

AMENDING AGREEMENT

THIS AGREEMENT made effective as of the 18th day of November, 2011

BETWEEN:

FOX RESOURCES LTD., a corporation existing under the laws of
British Columbia

(“**Fox Resources**”)

AND:

BIG SKY OPERATING LLC a limited liability company existing
under the laws of the State of Montana

(“**Big Sky**”)

WHEREAS:

(A) the parties hereto entered into a share exchange agreement dated effective September 30, 2011 pursuant to which, and subject to the terms thereof, Fox Resources agreed to acquire all of the outstanding membership interests of Big Sky in exchange for 27,000,000 common shares of Fox Resources (the “**Share Exchange Agreement**”);

(B) §10.14 of the Share Exchange Agreement provides that such agreement may be amended by an agreement in writing signed by the parties thereto; and

(C) the parties hereto wish to amend the terms of the Share Exchange Agreement in the manner set forth herein.

NOW THEREFORE in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, the parties hereto agree to amend the Purchase Agreement as follows:

1. In this Amending Agreement capitalized terms not otherwise defined herein will have the meaning given to them in the Share Exchange Agreement.

2. §1.01(kk) of the of the Share Exchange Agreement is hereby deleted in its entirety and replaced with the following:

““**Termination Date**” means November 30, 2011, or such later date as may be agreed in writing between the Purchaser and Big Sky;”

3. The Purchase Agreement as amended hereby, is in all other respects, ratified, confirmed and approved.

4. This Amending Agreement may be executed in as many counterparts as may be necessary or by facsimile and each such counterpart or facsimile so executed are deemed to be an original and such counterparts and facsimile copies together will constitute one and the same instrument.

IN WITNESS WHEREOF, this Amending Agreement has been executed by the parties hereto on the day and year first above written.

FOX RESOURCES LTD.

By:



Name: Winnie Wong
Title: CFO

BIG SKY OPERATING LLP

By:

Name:
Title:

4. This Amending Agreement may be executed in as many counterparts as may be necessary or by facsimile and each such counterpart or facsimile so executed are deemed to be an original and such counterparts and facsimile copies together will constitute one and the same instrument.

IN WITNESS WHEREOF, this Amending Agreement has been executed by the parties hereto on the day and year first above written.

FOX RESOURCES LTD.

By: _____
Name:
Title:

BIG SKY OPERATING LLP

By: 
Name: *Milton Cox*
Title: *MANAGER*