

HIGHLIGHTS

Mt Fisher Gold-Nickel Project, WA

- Nickel Mineral Resource more than doubled to 3.6 million tonnes grading 2.0% nickel for 72,100 tonnes of contained nickel.
- RC drilling results received during the quarter included:
 - 3m @ 4.7% Ni from Cannonball, and
 - 10m @ 2.2% Ni from Musket
- Mineralisation at Musket still open at depth and along strike – untested down hole EM target.
- RC and diamond drilling underway to continue to increase mineral resources.
- Aircore drilling program identified a number of new nickel sulphide targets.
- Aircore and diamond drilling also conducted to test a number of gold targets.

Reward Zinc-Lead Project, NT

- First hole of a new 4,000m diamond drilling program at the Teena prospect intersected:
 - 3.0m @ 10.1% Zn+Pb, and
 - 7.7m @ 9.9% Zn+Pb,
 - within a wider interval of 35m @ 6.1% Zn+Pb from 665m.
- More drilling underway with assays expected during the next quarter.

Bonya Copper Project, NT

- New copper discovery at the Bonya Mine prospect with drilling results such as:
 - 38m @ 4.4% Cu, including 6m @ 8.8% Cu and 8m @ 7.9% Cu, and
 - 11m @ 4.4% Cu, including 3m @ 6.1% Cu.
- Copper sulphides also intersected at other locations, assays pending.

INTRODUCTION

The third quarter of 2014 has seen continued outstanding exploration success for Rox Resources Limited (“Rox” or “the Company”).

At the Mt Fisher project in Western Australia an updated Mineral Resource estimate now comprises **3.6 million tonnes grading 2.0% Ni for 72,100 tonnes of contained nickel**. Drilling is continuing to further explore and increase these resources. An aircore drilling program has identified a number of new nickel sulphide targets for further exploration. In addition, an aircore and diamond drilling program was undertaken to test a number of gold targets.

The planned 4,000 metre diamond drilling program commenced in late August at the Teena prospect on the Reward project in the Northern Territory, with the first hole extending the mineralised system a further 400m to the west, to a drilled strike length of over 1.5km. Results from this drilling program are expected to continue through the next quarter. The drilling and exploration program is being fully funded and managed by Teck Australia Pty Ltd (“Teck”) under an earn-in and joint venture agreement. Current project interests are Rox 49%, Teck 51%, with Teck currently increasing their interest to 70% by expenditure of \$15m by 31 August 2018.

RC drilling at the Bonya copper project to follow up VTEM anomalies has intersected a number of zones of copper sulphide mineralisation, with exceptional results received from massive sulphides at the Bonya Mine prospect. Follow-up drilling is currently underway.

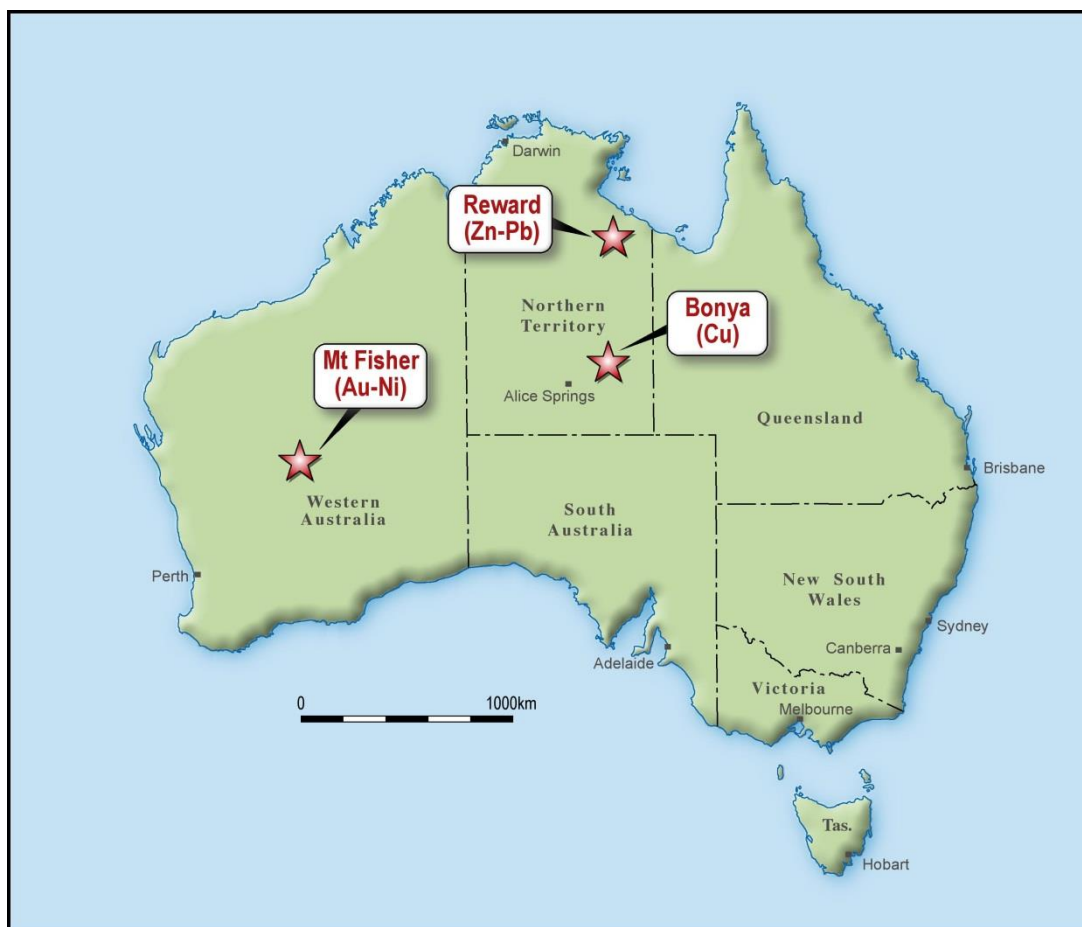


Figure 1: Rox Project Location Map

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

Rox continued exploration and assessment activities at its Mt Fisher project 500km north of Kalgoorlie in Western Australia, (Figure 1) which hosts the Camelwood and Musket nickel sulphide deposits and the Mt Fisher, Moray Reef and Damsel gold deposits. Work included resource estimation, RC drilling and metallurgical testwork at the Musket and Cannonball prospects, plus an aircore exploration program. In addition a diamond hole was drilled at the Dam prospect to test for gold mineralisation.

Updated Mineral Resource

During the quarter Rox completed a maiden Mineral Resource estimate for the Musket nickel sulphide deposit of **2.1 Million tonnes at 1.8% Ni for 37,500 tonnes of contained nickel** at a 1.0% nickel lower cut-off. 64% of the resource is in the Indicated Mineral Resource category (Table 1). (ASX:RXL 4 September 2014).

At a higher cut-off grade of 2.5% nickel the Musket Mineral Resource comprises **100,000 tonnes at 10.1% nickel for 10,100 tonnes of contained nickel** with approximately 75% in the Indicated Mineral Resource category (Table 2).

Total project resources (Musket + Camelwood) now stand at **3.6 million tonnes at 2.0% nickel containing 72,100 tonnes of contained nickel**. Indicated resources account for 52% of the total resource (Table 3 and Figure 5).

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

Musket Mineral Resource - August 2014			
	Tonnes (Mt)	Grade	Contained Metal
		Ni %	Nickel (kt)
Indicated Mineral Resource			
Indicated	1.2	2.0	24.0
Inferred	0.9	1.5	13.5
Total	2.1	1.8	37.5

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

Musket Mineral Resource - August 2014			
	Tonnes (Mt)	Grade	Contained Metal
		Ni %	Nickel (kt)
Indicated Mineral Resource			
Indicated	0.08	10.0	7.6
Inferred	0.02	10.5	2.5
Total	0.10	10.1	10.1

Table 3: Combined Camelwood-Musket Mineral Resource Estimate at 1.0% Cut-Off Grade

Deposit	Category	Tonnes (Mt)	Grade	Contained Metal
			Ni%	Nickel (kt)
Musket	Indicated	1.2	2.0	24.0
	Inferred	0.9	1.5	13.5
	Total	2.1	1.8	37.5
Camelwood	Indicated	0.6	2.4	13.8
	Inferred	1.0	2.1	20.8
	Total	1.6	2.2	34.6
TOTAL	Indicated	1.8	2.1	37.8
	Inferred	1.9	1.8	34.3
	Total	3.6	2.0	72.1

Note: Figures may not add up exactly due to rounding errors.

The Camelwood Mineral Resource was previously reported, ASX:RXL 3 October 2013 while the Musket Mineral Resource was reported, ASX:RXL 4 September 2014.

Musket and Cannonball Drilling

During the quarter final assays were received for RC drilling completed during the second quarter. These results included:

MFEC078: **10m @ 2.2% Ni** from 154m at Musket, and

MFEC080: **3m @ 4.7% Ni** from 168m, including 2m @ 6.0% Ni at Cannonball

Full results are included in Table 4. (ASX:RXL 13 August 2014).

RC holes drilled at the Red Mulga and Corktree prospects failed to intersect any significant nickel sulphide mineralisation, although anomalous results were received from the Red Mulga holes which warrant follow-up.

Regional Exploration

An aircore drilling program (138 holes for 8,083m) was undertaken to explore various nickel sulphide targets interpreted from airborne magnetics and electro-magnetics (Figure 2).

The aircore results have highlighted three new high priority targets for nickel sulphide mineralisation (Figure 7). One (Cutlass) is along strike 4-6km to the south of the known deposits of Camelwood and Musket, while the other two (Jim's and Fisher South) are located further west on a possibly dislocated portion of the Mt Fisher ultramafic belt. The new targets have values similar to the aircore values that initially defined the Musket and Camelwood prospects. (ASX:RXL 3 September 2014).

Results from Cutlass (Figure 2) included:

FEAC235; 6m @ 0.18% Ni, 181 ppm Cu, 20 ppb Pt+Pd from 56m

FEAC240; 12m @ 0.30% Ni, 147ppm Cu, 20 ppb Pt+Pd from 32m, including
1m @ 0.51% Ni, 330ppm Cu, 24ppb Pt+Pd

FEAC262; 4m @ 0.31% Ni, 53ppm Cu from 91m

Drilling at Red Mulga (Figure 3) confirmed additional anomalous nickel there over a strike length of 600m, with results including:

FEAC219; 17m @ 0.35% Ni, 67 ppm Cu, 34 ppb Pt+Pd from 24m

FEAC241; 32m @ 0.26% Ni, 36 ppm Cu from 24m

FEAC202; 16m @ 0.22% Ni, 51 ppm Cu from 16m

Drilling results from the Jims prospect (Figure 4) included:

MFAC074; 10m @ 0.26% Ni, 265 ppm Cu, 9ppb Pt+Pd from 32m

MFAC067; 4m @ 0.20% Ni, 527 ppm Cu, 16 ppb Pt+Pd from 32m

MFAC073; 4m @ 0.21% Ni, 575 ppm Cu, 28 ppb Pt+Pd from 32m

At the Fisher South prospect (Figure 4) best results included:

MFAC092; 2m @ 0.20% Ni, 139 ppm Cu, 3 ppb Pt+Pd from 26m

MFAC084; 20m @ 0.12% Ni, 504 ppm Cu, 18 ppb Pt+Pd from 22m

A ground electro-magnetic survey to better define the anomalies at Cutlass prior to RC drill testing was commenced early in the fourth quarter.

Camelwood Metallurgical Testwork

Metallurgical testwork continues on massive and disseminated ore samples from Camelwood and Musket. A series of tests have been conducted and results are expected in the fourth quarter.

Gold Target Drilling

Exploration drilling was undertaken on a number of gold exploration targets during the quarter (ASX:RXL 10 September 2014).

One diamond drill hole, MFDD001, was completed at the Dam Central prospect (Figures 6 & 7) to test interpreted structurally controlled gold mineralisation. The hole intersected several zones of gold mineralisation exceeding a 1 g/t Au cut-off as follows:

1.3m @ 5.47 g/t Au from 125.3m

4.4m @ 2.35 g/t Au from 155.0m

2.8m @ 1.74 g/t Au from 164.1m

1.5m @ 1.52 g/t Au from 189.5m

0.4m @ 25.9 g/t Au from 215.8m

1.3m @ 1.74 g/t Au from 225.0m

2.0m @ 1.03 g/t Au from 266.0m

3.0m @ 2.21 g/t Au from 319.0m

A number of zones of gold mineralisation (16.7m in total) associated with sulphides and quartz veining were encountered, considered to be strong indicators of a sizeable gold system with further drilling warranted.

As part of the Company's regional target identification approach an aircore drilling program was conducted at the Dirks prospect located about 2km to the east of Dam Central (Figures 7 & 8). This area was considered prospective as previous drilling had identified a high grade intercept

of 2m @ 13 g/t Au. The aircore drilling on the Dirks trend (Figure 8) returned a number of anomalous and potentially economically significant gold intercepts, with best results of:

2m @ 4.8 g/t Au from 33m in hole MFAC055

2m @ 3.8 g/t Au from 90m in hole MFAC062

1m @ 1.77 g/t Au from 62m in hole MFAC058

These results add to the prospect that the Dirks area may host a near surface gold deposit similar to Damsel, located to the north-west (Figures 2 & 3), which has a total gold resource of 726,000 tonnes grading 2.4 g/t Au for approximately 56,000 ounces of contained gold (Measured: 26,600t @ 2.91 g/t Au, Indicated: 143,300t @ 2.47 g/t Au, Inferred: 556,100 @ 2.34 g/t Au, ASX:RXL 10 February 2012).

Next Quarter's Activities

- Ground EM over the Cutlass prospect.
- Completion of metallurgical testwork on samples from Musket and Camelwood.
- Drilling at Musket and Cannonball.

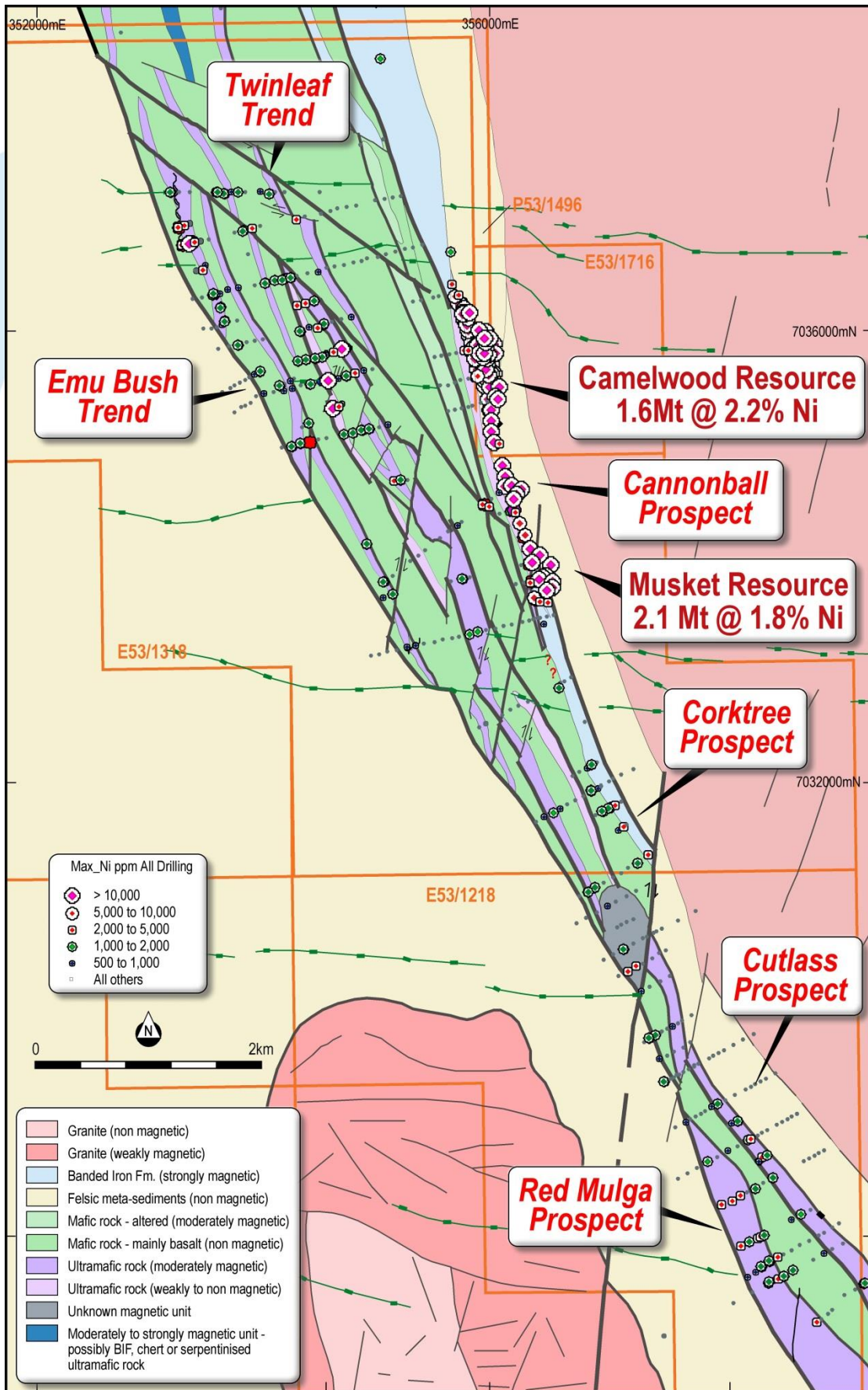


Figure 2: Fisher East Ultramafic Belt – Prospect Locations over interpreted geology

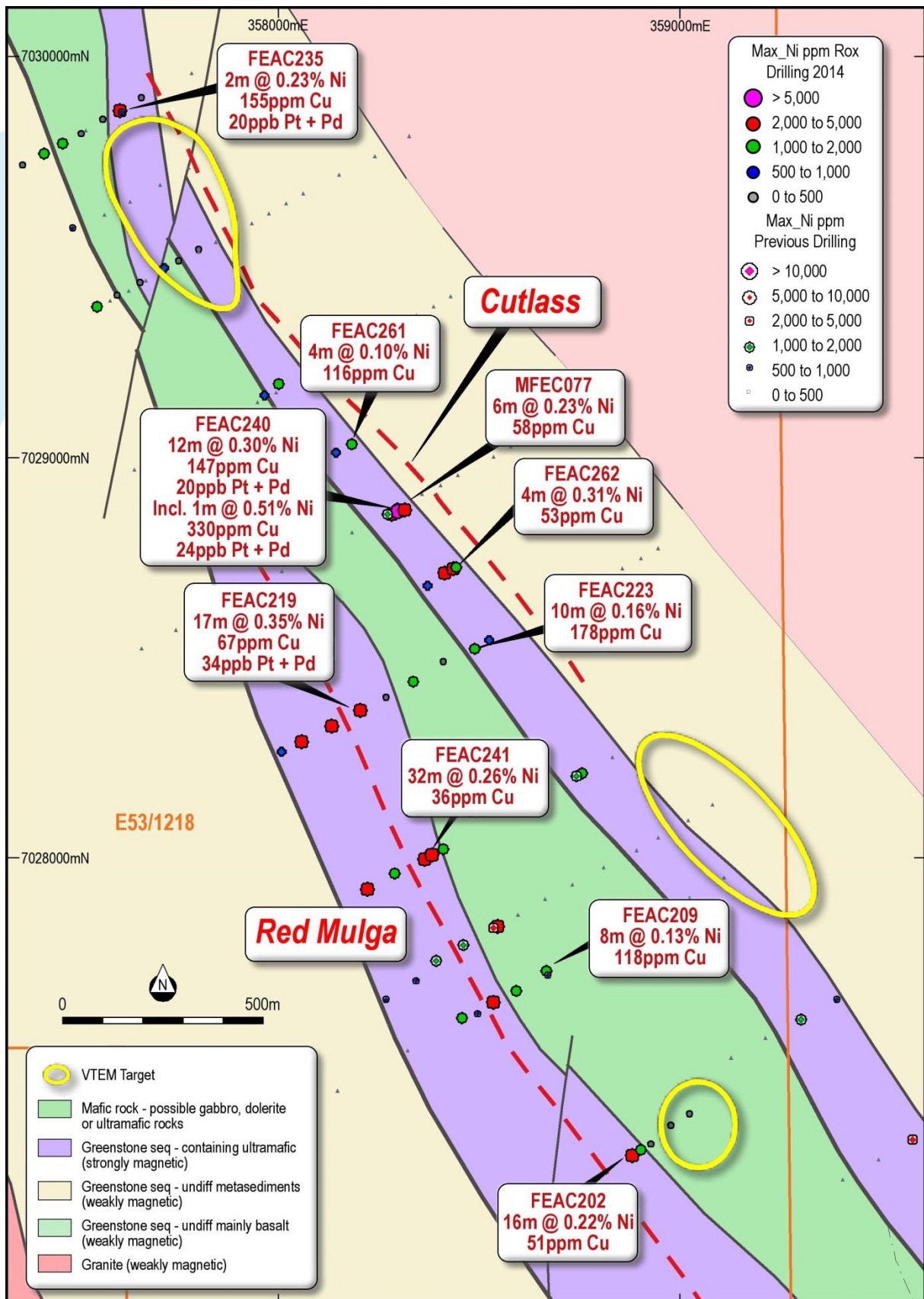


Figure 3: Cutlass – Red Mulga Aircore Drilling Results

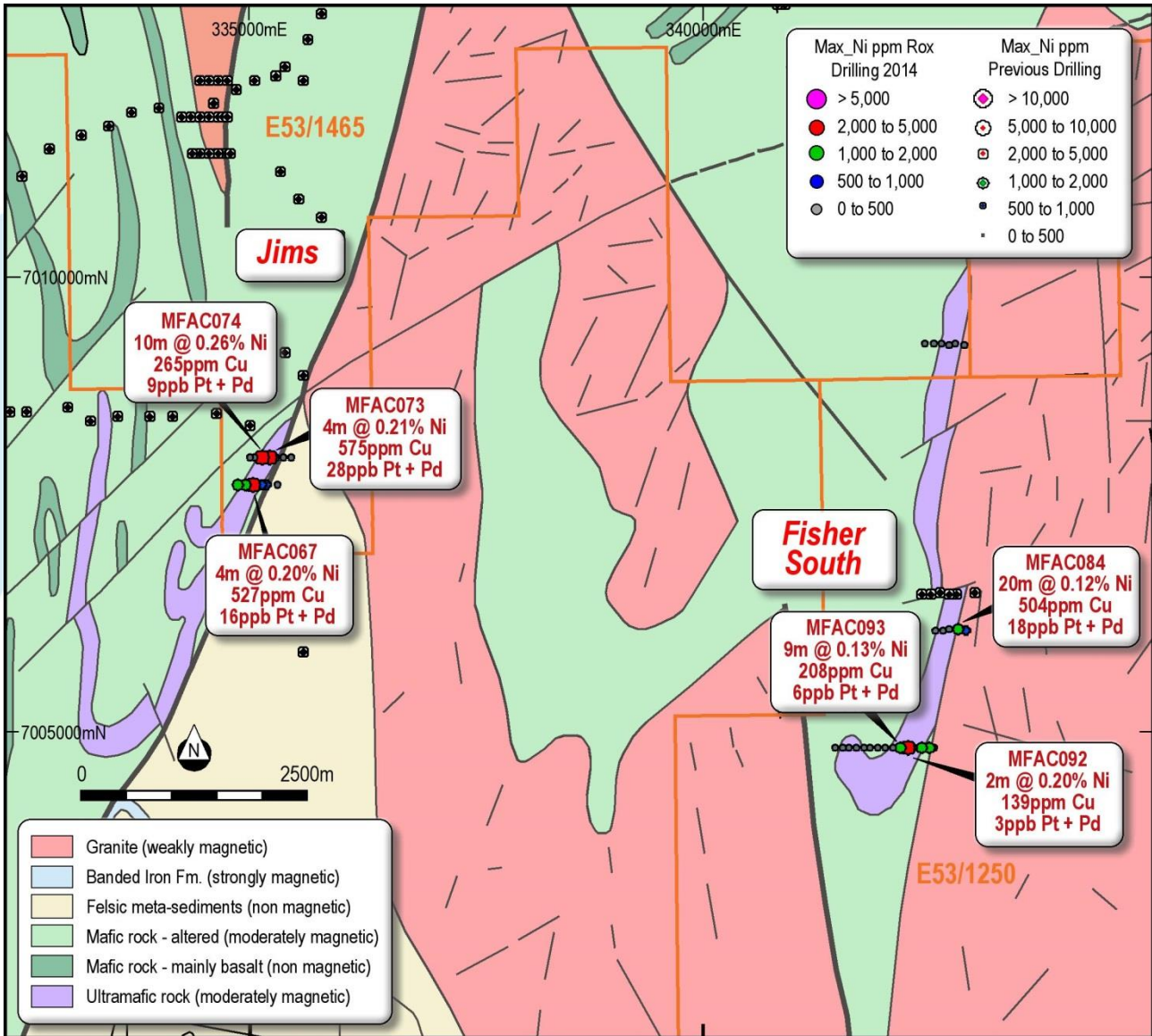


Figure 4: Jims – Fisher South Aircore Drilling Results

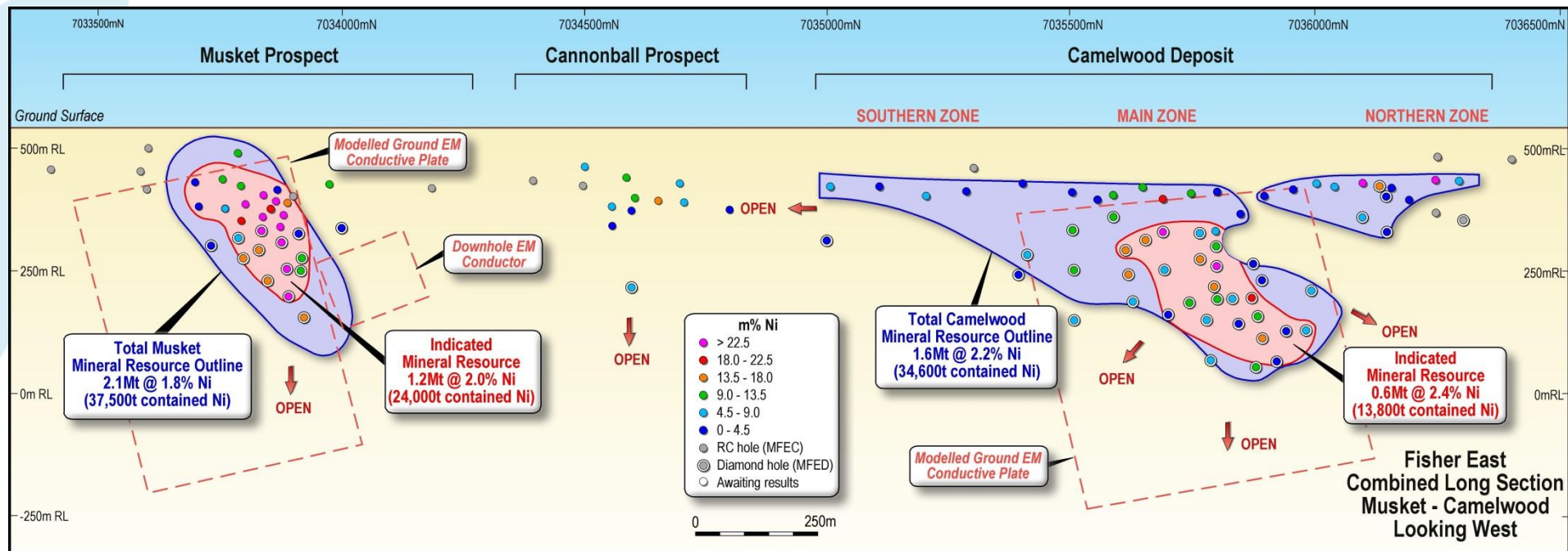


Figure 5: Camelwood-Musket South-North Drill Long Section (Musket: left hand side, Camelwood: right hand side), demonstrating strike potential of up to 3 km, open at depth, and largely unexplored. The Indicated Mineral Resources shown in red are subsets of, and are included in the Total Mineral Resources shown in blue.

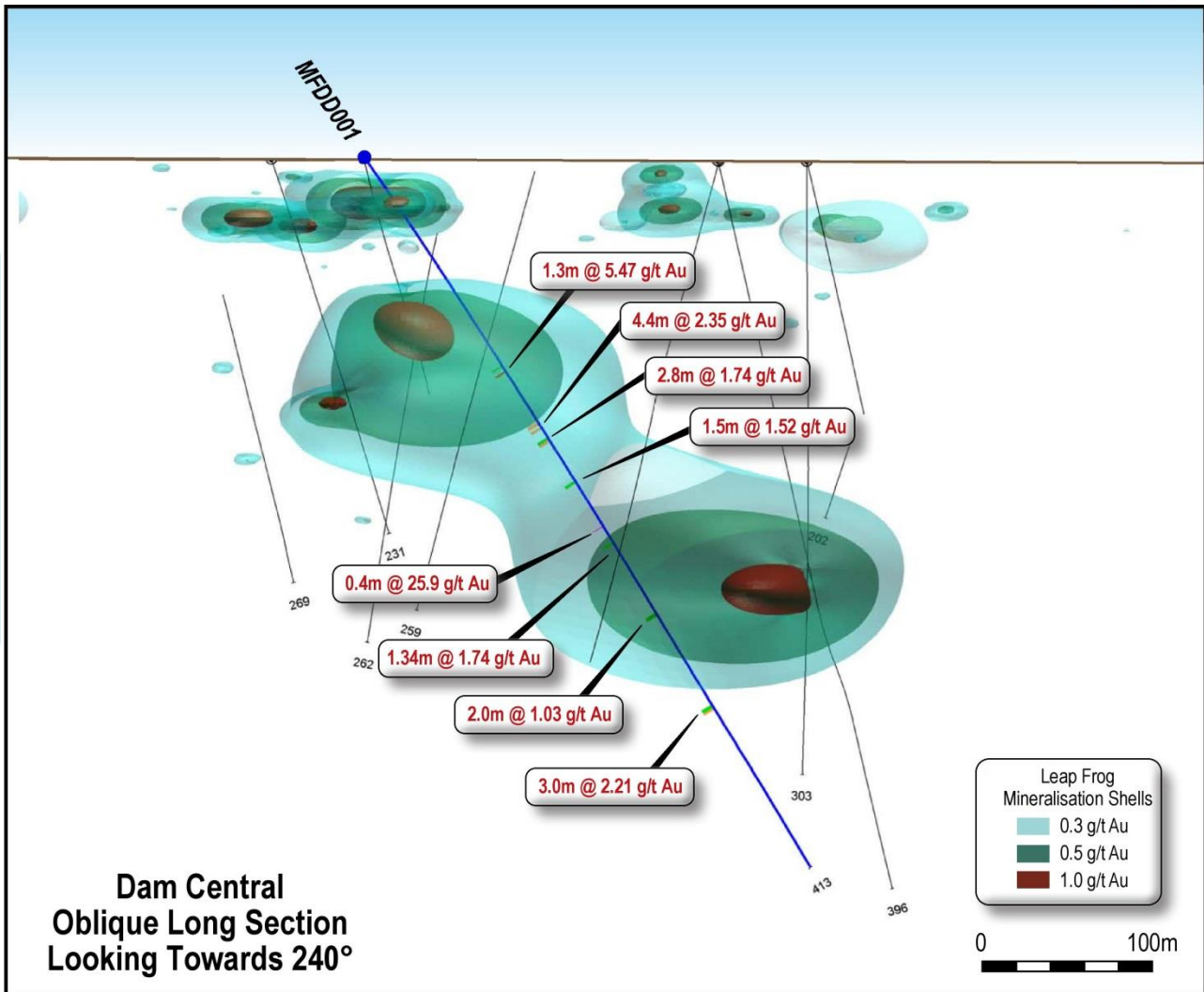


Figure 6: Dam Central Oblique Long Section showing Diamond Drill Hole Results. Leapfrog is a predictive modelling software that can be used to suggest trends in data. In this case Leapfrog was used to model the previous RAB and aircore drilling data to suggest areas where gold might be enriched at 0.3 g/tAu, 0.5 g/tAu and 1.0 g/tAu levels. The Leapfrog “shells” suggested a possible structurally controlled mineralised structure plunging to the north-west, which was tested by the diamond drill hole.

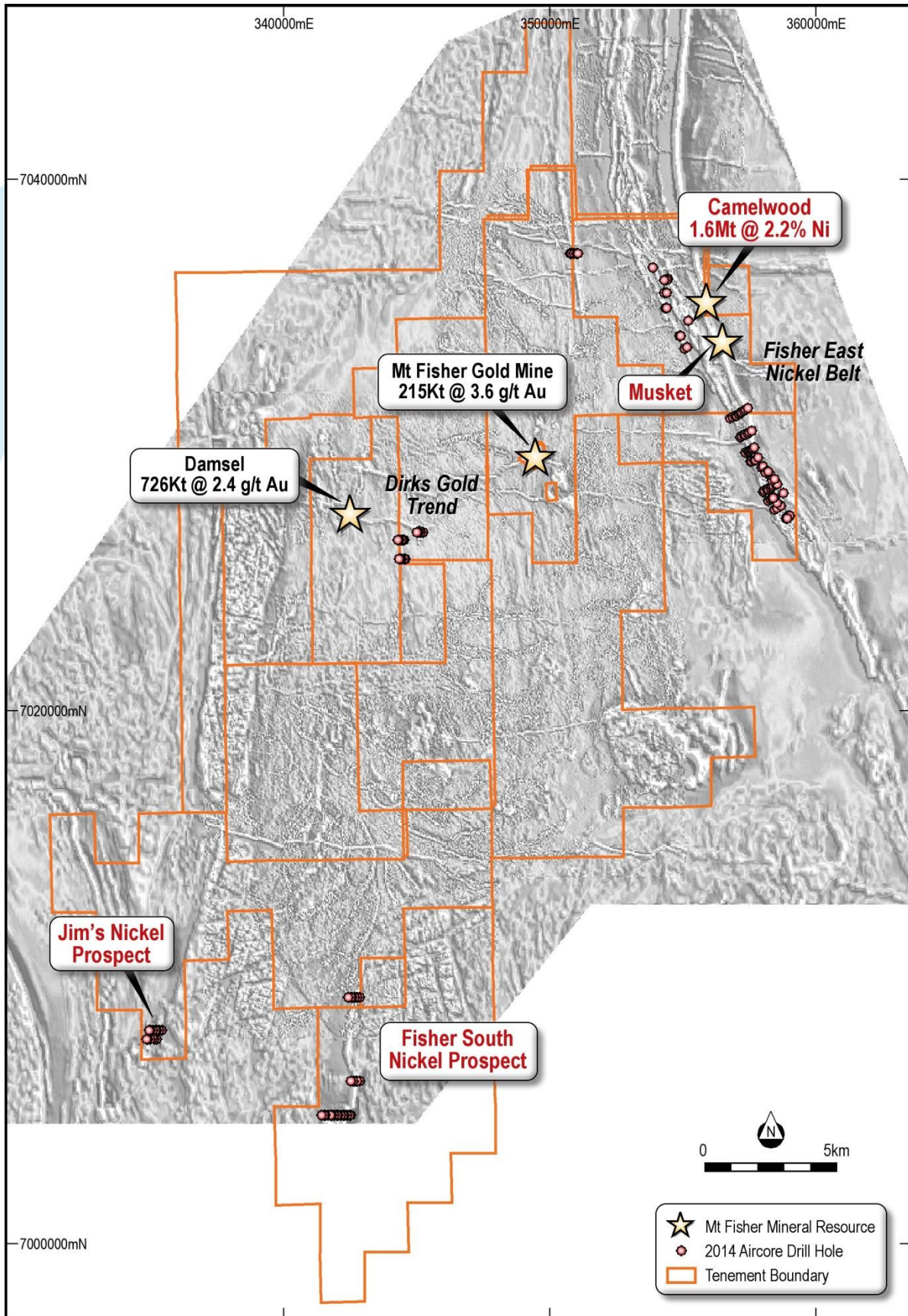


Figure 7: Aircore Drilling Locations

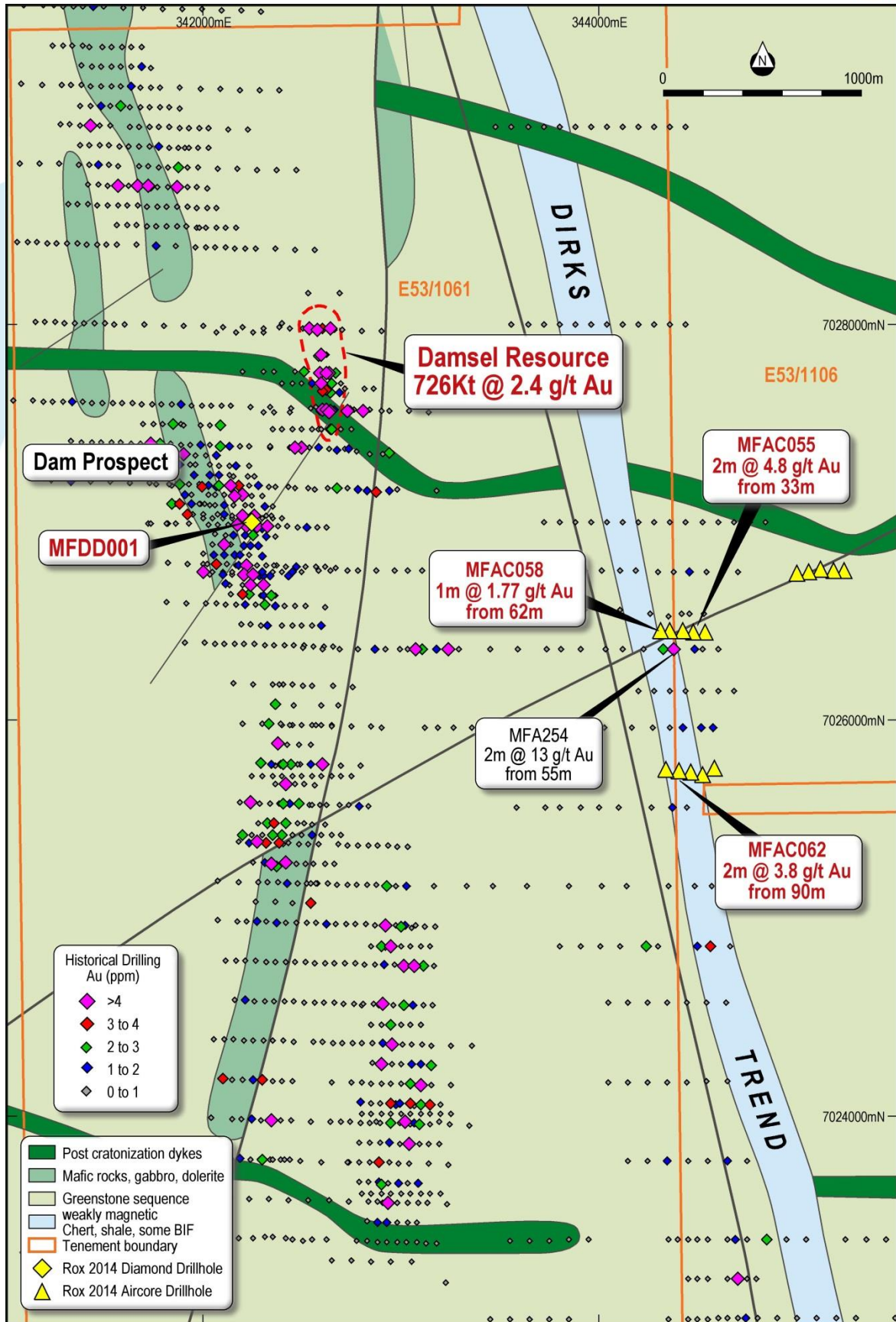


Figure 8: Dam-Damsel-Dirks Prospects Regional Geochemistry based on RAB and aircore drilling showing recent hole locations

Table 4: Musket and Cannonball RC Drilling Assay Results

Hole	East	North	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Ni%	m%	Prospect
MFEC081	356959	7032200	172	-60	245	NSR					Corktree
MFEC080	356268	7034650	200	-60	272	168	171	3	4.69	14.1	Cannonball
<i>including</i>						168	170	2	6.00		
MFEC079	356364	7034549	259	-60	275	238	239	1	1.83	1.8	Cannonball
MFEC078	356537	7033834	179	-60	260	155	165	10	2.25	22.5	Musket
MFEC077	358363	7028896	149	-60	240	NSR					Red Mulga
MFEC076	358500	7028763	178	-60	240	NSR					Red Mulga
MFEC075	356628	7032848	168	-60	250	NSR					Corktree
MFEC074	356505	7033885	170	-60	259	142	143	1	3.63	3.6	Musket
MFEC073	356610	7033605	171	-60	273	NSR					Musket
MFEC072	356560	7033889	228	-62	277	205	210	5	8.39	42.0	Musket
<i>including</i>						206	209	3	12.1		
<i>including</i>						206	207	1	20.7		
MFEC071	356550	7033889	203	-55	259	178	182	4	8.43	33.7	Musket
MFEC070	356451	7034101	177	-60	271	154	155	1	1.08	1.1	Musket
<i>including</i>						178	180	2	14.7		
MFEC069	356337	7034300	162	-60	273	NSR					Cannonball
MFEC068	356309	7034546	197	-60	275	180	183	3	2.28	6.8	Cannonball
MFEC067	356544	7033836	200	-60	277	161	178	17	2.06	35.0	Musket
<i>including</i>						161	162	1	8.89		
MFEC066	356553	7033892	237	-55	276	189	192	3	5.88	17.6	Musket
<i>including</i>						190	191	1	14.8		
MFEC065	356577	7033881	258	-57	270	227	244	17	2.17	36.9	Musket
<i>including</i>						227	235	8	3.34		
<i>including</i>						227	229	2	8.14		
MFEC064	356554	7033851	218	-60	270	191	205	14	1.52	21.3	Musket
MFEC063	356200	7034800	203	-60	270	189	190	1	3.00	3.0	Cannonball
MFEC059	356592	7033847	243	-60	270	214	231	17	2.22	37.7	Musket
<i>including</i>						214	218	4	3.19		
<i>including</i>						215	216	1	6.23		
<i>and</i>						225	229	4	2.50		
MFEC058	356606	7033706	208	-60	270	185	186	1	1.34	1.3	Musket
MFEC057	356592	7033753	208	-60	270	188	189	3	1.54	4.6	Musket
MFEC056	356550	7033750	158	-60	270	127	133	6	1.49	9.0	Musket
MFEC055	356610	7033800	248	-60	270	220	231	11	1.77	19.4	Musket
<i>including</i>						225	228	3	2.35		
MFEC054	356290	7034500	150	-60	270	NSR					Cannonball
MFEC053	356315	7034600	210	-60	270	199	200	1	4.19	4.2	Cannonball
MFEC052	356238	7034700	200	-60	270	176	177	1	4.53	4.5	Cannonball
MFEC049	356270	7034600	186	-60	270	158	163	5	2.34	11.7	Cannonball
<i>including</i>						159	160	1	3.19		
<i>and</i>						162	163	1	4.61		
MFEC048	356570	7033800	216	-60	270	176	189	13	1.93	25.0	Musket

Hole	East	North	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Ni%	m%	Prospect
<i>including</i>						180	185	5	2.55		
MFEC047	356555	7033700	143	-60	270	126	127	1	1.04	1.0	Musket
MFEC046	356500	7033900	180	-60	270	NSR					Musket
MFEC045	356246	7034500	110	-60	270	84	88	4	2	8.0	Cannonball
MFEC044	356037	7034435	99	-60	270	NSR					Cannonball
MFEC043	356186	7034699	164	-65	270	128	130	2	2.36	4.7	Cannonball
MFEC042	356220	7034600	150	-60	270	114	119	5	2.03	10.2	Cannonball
MFEC041	356555	7033595	116	-60	270	NSR					Musket
MFEC040	356528	7033800	150	-60	270	129	136	7	1.84	12.9	Musket
MFEC039	356293	7034398	150	-60	270	NSR					Cannonball
MFEC038	356379	7034195	149	-60	270	NSR					Cannonball
MFEC037	356469	7033994	159	-60	270	129	132	3	3.13	9.4	Musket
<i>including</i>						129	131	2	4.01		
MFEC036	356463	7033793	144	-60	270	55	64	9	1.32	11.8	Musket
MFEC035	356484	7033605	104	-60	270	NSR					Musket
MFEC034	356530	7033411	127	-60	270	NSR					Musket

RC Drill holes MFEC034 to MFEC081 (Table 2) have been reported previously (ASX:RXL 6 March 2014, 27 March 2014, 17 July 2014, 31 July 2014, 13 August 2014).

Notes to Tables:

- 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 generally planned as 270 degrees, downhole deviations 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.

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

Reverse Circulation (RC) drilling undertaken at the Bonya copper project, located 350km east of Alice Springs in the Northern Territory, produced some exceptional assay results from an initial drilling program (ASX:RXL 20 October 2014).

A massive copper sulphide mineralised body was intersected in three drill holes at the Bonya Mine prospect (Figure 9) from near surface to approximately 100m depth (Figures 10 & 11). Full results received so far are listed in Table 5. The assay results included:

BYRC008: **11m @ 4.4% Cu** from 30m, including
3m @ 6.1% Cu from 33m

BYRC009: **38m* @ 4.4% Cu** from 60m, including
6m @ 8.8% Cu from 60m, and
8m @ 7.9% Cu from 82m

* ended in mineralisation with last sample returning 6.8% Cu

BYRC012: **9m @ 3.8% Cu** from 97m, including
3m @ 8.2% Cu from 97m

These initial drilling results have established that massive copper sulphide mineralisation is present at Bonya over substantial widths and over a vertical interval of at least 100m. The high grades, including several 1m samples grading above 10% Cu are also very encouraging. Assays for silver (Ag) and gold (Au) were generally in the 1 - 2 g/t range for Ag, and 0.2 - 0.4 g/t range for Au, over the mineralised intervals.

A follow-up RC drilling program is planned to commence in the fourth quarter.

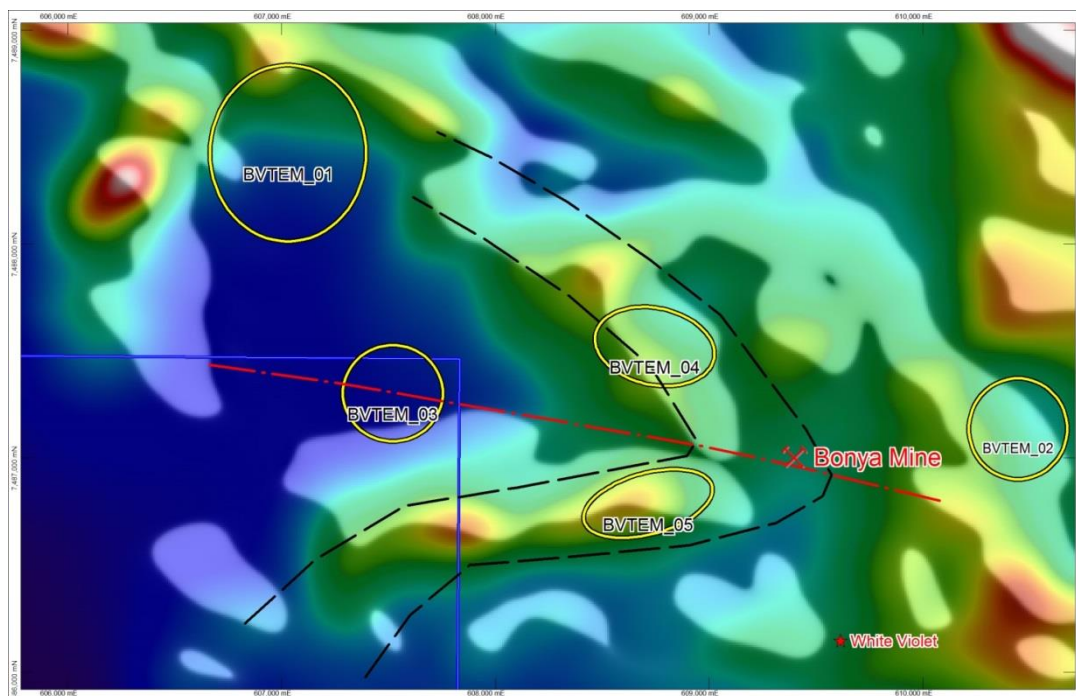


Figure 9: Bonya Prospect Locations over Magnetics showing interpreted geology (black lines) and interpreted fold axis (red line)

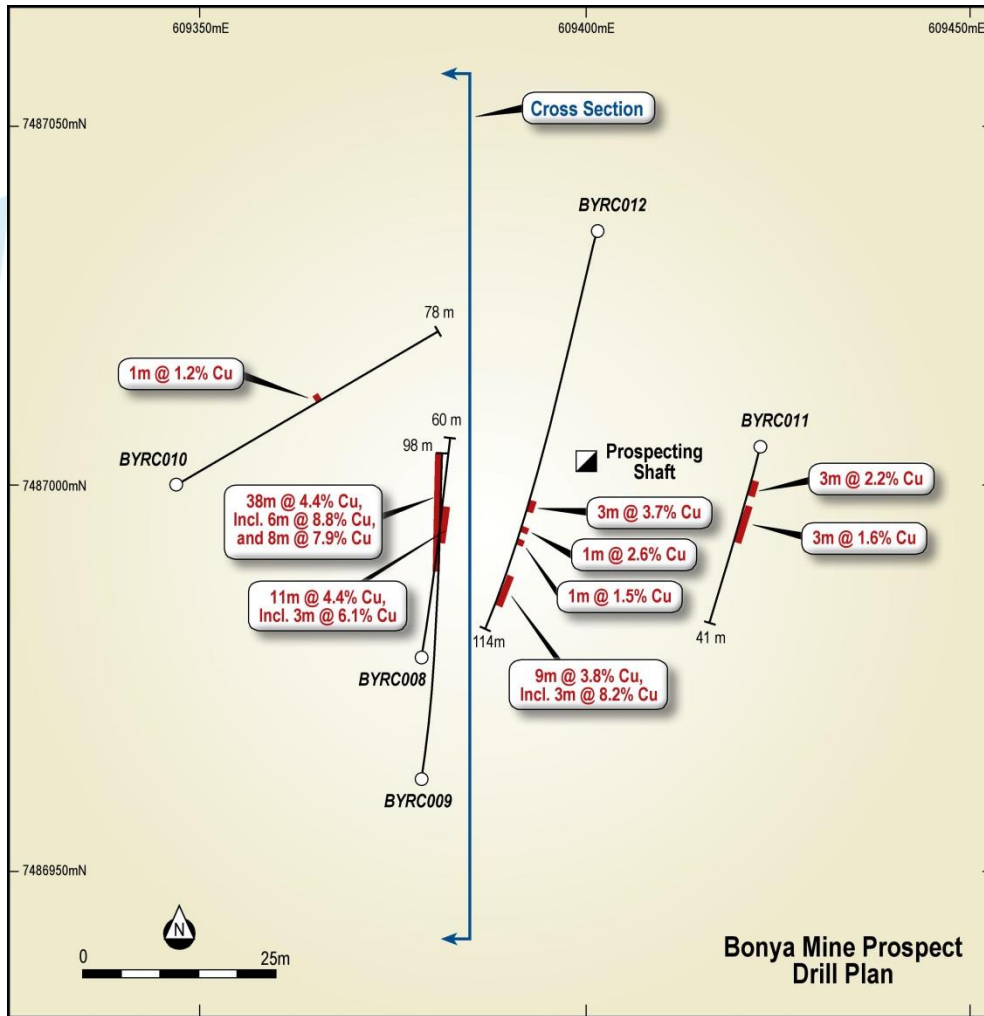


Figure 10: Bonya Mine Prospect Drill Plan

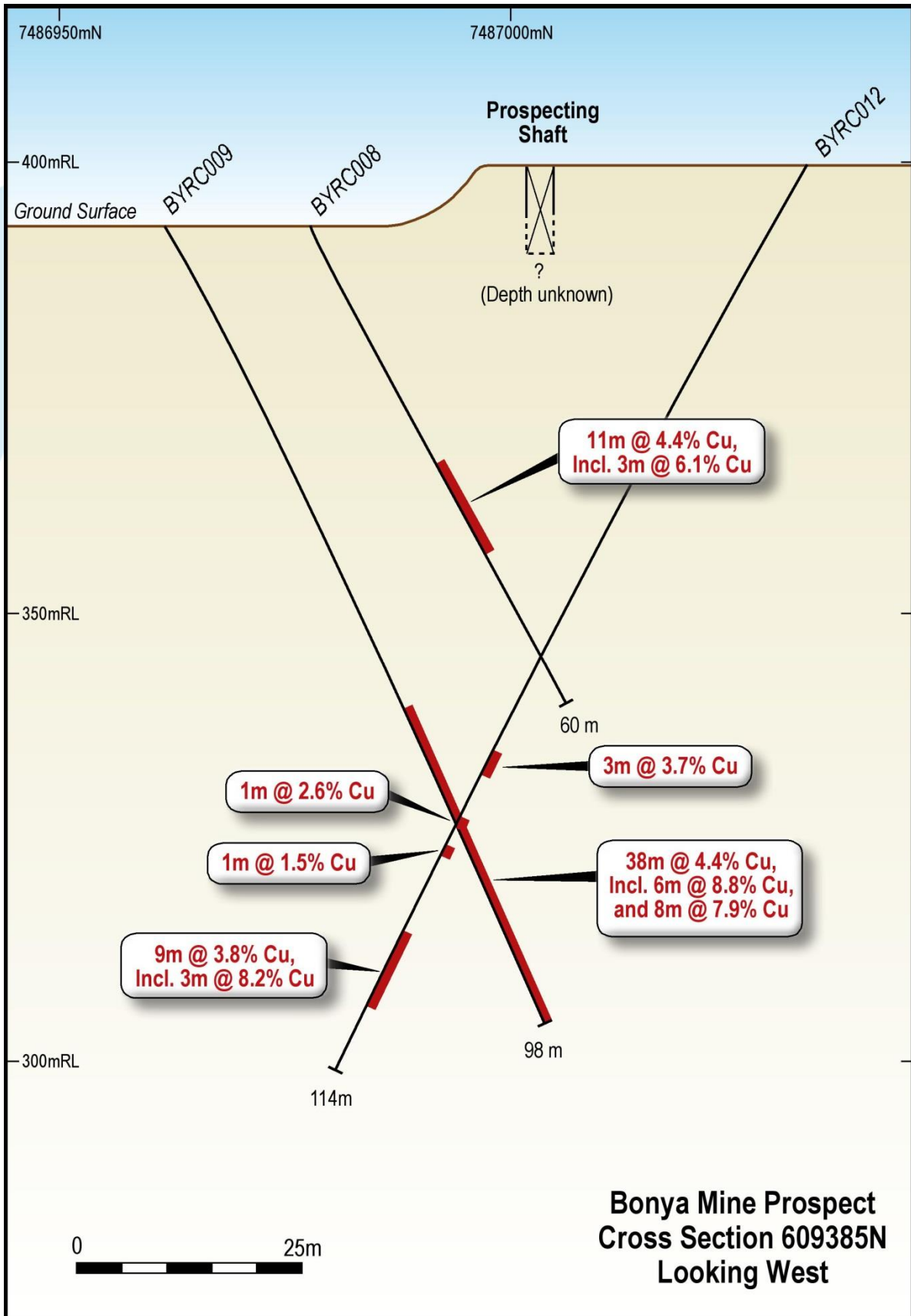


Figure 11: Bonya Mine Prospect Drill Cross Section

Table 5: Bonya RC Drilling Assay Results

Hole	East	North	RL	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Cu%	Prospect
BYRC008	609379	7486978	393	60	-60	10	30	41	11	4.35	Bonya Mine
<i>including</i>							33	36	3	6.13	
BYRC009	609379	7486962	393	98	-60	10	60	98	38	4.38	Bonya Mine
<i>including</i>							60	66	6	8.75	
<i>including</i>							82	90	8	7.89	
BYRC010	609347	7487000	393	78	-60	60	42	43	1	1.20	Bonya Mine
BYRC011	609423	7487005	400	41	-55	195	8	11	3	2.18	Bonya Mine
<i>including</i>							8	9	1	4.19	
And							14	22	8*	1.64	
BYRC012	609402	7487033	400	114	-60	195	74	77	3	3.72	Bonya Mine
And							82	83	1	2.58	
And							86	87	1	1.46	
And							97	106	9	3.80	
<i>including</i>							97	100	3	8.21	

Notes to Table:

- Grid coordinates GDA94: Zone 53, collar positions and RL (in AHD) determined by hand held GPS.
- Hole azimuths as shown, downhole deviations may result in hole paths slightly different to those intended.
- RC drilling by reverse circulation face sampling hammer, then 1 metre samples cone split and bagged.
- All samples used in calculation of intercepts are 1m except BYRC011 14-22m* which are 2m composite samples.
- Cu analyses by Australian Laboratory Services Ltd., methods ME-ICP61 (0-1% Cu) and ME-OG62 (>1% Cu): Four acid digest with analysis by Inductively Coupled Plasma Optical (Atomic) Emission Spectrometry (ICP-AES).
- Review of laboratory standards and duplicates are within acceptable limits. Certified Reference Standards and field duplicate samples were not inserted.
- Cut-off grade for reporting of basic intercepts is 1.0% Cu; with up to 2m of internal dilution allowed.
- Given the angle of the drill holes and the interpreted 80-85 degree dip of the mineralised system, reported intercepts will be more than true width.

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

Assay results from the first hole of a 4,000m drilling program at the Teena prospect (Figure 12) confirm an extension to the drilled strike length of known mineralisation to over 1.5 kilometres (ASX:RXL 27 October 2014). The drill intercept is located approximately 400m west of previous hole TNDD012 intercept (Figure 13). Highlights were as follows (see Table 6 for details):

3.0m @ 10.1% Zn+Pb from 670.0 – 673.0m, and
7.7m @ 9.9% Zn+Pb from 678.0 – 685.7m,
within a wider intersection of 35.0m @ 6.1% Zn+Pb from 665.0 – 700.0m.

Results from further drilling are expected over the next few weeks.

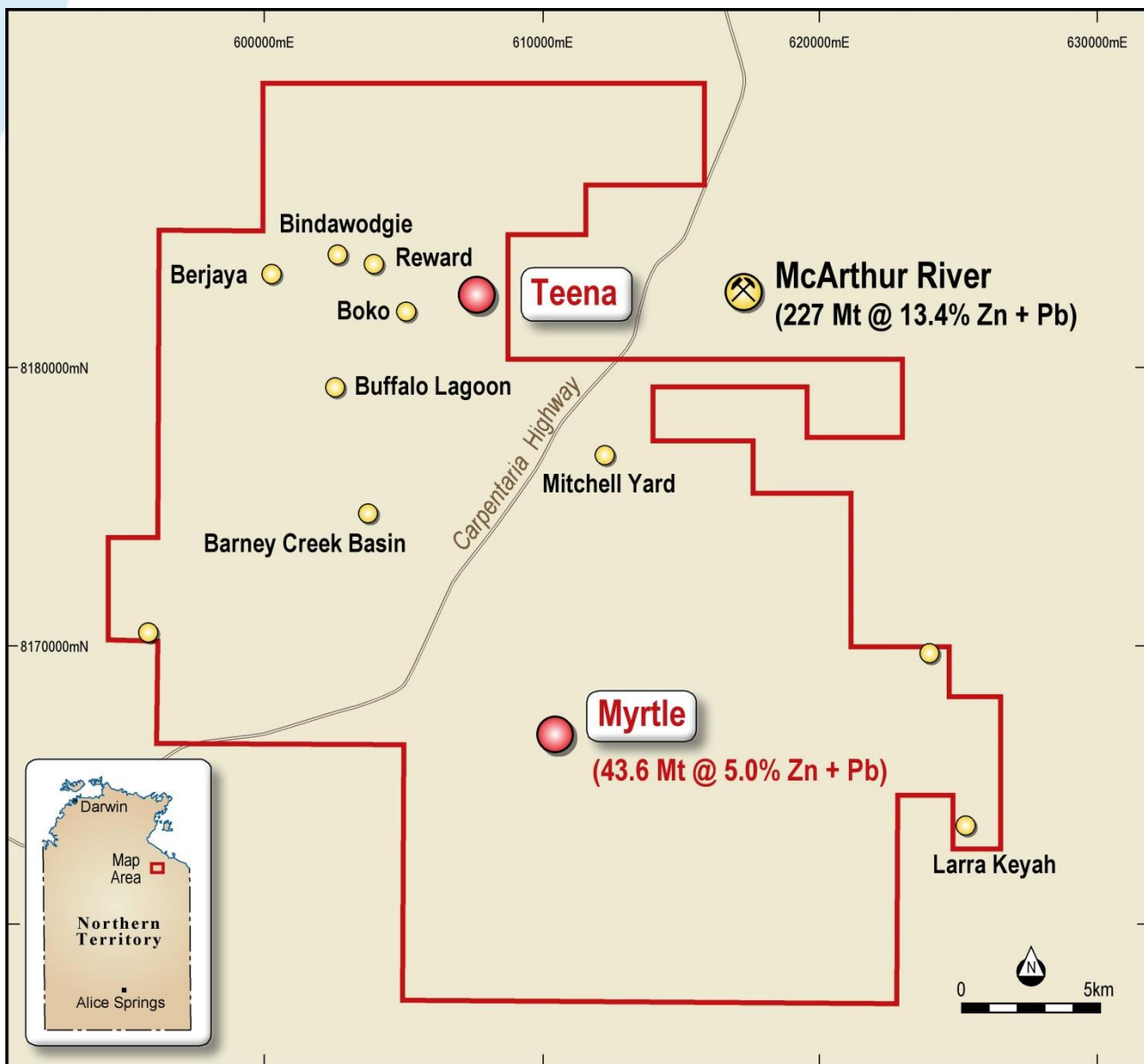


Figure 12: Reward Project Tenement Plan showing prospect locations

(Myrtle Mineral Resource, ASX:RXL 15 March 2010; McArthur River Mineral Resource, Leach et. al., 2005, Economic Geology 100th Anniversary Volume, pp561-607.

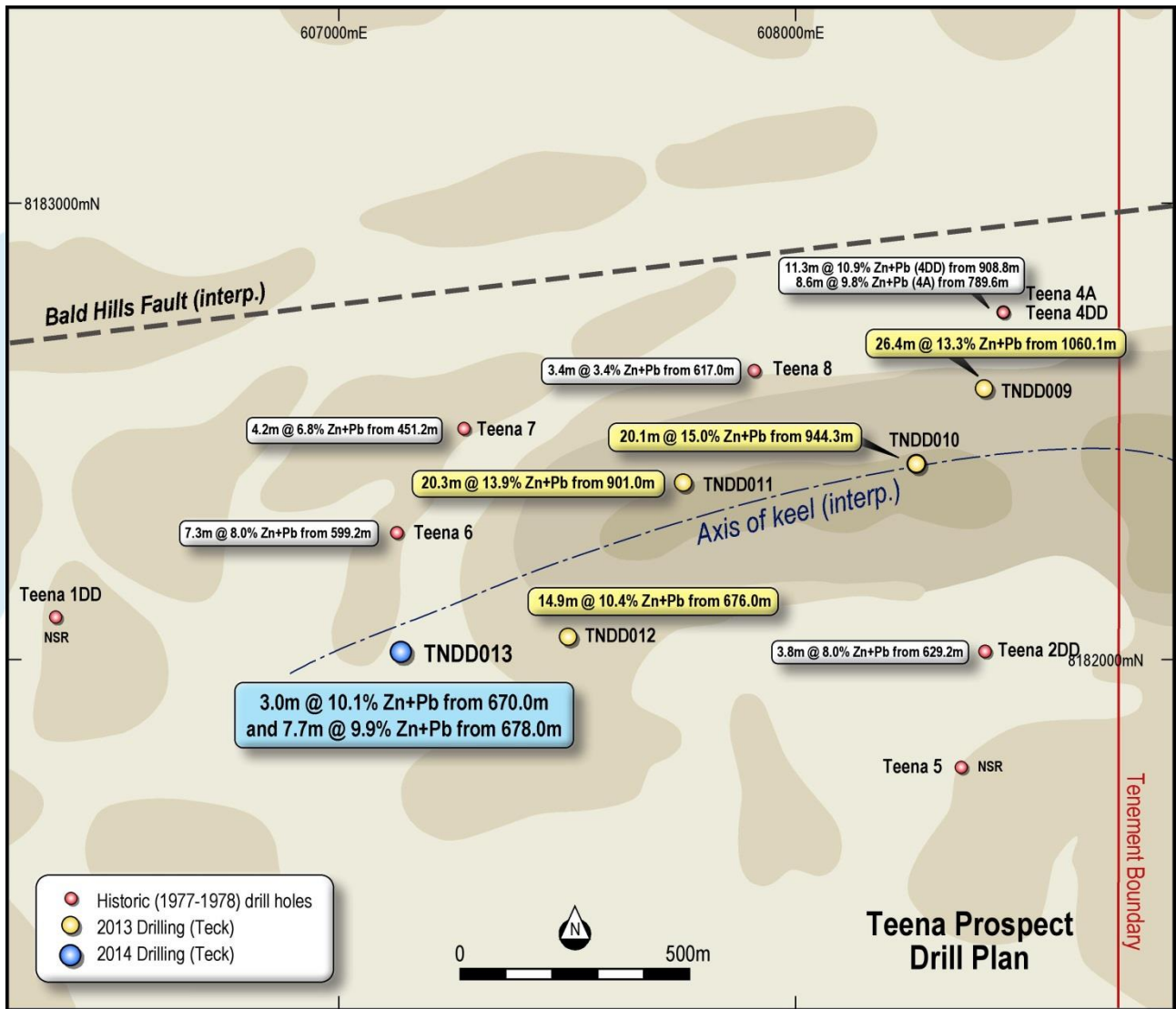


Figure 13: Teena Prospect Drill Plan showing location of hole TNDD013

Table 6: Teena Diamond Drilling Results

Hole	North	East	RL	From	To	Interval	Zn%	Pb%	Zn+Pb%	Ag ppm
TNDD013	8181842	607152	51	665.0	700.0	35.0	5.38	0.74	6.12	0.9
<i>Including</i>				670.0	673.0	3.0	8.83	1.23	10.06	0.7
<i>And</i>				678.0	685.7	7.7	8.70	1.21	9.91	1.0
TNDD012	8182035	607500	75	671.0	705.0	34.0	6.53	0.98	7.51	
<i>Including</i>				676.0	690.9	14.9	9.08	1.33	10.41	
<i>Including</i>				676.0	680.5	4.5	10.00	1.37	11.37	
<i>And</i>				684.9	690.9	6.0	12.55	2.02	14.58	
<i>And</i>				807.1	826.0	18.9	2.75	0.74	3.49	
<i>And</i>				836.2	848.0	11.8	2.78	0.56	3.34	
TNDD011	8182035	607877	79	896.0	898.6	2.6	3.97	0.44	4.41	
<i>And</i>				901.0	921.3	20.3	11.99	1.87	13.89	
<i>Including</i>				905.0	921.3	16.3	14.26	2.25	16.51	
<i>Including</i>				907.1	921.3	14.2	15.83	2.53	18.36	
<i>And</i>				937.3	943.0	5.7	7.58	0.98	8.57	
<i>Including</i>				937.3	939.0	1.7	11.06	2.13	13.18	
TNDD010	8182661	608278	75	908.0	925.1	17.1	2.55	0.46	3.01	
<i>Including</i>				915.0	917.0	2.0	4.96	0.96	5.92	
<i>And</i>				935.0	941.0	6.0	4.63	0.58	5.21	
<i>And</i>				944.3	964.4	20.1	13.01	2.03	15.04	
<i>Including</i>				951.5	964.0	12.5	16.78	2.68	19.46	
<i>Including</i>				954.0	959.0	5.0	21.80	3.62	25.42	
<i>And</i>				972.7	974.4	1.7	4.15	0.67	4.82	
<i>And</i>				988.8	996.6	7.8	7.43	1.28	8.71	
<i>Including</i>				988.8	995.0	6.2	8.50	1.48	9.98	
<i>Including</i>				988.8	992.0	3.2	10.73	2.00	12.73	
<i>And</i>				1116.0	1119.0	3.0	3.19	1.05	4.24	
<i>And</i>				1124.0	1133.7	9.7	4.04	1.61	5.65	
<i>Including</i>				1125.4	1128.2	2.9	7.64	2.70	10.35	
<i>Including</i>				1125.4	1127.0	1.7	8.76	3.04	11.80	
<i>And</i>				1149.0	1151.0	2.0	2.09	0.72	2.81	
<i>And</i>				1157.0	1166.0	9.0	2.54	0.93	3.47	
<i>And</i>				1169.0	1191.0	22.0	3.09	0.81	3.90	
<i>Including</i>				1177.0	1179.0	2.0	4.07	1.45	5.52	
<i>And</i>				1212.2	1232.0	19.8	2.13	0.57	2.70	
<i>And</i>				1244.0	1246.0	2.0	3.38	0.07	3.45	
<i>And</i>				1251.0	1255.0	4.0	2.81	0.07	2.88	
TNDD009	8182793	608474	72	1012.0	1018.0	6.0	2.81	0.36	3.16	3.2
<i>And</i>				1020.6	1039.0	18.4	3.14	0.56	3.69	2.0
<i>Including</i>				1022.0	1024.0	2.0	4.87	0.80	5.67	3.2
<i>Including</i>				1028.0	1031.0	3.0	4.59	0.77	5.37	2.9
<i>And</i>				1049.0	1056.0	7.0	4.83	0.57	5.40	0.7
<i>And</i>				1060.1	1086.5	26.4	11.59	1.73	13.32	0.8
<i>Including</i>				1060.1	1068.2	8.1	7.74	0.98	8.71	0.6
<i>And including</i>				1070.3	1086.5	16.2	14.91	2.32	17.23	1.0
<i>Including</i>				1071.0	1079.0	8.0	18.36	2.87	21.24	0.9
<i>And</i>				1089.5	1092.3	2.8	3.50	0.42	3.92	0.7
<i>And</i>				1121.0	1127.9	6.9	7.97	0.95	8.92	1.0

<i>Including</i>	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
<i>Including</i>	1278.1	1281.0	2.9	3.77	1.22	4.99	2.9

Hole Collar Coordinates

Hole	North	East	RL	Dip	Azimuth	Total Depth (m)
TNDD013	8181842	607152	51	-72	349	1005.5
TNDD012	8182000	607500	75	-85	355	1005.8
TNDD011	8182035	607877	79	-70	340	1221.6
TNDD010	8182661	608278	75	-75	174	1383.3
TNDD009	8182793	608474	70	-80	175	1302.0

Notes:

- New results shown in **bold**.
- 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.
- 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.
- Cut core samples were crushed to nominal 2mm size, then a 3kg split pulverised to nominal 85% passing 75µm.
- 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 holes TNDD010 - TNDD013 true thickness is about 80% of downhole thickness.

CORPORATE

Cash at the end of the quarter was approximately \$5.0 million.

Dated this 31st day of October 2014.

Signed on behalf of the Board of Rox Resources Limited.

A handwritten signature in black ink that reads "Ian Mulholland".

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 \$2.5 million to pay)

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 655km², consisting of a 485km² area 100% owned by Rox and an Option to purchase 100% of a further 170km².

Recent drilling at the Camelwood and Musket nickel prospects has defined a JORC 2012 Mineral Resource (ASX:RXL 3 October 2013 and 4 September 2014) of **3.6Mt grading 2.0% nickel** reported at 1.0% Ni cut-off (Indicated Mineral Resource: 1.8Mt grading 2.2% Ni, Inferred Mineral Resource: 1.9Mt grading 1.8% Ni) comprising massive and disseminated nickel sulphide mineralisation, and containing 72,100 tonnes of nickel. Higher grade mineralisation is present in both deposits (refer to ASX announcements above), and is still open at depth beneath each deposit. The nickel Mineral Resource occurs partly on tenements under Option to Purchase to Rox, with an exercise price payable as follows: \$0.2 million by 31 December 2014, and \$2.3 million by 30 June 2015.

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 670km² 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 (ASX:RXL 5 August 2013, 26 August 2013, 18 September 2013, 11 October 2013).

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 (ASX:ARU) 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, with the style of mineralisation similar to the adjacent Jervois copper deposits (see ASX:KGL). EM surveys defined a number of anomalies that could represent sulphide mineralisation at depth (ASX:RXL 5 August 2014). Drill testing has intersected visible copper mineralisation at three prospects, with massive copper sulphides intersected at the Bonya Mine prospect, including **38m @ 4.4% Cu** and **11m @ 4.4% Cu** (ASX:RXL 20 October 2014).

Under the Farm-in 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 by December 2014. Rox can then elect to earn a further 19% (for 70% in total) by spending a further \$1 million by December 2016. 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.

Competent Person Statements:

The information in this report that relates to nickel Mineral Resources for the Mt Fisher project was reported to the ASX on 3 October 2013 and 4 September 2014. Rox confirms that it is not aware of any new information or data that materially affects the information included in the announcements of 3 October 2013 and 4 September 2014, and that all material assumptions and technical parameters underpinning the estimates in the announcements of 3 October 2013 and 4 September 2014 continue to apply and have not materially changed.

Rox confirms that it is not aware of any new information or data that materially affects the information included in this report that relates to exploration results reported to ASX, and extensively cross-referenced in the text, subsequent to 1 December 2013 and that all material assumptions and technical parameters underpinning the results in the announcements cross referenced continue to apply and have not materially changed.

Information in this report that relates to Exploration Results and Mineral Resources at the Reward Zinc-Lead project prior to 1 December 2013 and Mineral Resources at the Mt Fisher Gold project was prepared and first disclosed under the JORC Code 2004, and has been properly and extensively cross-referenced in the text. They have not been updated to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported.

1.13 Total operating and investing cash flows (brought forward)	(1,852)	(1,852)
Cash flows related to financing activities		
1.14 Proceeds from issues of shares (net of costs)	4,241	4,241
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	4,241	4,241
Net increase (decrease) in cash held		
1.20 Cash at beginning of quarter/year to date	2,558	2,558
1.21 Exchange rate adjustments to 1.20	-	-
1.22 Cash at end of quarter	4,947	4,947

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	131
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 \$1.15 million towards its earn-in on the Reward Joint Venture in Northern Territory.
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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	1,700
4.2 Development	-
4.3 Production	-
4.4 Administration	300
Total	2,000

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	2,439	1,550
5.2 Deposits at call	2,508	1,008
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	4,947	2,558

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	-	-	-

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 <i>(description)</i>	-			
7.2 Changes during quarter	-			
7.3 Ordinary securities	849,673,095	849,673,095		
7.4 Changes during quarter				
- Issued	104,662,791	104,662,791	\$0.043	\$0.043
- Options exercised	-	-		
7.5 Convertible debt securities <i>(description and conversion factor)</i>	-			
7.6 Changes during quarter	-			
7.7 Options <i>(description and conversion factor)</i>			<i>Exercise Price</i>	<i>Expires</i>
	550,000	Nil	\$0.047	30 Nov 2014
	6,000,000	Nil	\$0.025	30 Nov 2015
	1,250,000	Nil	\$0.057	28 Feb 2017
	21,437,301	Nil	\$0.08	31 Mar 2017
7.8 Issued during quarter	-	-	-	-
7.9 Exercised during quarter	-	-	-	-
7.10 Expired during quarter	-	-	-	-
7.11 Debentures <i>(totals only)</i>	-	-	-	-
7.12 Unsecured notes <i>(totals only)</i>	-	-		

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 2014

A handwritten signature in black ink, appearing to read "Brett Dickson".

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%

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

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%

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

	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%

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