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ASX RELEASE

1 June 2009

Company Announcements
Australian Securities Exchange

Dear Sirs

**SHARE PLACEMENT APPENDIX 3B AND COMPLIANCE NOTICE GIVEN
UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001**

Notice is given by Auzex Resources Limited (the Company) under section 708A(5)(e) of the Corporations Act 2001 (Corporations Act) that:

- 1 On 1 June 2009, the Company issued a total of 2,022,366 fully paid ordinary shares without disclosure to investors under Part 6D.2 of the Corporations Act. These shares were issued following the completion of a placement announced on 12 May 2009.
- 2 As at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and with section 674 (Continuous Disclosure – listed disclosing entity bound by a disclosure requirements in market listing rules) of the Corporations Act.
- 3 As at the date of this notice, there is no excluded information, as defined in section 708A(7) of the Corporations Act, which is required to be disclosed by the Company.

An ASX Appendix 3B for the placement is attached.

For further information please check our website (www.auzex.com) or contact Eugene Iliescu or John Lawton on +617 3303 0393 or +617 3303 0198 respectively.

Paul Frederiks
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005

Name of entity

AUZEX RESOURCES LIMITED

ABN

74 106 444 606

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

Fully paid ordinary shares

Unquoted Options to acquire fully paid ordinary shares issued under the Auzex Option Plan

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Shares - 2,022,366

Options – 1,000,000

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Shares - Identical to existing quoted ordinary shares

Options - Options have been granted to the Managing Director in accordance with the rules of the Auzex Option Plan. Key terms are as follows:

Number and Exercise Price – A total of 1,000,000 Options have been granted at the following exercise prices:

- A. 500,000 @ \$0.15 per share, expire 31/3/10
- B. 250,000 @ \$0.20 per share, expire 31/3/11
- C. 250,000 @ \$0.25 per share, expire 31/3/11

Exercise Period – The options vest on 30 September 2009.

These options were approved by shareholders at the EGM held 25 May 2009.

- 4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Shares – Yes

Options - The options are unquoted. All shares issued upon the exercise of the options will rank equally in all respects with the existing fully paid ordinary shares

- 5 Issue price or consideration

Shares - \$0.15 per share

Options - Performance incentive for the Managing Director

+ See chapter 19 for defined terms.

- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Shares - issued pursuant to an offer of unallocated shares arising from a share purchase plan. The terms of the offer were announced to market on 12 May 2009 and completion was subsequently announced on 1 June 2009.

The total funds raised of \$303k from the placement will strengthen the Auzex Resources balance sheet to enable it to seek partners for the Kingsgate molybdenum-silica-bismuth Project in northern New South Wales, evaluate the Khartoum tin Project and explore the Company's gold targets.

Options – Performance incentive for the Managing Director.

- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates

1 June 2009

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8		
	39,377,876	Ordinary shares fully paid (AZX)
	11,267,930	Options with an exercise price of 75 cents and expiring 30 September 2010 (AZXO)

	Number	+Class
9		
	1,000,000	Options expiring 30/08/10 exercisable at \$1.00 cents (AZXAM)
	1,000,000	Options expiring 30/08/10 exercisable at 75 cents (AZXAO)
	1,000,000	Options expiring 30/09/10 exercisable at 50 cents (AZXAQ)
	500,000	Options expiring 31/03/10 exercisable at 15 cents
	250,000	Options expiring 31/03/11 exercisable at 20 cents
	250,000	Options expiring 31/03/11 exercisable at 25 cents

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>Shares - Identical to existing quoted ordinary shares</p> <p>Options - There is no entitlement for the option holder to participate in dividends until the options have been exercised.</p>
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+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 The names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 A distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

(now go to 43)

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now
 Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

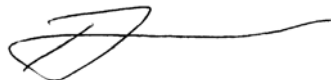
Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Act or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Company Secretary

Date: 1 June 2009

Print name:

Paul Michael Frederiks

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+ See chapter 19 for defined terms.