Quarterly Report

For the period ended 31 March 2014

HIGHLIGHTS

Mt Fisher Gold-Nickel Project, WA

- **Significant widths (10-20m downhole) and grades (up to 19.5% Ni) of nickel sulphide mineralisation continue to be defined at the Musket and Cannonball prospects by RC and diamond drilling:**

  At Musket:

  - **0.9m @ 19.5% Ni within 15m @ 2.7% Ni from 264.7m in hole MFED042**
  - **2m @ 8.1% Ni within 17m @ 2.2% Ni from 227m in hole MFEC065**
  - **4m @ 3.2% Ni and 4m @ 2.5% Ni within 17m @ 2.2% Ni from 214m in hole MFEC059**
  - **5m @ 2.6% Ni within 13m @ 1.9% Ni from 176m in hole MFEC048**

  At Cannonball:

  - **1m @ 4.5% Ni from 176m in hole MFEC052**
  - **1m @ 4.2% Ni from 199m in hole MFEC053**
- **Encouraging preliminary metallurgical testwork on Camelwood ore samples indicates excellent recoveries and concentrate grades.**
- **Musket massive sulphide shown to contain significant PGE values (5 g/t) in addition to nickel.**
- **Diamond drilling currently underway at Musket with a further 5 diamond holes completed, awaiting assays.**

Reward Zinc-Lead Project, NT

- **Drilling at Teena scheduled to commence in second quarter, with a 4,000m program of diamond drilling initially planned.**

Bonya Copper Project, NT

- **VTEM survey defined several targets for drill follow-up.**

Corporate

- **Share Placement raised approximately $3.5 million. Cash at bank $4.65 million.**

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INTRODUCTION

The first quarter of 2014 has seen further exploration success for Rox Resources Limited ("Rox" or "the Company"), at the Mt Fisher project in Western Australia (Figure 1) where additional thick zones of high grade nickel sulphide mineralisation have been identified at the Cannonball and Musket prospects by RC and diamond drilling.

Teck Australia Pty Ltd ("Teck") is planning an exploration program at the Reward project (Rox 49%, Teck 51%) in the Northern Territory where approximately 4,000 metres of diamond drilling is being considered for 2014, mainly at the Teena prospect where previous diamond drilling in 2013 returned significant intersections of sulphide mineralization, including 20m @ 15% Zn+Pb from 944m over a strike length of 1.3km.

A drilling program is also planned at the Bonya copper project to follow up recently identified VTEM anomalies that could represent deposits of copper sulphide mineralisation.

The Company continues to receive excellent funding support, with a successful share placement completed during the quarter. Cash at bank at the end of the quarter was $4.65 million.

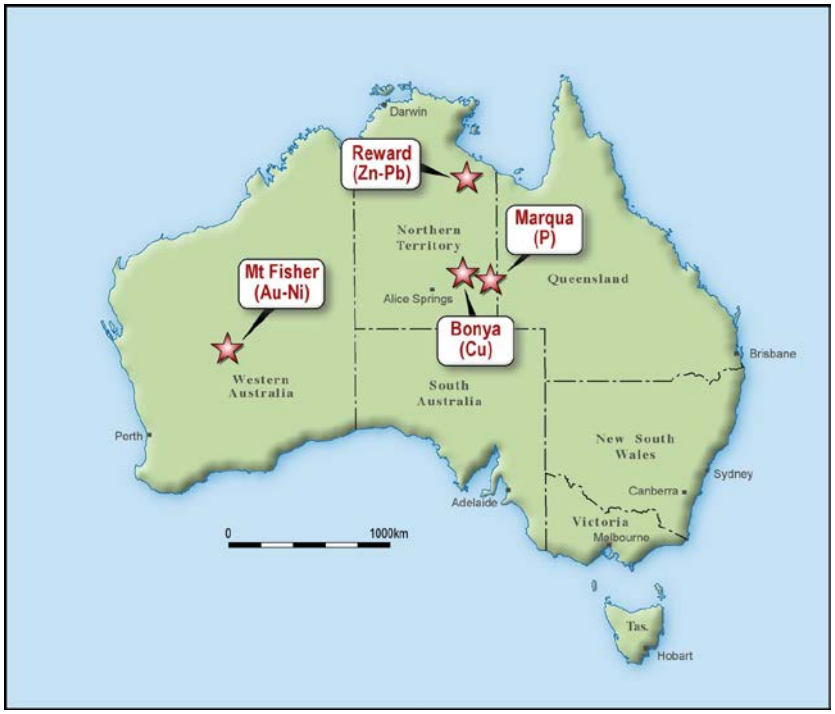

Figure 1: Rox Project Location Map

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

Rox is conducting exploration at its Mt Fisher project area 500km north of Kalgoorlie in Western Australia, (Figure 1) which hosts the Camelwood nickel sulphide deposit and the Mt Fisher, Moray Reef and Damsel gold deposits.

Musket and Cannonball Nickel Sulphide Discoveries

Significant widths and grades of nickel sulphide mineralisation continued to be intersected by drilling at Musket and Cannonball (Figure 2) as listed below (ASX:RXL 6 March 2014, 28 April 2014). Full results are listed in Table 1 and intercepts shown on Figures 3 & 4.

Musket

Seven additional RC holes from those reported last quarter were completed at Musket (Figures 3 & 4) and there appears to be a thickened north plunging high grade shoot indicated within a wider zone of mineralisation. The current drilling at Musket is located at the top of a largely untested VTEM anomaly (Figures 3 & 4).

Full assay results are listed in Table 1, with highlights being:

11m @ **1.8% Ni** from 220m downhole in hole MFEC055,

including **3m** @ **2.4% Ni** from 225m.

6m @ **1.5% Ni** from 127m downhole in hole MFEC056,

17m @ **2.2% Ni** from 214m downhole in hole MFEC059,

including **4m** @ **3.2% Ni** from 214m, including **1m** @ **6.2%** Ni from 215m, and

including **4m** @ **2.5% Ni** from 225m.

14m @ **1.5% Ni** from 191m downhole in hole MFEC064,

17m @ **2.2% Ni** from 227m downhole in hole MFEC065,

including **8m** @ **3.3% Ni** from 227m,

including **2m** @ **8.1% Ni** from 227m.

Other previously reported holes within this shoot (ASX: 10 January 2014), as shown on Figures 3 & 4 include:

9m @ **1.3% Ni** from 55m downhole in hole MFEC036,

7m @ **1.8% Ni** from 129m downhole in hole MFEC040,

13m @ **1.9% Ni from** 176m downhole in hole MFEC048,

including **5m** @ **2.6% Ni** from 180m.

Holes MFEC059 and 065 indicate that a high grade massive nickel sulphide zone has developed on the basal contact below holes MFEC036, 040, 048, 055 and 064 which contain predominantly matrix and disseminated sulphides. This indicates the potential development of a thick, high grade massive sulphide shoot extending at depth below holes MFEC059 and 065.

Platinum Group Element (PGE) analysis of the massive sulphide from MFEC065 returned a result of 2m @ 5.0 g/t (Pt+Pd+Au) and 0.53% Cu from 227m in the same interval that contained 2m @ 8.1% Ni.

Diamond drilling, commenced during April, has continued to test the mineralisation at Musket below the RC drilling.

The first diamond drill hole, MFED042, targeted 35m down dip from RC hole MFEC065 intersected a thick zone of nickel sulphide mineralisation:

15.0m @ **2.7% Ni** from 264.7m downhole in hole MFED042,

including **0.9m** @ **19.5% Ni** of massive sulphide from 264.7m.

The estimated true width of the mineralised zone in hole MFED042 is approximately 10m.

The second diamond drill hole in the program, MFED043, intersected similar mineralisation style and thickness, 85m down dip from RC hole MFEC065 and 50m down dip from diamond drill hole MFEC042 (Figures 3 & 4), with assays pending.

The third and fourth diamond holes, drilled on the section 40m to the south of the MFED042/MFED043 section (Figures 3 & 4) both intersected 10-15m zones of nickel sulphide mineralisation. Assays for these two holes are also pending.

Cannonball

Four additional RC drill holes were completed at Cannonball (ASX:RXL 6 March 2014) with three of them intersecting high grade mineralisation. Widths are narrower than at Musket but the high grade and massive nature of the mineralisation developing with increasing depth is encouraging.

Full assay results are listed in Table 1, with highlights being:

1m @ 4.5% Ni from 176m downhole in hole MFEC052,
1m @ 4.2% Ni from 199m downhole in hole MFEC053,

Previously reported holes (ASX: 10 January 2014) were more of matrix and disseminated mineralisation style, so it is possible that a massive sulphide shoot is developing at Cannonball at depth as well. Previous hole MFEC049 contained 1m @ 4.6% Ni of massive nickel sulphide mineralisation above new hole MFEC053.

Regional

Two reconnaissance holes were drilled at the Corktree prospect and one at the Twin leaf prospect. None of these holes intersected any significant nickel sulphide.

Camelwood Metallurgical Testwork

A series of sighter flotation tests were undertaken on a number of composite drill samples of primary massive (head grade 6.7% Ni), primary disseminated (head grade 2.4% Ni), transitional semi-massive (head grade 5.4% Ni) and transitional disseminated (head grade 2.4% Ni) mineralisation from the Camelwood deposit (ASX:RXL 8 April 2014).

The testwork was carried out at Bureau Veritas Laboratories under the supervision of Mineral Engineering Technical Services Pty Ltd (METS).

The primary massive sulphide sample, containing mainly pentlandite and pyrrhotite gave an exceptional first pass result of 91 - 95% recovery of nickel with a concentrate grade of 14 - 17%

Ni, low MgO (2.6% - 2.8% MgO), and a high Fe/Mg ratio (15 - 16) well in excess of typical smelter parameters. Concentrations of deleterious elements such as arsenic were low (50-100 ppm) and will not be an issue. The concentrate also contained minor amounts of copper and cobalt.

The primary disseminated sulphide sample contained a significant amount of talc (which contains high amounts of MgO), so required an additional talc pre-float, which removed about 34% of the MgO before the sulphide flotation stage. A concentrate grade of 8.1% Ni was achieved with nickel recovery of 60%. MgO content was low (2.5% MgO), and the Fe/Mg ratio was 16, indicating that this material will produce a suitable smelter product.

Further test work to increase nickel recovery and reduce the amount of pyrite (and thus increase the nickel grade) in the primary disseminated sulphide concentrate is planned.

The transitional samples, containing mainly violarite, pyrite and talc, both achieved good nickel concentrate grades (11 – 15% Ni), at recoveries ranging from 40 - 80%. MgO values were higher than for the primary sulphide samples (transitional semi-massive sulphide, 6.3% MgO; and transitional disseminated sulphide, 16% MgO).

Further cleaner float stages to remove MgO are planned for all samples, as well as optimisation work on grind size and flotation reagents and conditions.

Metallurgical testwork will be undertaken on samples from the Musket prospect in due course, and because of the higher tenor of the Musket mineralisation (as compared with Camelwood) it is quite probable that superior recoveries and concentrate grades will be obtained from this prospect compared to those achieved at Camelwood.

Next Quarter

Diamond drilling will continue at Musket and Cannonball.

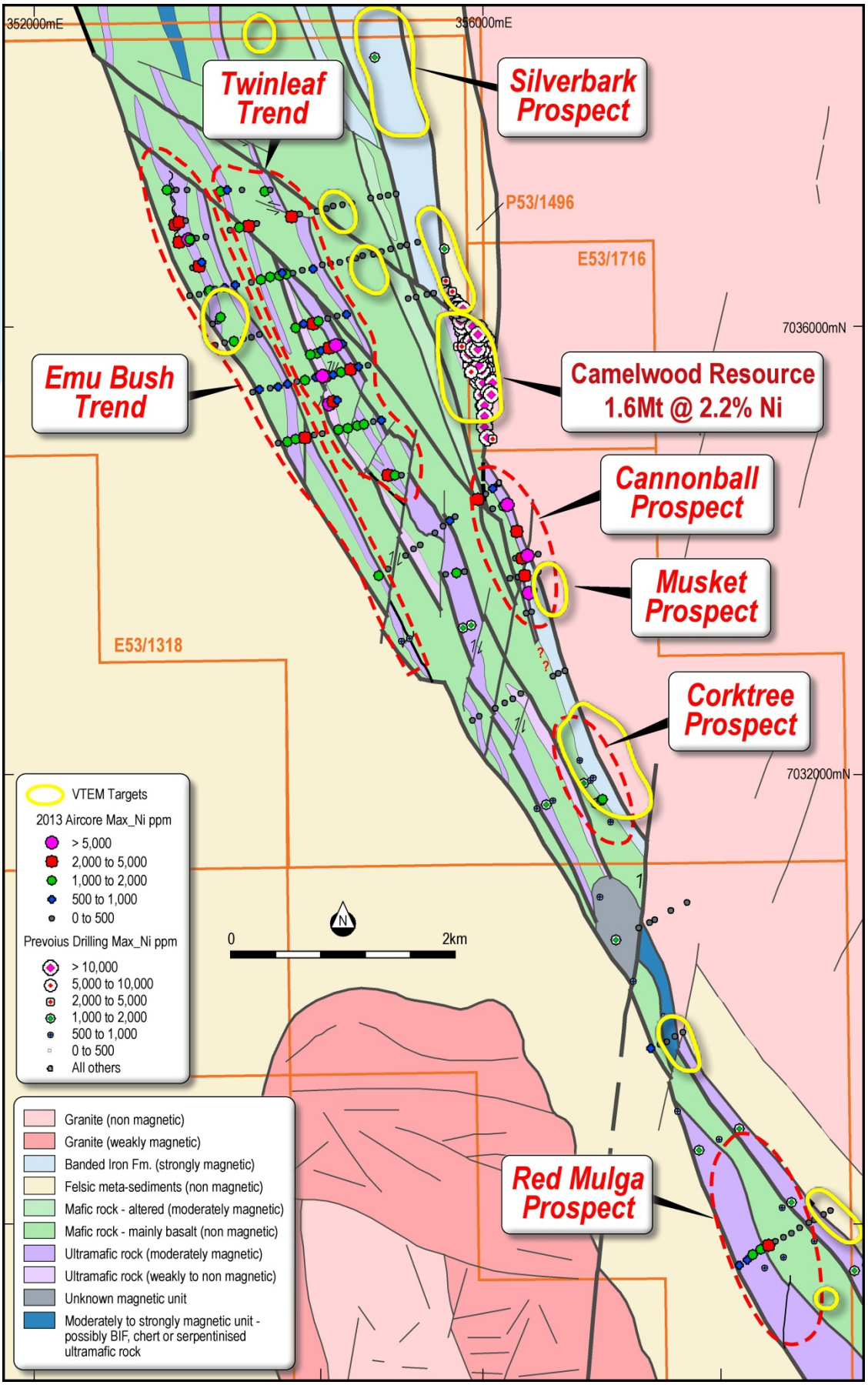

Figure 2: Fisher East Ultramafic Belt – Prospect Locations over interpreted geology

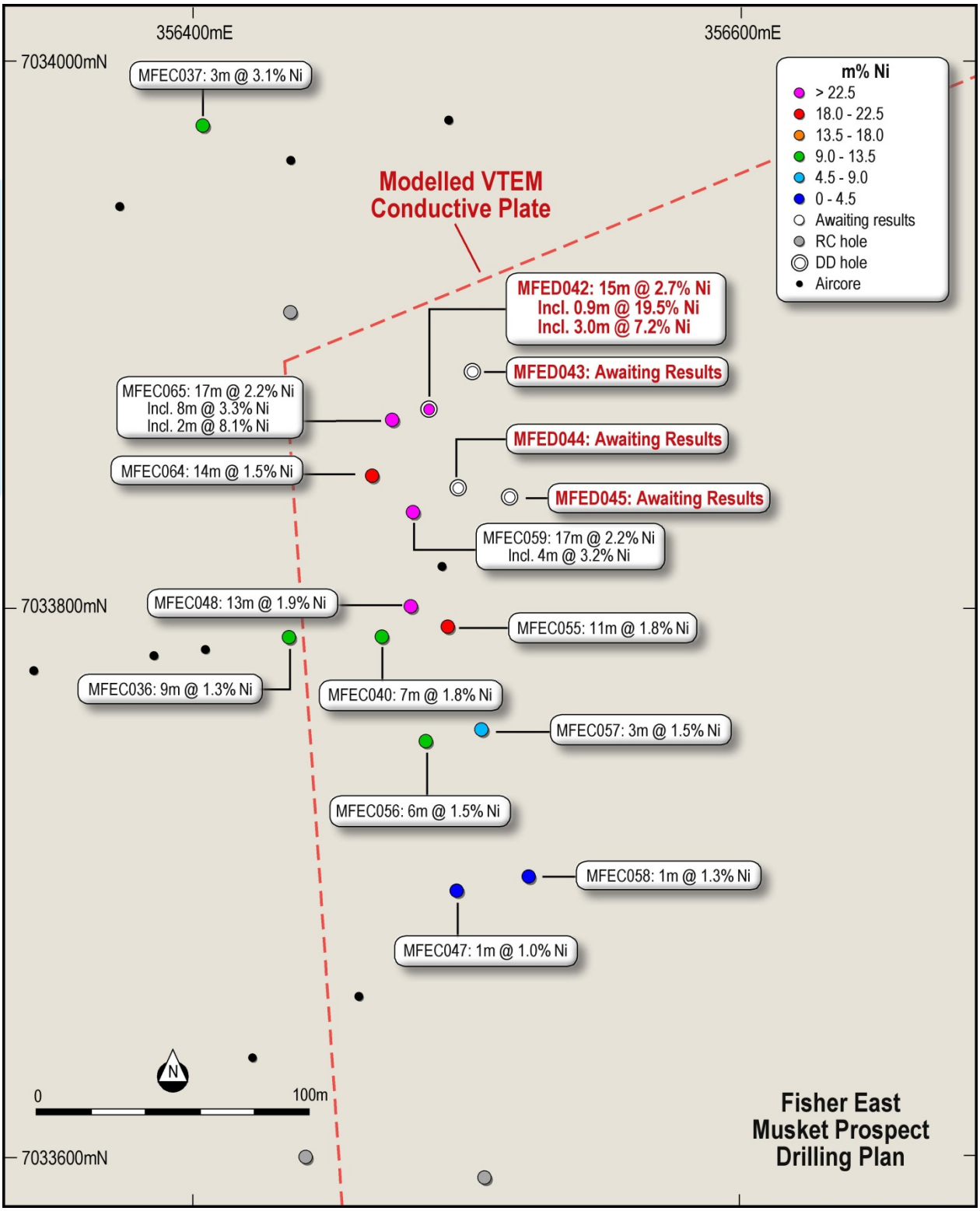

Figure 3: Musket Drill Plan

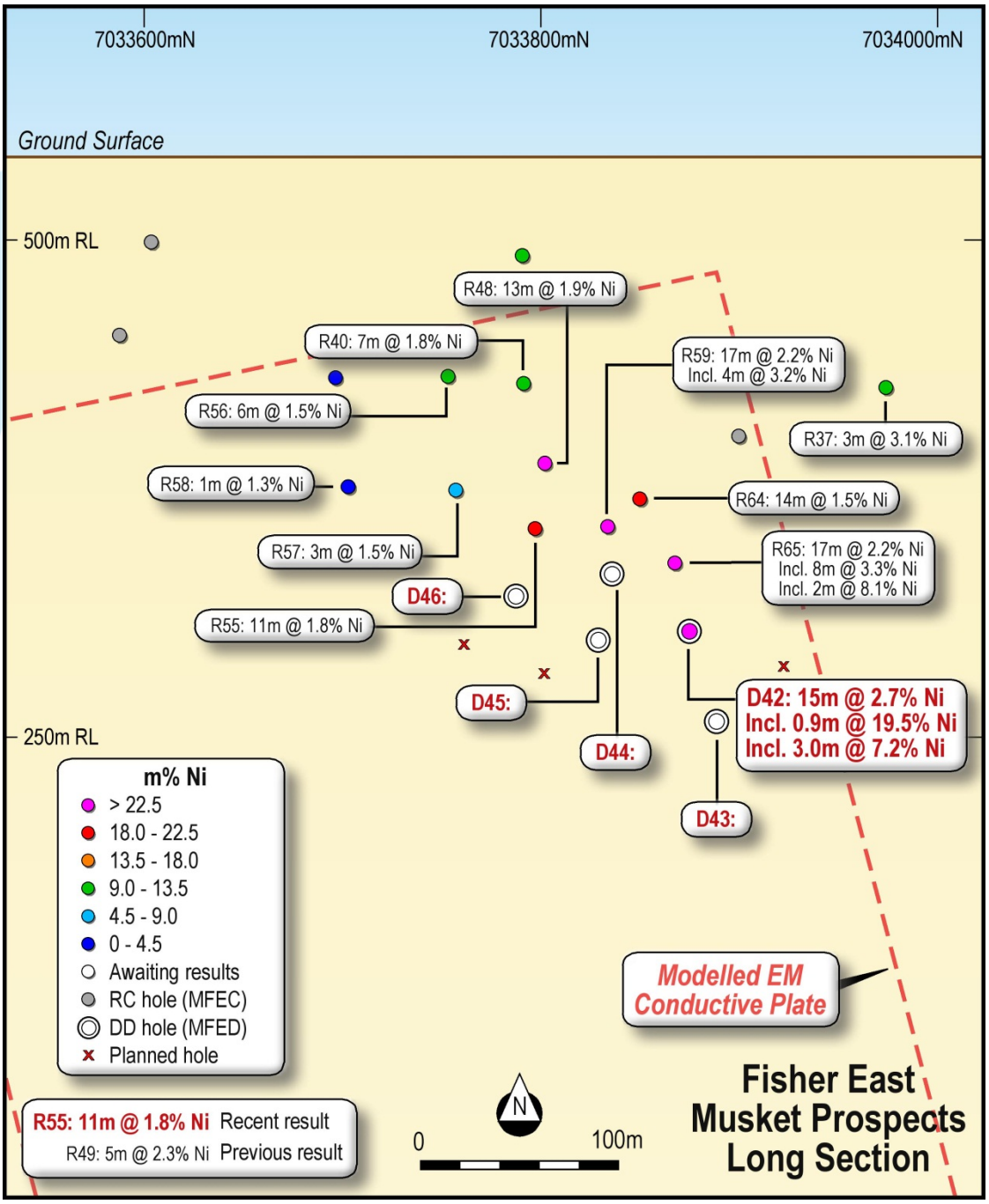

Figure 4: Musket Drill Long Section

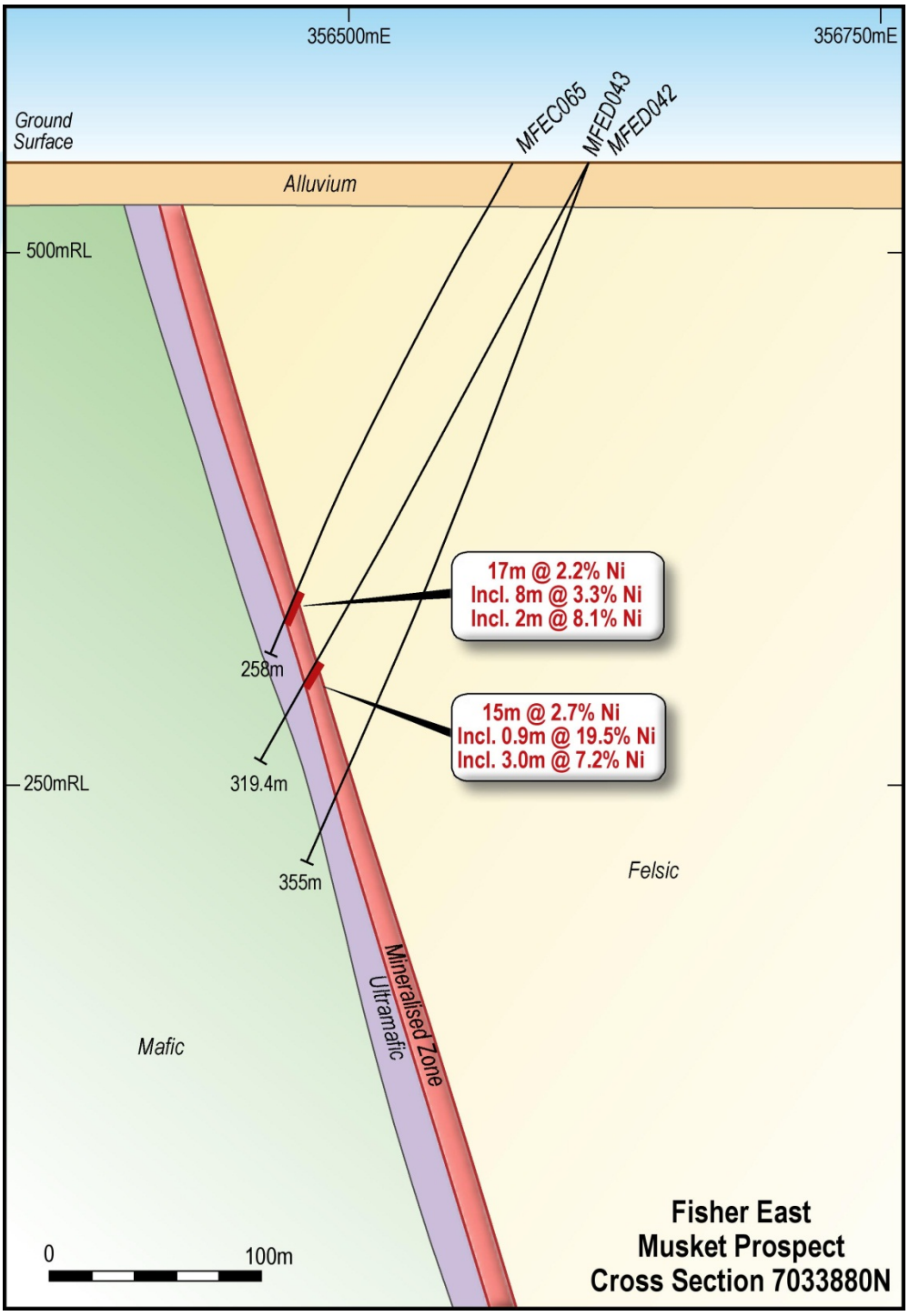

Figure 5: Musket Drill Cross Section 7033880N

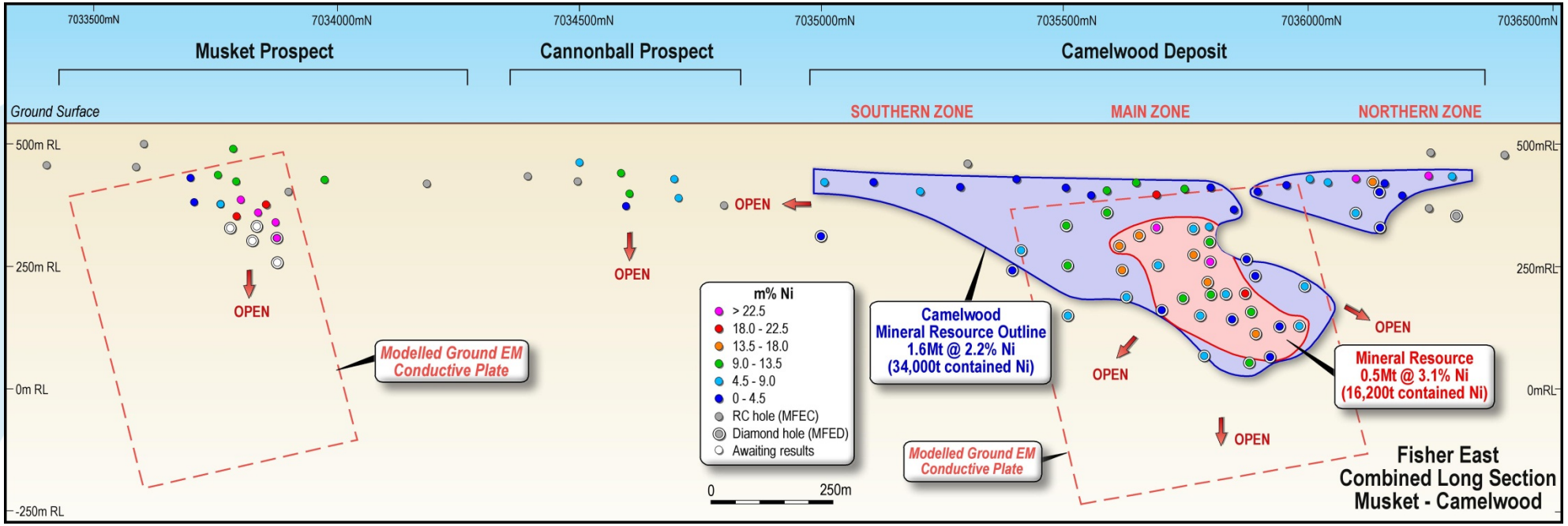

Figure 6: Camelwood-Musket South-North Drill Long Section (Musket: left hand side, Camelwood: right hand side), demonstrating strike potential of up to 3 km, open at depth, and largely unexplored. The Mineral Resource shown in red is a subset of, and is included in the Mineral Resource shown in blue.

Table 1: Musket Diamond Drilling Assay Results

Hole	East	North	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Ni%	m%
MFED042	**356611**	**7033879**	**319.4**	**-61**	**267**	**264.7**	**279.7**	**15.0**	**2.72**	**40.8**
Including						***264.7***	***267.7***	***3.0***	***7.15***	
Including						***264.7***	***265.6***	***0.9***	***19.5***	
MFED043	356611	7033879	355.0	-68	274	Pending				
MFED044	356620	7033840	292.0	-59	267	Pending				
MFED045	356620	7033840	307.0	-67	264	Pending				

Diamond Drill hole MFED042 (Table 1) has been reported previously (ASX:RXL 28 April 2014).

Table 2: Musket & Cannonball RC Drilling Assay Results

Hole	East	North	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Ni%	m%	Prospect
MFEC034	356530	7033411	127	-60	270	NSR					Musket
MFEC035	356484	7033605	104	-60	270	NSR					Musket
MFEC036	356463	7033793	144	-60	270	55	64	9	1.32	11.8	Musket
MFEC037	356469	7033994	159	-60	270	129	132	3	3.13	9.4	Musket
including						*129*	*131*	*2*	*4.01*		
MFEC038	356379	7034195	149	-60	270	NSR					Cannonball
MFEC039	356293	7034398	150	-60	270	NSR					Cannonball
MFEC040	356528	7033800	150	-60	270	129	136	7	1.84	12.9	Musket
MFEC041	356555	7033595	116	-60	270	NSR					Musket
MFEC042	356220	7034600	150	-60	270	114	119	5	2.03	10.2	Cannonball
MFEC043	356186	7034699	164	-65	270	128	130	2	2.36	4.7	Cannonball
MFEC044	356037	7034435	99	-60	270	NSR					Cannonball
MFEC045	356246	7034500	110	-60	270	84	88	4	2	8.0	Cannonball
MFEC046	356500	7033900	180	-60	270	NSR					Musket
MFEC047	356555	7033700	143	-60	270	126	127	1	1.04	1.0	Musket
MFEC048	356570	7033800	216	-60	270	176	189	13	1.93	25.0	Musket
including						*180*	*185*	*5*	*2.55*		
MFEC049	356270	7034600	186	-60	270	158	163	5	2.34	11.7	Cannonball
including						*159*	*160*	*1*	*3.19*		
and						*162*	*163*	*1*	*4.61*		
MFEC052	356238	7034700	200	-60	270	176	177	1	4.53	4.5	Cannonball
MFEC053	356315	7034600	210	-60	270	199	200	1	4.19	4.2	Cannonball
MFEC054	356290	7034500	150	-60	270	NSR					Cannonball
MFEC055	356610	7033800	248	-60	270	220	231	11	1.77	19.4	Musket
including						*225*	*228*	*3*	*2.35*		
MFEC056	356550	7033750	158	-60	270	127	133	6	1.49	9.0	Musket
MFEC057	356592	7033753	208	-60	270	188	189	3	1.54	4.6	Musket
MFEC058	356606	7033706	208	-60	270	185	186	1	1.34	1.3	Musket
MFEC059	356592	7033847	243	-60	270	214	231	17	2.22	37.7	Musket
including						*214*	*218*	*4*	*3.19*		

including						*215*	*216*	*1*	*6.23*		
and						*225*	*229*	*4*	*2.50*		
MFEC063	356200	7034800	203	-60	270	189	190	1	3.00	3.0	Cannonball
MFEC064	356554	7033851	218	-60	270	191	205	14	1.52	21.3	Musket
MFEC065	356577	7033881	258	-57	270	227	244	17	2.17	36.9	Musket
including						*227*	*235*	*8*	*3.34*		
including						*227*	*229*	*2*	*8.14*		

RC Drill holes MFEC034 to MFEC065 (Table 2) have been reported previously (ASX:RXL 6 March 2014 and 27 March 2014).

Notes to Tables:

- New results shown in **bold**.
- Grid coordinates GDA94: Zone 51, collar positions determined by hand held GPS.
- All holes nominal RL 542 +/- 1m AHD estimated from regional Digital Elevation Model.
- Hole azimuths planned to be 270 degrees, but downhole deviations may result in hole paths slightly different to those intended.
- RC drilling (hole prefix MFEC) by reverse circulation face sampling hammer, then 1 metre samples cone split and bagged.
- Diamond drilling (hole prefix MFED) by HQ/NQ diamond core, with core cut in half and sampled to either significant geological boundaries or even metre intervals.
- Diamond drill samples weighed in water and air to determine bulk density, and then crushed to 6.5mm
- 3-5kg sample preparation by pulp mill to nominal P80/75um.
- Ni analysis by Intertek Genalysis Perth method 4A/OE: Multi-acid digest including Hydrofluoric, Nitric, Perchloric and Hydrochloric acids in Teflon Tubes. Analysed by Inductively Coupled Plasma Optical (Atomic) Emission Spectrometry. For higher precision analyses (e.g. Ni > 1%), Intertek Genalysis Perth method 4AH/OE: Modified (for higher precision) multi-acid digest including Hydrofluoric, Nitric, Perchloric and Hydrochloric acids. Analysed by Inductively Coupled Plasma Optical (Atomic) Emission Spectrometry.
- Certified Reference Standards and field duplicate samples were inserted at regular intervals to provide assay quality checks. Review of the standards and duplicates are within acceptable limits.
- Cut-off grade for reporting of 1% Ni with up to 2m of internal dilution allowed.
- Given the angle of the drill holes and the interpreted 60-65 degree easterly dip of the host rocks, reported intercepts will be slightly more than true width.
- NSR = No Significant Result.
- Pending = Results not yet received from the laboratory.

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

Earn-in partner Teck Australia Pty Ltd ("Teck") is planning an exploration program at the Reward project commencing in the second quarter (weather dependent). It is envisaged that this could include up to 4,000 metres of diamond drilling, mainly at the Teena prospect where significant zinc-lead mineralisation was identified in 2013.

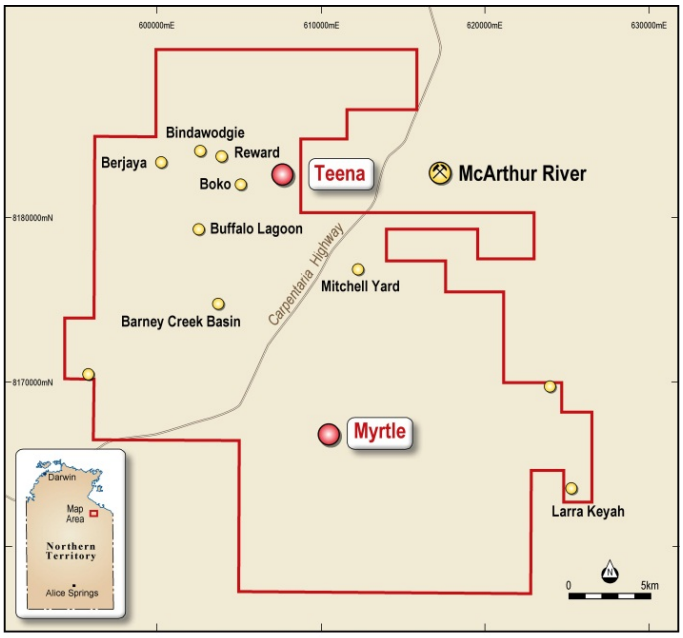

Figure 7: Reward Project Tenements and Prospect Map

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

The Bonya project is located 350km east of Alice Springs, Northern Territory (Figure 1), adjacent to the Jervois copper deposit (JORC Mineral Resource of 13.5 Mt @ 1.3% Cu, 25 g/tAg, KGL:ASX).

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) from the Bonya tenements.

A VTEM survey identified a number of anomalies (Figure 8) (ASX:RXL 17 February 2014) that will be followed up by drilling in the third quarter of 2014.

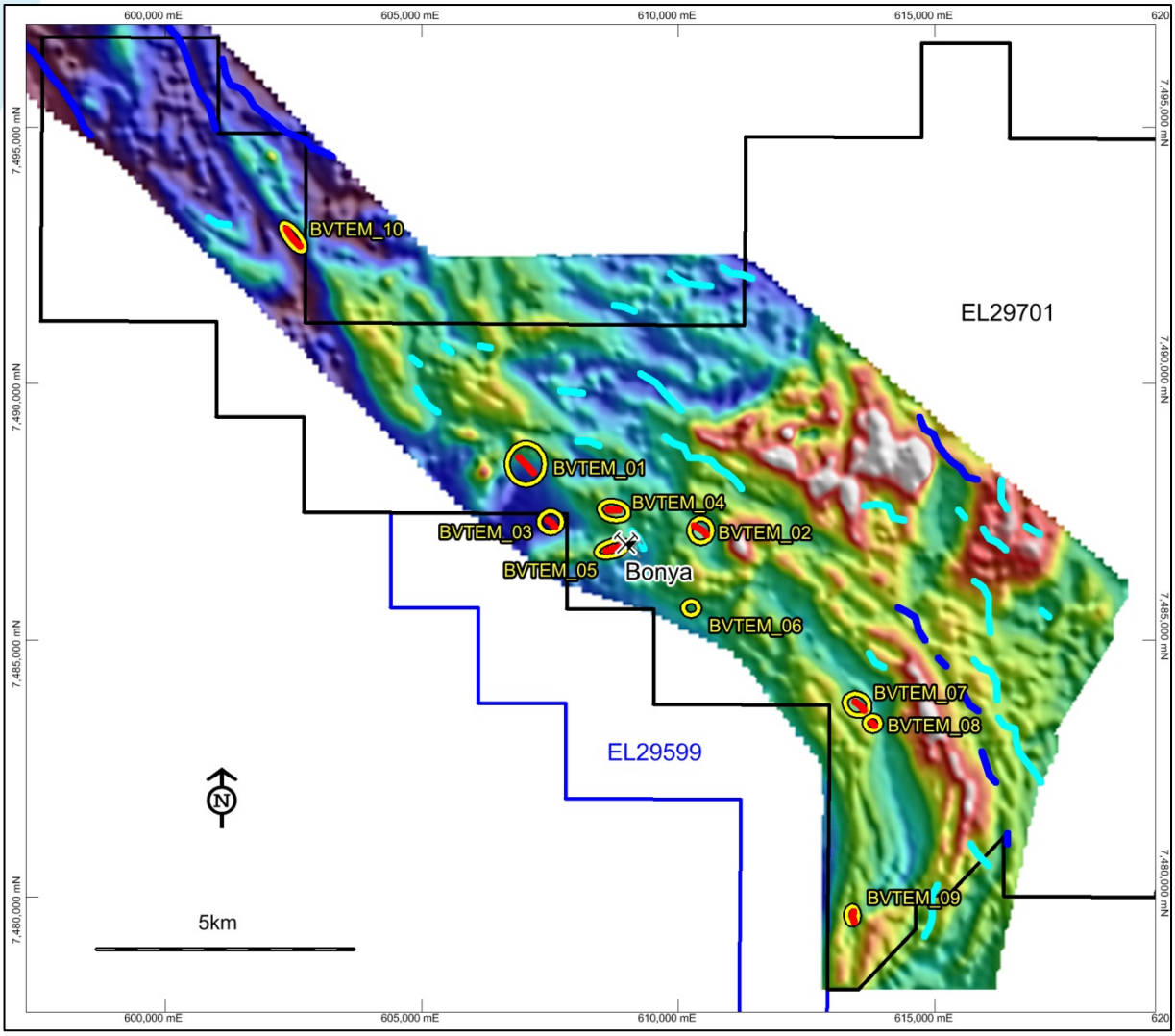

Figure 8: Bonya VTEM anomalies, conductor axes and exploration targets over an image of reduced-to-pole magnetics. Interpreted discrete bedrock conductors are shown by red lines, while stratigraphic/formational conductors are shown by dark blue lines. Surficial/drainage conductors are shown by light blue lines.

MARQUA PHOSPHATE PROJECT, NT (Rox 100%)

Rox continues to seek a strategic partner to take the Marqua phosphate project forward.

CORPORATE

During the quarter the Company was able to finalise a Share Placement which raised approximately $3.5 million for exploration and associated expenses (ASX:RXL 18 March 2014).

Cash on hand at the end of the quarter was $4.65 million.

Dated this 30th day of April 2014.

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).

Mt Fisher Gold-Nickel Project (100% + Option to Purchase $3.6 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 strong nickel potential. 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 payable as follows: $1.1 million by 30 June 2014, $0.2 million by 31 December 2014, and $2.3 million by 30 June 2015 (ASX:RXL 29 January 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** (ASX:RXL 5 August 2013, 26 August 2013, 18 September 2013, 11 October 2014) 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 (ASX:RXL 21 August 2013).

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 (ASX:RXL 11 December 2012). 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 (ASX:RXL 12 October 2012).

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 (ASX:RXL 25 January 2012).

Competent Person Statements:

Information in this report that relates to previously reported Exploration Results and Mineral Resources has been cross-referenced in this report to the date that it was reported to the ASX. Rox confirms that it is not aware of any new information or data that materially affects the information or supporting documentation included in the previous announcements, and that all material assumptions and technical parameters underpinning the Exploration Results and Mineral Resources in the previous announcements continue to apply and have not materially changed.

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.

APPENDIX 5B

Mining Exploration Entity Quarterly Report

Name of entity

ROX RESOURCES LIMITED

ACN or ARBN	Quarter ended ("current quarter")
107 202 602	**31 March 2014**

Consolidated statement of cash flows

		Current Quarter A$'000	Year to Date (9 months) $A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for: (a) exploration and evaluation	(621)	(2,918)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(362)	(937)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	12	28
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other – Security bonds repayments	-	-
	Net Operating Cash Flows	(971)	(3,827)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	(a) prospects	(100)	(100)
	(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	(100)	(100)
1.13	Total operating and investing cash flows (carried forward)	(1,071)	(3,927)

1.13	Total operating and investing cash flows (brought forward)	(1,071)	(3,927)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares (net of costs)	3,327	5,615
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	3,327	5,615
	Net increase (decrease) in cash held	2,256	1,688
1.20	Cash at beginning of quarter/year to date	2,396	2,964
1.21	Exchange rate adjustments to 1.20	-	-
1.22	**Cash at end of quarter**	4,652	4,652

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	181
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

During the quarter Teck Australia Pty Ltd expended $281,653 towards its earn-in on the Reward Joint Venture in Northern Territory.

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	500
4.2	Development	-
4.3	Production	-
4.4	Administration	278
	Total	778

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	3,331	2,175
5.2	Deposits at call	1,321	221
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	4,652	2,396

Changes in interests in mining tenements – Refer to Annexure 1 for list of all 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	P53/1625	All Minerals	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**	734,343,638	734,343,638		
7.4 Changes during quarter - Issued - Options exercised	66,358,894 2,500,000	66,358,894 2,500,000		
7.5 **Convertible debt securities** *(description and conversion factor)*	-			
7.6 Changes during quarter	-			
7.7 **Options** *(description and conversion factor)*	550,000 6,000,000 1,250,000 8,294,862	Nil Nil Nil Nil	*Exercise Price* $0.047 $0.025 $0.057 $0.08	*Expires* 30 Nov 2014 30 Nov 2015 28 Feb 2017 31 Mar 2017
7.8 Issued during quarter	1,250,000 8,294,862	Nil Nil	$0.057 $0.08	28 Feb 2017 31 Mar 2017
7.9 Exercised during quarter	2,500,000	Nil	$0.025	30 Nov 2015
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: 30 April 2014

Company Secretary

Print Name: Brett Dickson

Annexure 1 – Mining Tenements

Project	Tenement Number	Interest	Interest Held
Reward, NT	EL10316	All Minerals	49%
	EL26406*	All Minerals except Diamonds	49%
	EL27541	All Minerals	49%
	EL30042*	All Minerals except Diamonds	49%
Marqua, NT	EL28275	All Minerals	100%
Mt Fisher, WA	E53/1061	All Minerals	100%
	E53/1106	All Minerals	100%
	E53/1218	All Minerals	100%
	E53/1219	All Minerals	100%
	E53/1250	All Minerals	100%
	E53/1716	All Minerals	100%
	M53/09	All Minerals	100%
	P53/1625	All Minerals	100%
	E53/1318	All Minerals	-
	E53/1319	All Minerals	-
	E53/1465	All Minerals	-
	P53/1496	All Minerals	-
	P53/1497	All Minerals	-
	M53/127	All Minerals	-
Bonya	EL29701**	Cu, Pb, Zn, Au, Ag, Bi, PGE'S	-
	EL29599	All Minerals	100%

Teck Australia Pty Ltd is earning a 70% interest in all of the Reward project tenements

* Legend International Holdings has rights to diamonds on EL26406 and portions of EL30042

Rox Resources holds an option to acquire 100% of the following Mt Fisher tenements

** Rox may earn up to a 70% interest in this tenement