

Quarterly Report

For the period ended 31 March 2011



HIGHLIGHTS

- ♦ **Acquisition of the Mt Fisher gold-nickel project, with strong and widespread gold-in-regolith anomalies over 5km in strike length, and a number of high grade targets to define gold resources.**
- ♦ **Formal Joint Venture documentation signed with Teck Australia Pty Ltd for the Myrtle project. Exploration programme for 2011 outlined.**
- ♦ **Grant of two exploration licences for the Marqua Phosphate project. Two other exploration licence applications still pending.**

MYRTLE ZINC-LEAD PROJECT, NT (Rox 100%, Teck earning up to 70%)

The formal farm-in and joint venture documentation was signed with Teck Australia Pty Ltd. ("Teck"), during the quarter relating to the Myrtle zinc-lead deposit and surrounding tenements (Figure 1).

The terms of the joint venture have previously been announced, and involve Teck spending up to \$15 million to earn up to 70% interest. Teck is manager of the joint venture while it holds a majority interest, or is sole contributor to expenditure.

Teck has now detailed their work plans to Rox, but a start date for field activities is dependent on weather conditions in northern Australia, which has experienced an above average wet season this year and delayed exploration activities for all companies operating in that area. During the months of January-March, rainfall was twice the yearly average, causing rivers to run high, and ground conditions are still wet. A dry spell since early-April should see access possible during May, however this is dependent on the height of the McArthur River at the road access crossing.

The work programme presented by Teck (Table 1) involves an initial detailed gravity survey over the Myrtle deposit and surrounds involving 1,700 gravity stations at a 250 x 250 metre and 500 x 500 metre spacing. This survey is aimed to provide greater definition of the Myrtle basin and its extensions to allow more confident drill targeting. The survey will cover an area of approximately 8 x 8 km (64km²).

An IP survey will also be undertaken on a trial basis, since previous drill core test work by Rox has identified that the sulphide mineralisation at Myrtle responds well to the IP technique. This survey could define other unknown drill targets.

Teck also intend to undertake a detailed geochemical survey of the existing drill core, along with further detailed logging to enable the context of the Myrtle mineralisation to be more fully understood. The outcome from this work should result in a fully integrated three dimensional model for Myrtle.

Following this work Teck propose to undertake drilling to test the extension of the high grade mineralisation already intersected by Rox. Final drill hole locations will be determined following integration of all the data collected.

This field program will more than satisfy the initial requirement that Teck spend at least \$1 million by 21 July 2012.

Table 1: Teck Work Program and Probable Timing

Quarter One	Quarter Two	Quarter Three	Quarter Four
• Previous explorer's data search and data collation • Data Evaluation	• Gravity Survey • IP survey • Construction of virtual 3D Model for targeting purposes	• Diamond drilling – 4 holes for 2,700m testing Myrtle Basin targets • Regional Mapping • Niton soil and rock traverses	• Downhole EM and wireline surveys – EM, gamma/ magnetic susceptibility wireline logging of holes • Core analysis - assays

A meeting with local aboriginal groups and the Northern Land Council is scheduled for mid-May to discuss the work programme.

Looking Ahead

Field work by Teck is expected to commence during the second quarter of 2011, probably mid-late May, depending on river height conditions.

MARQUA PHOSPHATE PROJECT, NT (Rox 100%)

Phosphate Potential

During the quarter two of the four Marqua tenements were granted over an area of approximately 2,400km². The project is located about 450 km east north east of Alice Springs (Figure 1). The area is highly prospective, with high grade phosphate drill intersections already encountered and also recorded occurrences of base metals.

Previous exploration of the area identified five phosphate prospects over a strike length of 20km with outcrops grading up to 39.4% P₂O₅ along a phosphorite horizon (Figure 2).

Previous drilling has intersected high grade phosphate mineralisation at Marqua, including several intersections above 20% P₂O₅ as listed in Table 2.

The drilling was, generally, wide-spaced (approximately 300m spacing along strike) and these are encouraging results, suggesting potential for a large, high grade resource.

A recent field visit allowed all of the phosphate prospective areas to be visited and surface portable XRF (Niton) readings reproduced similar readings to those previously reported. The prospective phosphorite horizon occurs along a strike of over 20 km and at several places disappears under Aeolian sand cover, but is traceable using VTEM flown by a previous explorer (Figure 3).

Phosphate deposits in the Georgina Basin (Figure 4) generally cover large areas along relatively thin horizons (i.e. 1-7 metres thick) with the high grade DSO (direct shipping ore) of >30% P₂O₅ covering much smaller areas.

Table 2: Marqua Phosphate Drilling Results

Hole Number	From	To	Intersection	P ₂ O ₅ %	Prospect
QDA002	3	6	3	21.5	Foss Hill
QDA003	1	3	2	45.8	Foss Hill
QDA019	19	22	3	16.9	Red Heart
QDA027	21	24	3	21.0	White Hill
QDA045	32	38	6	19.9	Coquina Creek
QDA046	12	17	5	23.7	Coquina Creek
QDA068	0	5	5	26.1	Foss Hill
QDA070	9	12	3	25.1	Foss Hill

Marqua is well situated to supply phosphate to the growing markets in Asia and North America. Phosphate is an essential component of fertilisers for the agricultural industries around the world. There are currently no substitutes for phosphate, so the demand should keep rising with the expansion of agricultural activities in the developing and developed world.

Base Metal Potential

Base metal mineralisation occurs at the Boat Hill prospect (Figure 3) where there are recorded occurrences of MVT-style (Mississippi Valley Type) zinc-lead (Zn-Pb) mineralisation including up to 1.15% Zn over 2m in channel chip samples.

MIM drilled a total of 10 cored holes totalling 2,014.8m at Boat Hill in 1992 to follow up a SIROTEM (Time Domain Electromagnetic) geophysical survey. Minor occurrences of galena, sphalerite and pyrite were observed in the Thornton Limestone and Red Heart Dolostone in holes BHD4, 5 and 9. The highest combined assays were 0.83% Pb, 2.24% Zn and 2 g/t Ag from 530.9 to 531.4m in the Red Heart Dolostone in hole BHD9.

The Boat Hill prospect occurs adjacent to a major linear structure, the Toomba Fault (Figure 3), which is a large regional structure, and this fits the MVT model for mineralisation. The MIM drill core is available for re-sampling and re-assay. Therefore in addition to the phosphate potential, there is MVT and SEDEX style base-metal potential at Marqua.

Looking Ahead

Compilation of previous data is almost complete to enable specific targets to be identified. Rox is planning to follow-up the drilling conducted so far with confirmatory surface sampling and then further drilling to expand the potential size of the deposit to enable a phosphate resource to be estimated. Follow up and assessment of the base-metal potential will also be undertaken.

MT FISHER GOLD-NICKEL PROJECT, WA (Rox 100%)

Introduction

During the quarter Rox completed an agreement to acquire the Mt Fisher gold-nickel project from Avoca Resources Limited (now Alacer Gold Limited).

The 615 km² project provides Rox with 100% of all the mineral rights to the entire southern portion of the Mt. Fisher greenstone belt, which is located 40km to the east of the prolific Yandal greenstone belt and 100km east of the main Wiluna belt, which both contain world class gold mines (Figure 5). The Mt Fisher project has extensive gold anomalism with immediate and compelling drill targets available.

Three compelling gold targets have currently been identified along the greenstone belt (Figure 6), at Moray Reef, Dam-Dirks and Mt Fisher East.

During the 1930's small high grade historic underground production occurred at the old Mt Fisher mine, and surface gold nuggets are reported to have been found. In the period 1987-1989, 23,700 ounces of gold were produced at a grade of 5.3 g/t gold from a small open pit at Mt Fisher.

Most of the drilling undertaken at Mt Fisher has been either RAB or aircore and has only tested the regolith. Less than 10% of drilling has been either RC (3,500m) or diamond core (7,500m). Only 6,000 metres of drilling (5.5%) occurs in holes >100 metres deep. Therefore there is significant potential to define the bedrock source of the strong and widespread gold-in-regolith anomalies.

In addition to the significant gold potential, the 5km strike length of ultramafic in the eastern portion of the tenements (Figure 5) is highly prospective for nickel sulphide mineralisation, based on significant drill intersections by WMC/BHP 15km to the north at the AK47 prospect.

Moray Reef

This prospect features numerous high grade drill intercepts as listed below in Table 3.

Table 3: Moray Reef Drilling Results

Hole	From	To	Interval	Au g/t
MTFC002	45	48	3	67.9
MTFC006	45	46	1	60.0
MTFC009	71	72	1	188.9
MTFC010	45	48	3	8.2
MTFC020	42	43	1	64.9
MTFC022	85	88	3	6.9
MTFC023	61	62	1	49.8
MTFC044	46	47	1	54.4
MTFC062	92	93	1	19.8

The mineralisation remains open along strike and at depth below 100m. Given its high grade nature this prospect provides an immediate drill target.

Dam-Dirks

Previous work has identified the presence of considerable supergene gold enrichment along a number of separate parallel structures. Drilling by previous explorers has returned a number of encouraging results as listed in Table 4.

Table 4: Dam-Dirks Drilling Results

Hole	From	To	Interval	Au g/t	Prospect
93FIR543	30	33	3	17.4	Dam
93FIR606	26	30	4	9.0	Dam
94FID005	226	230	4	4.7	Dam
96FIR1841	22	24	2	16.6	Dam
DDC11	103	104	1	5.6	Dam
DDC12	155	159	4	3.9	Dam
DDC17	114	115	1	7.3	Dam
DDC8	128	129	1	16.6	Dam
MFA166	49	53	4	2.3	Dirks

MFA254	54	56	2	13.7	Dirks
MFAD153	70	71	1	45.6	Dam
MTFA053	76	85	9	7.1	Dam
MTFA124	36	44	8	4.1	Dam

Mt Fisher East

A 600m x 1.8km long gold anomaly peaking at 54 ppb gold has been identified at the Mt Fisher East prospect. Much of the drilling on this prospect has been ineffective due to a deep bleached depleted zone in the regolith. Nevertheless, a drill intercept of 6m at 2.8 g/t gold in hole FERC6 has been obtained. In addition a number of broad anomalous zones of gold have been identified which have not been effectively tested by drilling.

Terms

The key commercial terms of the agreement are:

- Rox will acquire 100% of the Mt Fisher project for a consideration of twenty million (20,000,000) fully paid ordinary Rox Shares issued to Avoca.
- Additional Rox shares will be issued to Avoca if the following milestones are met:
- Twenty million (20,000,000) fully paid ordinary shares if a JORC Resource greater than two hundred and fifty thousand (250,000) ounces of gold at a 0.8g/t cut-off is identified; and
- Ten million (10,000,000) fully paid ordinary shares if a JORC Resource greater than one million (1,000,000) ounces of gold at a 0.8g/t cut-off is identified.

Shareholder approval for this transaction will be sought, with documentation being issued shortly.

Looking Ahead

Compilation of previous data is being undertaken to understand controls on mineralisation and to enable specific drilling targets to be identified and prioritised. Rox is planning to undertake drilling in the third quarter to further investigate the gold-in-regolith anomalies, and also expand the potential size of the Moray Reef deposit to enable a JORC compliant resource to be estimated.

CORPORATE

The Company is in a strong position to advance its projects with cash on hand at the end of the March quarter standing at \$4.5 million.

Dated this 29th day of April 2011.

Signed on behalf of the Board of Rox Resources Limited.



IAN MULHOLLAND
Managing Director

About Rox Resources

Rox Resources (ASX: RXL) is an Australian exploration company with projects in the Northern Territory of Australia, including the Myrtle zinc-lead project and the Marqua phosphate project, and in Western Australia at the Mt Fisher gold-nickel project.

Rox has signed a joint venture agreement with Teck Australia Ltd to explore its Myrtle project tenements which cover 669 km² adjacent to the world class McArthur River zinc-lead deposit in the Northern Territory. The terms of the JV require Teck to spend \$5 million to earn an initial 51% interest within 4 years including a minimum of \$1 million and 2,000 metres of drilling by 21 July 2012. Teck can increase its interest in the project to 70% by spending an additional \$10 million (\$15 million in total) over an additional 4 years.

A SEDEX style deposit has been identified by Rox at the Myrtle prospect, where an Inferred Mineral Resource of 43.6 million tonnes grading 4.09% zinc and 0.95% lead has been delineated to JORC Code standards. Thick drill intercepts of prospective stratigraphy carrying significant zinc-lead grades have already been made but only a small portion of the prospective area has been drilled, and Rox is extremely confident the resource will to continue to grow with further drilling. A higher grade core of 15.3 million tonnes grading 5.45% zinc and 1.40% lead is present, and a large mineralised system is indicated. Several other prospects in the tenement area have similar potential to Myrtle but are at an early stage of exploration.

Rox also owns 100% of the Marqua phosphate project in the Northern Territory located 300km south-west of Mt Isa. A 20 km long strike length of phosphate bearing rocks has been identified by surface sampling (up to 39.4% P₂O₅) and drilling (including 6m @ 19.9% P₂O₅ and 5m @ 23.7% P₂O₅), and there is the potential for a sizeable phosphate resource to be present. The project is located only 250 km from the nearest railhead and gas pipeline at Phosphate Hill.

At Mt Fisher in Western Australia, Rox has acquired a highly prospective area >600 km², well endowed with gold, and with strong potential for nickel, only 40km to the east of the prolific Yandal greenstone belt and 100km east of the main Wiluna greenstone belt. Three parallel structures at the Dam-Dirks prospect define a 5km long gold-in-regolith anomaly which is largely untested at depth. There are numerous high grade drill results over the project area including 1m @ 187 g/t Au and 3m @ 67 g/t Au at the Moray Reef prospect.

Rox continues to actively review potential new opportunities, particularly in Australia and South East Asia.

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Mr Ian Mulholland BSc (Hons), MSc, FAusIMM, FAIG, FSEG, MAICD, who is a Fellow of The Australasian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Geoscientists. Mr Mulholland has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Mulholland is a full time employee of the Company and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.



Figure 1: Myrtle and Marqua Project Locations

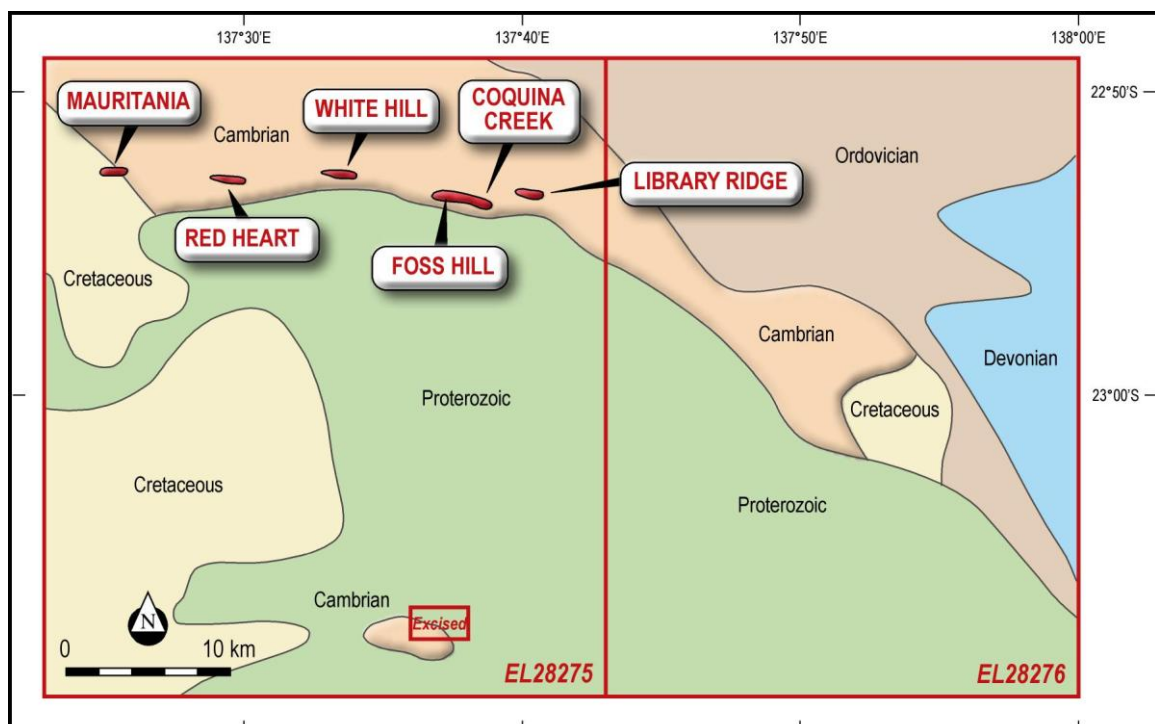


Figure 2: Marqua Project Tenement Plan Showing Prospect Locations and Geology

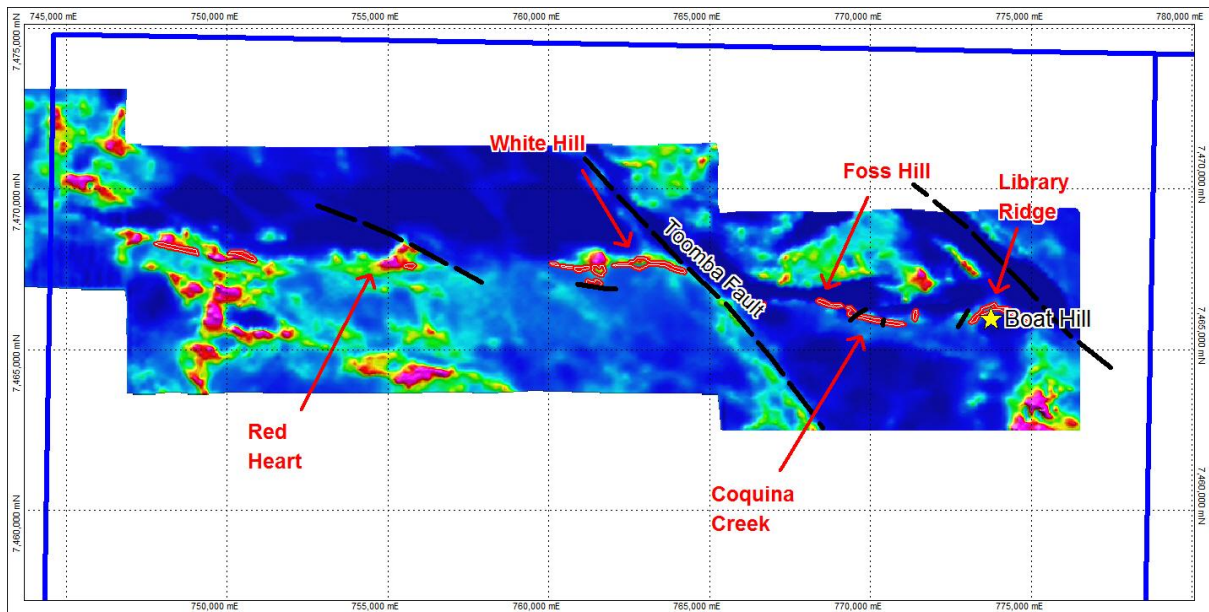


Figure 3: VTEM survey of Marqua area, showing Thorntonia Limestone outcrop (solid red line), faults (black dashed line), phosphate prospects and Boat Hill prospect locations

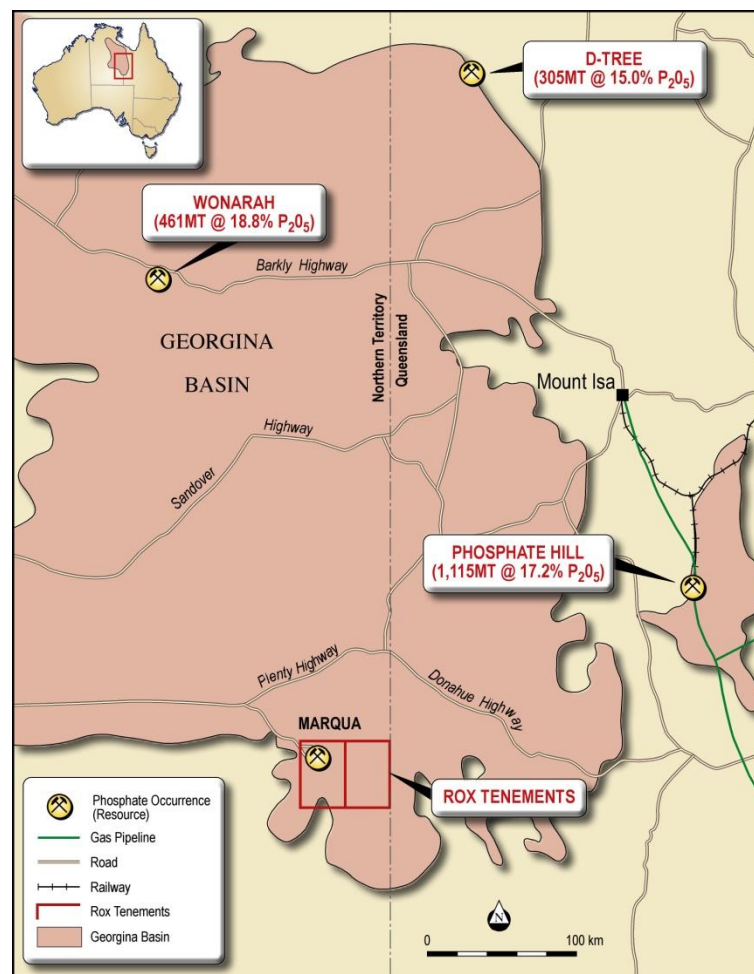


Figure 4: Georgina Basin Showing Phosphate Deposits

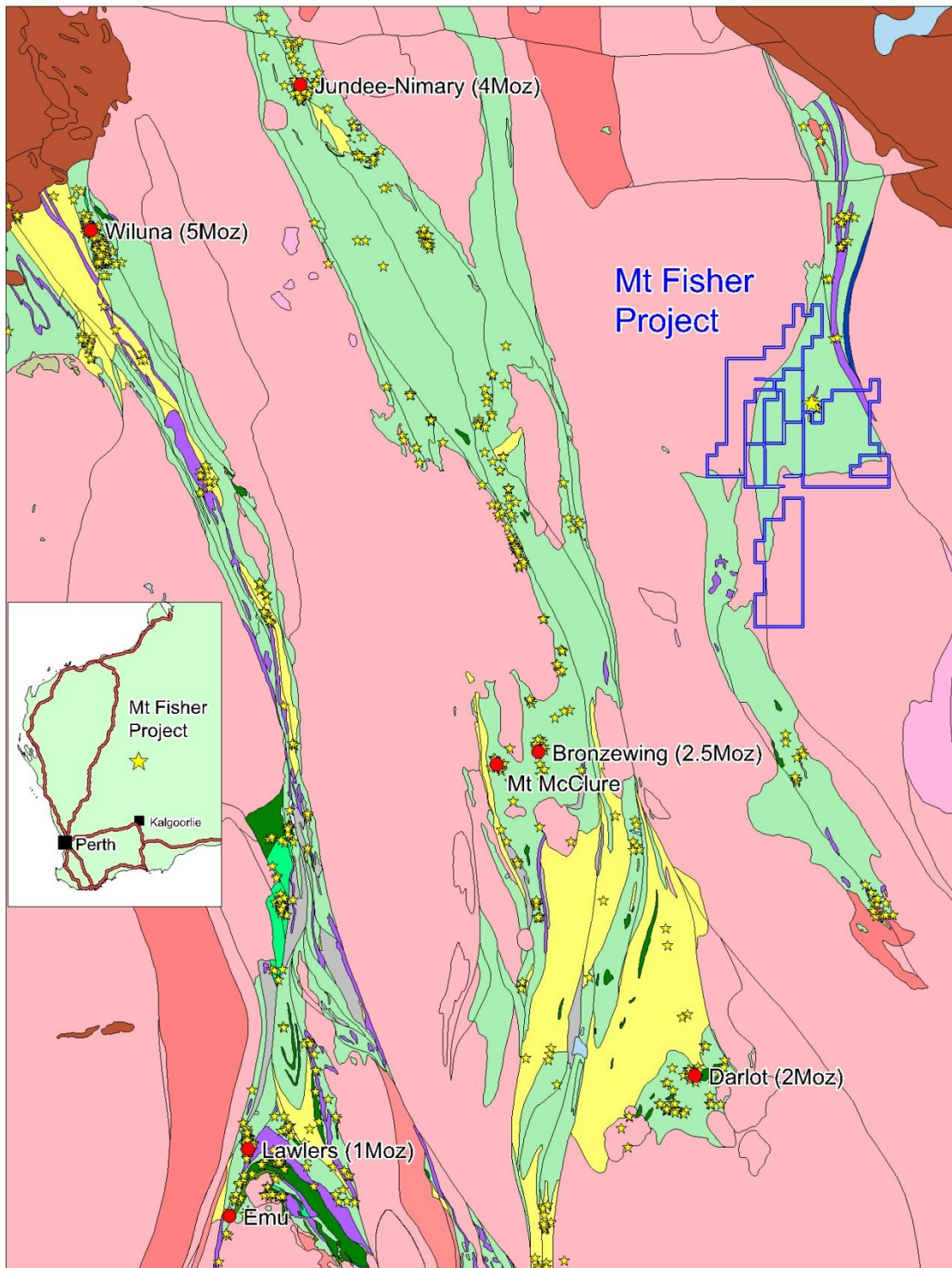


Figure 5: Mt Fisher Project Location Plan

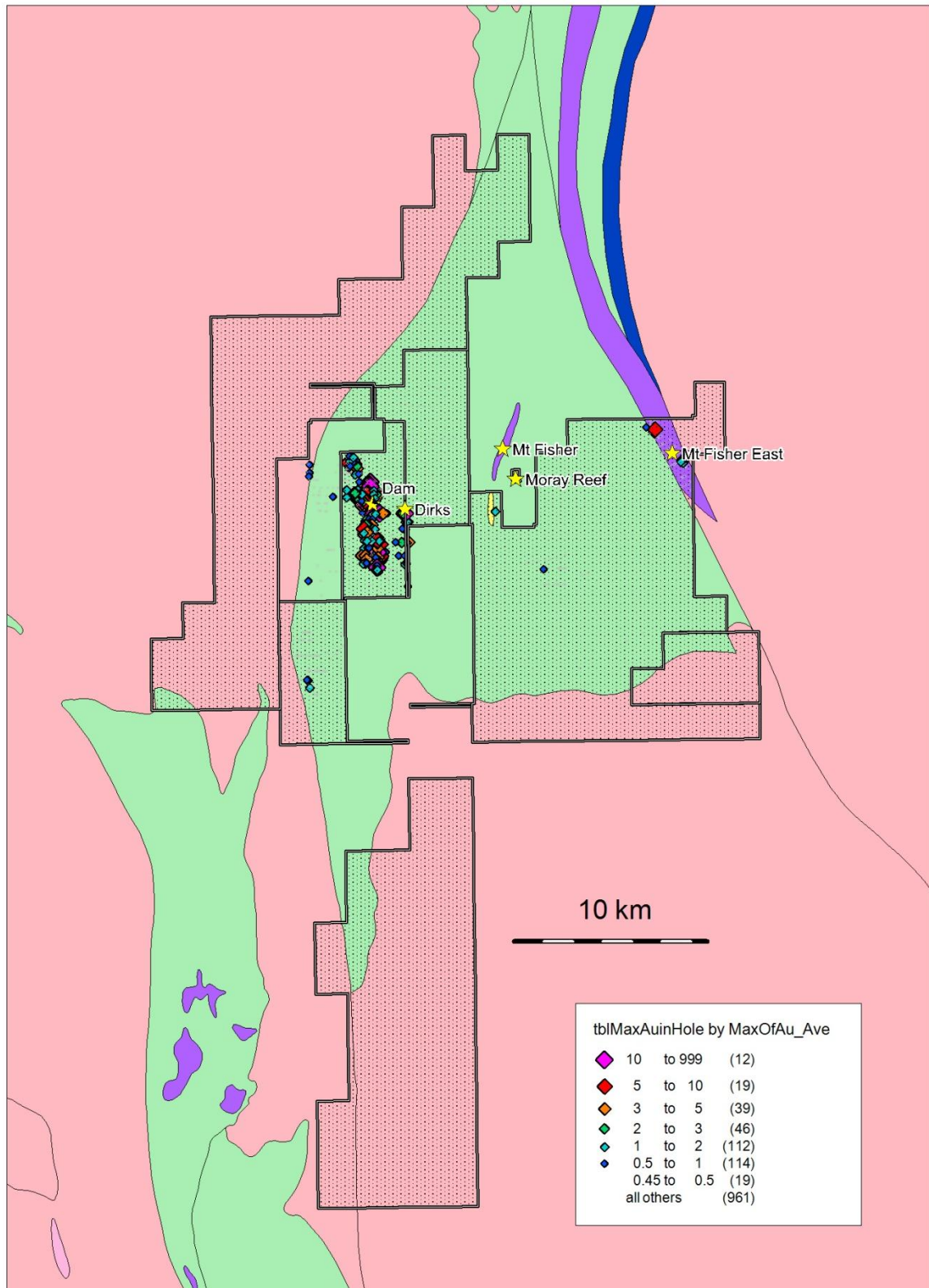


Figure 6: Mt Fisher Tenement Plan over Geology showing drill results (maximum gold in hole)

APPENDIX 5B
Mining Exploration Entity Quarterly Report

Name of entity

ROX RESOURCES LIMITED

ACN or ARBN

107 202 602

Quarter ended ("current quarter")

31 March 2011

Consolidated statement of cash flows

	Current Quarter A\$'000	Year to Date (9 months) A\$'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for: (a) exploration and evaluation	(34)	(48)
(b) development	-	-
(c) production	-	-
(d) administration	(214)	(700)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	39	50
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other – Security bonds repayments	-	-
Net Operating Cash Flows	(209)	(698)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	(2)	(2)
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other -	-	-
Net investing cash flows	(2)	(2)
1.13 Total operating and investing cash flows (carried forward)	(211)	(700)

1.13 Total operating and investing cash flows (brought forward)	(211)	(700)
Cash flows related to financing activities		
1.14 Proceeds from issues of shares (net of costs)	2	4,465
1.15 Proceeds from sale of forfeited shares	-	-
1.16 Proceeds from borrowings	-	-
1.17 Repayment of borrowings	-	-
1.18 Dividends paid	-	-
1.19 Other	-	-
Net financing cash flows	2	4,465
Net increase (decrease) in cash held	(209)	3,765
1.20 Cash at beginning of quarter/year to date	4,769	795
1.21 Exchange rate adjustments to 1.20	-	-
1.22 Cash at end of quarter	4,560	4,560

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

	Current quarter \$A'000
1.23 Aggregate amount of payments to the parties included in item 1.2	132
1.24 Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

N/A

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/A

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Nil

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	200
4.2 Development	-
4.3 Production	-
4.4 Administration	200
Total	400

Reconciliation Of Cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	9	25
5.2 Deposits at call	4,551	4,744
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	4,560	4,769

Changes in interests in mining tenements

-

	Tenement reference	Nature of Interest	Interest at beginning of quarter	Interest at end of quarter
6.1 Interest in mining tenements relinquished, reduced or lapsed	-	-	-	-
6.2 Interest in mining tenements acquired or increased	EL28275 EL28276	Holder Holder	0% 0%	100% 100%

Issued and quoted securities at end of current quarter

	Total number	Number quoted	Issue price per security (cents)	Amount paid up per security (cents)
7.1 Preference securities <i>(description)</i>	-			
7.2 Changes during quarter	-			
7.3 Ordinary securities	341,049,845	341,049,845		
7.4 Changes during quarter - Issued - Options exercised	101,150	101,150	\$0.015	\$0.015
7.5 Convertible debt securities <i>(description and conversion factor)</i>	-			
7.6 Changes during quarter	-			
7.7 Options <i>(description and conversion factor)</i>	30,160,238 30,269,199 3,750,000	30,160,238 30,269,199 Nil	<i>Exercise Price</i> \$0.10 \$0.015 \$0.038	<i>Expires</i> 30 June 2011 31 July 2011 26 Sept 2012
7.8 Issued during quarter	-	-	-	-
7.9 Exercised during quarter	101,150	101,150	\$0.015	31 July 2011
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>	-	-	-	-
7.12 Unsecured notes <i>(totals only)</i>	-	-	-	-

Compliance statement

1. This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Law or other standards acceptable to ASX.
2. This statement does give a true and fair view of the matters disclosed.

Sign here:

Date: 29 April 2011



Company Secretary

Print Name: Brett Dickson