



Quarterly Report

For the period ended 30 September 2005

HIGHLIGHTS

Laos - Zinc

- **Rox elects to proceed with the Pha Luang project joint venture**
- **High grade drill intercepts two kilometres apart**
- **Drill intersections of: 17.5 metres grading 18.5% zinc, 5.3% lead and 28 g/t silver
4.3 metres grading 45.9% zinc, 6.6% lead and 30 g/t silver**
- **Highest individual assays of 42% zinc, 18.7% lead and 134 g/t silver**

South Africa - Diamonds

- **Nine kimberlite pipes near Kimberley, South Africa secured**
- **Diamonds currently being mined on a small scale at one kimberlite (Cyrus)**
- **Indicator mineral sampling shows strong indication of diamonds at Smithsdale kimberlite**
- **Black Economic Empowerment (BEE) partner with kimberlite mining experience secured**

INTRODUCTION

The September quarter has been a busy one for Rox with drilling carried out on its Pha Luang lead-zinc-silver project in Laos, and a number of exciting kimberlite projects added to its South African diamond portfolio.

In Laos, Rox undertook due diligence drilling at the Pha Luang lead-zinc-silver project to test three different types of high-grade surface oxide mineralisation. Drilling at the Bon Noi and Nam Yen prospects (2 kilometres apart) returned excellent results and Rox elected to proceed with the project.

In South Africa Rox has assembled a quality portfolio of kimberlite projects. The projects are located approximately 30 kilometres north west of the diamond centre of Kimberley and cover an area of 96 square kilometres. The agreements include an option to acquire an interest of up to 60% in the Cyrus diamond deposit, currently being mined on a small scale.

There are eight other known kimberlites within the area covered by the various agreements and an exploration application. Indicator mineral sampling of one of these kimberlites highlighted the likelihood that it is diamond bearing. The other kimberlites have not been sampled. Rox has also secured a BEE agreement with Lute Mining and Diamonds over the bulk of the projects. The current owner of the Cyrus project, Tsweleng Pty Ltd, will act as BEE partner for this project.

LAOS

Rox has elected to proceed to acquire a 60% interest in the sulphide portion of the Pha Luang zinc-lead mine which lies 160 kilometres north of Vientiane, the capital city of the Lao People's Democratic Republic (Laos) (Figure 1). This decision was made after the drilling of 400 metres in seven holes (PLD001-007) drilled at four different oxide prospects.

Bon Noi

The first hole (PLD001) at Bon Noi intersected minor sulphide mineralisation (<1% disseminated pyrite and sphalerite) in limestone and brecciated limestone. As the hole was drilled vertically, it is felt that the hole missed the plunge of the potential massive sulphide zone.

Assays from hole PLD004 at **Bon Noi** confirmed the rich nature of the secondary mineralisation with an intercept of **17.5 metres grading 18.5% zinc, 5.3% lead and 28 ppm silver** from 7.4-24.9 metres down hole, including 4.2 metres grading 20.9% zinc, 18.7% lead and 79 ppm silver from 9.8-14.0 metres.



Figure 1: Pha Luang Project Location Map

Specific mineralised intervals for PLD004 were:

From (m)	To (m)	Interval (m)	Zinc %	Lead %	Silver ppm
0.0	1.0	1.0	15.1	2.42	33
4.0	7.4	3.4	3.62	0.24	9
7.4	8.3	0.9	30.2	12.3	84
9.8	17.9	8.1	19.2	9.8	44
19.4	24.9*	5.5	25.6	0.3	10

* Lost core from 24.9 - 25.6m, 1% Zn lower cut-off

Individual high assays of up to 42.0% zinc, 23.5% lead and 134 ppm silver were obtained.

Lost core from 24.9 to 25.6 metres suggests mineralised material may have been washed out of the core barrel close to its contact with massive limestone.

Nam Yen

Holes PLD005-007 were drilled at the Nam Yen prospect, where lead sulphide (galena) outcrops for over 100 metres along strike and up to 30 metres width. Secondary lead and zinc minerals are also present in this zone. Previous rock chip sampling at Nam Yen returned assays of up to 64.2 % Pb, 18.3 % Zn and 98 ppm Ag. Outcrops of secondary lead-zinc minerals have now been mapped over a strike length exceeding 200 metres at Nam Yen.

Hole PLD005 intersected massive secondary lead-zinc mineralisation over a 4.3 metre down hole interval with weighted average assays of 45.9% zinc (Zn), 6.6% lead (Pb) and 30 ppm (g/t) silver (Ag). Specific mineralised intervals were:

From (m)	To (m)	Interval (m)	Zn %	Pb %	Ag ppm
0.0	4.3	4.3	45.9	6.6	30
4.3	6.0	1.7	3.73	0.15	0.5
9.0	11.0	2.0	1.78	1.38	8
14.0	17.0	3.0	2.34	0.08	1.5
19.0	19.6	0.6	4.53	1.66	8

1% Zn lower cut-off

Two further holes, PLD006 and 007 were also completed with both holes encountering high grade mineralisation.

Hole	From (m)	To (m)	Interval (m)	Zn %	Pb %	Ag ppm
PLD006	0	5.3	5.3	4.00	4.18	6
	12	12.7	0.7	4.18	0.43	1
	14	14.7	0.7	5.19	2.73	11
PLD007	0	2.1	2.1	39.80	7.30	46
	6.2	7	0.8	2.46	0.04	<1

1% Zn lower cut-off

Pha Luang

Hole PLD002 at Pha Luang 2 was drilled beneath the outcropping hydrozincite mineralisation. Because of site access difficulties the hole was drilled from the footwall side and may have drilled largely down dip. It intersected massive and brecciated limestone with trace to minor (<1%) sulphides.

Hole PLD003 was drilled at Pha Luang 3 again testing the hydrozincite surface zone. Drilling was vertical to intersect the zone beneath the steeply dipping secondary zinc mineralisation. Some secondary hydrozincite mineralisation was noted but the geology was largely massive and brecciated limestone with trace to minor (<1%) sulphides.

SOUTH AFRICA

The Vaal kimberlite province lies 30 kilometres north west of Kimberley. The district has been inadequately explored with modern technology particularly given the indicator mineral overprint from extensive alluvial cover, the strong structural control masking geophysical signatures and the lack of land access in the past. There are many vegetation, topographic and structural targets, indicative of underlying kimberlites that deserve investigation.

The district also hosts many alluvial diamond deposits associated with the evolution of the Vaal River. Local kimberlite mining has yielded high gem content and high diamond prices. Rox's projects are in close proximity to the kimberlite mines of Leicester (production grades of 22 cpht at US\$265 per carat) and Holsdam (production grades of 21 cpht at US\$160 per carat).

South Africa is the world's fourth largest diamond producer by value and in 2004 De Beers' production alone amounted to 13.7 million carats. Rox is focussed on the Kimberley region because of its established infrastructure, mining culture and diamond opportunities. The introduction of the new Mining and Petroleum Resources Development Act in 2004 has opened up areas under the 'use it or lose it' principle, dominated by major companies or landowners who held prospective ground without proactive exploration or development.

Cyrus Kimberlite Mine

Rox has secured an option to earn up to a 60% interest in the Cyrus kimberlite mine and surrounds by undertaking exploration, development and completion of a feasibility study. The mine is currently being operated on a small scale by local company, Tswelelang Pty Ltd. Tswelelang will become Rox's BEE partner for the project. The 15 square kilometre prospecting permit encompasses two other known kimberlite pipes and a high level Vaal River palaeochannel meander which is prospective for alluvial diamonds.

The Cyrus kimberlite was discovered around 1900 and was mined during the 1940's. Mining records from limited underground development, via an 80 metre deep shaft, are unavailable. Two shallow open pits have been excavated into weathered kimberlite over a strike length of 210 metres. From the larger of the two pits, Tswelelang has been extracting kimberlite for processing by two 8 foot rotary pans on site for the past four months. The 1,313 carats recovered have included an 11 carat stone sold for US\$400 per carat and a 4 carat stone sold for US\$3,300 per carat.

The size of the Cyrus kimberlite is unknown. The open pits extend over a 0.7 hectare area but the kimberlite is open to the east and north.

Rox plans to begin an exploration programme immediately including ground gravity surveys, drilling and bulk sampling to determine the size, shape, geological complexity, grade and diamond value of this diamond deposit. Exploration over the remainder of the property will investigate the two other known kimberlites and delineate and test additional targets.

The agreement with Tswelelang provides Rox with a 19 month option period. Rox is required to make staged payments of 677,000 rand (A\$135,000) over this period to acquire a 51% interest. Rox can earn a further 9% interest by completion of a feasibility study (making 60% in total).

Smithsdale and Harrisdale

Rox has secured 18 month options to explore for kimberlites on the Smithsdale and Harrisdale projects. There are three known kimberlite pipes on the Smithsdale project, with one exposed in a shallow 15 metre deep pit. Indicator mineral analyses for this kimberlite confirm its diamond potential and indicate potential for a grade similar to the Cyrus mine.

A ground EM survey defined the pipe as one hectare in area with possible extensions to the east. The remaining kimberlites on Smithsdale have yet to be sampled for indicator mineral content or have their size delineated.

At Harrisdale there is one known kimberlite and numerous vegetation and topographic targets along prospective structural zones. Harrisdale has been intensively mined for its high level rooikoppie gravels.

Williamstown

The Company has applied for a prospecting right over the Williamstown project (adjacent to Harrisdale, Figure 2). The tenement contains two known kimberlites, a number of prospective topographic anomalies and its favourable structural setting. With approval of the required environmental management plan and payment of the environmental guarantee, it is expected that the application will be granted shortly.

Black Economic Empowerment Agreement

Rox has concluded a Black Economic Empowerment ("BEE") agreement with Lute Mining and Diamonds ("LMD") which will apply to the Smithsdale, Harrisdale and Williamstown projects. LMD is a Kimberley based company with specialised professional engineering experience in kimberlite mining in South Africa and LMD will be actively involved as a joint-venture partner in the selected projects.

MENZIES

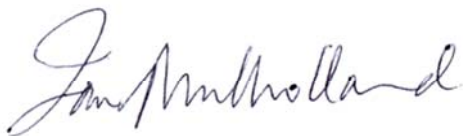
A review of the Menzies project was undertaken during the quarter and the Company is reviewing options to realise value from the project.

FINANCIAL

As at 30 September 2005, Rox had 32.27 million shares on issue and cash on hand of \$1.4 million.

Dated this 31st day of October 2005.

Signed on behalf of the Board of Rox Resources Limited.



IAN MULHOLLAND
Managing Director

FOR FURTHER INFORMATION CONTACT:

Ian Mulholland, Managing Director
Tel: (08) 9486 4537

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Mr Ian Mulholland B.Sc (Hons), M.Sc., F.Aus.I.M.M., F.A.I.G., F.S.E.G., 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.

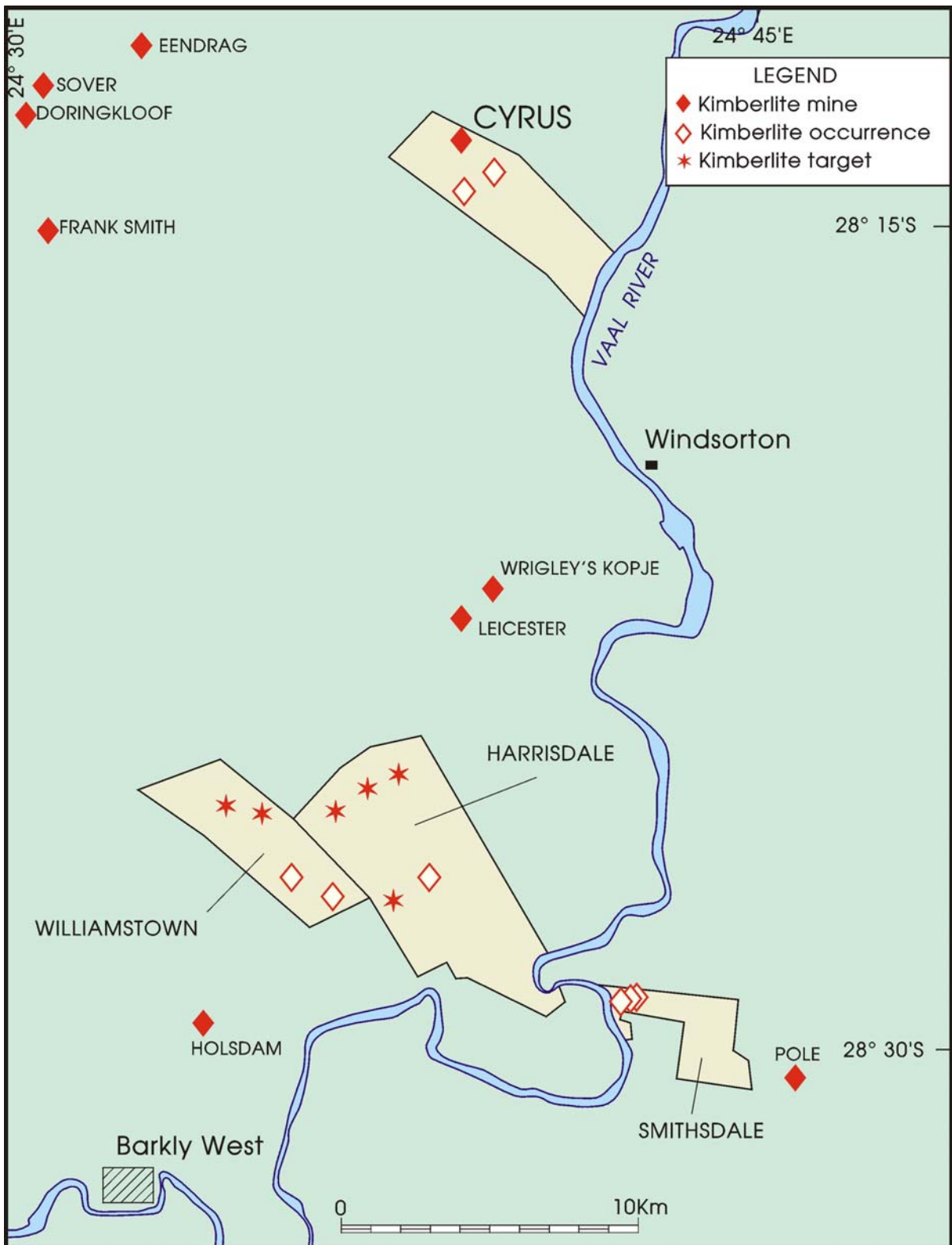


Figure 2: Vaal Kimberlite Project

APPENDIX 5B

Mining Exploration entity quarterly report

Name of entity

ROX RESOURCES LIMITED

ACN or ARBN

107 202 602

Quarter ended ("current quarter")

September 2005

Consolidated statement of cash flows

	Current Quarter A\$'000	Year to Date (3 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	(334)	(334)
(b) development	-	-
(c) production	-	-
(d) administration	(186)	(186)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	22	22
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other - Security bonds	-	-
Net Operating Cash Flows	(498)	(498)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other	-	-
Net investing cash flows	-	-
1.13 Total operating and investing cash flows (carried forward)	(498)	(498)

1.13 Total operating and investing cash flows (brought forward)	(498)	(498)
Cash flows related to financing activities		
1.14 Proceeds from issues of shares (net of costs)	-	-
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	-	-
Net increase (decrease) in cash held	(498)	(498)
1.20 Cash at beginning of quarter/year to date	1,891	1,891
1.21 Exchange rate adjustments to 1.20	-	-
1.22 Cash at end of quarter	1,393	1,393

**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	67
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

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	171
4.2 Development	-
Total	171

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	4	34
5.2 Deposits at call	1,389	1,857
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	1,393	1,891

Changes in interests in mining tenements

No changes during the quarter. See attached Schedule A for list of tenements.

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	32,272,000	22,638,618		
7.4 Changes during quarter - Issued	-			
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>	5,250,000	Nil	<i>Exercise Price</i> \$0.20	<i>Expires</i> 31 January 2009
	800,000	Nil	\$0.20	30 April 2007
7.8 Issued during quarter	-			
7.9 Exercised during quarter				
7.10 Expired during quarter	400,000	Nil	\$0.20	30 April 2007
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 2005

Company Secretary

Print Name: Brett Dickson

SCHEDULE A

Interests in mining tenements relinquished, reduced or lapsed during the quarter

Tenement Reference	Nature of Interest	Interest at beginning of quarter	Interest at end of quarter
M29/155	Relinquished	100%	Nil
M29/157	Relinquished	100%	Nil

Interests in mining tenements held

Tenement Reference	Nature of Interest	Interest at beginning of quarter	Interest at end of quarter
M29/14	Owned	100%	100%
M29/88	Owned	100%	100%
M29/153	Owned	100%	100%
M29/154	Owned	100%	100%
M29/184	Owned	100%	100%
M29/212	Owned	100%	100%
MLA29/223	Owned	100%	100%
MLA29/225	Owned	100%	100%
L29/41	Owned	100%	100%
L29/42	Owned	100%	100%
L29/43	Owned	100%	100%
L29/44	Owned	100%	100%
L29/58	Owned	100%	100%

Glossary

M	Mining Lease
MLA	Mining Lease Application
L	Miscellaneous Licence