

ROX RESOURCES LIMITED

ABN 53 107 202 602

REPORT FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

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Corporate Directory

Directors:

Mr Jeff Gresham
Non-Executive Chairman

Mr Ian Mulholland
Managing Director

Mr Michael Blakiston
Non-Executive Director

Company Secretary:

Mr Brett D Dickson

Bankers:

Westpac Banking Corporation
40 St George's Terrace
Perth WA 6000

Auditor:

Ernst & Young
Ernst & Young Building
11 Mounts Bay Road
Perth WA 6000

Telephone: (08) 9429 2222
Facsimile: (08) 9429 2436

Solicitor:

Blakiston & Crabb
1202 Hay Street
West Perth WA 6005

Telephone: (08) 9322 7644
Facsimile: (08) 9322 1506

For shareholder information contact:

Share Registry:

Computershare Registry Services Pty Ltd
Level 2, Reserve Bank Building
45 St Georges Terrace
Perth WA 6000

Telephone: (08) 9323 2000
Facsimile: (08) 9323 2033

Stock Exchange:

Australian Securities Exchange

Company Code:

RXL (Fully Paid Shares)
RXLO (10.0 cent, 30 June 2011 options)
RXLOA (1.5 cent, 31 July 2011 options)

Listed Securities:

217,521,751 Fully paid ordinary shares
30,160,238 10.0 cent, 30 June 2011 options
37,642,493 1.5 cent, 31 July 2011 options

Un-Listed Securities:

2,000,000 25 cent, 30 November 2010 options
7,500,000 3.8 cent, 26 September 2012 options

For information on your company contact:

Principal & Registered Office:

Level 1
30 Richardson Street
West Perth WA 6005

Telephone: (08) 6380 2966
Facsimile: (08) 6380 2988
Web: www.roxresources.com.au

ROX RESOURCES LIMITED

ABN 53 107 202 602

DIRECTOR'S REPORT FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

Your directors submit the financial report of the Company for the half-year ended 31 December 2009.

DIRECTORS

The names of the Company's directors in office during the financial period and until the date of this report are:

Mr Jeffrey Gresham
Mr Michael Blakiston
Mr Ian Mulholland

Directors have been in office since the start of the financial period to the date of the report unless otherwise stated.

REVIEW OF OPERATIONS

The loss for the half-year ended 31 December 2009 was \$770,199 (2008: \$1,314,687). This loss was principally due to exploration expenditure of \$446,128 (2008: \$583,632) being expensed directly to the profit and loss account.

Myrtle zinc-lead project, Australia

Rox has continued with its programme of work to progress the Myrtle zinc-lead project in the Northern Territory.

Initial metallurgical testwork has been encouraging with recoveries of 90% zinc and 74% lead achieved and further testwork is underway.

During the reporting period RC drilling was completed which has enabled a better understanding of the Myrtle deposit. Advancements made during this period are:

- Continuous near surface mineralisation with open pit potential at the Main Zone has now been confirmed over a 700m strike length. Near surface the dip is flat (but steepens to the north-west), which will reduce stripping ratios.
- A new discovery of mineralisation at the Eastern Zone which lies about 1km east of the Main zone. Already an area of mineralisation over at least 600 metres strike length and 200 metres down dip has been defined. This zone is shallowly dipping and there is significant potential to increase its size.
- Updated resource estimates will be completed during the March 2010 quarter.
- Two strong targets identified for high-grade Zn-Pb beyond the current limits of drilling.
- The Main Zone of mineralisation remains open in several directions.

Pha Luang zinc-lead project, Laos

During the half year the Company withdrew from the Pha Luang project.

AUDITORS INDEPENDENCE DECLARATION

Section 307C of the Corporations Act 2001 requires our auditors, Ernst & Young, to provide the directors of Rox Resources Limited with an Independence Declaration in relation to the review of the half-year financial report. This Independence Declaration is attached to the Independent Review Report to Members.

Signed in accordance with a resolution of the Directors.

A handwritten signature in black ink, appearing to read 'J. Gresham', with a long horizontal flourish extending to the right.

J. GRESHAM
Director

Perth, Western Australia

Dated this 4th day of March 2010

ROX RESOURCES LIMITED

ABN 53 107 202 602

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2009**CONSOLIDATED**

	Note	31 December 2009 (\$)	30 June 2009 (\$)
ASSETS			
Current Assets			
Cash and cash equivalents	5	1,276,028	423,389
Prepayments		22,054	3,957
Total Current Assets		<u>1,298,082</u>	<u>427,346</u>
Non-Current Assets			
Available for sale investments		-	70,500
Other financial assets		-	26,850
Plant & Equipment		55,972	71,158
Total Non-Current Assets		<u>55,972</u>	<u>168,508</u>
Total Assets		<u>1,354,054</u>	<u>595,854</u>
LIABILITIES			
Current Liabilities			
Trade and other payables		87,941	46,638
Provisions		49,663	55,667
Income tax payable		8,086	8,086
Total Current Liabilities		<u>145,690</u>	<u>110,391</u>
Total Liabilities		<u>145,690</u>	<u>110,391</u>
NET ASSETS		<u>1,208,364</u>	<u>485,463</u>
EQUITY			
Contributed Equity	4	13,299,189	12,074,860
Reserves		1,155,814	887,043
Accumulated losses		(13,246,639)	(12,476,440)
TOTAL EQUITY		<u>1,208,364</u>	<u>485,463</u>

The above statement of financial position should be read in conjunction with the accompanying notes

ROX RESOURCES LIMITED

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**STATEMENT COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2009****CONSOLIDATED**

	Note	31 December 2009 (\$)	31 December 2008 (\$)
Other revenue	3	98,976	17,665
Corporate expenses		(100,411)	(162,392)
Occupancy and related expenses		(79,746)	(100,479)
Salaries, wages and superannuation		(222,838)	(278,831)
Exploration expenditure expensed		(446,128)	(583,632)
Net loss on disposal of furniture and equipment		(4,561)	-
Share based payments to employees		(6,230)	(12,660)
Impairment write down of available-for-sale investments		-	(179,100)
Depreciation		(9,261)	(15,258)
Loss before income tax		(770,199)	(1,314,687)
Income tax expense		-	-
Net Loss for the period after income tax		(770,199)	(1,314,687)
Other comprehensive income			
Net fair value gains (losses) on available-for-sale financial assets		(9,000)	-
Other comprehensive income for the period net of tax		(9,000)	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		(779,199)	(1,314,687)
- basic and diluted loss per share from operations attributable to the ordinary equity holders of the parent		(0.43)	(1.81)

The above statement of comprehensive income should be read in conjunction with the accompanying notes

ROX RESOURCES LIMITED

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STATEMENT OF CHANGES IN EQUITY FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

CONSOLIDATED

	Issued Share Capital (\$)	Share Option Reserve (\$)	Available for sale Asset Reserve (\$)	Accumulated (Losses) (\$)	Total (\$)
At 1 July 2009	12,074,860	878,043	9,000	(12,476,440)	485,463
Loss for period	-	-	-	(770,199)	(770,199)
Other comprehensive income	-	-	(9,000)	-	(9,000)
Total comprehensive loss for the half year	-	-	(9,000)	(770,199)	(779,199)
Transactions with owners in their capacity as owners					
Issue of share capital	1,634,120	-	-	-	1,634,120
Share issue costs	(409,791)	-	-	-	(409,791)
Share-based payments	-	277,771	-	-	277,771
Balance as at 31 December 2009	<u>13,299,189</u>	<u>1,155,814</u>	<u>-</u>	<u>(13,246,639)</u>	<u>1,208,364</u>
At 1 July 2008	10,896,360	807,454	-	(10,632,461)	1,071,353
Loss for period	-	-	-	(1,314,687)	-
Other comprehensive income	-	-	-	-	-
Total comprehensive loss for the half year	-	-	-	(1,314,687)	(1,314,687)
Transactions with owners in their capacity as owners					
Issue of share capital	653,000	-	-	-	653,000
Share issue costs	(59,648)	-	-	-	(59,648)
Share-based payments	-	12,660	-	-	12,660
Balance as at 31 December 2009	<u>11,489,712</u>	<u>820,114</u>	<u>-</u>	<u>(11,947,148)</u>	<u>362,678</u>

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

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**STATEMENT OF CASH FLOWS FOR THE HALF-YEAR ENDED
31 DECEMBER 2009**

		CONSOLIDATED	
	Note	31 December 2009	31 December 2008
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(443,616)	(572,583)
Payments for exploration activities		(388,306)	(622,847)
Net cash flows used in operating activities		(831,922)	(1,195,430)
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		5,975	17,665
Payments for purchase of exploration projects		-	(50,000)
Proceeds from sale of investments		155,865	-
Net cash flows from (used in) investing activities		161,840	(32,335)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		1,634,120	653,000
Payments for share issue expenses		(138,249)	(41,190)
Security bonds repaid		26,850	-
Net cash flows from financing activities		1,522,721	611,810
Net increase (decrease) in cash and cash equivalents		852,639	(615,955)
Cash and cash equivalents at beginning of period		423,389	771,274
Cash and cash equivalents at end of period	5	1,276,028	155,319

The above statement of cash flows should be read in conjunction with the accompanying notes

ROX RESOURCES LIMITED

ABN 53 107 202 602

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT

Basis of Preparation

This general-purpose condensed financial report for the half year ended 31 December 2009 has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The half-year financial report does not include all notes of the type normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the Company as the full financial report.

It is recommended that the half-year financial report be read in conjunction with the annual report for the year ended 30 June 2009 and considered together with any public announcements made by Rox Resources Limited during the half-year ended 31 December 2009 in accordance with the continuous disclosure obligations of the ASX listing rules.

Apart from the changes in accounting policy noted below, the accounting policies and methods of computation are the same as those adopted in the most recent annual financial report.

Changes in Accounting Policy

From 1 July 2009 the Company has adopted all Australian Accounting Standards and Interpretations mandatory for annual reports beginning on or after 1 July 2009, including:

Reference	Title	Summary	Application date of standard	Application date for Group
AASB Int. 17 and AASB 2008-13	Distributions of Non-cash Assets to Owners and consequential amendments to Australian Accounting Standards AASB 5 and AASB 110	The Interpretation outlines how an entity should measure distributions of assets, other than cash, as a dividend to its owners acting in their capacity as owners. This applies to transactions commonly referred to as spin-offs, split offs or demergers and in-specie distributions.	1 July 2009	1 July 2009
AASB 8 and AASB 2007-3	Operating Segments and consequential amendments to other Australian Accounting Standards	New Standard replacing AASB 114 <i>Segment Reporting</i> , which adopts a management reporting approach to segment reporting.	1 January 2009	1 July 2009
AASB 101 (Revised), AASB 2007-8 and AASB 2007-10	Presentation of Financial Statements and consequential amendments to other Australian Accounting Standards	Introduces a statement of comprehensive income. Other revisions include impacts on the presentation of items in the statement of changes in equity, new presentation requirements for restatements or reclassifications of items in the financial statements, changes in the presentation requirements for dividends and changes to the titles of the financial statements.	1 January 2009	1 July 2009

ROX RESOURCES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT (Cont'd)

Reference	Title	Summary	Application date of standard	Application date for Group
AASB 2008-1	Amendments to Australian Accounting Standard – Share-based Payments: Vesting Conditions and Cancellations	The amendments clarify the definition of “vesting conditions”, introducing the term “non-vesting conditions” for conditions other than vesting conditions as specifically defined and prescribe the accounting treatment of an award that is effectively cancelled because a non-vesting condition is not satisfied.	1 January 2009	1 July 2009
AASB 3 (Revised)	Business Combinations	The revised Standard introduces a number of changes to the accounting for business combinations, the most significant of which includes the requirement to have to expense transaction costs and a choice (for each business combination entered into) to measure a non-controlling interest (formerly a minority interest) in the acquiree either at its fair value or at its proportionate interest in the acquiree's net assets. This choice will effectively result in recognising goodwill relating to 100% of the business (applying the fair value option) or recognising goodwill relating to the percentage interest acquired. The changes apply prospectively.	1 July 2009	1 July 2009
AASB 127 (Revised)	Consolidated and Separate Financial Statements	There are a number of changes arising from the revision to AASB 127 relating to changes in ownership interest in a subsidiary without loss of control, allocation of losses of a subsidiary and accounting for the loss of control of a subsidiary. Specifically in relation to a change in the ownership interest of a subsidiary (that does not result in loss of control) – such a transaction will be accounted for as an equity transaction.	1 July 2009	1 July 2009
AASB 2008-3	Amendments to Australian Accounting Standards arising from AASB 3 and AASB 127	Amending Standard issued as a consequence of revisions to AASB 3 and AASB 127. Refer above.	1 July 2009	1 July 2009
AASB 2008-5	Amendments to Australian Accounting Standards arising from the Annual Improvements Project	<p>The improvements project is an annual project that provides a mechanism for making non-urgent, but necessary, amendments to IFRSs. The IASB has separated the amendments into two parts: Part I deals with changes the IASB identified resulting in accounting changes; Part II deals with either terminology or editorial amendments that the IASB believes will have minimal impact.</p> <p>This was the first omnibus of amendments issued by the IASB arising from the Annual Improvements Project and it is expected that going forward, such improvements will be issued annually to remove inconsistencies and clarify wording in the standards.</p> <p>The AASB issued these amendments in two separate amending standards; one dealing with the accounting changes effective from 1 January 2009 and the other dealing with amendments to AASB 5, which will be applicable from 1 July 2009 [refer below AASB 2008-6].</p>	1 January 2009	1 July 2009

ROX RESOURCES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT (Cont'd)

Reference	Title	Summary	Application date of standard	Application date for Group
AASB 2008-6	Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project	This was the second omnibus of amendments issued by the IASB arising from the Annual Improvements Project. Refer to AASB 2008-5 above for more details.	1 July 2009	1 July 2009
AASB 2008-7	Amendments to Australian Accounting Standards – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	The main amendments of relevance to Australian entities are those made to AASB 127 deleting the “cost method” and requiring all dividends from a subsidiary, jointly controlled entity or associate to be recognised in profit or loss in an entity's separate financial statements (i.e., parent company accounts). The distinction between pre- and post-acquisition profits is no longer required. However, the payment of such dividends requires the entity to consider whether there is an indicator of impairment. AASB 127 has also been amended to effectively allow the cost of an investment in a subsidiary, in limited reorganisations, to be based on the previous carrying amount of the subsidiary (that is, share of equity) rather than its fair value.	1 January 2009	1 July 2009
AASB 2009-2	Amendments to Australian Accounting Standards – Improving Disclosures about Financial Instruments [AASB 4, AASB 7, AASB 1023 & AASB 1038]	The main amendment to AASB 7 requires fair value measurements to be disclosed by the source of inputs, using the following three-level hierarchy: <ul style="list-style-type: none"> ▶ quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); ▶ inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and ▶ inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). <p>These amendments arise from the issuance of <i>Improving Disclosures about Financial Instruments (Amendments to IFRS 7)</i> by the IASB in March 2009.</p> <p>The amendments to AASB 4, AASB 1023 and AASB 1038 comprise editorial changes resulting from the amendments to AASB 7.</p>	Annual reporting periods beginning on or after 1 January 2009 that end on or after 30 April 2009.	1 July 2009

ROX RESOURCES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT (Cont'd)

Reference	Title	Summary	Application date of standard	Application date for Group
AASB 2009-4	Amendments to Australian Accounting Standards arising from the Annual Improvements Project [AASB 2 and AASB 138 and AASB Interpretations 9 & 16]	<p>The amendments to some Standards result in accounting changes for presentation, recognition or measurement purposes, while some amendments that relate to terminology and editorial changes are expected to have no or minimal effect on accounting.</p> <p>The main amendment of relevance to Australian entities is that made to IFRIC 16 which allows qualifying hedge instruments to be held by any entity or entities within the group, including the foreign operation itself, as long as the designation, documentation and effectiveness requirements in AASB 139 that relate to a net investment hedge are satisfied. More hedging relationships will be eligible for hedge accounting as a result of the amendment.</p> <p>These amendments arise from the issuance of the IASB's Improvements to IFRSs. The amendments pertaining to IFRS 5, 8, IAS 1, 7, 17, 36 and 39 have been issued in Australia as AASB 2009-5 (refer below).</p>	1 July 2009	1 July 2009
AASB 2009-7	Amendments to Australian Accounting Standards [AASB 5, 7, 107, 112, 136 & 139 and Interpretation 17]	These comprise editorial amendments and are expected to have no major impact on the requirements of the amended pronouncements.	1 July 2009	1 July 2009

Adoptions of these Standards did not have any effect on the financial position or performance of the Group.

The Group has not elected to early adopt any other new Standards or amendments that are issued but not yet effective.

NOTE 2: OPERATING SEGMENTS

Identification of Reportable Segments

The Company has based its operating segment on the internal reports that are reviewed and used by the executive management team (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The Company currently does not have production and is only involved in exploration. As a consequence, activities in the operating segment are identified by management based on the manner in which resources are allocated, the nature of the resources provided and the identity of service line manager and country of expenditure. Discrete financial information about each of these areas is reported to the executive management team on a monthly basis.

Based on this criteria, the Company has only one operating segment, being exploration, and the segment operations and results are the same as the Company results.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

CONSOLIDATED

31 December 2009 31 December 2008
\$ \$

NOTE 3: REVENUE, INCOME AND EXPENSES

Loss from ordinary activities before income tax expense includes the following revenue and expenses whose discussion is relevant in explaining the financial performance of the entity:

(a) Other revenue		
Interest revenue	5,975	17,665
Net gain on disposal of available-for-sale financial assets	93,001	-
	<u>98,976</u>	<u>17,665</u>

NOTE 4: SHARE CAPITAL

	Shares	\$
Balance at 1 July 2008	57,875,333	10,896,360
Issued on 21 August 2008 at \$0.045 per shares	8,600,000	387,000
Issued on 10 September 2008 at \$0.045 per share	5,911,095	266,000
Share issue expenses	-	(59,648)
Balance as at 31 December 2008	<u>72,386,428</u>	<u>11,489,712</u>
Balance at 1 July 2009	108,580,426	12,074,860
Issued on 1 September 2009 at \$0.015 per share	108,580,426	1,628,706
Issued on 9 October 2009 at \$0.015 per share	79,732	1,196
Issued on 5 November 2009 at \$0.015 per share	276,167	4,143
Issued on 8 December 2009 at \$0.015 per share	5,000	75
Share issue expenses	-	(409,791)
Balance at 31 December 2009	<u><u>217,521,751</u></u>	<u><u>13,299,189</u></u>

CONSOLIDATED

31 December 2009 31 December 2008
\$ \$

NOTE 5: CASH AND CASH EQUIVALENTS

For the purpose of the half-year statement of cash flows, cash and cash equivalents are comprised the following.

Cash at bank and in hand	<u>1,276,028</u>	<u>423,389</u>
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ROX RESOURCES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2009

NOTE 6: COMMITMENTS AND CONTINGENCIES

During the period security deposits totalling \$26,850 were repaid. In addition agreement was reached with Paramount Mining Corporation Limited for it to issue a further 750,000 shares to the Company in return for assistance in acquiring an mining tenement in South Africa. The issue of those shares is subject to a number of preconditions which had not been met at the end of the reporting period.

However, management regard the likelihood of the pre-conditions being satisfied as probable.

At 31 December 2009, the closing share price of Paramount Mining Corporation Limited was \$0.097 and the total value of the contingent receivable was \$72,750.

There were no other changes to the commitments and contingencies disclosed in the most recent annual financial report.

NOTE 7: EVENTS AFTER THE BALANCE SHEET DATE

No matter or circumstance has arisen since the end of the financial period which significantly affected or may significantly affect the operation of the Company, the results of those operations or the state of affairs of the Company in subsequent financial periods.

ROX RESOURCES LIMITED

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DECLARATION

In accordance with a resolution of the directors of Rox Resources Limited, I state that:

In the opinion of the directors

- (a) The financial statements and notes of the Company are in accordance with the Corporations Act 2001, including:
- (i) giving a true and fair view of the financial position as at 31st December 2009 and the performance for the half year ended on that date of the Company.
 - (ii) complying with Accounting Standard AASB 134 "Interim Financial Reporting" and the Corporations Regulations 2001.
- (b) There are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

On behalf of the Board



J. GRESHAM

Director

Perth, Western Australia

Dated this 4th day of March 2010

To the members of Rox Resources Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Rox Resources Limited, which comprises the condensed statement of financial position as at 31 December 2009 and the condensed statement of comprehensive income, condensed statement of changes in equity and condensed statement of cash flows for the half-year ended on that date, other selected explanatory notes and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of Interim and other Financial Reports Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the company's financial position as at 31 December 2009 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Rox Resources Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the Directors' Report.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Rox Resources Limited is not in accordance with the *Corporations Act 2001*, including:

- i giving a true and fair view of the company's financial position as at 31 December 2009 and of its performance for the half-year ended on that date; and
- ii complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A handwritten signature in blue ink, appearing to read 'Ernst & Young'.

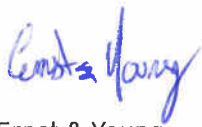
Ernst & Young

A handwritten signature in blue ink, appearing to read 'RJ Curtin'.

RJ Curtin
Partner
Perth
4 March 2010

Auditor's Independence Declaration to the Directors of Rox Resources Limited

In relation to our review of the financial report of Rox Resources Limited for the half-year ended 31 December 2009, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

A handwritten signature in blue ink, appearing to read 'Ernst & Young'.

Ernst & Young

A handwritten signature in blue ink, appearing to read 'RJ Curtin'.

RJ Curtin
Partner
Perth
4 March 2010