

HIGHLIGHTS

- **Formal Joint Venture documentation signed with Teck Australia Pty Ltd for the Myrtle zinc project and all approvals received.**
- **Teck subscribes \$500,000 for 10 million Rox shares at a price of 5 cents per share.**
- **Exploration programme for 2011 commenced by Teck at Myrtle.**
- **Exploration commenced at the Mt Fisher gold-nickel project, where strong and widespread gold-in-regolith anomalies over 5km in strike length have been tested by an initial 3,000 metre RC drilling programme.**
- **Airborne VTEM survey also completed at Mt Fisher, and an airborne magnetics and radiometrics survey currently underway.**
- **Option to acquire an additional 170km² of highly prospective ground at Mt Fisher signed.**
- **Exploration due to commence at the Marqua Phosphate project during the next quarter.**

MYRTLE ZINC-LEAD PROJECT, NT (Rox 100%, Teck earning up to 70%)

The formal farm-in and joint venture documentation was signed with Teck Australia Pty Ltd. ("Teck"), during the March quarter relating to the Myrtle zinc-lead deposit and surrounding tenements (Figure 1), subject to approval by the NT Mines Department, which was received during the current (June) quarter.

The terms of the agreement have previously been announced, and involve Teck spending up to \$15 million to earn up to 70% interest. Teck will manage the work while it holds a majority interest in the joint venture or is sole contributor to expenditures.

Teck previously detailed their work plans for the project, but a start date for field activities was dependent on weather conditions in northern Australia, which had experienced an above average wet season and had delayed exploration activities for all companies operating in that area. Access to the project area only became possible in mid June.

Teck have now advised that the planned IP survey, that could define other unknown drill targets is currently underway, but no results are yet available.

The planned detailed gravity survey over the Myrtle deposit and surrounds, involving 1,700 gravity stations at a 250 x 250 metre and 500 x 500 metre spacing, should commence after the IP survey during August. This survey is aimed to provide greater definition of the Myrtle basin and its extensions to allow more confident drill targeting. The survey will ultimately cover an area of approximately 8 x 8 km (64km²).

Teck are also undertaking a detailed geochemical survey of the existing drill core, along with further detailed logging to enable the context of the Myrtle mineralisation to be more fully understood. The outcome from this work will result in a fully integrated three dimensional model for Myrtle.

Following this work Teck propose to undertake drilling to test the extension of the high grade mineralisation already intersected by Rox. Final drill hole locations will be determined following integration of all the data collected.

This field program will more than satisfy the initial requirement that Teck spend at least \$1 million by 21 July 2012.

Looking Ahead

Field work by Teck is expected to continue during the third and fourth quarters of 2011, including completion of the gravity and IP surveys, and then drilling in the fourth quarter.

MT FISHER GOLD-NICKEL PROJECT, WA (Rox 100%)

Introduction

During the March quarter Rox completed an agreement to acquire the Mt Fisher gold-nickel project from Avoca Resources Limited (now Alacer Gold Limited). Shareholder approval for the transaction was received during the current (June) quarter, with tenement transfers expected to be finalised during the next quarter.

The 615 km² project provides Rox with 100% of all the mineral rights to the southern portion of the Mt. Fisher greenstone belt, which is located 40km to the east of the prolific Yandal greenstone belt and 100km east of the main Wiluna belt, which both contain world class gold mines (Figure 2).

Option Agreement

On 27 May 2011 Rox advised that it had signed an Option to acquire a further 170 km² of tenements adjacent to the Mt Fisher project area, making a total area controlled by Rox of 785 km² (Figure 3).

The new tenements include the historic high grade Mt Fisher gold mine where open pit mining between 1987 and 1989 extracted about 218,000 tonnes at a recovered grade of 3.2 g/t Au. Exploration potential in the new Option area is high with a number of drill targets already identified along strike from the Mt Fisher gold mine.

The Mt Fisher gold mine is associated with a cross-cutting structure along a north-south striking chert-BIF unit, where the mineralisation is strongly associated with pyrite and a marked magnetic anomaly. Four such "look alike" targets have been identified by Rox for further investigation (Figure 4).

Gold was discovered at Mt Fisher in 1937 and historic production at the Mt Fisher gold mine up to 1949 was approximately 4,500 tonnes at a recovered grade of 28 g/t Au (4,050 oz Au). The historic underground workings extended down dip for 30 metres over a strike length of 50 metres and an average width of 2 metres along a sulphidic chert unit (Figure 5). The style of mineralisation is very similar to that seen in the Bronzewing area also.

Approximately 7,500 oz Au remain in the tailings dam (at a grade of about 1.1 g/t Au), and a low grade stockpile of approximately 140,000 tonnes (at an unknown grade) also remains.

Previous drilling within and below the open pit indicates that mineralisation is continuing at depth with a southerly plunge. Results indicate gold mineralisation over at least 120 metres in horizontal strike (Figures 5 & 6) for a depth of at least another 80 metres beneath the open pit.

The Mt Fisher orebody produced a strong EM anomaly (due to the presence of pyrite), so Rox's recently completed airborne EM survey will be a first step to locate more sulphidic chert occurrences which are likely to be gold bearing.

In addition, an 8.5km strike length of ultramafic at Fisher East (Figure 3) already contains a number of gold-in-regolith anomalies and is also highly prospective for nickel sulphide mineralisation. The airborne EM survey has also targeted this area.

RC Drilling

Previous work along the Dam-Dirks trend identified the presence of considerable supergene gold enrichment along a number of separate parallel structures. Drilling by previous explorers had returned a number of encouraging results.

During the quarter Rox commenced a 3,000 metre drilling programme over the Dam-Dirks trend to assess the extent of gold mineralisation. The programme was completed in late July, with assays awaited (expected in mid-late August). A total of 11 RC holes for 2,783 metres were drilled as listed in Table 1.

In addition one RC hole for 164 metres was drilled at the Mt Fisher mine to test the extension of mineralisation below the pit, and intersected the Mt Fisher sulphidic chert unit from 142 to 150 metres down hole. Assays are awaited.

Table 1: RC Drill Locations – Mt Fisher Project

Hole ID	Prospect	Easting	Northing	Depth	Dip	Azimuth
MFRC001	Damsel	342430	7027970	300	-60	90
MFRC002	Damsel	342449	7027704	244	-60	90
MFRC003	Damsel	342333	7027379	274	-57	90
MFRC004	Dam Central	342115	7027035	259	-55	90
MFRC005	Dam Central	342126	7027139	314	-55	90
MFRC006	Dam South	342198	7025380	219	-55	90
MFRC007	Dam South	342243	7025281	239	-50	90
MFRC008	Dam SE	342810	7024860	254	-55	90
MFRC009A*	Dam SE	342800	7024558	24	-60	90
MFRC009	Dam SE	342813	7024558	179	-60	90
MFRC010	Damsel	342593	7027567	264	-60	90
MFRC011	Damsel	342496	7027845	213	-60	90
MFRC012	Mt Fisher Mine	349580	7029540	164	-55	293

* Hole abandoned and re-drilled as MFRC009
Easting, Northing and Azimuth are MGA_94 grid

Geophysics

Two airborne geophysical surveys were completed in July 2011; an aeromagnetics/radiometrics survey at 50 metre line spacing, and a VTEM survey at 150-250 metre line spacing.

Looking Ahead

Compilation of previous data is continuing, to understand controls on mineralisation and to enable specific drilling targets to be identified and prioritised. In addition, the results from the

recently completed RC drilling, VTEM and aeromagnetics/radiometrics surveys will be used to determine future exploration plans.



VTEM (helicopter and hanging EM loop) being flown above RC drilling rig at Mt Fisher

MARQUA PHOSPHATE PROJECT, NT (Rox 100%)

During the third and fourth quarters of 2011 Rox is planning to follow-up previous drilling with confirmatory surface sampling and then further drilling to expand the potential size of the phosphate prospective area. This may enable a phosphate resource to be estimated. Follow up and assessment of the base-metal potential will also be undertaken.

CORPORATE

During the quarter Rox received \$500,000 from Teck Australia as a subscription for 10 million shares in the Company. In addition a number of Options were converted to shares, leaving the Company in a strong position to advance its projects with cash on hand at the end of the June quarter standing at \$4.36 million.

Dated this 29th day of July 2011.

Signed on behalf of the Board of Rox Resources Limited.



IAN MULHOLLAND
Managing Director

About Rox Resources

Rox Resources (ASX: RXL) is an Australian exploration company with projects in the Northern Territory of Australia, including the Myrtle zinc-lead project and the Marqua phosphate project, and in Western Australia at the Mt Fisher gold-nickel project.

Rox has signed a joint venture agreement with Teck Australia Ltd to explore its Myrtle project tenements which cover 669 km² adjacent to the world class McArthur River zinc-lead deposit in the Northern Territory. The terms of the JV require Teck to spend \$5 million to earn an initial 51% interest within 4 years including a minimum of \$1 million and 2,000 metres of drilling by 21 July 2012. Teck can increase its interest in the project to 70% by spending an additional \$10 million (\$15 million in total) over an additional 4 years.

A SEDEX style deposit has been identified by Rox at the Myrtle prospect, where an Inferred Mineral Resource of 43.6 million tonnes grading 4.09% zinc and 0.95% lead has been delineated to JORC Code standards. Thick drill intercepts of prospective stratigraphy carrying significant zinc-lead grades have already been made but only a small portion of the prospective area has been drilled, and Rox is extremely confident the resource will to continue to grow with further drilling. A higher grade core of 15.3 million tonnes grading 5.45% zinc and 1.40% lead is present, and a large mineralised system is indicated. Several other prospects in the tenement area have similar potential to Myrtle but are at an early stage of exploration.

Rox also owns 100% of the Marqua phosphate project in the Northern Territory located 300km southwest of Mt Isa. A 20 km long strike length of phosphate bearing rocks has been identified by surface sampling (up to 39.4% P₂O₅) and drilling (including 6m @ 19.9% P₂O₅ and 5m @ 23.7% P₂O₅), and there is the potential for a sizeable phosphate resource to be present. The project is located only 250 km from the nearest railhead and gas pipeline at Phosphate Hill.

At Mt Fisher in Western Australia, Rox has acquired a highly prospective area of 615 km², well endowed with gold, and with strong potential for nickel, only 40km to the east of the prolific Yandal greenstone belt and 100km east of the main Wiluna greenstone belt. Three parallel structures at the Dam-Dirks prospect define a 5km long gold-in-regolith anomaly which is largely untested at depth. There are numerous high grade drill results over the project area including 1m @ 187 g/t Au and 3m @ 67 g/t Au at the Moray Reef prospect.

In addition Rox has an Option to acquire a further area of 170 km², including the Mt Fisher gold mine which has produced ~ 4,500 ozs from historic underground mining and 22,500 ozs from open pit mining, and is open at depth and down plunge. There are several other strong targets for drill testing as well. The total area under exploration by Rox at Mt Fisher is 785 km².

The information in this report that relates to Exploration Results and Mineral Resources 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.



Figure 1: Myrtle and Marqua Project Locations

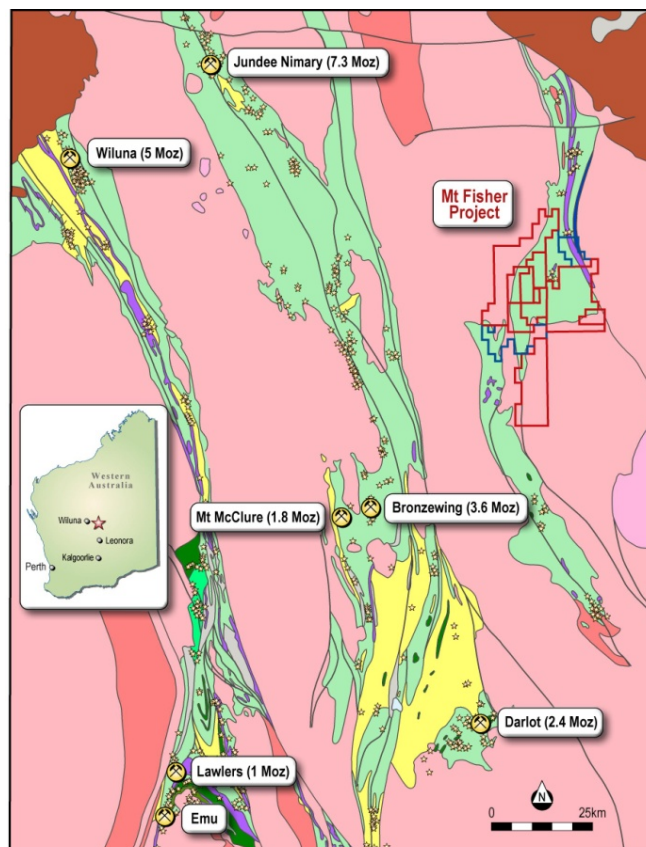


Figure 2: Mt Fisher Project Location Plan

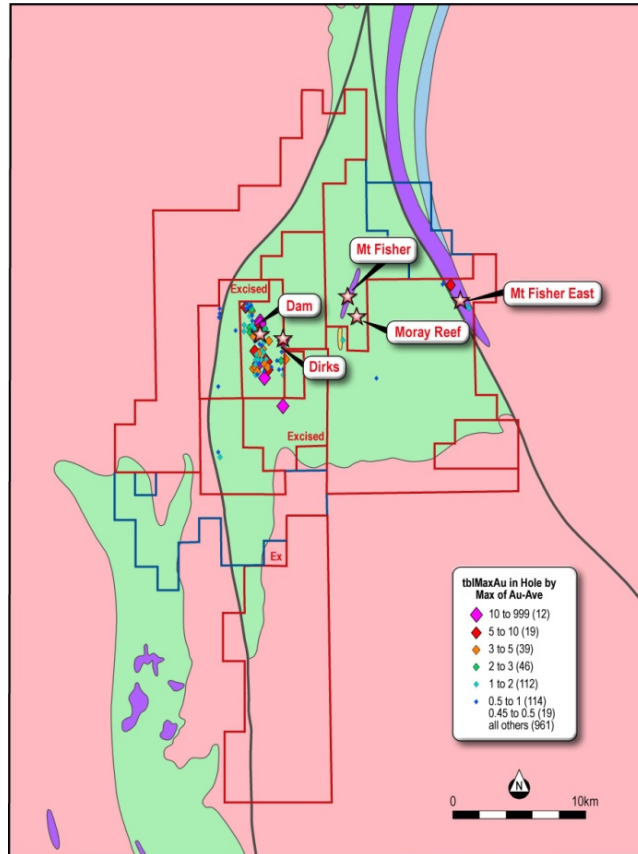


Figure 3: Mt Fisher Tenement Plan over Geology showing drill results (maximum gold in hole)

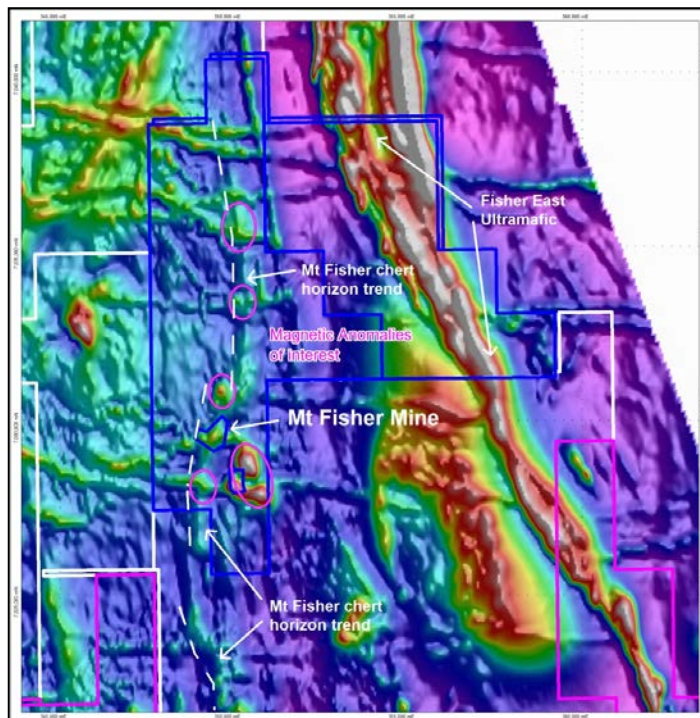


Figure 4: Mt Fisher mine area magnetics showing target zones along Mt Fisher chert horizon. Option tenements outlined in blue.

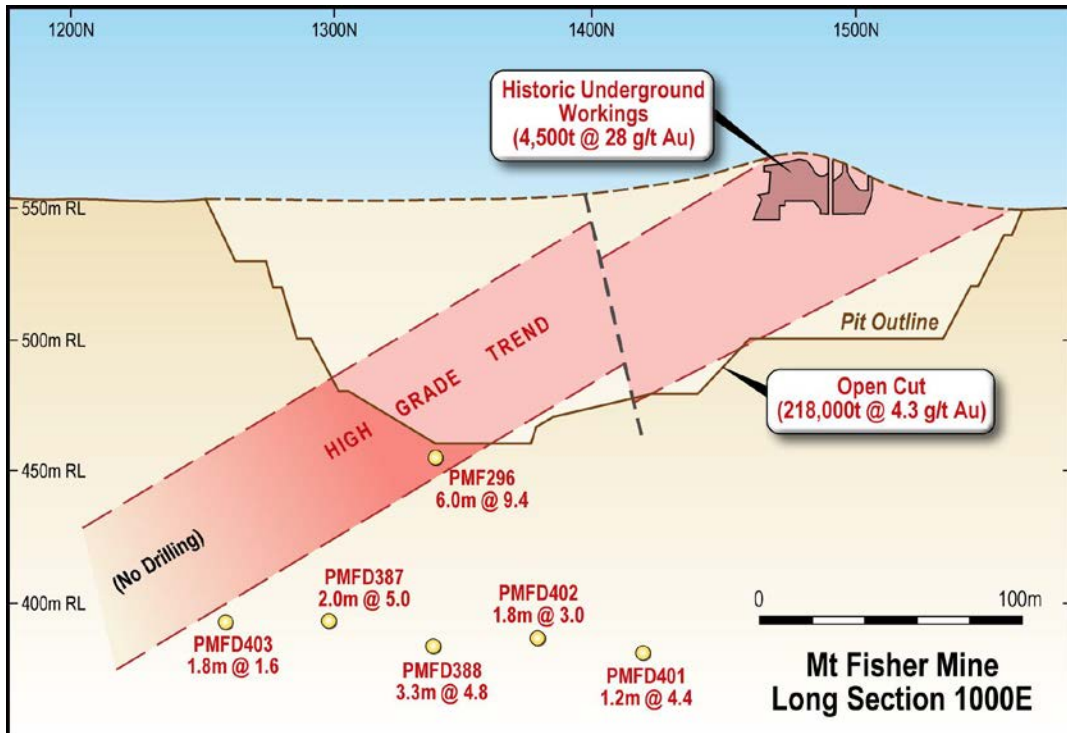


Figure 5: Mt Fisher Mine Long Section

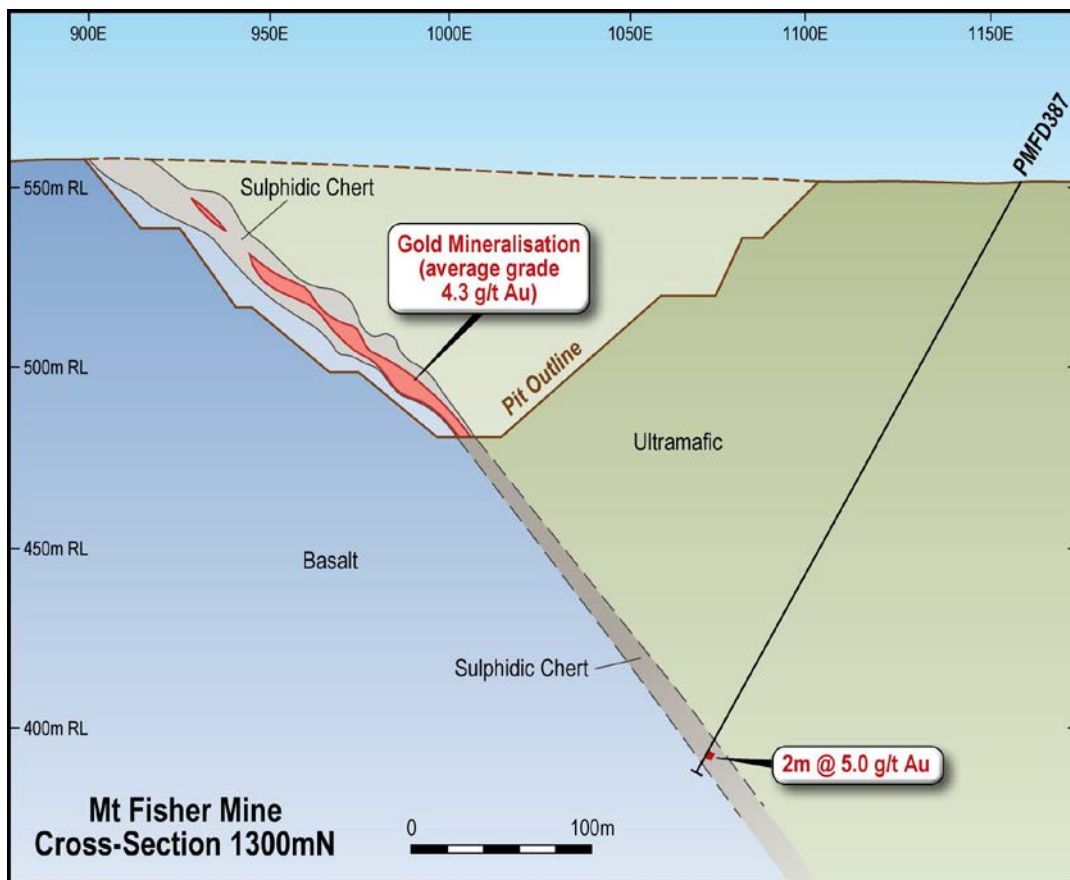


Figure 6: Mt Fisher Mine Cross Section 1300mN

1.13 Total operating and investing cash flows (brought forward)	(750)	(1,450)
Cash flows related to financing activities		
1.14 Proceeds from issues of shares (net of costs)	551	5,016
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	551	5,016
Net increase (decrease) in cash held	(199)	3,566
1.20 Cash at beginning of quarter/year to date	4,560	795
1.21 Exchange rate adjustments to 1.20	-	-
1.22 Cash at end of quarter	4,361	4,361

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

	Current quarter \$A'000
1.23 Aggregate amount of payments to the parties included in item 1.2	130
1.24 Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

N/A

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/A

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

Nil

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	970
4.2 Development	-
4.3 Production	-
4.4 Administration	323
Total	1,293

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	-	9
5.2 Deposits at call	4,361	4,551
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	4,361	4,560

Changes in interests in mining tenements

	Tenement reference	Nature of Interest	Interest at beginning of quarter	Interest at end of quarter	
6.1	Interest in mining tenements relinquished, reduced or lapsed	-	-	-	
6.2	Interest in mining tenements acquired or increased	E53/1061	Beneficial Owner	0%	100%
		E53/1106	Beneficial Owner	0%	100%
		E53/1218	Beneficial Owner	0%	100%
		E53/1219	Beneficial Owner	0%	100%
		E53/1250	Beneficial Owner	0%	100%
		E53/1386	Beneficial Owner	0%	100%
		M53/09	Beneficial Owner	0%	100%

	Tenement reference	Nature of Interest	Name	Interest	
6.3	Interest in mining tenements at end of the quarter	EL10316	Holder	Reward	100%
		EL23515	Holder	Myrtle North	100%
		EL26406	Holder	Reward North	100%
		EL27541	Holder	Myrtle Extended	100%
		EL28275	Holder	Marqua Creek	100%
		EL28276	Holder	Grave Hole Creek	100%
		EL28611	Applicant	Mt Woods East	100%
		EL28612	Applicant	Field River	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 <i>(description)</i>	-			
7.2 Changes during quarter	-			
7.3 Ordinary securities	355,231,233	355,231,233		
7.4 Changes during quarter				
- Issued	10,000,000	10,000,000	\$0.05	\$0.05
- Options exercised	4,181,388	4,181,388	\$0.015	\$0.015
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>
	26,087,811	26,087,811	\$0.015	31 July 2011
	3,750,000	Nil	\$0.038	26 Sept 2012
7.8 Issued during quarter	-	-	-	-
7.9 Exercised during quarter	4,181,388	4,181,388	\$0.015	31 July 2011
7.10 Expired during quarter	30,160,238	30,160,238	\$0.10	30 June 2011
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: 29 July 2011

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

Company Secretary

Print Name: Brett Dickson