Quarterly Report

For the period ended 30 September 2012

HIGHLIGHTS

Mt Fisher Gold-Nickel

- **Drilling consisting of 85 RAB holes and 48 AC holes, for a total of 6,517m completed**
- **Strong gold geochemical anomalies extended at Dam and Dirks prospects**
- **Initial geochemical anomaly of 12m @ 0.12% Ni lies over strong VTEM anomaly at Fisher East**
- **Further 1,706m of RAB drilling in 34 holes completed to test Fisher East nickel geochemical anomaly with results pending**

Myrtle-Reward Zinc

- **Significant intersections of high grade zinc mineralisation from historic drilling at the Teena prospect uncovered, including:**
  - **11.3m @ 10.9% Zn + Pb, 14 g/t Ag from 908.8m in hole Teena 4**
  - **8.6m @ 9.84% Zn + Pb, 23 g/t Ag from 789.6m in hole Teena 4A**
  - **3.8m @ 7.98% Zn + Pb, 4 g/t Ag from 629.2m in hole Teena 2**
  - **13.1m @ 6.02% Zn + Pb, 5 g/t Ag from 599.2m in hole Teena 6**
- **Re-sampling of drill core confirms historic assays from Teena**
- **Initial program of drilling completed at Myrtle, extending the mineralized footprint 400 metres north and 700 metres east**

Bonya Copper

- **Farm-in agreement signed over new 279 km^2 project area**
- **High grade rock chip assays up to 30.7% copper, 34.1 g/t silver and 0.52 g/t gold from outcrops of visible copper oxide mineralisation**
- **Assessment of historic mining activities indicate depth potential to mineralisation, never previously drill tested**
- **Initial expenditure commitment of $150,000 in first year**

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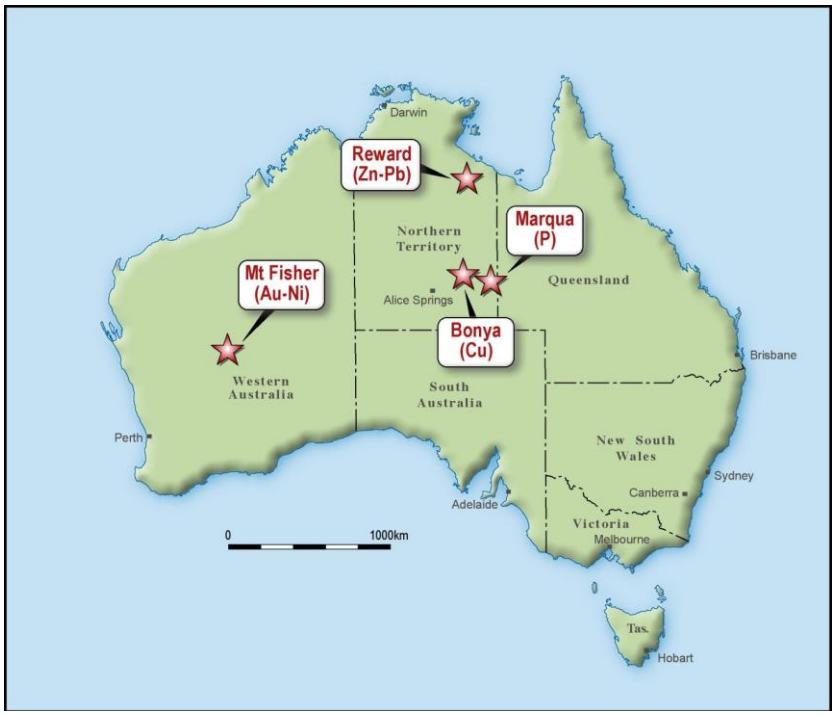

Figure 1: Rox Project Location Map

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

Rox continues to explore the Mt Fisher project area 220km north of Leonora in Western Australia, (Figure 1) which has the potential to host a multi-million ounce gold inventory and also nickel sulphide mineralisation.

RAB/AC Drilling

A Rotary Air Blast (RAB) and aircore (AC) drilling programme to test a number of structural and geochemical targets, was completed for 6,517 metres (85 RAB and 48 AC holes) in mid July.

The Dam South and Dirks geochemical anomalies (Figure 2) were extended further, and the program also identified a strong nickel sulphide target where there had been no previous drilling.

Fisher East

AC drilling at Fisher East (Figure 2) targeted both gold and nickel mineralisation on the NW-SE trending, east-dipping mafic-ultramafic greenstone belt. This included two 1km and 1.7km traverses of 80m spaced angled drill holes across the entire width of the belt where no drilling had been completed previously.

The drilling located a nickel geochemical anomaly of 12m @ 0.12% Ni (2.5 times background) from 32m downhole lying directly above a strong VTEM conductor (MFA_05) within ultramafic rocks, and is an excellent target for nickel sulphide mineralisation (Figure 3).

Modelling of the VTEM anomaly (MFA_05) by the Company's geophysical consultants, Southern Geoscience, indicates that the conductor conforms with the enclosing rocks, dipping at 50 degrees to the east and therefore indicating a bedrock source. It is 500m long and extends from 100 – 500m in depth. A second strong VTEM anomaly (MFA_04) of similar size and depth extent is present 4km to the north.

Nickel sulphide mineralisation is known 25km further to the north where WMC drilled massive magmatic nickel sulphide (0.2m @ 1.93% Ni, 0.42% Cu) in 2003. That intersection also contained up to 0.7 g/t Pt+Pd.

A follow-up RAB drilling program of 1,706m in 34 holes was completed in early October over the two VTEM anomalies and results are pending.

Dam South & Dirks

AC drilling at the **Dirks Prospect** (Figure 2) intersected mineralisation in MFAC001 (4m @ 0.54g/t Au from 54m, and 5m @ 0.25g/t from 76m to EOH) and MFAC004 (8m @ 0.40g/t from 48m). This line of infill drilling is located approximately 180m north of mineralisation in MFA254 (2m @ 13.7g/t Au from 54m). The results show that mineralisation at Dirks is continuous along strike, and RC drilling is being designed to test this anomaly at depth.

RAB drilling at **Dam South** (Figure 2) was designed to broadly test a series of VTEM anomalies situated along strike from mineralisation to the north. Significant gold assays returned included 12m @ 0.24g/t Au from 44m in hole MFRB037, and 4m @ 0.27g/t Au from 16m in hole MFRB043. These results confirm the potential source of the VTEM anomaly and warrant further drill testing.

Downhole EM

A downhole EM survey was conducted in holes MFRC029 and 033 beneath the Mt Fisher pit (Figure 4). Data are currently being modelled to assist in designing follow-up drilling. The target is a sulphidic chert which hosts the gold at Mt Fisher, and has produced a large strong VTEM anomaly south of the old Mt Fisher mine.

Table 1: Significant RAB and Aircore Gold Drilling Results – Mt Fisher

Hole	East[(1)]	North[(1)]	Total Depth (m)	Dip	Azimuth MGA94	From (m)	To (m)	Interval (m)	Au[(2)]	Prospect
MFAC001	344501	7026537	81	-60	90	56	60	4	0.54	Dirks
						76	81	5	0.25	
MFAC004	344323	7026527	110	-60	90	48	56	8	0.40	Dirks
						100	104	4	0.18	
MFAC009	356492	7031714	71	-60	240	52	56	4	0.14	Fisher East
MFAC021	357128	7030736	19	-60	240	4	8	4	0.13	Fisher East
MFAC022	357179	7030768	53	-60	240	0	4	4	0.11	Fisher East
						40	44	4	0.12	
MFRB037	342602	7023373	59	-60	90	44	56	12	0.24	Dam South
MFRB043	342303	7023390	59	-60	90	16	20	4	0.27	Dam South

Notes
[(1)] GPS coordinates for drill collars, MGA94, zone 51
[(2)] Results quoted at 0.1 g/t Au cut-off, all assays by Aqua Regia AAS

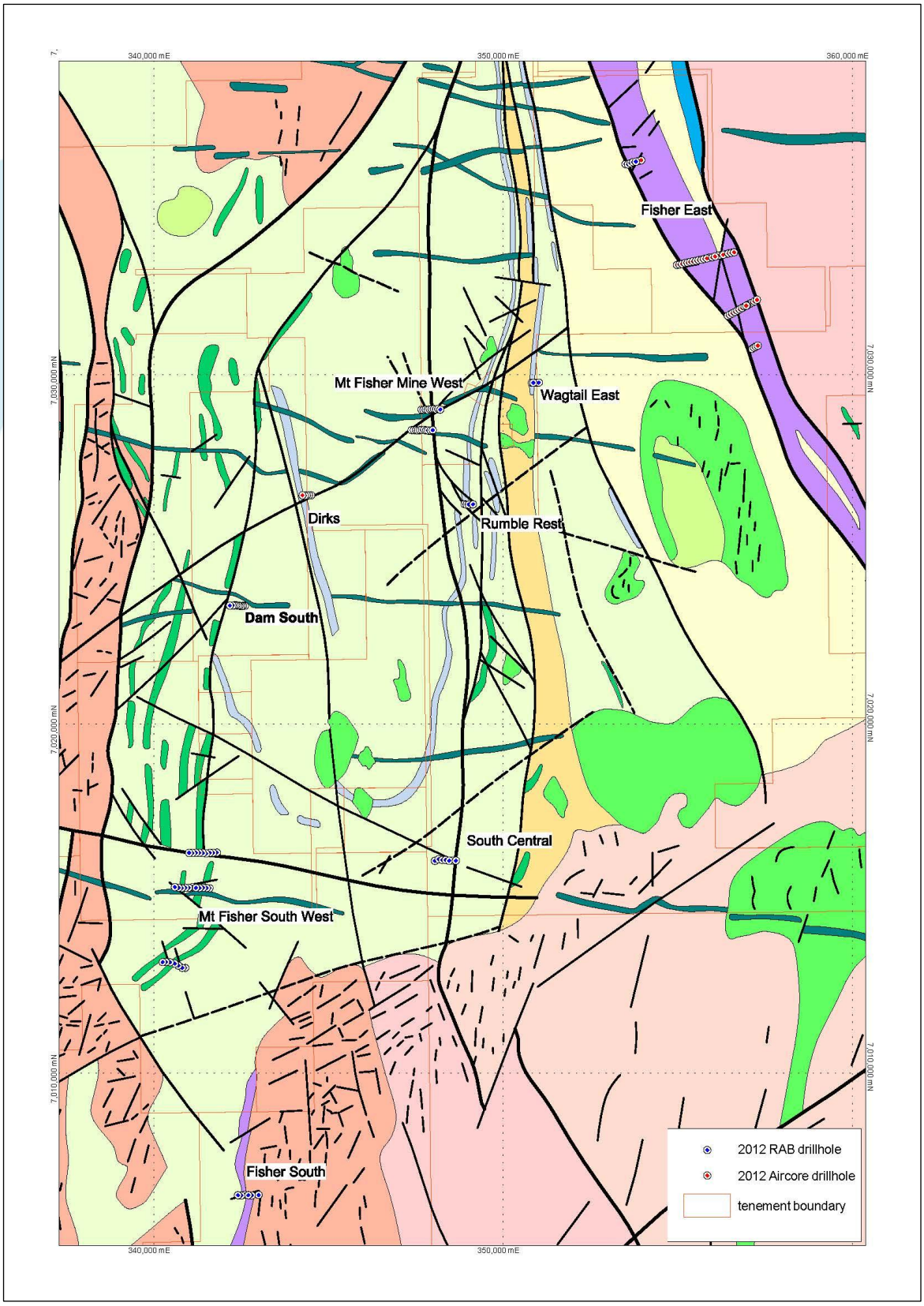

Figure 2: Mt Fisher Completed RAB and Aircore drilling over Geological Interpretation

Geological Legend: pink/red = granite, dark green = dolerite, light green = mafic/greenstone, bottle green = mafic intrusive, yellow = felsic sediments, light blue = chert, purple = ultramafic, orange = felsic volcanic, dark grey = Proterozoic dykes. Solid black lines show structures, while broken black lines show magnetic trends

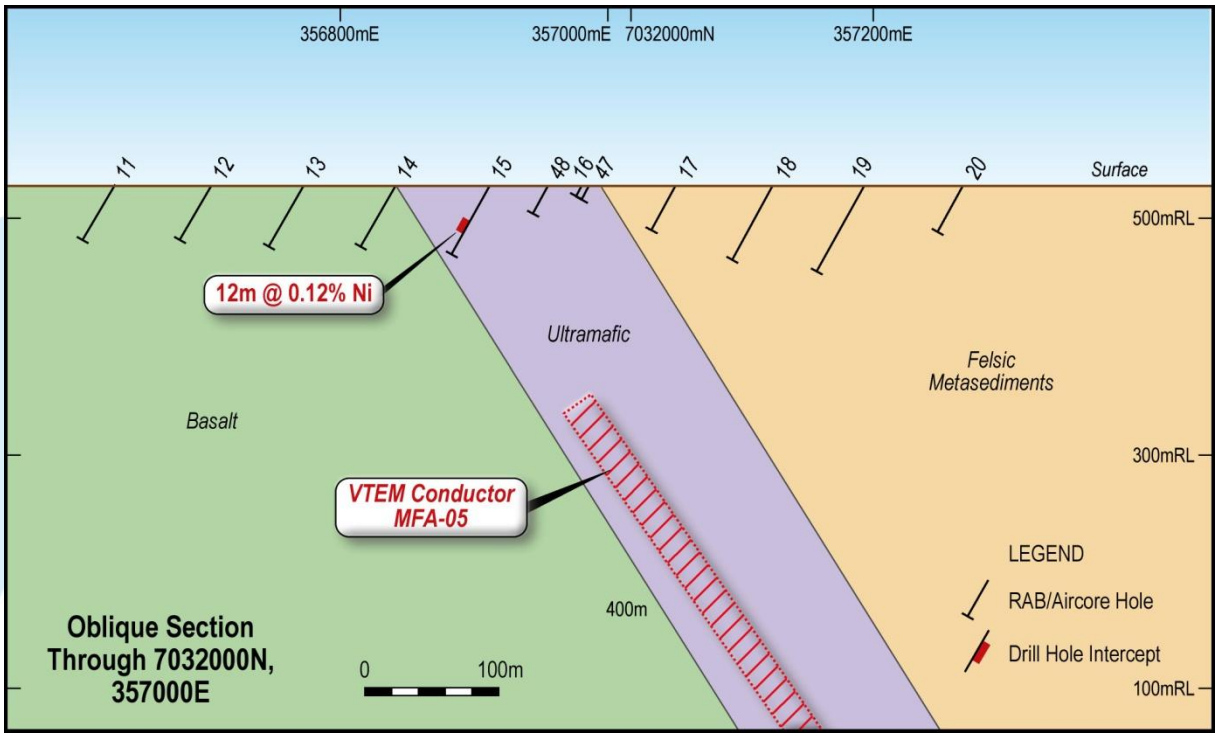

Figure 3: RAB/Aircore Drill Section, Fisher East, looking NW

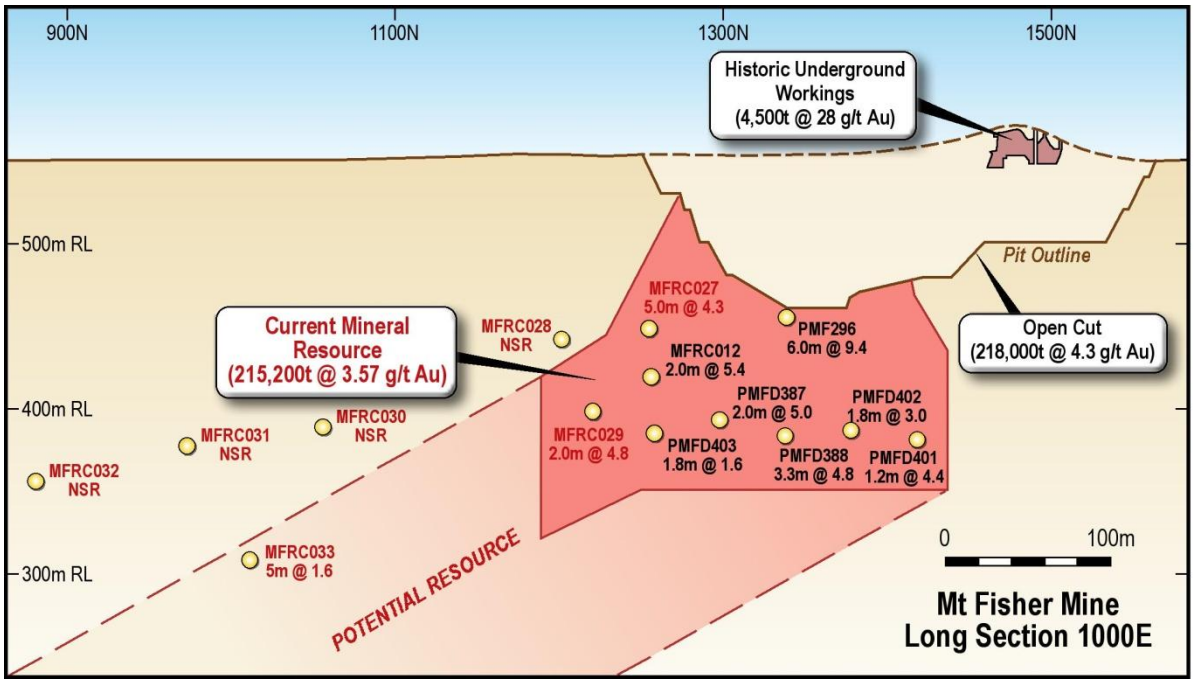

Figure 4: Mt Fisher Mine Long Section

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

Teck Australia Pty Ltd. ("Teck") may earn an initial 51% interest in the Myrtle-Reward project located 20km south of the McArthur River zinc-lead mine in the Northern Territory by expenditure of $5 million by August 2014, and can earn up to a 70% interest through the expenditure of $15 million by August 2018. Teck is operator of the project while it is sole contributing to expenditure.

Myrtle

Teck commenced diamond drilling in June 2012 with a plan to drill 6 holes with depths ranging from 300 to 600 metres.

The drilling program was designed to test the margins of the North Myrtle Basin, rather than the centre of that basin which could host better grade mineralization, and also tested targets in the Main Myrtle Basin (Figure 5).

Three holes (MY22, 25, & 26) were drilled into the North Myrtle Basin (where Rox has estimated a JORC Mineral Resource of 43.6 million tonnes grading 4.09% Zn, 0.95% Pb, for 5.04% Zn+Pb at a 3% Zn+Pb cut-off). Each of these holes intersected mineralisation although the grades were moderate, potentially due to being located near the margins of the basin. Significantly the mineralised horizon was around 20 metres in total thickness in each hole (Table 2) with the better results being:

- 4m @ 2.70% Zn+Pb from 219m in hole MY22
- 7m @ 2.52% Zn+Pb from 290m in hole MY26
- 10m @ 1.77% Zn+Pb from 299m in hole MY26, and
- 22m @ 1.26% Zn+Pb from 160m in hole MY25.

Holes MY25 and 26 indicate that the deepest (and potentially highest grade) part of the basin should run from MY17 through MY6 and then to MY2 (see Figure 5). Previously drilled hole MY2 was not drilled deep enough to reach the target mineralised horizon. The area south-west of MY9 remains open and untested.

The other three holes (MY23, 24, & 27) were drilled to test targets that Teck had developed associated with either the N-S Myrtle fault, or the Main Myrtle Basin. None of these holes intersected significant mineralisation, although the last hole, MY27, was terminated before passing through the entire target zone due to drilling difficulties.

Teck is in the process of compiling and evaluating the data and integrating recent downhole logging data (gamma and magnetics) into a three dimensional model. Further work at Myrtle will be determined once the results from this data processing are evaluated.

Teena

During the quarter Teck uncovered significant historic drilling results (Tables 3 & 4) that indicate a new potentially high grade zinc deposit located 10km due west of the McArthur River Zinc Mine. The mineralised intersections were drilled between 1976 and 1978 by Mount Isa Mines Ltd ("MIM") at the Teena prospect located 15km north of the Myrtle deposit (Figure 6).

- 11.3m @ 10.9% Zn + Pb, 14 g/t Ag from 908.8m in hole Teena 4
- 8.6m @ 9.84% Zn + Pb, 23 g/t Ag from 789.6m in hole Teena 4A
- 3.8m @ 7.98% Zn + Pb, 4 g/t Ag from 629.2m in hole Teena 2
- 13.1m @ 6.02% Zn + Pb, 5 g/t Ag from 599.2m in hole Teena 6

At Teena there are two fences of drill holes spaced 1.2 km apart in which mineralisation has been intersected with no drilling in between (Figure 7). The mineralisation is interpreted by Rox to form a basinal structure (Figure 8), typical of this type of deposit. The potential dimensions of the deposit are 1.5 x 1.0 km which is similar in size to the McArthur River zinc deposit. The middle portion and the area south of hole Teena 6 has yet to be drill tested.

Because of the historic nature of the assays, Teck undertook re-sampling of holes Teena 4 and 6. Due to the heavily degraded nature of the drill core, complete re-sampling on a metre by metre basis could not be undertaken. Instead, Teck selected samples within the mineralisation in one hole randomly and at various regular intervals in the other hole.

The results confirmed a close comparison between the historic drill core assays and the re-assayed samples (Figure 9).

Further exploration at Teena is planned for the December quarter including surface geochemical sampling. Drilling to confirm the impressive grades and thicknesses is expected to occur early in the 2013 field season and is anticipated to establish Teena as a significant zinc-lead deposit within the Myrtle-Reward Project.

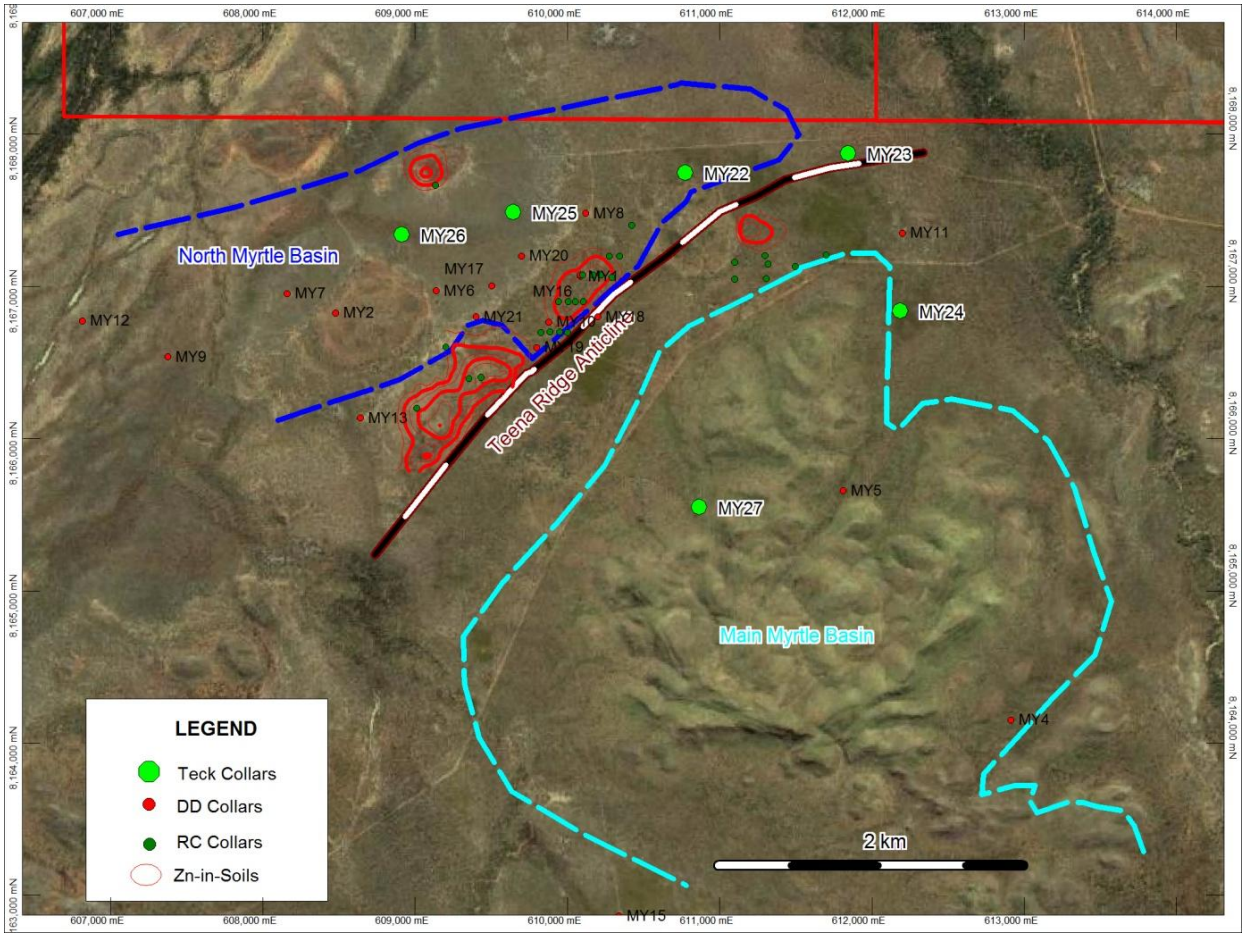

Figure 5: Teck Drilling - Myrtle

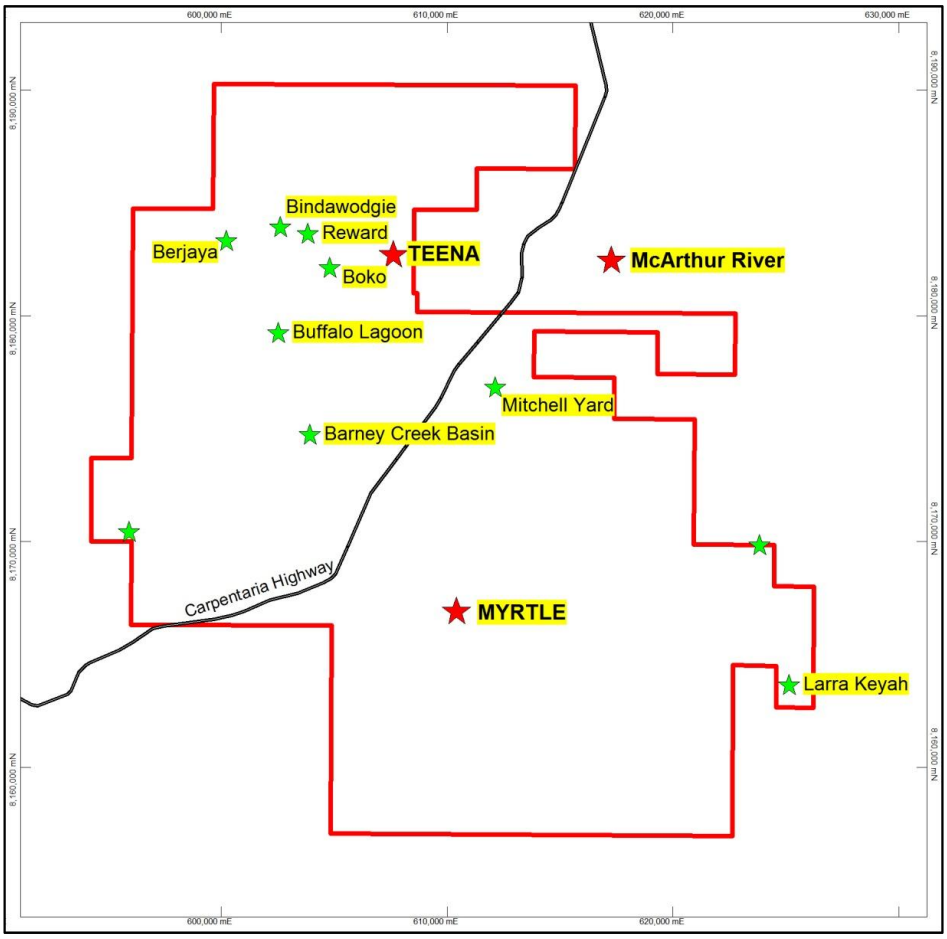

Figure 6: Tenement and Prospect Map

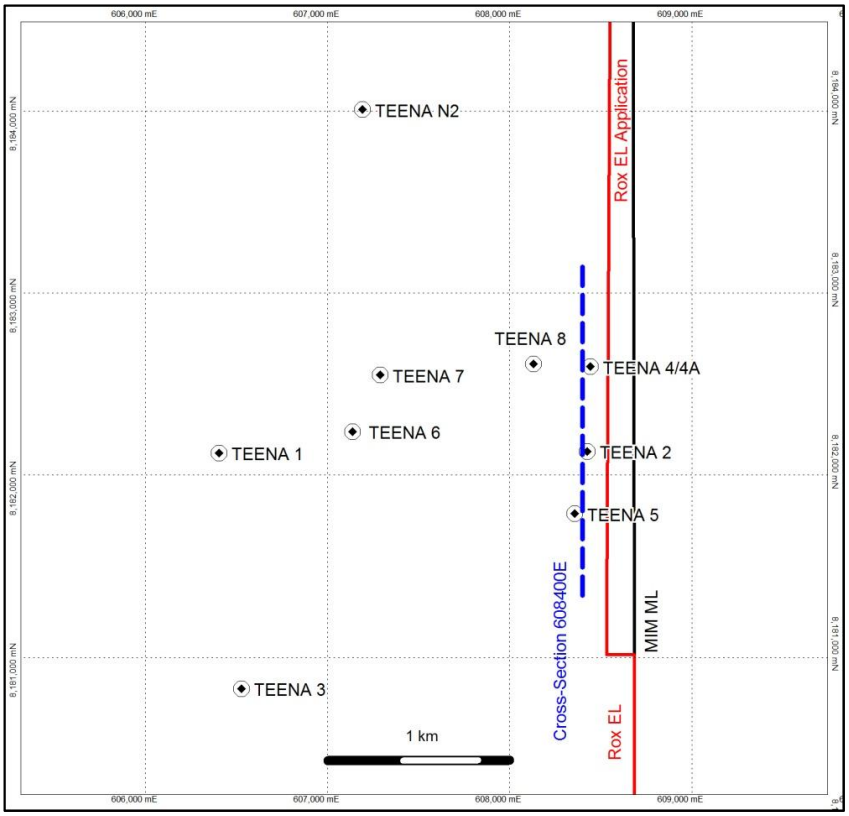

Figure 7: Teena Drill Hole Locations. Teena 2 and Teena 6 are 1.2km apart

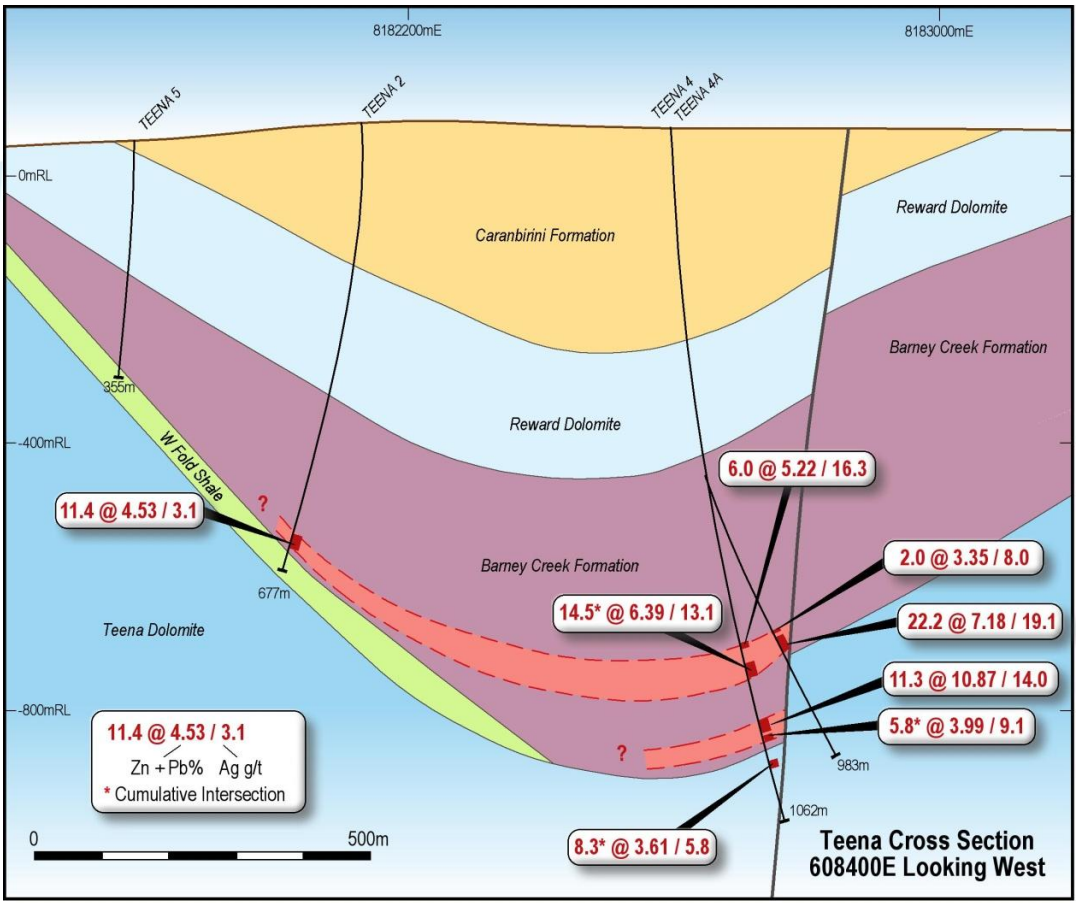

Figure 8: Rox's Interpreted Teena Cross-Section (see Table 4 for cumulative intersections)

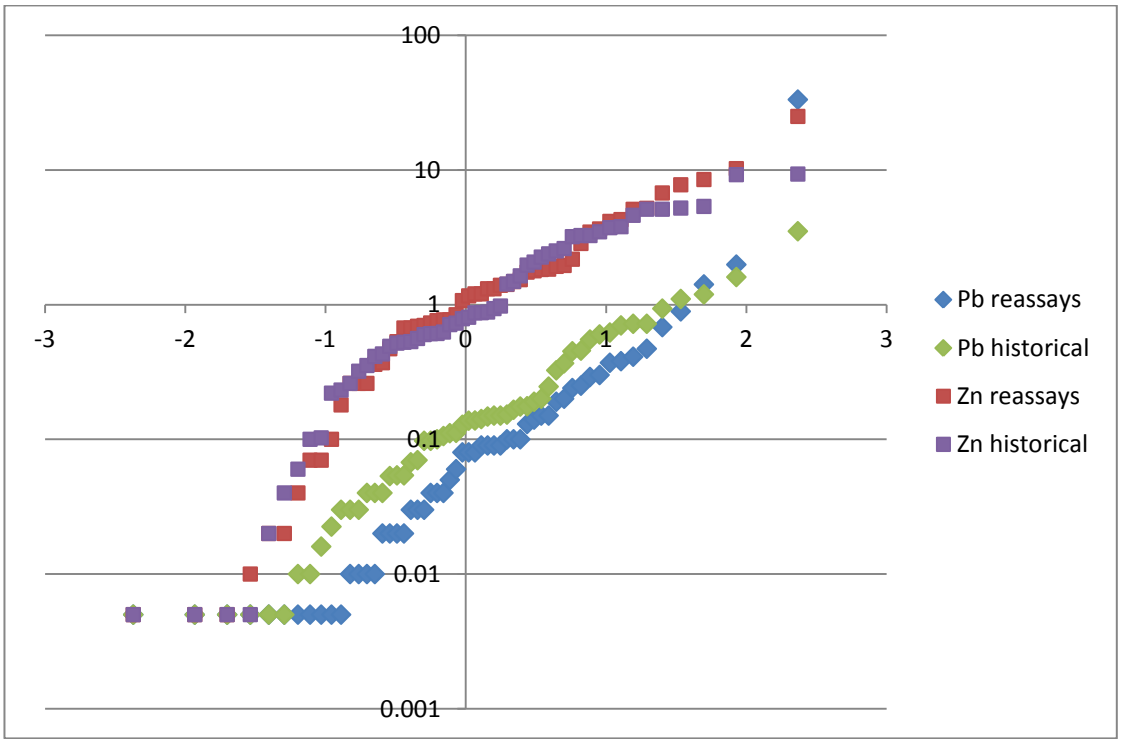

Figure 9: QQ plots for Zn and Pb for historic assays and re-assays (Metal concentration in % on Y axis, Normal score on X axis)

Table 2: Myrtle - Significant Drilling Results

Hole	East[1]	North[1]	Total Depth (m)	Dip	Azimuth MGA94	From (m)	To (m)	Interval [3] (m)	Zn%[2]	Pb%[2]	Zn+Pb%[2]
MY22	610768	8167765	381.3	-75	360	219	223	4	2.49	0.21	2.70
					incl.	*219*	*221*	*2*	*3.40*	*0.30*	*3.70*
MY23	612195	8166849	129.5	-80	360	NSR					
MY24	611841	8167874	261.8	-80	360	159	182	23	0.50	0.10	0.60 [4]
MY25	609643	8167490	335	-80	360	160	182	22	1.05	0.21	1.26
					incl.	*161*	*164*	*3*	*3.17*	*0.29*	*3.46*
					incl.	*163*	*164*	*1*	*5.00*	*0.53*	*5.53*
MY26	608911	8167343	396.8	-80	180	285	287	2	1.60	0.13	1.73
						290	297	7	1.83	0.69	2.52
					incl.	*294*	*296*	*2*	*2.41*	*0.96*	*3.37*
						299	309	10	1.03	0.74	1.77
					incl.	*301*	*302*	*1*	*1.83*	*1.49*	*3.32*
MY27	610865	8165550	340	-80	360	NSR					

Notes
[1] GPS coordinates for drill collars, MGA94, zone 53
[2] Results quoted at 1% Zn+Pb cut-off, all assays by method XF01, XRF oxidative fusion at Bureau Veritas, Mt Isa
[3] 1 metre sample interval comprising one quarter cut core
[4] 3 metre composite samples from 159-171m, and then 1m samples of quarter cut core from 171-182m

Table 3: Teena Collar Locations (Coordinates are GDA94 Zone 53, RL's are AHD)

Hole	East	North	RL	Total Depth	Year
TEENA 1	606405	8182122	58	164.4	1961
TEENA 2	608425	8182131	75	676.7	1976
TEENA 3	606526	8180827	50	172.5	1976
TEENA 4	608444	8182596	74	1062.4	1976
TEENA 4A	608444	8182596	74	983.2	1977
TEENA 5	608357	8181789	55	355.4	1977
TEENA 6	607136	8182240	56	675.7	1977
TEENA 7	607288	8182550	65	516.2	1977
TEENA 8	608130	8182612	75	710.0	1978
TEENA N2	607192	8184008	56	408.0	1978

Collar locations are inferred from hand typed data, based on a grid transformation from an old mine grid to the GDA94 grid, and only 2 of the collars could be located in the field.

Table 4: Teena Drill Assays

Hole	From (m)	To (m)	Interval (m)	Ag (ppm)	Pb (%)	Zn (%)	Zn+Pb (%)
TEENA 2	629.20	640.60	11.40	3.1	0.53	4.00	4.53
incl.	*629.20*	*633.00*	***3.80***	***3.6***	***1.10***	***6.89***	***7.98***
incl.	*639.60*	*640.60*	*1.00*	*6.6*	*0.36*	*5.24*	*5.60*
TEENA 4	782.10	788.10	6.00	16.3	2.99	2.23	5.22
TEENA 4	791.50	793.00	1.50	12.4	2.03	3.07	5.10
TEENA 4 [1]	812.80	818.60	5.80	11.0	3.01	3.33	6.33
TEENA 4 [1]	821.60	825.80	4.20	12.1	0.79	2.69	3.49
TEENA 4 [1]	827.90	829.90	**2.00**	**17.2**	**2.79**	**9.10**	**11.89**
TEENA 4 [1]	832.30	834.80	2.50	16.2	3.14	3.84	6.98
TEENA 4	908.80	920.10	**11.30**	**14.0**	**0.14**	**10.73**	**10.87**
TEENA 4 [2]	927.70	929.90	2.20	7.0	0.03	3.14	3.17
TEENA 4 [2]	932.20	935.80	3.60	10.4	0.03	4.46	4.49
incl.	*934.30*	*935.80*	*1.50*	*9.0*	*0.04*	*7.10*	*7.14*
TEENA 4 [3]	966.60	970.40	3.80	6.7	0.04	3.99	4.03
TEENA 4 [3]	973.80	978.30	4.50	5.0	0.03	3.22	3.25
TEENA 4A*	760.80	762.30	1.50	8.0	0.07	5.16	5.23
TEENA 4A*	781.00	783.00	2.00	8.0	2.17	1.18	3.35
TEENA 4A*	789.60	811.80	22.20	19.1	1.10	6.08	7.18
incl.	*789.60*	*798.20*	***8.60***	***22.5***	***2.70***	***7.14***	***9.84***
incl.	*800.70*	*810.30*	*9.60*	*17.6*	*0.07*	*6.46*	*6.53*
TEENA 4A*	816.10	817.20	**1.10**	**12.0**	**0.23**	**7.90**	**8.13**
TEENA 6	599.20	614.00	14.80	4.4	0.80	4.86	5.66
TEENA 6	620.60	629.20	8.60	2.5	0.43	3.76	4.20
incl.	*622.30*	*623.30*	***1.00***	***12.0***	***2.80***	***16.00***	***18.80***
TEENA 6	641.40	643.80	2.40	4.8	0.52	2.08	2.60
TEENA 7	450.30	458.20	7.90	-	0.34	4.41	4.75
incl.	*454.70*	*456.00*	***1.30***	***-***	***1.33***	***11.10***	***12.43***
TEENA 7	471.70	477.00	5.30	-	0.28	2.70	2.98
TEENA 7	485.70	488.00	2.30	-	0.10	4.07	4.17
TEENA 8	617.00	620.40	3.40	20.6	2.64	0.73	3.37

Data listed using a lower cut-off of 3% Zn+Pb, with a minimum thickness of 1 metre, and a maximum internal gap of 2 metres. Higher grade inclusions (viz. shown as "incl.") are at a lower cut-off of 5% Zn+Pb, with a minimum thickness of 1 metre, and a maximum internal gap of 2 metres.

[1] Cumulative intersection is 14.5m @ 6.39% Zn+Pb, 13.1 g/tAg
[2] Cumulative intersection is 5.8m @ 3.99 Zn+Pb, 9.1 g/tAg
[3] Cumulative intersection is 8.3m @ 3.61 Zn+Pb, 5.8 g/tAg
* Hole Teena 4A was wedged off hole Teena 4 at approximately 490 metres depth.

BONYA COPPER PROJECT, NT (Rox 100%)

In early October Rox announced that it had entered into a Farm-in Agreement with Arafura Resources Limited to explore the Bonya Copper Project allowing Rox Resources to earn a 70% interest in the large (279 km^2) and highly prospective copper project.

Located adjacent to the Jervois copper deposit (JORC Mineral Resource of 11.9 Mt @ 1.3% Cu, 25 g/tAg), 350km east of Alice Springs, Northern Territory (Figure 1), visible outcropping copper mineralisation at the old Bonya Mine has returned rock chip assays up to 30.7% copper, 34.1 g/t silver and 0.52 g/t gold, including significant levels of lead (Pb) in sample BY1 and highly anomalous gold (Au) in samples BY4 and BY5.

Sample ID	Cu (%)	Pb (ppm)	Zn (ppm)	Ag (ppm)	Au (ppm)	Bi (ppm)
BY1	1.8	**2.27%**	263	**17.7**	0.04	33
BY2	**22.7**	329	321	9.7	0.14	63
BY3	2.0	77	19	<0.5	0.02	<2
BY4	**30.7**	1040	86	**34.1**	**0.44**	37
BY5	**11.3**	767	25	4.2	**0.52**	58

Assessment of historic mining activities at the old Bonya Copper mine indicates the potential for depth extensions to the outcropping mineralisation, which has never been previously drill tested. Both the Bonya and Jervois copper projects are in an interpreted high metamorphic grade Volcanogenic Massive Sulphide (VMS) geological setting (Figure 10).

There are walk up drill targets at the old Bonya Mine prospect, and Rox plans to further evaluate these by detailed mapping, rock and soil sampling prior to drilling.

Under the terms of the agreement, Rox can earn an initial 51% interest in the copper, lead, zinc, silver, gold, bismuth and PGE mineral rights (Cu-Pb-Zn-Ag-Au-Bi-PGE) in the project by expenditure of $500,000 in the first 2 years, with a minimum expenditure of $150,000 in the first year. Rox can elect to earn a further 19%, and increase its interest to a total of 70%, by spending a further $1 million over an additional 2 years.

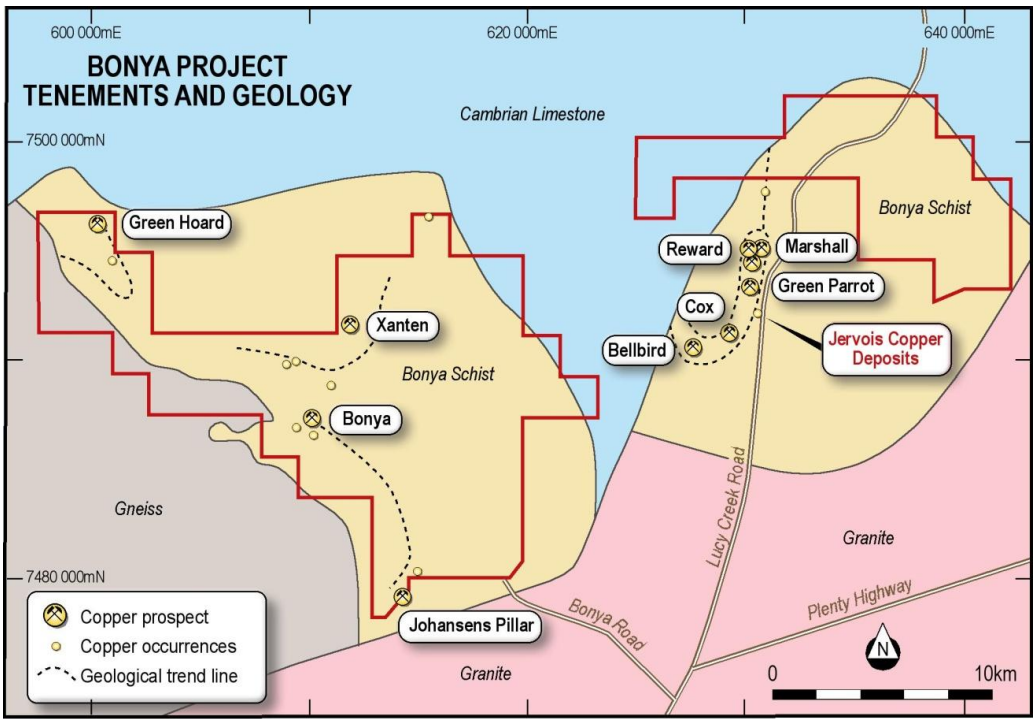

Figure 10: Tenement & Geology Plan

MARQUA PHOSPHATE PROJECT, NT (Rox 100%)

Rox is seeking a strategic partnership to take the Marqua phosphate project forward.

CORPORATE

Cash on hand at the end of the quarter was $0.82 million.

Dated this 30th day of October 2012.

Signed on behalf of the Board of Rox Resources Limited.

IAN MULHOLLAND
Managing Director

About Rox Resources

Rox Resources Limited is an emerging Australian minerals exploration company. The company has four key assets at various levels of development with exposure to gold, nickel, zinc, lead, copper and phosphate, including the Mt Fisher Gold Project (WA), Myrtle/Reward Zinc-Lead Project (NT), the Bonya Copper Project (NT) and the Marqua Phosphate Project (NT).

Myrtle/Reward Zinc-Lead Project (Farm-out Agreement)

Rox has signed an Earn-In and Joint Venture Agreement with Teck Australia Pty Ltd. ("Teck") to explore its 670km^2 Myrtle/Reward zinc-lead tenements, located 700km south-east of Darwin, Northern Territory. The Myrtle deposit has a current Inferred Mineral Resource of **43.6 Mt @ 5.04% Zn+Pb** (Indicated: 5.8 Mt @ 3.56% Zn, 0.90% Pb; Inferred: 37.8 Mt @ 4.17% Zn, 0.95% Pb). Historic drill intercepts of sediment-hosted mineralisation exist at the Teena prospect, including **11.3m @ 10.9% Zn+Pb** and **8.6m @ 9.84% Zn+Pb**. Under the terms of the agreement, Teck are required to spend A$5m by 31 August 2014 to earn an initial 51% interest. Teck can increase its interest in the project to 70% by spending an additional A$10m (A$15m in total) over an additional 4 years.

Mt Fisher Gold Project (100% + Option)

The Mt Fisher gold project is located in the highly prospective North Eastern Goldfields region of Western Australia and in addition to being well endowed with gold the project hosts a strong potential for nickel. The total project area is 655km^2, consisting of a 485km^2 area 100% owned by Rox and an Option to purchase 100% of a further 170km^2. Initial drilling by Rox has defined numerous high-grade targets and defined a Measured, Indicated and Inferred Mineral Resource of **973,000 tonnes grading 2.75 g/t gold** to be defined for 86,000 ounces of gold (Measured: 171,900 tonnes grading 4.11 g/t Au, Indicated: 204,900 tonnes grading 2.82 g/t Au, Inferred: 596,200 tonnes grading 2.34 g/t Au).

Bonya Copper Project (Farm-in Agreement)

In October 2012 Rox signed a Farm-in Agreement with Arafura Resources Limited to explore the Bonya Copper Project located 350km east of Alice Springs, Northern Territory. Outcrops of visible copper grading up to 34% Cu and 27 g/tAg are present. Under the agreement, Rox can earn a 51% interest in the copper, lead, zinc, silver, gold, bismuth and PGE mineral rights by spending $500,000 within the first two years. Rox can elect to earn a further 19% (for 70% in total) by spending a further $1 million over a further two years. Once Rox has earned either a 51% or 70% interest it can form a joint venture with Arafura to further explore and develop the area.

Marqua Phosphate Project (100%)

Rox owns four tenements covering approximately 1,900 km^2 in the Northern Territory which comprise the Marqua Phosphate project. The project has the potential for a sizeable phosphate resource to be present, with surface sampling returning values up to 39.4% P_2O_5 and drilling (including 6m @ 19.9% P_2O_5 and 5m @ 23.7% P_2O_5) confirming a 30km strike length of phosphate bearing rocks. In addition to phosphate, there is also potential for lead-zinc mineralisation. The project is located 300km south-west of Mt Isa, and is situated 250km from the nearest railhead and gas pipeline at Phosphate Hill.

Competent Person Statement:
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 2012**

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	(273)	(273)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(225)	(225)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	8	8
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other – Security bonds repayments	-	-
	Net Operating Cash Flows	(490)	(490)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
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	-	-
1.13	Total operating and investing cash flows (carried forward)	(490)	(490)

1.13	Total operating and investing cash flows (brought forward)	(490)	(490)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares (net of costs)	-	-
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	-	-
	Net increase (decrease) in cash held	(490)	(490)
1.20	Cash at beginning of quarter/year to date	1,310	1,310
1.21	Exchange rate adjustments to 1.20	-	-
1.22	**Cash at end of quarter**	820	820

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	130
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

Nil

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

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	410
4.2	Development	-
4.3	Production	-
4.4	Administration	234
	Total	644

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	568	100
5.2	Deposits at call	252	1,210
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	820	1,310

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	-	-	-	-

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	-	-	-	-
- Options exercised	-	-	-	-
7.5 **Convertible debt securities** *(description and conversion factor)*	-			
7.6 Changes during quarter	-			
7.7 **Options**			*Exercise Price*	*Expires*
(description and conversion factor)	550,000	Nil	$0.047	30 Nov 2014
7.8 Issued during quarter	-	-	-	-
7.9 Exercised during quarter	-	-	-	-
7.10 Expired during quarter	3,750,000	Nil	$0.038	$0.038
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: 30 October 2012

Company Secretary

Print Name: Brett Dickson