

6 November 2013

Dear Shareholder

Share Purchase Plan and Market Update

The Directors of Rox Resources Limited (“**Rox**” or “**Company**”) are pleased to advise that it will be extending an invitation to eligible shareholders to participate in a share purchase plan (“**Plan**”). The Plan allows eligible shareholders to purchase up to \$15,000 worth of fully paid ordinary shares in the Company (“**Shares**”) without any brokerage or transaction costs.

The Company will issue a prospectus in respect of the Plan (“**Prospectus**”) which will be accompanied by the application form for participation in the Plan (“**Application Form**”). Copies of the Prospectus and Application Form will be mailed to shareholders on or about 11 November 2013. Shareholders should carefully read and consider the Prospectus in full and consult their stockbroker, accountant or other professional adviser before making a decision whether to participate in the Plan.

The Shares under the Plan will be issued at 3.2 cents per Share, representing an 11.1% discount to the closing price of the Company's Shares on the ASX on 5 November 2013 and a 13.7% discount to the volume weighted average price for the 5 trading days prior to 5 November 2013. The offer of Shares under the Plan is open to all eligible shareholders (being shareholders with a registered address in Australia or New Zealand) as at 5:00pm (WST) on 5 November 2013 (“**Record Date**”).

This is an opportunity for eligible shareholders to take advantage of prevailing market conditions and to participate in the future growth of the Company. Funds raised through the Plan will be used to:

- (a) Fund drill testing of recently identified nickel targets along strike and near to the Camelwood nickel discovery;
- (b) undertake drilling for copper mineralisation at the Bonya project; and
- (c) for general working capital expenses.

The Plan allows eligible shareholders, irrespective of the size of their shareholding, to apply for one of the following parcels of Shares:

Offer	Value	Number of Shares
A	\$1,000	31,250
B	\$2,500	78,125
C	\$5,000	156,250
D	\$7,500	234,375
E	\$10,000	312,500
F	\$15,000	468,750

The Plan is capped at 80,000,000 Shares, to raise a maximum of \$2,560,000 (“**Offer Amount**”) and is not underwritten. The Directors reserve the right to scale back applications received in excess of the Offer Amount.

Participation in the Plan is entirely voluntary. Offers under the Plan are non-renounceable, meaning that you are not permitted to transfer your rights to subscribe for Shares under the Plan.

The Prospectus and Application Form will be despatched to shareholders shortly and, if after carefully reading the Prospectus you wish to participate in the Plan, you must complete the personalised Application Form accompanying the Prospectus, together with a cheque, and return it to the Company's Share Registry **on or before 5.00pm (WST) on 29 November 2013**. Alternatively you may use the BPAY[®] facility described in the Prospectus.

Activity Over the Last 12 Months

The last 12 months has seen outstanding exploration success on the Company's key projects with a return of over 150% for those shareholders that participated in the share purchase plan conducted by the Company late last year.

Mt Fisher Project

At the Mt Fisher Project in Western Australia, a diligent and focussed exploration program during the second half of 2012 led to the discovery of the Camelwood nickel deposit. Follow up drilling during 2013 drilling recorded a number of significant intersections of massive and disseminated sulphides and defined nickel sulphide mineralisation over a strike length of 1.2 kilometres and to a depth of 500 metres. Independent consultants have estimated a Mineral Resource of **1.6 million tonnes at 2.2% nickel** containing **34,600 tonnes of nickel**. Encouragingly, 40% of the resource estimate sits in the higher confidence Indicated Mineral Resource category.

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

Rox reported the Mineral Resource estimate to the ASX on 3 October 2013 and 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.

In conjunction with the evaluation of the Camelwood nickel discovery, a detailed geological, geophysical and geochemical assessment of the prospective ultramafic units at Mt Fisher has identified a number of highly prospective targets which have been further defined by recently completed aircore drilling. The potential for the discovery of additional nickel sulphide deposits is high.

Reward Project

At the Reward Project, located adjacent to the world class McArthur River zinc-lead mine in the Northern Territory, our joint venture partner, Teck Australia Pty Ltd, has made a potentially globally significant discovery of high grade zinc-lead mineralisation at the Teena prospect. Drilling results include:

TNDD009: 26.4m @ 11.6% Zn, 1.7% Pb, 13.3% Zn+Pb from 1060.1m, including

16.2m @ 14.9% Zn, 2.3% Pb, 17.2% Zn+Pb from 1070.3m

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 951.5m

TNDD011: 20.3m @ 12.0% Zn, 1.9% Pb, 13.9% Zn+Pb from 901.0m, including

16.3m @ 14.3% Zn, 2.3% Pb, 16.5% Zn+Pb from 905.0m

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

The drilling completed indicates that the mineralisation occurs in a syncline that extends for at least 1.5km in strike length in an east-west direction (remaining open along strike) and plunges to the east.

Drill hole TNDD012 penetrated the southern limb of the syncline intersecting the main zone of mineralisation from a depth of 676.0m (down hole). This is a shallower depth than the other holes which were targeted more towards the axis of the keel of the syncline and is an important development in our drilling at Teena as it indicates that significant mineralisation not only occurs within the keel of the prospect but also extends up its flanks.

Mineralisation at Teena has now been defined by drilling:

1. Over vertical depths ranging from 450m (e.g. in historic hole Teena, 7 3.8m @ 6.8% Zn+Pb from 451.2m) to around 1,100m (e.g. in hole TNDD009, 26.4m @ 13.3% Zn+Pb from 1,060.1m);
2. Over an east-west strike length of 1.5km (the distance between Teena 4A, 8.6m @ 9.8% Zn+Pb from 789.6m, to Teena 6, 7.3m @ 8.0% Zn+Pb) and open to the west from holes Teena 6 and TNDD012. Mineralisation also appears to be trending closer to surface in a westerly direction; and
3. Over a north-south distance across the synform of at least 500m, with the distance around the axis of the syncline (taking into account the folded nature of the stratigraphy) could be closer to 800m.

Bonya Joint Venture

At the Bonya project in the Northern Territory, Rox can earn a 51% interest by spending \$500,000 over two years (to 10 December 2014) with a minimum commitment of \$150,000 in the first year, and can elect to increase its interest to 70% by spending an additional \$1 million by 10 December 2016.

The project is located adjacent to the Jervois copper deposit and there is evidence for a similar style of mineralisation to Jervois on the project tenements, with numerous outcrops of copper oxides and carbonates in the host Bonya Schist unit.

Geochemical sampling by the Company returned results of up to 33% Cu and 55 g/t Ag from surface outcrops, with the most attractive targets being Green Hoard and Bonya. An airborne VTEM survey has recently been completed which will assist in defining conductive targets prospective for copper sulphides at depth. Drilling of those targets will be undertaken in the first half of 2014.

Summary

The results of the past year together with the planned exploration programs for the coming period place Rox in a very sound position. The next period looks to be an equally exciting time for Rox and I look forward to your continued support and sharing a successful year with you.

Yours sincerely



Jeffery Gresham
Chairman

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.