



Application Form on Exercise of Options Expiring 31 March 2011

To the Directors, Fox Resources Limited

I/We hereby exercise

option(s) and hand you herewith my/our cheque for

being \$0.30 per share on application for

ordinary shares in the capital of the Company.

I/We request that you allot me that number of shares and I/we agree to accept that number of shares on the terms below and the Constitution of the Company, and I/we authorise you to place my/our name on the register.

My/Our SRN/HIN (as shown on my/Issuer Sponsored holding statement or CHESS holdings statement) is

Sign Here – This section must be signed for your instructions to be executed

I/We authorise you to act in accordance with my/our instructions set out above.

Individual or Securityholder 1

Director

Securityholder 2

Director/Company Secretary

Securityholder 3

Sole Director and
Sole Company Secretary

Note: when signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.

Day/Date Month Year

**Terms and
Conditions of
Options Overleaf**



TERMS AND CONDITIONS OF OPTIONS EXPIRING 31 MARCH 2011

- (a) Each New Option entitles the holder to subscribe for a Share at an exercise price of 30 cents.
- (b) The New Options are exercisable at any time on or before 31 March 2011 by completing a notice of exercise and delivering it to the Share Registry together with the payment for the number of Shares in respect of which the New Options are exercised. A minimum of 100 options must be exercised at any one time, unless balance held is less than 100.
- (c) All Shares issued upon exercise of New Options will be allotted within 15 Business Days after the receipt of a properly executed notice of exercise and the application monies in respect of the exercise.
- (d) Shares issued pursuant to the exercise of New Options will rank *pari passu* in all respects with then existing Shares. Subject to the Listing Rules, the Company will apply to ASX for official quotation of all Shares issued upon exercise of the New Options within 3 Business Days after the allotment of Shares.
- (e) There are no participating rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered or made available to Shareholders in respect of their New Options.
- (f) In the event of any reconstruction (including a consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of holders of New Options will be changed to the extent necessary to comply with the Listing Rules at the time of the reorganization.
- (g) The Company will, at least 20 Business Days before the expiry date of the New Options, send notices to the option holders stating the option holder, the number of New Options held and the number of Shares to be issued on exercise of the New Options, the exercise price, the due date for payment and the consequences on non-payment.
- (h) Subject to the Corporations Act, the Listing Rules and the Constitution of the Company, the New Options are fully transferable.
- (i) New Options not exercised by 31 March 2011 will lapse. There is no obligation to exercise New Options.

LODGEMENT INSTRUCTIONS

Cheques shall be in Australian currency made payable to Fox Resources Limited and crossed "Not Negotiable". The application for shares on exercise of the options with the appropriate remittance should be lodged at the Company's Registry, Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840.