

Quarterly Report

For the period ended 30 June 2015



HIGHLIGHTS

Fisher East Nickel Project, WA

- Drilling defines new nickel zone at Sabre prospect, including
 - 10m @ 1.9% Ni, incl. 6m @ 2.3% Ni from 146m in hole MFEC115
 - 16m @ 1.3% Ni from 196m in hole MFEC118
 - 13m @ 1.3% Ni from 232m in hole MFEC125
- New drilling results from Musket and Cannonball, including
 - 5m @ 3.4% Ni, incl. 2m @ 6.0% Ni from 114m in hole MFEC102
 - 4.5m @ 2.3% Ni from 293.5m in hole MFED066
- VTEM survey defines new targets with follow-up aircore drilling now underway
- New downhole EM conductors located below drilled mineralisation at Musket and Cannonball
- Pre-Feasibility Study commenced

Reward Zinc-Lead Project, NT

- Drilling commences at Teena – first hole in progress
- Geochemical and geophysical programs to test regional targets underway

Bonya Copper Project, NT

- Drilling program planned for second half of 2015

Corporate

- Over-subscribed Share Purchase Plan, with top up placement, raises \$3.6 million after costs
- Option exercise and payment of \$2.3 million completed to purchase tenements containing nickel sulphide resources at Fisher East

INTRODUCTION

The second quarter of 2015 has seen continued successful exploration for the Company at Fisher East in Western Australia, and the commencement of drilling at the Teena prospect in the Northern Territory.

At the Fisher East nickel project:

- RC and diamond drilling was undertaken to increase mineral resources at Musket and Cannonball, and to define new mineralisation discovered at the Sabre prospect.
- Downhole EM surveying located conductors at Cannonball and Musket for future drill testing.
- A VTEM survey was flown which identified a number of new EM conductors for aircore drill testing in July.
- A Pre-Feasibility Study was commenced.
- The Option to Purchase a number of tenements which contained most of the nickel sulphide mineral resources was exercised. Rox will become 100% beneficial owner of these tenements in due course.

At the Reward zinc-lead project in the Northern Territory:

- The 2015 drilling program commenced in early July, with the first deep hole being drilled at Teena.
- Geochemical and geophysical surveys are underway to test regional targets.

At the Bonya copper project in the Northern Territory:

- RC drilling is planned for the second half of 2015.



Figure 1: Rox Project Location Map

FISHER EAST NICKEL PROJECT, WA (Rox 100% & option to purchase 100%)

RC and Diamond Drilling

During the quarter a program of RC and diamond drilling was completed at the Cannonball, Musket and Sabre prospects (Figure 7). Full results are listed in Tables 1 & 2, and shown on Figures 3 - 6, with highlights being:

Cannonball:

MFEC102: **5m @ 3.4% Ni**, including **2m @ 6.0% Ni** from 114m
MFED066: **4.5m @ 2.3% Ni** from 293.5m

The drilling at Cannonball (Figure 3), when combined with previous drilling results (e.g. ASX:RXL 10 January 2014, 13 August 2014, 20 November 2014) will now allow a resource estimate to be made.

Musket:

MFED064: **0.7m @ 3.6% Ni**, including **0.14m @ 9.1% Ni** from 457.5m

Drilling completed at Musket (Figure 3) has extended the mineralisation, and an increase to the previous resource estimate is probable.

Sabre:

MFEC099: **1m @ 3.2% Ni** from 97m
MFEC112: **9m @ 1.3% Ni** from 135m
MFEC113: **8m @ 1.4% Ni**, including **1m @ 3.4% Ni** from 146m
MFEC115: **10m @ 1.9% Ni**, including **6m @ 2.3% Ni** from 127m
MFEC116: **5m @ 1.2% Ni** from 140m
MFEC117: **1m @ 2.2% Ni** from 203m, and **2m @ 2.2% Ni** from 209m
MFEC118: **16m @ 1.3% Ni**, including **1m @ 2.4% Ni** from 178m, and **1m @ 2.0% Ni** from 196m
MFEC119: **1m @ 1.3% Ni** from 165m, and **6m @ 1.4% Ni** from 171m
MFEC120: **8m @ 1.3% Ni** from 159m
MFEC121: **4m @ 1.2% Ni** from 162m
MFEC124: **3m @ 1.9% Ni** from 216m, and **1m @ 1.2% Ni** from 223m
MFEC125: **13m @ 1.3% Ni** from 232m
MFED072: **1.6m @ 1.4% Ni** from 186.4m
MFED074: **0.7m @ 1.5% Ni** from 214.8m, and **8.0m @ 1.1% Ni** from 219.0m

There were intervals of semi-massive sulphides at Sabre (Figure 2) as well as disseminated sulphides in a number of holes. The mineralisation contains a relatively high amount of pyrrhotite, which is similar in style to shallow drilling results from a similar depth at the Camelwood deposit. Deeper drilling at Camelwood intersected higher grade zones of massive nickel sulphides.

The nickel sulphide mineralisation at Sabre extending over a 600m strike length (Figures 4 & 5), but drilled to only relatively shallow depth, is very encouraging and there is excellent potential to define further mineralisation below. The strong EM conductor at Sabre, which from its strength would be expected to represent more massive mineralisation, has not yet been explained.

Further drilling is required at Sabre before a resource estimate can be made.

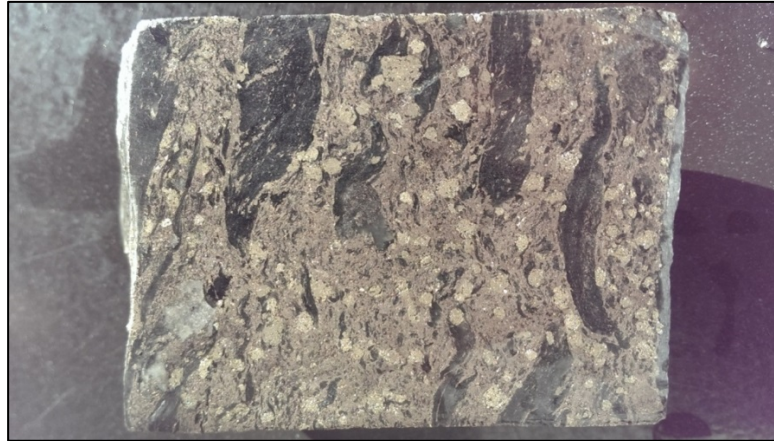


Figure 2: Semi-massive sulphides (MFED074, 214.9m) showing roundish grains of pentlandite (nickel sulphide) in a matrix of pyrrhotite and pyrite (both iron sulphides)

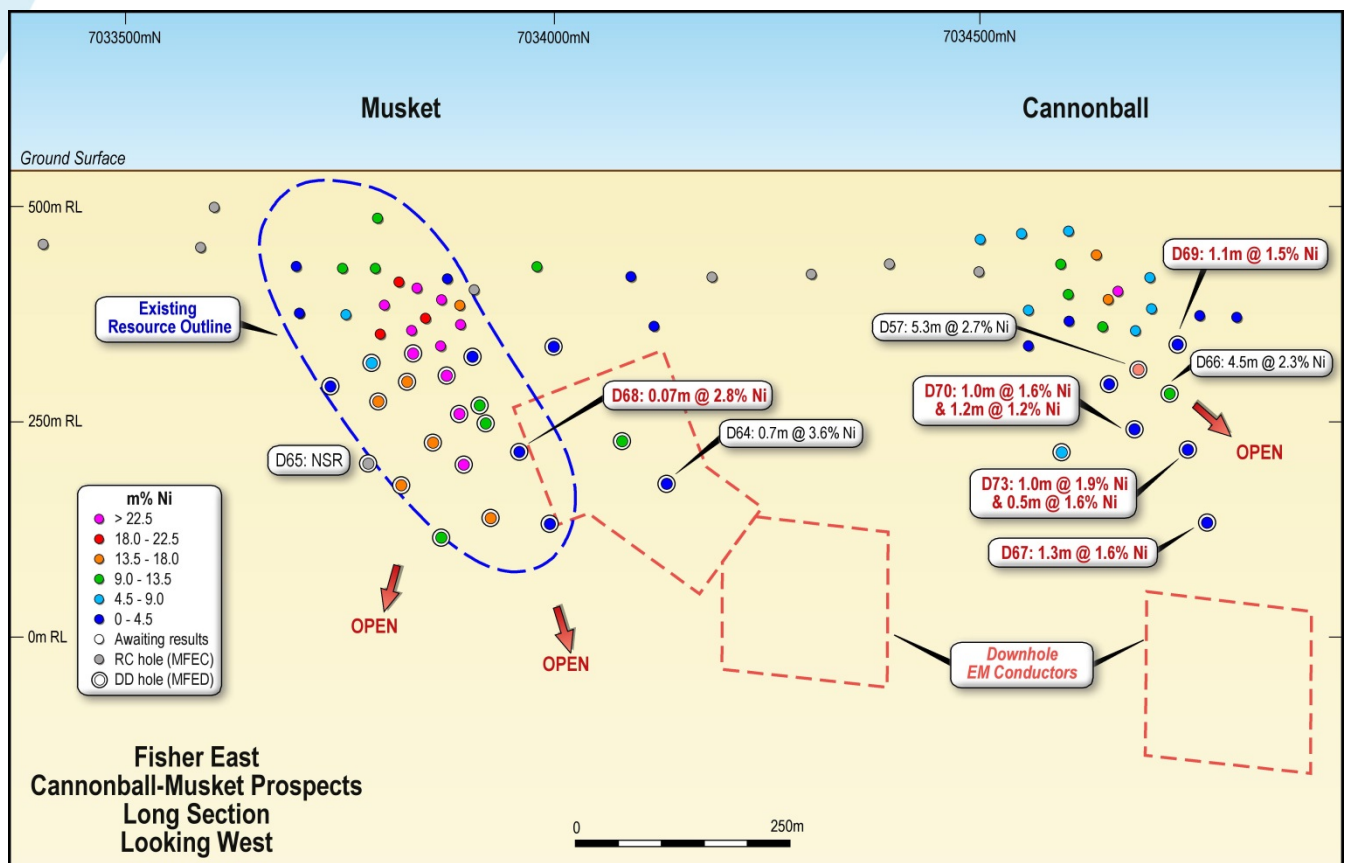


Figure 3: Musket-Cannonball Prospects Long Section showing drill intercepts

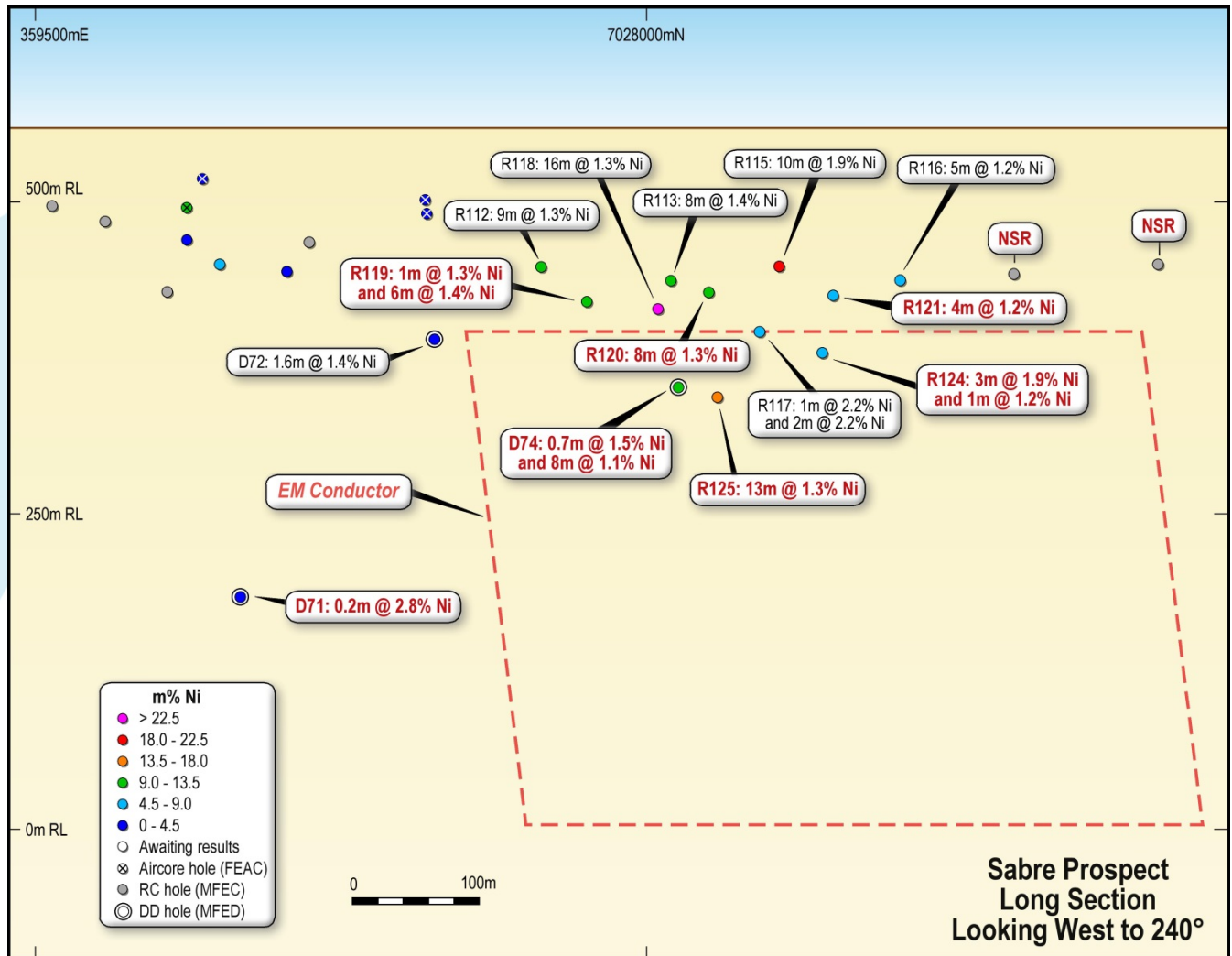


Figure 4: Sabre Prospect Long Section showing drill intercepts

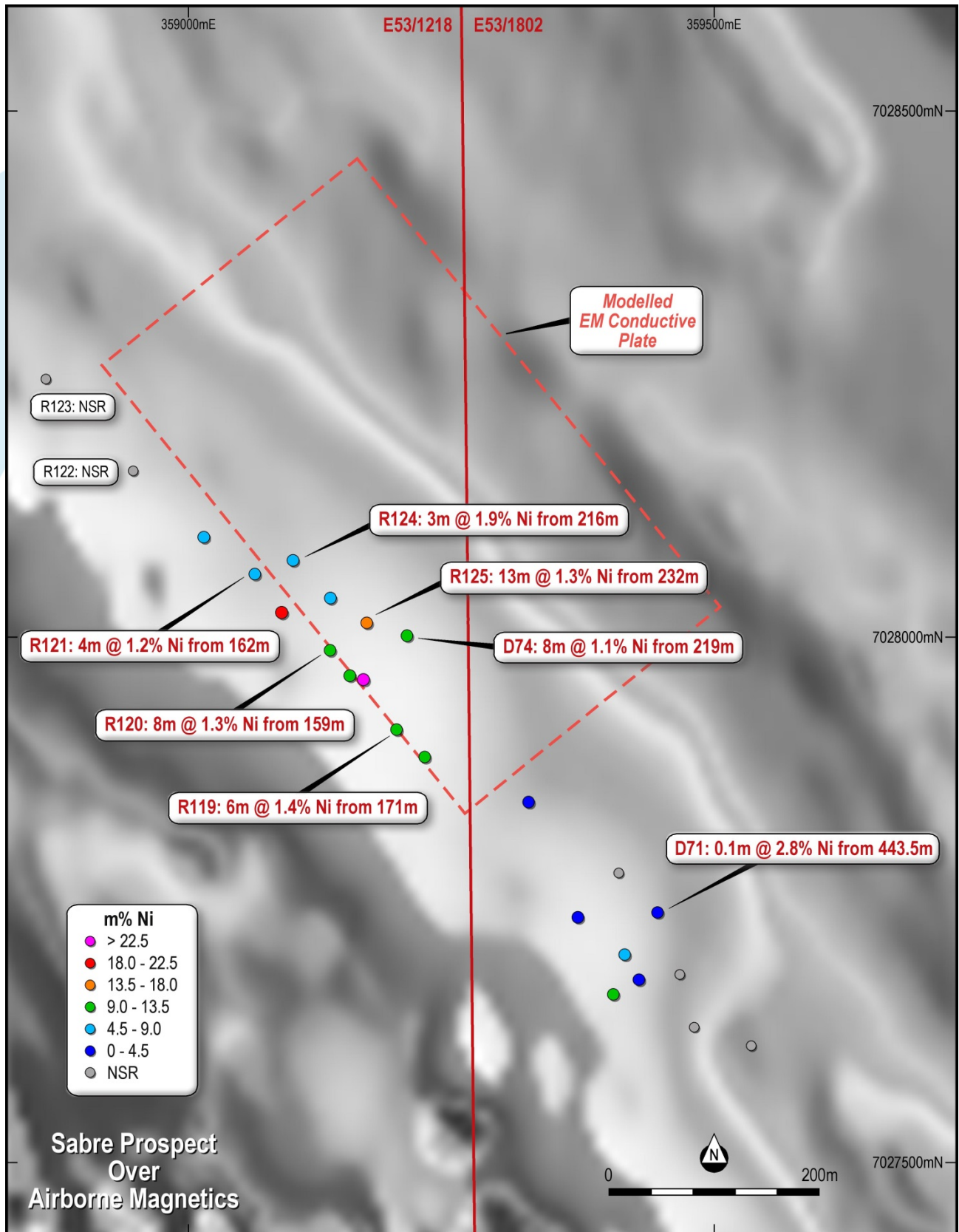


Figure 5: Sabre Prospect Drill Plan showing drill intercepts

Downhole EM Conductors

Downhole EM surveying was undertaken in holes MFED064 (Musket) and MFED067 (Cannonball), and both surveys indicated significant off-hole EM conductors (Figure 3) which warrant further drill testing.

These EM conductors can be seen in better overall context on Figure 6 which shows the mineralised system over the 3km of strike from Musket to Camelwood and the downhole EM conductors now obtained from within that area indicating potential extensions to mineralisation.

Archaean komatiite-hosted nickel sulphide deposits typically occur as shoots, pools and channels at the base of an ultramafic lava as it flows over the rock substrate. The deposits can occur to great depths, certainly greater than 1km, and over significant strike lengths. The drilling at Fisher East is starting to define such a system, but it is still early days yet in terms of the exploration at Fisher East, and this should lead to many more nickel sulphide discoveries over time.

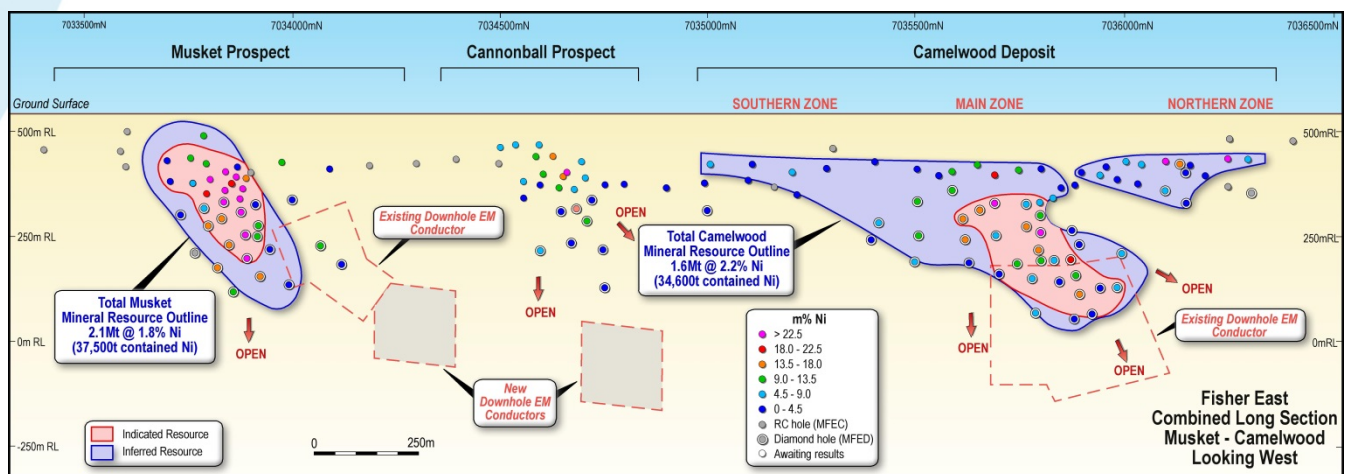


Figure 6: Musket to Camelwood Long Section showing drill intercepts and downhole EM conductors

VTEM Survey

Rox recently completed an airborne Versatile Time Domain Electro-Magnetic (VTEM) survey along strike and to the south of the Camelwood and Musket nickel sulphide deposits.

The survey was very successful, with a number of EM conductors identified along the southerly trend of the Fisher East ultramafic unit (Figure 7).

One area about 5km to the south of the new Sabre discovery is particularly interesting with a cluster of five conductors, with other conductors further south than those.

An aircore drilling program is currently underway testing these EM conductors.

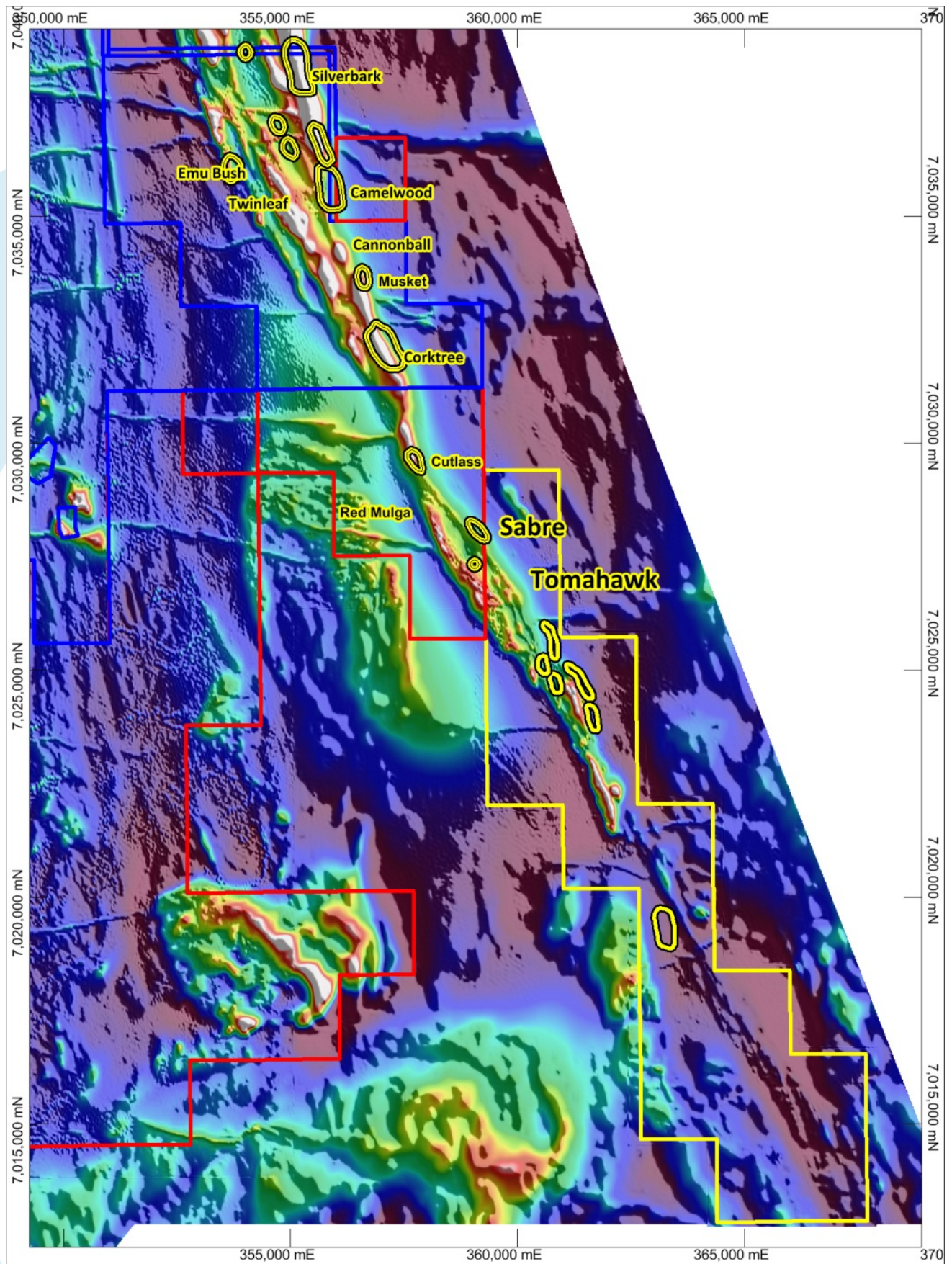


Figure 7: EM Conductors (from VTEM surveys) shown over airborne magnetics

Pre-Feasibility Study

Following on from the Scoping Study (ASX:RXL 17 February 2015), which showed the project to be technical low-risk and financially robust using the various assumptions current at the time, the Company has now commissioned a Pre-Feasibility Study for the Fisher East project.

This is an important milestone, with the main aims to update the resource estimate using recent drilling results, and to confirm and optimise the mine schedule, which is a critical component of the economic viability of the project.

Undertaking the Pre-Feasibility study now will allow the Company to be in a position to move the project forward rapidly when nickel prices improve as expected. The study is expected to be completed by the end of the year.

The study will comprise:

- Aboriginal Heritage Survey
- Environmental Baseline Studies
- Revised Resource Estimate and Modelling
- Geotechnical Assessment (for mine design parameters)
- Mine Design and Scheduling
- Operating Cost Estimate from first principles
- Infrastructure Design
- Metallurgical Testwork
- Financial Modelling

Project Ownership

The Company took a significant step forward by securing 100% ownership of several tenements that were under Option to Purchase (ASX:RXL 23 July 2015).

The acquisition of these tenements (Figure 8) gives Rox 100% ownership of all of the nickel resources identified in the area to date, and is an important milestone for the Company. The Company now controls a 600km² area with an additional option to acquire a 75km² area of very prospective acreage that has a further 15km of strike of the nickel rich ultramafic belt and which contains the recently discovered Sabre and Tomahawk mineralisation".

The tenements acquired also include a number of gold prospective areas including the historic Mt Fisher gold mine where more than 25,000 ounces of gold has been mined at grades above 4 g/t Au.

Next Quarter's Activities

- Aircore drilling to test VTEM conductors
- Mineral Resource update for Cannonball and Musket
- Progress of Pre-Feasibility Study, including resource estimate, geotechnical assessment, mine design and scheduling, environmental baseline studies and financial modelling

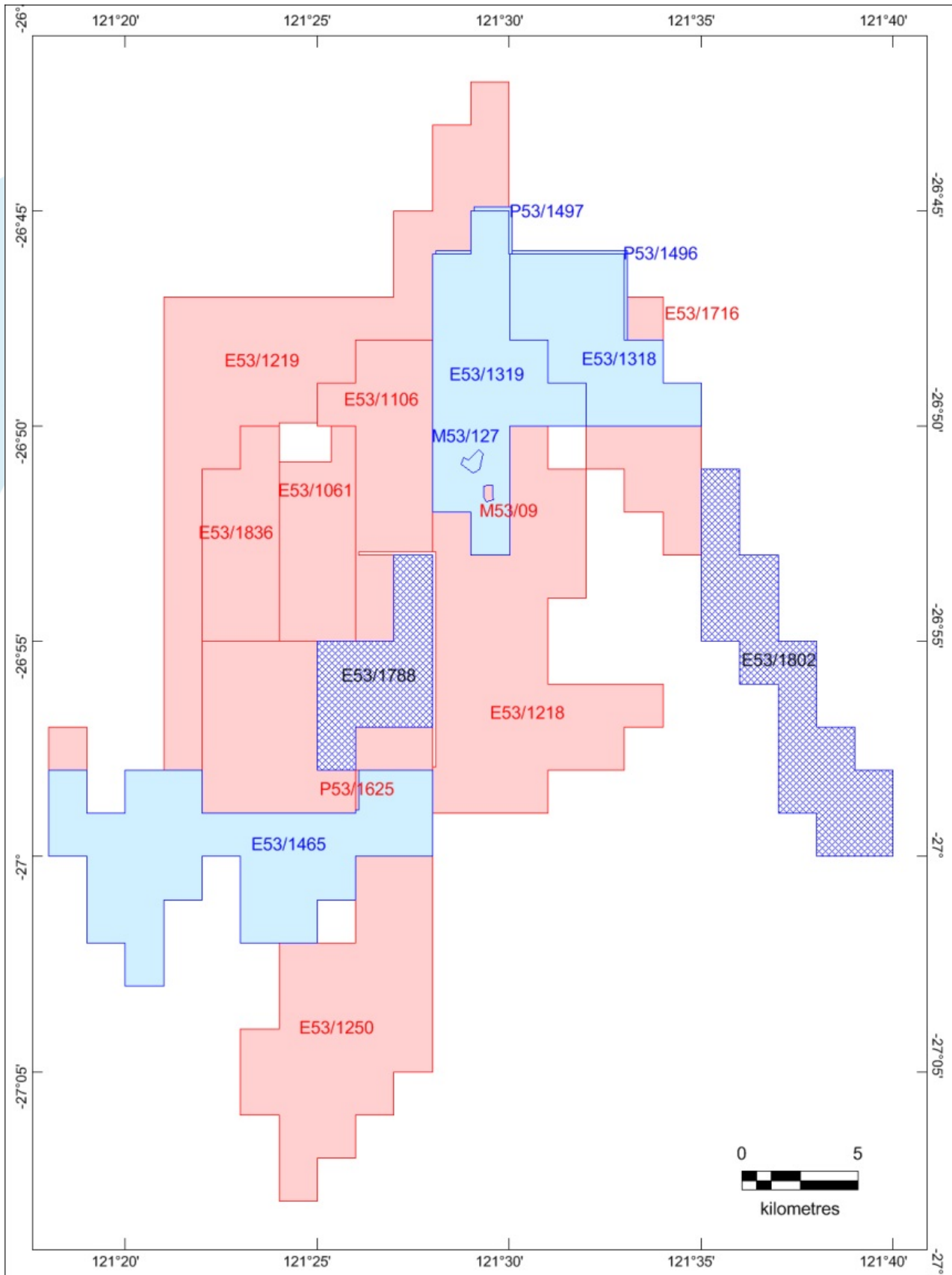


Figure 8: Mt Fisher Project Tenement Plan. Areas coloured pink are already owned 100% by Rox. Plain light blue areas have now been acquired 100% under the Option exercise. Areas in dark blue stipple are subject to an ongoing Option Agreement (ASX:RXL 8 December 2014).

Table 1: Diamond Drilling Assay Results

Hole	East	North	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Ni%	m%	Prospect
MFED074	359263	7028033	299.3	-73	240	214.8	215.5	0.7	1.5	10.1	Sabre
And						219.0	227.0	8.0	1.1		
MFED073	356447	7034799	417.4	-65	250	376.0	377.0	1.0	1.9	2.7	Cannonball
And						378.1	378.6	0.5	1.6		
MFED072	359228	7028117	319.1	-62	240	186.4	188.0	1.6	1.4	2.2	Sabre
MFED071	359653	7027792	475.0	-62	255	443.5	443.6	0.1	2.8	0.3	Sabre
MFED070	356439	7034709	391.2	-66	260	366.3	367.3	1.0	1.6	3.0	Cannonball
And						369.6	370.8	1.2	1.2		
MFED069	356303	7034740	270.7	-65	260	246.5	247.6	1.1	1.5	1.6	Cannonball
MFED068	356707	7034026	441.7	-65	250	407.47	407.54	0.07	2.8	0.2	Musket
MFED067	356450	7034800	489.8	-75	255	464.7	466.0	1.3	1.6	2.1	Cannonball
MFED066	356372	7034741	330.8	-65	261	293.5	298.0	4.5	2.3	10.2	Cannonball
MFED065	356766	7033834	411.7	-65	251	NSR					Musket
MFED064	356738	7034175	492.6	-60	261	457.5	458.2	0.7	3.6	2.4	Musket
including						457.5	457.64	0.14	9.1		

Diamond drill holes (Table 1) have been reported previously (ASX:RXL 5 May 2015, 11 May 2015, 25 May 2015, 4 June 2015).

Table 2: RC Drilling Assay Results

Hole	East	North	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Ni%	m%	Prospect
MFEC125	359261	7028083	256	-65	240	232	245	13	1.3	16.9	Sabre
MFEC124	359194	7028154	238	-65	240	216	219	3	1.9	6.9	Sabre
And						223	224	1	1.2		
MFEC123	358918	7028292	178	-60	240	NSR					Sabre
MFEC122	359006	7028212	166	-60	240	NSR					Sabre
MFEC121	359132	7028122	184	-57	240	162	166	4	1.2	4.6	Sabre
MFEC120	359209	7028052	184	-57	240	159	167	8	1.3	10.2	Sabre
MFEC119	359280	7027985	196	-55	240	165	166	1	1.3	9.5	Sabre
And						171	177	6	1.4		
MFEC118	359258	7028033	220	-60	240	178	194	16	1.3	22.8	Sabre
including						178	179	1	2.4		
And						196	197	1	2.0		
MFEC117	359229	7028119	232	-60	240	203	204	1	2.2	6.6	Sabre
And						209	211	2	2.2		
MFEC116	359075	7028142	160	-60	240	140	145	5	1.2	6.0	Sabre
MFEC115	359141	7028067	160	-60	240	127	137	10	1.9	19.0	Sabre
including						127	133	6	2.3		
MFEC114	360065	7026753	166	-60	240	NSR					Tomahawk
MFEC113	359219	7028012	184	-60	240	146	154	8	1.4	12.7	Sabre
including						146	147	1	3.4		
And						160	161	1	1.3		

Hole	East	North	Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval	Ni%	m%	Prospect
MFEC112	359290	7027935	184	-60	240	135	144	9	1.3	11.3	Sabre
MFEC111	358642	7028610	158	-60	240	NSR					Tomahawk
MFEC110	359434	7027785	172	-60	240	147	149	2	1.1	2.2	Sabre
MFEC109	358649	7028615	85	-60	240	NSR					Tomahawk
MFEC108	359472	7027745	166	-60	240	135	136	1	1.1	4.8	Sabre
						141	144	3	1.2		
MFEC107	359519	7027659	136	-60	240	NSR					Sabre
MFEC106	359573	7027632	178	-60	240	NSR					Sabre
MFEC105	359548	7027735	256	-60	240	NSR					Sabre
MFEC104	360092	7026662	148	-65	240	NSR					Tomahawk
MFEC103	356233	7034550	112	-60	270	87	90	3	1.5	4.6	Cannonball
MFEC102	356206	7034640	130	-60	270	114	119	5	3.4	17.1	Cannonball
<i>including</i>						114	116	2	6.0		
MFEC101	356181	7034603	100	-60	270	81	86	5	1.4	7.1	Cannonball
MFEC100	359436	7027790	133	-70	240	NSR					Sabre
MFEC099	359455	7027686	121	-70	240	97	98	1	3.2	3.2	Sabre

RC Drill holes (Table 2) have been reported previously (ASX:RXL 5 May 2015, 13 May 2015, 25 May 2015, 4 June 2015).

Notes to Tables:

- New results shown in **bold**.
- Grid coordinates GDA94: Zone 51, collar positions determined by hand held GPS.
- All Musket/Cannonball holes nominal RL 542 +/- 1m AHD estimated from regional Digital Elevation Model.
- All Sabre/Tomahawk holes nominal RL 563 +/- 1m AHD estimated from regional Digital Elevation Model.
- Hole azimuths generally planned as 260-270 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 51%, earning up to 70%)

Drilling in the latter half of 2014 (ASX:RXL 20 October 2014, 5 November 2014, 1 December 2014) intersected massive copper sulphide mineralisation in a number of drill holes at the Bonya Mine prospect (Figures 9 & 10). These results included:

BYRC008:	11m @ 4.4% Cu from 30m, incl. 3m @ 6.1% Cu from 33m
BYRC009:	38m* @ 4.4% Cu from 60m, incl. 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, incl. 3m @ 8.2% Cu from 97m
BYRC014:	8m @ 7.6% Cu from 60m, incl. 3m @ 12.0% Cu from 101m, and 13m @ 5.4% Cu from 111m, incl. 3m @ 12.8% Cu from 119m
BYRC015:	9m @ 2.8% Cu from 100m, incl. 4m @ 3.9% Cu from 101m
BYRC018:	5m @ 9.1% Cu from 109m, incl. 3m @ 13.4% Cu from 109m, and 11m @ 3.9% Cu from 121m

The high grade zone of massive copper sulphide mineralisation discovered at Bonya is still open at depth and along strike, and is a significant discovery being in an area where no drilling had previously been undertaken.

Further drilling in the second half of 2015 is planned, not only to follow up the exciting Bonya prospect, but also drilling at a number of other prospective targets where there are outcrops of copper oxide, giving confidence that drilling will identify more copper sulphide mineralisation at depth.

A recent collaborative research study between CSIRO and the Northern Territory Department of Mines and Petroleum (NT DMP) identified two phases of copper mineralisation at Bonya and in the general area (including the adjacent Jervois copper deposits). The first phase is a strata-bound volcano-sedimentary type similar to copper end-member (Besshi type) VMS mineralisation, dated at around 1790 Ma (million years ago), while the second type is a later phase remobilisation of existing copper mineralisation at or near the peak of metamorphism at around 1770 Ma. This second type tends to be higher grade due to the metamorphic remobilisation.

The mineralisation at the Bonya Mine prospect is of the second remobilised type, and this explains the high grades identified to date.

There is evidence on Rox's Bonya tenements of both types of copper mineralisation, and the drilling will explore a number of prospects including the two highest priority targets at Green Hoard and Fat Cow (Figure 9).

Surface rock chip sampling (ASX:RXL 11 December 2012) and mapping at Green Hoard identified outcropping copper oxide mineralisation (Figure 11) over a 200m strike length with grades up to 32.9% Cu and 50.9 g/t Ag, while at Fat Cow the copper oxide outcrop (Figure 12) extends for about 400m along strike and grades over 4% Cu. These grades can be compared with the surface sampling at the Bonya Mine prospect of 30.7% Cu and 34.1 g/t Ag.

Through an Agreement with Arafura Resources Limited (ASX:ARU), Rox has earned a 51% interest in the Bonya tenement (ASX:RXL 16 December 2014), and has elected to increase its interest to 70% by expenditure of \$1,000,000 by December 2016.

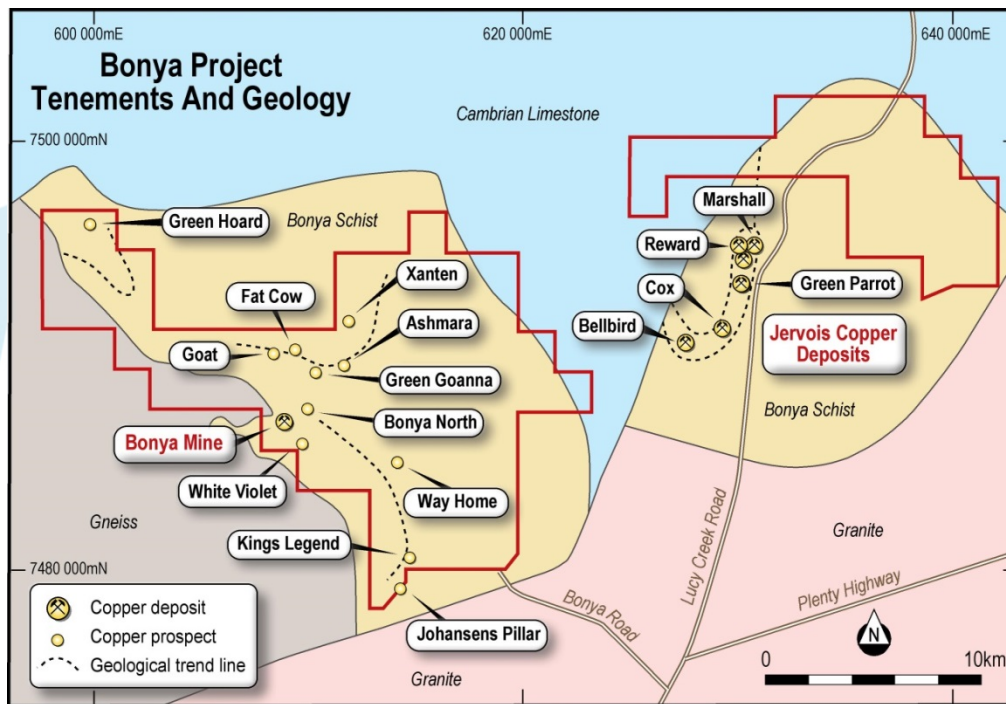


Figure 9: Bonya project tenements showing prospect locations

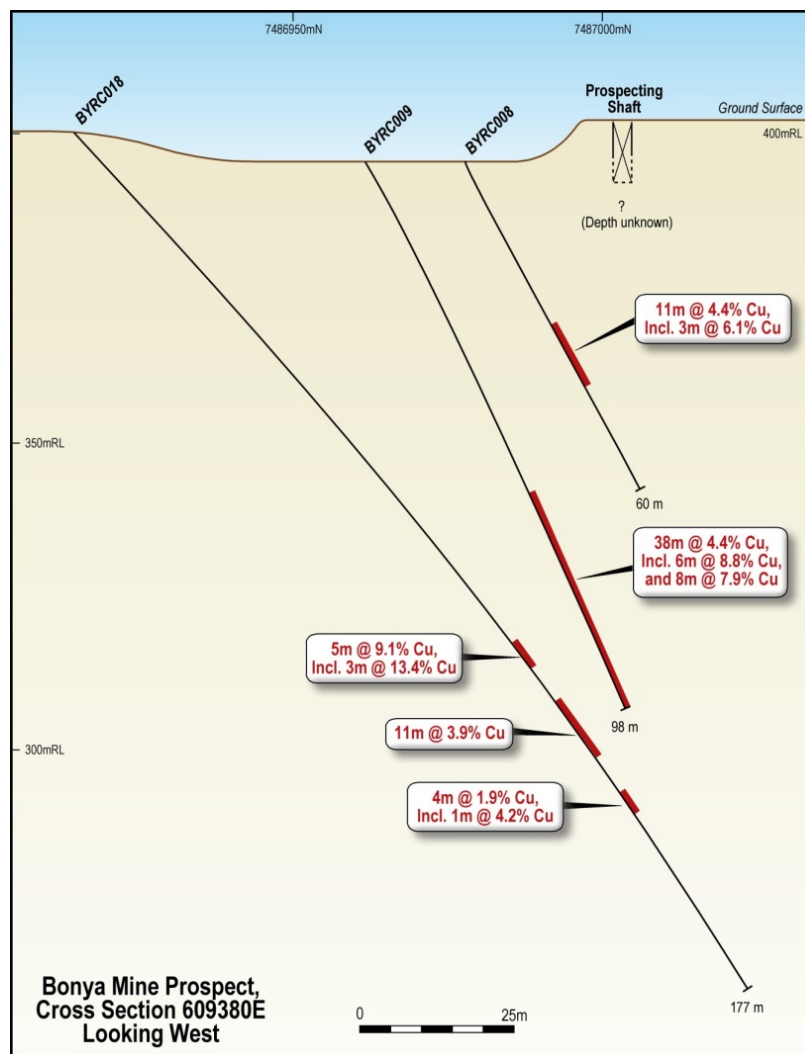


Figure 10: Bonya Mine Prospect Cross Section



Figure 11: Green Hoard Trench showing copper oxide through the whole trench wall



Figure 12: Outcrop of Copper Oxide at Fat Cow

During the quarter field work commenced at the Teena and other prospects (Figure 14) on the Reward Zinc project in the Northern Territory.

The field program consists of regional focused activities and a program of diamond drilling and geophysics specifically targeted at the high grade Teena Zinc prospect.

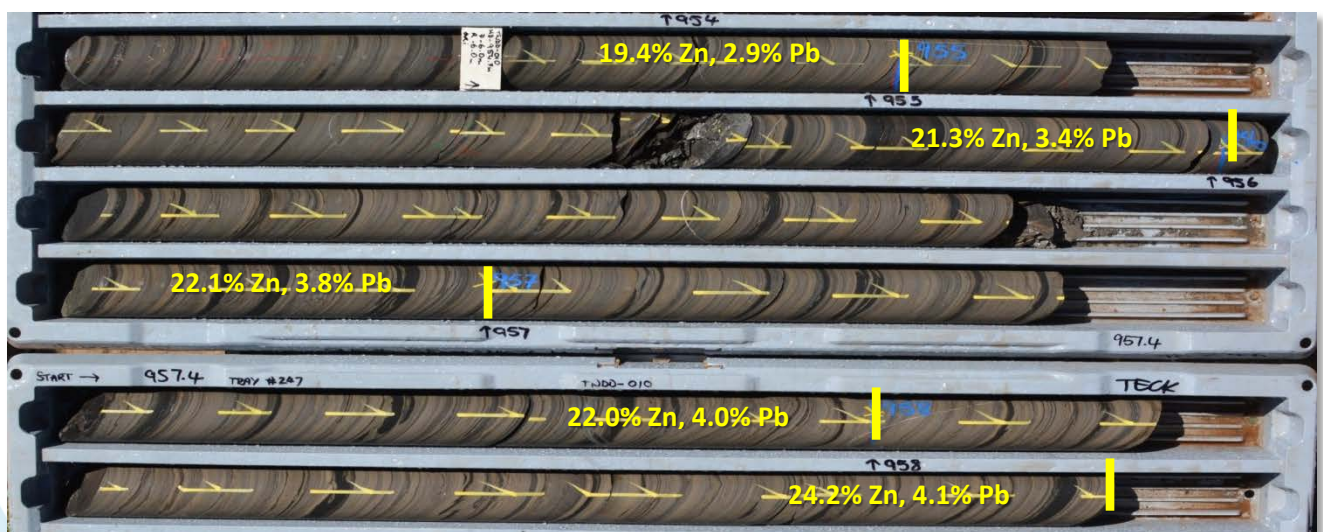
Regional surface geochemical surveys have commenced over a number of prospective areas. Both the Teena and Myrtle prospects had corresponding zinc and lead soil anomalies. Geophysical surveys such as seismic, EM and gravity are planned over prospects covered by the geochemical sampling.

A four (4) hole diamond drilling program commenced at Teena in early July to test a number of positions within the mineralised basin, including the continuity of the high grade keel, and the northern faulted margin. Assays are expected during the next quarter.

Previous drilling at Teena (Figure 15) has intersected high grade zinc-lead mineralisation (see Figure 13) over a strike length of 1.9km (ASX:RXL 5 August 2013, 26 August 2013, 18 September 2013, 11 October 2013, 27 October 2014, 10 November 2014, 15 December 2014), including:

TNDD017: **14.7m @ 13.3% Zn+Pb** from 801.0m

Over the quarter Teck's provisional unaudited expenditure was \$0.477 million, bringing the total expenditure by Teck on the project since commencement of the earn-in agreement to approximately \$10.6 million.



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Work planned for the next quarter includes completion of the drilling program, and continued geochemical and geophysical surveys.

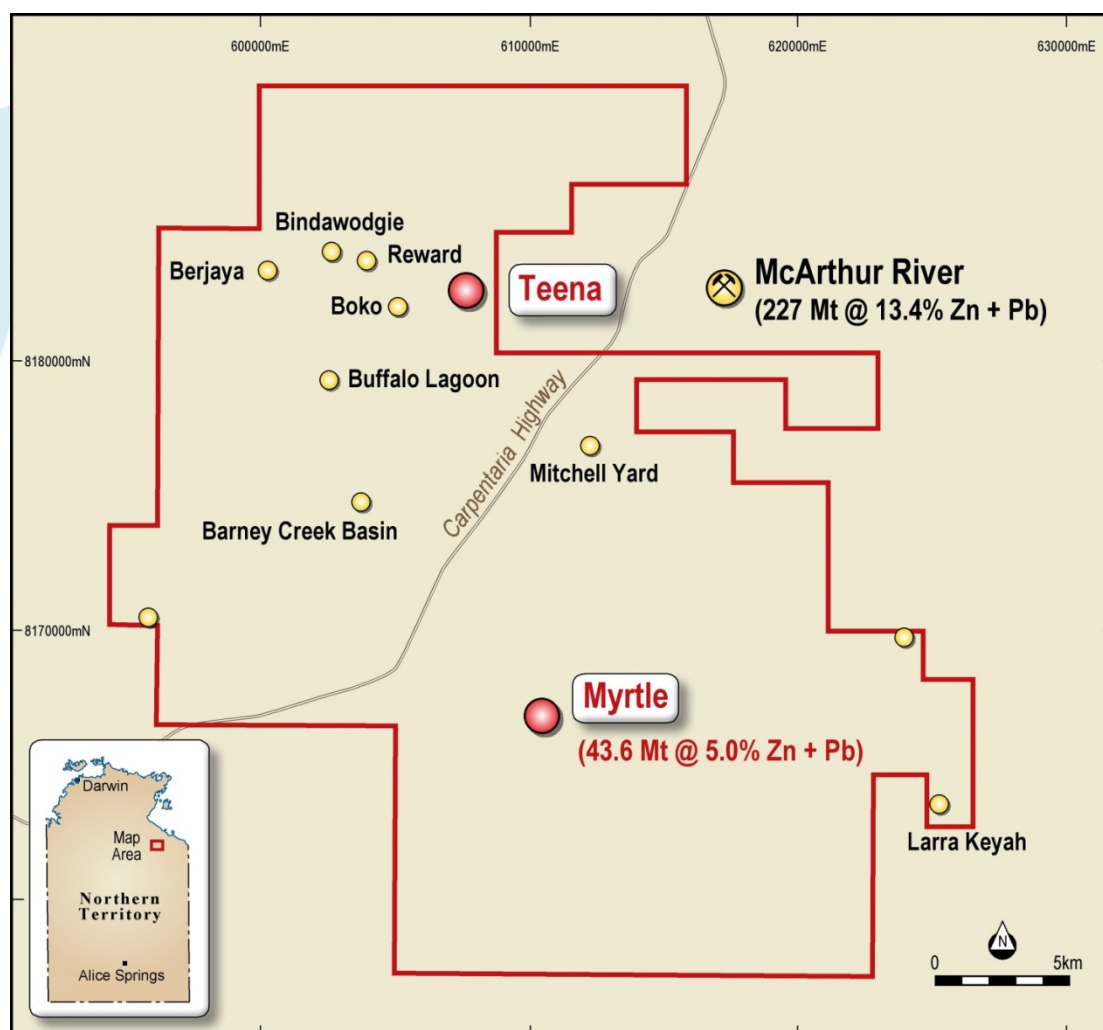


Figure 14: Reward Project Tenement Plan showing prospect locations

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

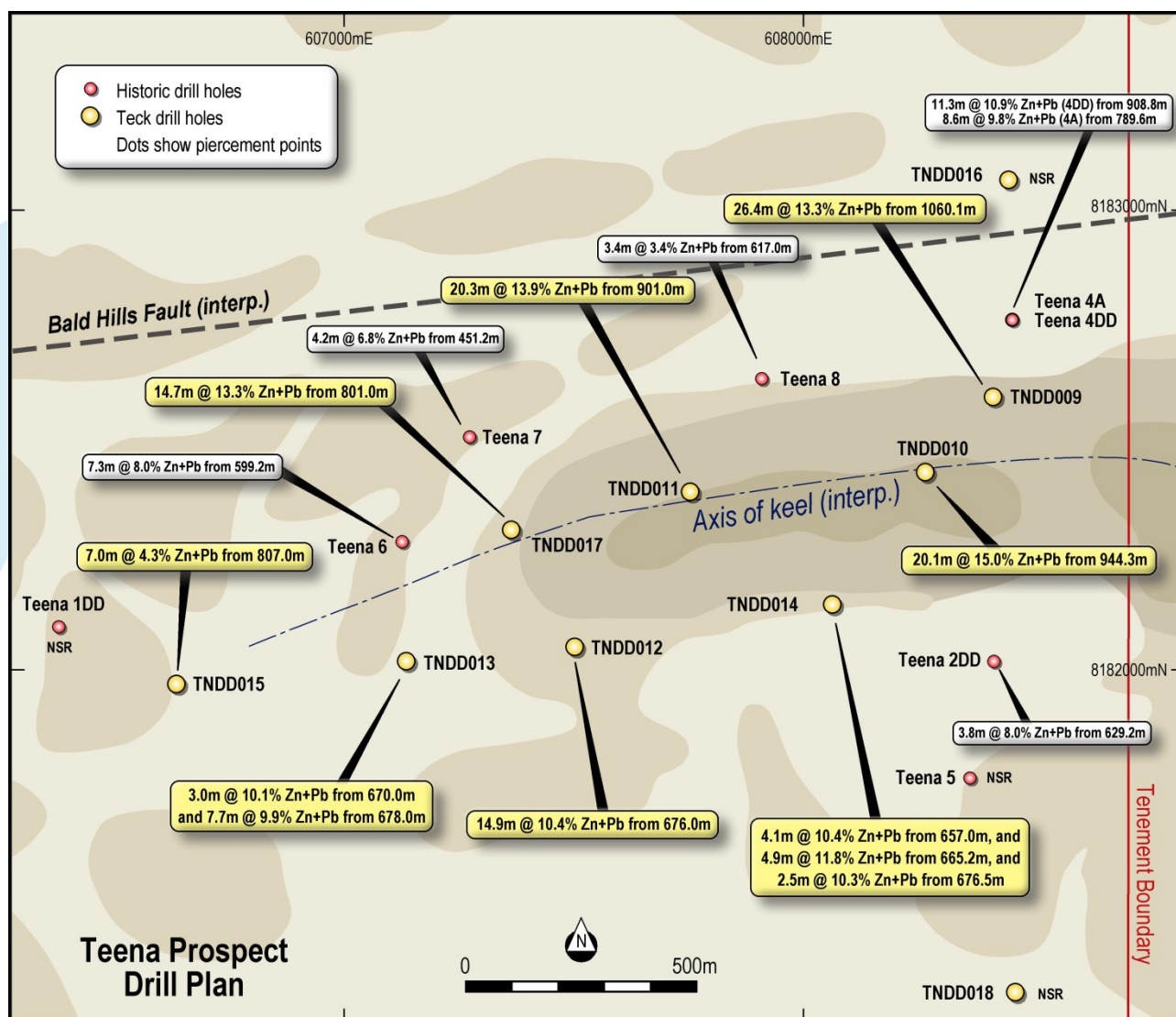


Figure 15: Teena Prospect Drill Plan (results as per ASX:RXL 15 December 2014).

CORPORATE

During the quarter the Company successfully raised \$3.9 million (\$3.6 million after costs) through an over-subscribed Share Purchase Plan (\$3.2 million) and a top up placement of \$0.7 million (ASX:RXL 9 June 2015).

Cash at the end of the quarter was approximately \$3.7 million, although since quarter end a payment of \$2.3 million has been made to exercise the Option at Fisher East.

Dated this 31st day of July 2015.

Signed on behalf of the Board of Rox Resources Limited.



IAN MULHOLLAND
Managing Director

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 and is available to view at www.asx.com. Rox confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements, and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original announcements.

The information in this report that relates to previous Exploration Results and Mineral Resources for the Mt Fisher Gold-Nickel, Reward Zinc-Lead, and Bonya Copper projects, was either prepared and first disclosed under the JORC Code 2004 or under the JORC Code 2012, and has been properly and extensively cross-referenced in the text to the date it was first reported. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements. In the case of the 2004 JORC Code Exploration Results and Mineral Resources, 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.

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 \$2.3 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 675km², consisting of a 600km² area 100% owned by Rox and an Option to purchase 100% of a further 75km² of nickel and gold prospective ground.

Discovery of, and drilling at the Camelwood and Musket nickel prospects has defined a JORC 2012 Mineral Resource (ASX:RXL 9 October 2013 and 4 September 2014) of **3.6Mt grading 2.0% Ni** 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. Additional nickel sulphide deposits continue to be discovered (e.g. Cannonball, Sabre) and these will add to the resource base. Exploration is continuing to define further zones of potential nickel sulphide mineralisation.

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 Au** 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 diluting to 30%)

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 first deposit explored, Myrtle, has a current JORC 2004 zinc-lead 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).

Drilling at the Teena zinc-lead prospect in 2013 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 new high grade zinc-lead mineralisation over a strike length of at least 1.9km (ASX:RXL 5 August 2013, 26 August 2013, 18 September 2013, 11 October 2013, 27 October 2014, 10 November 2014, 15 December 2014). Teena is the most significant new discovery of zinc in Australia since Century in 1991.

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 (51% + Farm-in Agreement to earn up to 70%)

Rox (51%) is exploring the Bonya Copper Project located 350km east of Alice Springs, Northern Territory, in joint venture with Arafura Resources Limited (49%) (ASX:ARU). 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). 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, 5 November 2014, 1 December 2014).

Under the Farm-in Agreement Rox has earned a 51% interest in the copper, lead, zinc, silver, gold, bismuth and PGE mineral rights at Bonya after spending \$500,000 (ASX:RXL 16 December 2014). Rox has elected to earn a further 19% (for 70% in total) by spending a further \$1 million by 10 December 2016.

APPENDIX 5B

Mining Exploration Entity Quarterly Report

Name of entity

ROX RESOURCES LIMITED

ACN or ARBN

107 202 602

Quarter ended ("current quarter")

30 June 2015

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	(1,782)	(5,148)
(b) development	-	-
(c) production	-	-
(d) administration	(258)	(1,243)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	9	54
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other	-	15
Net Operating Cash Flows	(2,031)	(6,322)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	(96)	(423)
(b) equity investments	-	-
(c) other fixed assets	(1)	(17)
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	(97)	(440)
1.13 Total operating and investing cash flows (carried forward)	(2,128)	(6,762)

1.13 Total operating and investing cash flows (brought forward)	(2,128)	(6,762)
Cash flows related to financing activities		
1.14 Proceeds from issues of shares (net of costs)	3,635	7,898
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	3,635	7,898
Net increase (decrease) in cash held	1,507	1,136
1.20 Cash at beginning of quarter/year to date	2,187	2,558
1.21 Exchange rate adjustments to 1.20	-	-
1.22 Cash at end of quarter	3,694	3,694

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	140
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

On 23 July 2015 the Company announced it had exercised its option to acquire 100% of the Fisher East Nickel tenements. This will involve a payment of \$2,300,000 to the vendor of those tenements during July 2015.

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 \$477,000 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	569
4.2 Development	-
4.3 Production	-
4.4 Administration	273
Total	842

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	3,150	659
5.2 Deposits at call	544	1,528
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	3,694	2,187

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

Compliance statement

	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	1,045,540,095	1,045,540,095		
7.4 Changes during quarter - Issued	195,000,000	195,000,000	\$0.02	\$0.02
7.5 Convertible debt securities (description and conversion factor)	-			
7.6 Changes during quarter	-			
7.7 Options (description and conversion factor)	5,133,000	Nil	<i>Exercise Price</i> \$0.025	<i>Expires</i> 30 Nov 2015
	1,250,000	Nil	\$0.057	28 Feb 2017
	21,437,301	Nil	\$0.08	31 Mar 2017
	17,500,000	Nil	\$0.056	30 Nov 2017
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)	-	-		

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 July 2015



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%
	P53/1625	All Minerals	100%
	E53/1836	All Minerals	Application
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	-
	E53/1788	All Minerals	-
	E53/1802	All Minerals	-
	P53/1496	All Minerals	-
	P53/1497	All Minerals	-
	M53/127	All Minerals	-
Note:	Subsequent to quarter end Rox exercised the Option to Purchase a 100% interest in tenements E53/1318, E53/1319, E53/1465, M53/127, P53/1496 and P53/1497. Tenements E53/1788 and E53/1802 remain under a second Option to Purchase agreement		
Bonya			
	EL29701**	Cu, Pb, Zn, Au, Ag, Bi, PGE'S	51%
	EL29599	All Minerals	100%

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