

Quarterly Report

For the period ended 30 June 2005

OVERVIEW

The June quarter has been one of major transformation and opportunity for Rox where the Company moved to evaluate and commence work programs on the two new projects added to its portfolio earlier in the year.

In Laos, Rox has formed a joint venture with local partner First Pacific Mining to explore and develop the potentially world class Pha Luang zinc-lead-silver project. Diamond drilling commenced at Pha Luang in early July after equipment availability delays and then record rains and floods in Laos and Southern China during June. The drilling is expected to take 4 - 6 weeks to complete, subject to conditions allowing access.

In South Africa, two prospecting licences over alluvial diamond targets have now been offered for grant and Rox expects to commence field work during the next quarter. The Company has also been actively evaluating a number of alluvial and kimberlite diamond opportunities, and continues to build a portfolio of prospective properties.

LAOS

Rox has an agreement (as previously reported) 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).

First Pacific Mining is currently mining zinc oxide ore on a small scale which grades 37-40% Zn at Pha Luang 2 and 3 from the top of the Pha Luang range of limestone hills which rise up to 1,600 metres above the surrounding countryside. First Pacific Mining holds a granted mining concession covering 20 km² within a surrounding exploration permit of 48 km² (Figure 2).

The intensity and widths of zinc-lead-silver oxide outcrops at Pha Luang suggest that this area has the potential to host a zinc-lead deposit of world class proportions.

Drilling commenced at Pha Luang in early July and will test four of the zinc-lead-carbonate outcrops.

The first hole, PLD001 has been completed at the Bon Noi prospect. Assays are expected in 3-4 weeks after core cutting on site, sample preparation in Vientiane, and chemical analysis in Australia.

Recent rock chip sampling of oxide-carbonate outcrops at various target areas (see Figure 2 for locations) continued to confirm the tenor and extent of surface mineralisation. Selected results are given below:

	Zn %	Pb %	Ag ppm
Pha Luang 2	45.80	0.76	24
Pha Luang 3	53.30	0.59	5
Bon Noi	29.40	21.20	161
Gao Noi	2.31	60.90	485
Switchback #23	52.00	0.45	38
Switchback #25	26.10	0.86	10
Nam Yen B	13.50	64.20	74

Multiple zones of mineralisation up to 10 metres thick occur over widths of 50 metres at the mine, where mineralisation can be traced along strike for up to 400 metres. The deposits identified to date together with a number of other zinc-lead oxide mineralised outcrops, occur over 10 kilometres of strike, some 400 metres of vertical elevation within the range of hills and over 2 kilometres across strike as shown on Figure 2. There has been no systematic exploration to determine the lateral extent of these individual deposits or to locate additional deposits.

The style and mineralogy of the mineralisation suggests these are "Mississippi Valley Type" carbonate hosted deposits. The best known example of these in Australia are the Lennard Shelf deposits in the north Kimberley region of Australia, which hosted in excess of 20 million tonnes grading at better than 10% combined Pb-Zn. The target on First Pacific's mining concession is for a similar or better deposit. The deposits typically produce a very clean low-iron zinc concentrate that attracts premium prices.

SOUTH AFRICA

Rox through its South African subsidiary company Nyala Resources (Proprietary) Limited has been granted two prospecting licences for alluvial diamonds at Pampoene Pan and Vlakfontein. Final details of the Black Economic Empowerment (BEE) agreement are being completed and then Rox will be able to commence exploration work.

The Pampoene Pan alluvial diamond project area lies along a supposed palaeochannel of the Orange River between the Klipfontein alluvial mine to the east and the Saxendrift alluvial diamond mine to the west (Figure 3). Saxendrift is currently producing at a rate of 18,600 carats per annum realising diamond prices of around US\$1,000 per carat, and Klipfontein is being developed into a 3 million tonne per annum operation. There is about 15 km of potential channel on the prospecting licence, and the presence of surface gravels has been noted. Trenching and drilling are planned during the September quarter to establish the presence and extent of potentially diamond-bearing gravels.

The Vlakfontein prospecting licence lies 4 km down slope from the famous Jagersfontein kimberlite diamond mine, 100 km south east of Kimberley, which produced 8 of the world's top 24 largest diamonds - all over 500 carats in size. The licence is positioned to capture the dispersion of alluvial diamonds down slope from the Jagersfontein kimberlite pipe (which

produced 9.5 million carats). Surface topography indicates a funnelling of drainage by dolerite ridges south-east from Jagersfontein towards alluvial flats and a break in slope at Vlakfontein where diamonds may have been deposited (Figure 4).

The Company has also been successful in securing a number of options over areas with known kimberlite pipes in the Kimberley area. Work on these areas is at an early stage and will be progressed during the next six months.

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 June 2005, Rox had 32.27 million shares on issue and cash on hand of \$1.9 million.

ABOUT ROX

Rox is a Perth-based exploration company with projects in Laos, South Africa and Australia. In Laos Rox is in joint venture with a local partner to explore the potentially world class Pha Luang zinc-lead-silver deposit. In South Africa Rox has a number of alluvial and kimberlite diamond projects. Current resources at the historic million ounce Menzies gold project in Western Australia total 170,900 ounces of gold grading 2.5 g/t Au.

Dated this 29th day of July 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 1: Pha Luang Project Location Map

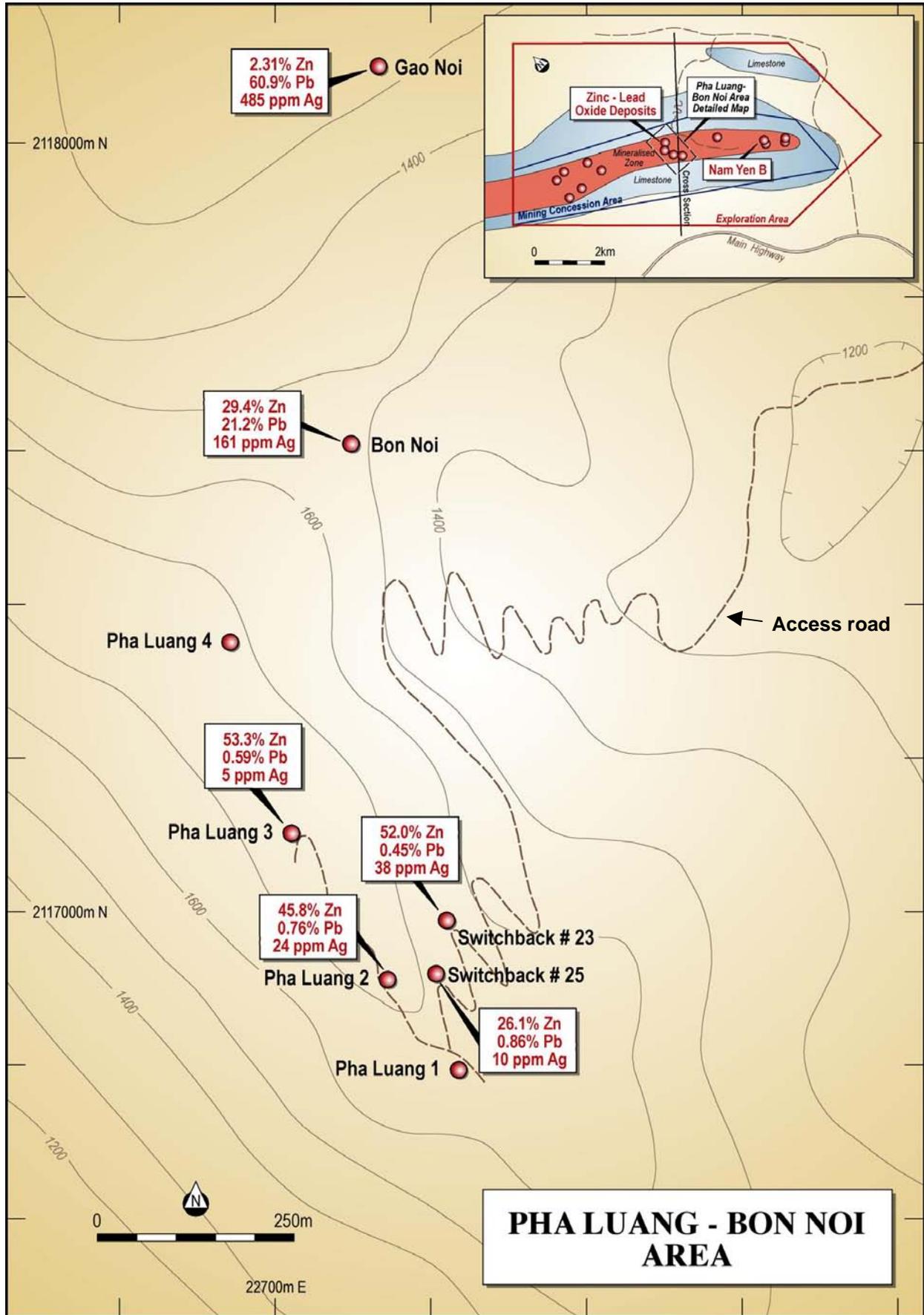


Figure 2: Pha Luang Rock Chip Sample Results

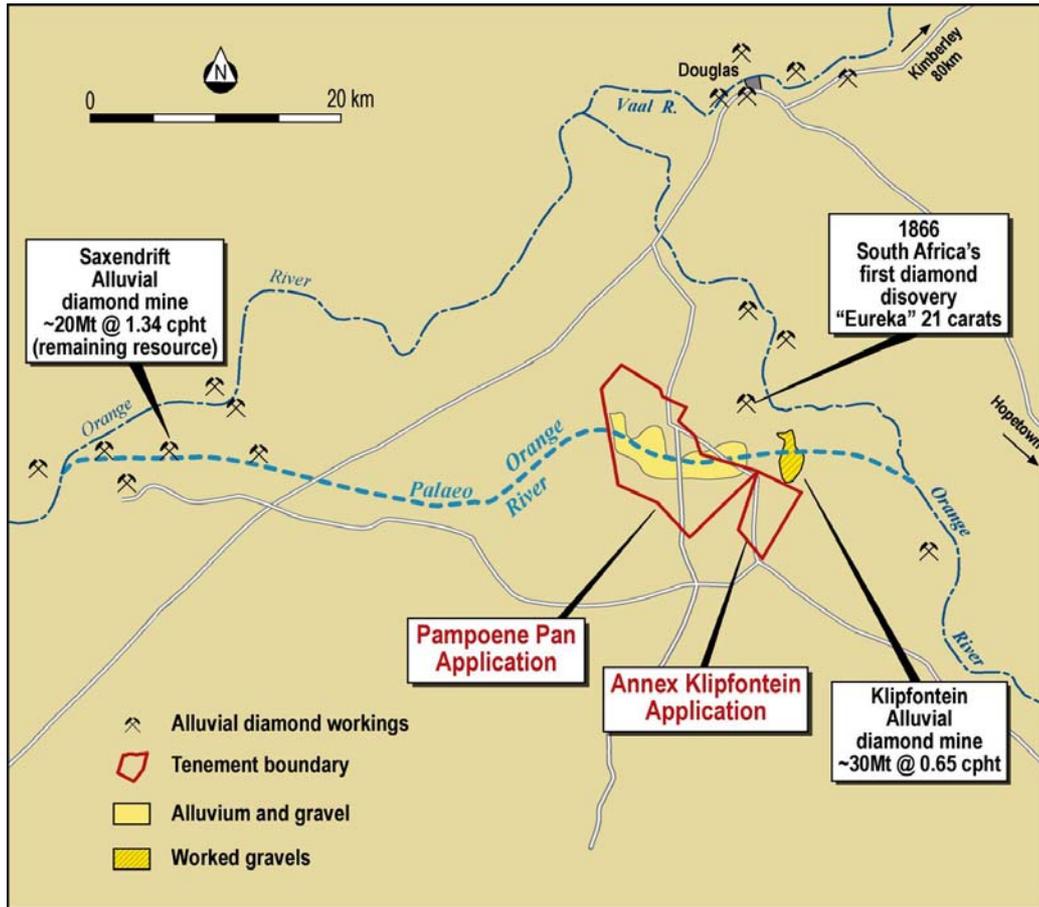


Figure 3: Pampoene Pan Project Location

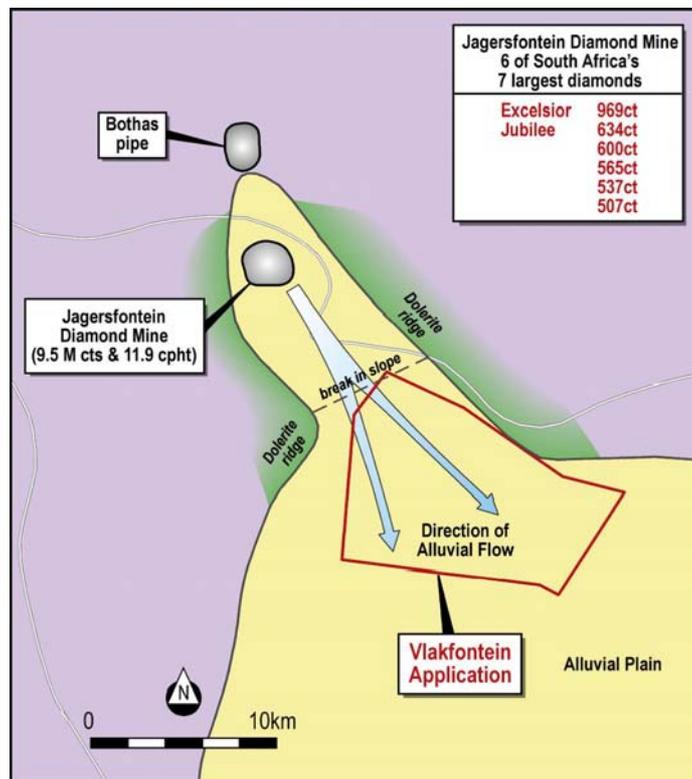


Figure 4: Vlakfontein Project Location

APPENDIX 5B

Mining Exploration entity quarterly report

Name of entity

ROX RESOURCES LIMITED

ACN or ARBN

107 202 602

Quarter ended ("current quarter")

June 2005

Consolidated statement of cash flows

	Current Quarter A\$'000	Year to Date (12 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	(287)	(1,000)
(b) development	-	-
(c) production	-	-
(d) administration	(99)	(491)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	27	134
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other - Security bonds	-	-
Net Operating Cash Flows	(359)	(1,357)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	(10)
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 - Security Bonds	-	(104)
Net investing cash flows	-	(114)
1.13 Total operating and investing cash flows (carried forward)	(359)	(1,471)

1.13 Total operating and investing cash flows (brought forward)	(359)	(1,471)
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	(359)	(1,471)
1.20 Cash at beginning of quarter/year to date	2,250	3,362
1.21 Exchange rate adjustments to 1.20	-	-
1.22 Cash at end of quarter	1,891	1,891

**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	303
4.2 Development	-
Total	303

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	34	-
5.2 Deposits at call	1,857	2,146
5.3 Bank overdraft	-	(104)
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	1,891	2,250

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
	1,200,000	Nil	\$0.20	30 April 2007
7.8 Issued during quarter	-			
7.9 Exercised during quarter				
7.10 Expired during quarter	-			
7.11 Debentures <i>(totals only)</i>	-			
7.12 Unsecured notes <i>(totals only)</i>	-			

Compliance statement

1. This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Law or other standards acceptable to ASX.
2. This statement does give a true and fair view of the matters disclosed.

Sign here: 

Date: 29 July 2005

Company Secretary

Print Name: Brett Dickson

SCHEDULE A

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%
M29/155	Owned	100%	100%
M29/157	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