

Quarterly Report

For the period ended 31 March 2005

OVERVIEW

The March quarter has been a particularly active one for Rox with the acquisition of two major new projects to add to its portfolio.

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, while in South Africa Rox has acquired a number of prospecting licences for exploration for alluvial and hard rock diamonds.

In both Laos and South Africa Rox is now working to increase the project pipeline with review of quality projects underway.

Rock chip samples taken by Rox of zinc oxide mineralisation at Pha Luang graded up to 51% zinc. Samples from mixed lead-zinc oxide-carbonate mineralisation graded up to 32% lead and 24% zinc, and a sample of partly oxidised galena (lead sulphide) assayed 74% lead and 400 g/t silver. These oxide caps are believed to be the surface expressions of a large sulphide system below.

Laos has a track record of successful Australian mine development that includes companies such as Oxiana and Pan Australian.

The prospecting licences in South Africa are in extremely attractive locations, covering extensions to past mines on the Vaal and Orange Rivers and a downstream catchment close to the famous Jagersfontein kimberlite mine.

South Africa offers excellent conditions for exploration and mining, with its favourable geology, world class management practices, short lead times to production and relatively low capital costs.

In addition, Rox retains the Menzies gold - nickel project, where the Company completed 10,119 metres of drilling during 2004, upgraded gold resources and completed pit optimisations on the five major deposits.

Rox also discovered the Acacia Ridge nickel laterite deposit at Menzies, with high-grade nickel hits recorded. This has the potential to be a significant deposit for Rox, and developments with the adjacent Heron/Inco Kalgoorlie Nickel JV project are being closely monitored.

EXPLORATION AND DEVELOPMENT ACTIVITIES

Laos

As announced on 5 April 2005, Rox has reached an agreement 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).

The lateral, along strike and across strike extent of the zinc-lead-silver oxide outcrops at Pha Luang, and the intensity and widths of surface mineralisation, suggest that this area has the potential to host a zinc-lead province of world class proportions.

Limited surface exploration in the vicinity of outcropping mineralisation has defined a shallow Inferred Oxide Resource of 800,000 tonnes grading 15.3% zinc (Zn), 5.8% lead (Pb) and 70 g/t silver (Ag) within eight (8) separate deposits over a strike length of 10 km. Resources are defined by limited trenching and mapping to a maximum depth of 20 metres and no exploration or drilling below this has been undertaken. The oxide deposits are almost certainly the weathered expression of massive and breccia hosted zinc-lead sulphides in fresh rock.

The mine is located on the top of the Pha Luang range of limestone hills which rise up to 1,400 metres above the surrounding countryside. First Pacific holds a granted mining concession covering 20 km² within a surrounding exploration permit of 48 km² (Figure 2).

Mineralisation within the mine occurs in steeply dipping zones of massive hydrozincite ($Zn_5(CO_3)_2(OH)_6$), limestone breccia hosted hydrozincite, and zones of massive hydrozincite, smithsonite ($ZnCO_3$) and cerrusite ($PbCO_3$). Barite ($BaSO_4$) is also abundant. Mineralisation is hosted in massive and brecciated Permian limestones.

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. 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.

The joint venture with First Pacific offers Rox a quick entry into the country with an established and credible Lao mining company, as this partner has extensive contact networks within Laos and with various government agencies. First Pacific will assist Rox to obtain the necessary foreign investment approvals from government.

Rox will explore and develop the sulphide portions of the deposits with about 1,200 metres of drilling planned to commence shortly (before the onset of the rainy season in Laos). First Pacific will continue to mine and process the oxide portion of the deposits.

Rox also has a first right of refusal over other projects held by First Pacific in Laos. These projects will be progressively evaluated and include a coal deposit, an iron ore project and a gold-copper project.

South Africa

On 1 March 2005 Rox announced it had agreed to enter diamond exploration in South Africa through an agreement with unlisted private South African company Nyala Resources (Pty) Limited to acquire four highly prospective alluvial diamond prospecting licences covering 84 km² near Kimberley in South Africa.

Nyala has four projects with a total area of 84 km² within 160km of Kimberley (Figure 4), the centre of the diamond industry in South Africa. The target tonnage on the four projects is 35 -70 million tonnes of alluvials.

It has been estimated that at least 3 billion carats of diamonds have been eroded from known kimberlites in South Africa and transported into alluvial hosts. Based on 25% of those liberated diamonds surviving erosion and transportation cycles, less the 90 million carats already mined from alluvials, it has been estimated that 660 million carats still await discovery.

South Africa is host to the most significant alluvial diamond production of any country, with economic quantities of diamonds being found over 1,000 km from their source.

In the Kimberley area of South Africa, it appears that most diamond production has focused almost exclusively on kimberlites, and the potential of alluvial deposits has been largely ignored by the major companies.

Rox is now awaiting grant of the prospecting right applications by the South African DME, which is expected shortly. Once granted, the Company will commence drilling to define the extent of alluvial gravels.

The Company is also evaluating a number of other alluvial and hard rock (kimberlite) properties in the Kimberley area, with a view of expanding the project portfolio.

Menzies

The Company continues to evaluate options for the Menzies gold project. A recent structural analysis highlighted some previously unrecognised structural controls on gold mineralisation that may help with drill targeting.

FINANCIAL

As at 31 March 2005, Rox had 32.27 million shares on issue and cash on hand of \$2.25 million.

ABOUT ROX

Rox was listed on the ASX on 27 April 2004, after raising \$4.5 million in its IPO.

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

Rox has set about to expand its project portfolio and is actively looking at projects worldwide to become an multi-national multi-commodity resource company.

Dated this 29th day of April 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 on mineralisation contained in this statement accurately reflects information compiled and audited by Mr Ian Mulholland B.Sc (Hons), M.Sc., F.Aus.I.M.M., F.A.I.G., who is a Competent Person (as defined by the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves) with relevant experience in relation to such mineralisation. Mr Mulholland is a full time employee of the Company and has given permission for the information to be included in this statement.



Figure 1: Pha Luang Project Location Map

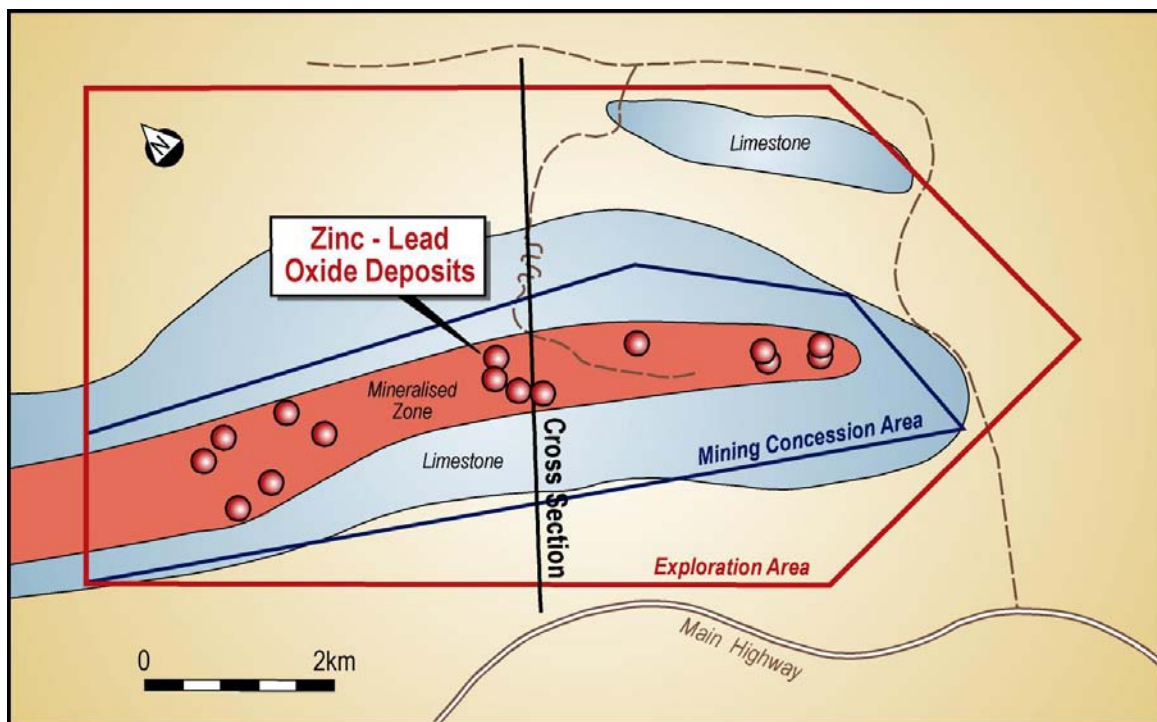


Figure 2: Pha Luang Geology and Oxide Resource Locations

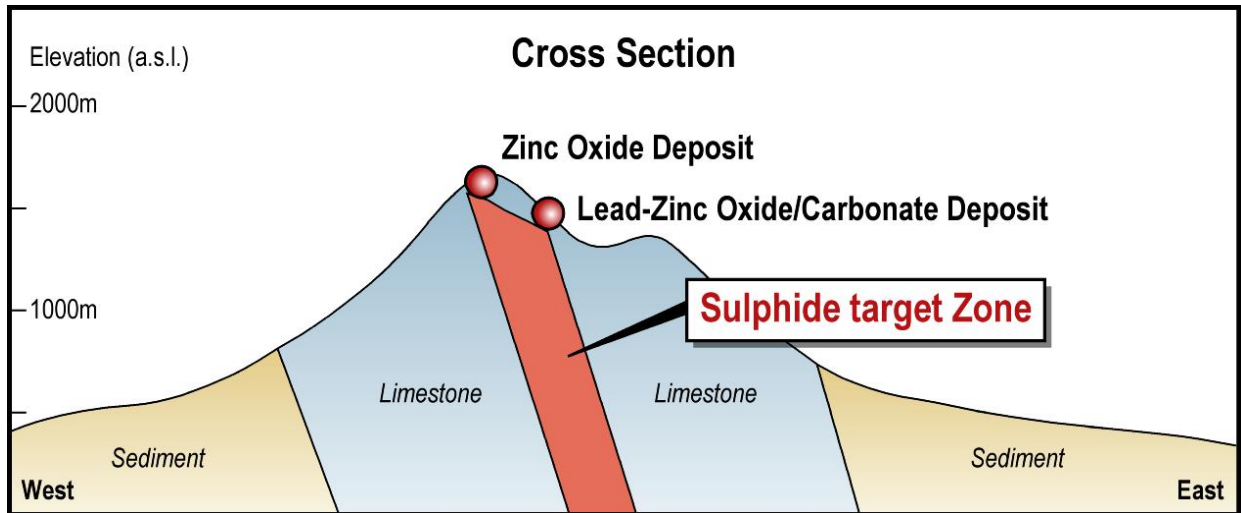


Figure 3: Pha Luang Schematic Cross Section

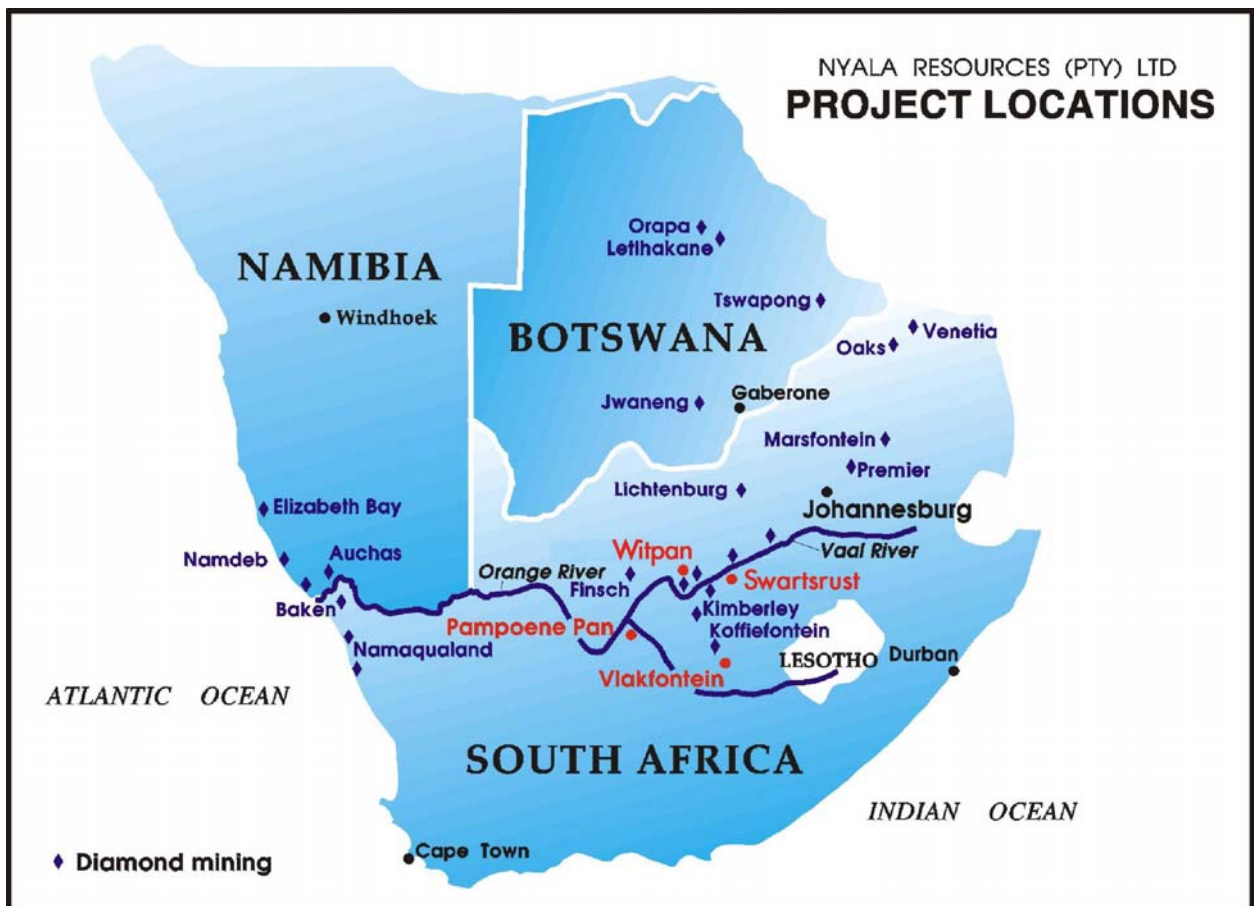


Figure 4: South African Project Locations

APPENDIX 5B

Mining Exploration entity quarterly report

Name of entity

ROX RESOURCES LIMITED

ACN or ARBN

107 202 602

Quarter ended ("current quarter")

March 2005

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	(152)	(713)
(b) development	-	-
(c) production	-	-
(d) administration	(130)	(392)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	34	109
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other - Security bonds	-	-
Net Operating Cash Flows	(248)	(998)
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)	(248)	(1,112)

1.13 Total operating and investing cash flows (brought forward)	(248)	(1,112)
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	(248)	(1,112)
1.20 Cash at beginning of quarter/year to date	2,498	3,362
1.21 Exchange rate adjustments to 1.20	-	-
1.22 Cash at end of quarter	2,250	2,250

**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	65
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	400
4.2 Development	-
Total	400

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	-	6
5.2 Deposits at call	2,146	2,492
5.3 Bank overdraft	(104)	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	2,250	2,498

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 March 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