

# Aurox Resources Limited

ABN 32 106 793 560

Level 6, BGC Centre, 28 The Esplanade, Perth WA 6000  
Telephone (61 8) 9481 4499 Facsimile (61 8) 9485 2633 email: [administration@aurox.com.au](mailto:administration@aurox.com.au) [www.aurox.com.au](http://www.aurox.com.au)

## SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus dated 23 July 2004 contains important amendments to the Prospectus dated 23 April 2004 (**Prospectus**) issued by Aurox Resources Limited ABN 32 106 793 560. This Supplementary Prospectus must be read together with the Prospectus.

### 1. IMPORTANT INFORMATION

This is a Supplementary Prospectus dated 23 July 2004 prepared by Aurox Resources Limited (**Company**) pursuant to Section 719 of the Corporations Act 2001. It supplements, and must be read together with, the Prospectus. Unless the context otherwise requires, terms defined in the Prospectus have the same meaning when used in this document.

Neither the ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus. A copy of this Supplementary Prospectus was lodged with ASIC on 23 July 2004.

### 2. ASIC DECLARATION

By a declaration of the ASIC made on 23 July 2004 (**Declaration**) pursuant to Section 741(1)(b) of the Corporations Act:

- (a) sections 723(3)(b) and 724 of the Corporations Act were modified in respect of this Supplementary Prospectus to clarify that the 3 month period within which the securities being offered under the Prospectus must be admitted for quotation on ASX starts from the date of this Supplementary Prospectus (ie 23 July 2004) and not from the date of the Prospectus (ie 23 April 2004); and
- (b) section 724(1)(a) of the Corporations Act was modified in respect of this Supplementary Prospectus to clarify that the 4 month period within which the minimum subscription amount must be raised under the Prospectus starts from the date of this Supplementary Prospectus (ie 23 July 2004).

### 3. REASON FOR ISSUE OF SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus has been prepared to provide details of the revised Offer, which now includes the issue of (1) one free attaching Option for every Share issued under the Prospectus.

The Supplementary Prospectus has also been prepared to provide details of revisions to Key Dates, to revise the Closing Date within which the Company must raise the specified minimum subscription and obtain admission for the securities to the ASX, and provide additional information to ensure that there are no misleading statements or omissions from the Prospectus.

### 4. ISSUE OF OPTIONS

The Company has decided to amend the Offer being made pursuant to the Prospectus.

The Offer will now include one (1) free attaching Option for every Share issued pursuant to the Prospectus. Set out below are the terms and conditions of the Options:

- the expiry date is 3 years from the date the Company is admitted to the Official List (**Expiry Date**);
- each Option entitles the holder to subscribe for a Share at an issue price of \$0.20;
- the Options are exercisable at any time prior to the Expiry Date;
- subject to the Corporations Act, ASX Listing Rules and the Constitution of the Company, the Options are freely transferable;
- all Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for the Official Quotation of all Shares issued upon exercise of the Options;
- a holding statement will be issued for the Options;
- the Options are exercisable by completing a notice of exercise in the form shown attached to a holding statement or certificate (as appropriate) and delivering it with the payment to the Share Registry;
- there are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlement to any such issue, the record date will be at least 10 business days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue;
- if, before the expiry of any Options, the Company makes an issue of Shares to the holders of Shares by way of capitalisation of profits or reserves other than in lieu of a dividend payment, then upon exercise of the Options, the option holders will be entitled to have issued to them (in addition to the Shares which they are otherwise entitled to be issued upon such exercise) additional Shares to the Company. The number of additional Shares is the number of Shares which would have been issued to the Option holders under the bonus issue if on the date on which entitlement were calculated they had been registered as the holders of the number of Shares which they would have been registered as holders immediately before that date they had exercised the Options. The bonus Shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respect with the other shares allotted upon exercise of the Options;
- in the event of any reconstruction (including consolidations, sub-divisions, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reconstruction;
- Shares issued pursuant to the exercise of Options will be issued not more than 10 days after the receipt of a properly executed notice of exercise of Options and the application moneys in respect to the exercise of the Options;
- Options not exercised by the Expiry Date will lapse. There is no obligation to exercise the Options; and
- the Company will apply to ASX for Official Quotation of the Options.

Subscribers to the Prospectus should note that they are not required to take any action in relation to the Options. The Options are free attaching options and therefore (1) one Option will be issued along with each Share issued. No issue of Options will be made other than to persons subscribing for Shares pursuant to the Prospectus other than the Directors Options which have been disclosed in the Prospectus.

5. **AMENDED KEY DATES**

Offer Opens	30 April 2004
Offer Closes (as extended)	23 August 2004
Expected date of Quotation of Shares on ASX	27 August 2004

This timetable is indicative only. The Company reserves the right to vary the dates and times of the Offer without prior notice, which may have a consequential effect on other dates.

6. **ADDITIONAL CAPITAL**

The Company intends to issue a further 1,500,000 Shares at an issue price of 10 cents to raise an additional \$150,000 seed capital. These Shares may be classified by the ASX as restricted securities and if required by the ASX, holders of these Shares will enter into restriction agreements prior to Official Quotation.

7. **UPDATE TO INDEPENDENT ACCOUNTANT'S REPORT**

PKF Corporate Advisory Services (WA) Pty Ltd has prepared a Supplementary Independent Accountant's Report dated 23 July 2004 to be read in conjunction with its existing Independent Accountant's Report contained within the Prospectus. The Supplementary Independent Accountant's Report is contained in Annexure "A".

8. **CONSEQUENTIAL CHANGES TO THE PROSPECTUS**

The Declaration and revised offer results in consequential changes to the following sections of the Prospectus:

(a) **Key Terms and Dates**

The proposed timetable set out under "Key Terms and Dates" in the Prospectus will change as reflected in the table shown above at section 5. Other than the Opening Date, the dates in the table remain indicative only and subject to change in accordance with the Prospectus.

The Issue Summary set out under "Key Terms and Dates" in the Prospectus will change to reflect the offer of the Options. All other amounts under this heading will remain unchanged.

(b) **The Offer (section 5.1 of the Prospectus)**

As discussed above at section 4, the Offer now includes an offer of 1 (one) free attaching Option with every Share issued under the Prospectus.

(c) **Capital Structure (section 5.2 of the Prospectus)**

The intended issue of an additional 1,500,000 Shares, as discussed at section 6, will result in a change to the capital structure of the Company. The issued capital of the Company will be 15,166,498 shares following the issue of the 1,500,000 Shares.

The total Shares issued on completion of the Offer, subject to over subscriptions as disclosed in the Prospectus, will now be 30,166,498. (This number includes the proposed issue of 2,500,000 Shares in accordance with the Tardarina Hill E47/938 Option Agreement dated 22 December 2003 – see section 9(b) for additional information).

The capital structure of the Company will also change to reflect the proposed issue of the Options. On completion of the Offer, the Company will issue between 12,500,000 Options (minimum subscription) and up to an additional 2,500,000 Options if over subscriptions are accepted.

(d) **Important Dates (section 5.5 of the Prospectus) and Applications (section 5.6 of the Prospectus)**

Current relevant dates are set out in the table shown above at section 5 above. The Closing Date of the Offer is 23 August 2004. Holding statements are expected to be despatched by 25 August 2004. Applications must be received by the Closing Date.

(e) **Minimum Subscription and Over Subscription (section 5.8 of the Prospectus)**

In accordance with the Declaration, if, for any reason, the minimum amount has not been raised within 4 months after the date of the Supplementary Prospectus, all applications will be dealt with in accordance with section 724 of the Corporations Act.

(f) **ASX Listing (section 5.9 of the Prospectus)**

In accordance with the Declaration, if permission is not granted for the Company to be admitted to the Official List and for the Official Quotation by the ASX of the Shares in the Company within 3 months after the date of the Supplementary Prospectus or such longer period as is permitted by the Corporations Act any allotment or issue of Shares pursuant to this Supplementary Prospectus will be void and all monies received pursuant to this Supplementary Prospectus will be repaid without interest.

(g) **Definitions (section 13 of the Prospectus)**

**Application Form** means the Application Form attached to and forming part of this Supplementary Prospectus.

**Closing Date** means the date the Offer closes and subject to change in accordance with the discretion of the Board.

**Offer** means the issue of 12,500,000 fully paid ordinary shares in the Company issued at 20 cents per Share together with (1) one free Option for each Share issued pursuant to the Prospectus with over subscriptions of up to 2,500,000 fully paid ordinary Shares and 2,500,000 free attaching Options at the discretion of the Directors.

**Options** means the options to be issued with the Shares on a (1) one for (1) one basis exercisable at 20 cents each and expiring on the date that is 3 years from the date of admission of the Company to the Official List.

**Prospectus** means the Prospectus dated 23 April 2004 as supplemented by this Supplementary Prospectus dated 23 July 2004.

**9. OTHER CHANGES TO PROSPECTUS**

(a) **Principal Place of Business (Section 1 of the Prospectus - Corporate Directory)**

The Company has moved its principal office to Level 6, BGC Centre, 28 The Esplanade, Perth WA 6000. The Company's registered office remains at Level 7, BGC Centre, 28 The Esplanade, Perth WA 6000.

The Company has a new facsimile number, which is (08) 9485 2633. All other Company contact details remain unchanged.

(b) **Directors (Section 6 of the Prospectus)**

Mr Charles Schaus, Managing Director, has resigned as a director of Burdekin Pacific Limited.

(c) **Variation to Yalgoo Sale Agreement**

A Supplementary Deed of Variation has been prepared in relation to the Yalgoo Sale Agreement dated 17 December 2003. The Supplementary Deed of Variation provides an extension to the date by when the Company must achieve admission to the Official List. Under the Supplementary Deed of Variation, the Company must achieve admission to the Official List

by 10 November 2004 or return the tenements in good standing to the vendors for a fee of \$1. The Supplementary Deed of Variation is currently with the parties for execution.

(d) **Tardarina Hill E47/938 Option Agreement exercised**

Pursuant to clause 4 of the Tardarina Hill E47/938 Option Agreement dated 22 December 2003, the Company gave notice to exercise the Tardarina Hill E47/938 Option Agreement on 2 July 2004 and settlement took place on 16 July 2004.

The Company is in the process of issuing a further 2,500,000 Shares in accordance with the Tardarina Hill E47/938 Option Agreement dated 22 December 2003. The Company is required to pay the vendors the cash portion of the consideration 30 days after admission of the Company to the Official List.

(e) **Directors and Experts Interests**

John J Chegwidde's shareholding in the Company will increase from 844,750 to 1,782,250, which represents an increase of 937,500 Shares. This increase will occur as a result of John Chegwidde's associated company, Ausnom Pty Ltd, receiving 937,500 Shares in accordance with the Tardarina Hill E47/938 Option Agreement.

**10. APPLICATIONS**

(a) **Investors who have not previously submitted an application for securities or who wish to submit an application for further securities**

All new applications for Securities must be made on the Application Form attached to or accompanying this Supplementary Prospectus. The Application Form contains detailed instructions on how it is to be completed. Applications must not be made on the Application Form attached to or accompanying the original Prospectus.

Each Application Form must be accompanied by payment of \$0.20 per Share in full. Applications made under this Supplementary Prospectus must be for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$200).

(b) **Investors who have previously submitted an application for securities**

As required by Section 724(2) of the Corporations Act 2001, the Company will allow investors who have lodged applications under the Prospectus prior to the date of this Supplementary Prospectus to obtain a refund for their application monies if they do not wish to proceed with their applications.

Any investor who wishes to obtain a refund should write to Aurox Resources Limited, PO Box Z5642 Perth WA 6831 (facsimile: (08) 9485 2633) within one month of the date of this document to withdraw their application and be repaid. The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that investor. Refund requests must be received by the Company by 5.00pm WST on 23 August 2004.

As a consequence of obtaining the Declaration, the 3 month period under which the securities being offered under the Prospectus must be admitted for quotation on ASX starts from the date of this Supplementary Prospectus (ie 23 July 2004) and not from the date of the Prospectus (ie 23 April 2004). If investors who have lodged applications under the Prospectus prior to the date of this Supplementary Prospectus do not choose to obtain a refund as set out above, they will not be given another opportunity to obtain a refund unless another new circumstance arises under section 724 of the Corporations Act 2001 requiring the Company to deal with applicants in accordance with section 724(2) of the Corporations Act 2001.

**11. MINIMUM SUBSCRIPTION AND APPLICATIONS RECEIVED**

The Company lodged its Appendix 1A ASX listing application on 27 April 2004 and the Minimum Subscription is \$2.5 million.

As at the date of this Supplementary Prospectus, the Company has received 200 applications in an aggregate amount of \$1,217,600.

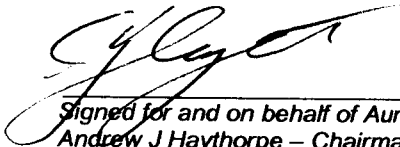
**12 CONSENTS TO BE NAMED**

PKF Corporate Advisory Services (WA) Pty Ltd has given, and has not, before the date of this Supplementary Prospectus, withdrawn its consent to the inclusion of its Independent Accountant's Report in the Supplementary Prospectus, in the form and context in which it has been prepared.

**13. DIRECTORS' STATEMENT**

The Directors of Aurox Resources Limited, whose names appear below, authorise the issue of this Supplementary Prospectus dated 23 July 2004.

Dated 23 July 2004



*Signed for and on behalf of Aurox Resources Limited  
Andrew J Haythorpe – Chairman*

**ANNEXURE A**

**SUPPLEMENTARY INDEPENDENT ACCOUNTANT'S REPORT**

23 July 2004

ACN 009 423 152  
Australian Financial Services  
Licence No: 240566

The Directors  
Aurox Resources Limited  
Level 6, 28 The Esplanade  
PERTH WA 6000

Level 7, BGC Centre  
28 The Esplanade  
Perth WA 6000  
PO Box Z5066  
St Georges Terrace  
PERTH WA 6831

Dear Sirs

Tel: (08) 9278 2222  
Fax: (08) 9278 2200  
[www.pkf.com.au/wa](http://www.pkf.com.au/wa)

## Supplementary Independent Accountant's Report

### 1. INTRODUCTION

This Report has been prepared at the request of the Directors of Aurox Resources Limited ("the Company") for inclusion in a Supplementary Prospectus to be dated on or about 23 July 2004 ("the Prospectus"), in relation to the previously lodged Prospectus dated 23 April 2004, relating to the issue of 12,500,000 fully paid ordinary shares ("Shares") at an issue price of \$0.20 per share each to raise \$2,500,000. The Company has a right to accept oversubscriptions up to a further 2,500,000 Shares at an issue price \$0.20 per share to raise up to an additional \$500,000.

This report represents an update to the previous Independent Accountants Report, dated 16 April 2004 included in the Prospectus dated 23 April 2004, and should be read in conjunction with that Independent Accountant's Report.

Subscribers for Shares pursuant to the Prospectus, including any oversubscriptions, will now also receive a free attaching listed option, exercisable within three years from the date of admission of the Company to the Official List, at an exercise price of \$0.20, for every Share issued under the Prospectus, including any oversubscriptions.

Expressions defined in the Prospectus have the same meaning in this Report.

The nature of this report is such that it should be prepared by an entity which holds an Australian Financial Services Licence under the Financial Services Reform Act 2001. PKF Corporate Advisory Services (WA) Pty Ltd is wholly owned by PKF Chartered Accountants and holds the appropriate Australian Financial Services Licence.

### 2. SUMMARY OF CHANGES

The following represents a summary of changes in relation to the initial Independent Accountant's Report issued as at the date of this Supplementary Report.

- (i) Further seed capital is being raised comprising 1,500,000 shares at \$0.10 per share. The effects of this transaction on the Statement of Financial Performance are as follows;
  - The Pro-Forma share capital balance has increased by \$150,000. The number of shares on issue increased by 1,500,000 shares.

- (ii) The issue of 2,500,000 shares, at \$0.06 per share, to effect the exercising of the Option Agreement for the acquisition of Mining Tenement E47/938, at Tardarina Hill. The effects of this transaction on the Statement of Financial Performance are as follows;
- The Pro-Forma share capital balance has increased by a further \$150,000. The number of shares has also increased by a further 2,500,000 shares. The Pro-Forma deferred exploration and evaluation expenditure has increased by \$150,000 as a result of this transaction.
- (iii) The Pro-Forma number of options on issue will increase by a minimum subscription of 12,500,000 pursuant to the Supplementary Prospectus.

### **3. DECLARATIONS**

PKF Corporate Advisory Services (WA) Pty Ltd is responsible for this Supplementary Report. This Supplementary Report is strictly limited to the matters contained herein and is not to be read as extending by implication or otherwise, to any other matter. PKF Corporate Advisory Services (WA) Pty Ltd is an entity controlled by the partners of PKF Chartered Accountants. PKF Chartered Accountants are the appointed auditors of the Company.

PKF Corporate Advisory Services (WA) Pty Ltd does not have any interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased opinion in relation to this matter.

Except for fees relating to this Supplementary Report, which are based on normal commercial terms, PKF Corporate Advisory Services (WA) Pty Ltd does not have any interest in the Company nor in the outcome of the Capital Raising.

PKF Corporate Advisory Services (WA) Pty Ltd has not made, and will not make, any recommendation through the issue of this Supplementary Report to potential investors of the Company as to the merits of the investment.

Consent for the inclusion of this Supplementary Report in the Supplementary Prospectus in the form and context in which it appears has been given. At the date of this Supplementary Report, this consent has not been withdrawn.

Yours sincerely

**PKF Corporate Advisory Services (WA) Pty Ltd**



**IAN P OLSON**

Director

*Authorised Representative under Proper Authority*

## Annexure A – Financial Information

### Statements of Financial Position

Set out below is the reviewed Historical Statement of Financial Position of the Company as at 31 March 2004, and the reviewed Pro-Forma Statement of Financial Position as at 31 March 2004 prepared on the basis that the assumptions as set out in Note 1 had taken place as at 31 March 2004.

	Notes	Reviewed 31 March 2004 \$	Reviewed Pro-forma 31 March 2004 \$
<b>CURRENT ASSETS</b>			
Cash assets	2 (a)	243,716	2,570,263
Receivables		9,980	9,980
Other assets		11,547	-
<b>TOTAL CURRENT ASSETS</b>		<b>265,243</b>	<b>2,580,243</b>
<b>NON-CURRENT ASSETS</b>			
Other assets	(b)	235,906	385,906
<b>TOTAL NON-CURRENT ASSETS</b>		<b>235,906</b>	<b>385,906</b>
<b>TOTAL ASSETS</b>		<b>501,149</b>	<b>2,966,149</b>
<b>CURRENT LIABILITIES</b>			
Payables		362	362
<b>TOTAL CURRENT LIABILITIES</b>		<b>362</b>	<b>362</b>
<b>TOTAL LIABILITIES</b>		<b>362</b>	<b>362</b>
<b>NET ASSETS</b>		<b>500,787</b>	<b>2,965,787</b>
<b>EQUITY</b>			
Contributed equity	1 (c)	669,582	3,134,582
Accumulated losses		(168,795)	(168,795)
<b>TOTAL EQUITY</b>		<b>500,787</b>	<b>2,965,787</b>

**Summary of Changes to the Statement of Financial Position**

- (a) Cash at bank increased by \$150,000 for the Pro-Forma position;
- (b) Deferred exploration and evaluation expenditure increased by \$150,000 for the Pro-Forma position; and
- (c) Share capital increased by \$300,000 for the Pro-Forma position.

The above statements of financial position should be read  
in conjunction with the accompanying notes.

## NOTES TO THE STATEMENTS OF FINANCIAL POSITION

1.

Movements in ordinary shares are as follows:

Date	Details	Notes	No. of Shares	Issue Price	\$
31 March 2004	Balance at 31 March 2004		13,666,498	-	669,582
Pro forma transaction	Issue pursuant to the Prospectus	1(a)	12,500,000	\$0.20	2,500,000
Pro forma transaction	Raising of seed capital	1(f)	1,500,000	\$0.10	150,000
Pro forma transaction	Issue of shares for acquisition of tenement	1(d)	2,500,000	\$0.06	150,000
Pro forma transaction	Capital raising costs	1(c)	-	-	(335,000)
Pro forma 31 March 2004	Pro forma closing balance		<u>30,166,498</u>		<u>3,134,582</u>

Movement in options are as follows

Date	Details	Notes	Number of Options
31 March 2004	Balance at 31 March 2004		-
Pro forma transaction	Issue pursuant to the Prospectus	1(b)	3,500,000
Pro forma transaction	Issue of listed options pursuant to the Prospectus	1(e)	12,500,000
Pro forma 31 March 2004	Pro forma closing balance		<u>16,000,000</u>

### Assumptions Used in Preparing the Pro-Forma Statement of Financial Position

The Pro-Forma Statement of Financial Position of the Company as at 31 March 2004 has been prepared on the assumption that the following transactions had taken place at that date:

- a) The issue of 12,500,000 shares at \$0.20 each to raise \$2,500,000, assuming no oversubscriptions;
- b) The issue of 3,500,000 options to directors. Options to be issued by the Company have not been bought to account as an expense. Expensing of options is currently the subject of an Australian Accounting Standards Board ("AASB") Exposure Draft ("ED") 108 "Share Based Payments";
- c) The total settlement of costs expected to be incurred by the Company of \$335,000 is in relation to the proposed listing. As at 31 March 2004 \$11,547 of these costs had been incurred, leaving a net payable of \$323,453. These costs are recognised directly in equity as a reduction of the share proceeds received in accordance with Urgent Issues Group ("UIG") 23 "Transaction costs arising on the issue of equity instruments";
- d) The payment of \$24,000 in cash and the issue of 2,500,000 shares at \$0.06 each for the acquisition of Mining Tenement E47/938 at Tardarina Hill;
- e) The issue of 12,500,000 listed options exercisable within three years at an issue price of \$0.20 each; and
- f) Further seed capital is being raised comprising 1,500,000 shares at \$0.10 per share.

## NOTES TO THE STATEMENTS OF FINANCIAL POSITION

		<b>Reviewed Pro- forma 31 March 2004 \$</b>
<b>2. Reconciliation of Cash</b>	<b>Notes</b>	
<b>Opening cash balance</b>		243,716
Pro forma cash transactions		
Funds raised from issue of 12,500,000 shares	1(a)	2,500,000
Further seed capital raised	1(f)	150,000
Capital raising costs (Net Payable)	1(c)	<u>(323,453)</u>
<b>Closing Cash Balance</b>		<u><u>2,570,263</u></u>

# Aurox Resources Limited

ABN 32 106 793 560

## Application Form – Supplementary Prospectus

Registrar's Use Only

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Broker Code

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Broker Code

Licensed Securities Dealer's Stamp

Before sending this Application Form, applicants should read the Prospectus dated 23 April 2004 and the Supplementary Prospectus dated 23 July 2004 to which this Application Form relates. Applications should be completed in accordance with the Instructions to Applicants contained on the back of this Application Form.

I/We apply for  Shares or such lesser number of Shares that may be allocated to me/us by the Company and lodge in full application monies at 20 cents per Share \$

All cheques must be in Australian dollars made payable to "Aurox Resources Limited – IPO Account" and crossed "Not Negotiable". Insert the number of Shares applied for and the amount of your enclosed cheque. The minimum number of Shares that can be applied for is 10,000 Shares and thereafter in multiples of 1,000 Shares.

Complete all name details

(Mr/Mrs/Miss/Ms) (given name/s) (surname)  
Applicant

(Mr/Mrs/Miss/Ms) (given name/s) (surname)  
Joint Applicant (1)

(Mr/Mrs/Miss/Ms) (given name/s) (surname)  
Joint Applicant (2)

Company name  (ACN)

Complete all address details number & street

city & suburb state post code

Telephone details home: business: contact:

CHESS HIN (if applicable)

### Cheque Details

Drawer \_\_\_\_\_ A\$ \_\_\_\_\_

Bank \_\_\_\_\_ Branch \_\_\_\_\_

I/We apply, this/these Tax File Number/s or Exemption/s to all my/our investments in Aurox Resources Limited.

### Complete Tax File Number Details

(given names)  (surnames)

Tax File No. or Exemption (if applicable)  Date

## Instructions to Applicants

Applications for Shares offered by the Prospectus must be made on the Application Form which forms part of this Supplementary Prospectus.

The application monies must be in Australian Dollars with cheques made payable to "Aurox Resources Limited – IPO Account" and crossed "Not Negotiable".

The Offer will remain open until 5.00pm Perth time on 23 August 2004 subject to the right of the Directors to vary the Closing Date.

Where the number of Shares allotted is less than the number of Shares applied for, surplus application monies will be despatched to the Applicant within 30 days of the Closing Date. Interest will not be paid on refunded monies.

### EACH APPLICANT MAKES THE FOLLOWING UNDERTAKINGS AND ACKNOWLEDGEMENTS:

This application is for Shares in Aurox Resources Limited upon and subject to the terms and conditions of the Prospectus dated 23 April 2004 as supplemented by the Supplementary Prospectus dated 23 July 2004.

The Applicant agrees to be bound by the Constitution of Aurox Resources Limited.

The Applicant declares that this Application Form was, if received electronically via the Internet or otherwise, received accompanied by or attached to the Prospectus and Supplementary Prospectus. The Applicant acknowledges that the Corporations Act prohibits any person from passing to another person this Application Form unless it is attached to, or accompanied by a complete and unaltered version of the Prospectus and Supplementary Prospectus. The Applicant hereby authorises the Company to complete any documents necessary to effect the allotment or transfer of any Shares.

The Applicant agrees to take any number of Shares equal to or less than the number of Shares applied for and that may be allotted to the Applicant in accordance with the Prospectus.

### COMPLETED APPLICATION FORMS AND CHEQUES SHOULD BE RETURNED TO:

#### Delivered to

Aurox Resources Limited  
C/- Computershare Investor Services Pty Limited  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
PERTH WA 6000

#### Mailed to

Aurox Resources Limited  
C/- Computershare Investor Services Pty Limited  
GPO Box D182  
Perth WA 6840

OR

Applicants with non-Australian addresses will be classed as Non-Residents for the purposes of assessment of income tax. Withholding tax, as required by the Income Tax Assessment Act 1936, will be deducted from unfranked dividends. Applications made by Non-Residents will be taken on the basis that any issue of Shares is subject to, and conditional upon, any necessary government approvals.

As required by the Corporations Act 2001, this Application Form must not be handed on to any person unless accompanied by this Prospectus and Supplementary Prospectus, in either paper or electronic form. If you require a paper copy of this Prospectus, Supplementary Prospectus and Application Form please contact the Company at its principal office.

**PLEASE ENSURE CHEQUE DETAILS HAVE BEEN ENTERED ON THE FRONT OF THIS APPLICATION FORM. APPLICATIONS MUST BE IN THE NAME/S OF NATURAL PERSON/S, COMPANY OR OTHER LEGAL ENTITIES ACCEPTABLE TO AUROX RESOURCES LIMITED.**

Type of Investor	Incorrect Form	Correct Form
Trusts	i John Smith trustee for Michael Smith	John Smith (do not use name of trust, use personal name of trustee)
	ii John Smith Family Trust	
	iii John Smith Trust Account	
	iv John Smith No 1 A/c	
Deceased Estates	i John Smith (deceased)	i Michael Smith; or
	ii Estate of the Late John Smith	ii Mary Smith and Michael Smith (do not use name of deceased, use executor's personal names)
Partnership	i John Smith & Son	John Smith and Michael Smith (do not use name of partnership, use partners' personal names)
	ii Smith & Smith	
Superannuation Funds	i John Smith Pty Ltd Superannuation fund	i John Smith Pty Ltd; or
	ii John Smith Pension fund	ii John Smith (do not use name of fund, use trustee of fund)

### TAX FILE NUMBERS

Collection of tax file numbers is authorised by tax law and the Commonwealth Privacy Act 1988. Quotation is not compulsory but to the extent that dividends are unfranked tax must be taken out at the top personal marginal rate plus the Medicare levy if an Applicant does not quote a tax file number or an exemption.

For more information about the use of tax file numbers or available exemptions, please read the booklet – New Tax Rules for Savings Investments – available from the Australian Taxation Office.