Quarterly Report

For the period ended 30 September 2011

HIGHLIGHTS

- **Teck completes ground gravity and IP surveys at Myrtle zinc project.**
- **Core drilling to commence at Myrtle in the December quarter.**
- **RC drilling at Mt Fisher gold project produces several high grade intercepts including:**
  - **9m @ 4.43 g/t Au from the Damsel prospect**
  - **4m @ 5.53 g/t Au from the Dam prospect**
  - **1m @ 8.40 g/t Au from the Damsel prospect**
  - **2m @ 5.44 g/tAu from the Mt Fisher mine**
- **Several exploration targets identified at Mt Fisher for near term gold production potential.**
- **Airborne VTEM, magnetic and radiometric surveys completed at Mt Fisher.**
- **Several VTEM anomalies at Mt Fisher to be tested by drilling in the December quarter.**
- **Soil sampling, mapping and RC drilling to be completed at the Marqua phosphate project during the December quarter.**

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

During the September quarter, earn-in and potential joint venture partner Teck Australia Pty Ltd ("Teck") commenced field work at Myrtle (Figure 1). The start of the work program was delayed by the late wet season in Northern Australia. Teck will manage all work while it is sole contributor to expenditure or holds a majority interest in the joint venture.

Teck have advised completion of a ground gravity survey and an IP (induced polarisation) survey. These surveys have enabled a better understanding of the sub-surface structural and geological environment and enabled a number of new drill targets to be generated that could potentially host high-grade mineralisation.

The ground gravity survey (Figure 2) involved approximately 1,700 gravity stations at a 250 x 250 metre and 500 x 500 metre spacing. The survey, covering an area of about 60km^2, has provided greater definition of the Myrtle basin and its extensions and has allowed more confident drill targeting.

The IP survey consisted of four (4) lines run over various parts of the Myrtle basin and its extensions. The line over the known mineralisation produced a strong anomaly (Figure 3) and confirms IP as an important exploration tool at Myrtle. The other IP lines elucidated important features of geology and structure.

Teck have compiled all data sets (geochemistry, geophysics, drilling) into a three dimensional framework which has resulted in a fully integrated three dimensional model for Myrtle.

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Looking Ahead

Teck will undertake a drilling program at Myrtle in the December quarter to test the extensions of the mineralisation already intersected by Rox and to test other targets generated from the ground gravity and IP surveys. Results will be reported as they are received. The completion of the drilling programme in 2011 is dependent on weather conditions.

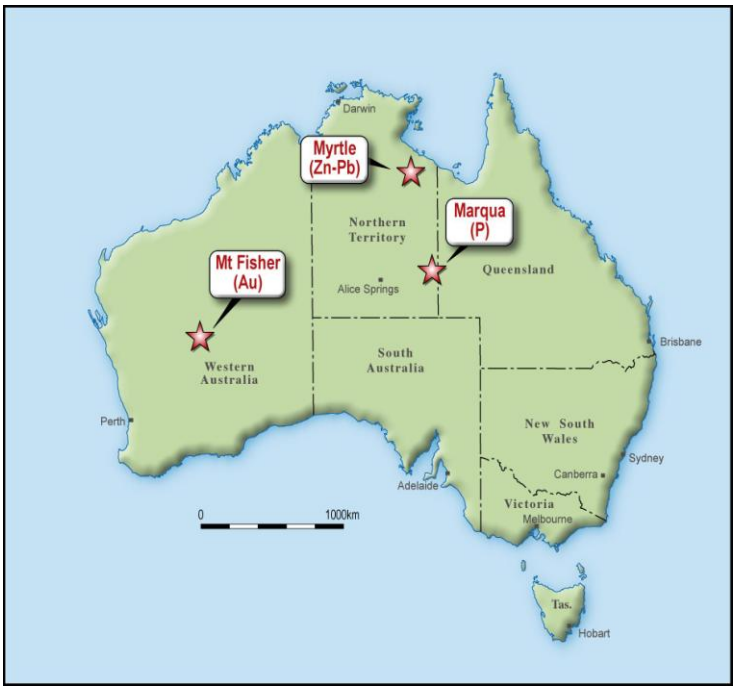

Figure 1: Rox Projects Location Map

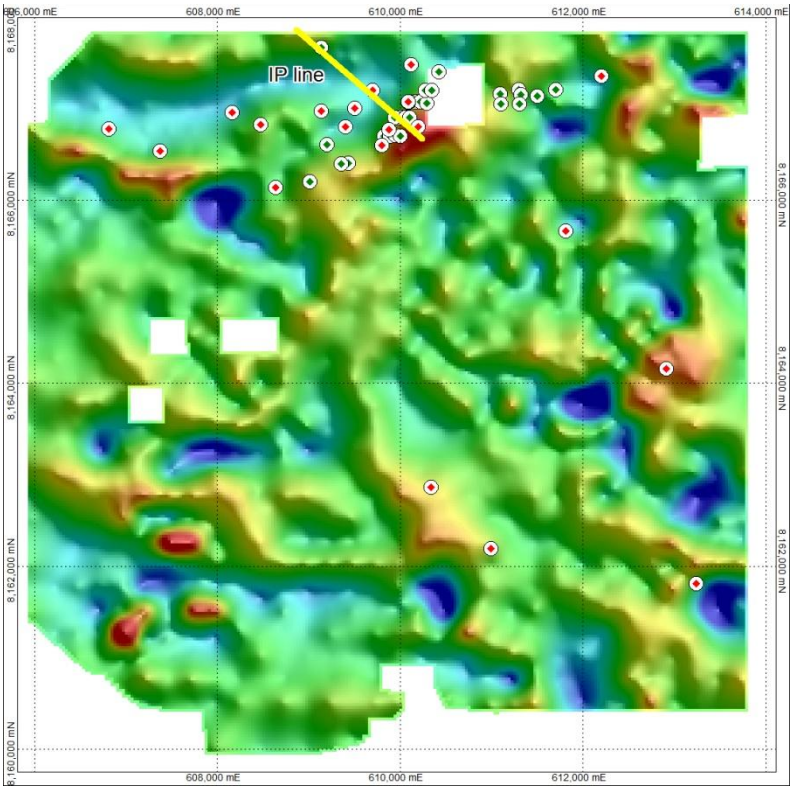

Figure 2: Myrtle Basin Ground Gravity Survey (Hanning Residual gravity image, IP line shown in yellow, existing diamond drill hole locations shown in red, RC drill holes in green)

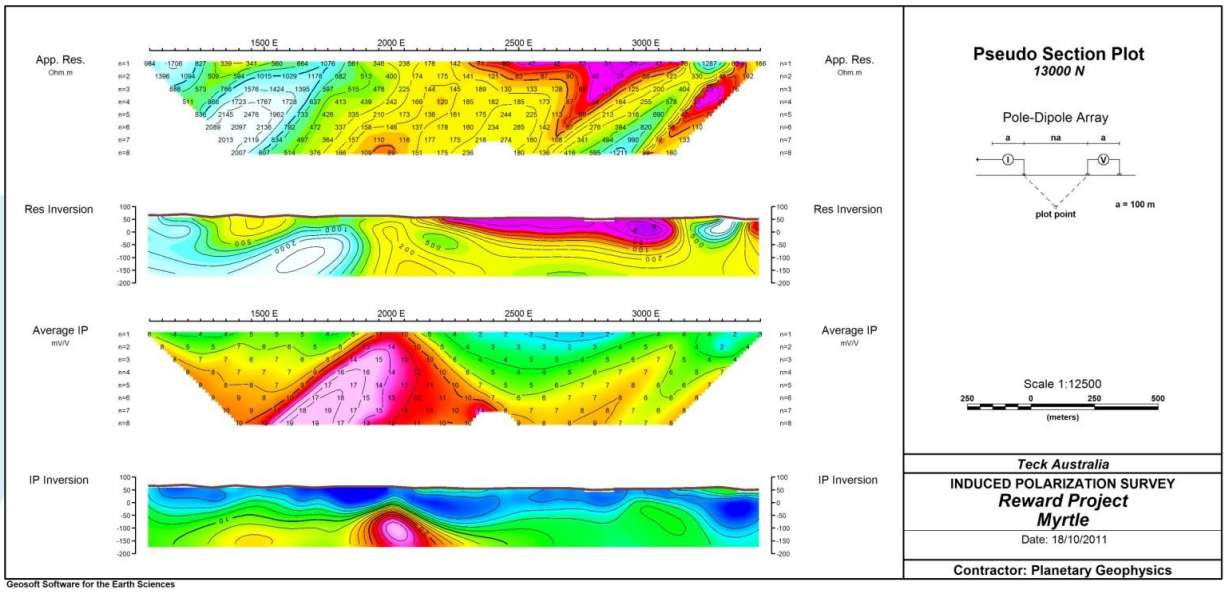

Figure 3: Myrtle IP-Resistivity line 13000

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

RC Drilling

Rox conducted a 3,000 metre program of Reverse Circulation (RC) drilling during July 2011 at the Mt Fisher gold project, located approximately 250km north of Leonora in Western Australia (Figure 1). Drill locations and results are listed in Table 1.

The drilling campaign was very successful, discovering some previously unknown zones of shallow high-grade gold mineralisation as well as high-grade gold mineralisation at depth, and provides the company with several targets with potential to be developed as JORC compliant Mineral Resources by the end of the year. The best of these were:

Damsel:	MFRC010, 9m @ 4.43 g/tAu from 54m
	MFRC001, 1m @ 8.40 g/tAu from 205m
Dam:	MFRC004, 6m @ 4.08 g/tAu from 106m
	MFRC004, 2m @ 4.83 g/tAu from 149m
Mt Fisher Mine:	MFRC012, 3m @ 3.87 g/tAu from 147m

In addition to these results and targets, additional targets for near term gold production at Mt Fisher include the Mt Fisher Mine Tailings and Low Grade Stockpiles that could be re-treated to recover gold, and Moray Reef where previous drill intercepts include:

1m @ 189 g/t Au from 71m
3m @ 67.9 g/t Au from 45m
1m @ 64.9 g/tAu from 22m
3m @ 55.1 g/tAu from 47m

Table 1: Mt Fisher RC Drilling Results

Hole	North [9]	East [9]	Dip	Azimuth	From (m)	To (m)	Interval (m)	Au [1]	Assay Type [2]	Prospect
MFRC001	7027970	342430	-60	90	205	206	1	8.40	1m	Damsel
MFRC002	7027704	342449	-60	90	NSR					Damsel
MFRC003	7027379	342333	-57	90	NSR					Damsel
MFRC004	7027035	342115	-55	92	106 [3]	112	6	4.08	1m	Dam
					142	143	1	5.79	1m	
					149 [4]	151	2	4.83	1m	
					254	255	1	3.20	1m	
MFRC005	7027139	342126	-55	90	54	55	1	1.39	1m	Dam
					84	85	1	1.17	1m	
					121	122	1	2.64	1m	
					128 [5]	131	3	2.66	1m	
					283	284	1	2.66	1m	
MFRC006	7025380	342198	-55	90	140	144	4	0.50	4m	Dam South
MFRC007	7025281	342243	-50	97	85	86	1	1.19	1m	Dam South
					155	157	2	1.32	1m	
					210	212	2	1.48	1m	
					235	236	1	0.90	1m	
MFRC008	7024860	342810	-55	90	NSR					Dam SE
MFRC009	7024558	342813	-60	90	148	149	1	0.83	1m	Dam SE
					154	157	3	0.82	1m	
MFRC010	7027567	342593	-60	90	40	41	1	5.51	1m	Damsel
					44 [6]	51	7	2.14	1m	
					54 [7]	63	9	4.43	1m	
MFRC011	7027845	342496	-60	94	158	159	1	1.21	1m	Damsel
					160	161	1	0.99	1m	
					167	168	1	1.39	1m	
					176	180	4	1.61	1m	
MFRC012	7029540	349580	-55	290	147 [8]	150	3	3.87	1m	Mt Fisher Mine

Notes

[1] Results quoted at 0.8 g/t Au cut-off
[2] Assay Types: 4m composite by AAS (25g charge), 1m split by Fire Assay (50g charge)
[3] MFRC004, incl. 4m @ 5.53 g/t Au from 106m
[4] MFRC004, incl. 1m @ 8.34 g/t Au from 149m
[5] MFRC005, incl. 1m @ 5.91 g/t Au from 129m
[6] MFRC010, incl. 1m @ 5.96 g/t Au from 45m
[7] MFRC010 incl. 3m @ 8.31 g/t Au from 57m
[8] MFRC012, incl. 2m @ 5.44 g/t Au from 147m
[9] GPS coordinates for drill collars, MGA94, zone 53

Geophysics

Two airborne geophysical surveys were completed during the quarter; an aeromagnetic/ radiometric survey at 50 metre line spacing (Figure 4), and a VTEM survey at 150-250 metre line spacing (Figure 5). The company's geophysical consultants are still working on interpreting the data, but a number of VTEM anomalies that could represent conductive sulphides that may host gold mineralisation have been identified along strike north and south from the Mt Fisher mine.

In addition, at the Mt Fisher mine two VTEM anomalies have been identified immediately adjacent and along strike from the known mineralisation (Figure 6).

Looking Ahead

RC drilling is scheduled to be undertaken during the December quarter. This drilling programme is designed to follow up previous high grade drilling and to test a number of exploration targets which have the potential to be converted into JORC compliant Mineral Resources within a short period of time. A number of targets will be tested including Damsel, Mt Fisher mine, Moray Reef, and VTEM targets along strike north and south from the Mt Fisher mine (Figure 7).

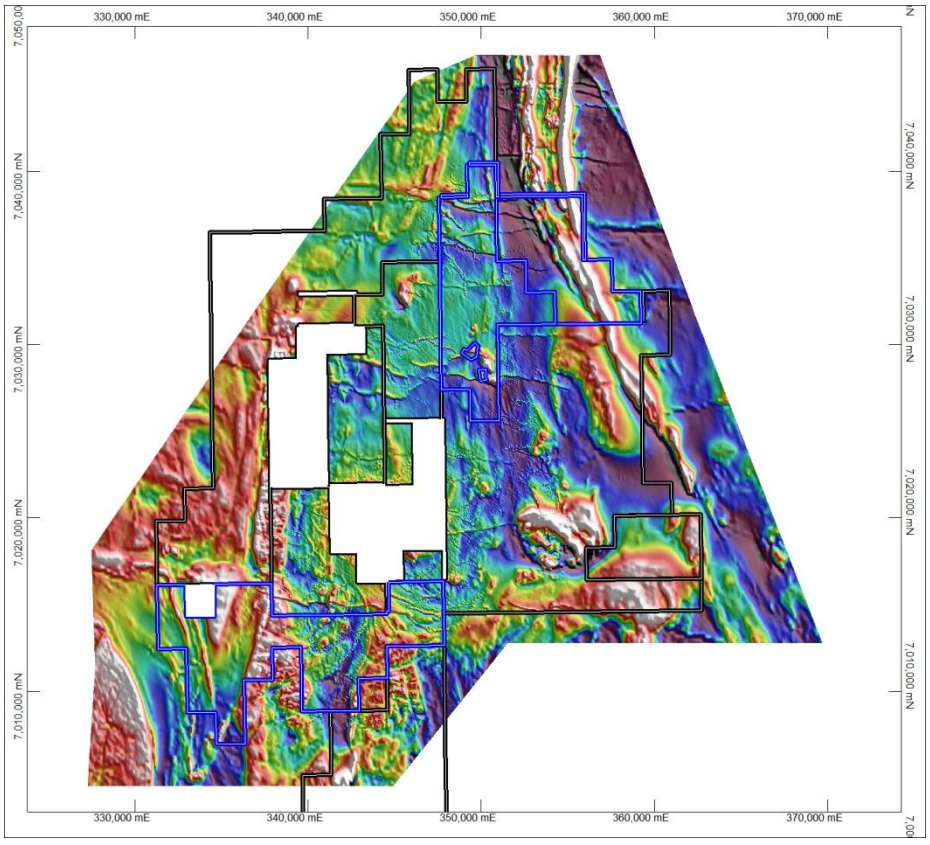

Figure 4: Mt Fisher Aeromagnetic Survey (Total Magnetic Intensity image)

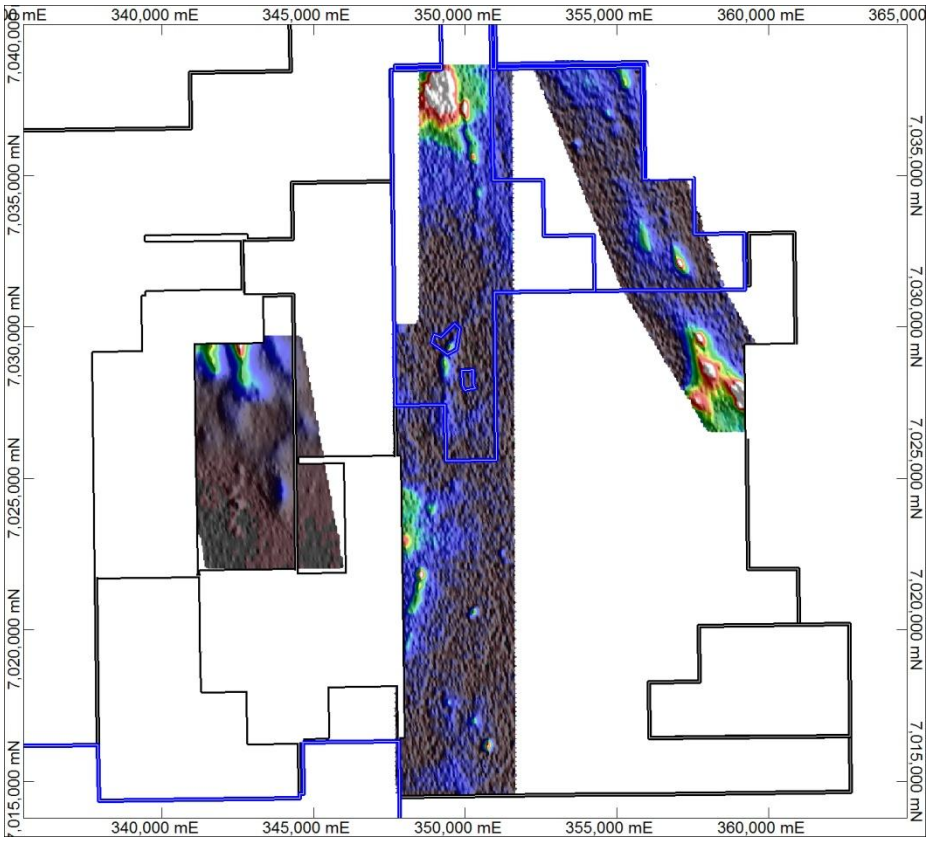

Figure 5: Mt Fisher VTEM Survey (Channel 48 image)

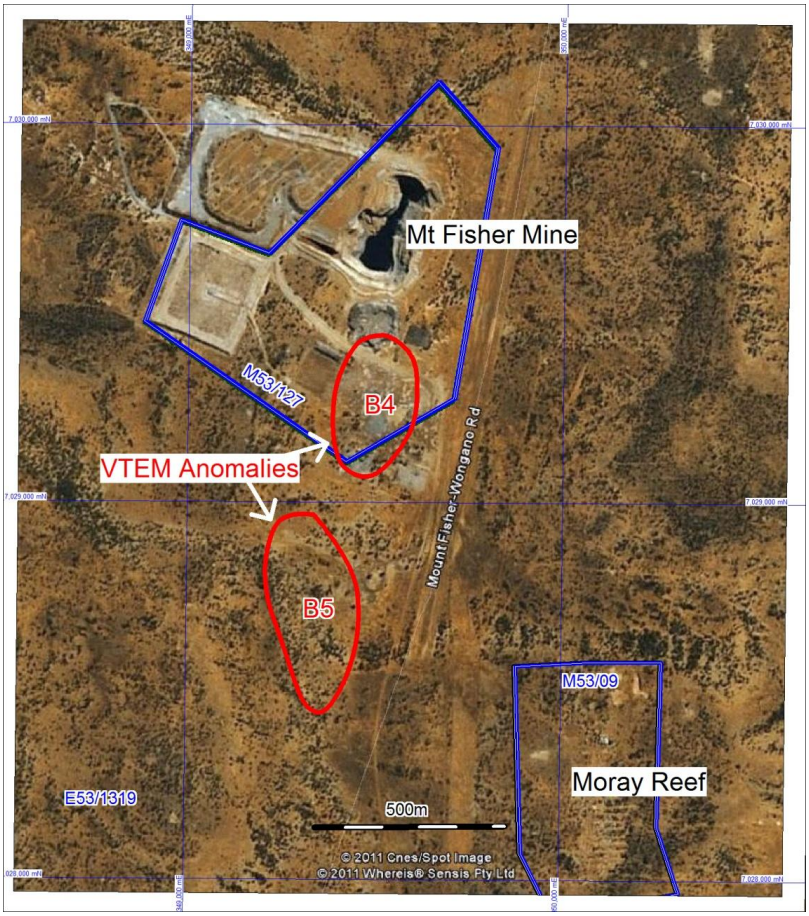

Figure 6: Mt Fisher Mine VTEM Anomalies, B4-B5

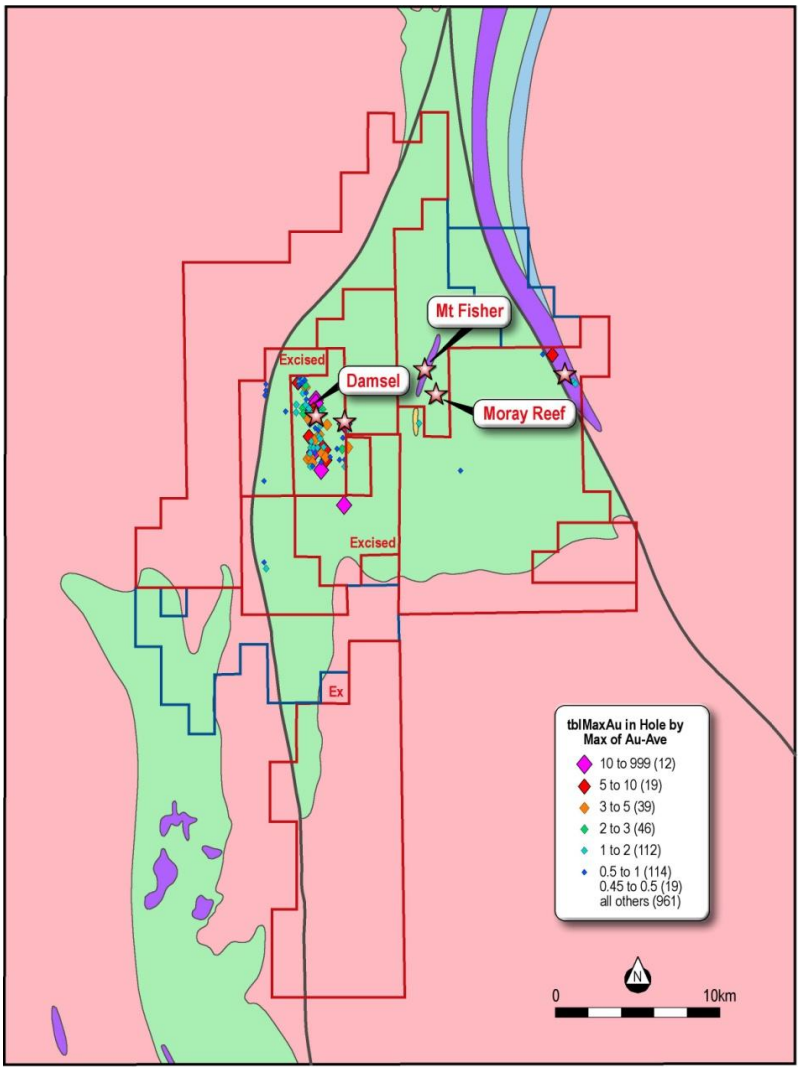

Figure 7: Mt Fisher Prospect Locations

MARQUA PHOSPHATE PROJECT, NT (Rox 100%)

Planning for soil sampling, geological mapping and RC drilling to be undertaken during the December quarter was carried out. The RC drilling will aim to expand the potential size of the phosphate prospective area.

Dated this 31st day of October 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 three key projects: the Mt Fisher Gold project in Western Australia, and the Myrtle zinc-lead project and the Marqua phosphate project, both located in the Northern Territory..

At Mt Fisher, Rox has acquired a highly prospective area of 615 km^2, 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.

In addition Rox has an Option to acquire a further area of 170 km^2, including the Mt Fisher gold mine which has produced ~ 4,500 ozs of gold from historic underground mining and 22,500 ozs of gold from open pit mining, and is open at depth and down plunge. There are several other strong targets for drill testing as well. The total area under exploration by Rox at Mt Fisher is 785 km^2.

Rox has signed a joint venture agreement with Teck Australia Ltd. ("Teck") to explore its Myrtle project tenements which cover 669 km^2 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 25 km long strike length of phosphate bearing rocks has been identified by surface sampling (up to 39.4% P_2O_5) and drilling (including 6m @ 19.9% P_2O_5 and 5m @ 23.7% P_2O_5), 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 and covers ~ 2,600 km^2.

Mineral Resources*

Cut-off Zn+Pb%	Category	Tonnes (Mt)	Zn %	Pb %	Zn+Pb %	Zn kt	Pb kt	Zn+Pb kt	Rox Share**
3	Indicated	5.8	3.56	0.90	4.45	205	52	257	
3	Inferred	37.8	4.17	0.95	5.12	1,575	361	1,936	
TOTAL		**43.6**	**4.09**	**0.95**	**5.03**	**1,780**	**412**	**2,193**	**100%**
5	Indicated	1.2	5.38	1.42	6.80	64	17	81	
5	Inferred	14.1	5.45	1.39	6.85	768	196	965	
TOTAL		**15.3**	**5.45**	**1.40**	**6.84**	**833**	**213**	**1,046**	**100%**

* Reported to the ASX on 15 March 2010.

** Teck Australia can earn a 51% interest by expending $5m by 21 July 2014, and can earn a 70% interest by expending a total of $15 by 21 July 2018.

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.

APPENDIX 5B

Mining Exploration Entity Quarterly Report

Name of entity

ROX RESOURCES LIMITED

ACN or ARBN	Quarter ended ("current quarter")
107 202 602	**30 September 2011**

Consolidated statement of cash flows

		Current Quarter A$'000	Year to Date (3 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	(607)	(607)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(249)	(249)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	38	38
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other – Security bonds repayments	-	-
	Net Operating Cash Flows	(818)	(818)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	(a) prospects	(-)	(-)
	(b) equity investments	-	-
	(c) other fixed assets	(4)	(4)
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	(4)	(4)
1.13	Total operating and investing cash flows (carried forward)	(822)	(822)

1.13	Total operating and investing cash flows (brought forward)	(822)	(822)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares (net of costs)	347	347
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	347	347
	Net increase (decrease) in cash held	(475)	(475)
1.20	Cash at beginning of quarter/year to date	4,361	4,361
1.21	Exchange rate adjustments to 1.20	-	-
1.22	**Cash at end of quarter**	3,886	3,886

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	111
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

During the quarter the company issued 20,000,000 shares to Avoca Resources Limited as consideration for the Mt Fisher Gold Project.

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	578
4.2	Development	-
4.3	Production	-
4.4	Administration	288
	Total	866

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	-	-
5.2	Deposits at call	3,886	4,361
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	3,886	4,361

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	E28611	Beneficial Owner	0%	100%
		E28612	Beneficial Owner	0%	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** *(description)*	-			
7.2 Changes during quarter	-			
7.3 **Ordinary securities**	398,336,377	398,336,377		
7.4 Changes during quarter - Issued	20,000,000	20,000,000	$0.032	$0.032
- Options exercised	23,105,144	23,105,144	$0.015	$0.015
7.5 **Convertible debt securities** *(description and conversion factor)*	-			
7.6 Changes during quarter	-			
7.7 **Options** *(description and conversion factor)*	3,750,000	Nil	*Exercise Price* $0.038	*Expires* 26 Sept 2012
7.8 Issued during quarter	-	-	-	-
7.9 Exercised during quarter	23,105,144	23,105,144	$0.015	31 July 2011
7.10 Expired during quarter	2,982,667	2,982,667	$0.015	31 July 2011
7.11 **Debentures** *(totals only)*	-	-	-	-
7.12 **Unsecured notes** *(totals only)*	-	-	-	-

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: 31 October 2011

Company Secretary

Print Name: Brett Dickson