Quarterly Report

For the period ended 30 September 2013

HIGHLIGHTS

Mt Fisher Gold-Nickel

- **Maiden Mineral Resource at Camelwood of 1.6Mt @ 2.2% nickel, for 34,600 tonnes of contained nickel.**
- **40% of the nickel content in the Indicated Mineral Resource category.**
- **Higher grade core of 520,000 tonnes at 3.1% nickel.**
- **Mineralisation still open at depth and along strike.**
- **Aircore drilling to test geochemical, geological and geophysical targets completed with results pending.**

Reward Zinc

- **New significant zinc discovery at the Teena prospect.**
- **Four diamond holes drilled all intersecting substantial widths and grades of zinc mineralisation over a strike length of 1km:**

  TNDD009: **26.4m @ 13.3% Zn+Pb from 1060.1m, and 5.0m @ 10.7% Zn+Pb from 1121.0m**

  TNDD010: **20.1m @ 15.0% Zn+Pb from 944.3m, and 6.2m @ 10.0% Zn+Pb from 988.8m**

  TNDD011: **20.3m @ 13.9% Zn+Pb from 901.0m, and**

  TNDD012: **14.9m @ 10.4% Zn+Pb from 676.0m**

- **The mineralisation is primarily sphalerite (zinc sulphide) with Zn:Pb ratio of about 6.5:1.**
- **Mineralisation occurs in a synclinal structure which has dimensions exceeding 1.5km along strike and up to 800m across.**
- **Teck earns a 51% interest in the project and elects to increase its potential interest to 70% by expenditure of a further $10 million by 31 August 2018.**

Bonya Copper

- **The airborne VTEM survey was completed in early October, with results pending.**

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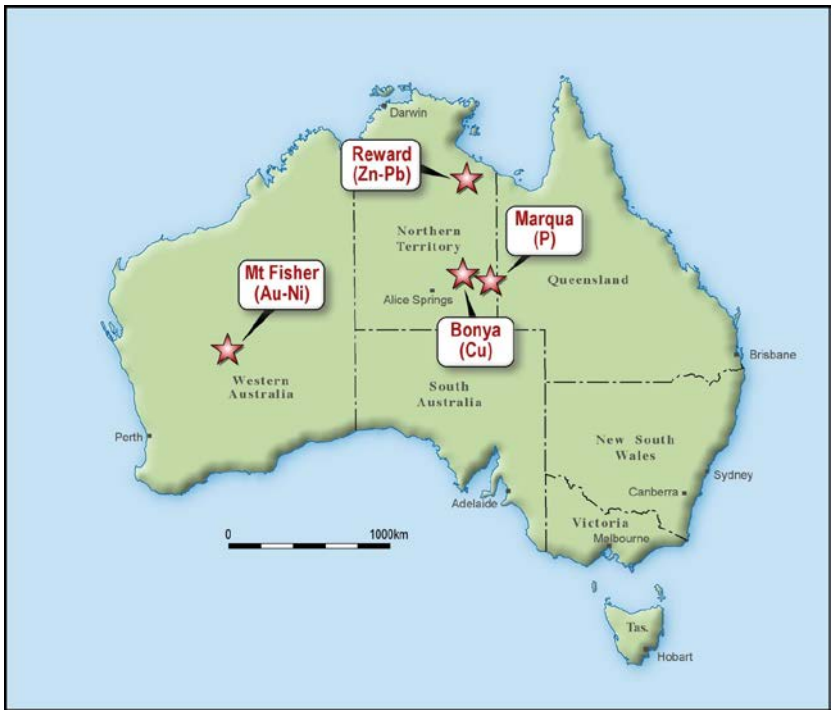

Figure 1: Rox Project Location Map

INTRODUCTION

The third quarter of 2013 has been very a significant one for Rox, with continued exploration success at the Mt Fisher project in Western Australia where a maiden nickel sulphide Mineral Resource of 1.6Mt @ 2.2% nickel has been estimated for the Camelwood nickel sulphide discovery.

In early August Rox announced the discovery of a significant zinc-lead deposit at the Teena prospect on its Reward project in the Northern Territory. Managed by earn-in partner Teck Australia Pty Ltd ("Teck") four diamond drill holes have intersected significant widths (15-20m) and grades (>10-13% Zn+Pb) of zinc and lead sulphide mineralisation over a strike length of 1km at depths ranging from 676m to 1121m.

MT FISHER GOLD-NICKEL PROJECT, WA (Rox 100% & option to purchase 100%)

Rox continued to explore the Mt Fisher project area 500km north of Kalgoorlie in Western Australia, (Figure 1) which hosts the Camelwood nickel sulphide discovery and the Mt Fisher, Moray Reef and Damsel gold deposits.

Camelwood Nickel Sulphide Deposit Drilling

Diamond drilling was completed in July at Camelwood with a total of 15,152m in 41 holes drilled since February 2013. Total RC drilling since discovery in December 2012 was 5,200m in 33 holes.

Most of the drilling has been undertaken on the Main Zone (Figures 2-4) and a high-grade core area >9 metre per cent (m%) has been delineated (Figure 4). This Main Zone is defined between approximately 100m and 350m depth. At this depth (350m) a number of drill holes (viz. MFED038, 024, 012, 007, 009, 028, 031 and 034) define the lower limit of the >9 metre per cent contour. All of these drill holes have thin sulphide intercepts (average 0.5m thick), and contain high grade massive nickel sulphide, averaging 5.7% Ni indicating that the mineralised system is still open at depth.

Below this depth drill holes such as MFED026 with 2.7m @ 5.2% Ni, and MFED036 with 1.6m @ 3.7% Ni, show a potential thickening of the high grade mineralisation which may represent the top of another ore shoot/lens, typical of this type of mineralisation (Figure 4).

The thickness and grade of the Main Zone mineralisation at Camelwood appears to be similar to other deposits of this type, particularly the Kambalda deposits, which can extend to well over 1km depth.

The Northern and Southern zones are only sparsely drilled and essentially remain open both at depth and along strike.

Data Audit and Mineral Resource Estimate

An independent consultant, Optiro Pty Ltd ("Optiro"), completed an audit of the drill data in terms of quality control (QA/QC) and the requirements of Table 1 in the new 2012 JORC Code. The audit was satisfactory, so the Company moved to have Optiro complete a Mineral Resource estimate.

The maiden Mineral Resource estimate comprised **1.6 million tonnes at 2.2% nickel** containing **34,600 tonnes of nickel**. 40% of the resource sits in the Indicated Mineral Resource category using a 1.0% nickel lower cut-off (Table 1 and Figure 5).

At the higher cut-off grade of 2.5% nickel the Mineral Resource contains **520,000 tonnes at 3.1% nickel**, for **16,200 tonnes of contained nickel**, with approximately 47.5% in the Indicated Mineral Resource category (Table 2).

A grade tonnage curve based on data listed in Table 3 is shown in Figure 6.

The mineralisation is still open at depth and along strike (e.g. Figure 7).

Rox reported the Mineral Resource estimate to the ASX on 3 October 2013, and as now required by the JORC Code 2012, Rox confirms that it is not aware of any new information or data that materially affects the information included in the market announcement of 3 October 2013, and that all market assumptions and technical parameters underpinning the estimates in the market announcement of 3 October 2013 continue to apply and have not materially changed.

Regional Exploration

An extensive 11,000m aircore drilling program commenced in late September and was completed in late October. Results are still being received and compiled. The program, targeting nickel sulphide prospects, is based on a detailed analysis of recently compiled and enhanced regional geochemical and geophysical data sets and has identified a number of high priority targets.

The targets show strong nickel-in-soil anomalism and/or anomalous values in historic RAB and/or aircore holes that had not been previously analysed for nickel, and align with prospective ultramafic horizons identified by recently flown detailed airborne magnetics and a reinterpretation of earlier VTEM. In some places the historic RAB/aircore samples are gossanous in nature and also record nickel analyses at a similar level to those initially found at the Camelwood nickel sulphide discovery.

The aim of the aircore drilling is to develop better defined targets that can then be followed up by either reverse circulation (RC) or diamond drilling. This was the method successfully used that led to the discovery of the Camelwood deposit. Results will be available during November.

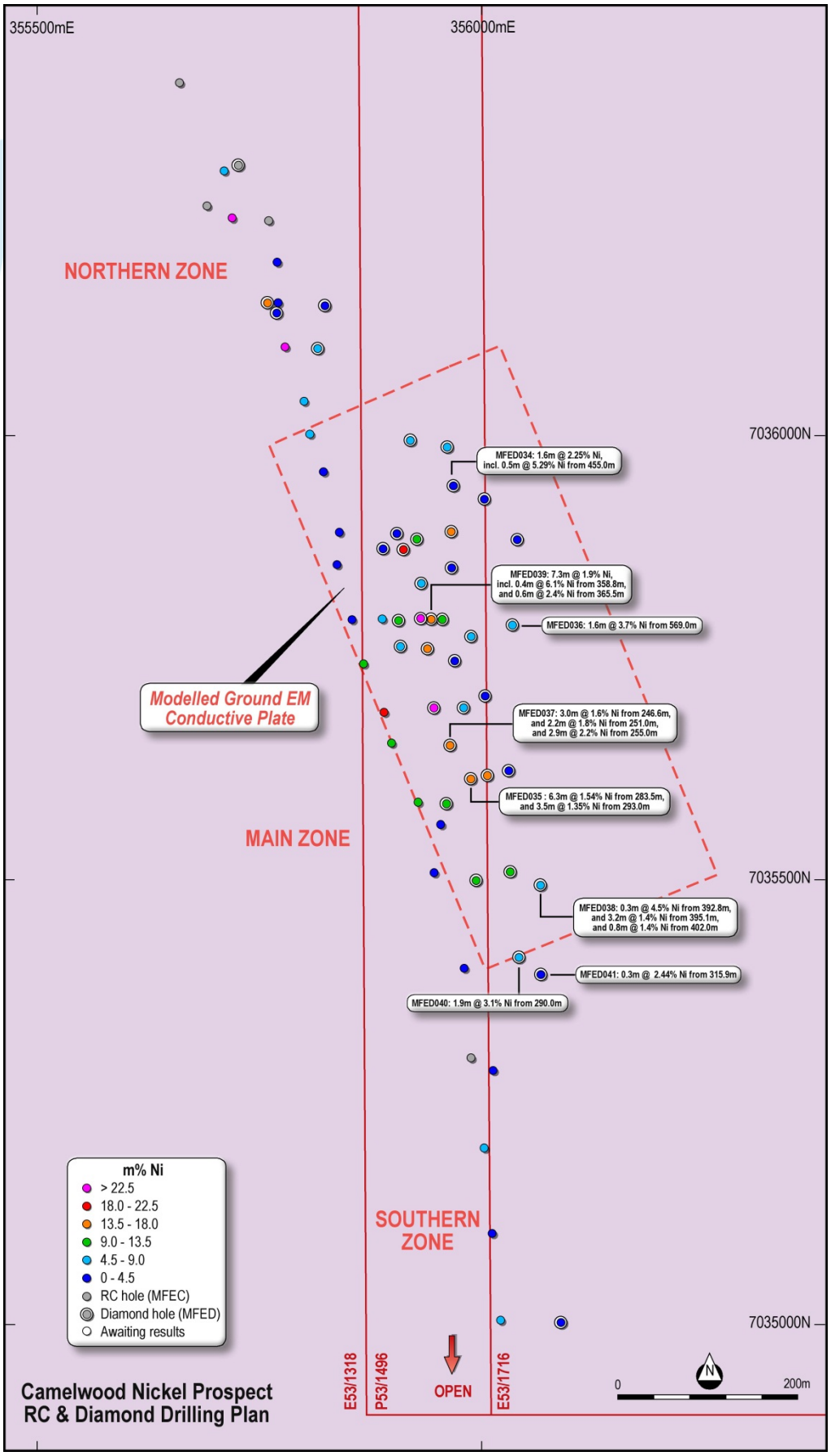

Figure 2: Camelwood Prospect Drill Hole Plan

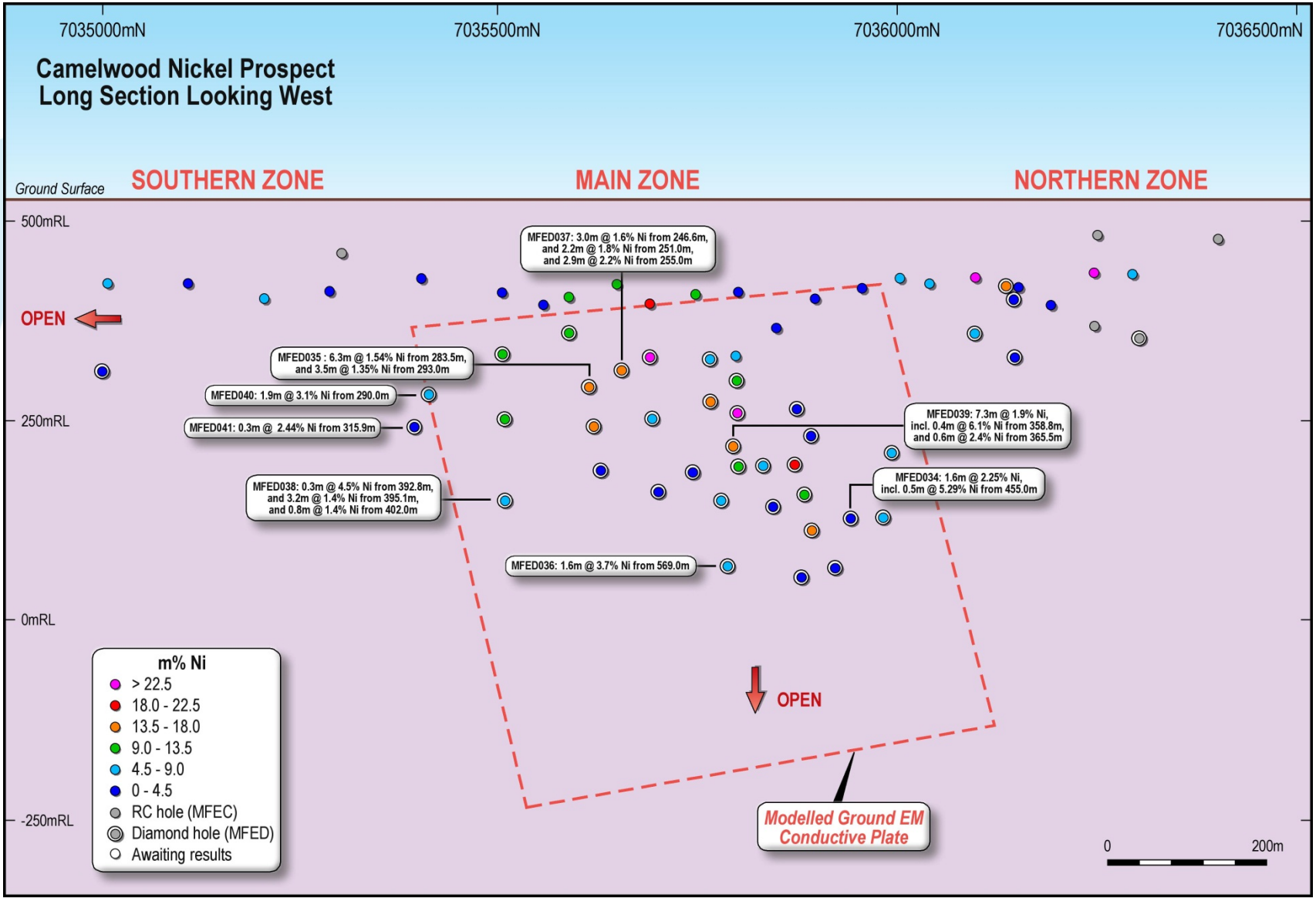

Figure 3: Camelwood Drill Long Section

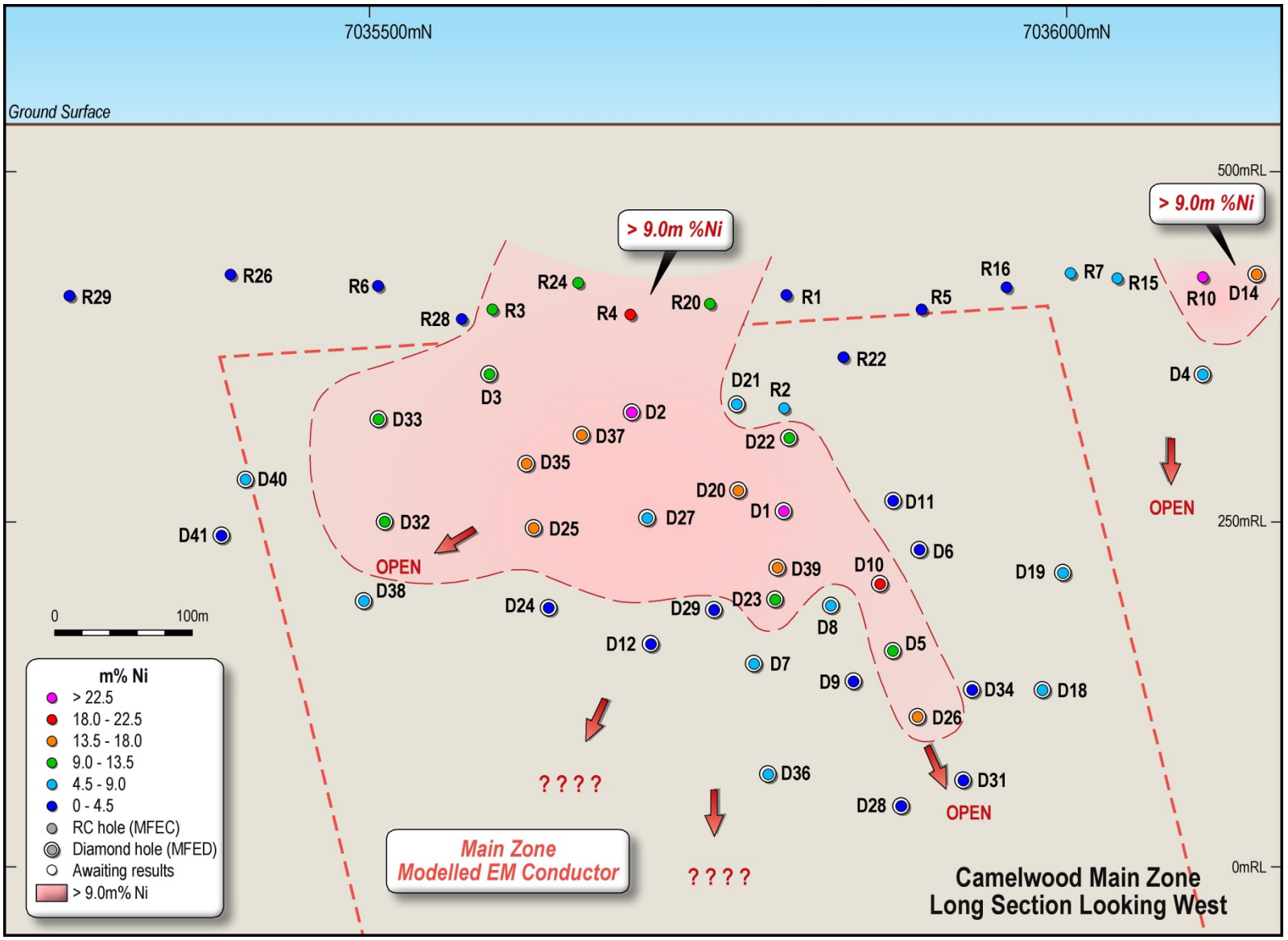

Figure 4: Camelwood Main Zone Long Section

Table 1: Camelwood Mineral Resource reported at a 1.0% nickel cut-off

	Camelwood Mineral Resource - September 2013		
	Tonnes (Mt)	Grade	Contained Metal
		Ni %	Nickel (kt)
Indicated Mineral Resource			
Oxide	-	-	-
Transitional	-	-	-
Fresh	0.6	2.4	13.8
Total Indicated	**0.6**	**2.4**	**13.8**
Inferred Mineral Resource			
Oxide	0.03	1.7	0.5
Transitional	0.02	1.7	0.7
Fresh	0.9	2.1	19.6
Total Inferred	**1.0**	**2.1**	**20.8**
Total	**1.6**	**2.2**	**34.6**

Table 2: Camelwood Mineral Resource reported at a 2.5% nickel cut-off

	Camelwood Mineral Resource - September 2013		
	Tonnes (Mt)	Grade	Contained Metal
		Ni %	Nickel (kt)
Indicated Mineral Resource			
Oxide	-	-	-
Transitional	-	-	-
Fresh	0.2	3.2	7.7
Total Indicated	**0.2**	**3.2**	**7.7**
Inferred Mineral Resource			
Oxide	-	-	-
Transitional	-	-	-
Fresh	0.3	3.0	8.4
Total Inferred	**0.3**	**3.0**	**8.4**
Total	**0.5**	**3.1**	**16.2**

Figure 5: Camelwood Prospect Drill Long Section showing Resource Categories (Orange = Indicated, Green = Inferred). The outer full black line shows the 0.5% Ni cut-off while the inner full black line is the 1.0% Ni cut-off referred to above in Table 1.

Table 3: Camelwood Mineral Resource Estimate at Various Cut-Off Grades

Ni% cut-off	Category	Tonnes (Mt)	Grade		Contained Metal
			Ni%	S%	Nickel (kt)
0.5	Indicated	0.68	2.2	9.8	14.7
	Inferred	1.89	1.4	6.1	27.3
	Total	**2.56**	**1.6**	**7.1**	**42.0**
1.0	Indicated	0.57	2.4	11.0	13.8
	Inferred	1.00	2.1	9.4	20.8
	Total	**1.57**	**2.2**	**10.0**	**34.6**
1.5	Indicated	0.51	2.6	12.0	13.1
	Inferred	0.79	2.3	10.4	18.0
	Total	**1.29**	**2.4**	**11.0**	**31.0**
2.0	Indicated	0.38	2.8	14.1	10.8
	Inferred	0.42	2.8	12.6	11.6
	Total	**0.80**	**2.8**	**13.3**	**22.4**
2.5	Indicated	0.24	3.2	16.8	7.7
	Inferred	0.28	3.0	14.2	8.5
	Total	**0.52**	**3.1**	**15.4**	**16.2**
3.0	Indicated	0.13	3.6	19.7	4.6
	Inferred	0.15	3.3	16.0	4.8
	Total	**0.27**	**3.4**	**17.7**	**9.4**
3.5	Indicated	0.05	4.1	23.0	2.2
	Inferred	0.02	4.0	20.9	1.0
	Total	**0.08**	**4.1**	**22.3**	**3.2**

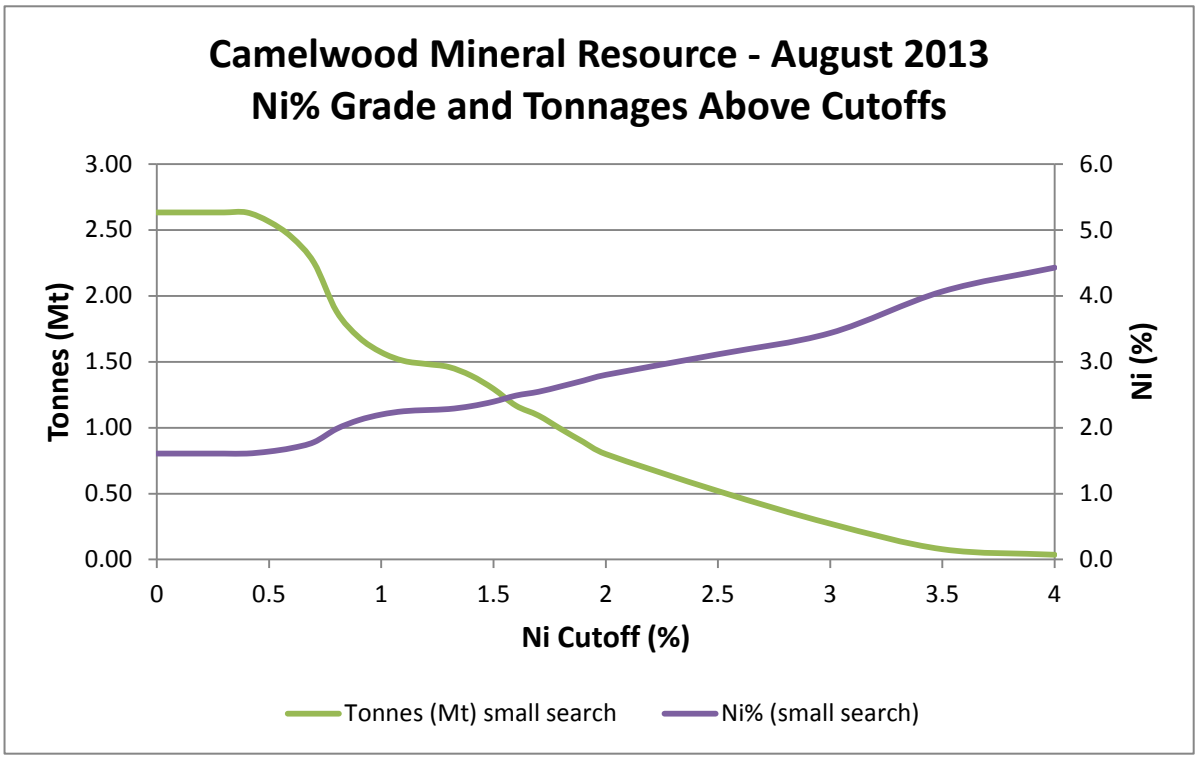

Figure 6: Grade Tonnage Curve Based on Data listed in Table 3

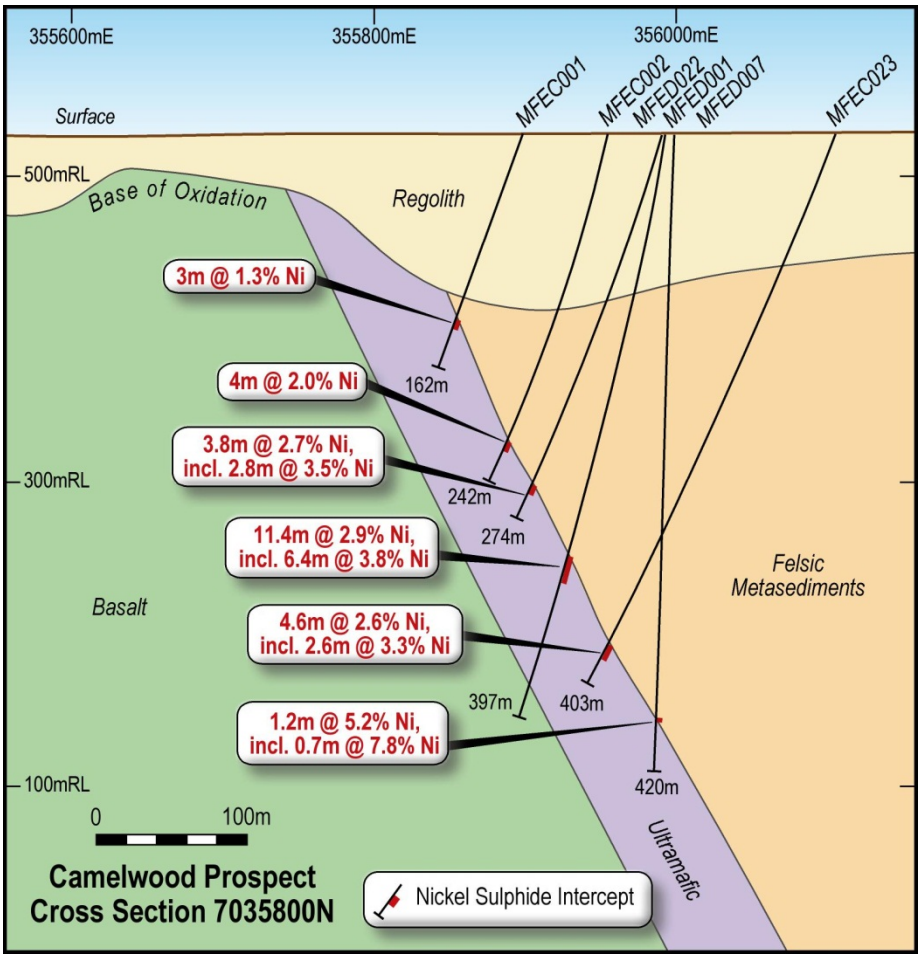

Figure 7: Cross Section 7035800N through the Camelwood deposit

REWARD ZINC-LEAD PROJECT, NT (Rox 49%, Teck 51% with option to increase to 70%)

During the quarter, earn-in partner Teck met the $5 million expenditure required to earn an initial 51% interest in the Reward zinc-lead project located adjacent to the McArthur River zinc-lead mine in the Northern Territory (Figure 1). Teck then advised that it had elected to proceed to earn up to a 70% interest through the expenditure of an additional $10 million by 31 August 2018. Teck is operator and manager of the project while it is the sole contributor to expenditure or is the majority owner.

The diamond drilling program to explore and confirm the higher grades and substantial thicknesses from historic drilling previously reported from the Teena prospect (Figure 8) was commenced in late June. The program was very successful in intersecting significant high grade "sedex[1]" style zinc-lead mineralisation in all four holes successfully drilled to target depth over a 1.0km strike length (Figure 9). The program had been completed by the end of the quarter for a total of approximately 5,600 metres of diamond drilling.

Full major element assay results to date are listed in Table 4, and significant drill intercepts included:

TNDD009: **26.4m @ 11.6% Zn, 1.7% Pb, 13.3% Zn+Pb**, from 1,060.1m, including
16.2m @ 14.9% Zn, 2.3% Pb, 17.2% Zn+Pb, from 1,070.3m
and
5.0m @ 9.5% Zn, 1.2% Pb, 10.7% Zn+Pb, from 1,121.0m

TNDD010: **20.1m @ 13.0% Zn, 2.0% Pb, 15.0% Zn+Pb,** from 944.3m, including
12.5m @ 16.8% Zn, 2.7% Pb, 19.5% Zn+Pb, from 951.4m
and
6.2m @ 8.5% Zn, 1.5% Pb, 10.0% Zn+Pb, from 988.8m
and
2.9m @ 7.6% Zn, 2.7% Pb, 10.4% Zn+Pb, from 1,125.4m

TNDD011: **20.3m @ 12.0% Zn, 1.9% Pb, 13.9% Zn+Pb**, from 901.0m, including
14.2m @ 15.8% Zn, 2.5% Pb, 18.4% Zn+Pb, from 907.1m
and
1.7m @ 11.1% Zn, 2.1% Pb, 13.2% Zn+Pb, from 937.3m

TNDD012: **14.9m @ 9.1% Zn, 1.3% Pb, 10.4% Zn+Pb**, from 676.0m, including
4.5m @ 10.0% Zn, 1.4% Pb, 11.4% Zn+Pb from 676.0m, and
6.0m @ 12.6% Zn, 2.0% Pb, 14.6% Zn+Pb from 684.9m

These drill holes define continuity of mineralisation along a 1.0km strike length, and together with previous historic drill holes indicate a potential strike length of at least 1.5km within the Teena sub-basin. Other features and observations of the basin geometry include:

- The Teena sub-basin is significantly deeper (~200m) than initially thought based on the historic drill holes which intersected the limbs of the sub-basin and not the keel;
- The host stratigraphy is significantly thickened in the keel of the sub-basin which appears to plunge to the east;
- The sub-basin remains open to the south-west past hole TNDD012;
- Mineralisation appears laterally continuous along the sub-basin axis for more than 1.2km and potentially >1.5km;
- Mineralisation across the sub-basin may extend for over 800m (Figure 10);
- Multiple mineralised lenses are observed in each drill hole and are broadly correlatable between sections along with mass flow units which disrupt the mineralised intervals;

- The main lens of mineralisation, which contains the highest grades, is dominated by stratiform style sphalerite (zinc sulphide);
- Mineralisation has now been intersected by drilling from 450m to over 1,100m in depth.

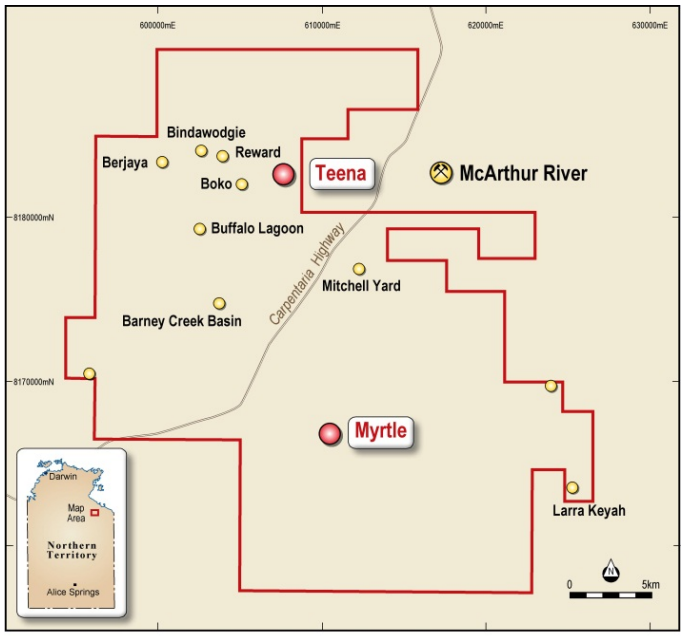

Figure 8: Reward Project Tenements and Prospect Map

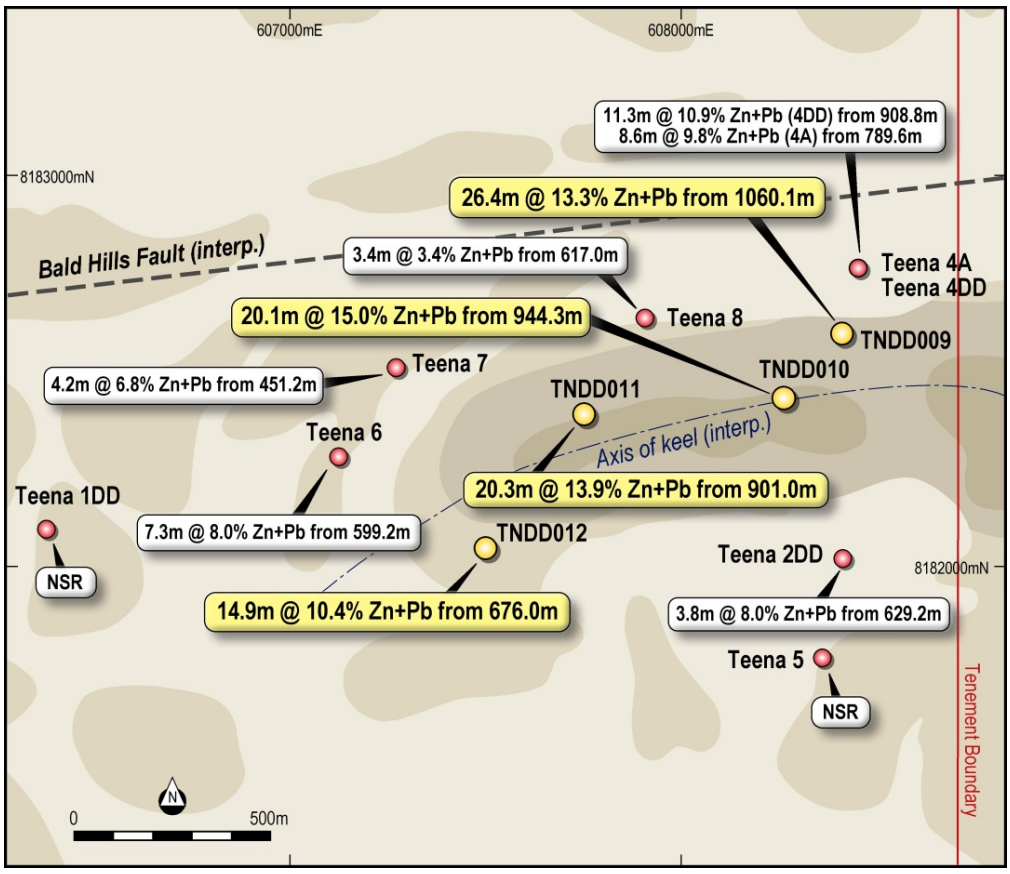

Figure 9: Teena Drill Hole Intercept Locations. Historic hole intercepts (horizontal position above subsurface intersection) are shown in red. Intercepts from drill holes in the current program are shown in yellow (horizontal position above subsurface intersection). The map shading represents interpretation of outcropping geology.

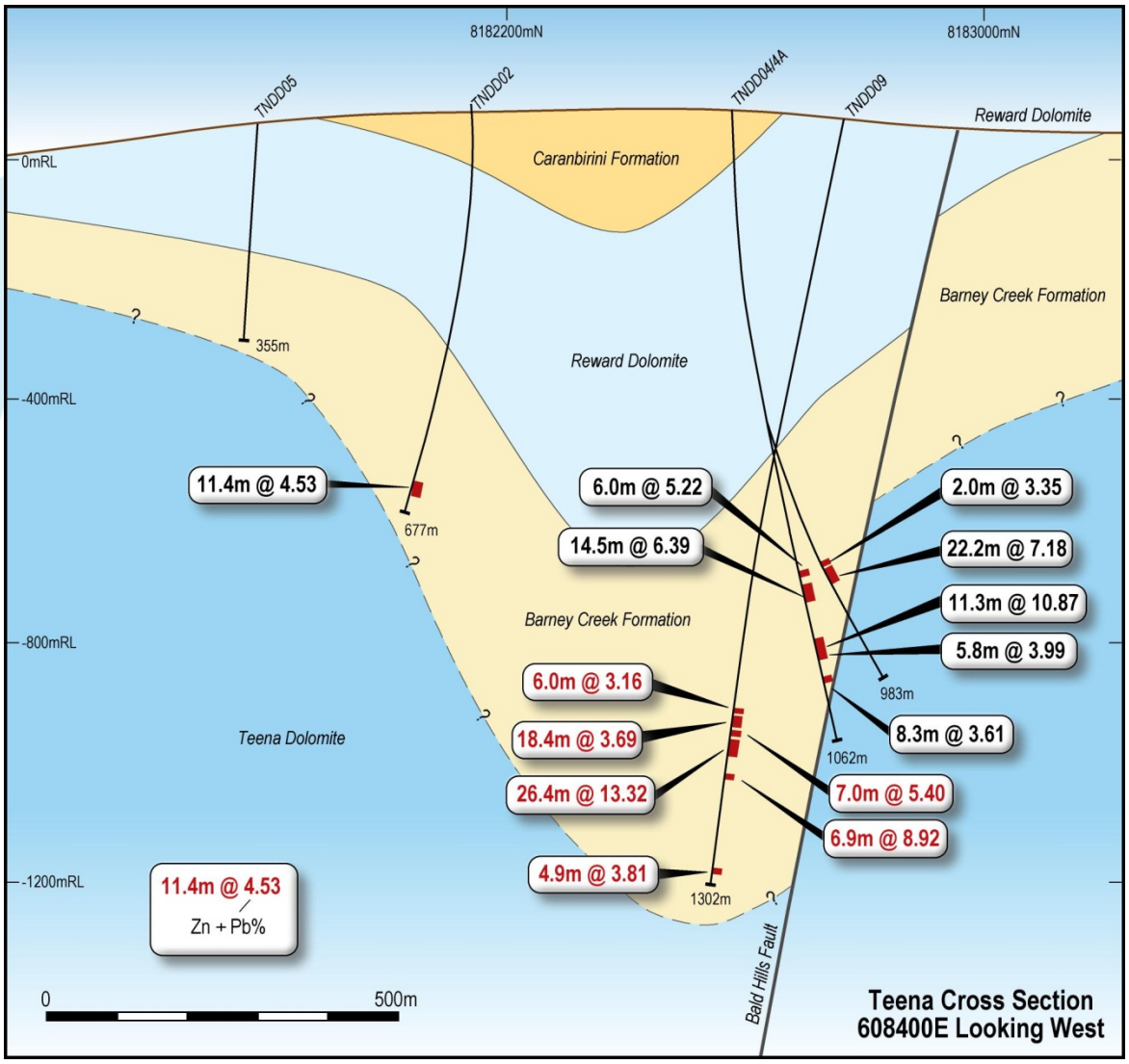

Figure 10: Drill Cross Section 608400E. Results from hole TNDD009 shown in red, while historic hole results are shown in black. Geology is still largely interpretative.

[1]Sedex (or sediment-hosted exhalative) zinc-lead mineralisation is a common type of zinc-lead deposit in northern Australia. Examples are Mt Isa, Century, and the "type example" McArthur River. Typically these deposits are laterally continuous over relatively large distances and the resources of these deposits are counted in the 10's and 100's millions of tonnes at grades frequently exceeding 10% Zn+Pb.

BONYA COPPER PROJECT, NT (Rox earning up to 70%)

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 Bonya project by expenditure of $500,000 by December 2014, with a minimum expenditure of $150,000 by December 2013. 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.

Located adjacent to the Jervois copper deposit (JORC Mineral Resource of 13.5 Mt @ 1.3% Cu, 25 g/tAg, KGL:ASX), 350km east of Alice Springs, Northern Territory (Figure 1), visible outcropping copper mineralisation has returned rock chip assays up to 33% copper, 55 g/t silver and 0.6 g/t gold, including significant levels of lead (Pb).

During the quarter plans for an airborne VTEM survey were finalised and flying and data acquisition was completed in early October. Results are expected in the next quarter.

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 $1.0 million.

Dated this 31st day of October 2013.

Signed on behalf of the Board of Rox Resources Limited.

IAN MULHOLLAND
Managing Director

Table 4: Teena Diamond Drilling Results

Hole	North	East	RL	From	To	Interval	Zn%	Pb%	Zn+Pb%	Ag ppm
TNDD009	8182793	608474	72	1012.0	1018.0	6.0	2.81	0.36	3.16	3.2
And				1020.6	1039.0	18.4	3.14	0.56	3.69	2.0
Including				*1022.0*	*1024.0*	*2.0*	*4.87*	*0.80*	*5.67*	*3.2*
Including				*1028.0*	*1031.0*	*3.0*	*4.59*	*0.77*	*5.37*	*2.9*
And				1049.0	1056.0	7.0	4.83	0.57	5.40	0.7
And				1060.1	1086.5	26.4	11.59	1.73	13.32	0.8
Including				*1060.1*	*1068.2*	*8.1*	*7.74*	*0.98*	*8.71*	*0.6*
And including				*1070.3*	*1086.5*	*16.2*	*14.91*	*2.32*	*17.23*	*1.0*
Including				*1071.0*	*1079.0*	*8.0*	*18.36*	*2.87*	*21.24*	*0.9*
And				1089.5	1092.3	2.8	3.50	0.42	3.92	0.7
And				1121.0	1127.9	6.9	7.97	0.95	8.92	1.0
Including				*1121.0*	*1126.0*	*5.0*	*9.48*	*1.21*	*10.70*	*1.1*
And				1276.1	1281.0	4.9	2.89	0.91	3.81	2.0
Including				*1278.1*	*1281.0*	*2.9*	*3.77*	*1.22*	*4.99*	*2.9*
TNDD010	8182661	608278	75	908.0	925.1	17.1	2.55	0.46	3.01	
Including				*915.0*	*917.0*	*2.0*	*4.96*	*0.96*	*5.92*	
And				935.0	941.0	6.0	4.63	0.58	5.21	
And				944.3	964.4	20.1	13.01	2.03	15.04	
Including				*951.5*	*964.0*	*12.5*	*16.78*	*2.68*	*19.46*	
Including				*954.0*	*959.0*	*5.0*	*21.80*	*3.62*	*25.42*	
And				972.7	974.4	1.7	4.15	0.67	4.82	
And				988.8	996.6	7.8	7.43	1.28	8.71	
Including				*988.8*	*995.0*	*6.2*	*8.50*	*1.48*	*9.98*	
Including				*988.8*	*992.0*	*3.2*	*10.73*	*2.00*	*12.73*	
And				1116.0	1119.0	3.0	3.19	1.05	4.24	
And				1124.0	1133.7	9.7	4.04	1.61	5.65	
Including				*1125.4*	*1128.2*	*2.9*	*7.64*	*2.70*	*10.35*	
Including				*1125.4*	*1127.0*	*1.7*	*8.76*	*3.04*	*11.80*	
And				1149.0	1151.0	2.0	2.09	0.72	2.81	
And				1157.0	1166.0	9.0	2.54	0.93	3.47	
And				1169.0	1191.0	22.0	3.09	0.81	3.90	
Including				*1177.0*	*1179.0*	*2.0*	*4.07*	*1.45*	*5.52*	
And				1212.2	1232.0	19.8	2.13	0.57	2.70	
And				1244.0	1246.0	2.0	3.38	0.07	3.45	
And				1251.0	1255.0	4.0	2.81	0.07	2.88	
TNDD011	8182035	607877	79	896.0	898.6	2.6	3.97	0.44	4.41	
And				901.0	921.3	20.3	11.99	1.87	13.89	
Including				*905.0*	*921.3*	*16.3*	*14.26*	*2.25*	*16.51*	
Including				*907.1*	*921.3*	*14.2*	*15.83*	*2.53*	*18.36*	
And				937.3	943.0	5.7	7.58	0.98	8.57	
Including				*937.3*	*939.0*	*1.7*	*11.06*	*2.13*	*13.18*	
TNDD012	8182035	607500	75	671.0	705.0	34.0	6.53	0.98	7.51	
Including				*676.0*	*690.9*	*14.9*	*9.08*	*1.33*	*10.41*	
Including				*676.0*	*680.5*	*4.5*	*10.00*	*1.37*	*11.37*	
And				*684.9*	*690.9*	*6.0*	*12.55*	*2.02*	*14.58*	
And				807.1	826.0	18.9	2.75	0.74	3.49	

And	836.2	848.0	11.8	2.78	0.56	3.34	

Hole Collar Coordinates

Hole	North	East	RL	Dip	Azimuth	Total Depth (m)
TNDD009*	8182793	608474	70	-80	175	495.9
TNDD009	8182793	608474	70	-80	175	1302.5
TNDD010	8182661	608278	75	-75	174	1383.3
TNDD011*	8182036	607877	79	-70	340	198.7
TNDD011	8182035	607877	79	-70	340	1221.5
TNDD012	8182000	607500	75	-85	355	1005.8

Notes:

- Grid coordinates GDA94: Zone 53, Collar positions & RL's determined by hand held GPS.
- Correct projected average lateral positions of down hole intercepts are shown on the Figures.
- Hole dip and azimuth determined at collar by compass and clinometer.
- Holes TNDD009* and TNDD011* were abandoned before reaching target depth due to the hole going off-course, and subsequently re-drilled. Hole TNDD009 was wedged off the mother hole at 290m, while hole TNDD011 was re-drilled from surface.
- Diamond drilling by NQ diamond core, with core cut in half and sampled to either logged significant geological boundaries or even 1 metre intervals. Core recovery generally exceeded 98%.
- Duplicate core samples were quarter cut.
- Diamond drill samples weighed in water and air to determine bulk density.
- Cut core samples were crushed to nominal 2mm size, then a 3kg split pulverised to nominal 85% passing 75um.
- Samples sent to Bureau Veritas, Mount Isa, with assay by oxidative fusion with XRF analysis (XF001). This method is considered to completely extract Pb and Zn and is a ISO17025 certified method.
- 3 Certified Reference Materials that range from low grade to high grade Zn (30%) were included in the dispatch at a rate of at least 1 sample in 20, with a higher frequency in mineralized intervals. Field duplicates were included in the dispatch and were sent to the laboratory blind. Blanks were included in the dispatch at a rate of 1 in 40 samples.
- All quality control data has been assessed to be within an acceptable level of accuracy and precision.
- Independent assay verification has not yet been completed.
- Weighted average grade by sample interval quoted using a cut-off grade of 2.5% Zn+Pb over a minimum width of 2m, with up to 2m of internal dilution allowed. Internal higher grade zones are selected at a 5% Zn+Pb cut-off grade or higher.
- Reported intercepts may exceed the true width; no sampling bias is believed to have been introduced however. Based on structural measurements and downhole surveys, for hole TNDD009 true thickness is believed to be about 60% of downhole thickness, for hole TNDD010 true thickness is about 80% of downhole thickness, for hole TNDD011 true thickness is about 80% of downhole thickness, and for hole TNDD012 true thickness is about 60% of downhole thickness.

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).

Mt Fisher Gold-Nickel Project (100% + Option to Purchase $3.5 million)

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.

Recent drilling at the Camelwood nickel prospect has defined a JORC 2012 Mineral Resource (ASX:RXL 3 October 2013) of **1.6Mt grading 2.2% nickel** reported at 1.0% Ni cut-off (Indicated Mineral Resource: 0.6Mt grading 2.4% Ni, Inferred Mineral Resource: 1.0Mt grading 2.1% Ni) comprising massive and disseminated nickel sulphide mineralisation, and containing 34,600 tonnes of nickel. A higher grade core of **520,000 tonnes grading 3.1% nickel** reported at a 2.5% Ni cut-off (Indicated Mineral Resource: 240,000 tonnes grading 3.2% Ni, Inferred Mineral Resource: 280,000 tonnes grading 3.0% Ni) is present. The mineralisation is still open in all directions. The nickel Mineral Resource occurs partly on tenements under Option to Purchase to Rox, with an exercise price of $3.5 million payable by 30 June 2014.

Drilling by Rox has also defined numerous high-grade gold targets and a JORC 2004 Measured, Indicated and Inferred Mineral Resource (ASX:RXL 10 February 2012) of **973,000 tonnes grading 2.75 g/t gold** reported at a 0.8 g/tAu cut-off exists 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) aggregated over the Damsel, Moray Reef and Mt Fisher deposits.

Reward Zinc-Lead Project (49% + Farm-out Agreement)

Rox has signed an Earn-In and Joint Venture Agreement with Teck Australia Pty Ltd. ("Teck") to explore its highly prospective 670km^2 Myrtle/Reward zinc-lead tenements, located 700km south-east of Darwin, Northern Territory, adjacent to the McArthur River zinc-lead mine.

The Myrtle zinc-lead deposit has a current JORC 2004 Mineral Resource (ASX:RXL 15 March 2010) of **43.6 Mt @ 5.04% Zn+Pb** reported at a 3.0% Zn+Pb cut-off (Indicated: 5.8 Mt @ 3.56% Zn, 0.90% Pb; Inferred: 37.8 Mt @ 4.17% Zn, 0.95% Pb).

Recent drilling at the Teena zinc-lead prospect intersected **26.4m @ 13.3% Zn+Pb** including **16.2m @ 17.2% Zn+Pb, and 20.1m @ 15.0% Zn+Pb** including **12.5m @19.5% Zn+Pb**, and together with historic drilling has defined significant high grade zinc-lead mineralisation over a strike length of at least 1.5km.

Under the terms of the Agreement, Teck has now met the expenditure requirement for a 51% interest, with Rox holding the remaining 49%. Teck has elected to increase its interest in the project to 70% by spending an additional A$10m (A$15m in total) by 31 August 2018.

Bonya Copper Project (Farm-in Agreement to earn up to 70%)

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/t Ag are present. Under the Agreement Rox can earn a 51% interest in the copper, lead, zinc, silver, gold, bismuth and PGE mineral rights at Bonya by spending $500,000 within the first two years. Rox can then 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 one tenement covering approximately 660 km^2 in the Northern Territory which comprises 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.

Competent Person Statements:

The information in this report that relates to Exploration Results and Mineral Resources for the Reward Zinc-Lead, Bonya Copper and Marqua Phosphate projects and for the gold Mineral Resource defined at Mt Fisher, was prepared and first disclosed under the JORC Code 2004. It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported, and 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.

The information in this report that relates to nickel Exploration Results for the Mt Fisher Project 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 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Mulholland is a full time employee and Managing Director 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.

The information in this report that relates to nickel Mineral Resources for the Mt Fisher project is based on information compiled by Mr Mark Drabble B.App.Sci (Geology), MAusIMM, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Drabble 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 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Drabble is Principal Consultant Geologist – Optiro Pty Ltd, 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 2013**

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	(1,580)	(1,580)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(371)	(371)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	11	11
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other – Security bonds repayments	-	-
	Net Operating Cash Flows	(1,940)	(1,940)
	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)	(1,940)	(1,940)

1.13	Total operating and investing cash flows (brought forward)	(1,940)	(1,940)
	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	(1,940)	(1,940)
1.20	Cash at beginning of quarter/year to date	2,964	2,964
1.21	Exchange rate adjustments to 1.20	-	-
1.22	**Cash at end of quarter**	1,024	1,024

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	252
4.2	Development	-
4.3	Production	-
4.4	Administration	246
	Total	498

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	505	2,198
5.2	Deposits at call	519	766
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	1,024	2,964

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**	590,809,744	590,809,744		
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** *(description and conversion factor)*	 550,000 8,500,000	 Nil Nil	*Exercise Price* $0.047 $0.025	*Expires* 30 Nov 2014 30 Nov 2015
7.8 Issued during quarter	-	-	-	-
7.9 Exercised during quarter	-	-	-	-
7.10 Expired during quarter	-	-	-	-
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 2013

Company Secretary

Print Name: Brett Dickson