but prior to the date of the Annual General Meeting, for the purposes of Listing Rules 7.1 and 7.4.

The effect of shareholder approval being obtained under Listing Rule 7.4 for the proposed Second Drawdown is that the proposed Second Drawdown amount of \$250,000 is treated as having been made with shareholder approval for the purposes of Listing Rule 7.1.

In addition, due to the effect of ASX Listing Rule 7.2 Exception 4, passing of this Resolution 3 permits conversion of the \$250,000 of the First Drawdown amount at any time permitted by the terms of the Initial Note.

Following approval of this Resolution 4, the Company will again effectively be able to issue new securities up to a limit of 15% of its existing issued capital without prior approval of Members.

The Chairman will be casting undirected proxy votes held by him in favour of this Resolution 4. The Directors of the Company unanimously recommend to all Members that they vote in favour of this Resolution 4.

Voting Exclusion Statement for Resolution 4

In accordance with ASX Listing Rule 7.5.6, the Company will disregard any votes cast on Resolution 4 by:

- La Jolla Cove Investors Inc.;

- any associate of La Jolla Cove Investors Inc.; and
- a person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 5 – AUTHORITY TO ACCEPT FURTHER PAYMENTS UNDER CONVERTIBLE NOTE ISSUE TO LA JOLLA

The Company is seeking authority to accept further payments under the Initial Note and the Subsequent Note during the 3 months after the date of the Annual General Meeting.

If three payments of \$250,000 each are made in the 3 months after the date of the Annual General Meeting, then \$750,000 will be raised by the Company under the Initial Note and Subsequent Note. Under the terms of:

- the Initial Note, which was issued with a face value of \$1,000,000, it is possible that a further two payments of \$250,000 each (total of \$500,000) ("**Remaining Drawdown**"); and
- the Subsequent Note an initial payment of \$250,000 ("**Subsequent Drawdown**"),

may be made during the 3 months after the date of the Annual General Meeting. It is also possible that the amounts of the payments will be higher than \$250,000 (for example, see the terms of the Notes above which state that the Company may drawdown amounts greater than \$250,000 with the prior consent of La Jolla). **However, in no circumstances will an aggregate amount of more than the face value of \$1,000,000 be paid under the Initial Note.**

ASX Listing Rule 7.1 prevents a listed company from issuing or agreeing to issue new securities in any 12 month rolling period if, in doing so, it would have issued more than 15% of the total of the number of securities on issue at the date 12 months prior to the date of issue, unless the issue falls within one of the exceptions set out in Listing Rule 7.1, which includes approval by shareholders.

The proposed conversion mechanism for the Remaining Drawdown and Subsequent Drawdown may result in an issue of further Shares under the Initial Note and Subsequent Note respectively which may exceed the 15% limit in ASX Listing Rule 7.1. Accordingly shareholder approval for the further payments under the Remaining Drawdown and Subsequent Drawdown is sought by Company, provided that the payments approved under this Resolution are made within 3 months of the date of the Annual General Meeting (in accordance with ASX Listing Rule 7.3) or as otherwise permitted under the ASX Listing Rules. Any payments after the expiry of this 3 month period may require further shareholder approval.

Under ASX Listing Rule 7.1 Exception 4, an issue of shares on conversion of a convertible security such as the Notes does not count towards the 15% restriction contained in ASX Listing Rule 7.1 (referred to above) if the entity complied with the ASX Listing Rules when it issued the convertible security. Accordingly, the Company will not require further shareholder approval under ASX Listing Rule 7.1 if it issues shares to La Jolla (or its nominee) on conversion of the Remaining Drawdown or Subsequent Drawdown which are approved under this Resolution 5.

Additional ASX Listing Rule disclosures

The following disclosures are provided as required in accordance with ASX Listing Rule 7.3:

- As detailed in the example calculations in Resolution 3 and 4 above, if the Initial Note becomes fully paid to \$1,000,000 (or earlier as provided in the Agreement) and the first drawdown of \$250,000 under the Subsequent Note occurs over the next 3 months and the conversion price remains unchanged, then conceivably the shareholding of La Jolla could be:

Payment	Conversion price (\$/share)	Number of Shares to be issued on conversion	% of Company issued capital
Aggregate of First Drawdown and Second Drawdown ⁽¹⁾	\$0.0103	48,543,690	12.98%
\$500,000 Remaining Drawdown amount	\$0.0103	48,543,690	12.98%
\$250,000 Subsequent Drawdown amount	\$0.0103	24,271,845	6.49%
Total		121,359,845	32.45% ⁽²⁾

(1) refer to table in Resolution 4 above

(2) the Funding Agreement imposes an ownership limitation of 19.9% of shares in the Company on La Jolla

The actual outcome and ultimate shareholding of La Jolla, if La Jolla elects to convert the Initial Note and part of the Subsequent Note, will depend on that election by La Jolla and the conversion price.

- The further payments of the Remaining Drawdown and Subsequent Drawdown referred to under this Resolution 5 will be made no later than 3 months from the date of shareholder approval or as otherwise permitted under the ASX Listing Rules.
- The Initial Note was issued on 7 October 2011 and the Subsequent Note will be used once all of the funds under the Initial Note have been fully drawn down. Payments made under the Initial Note and Subsequent Note may be made by monthly instalments of \$250,000 or more with the agreement of La Jolla until the relevant Note is fully paid to an amount equal to its face value.
- The Initial Note and any Shares issued due to a conversion of funds paid under that Note have and will be allotted to La Jolla. The Subsequent Note and any Shares issued due to a conversion of funds paid under that Note will be allotted to La Jolla.
- The terms of the Notes are set out in Resolution 3 and Schedule 1.
- The funds raised by the payment of the Remaining Drawdown amount and the Subsequent Drawdown amount will be primarily used to fund the Company's capital requirements in respect of the Company's Dome 5 lead-silver-zinc, Nabarlek North, Myroodah and Mudjalla uranium projects, and other corporate projects and developments.
- Any Shares issued upon conversion of the Remaining Drawdown and Subsequent Drawdown will rank equally in all respects with all other Shares on issue in the Company and will be quoted on ASX.
- The Company will lodge an announcement with ASX confirming the details of any shares that may be issued to La Jolla in accordance with its obligations under the ASX Listing Rules.

Directors' recommendation

The Board believes that the ratification and approval of the issue of the Initial Note and the Subsequent Note (to the extent it is possible for Members to do so) is in the best interests of the Company as it allows the Company to maintain maximum flexibility with respect to its capital structure going forward. The Board recommends that Members vote in favour of Resolution 5.

The Chairman will be casting undirected proxy votes held by him in favour of this Resolution 5.

Voting Exclusion Statement for Resolution 5

The Company will disregard any votes cast on Resolution 5 by:

- La Jolla Cove Investors Inc.;
- any associate of La Jolla Cove Investors Inc.; and

- a person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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 lodgment of proxies and other formalities in relation to the Meeting should be directed to the UXA office on Telephone: (08) 8363 7970.

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. Lodgment of a proxy form will not preclude a Shareholder from attending and voting at the Meeting in person.

GLOSSARY

Annual General Meeting means the annual general meeting of Shareholders of the Company to be held on 30 November 2011.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the board of Directors of the Company from time to time.

Business Day has the same meaning as in the ASX Listing Rules.

CHESS means Clearing House Electronic Subregister System.

Closely Related Party means a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child that member's spouse;
- (c) a dependant of that member or of that member's spouse;
- (d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;
- (e) a company that is controlled by that member; or
- (f) any other person prescribed by the regulations.

Company means UXA Resources Limited ABN 65 112 714 397.

Convertible Note means the Initial Note or a Subsequent Note (as the case may be).

Corporations Act *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Notes means this document which accompanies the Notice of Meeting.

First Drawdown means first payment of \$250,000 made by La Jolla to the Company on or about 7 October 2011 in accordance with the terms of the Initial Note.

Funding Agreement means the Funding Agreement between the Company and La Jolla Cove in respect of the issue of up to two Convertible Notes, each with a face value of A\$1.0 million and A\$1.5 million, in the Company to La Jolla Cove (a total subscription amount of A\$2.5 million), dated 30 September 2011.

Initial Note means the first Convertible Note issued or to be issued to La Jolla Cove, with a principal amount of \$1.0 million.

KMP or **Key Management Personnel** means a member of the key management personnel as disclosed in the Remuneration Report.

La Jolla means La Jolla Cove Investors, Inc., a company registered in California, USA.

Notes means the Initial Note and the Subsequent Note and **Note** means either of them.

Notice of Meeting means this Notice and includes the Explanatory Statement, Schedule 1 and the Proxy Form.

Remaining Drawdown means the amount of \$500,000 available for drawdown under the Initial Note after the payment by La Jolla of the First Drawdown and Second Drawdown.

Resolution means each Resolution set out in the Notice of Annual General Meeting.

Second Drawdown means the proposed second payment of \$250,000 to be made by La Jolla to the Company after the date of this Notice of Meeting but prior to the date of the Annual General Meeting and made in accordance with the terms of the Initial Note.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder or **Member** means a holder of a Share in the Company.

Subsequent Drawdown means the proposed first drawdown of \$250,000 (or such greater amount agreed by La Jolla) of funds by the Company in accordance with the terms of the Subsequent Note.

Subsequent Note means the second Convertible Note issued or to be issued to La Jolla Cove, with a principal amount of \$1.5 million.

VWAP means volume weighted average share price.

SCHEDULE 1 – KEY TERMS OF CONVERTIBLE NOTES

Item	Description
Title:	UXA Resources Funding Agreement
Description:	<p>La Jolla will purchase a \$1,000,000 Convertible Note and a \$1,500,000 Convertible Note from UXA, and will pay UXA for the Note in monthly instalments.</p> <p>La Jolla may at any time during the term of the Agreement request to convert all or part of its Convertible Note, and if so requested, UXA must issue to La Jolla ordinary shares in the company to La Jolla in accordance with the Funding Agreement.</p>
Parties:	UXA Resources Limited and La Jolla Cove Investors, Inc.
Convertible Note	<p>Basic terms of each Convertible Note are:</p> <ul style="list-style-type: none"> • Monthly payments of a minimum of \$250,000 by La Jolla (La Jolla can pay more than the monthly minimum at its sole discretion). • Conversion of the whole or part of the paid portion to the Note is upon request by La Jolla at the lesser conversion price of: <ul style="list-style-type: none"> ○ AUD\$0.25; or ○ 80% of the 3 lowest VWAP for the last 21 days prior to election to convert. <p style="text-align: center;">(the Conversion Price)</p>
Maturity:	The Note matures 4 years after the Initial Closing Date (2 days after the conditions are met).
Conditions Precedent to Convertible Note:	<ul style="list-style-type: none"> • Lodge with ASX a Corporations Act 708A(12D) cleansing statement. • UXA to obtain all government and 3rd party consents. • UXA to give La Jolla a certificate signed by CEO certifying the resolutions of the Board authorising the execution and the agreement and issuing of the Note. • Company to provide La Jolla with a legal opinion in respect of the Company regarding the enforceability of the agreement. • Delivery of a valid waiver of pre-emptive rights for certain parties listed in the agreement (if applicable). • Other conditions being met including no event of default other adverse circumstance.
Payments:	<p>The Initial payment is \$250,000 and is payable on the Initial Closing Date.</p> <p>Following the Initial Payment, La Jolla will make monthly payments of not less than \$250,000 until the amount of each note has been paid in full.</p>
Conversion to Shares:	<ul style="list-style-type: none"> • La Jolla may exercise its right to conversion of all or part of the Note on any Business Day by sending a conversion notice to UXA. • The number of shares to be issued is calculated as the amount of the Note being converted divided by the Conversion Price. • After receipt of a conversion notice, UXA must issue the conversion shares within 3 days.
Interest Payments:	There is an interest rate of 4.75% payable quarterly in cash or shares on cumulative funds paid by La Jolla but not yet converted to shares.
Floor Price:	<p>The floor price is currently \$0.015 but may be adjusted downwards.</p> <p>If the VWAP is below the floor price on the date La Jolla elects to convert, then UXA has the option (within 3 days of receiving the conversion notice) not to issue the shares and instead must pre-pay the relevant portion of the Note and any unpaid interest at 105% of the total amount.</p>

Item	Description
Listing Rule 7.1:	<p>The covenants in the agreement include:</p> <p>If a conversion notice would require the issuing of shares which would exceed 10% of the UXA's capital (i.e. 2/3 of the 15% limit) then UXA must procure shareholder approval to refresh the 15% limit.</p>
Termination:	<p>There is no right to terminate under the Agreement.</p> <p>La Jolla can temporarily cease making payments if certain conditions are not met and its obligations to make further payments may end permanently if it is required to pay liquidated damages under clause 9, but the other provisions of the agreement will continue despite any suspension or termination of payments.</p>
Governing Law:	<p>The laws of the state of California apply and the federal courts of San Diego and California have jurisdiction.</p>
Liabilities and Indemnity:	<p>La Jolla's has capped its liability at \$200,000 in liquidated damages.</p> <p>UXA's potential liability is uncapped and includes any losses or damages of La Jolla caused by a misrepresentation of UXA or its failure to perform obligations under the agreement (except for punitive damages and losses to the extent that they were cause by the acts or omissions of La Jolla.</p>
Assignment:	<p>UXA cannot assign without La Jolla consent.</p> <p>La Jolla can assign to a related party upon 10 days prior written notice.</p>



UXA Resources Limited

ABN 65 112 714 397

000001 000 UXA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11.30 am (AEDT) on Monday 28 November 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of UXA Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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 UXA Resources Limited to be held at the offices of Martin Place Securities Pty Ltd, Level 3, 14 Martin Place, Sydney NSW 2000 on Wednesday, 30 November 2011, at 11.30 am (AEDT) and at any adjournment of that meeting.

Important for Item 1

If the Chairman of the Meeting is your proxy or is appointed as your proxy by default, not marking any of the below 'For', 'Against', or 'Abstain' boxes means that you have directed the Chairman of the Meeting to vote in favour of this resolution even though this item is connected directly or indirectly with the remuneration of a member of the key management personnel.
 (Note: If you do not wish to give the Chairman of the Meeting such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked in Step 2 below).

STEP 2 Items of Business **PLEASE NOTE:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 To adopt the Remuneration Report for the year ended 30 June 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Mr. Neill Arthur as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval and ratification of initial \$250,000 partial payment from convertible note issue to La Jolla.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval and ratification of additional partial payment under the convertible note issue to La Jolla.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Authorisation of rights of conversion in respect of \$1,500,000 Convertible Note.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



**UXA Resources
Limited**

ABN 65 112 714 397

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000
Facsimile +61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

000001 000 UXA
MR SAM SAMPLE
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THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in UXA Resources Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESSE environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESSE are also updated.

Yours sincerely

UXA Resources Limited