ROX RESOURCES

ANNUAL REPORT

2019

CORPORATE DIRECTORY

Directors:

Mr Stephen Dennis
Non-Executive Chairman

Mr Alex Passmore
Managing Director

Mr Brett Dickson
Finance Director

Company Secretary:

Mr Brett Dickson

Banker:

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

Auditor:

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Solicitor:

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Stock Exchange:

ASX Limited

Company Code:
RXL (Fully Paid Shares)

Issued Capital:

1,457,947,238	Fully paid ordinary shares
21,750,000	2.6 cent, 30 November 2019 options
22,250,000	2.4 cent, 30 November 2020 options
20,000,000	1.5 cent, 31 January 2022 options

For shareholder information contact:

Share Registry:

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172 St George's Terrace
Perth WA 6000

Telephone: (08) 9323 2000
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For information on your company contact:

Principal & Registered Office:

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www.roxresources.com.au

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ROX RESOURCES

Chairman's Review

Dear Shareholder,

The previous year has seen significant changes taking place at Rox.

Firstly, our long serving Managing Director, Ian Mulholland, stepped down in April this year. Ian was a co-founder of Rox and served from the Company's inception in 2003. On behalf of shareholders, I thank Ian for his contribution, and wish him well in his retirement.

Alex Passmore joined Rox as its CEO in February this year and was subsequently appointed as Managing Director in May. Alex is a geologist with extensive commercial experience.

Since joining Rox, Alex has wasted no time in identifying new opportunities for the Company. In June we completed the acquisition of an initial 50% interest in the Youanmi Gold Mine Joint Venture, with the ability to increase this interest to 70% within the next 2 years. The Youanmi Mining Centre produced 667,000 ounces of gold up until when it closed in 1997, and the project acquired by Rox includes significant Indicated and Inferred JORC2012 Gold Resources of 12.4Mt @ 2.97g/t Au for 1.19million ounces. Rox also entered other regional joint ventures with Venus Metals Corporation Limited (VMC) to jointly explore the broader Youanmi shear zone. Rox now holds an attractive tenure position at Youanmi, which is along strike from the recently discovered high- grade Penny West gold deposit.

There is clearly strong potential for the resources in and around the historic pits at Youanmi to have economic prospects at current gold prices, and early in August we commenced a 14,000m RC drill program over newly developed high-grade targets and extensions to known mineralisation. VMC, as operator of the Youanmi regional joint ventures, is also undertaking a drilling program at Currans Find and other regional targets, and early in August significant high-grade intersections at Currans Find North were announced to the market (refer VMC ASX release August 5). These programs of work will continue through to the end of October.

Rox has also taken the step of looking to build its nickel and gold resources on tenements close to our Fisher East Nickel Project. In August we reached agreement with Cullen Resources Limited whereby Rox can earn up to a 75% interest in a $290km^2$ tenement package known as Mt Eureka, located adjacent to and along strike of Fisher East. An Indicated and Inferred Mineral Resource of 4.4 Mt @ 1.9% Ni for 78,000 tonnes has previously been identified by Rox at Fisher East and based on our experience we are well placed to identify and explore prospective new drill targets at Mt Eureka.

Both nickel and gold are excellent minerals to be exploring for at the present time, attested to by the growing EV market for nickel, and in the case of gold a gold price which in AUD terms is close to being at a 20 year high. Rox intends to aggressively explore for these commodities at Youanmi and Fisher East, and we can look forward to seeing the results from these programs come forward in the next few months.

Finally, it is pleasing to see that finally the market is beginning to reward our Company with a higher share price in response to the initiatives we have recently taken. Thanks must go our shareholders for their continued support, as well to Alex, Brett Dickson and Rox's dedicated exploration team for their continued efforts.

Stephen Dennis
Chairman

Projects

Youanmi Gold Project (Youanmi Gold Mine 50% and option to increase to 70%, Regional JV's 45-50% earn-in)

The Youanmi Gold Project is located 480 km to the northeast of Perth, Western Australia. The project is accessed by the sealed Great Northern Highway for a distance of 418 km from Perth to Paynes Find and then for 150 km by the unsealed Paynes Find to Sandstone Road.

On 10 April 2019 the Company announced the intention to acquire the Youanmi Gold Project in joint venture with Venus Metals Corporation Limited ("Venus") and on 21st June 2019 the acquisition transaction was completed.

Project Location Map

The agreement and joint acquisition with Venus resulted in the formation of three joint ventures (refer Figure 3):

1. The OYG JV area covers 65km^2, is circa 10km x 7km wide, and surrounds the Youanmi Gold Mine and nearby extensions;
2. the VMC JV which covers 302km^2; and
3. the Youanmi Joint Venture which covers 270km^2

The regional JVs extend the length of tenure to 40km of strike along the Youanmi Shear Zone (Figure 3).

On 15 April 2019 Rox added to its tenure at the Youanmi project by the joint acquisition, with Venus, of a 90% interest in the high-grade Currans Find and Pinchers projects. The 90% interest in each property being acquired is to be shared equally between Venus and Rox, with the remaining 10% held by the vendor.

Projects

Rox's interest varies across a series of joint ventures outlined in the tables below.

Table 1 - Evolution of Rox's Ownership of OYG Joint Venture

Ownership	50%	70%
Acquisition Cost	$3.0m ($2.8m cash, $0.2m scrip)	Additional $3m
Exploration Spend	$2m (obligation following completion)	n/a
Timing	Has occurred	On or before 30 June 2021

Table 2 - Evolution of Rox's Ownership of VMC and Youanmi Joint Ventures

Ownership	VMC JV - 50% of gold rights Youanmi JV – 45% of gold rights	• Rox becomes manager once OYG Joint Venture ownership moves to 70% • Standard contribute or dilute arrangements
Acquisition Cost	n/a	
Exploration Spend	$1m	
Timing	Expected to occur under 12 months	

Table 3 - Evolution of Rox's Ownership of Currans Joint Venture

Ownership	45% of all mineral rights	• Rox becomes manager once OYG Joint Venture ownership moves to 70% • Standard contribute or dilute arrangements
Acquisition Cost	$75,000 cash and $75,000 in RXL shares at a deemed price of $0.01	
Exploration Spend	Contribute / dilute – ongoing	
Timing	Has occurred	

The Youanmi Mining Centre has produced an estimated 667,000 oz of gold (at 5.47 g/t Au) since discovery in 1901 during three main periods: 1908 to 1921, 1937 to 1942, and 1987 to 1997. Most of the gold was produced from the Youanmi Mine with an estimated 96,000oz produced from Youangarra, Penny West, Columbia-Magenta, Currans and other minor prospects.

The structure of the Youanmi Project is dominated by the north-trending Youanmi Fault Zone. Most of the gold mineralisation seen at the project is hosted within north-northwest splays off the north-northeast trending Youanmi Fault.

The current Resource Estimates at the Youanmi Gold Project is **2.4Mt at 2.97g/t Au for 1,190,600 ounces of gold (ASX: 7 April 2019).**

Exploration Activities

The Currans JV transaction completed prior to the OYG/Youanmi transaction (15th April 2019), accordingly exploration activity (principally comprising RC Drilling) on that project was able to start earlier than near mine exploration. Exploration at the Currans, VMC and Youanmi JVs, managed by our joint venture partner, Venus , is ongoing with the current focus areas being Currans high grade lodes and regional air core drilling along the broader Youanmi trend to the north of the Penny West gold deposit.

Exploration at the Youanmi Gold Project, managed by Rox, commenced in the last week of July 2019 and is ongoing.

As at the date of this report Rox had completed over 9,000m of RC drilling with results released to the ASX in accordance with normal procedures. Drilling activities are expected to continue into October 2019 with resource estimation work to follow.

The Company is testing both: (1) new conceptual targets that have the potential to open up new areas of mineralisation and (2) drilling out positions of the significant Youanmi gold deposits or areas where there is potential for repeats.

Exploration Activities (continued)

Drill results to date have been very encouraging as detailed below (ASX 9 and 24 September 2019):

Youanmi South Zone

RXRC063 - 12m @ 12.7 g/t Au from 80m

RXRC064 - 12m @ 8.5 g/t Au from 44m

RXRC053 - 4m @ 11.2 g/t Au from 110m

RXRC066 - 4m @ 7.6 g/t Au from 76m

Plant Zone

RXRC038 - 4m @ 5.6 g/t Au from 24m

RXRC047 - 30m @ 1.0 g/t Au from 96m (depth continuation)

RXRC046 - 14m @ 1.7 g/t Au from 70m (depth continuation)

Commonwealth Zone:

RXRC050 - 2m @ 23.67 g/t Au from 76m

RXRC049 - 4m @ 6.57 g/t Au from 64m

United North

RXRC013 – 5m @ 5.59 g/t Au from 81m

RXRC014 - 9m @ 3.77 g/t Au from 58m

Geology and Exploration Model

The Youanmi mine area greenstone belt consists of mafic and felsic volcanics, volcaniclastics, minor banded iron formations, cherts and both syn-and post-mineralisation dolerite dykes. The sequence is bounded to the west by the Rifle Range Fault and also a large circular layered mafic intrusion which is considered to be younger than the mine sequence. To the east the greenstone belt abuts the Youanmi Granite which shows both sheared and intrusive margins with the greenstone. The granite and the greenstone belt are sheared and faulted by the Main Lode Shear Zone which trends north-west from the larger north-east trending Youanmi Shear Zone at the southern end of the Youanmi Granite.

Displacement on the Main Lode Shear Zone is predominantly strike-slip sinistral (and dip-slip reverse) and is considered to be a very important control in relation to gold mineralisation at Younami. Areas of relatively low-pressure during displacement (i.e. “pressure shadows” or dilation zones) along the granite / greenstone contact, in proximity to the shear zone are particularly prospective (Figure 1). Much of the historical mineralisation at Youanmi is located in these zones where the granite/greenstone is oriented more east-west than north-south thereby supporting the thesis.

Projects

Geology and Exploration Model (continued)

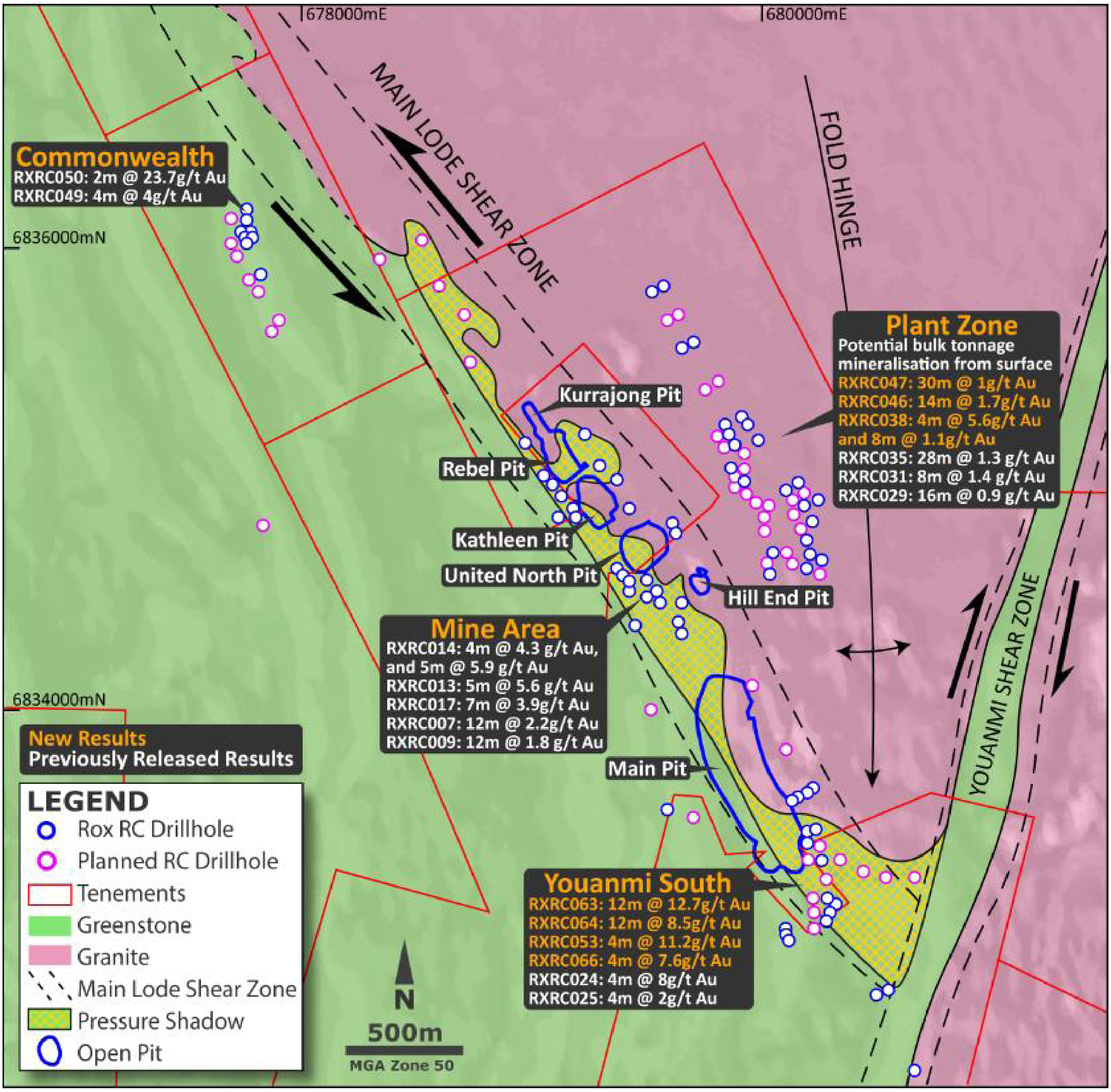


Figure 1: Youanmi Pits Overlain on Geology with RC Drill Collars

(Figure also shows interpreted zones of relatively low pressure i.e. "pressure shadow" during displacement along Main Lode Shear Zone / gold mineralisation).

Geology and Exploration Model (continued)

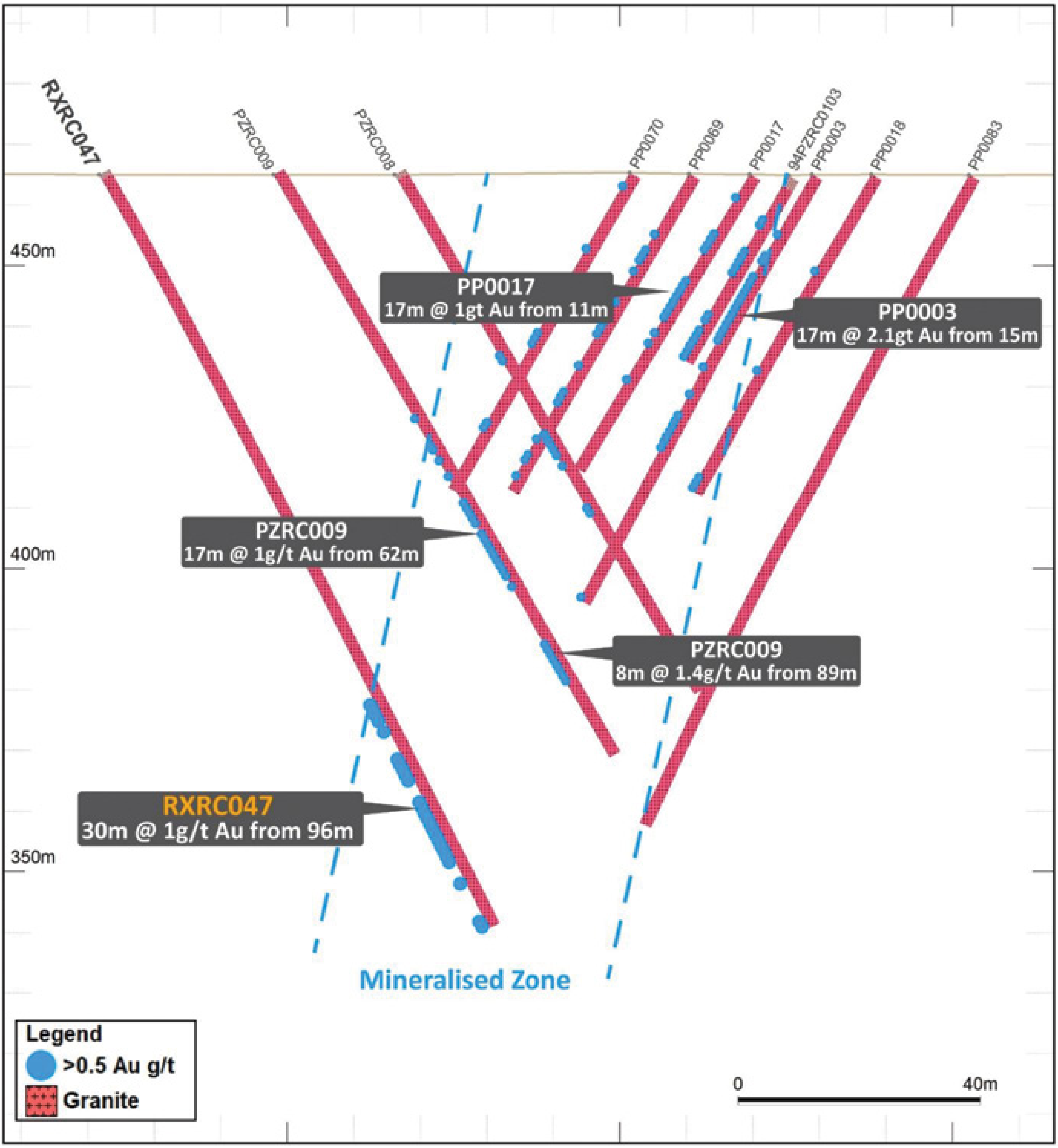


Figure 2: Plant Zone Cross Section (looking north west, 6835064mN)

Projects

Rox Exploration Targeting

Rox is using the above interpretation, among other things, to instruct its targeting at Youanmi. The Company is in the process of acquiring high quality magnetic data (drone mag) and ground penetrating radar data to further assist the targeting process.

The Company's exploration focus (Figure 1) for this program is gold mineralisation hosted in:

- Sheared greenstone / granite contact (e.g. Main Lode Shear Zone)
- Stock work mineralisation in the Youanmi Granite (e.g. Plant Zone)
- Dilational jogs and shears outside the Main Lode Shear Zone (e.g. Commonwealth)

Historical mining at Youanmi has centred on the Main Lode Shear Zone deposits situated in and around old workings. Plant zone (Granite hosted mineralisation), Commonwealth (distal dilational jog) and Youanmi South (Main Lode Style) are unmined with mineralisation occurring from near surface in all cases.

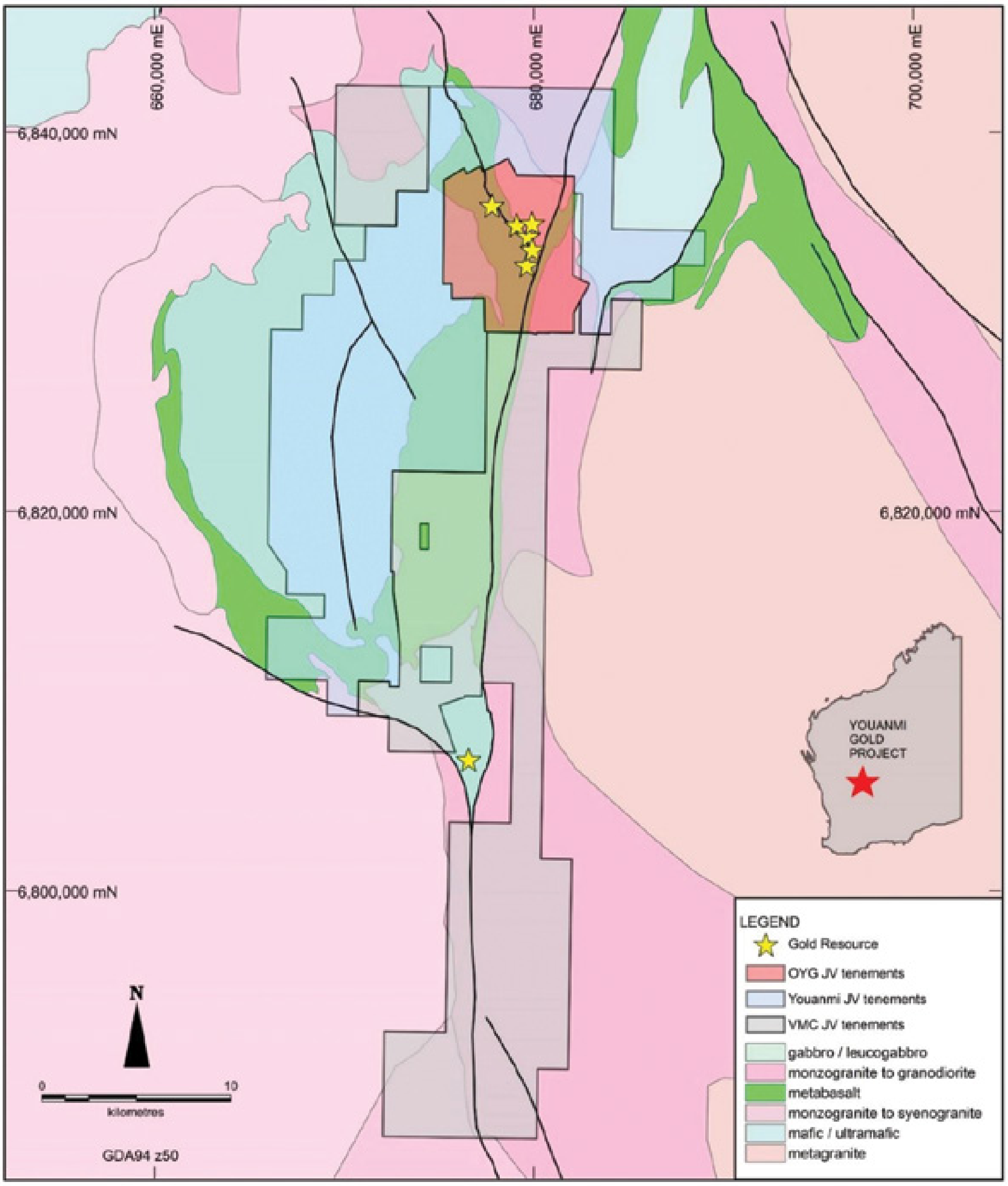


Figure 3: Youanmi Project Tenements, JVs and Regional Geology

Currans Find

The Currans Find project area is located within the Youanmi Greenstone Belt and situated approximately 5km north-northwest of the historical Penny West gold mine (Figure 3). High-grade mineralisation is associated with quartz veins that generally plunge to the southwest and steeply dip to the southeast. The mineralisation is hosted by mafic rocks (amphibolite), ultramafics (talc-tremolite schist) and diorite. Similar rocks are host to gold mineralisation at Penny West.

The Company, in conjunction with its joint venture partner, has completed three stages of RC drilling at Currans (see ASX releases 13 June, 24 June, 5 August, 5 September). Best results from these programs are as follows:

CFRC26 3m @ 32.58 g/t Au from 115m, Including 1m @ 76.03 g/t Au from 115m

CFRC42 4m @ 9.25 g/t Au from 46m, Including 2m @ 16.05 g/t Au from 48m

CFRC16 3m @ 27.5 g/t Au from 39m, Including 1m @ 72.67 g/t Au from 39m

CFRC14 2m @ 13.34 g/t Au from 61m, Including 1m @ 25.38 g/t Au from 61m

CFRC31 3m @ 25.00 g/t Au from 109m, Including 1m @ 57.15 g/t Au from 110m

CFRC32 1m @ 39.61 g/t Au from 94m

CFRC46 1m @ 13.32 g/t Au from 110m and 2m @ 3.84 g/t Au from 128m

CFRC47 4m @ 5.28 g/t Au from 90m, Including 1m @ 15.30 g/t Au from 92m and 2m @ 5.05 g/t Au from 111m

Results from the program indicated the presence of two stacked lodes at Currans North and show and increase in gold grade and width in the upper lode (CFRC47 and CFRC46). Results to hand indicate the gold mineralisation remains open at depth and down plunge. A stage 4 drill program is planned.

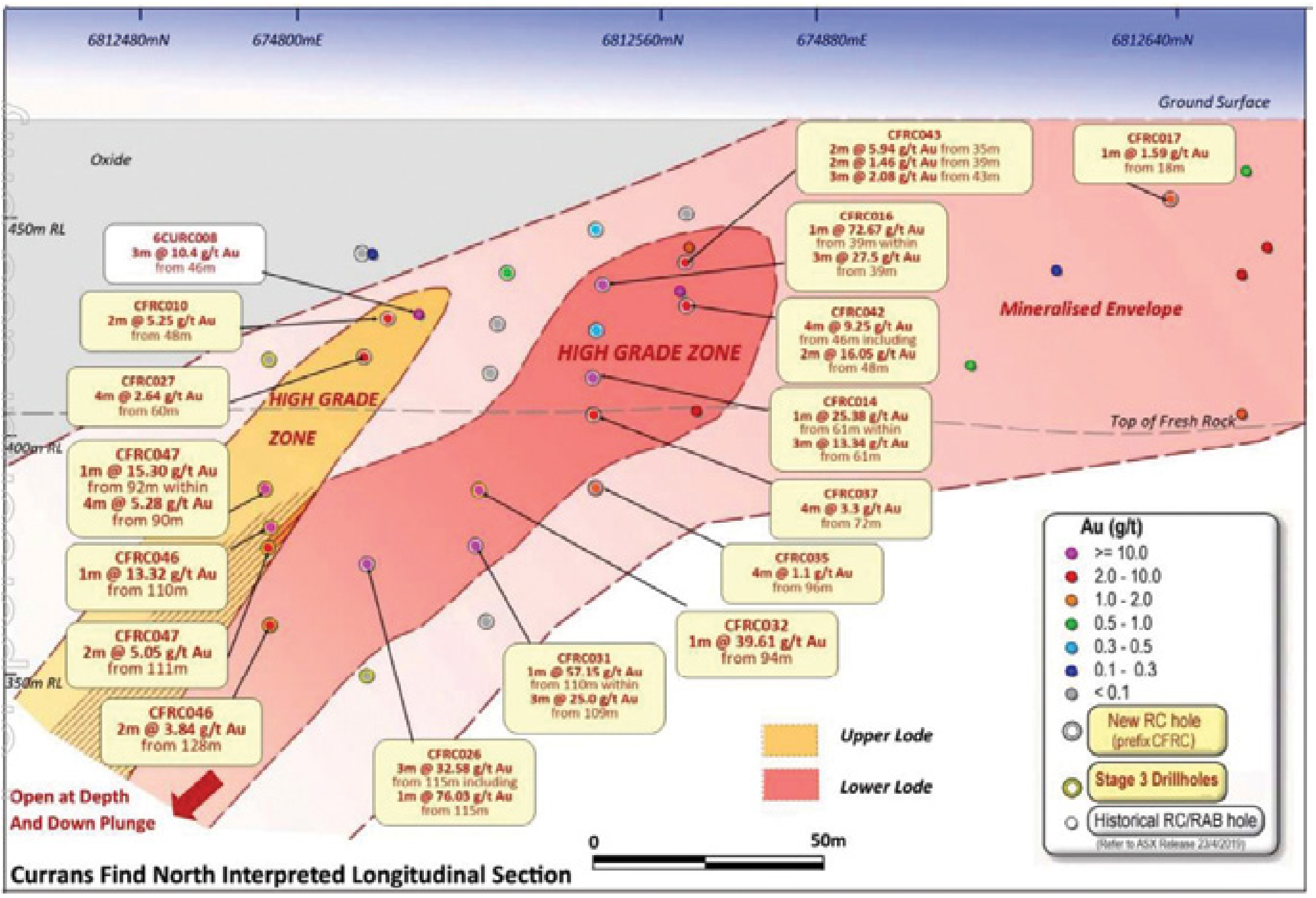


Figure 4: Currans Find Long Section

Projects

Mt Fisher Gold Project

During the year, a 6,000m+ drilling program was completed at the company's Mt Fisher Gold Project.

The program comprised 3,075m of aircore drilling and 3,031m of RC drilling for a total of 6,106m. The best results received at the time of writing are from Dam and Dirks prospects:

- 16m @ 1.74g/t Au from 56m in MFRC047 at the Dam prospect
- 8m @ 1.86g/t Au from 92m in MFRC041 at the Dirks prospect
- 4m @ 1.56g/t Au from 36m and 4m @ 2.93 Au from 52m in MFRC045 at the Dam prospect

The focus for the drilling program was to test deeper basement targets following new modelling of 'depth to basement' and conceptual modelling of the source of Dam regolith hosted gold.

Interpretations are ongoing however, a single basement source of, or a sufficiently large trap site for gold mineralisation site was not able to be delineated in this phase of drilling.

Fisher East Nickel

The Fisher East nickel project is located in the North Eastern Goldfields region of Western Australia and hosts several nickel sulphide deposits. The total project area is ~350km^2.

In response to the continued improvement in nickel sentiment in late 2018 the Company conducted an update to the Fisher East Scoping Study (ASX: RXL 10 October 2018).

The results of the study demonstrated a project with strong economic and technical credentials at a consensus projected forward nickel price. In addition, there would be a significant upside to project economics with an increased resource base. Capital costs were relatively low, with competitive cash operating costs. The high-level study considered two primary development scenarios, building a stand-alone concentrator or toll milling at a nearby operation.

Discovery of, and drilling at the Camelwood, Cannonball and Musket nickel prospects has defined a JORC 2012 Mineral Resource (ASX:RXL 5 February 2016) of 4.2Mt grading 1.9% Ni reported at 1.0% Ni cut-off (Indicated Mineral Resource: 3.7Mt grading 1.9% Ni, Inferred Mineral Resource: 0.5Mt grading 1.5% Ni) comprising massive and disseminated nickel sulphide mineralisation, and containing 78,000 tonnes of nickel. Higher grade mineralisation is present in all deposits (refer to ASX announcement above) and is still open at depth beneath each deposit. Additional nickel sulphide deposits continue to be discovered (e.g. Sabre) and these will add to the resource base. Exploration is continuing to define further zones of potential nickel sulphide mineralisation.

Mt Eureka Project JV

The Mt Eureka Nickel and Gold Project is located in the Northern Goldfields, about 600km northeast of Kalgoorlie (about 120km east of Wiluna) and immediately to the north of Rox Resources' Mt Fisher Gold and Fisher East Nickel Projects (Figure 5 below).

In August 2019, the Company entered into a binding terms sheet with Cullen Exploration Pty Ltd (a subsidiary of Cullen Resources Limited ("Cullen") which allows Rox to earn up to a 75% interest in Cullen's Mt Eureka tenements (all minerals).

Key terms of the agreement are as follows:

- Rox may earn a 51% interest by spending $1m on exploration expenditure within a three-year period from satisfaction of certain Conditions Precedent (Stage 1 Earn In).
- Cullen will receive $40,000 cash upon satisfaction of one of the Conditions Precedent.
- If Rox earns the 51% interest, it can elect to earn a further 24% interest by expending a further $1m on exploration expenditure over a three-year period, commencing at the end of the Stage 1 Earn In.
- Rox must spend a minimum of $333,334 and ensure the Cullen tenements are in good standing on a daily pro rata basis before it may withdraw.
- Upon Rox earning 51% or, if it earns the additional 24%, upon Rox earning 75%, the parties will be associated in an unincorporated Joint Venture in relation to the Joint Venture Tenements, which will include certain Rox tenements and applications (see the Schedule and Fig.1 below).
- If Rox earns 75%, Cullen will be free-carried, with no liability for any Joint Venture costs, until completion of a Pre-Feasibility Study.
- If Rox only earns 51%, or earns 75% and completes a Pre-Feasibility Study, thereafter Cullen must contribute to Joint Venture costs pro-rata or dilute under a standard dilution formula.
- If a Participant's interest falls to 10% or less, that Participant's interest will be converted to a Net Smelter Return Royalty of 1% on those Cullen tenements already subject to a royalty and 2.5% on the balance of the Joint Venture Tenements.

The Mt Eureka Greenstone belt represents the northernmost 40 strike km of the contiguous Mt Fisher – Mt Eureka belt. The strike length of prospective ultramafic stratigraphy on the Mt Eureka Group of tenements is extensive with the prospective basal contact unit extended from Rox's tenure onto the Mt Eureka tenure.

A dominant feature of the Mt Eureka belt is the prominent magnetic-high Silverbark BIF/chert which runs along the eastern margin of the belt from the northern end of Camelwood for about 25km to Doyle's Bore (Figure 5). This metasedimentary horizon is located at approximately the stratigraphic basal ultramafic position with almost all significant mineralisation discovered at Fisher East immediately east of this horizon. This has important implications for continued exploration focusing on this eastern margin of the belt and will be an initial focus for Rox.

Projects

Mt Eureka Project JV (continued)

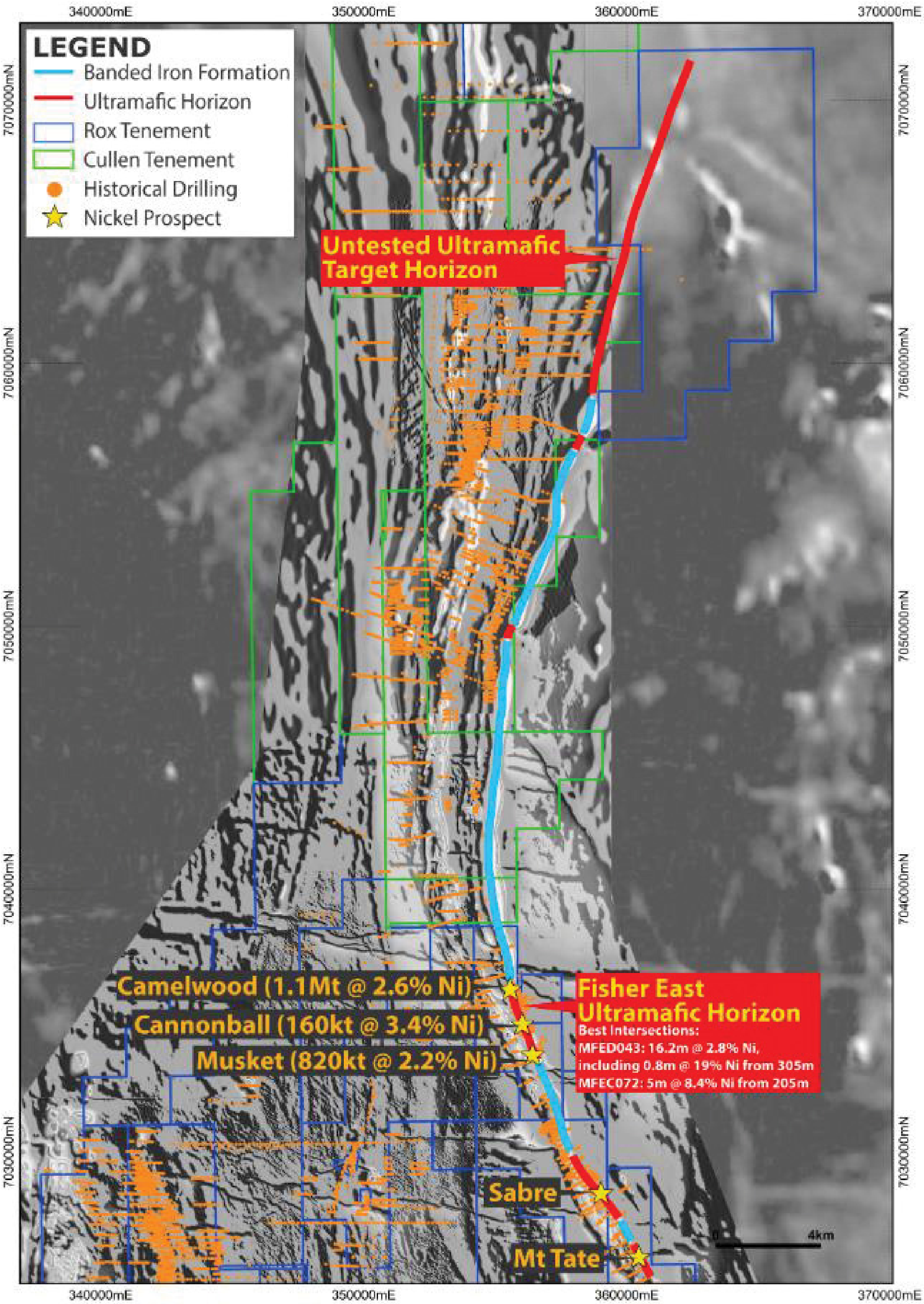


Figure 5: Aeromagnetic Image Showing Target Horizon

Collurabbie Nickel

Late in 2018 the Company completed a diamond drilling program at Collurabbie Nickel Project, located 230km north of Laverton in Western Australia with encouraging results (ASX: RXL 18 October 2018).

The overall aim of the diamond drilling program was:

- To obtain samples of mineralisation from the Olympia deposit for metallurgical test work, and
- To test RC and aircore anomalies at the Olympia North prospect.

Significant results received from Olympia in hole CXDD004 were:

- 1.8m @ 1.27% Ni, 2.81% Cu, 0.09% Co, 5.97 g/t Pt+Pd from 90.4m, and
- 6.05m @ 1.31% Ni, 1.06% Cu, 0.12% Co, 2.25 g/t Pt+Pd from 97.95m, including 1.9m @ 2.25% Ni, 2.02% Cu, 0.07% Co, 3.21 g/t Pt+Pd from 97.95m

Two diamond holes were drilled at the Olympia North prospect, co-funded by the Western Australian Government. The target ultramafic unit seems to have thinned at depth below the aircore and RC drilling anomalies. In CXDD002 immediately above the mineralised ultramafic unit, a thick porphyry unit was intersected and may be associated with potential remobilisation of Ni-Cu sulphides. Downhole electromagnetic surveys were completed.

Best results were:

- 0.2m @ 0.48% Ni, 0.25% Cu, 0.02% Co, 0.53 g/t Pt+Pd from 167.3m in hole CXDD002, and
- 0.2m @ 0.91% Ni, 0.81% Cu, 0.03% Co, 0.62 g/t Pt+Pd from 202.9m in hole CXDD003

Current JORC 2012 Mineral Resources at Collurabbie total:

- 573,000t @ 1.6% Ni, 1.2% Cu, 0.082% Co and 2.3 g/t Pt+Pd, for contained tonnes of 9,170 Ni, 6,880t Cu, 470t Co, 42,400oz Pt+Pd (ASX: RXL 18 August 2017).

Mineral Resources

Youanmi Gold Project, WA (Reported to the ASX on 17 April 2019)

Deposit	Category	Tonnes (Mt)	Grade Au (g/t)	Contained Gold (oz)
Near Surface Deposits (cut-off 0.5 g/t Au)	Indicated	4.72	1.76	266,200
	Inferred	5.36	1.55	266,500
	TOTAL	**10.07**	**1.65**	**532,700**

Deposit	Category	Tonnes (Mt)	Grade Au (g/t)	Contained Gold (oz)
Deeps (cut-off 4.0 g/t Au)	Indicated	0.81	8.1	210,200
	Inferred	1.60	8.7	447,700
	TOTAL	**2.41**	**8.5**	**657,900**

Projects

Mineral Resources (continued)

Mt Fisher Gold, WA (Reported to the ASX on 11 July 2018, 0.8 g/tAu cut-off)

Deposit	Category	Tonnes	Uncut		Cut		
			Grade (g/tAu)	Metal (Ozs)	Grade (g/tAu)	Metal (Ozs)	Value (g/tAu)
Damsel	Inferred	591,820	2.29	43,627	2.23	42,339	30
	Indicated	151,464	2.33	11,358	2.27	11,060	30
	Measured	23,712	2.80	2,135	2.59	1,974	30
	TOTAL	**766,997**	**2.32**	**57,120**	**2.25**	**55,373**	**30**
Mt Fisher	Inferred	40,934	3.44	4,528	3.41	4,494	50
	Indicated	59,533	3.63	6,948	3.63	6,948	50
	Measured	125,605	3.73	15,045	3.61	14,569	50
	TOTAL	**226,073**	**3.65**	**26,521**	**3.58**	**26,011**	**50**
Moray Reef	Inferred	1,242	3.87	155	3.87	155	80
	Indicated	4,930	6.09	966	5.95	943	80
	Measured	25,521	10.92	8,960	8.02	6,577	80
	TOTAL	**31,693**	**9.89**	**10,081**	**7.53**	**7,675**	**80**
TOTAL	Inferred	633,997	2.37	48,309	2.31	46,987	
	Indicated	215,928	2.78	19,273	2.73	18,951	
	Measured	174,838	4.65	26,140	4.11	23,121	
	TOTAL	**1,024,762**	**2.84**	**93,721**	**2.70**	**89,059**	

Fisher East Nickel, WA (Reported to the ASX on 5 February 2016)

Deposit	Category	Tonnes (Mt)	Grade Ni%	Contained Metal Nickel (kt)
Camelwood	Indicated	1.7	2.0	34.0
	Inferred	0.3	1.5	5.0
	TOTAL	**2.0**	**1.9**	**39.0**
Cannonball	Indicated	0.24	2.9	7.0
	Inferred	0.02	1.9	0.3
	TOTAL	**0.26**	**2.8**	**7.3**
Musket	Indicated	1.8	1.7	30.0
	Inferred	0.1	1.5	1.6
	TOTAL	**1.9**	**1.7**	**31.6**
TOTAL	Indicated	3.7	1.9	71.0
	Inferred	0.5	1.5	7.0
	TOTAL	**4.2**	**1.9**	**78.0**

Collurabbie Nickel, WA (Reported to the ASX 18 August 2017)

Deposit	Category	Tonnes	Grade Ni%	Grade Cu%	Grade Co%	Grade Pd g/t	Grade Pt g/t
Olympia	Inferred	573	1.63	1.19	0.082	1.49	0.85

Figures in all tables may not add up exactly due to rounding.

Mineral Resources Estimation Governance Statement

Governance of Rox's mineral resources is a responsibility of the Executive Management of the Group.

Rox has ensured that its mineral resources estimates are subject to appropriate levels of governance and internal controls. The mineral resources reported for the Fisher East and Collurabbie nickel projects and the Youanmi Gold Project have been estimated by independent external consultants who are experienced in best practices in modelling and estimation methods. The consultants have also undertaken reviews of the quality and suitability of the underlying information used to generate the resource estimations. Additionally, the Group carries out regular internal peer reviews of processes and contractors engaged. The Mt Fisher gold resource was estimated by Mr Ian Mulholland, the Group's Managing Director at the time of the Resources Estimate. Mr Mulholland is experienced in best practices in modelling and estimation methods.

Rox has reported its Mt Fisher gold mineral resource on an annual basis in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Resources (the JORC code) 2004 Edition.

Rox has reported its Fisher East nickel mineral resource on an annual basis in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Resources (the JORC code) 2012 Edition.

Rox has reported its Collurabbie nickel mineral resource on an annual basis in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Resources (the JORC code) 2012 Edition.

Rox has reported its Youanmi gold mineral resource for the first time in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Resources (the JORC code) 2012 Edition.

Competent Persons named by Rox are members of the Australian Institute of Mining and Metallurgy and/or the Australian Institute of Geoscientists and/or of a "Recognised Professional Organisation", as included in a list on the JORC and ASX websites.

Competent Person Statements

Resource Statements

The information in this report that relates to nickel Mineral Resources for the Fisher East project was reported to the ASX on 5 February 2016 (JORC 2012). Rox confirms that it is not aware of any new information or data that materially affects the information included in the announcement of 5 February 2016, and that all material assumptions and technical parameters underpinning the estimates in the announcement of 5 February 2016 continue to apply and have not materially changed.

The information in this report that relates to nickel Mineral Resources for the Collurabbie project was reported to the ASX on 18 August 2017 (JORC 2012). Rox confirms that it is not aware of any new information or data that materially affects the information included in the announcement of 18 August 2017, and that all material assumptions and technical parameters underpinning the estimates in the announcement of 18 August 2017 continue to apply and have not materially changed.

The information in this report that relates to gold Mineral Resources for the Mt Fisher project was reported to the ASX on 11 July 2018 (JORC 2012). Rox confirms that it is not aware of any new information or data that materially affects the information included in the announcement of 28 March 2018, and that all material assumptions and technical parameters underpinning the estimates in the announcement of 28 March 2018 continue to apply and have not materially changed.

The information in this report that relates to gold Mineral Resources for the Youanmi project was reported to the ASX on 17 April 2019 (JORC 2012). Rox confirms that it is not aware of any new information or data that materially affects the information included in the announcement of 17 April 2019, and that all material assumptions and technical parameters underpinning the estimates in the announcement of 17 April 2019 continue to apply and have not materially changed.

Exploration Results

The information in this report that relates to previous Exploration Results, was either prepared and first disclosed under the JORC Code 2004 or under the JORC Code 2012 and has been properly and extensively cross-referenced in the text to the date of original announcement to ASX. In the case of the 2004 JORC Code Exploration Results and Mineral Resources, they have not been updated to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported.

Directors' Report

The Directors present their report on the consolidated entities (referred to as the Group) consisting of the Parent entity, Rox Resources Limited (Rox or the Company), and the entity it controlled at the end of, or during, the year ended 30 June 2019 (the reporting period).

Directors

The names and details of the Directors of the Company in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Names, Qualifications, Experience and Special Responsibilities

Mr Alex Passmore *(Managing Director, appointed 01/05/2019)* - B.Sc (Hons), GradDipAppFin, FIASIG, GAICD

Mr Passmore was appointed as Chief Executive Officer of Rox from 1st February 2019 and on the 1st May was appointed as Managing Director, and is a qualified geologist with extensive corporate experience. He holds a Bachelor of Science degree with First Class Honours in Geology from the University of Western Australia and a Graduate Diploma of Applied Finance from the Securities Institute of Australia.

Mr Passmore is an experienced corporate executive and company director with recent appointments including Managing Director of Cockatoo Iron NL, Non-Executive Director of Aspire Mining Ltd, Non-Executive (and Executive) Director of Equator Resources Ltd/ Cobalt One Ltd (which merged with TSX-listed First Cobalt Corp), and CEO of Draig Resources (now Bellevue Gold Ltd).

Mr Passmore has also spent a considerable time in the finance sector, where he became well known over ten years at Patersons Securities Ltd in roles such as Director – Corporate Finance, Head of Research, Resources Analyst, and Institutional dealer. He was also Executive Director – Natural Resources & Institutional Banking for Commonwealth Bank of Australia for two years.

Mr Brett Dickson *(Executive Company Secretary, appointed director 31/03/2010)* - B.Bus, FCPA, FGIA, MAICD

Mr Dickson is experienced in the financial management of companies, principally companies in early stage development of its resource or production and offers broad financial management skills. He has been Company Secretary and Chief Financial Officer (CFO) for a number of successful resource companies listed on the ASX and in addition to Rox Resources currently also acts as Company Secretary and CFO for Azure Minerals Limited.

Mr Dickson is a director of Oro Verde Limited and has not been a director of any other listed company in the last three years.

Mr Stephen Dennis *(Non-Executive Chairman, appointed 1 August 2015)* - BCom, BLLB, GDipAppFin(Finsia)

Mr Dennis has been actively involved in the mining industry for over 35 years. He has held senior management roles at MIM Holdings Limited, Minara Resources Limited and Brambles Australia Limited. Until 2015 Mr Dennis was the CEO and Managing Director of CBH Resources Limited, the Australian subsidiary of Toho Zinc Co Ltd of Japan.

Mr Dennis is currently the Non–Executive Chairman of Heron Resources Limited, Graphex Mining Limited, Lead FX Inc. and EHR Resources Limited, and is a non-executive director of Kalium Lakes Limited. He has not been a director of any other listed company in the last three years.

Mr Ian Mulholland *(Managing Director, appointed 27/11/2003, retired 30/04/2019)* - B.Sc. (Hons), M.Sc. FAusIMM, FAIG, FSEG, MAICD

Mr Mulholland is a geologist with over 30 years broad experience in the exploration and mining industry in a number of commodity groups including gold, silver, copper, lead, zinc, uranium, nickel and kaolin. He had been Managing Director of Rox Resources since its inception, and prior to that he managed activities from grass roots exploration to advanced resource definition, feasibility studies and mining operations for a number of major, medium sized and junior companies including WMC, Esso, Otter Gold, Aurora Gold, Anaconda Nickel, Archaean Gold, Summit Resources and Conquest Mining.

Mr Mulholland has been involved in the Nimbus silver-zinc project, the Mt Martin, Mt Muro, Toka Tindung, Tanami and Mt Carlton gold-silver projects, the Murrin Murrin, Weld Range, Marshall Pool, Lawlers and Cawse nickel projects, the Valhalla and Olympic Dam uranium projects, and the Mt Windsor VMS copper-lead-zinc projects.

Mr Mulholland has a B.Sc. (Hons), Geology from the University of Sydney and a M.Sc. in Exploration and Mining Geology from the James Cook University of North Queensland. He is a Fellow of the AusIMM, the AIG, and the Society of Economic Geologists.

Mr Mulholland has not been a director of any other listed company in the last three years.

Interest in the Share and Options of the Company

As at the date of this report, the interest of the Directors in the shares and options of Rox Resources Limited were:

	Ordinary Shares	Unlisted Options
S Dennis	8,200,000	6,000,000
I Mulholland[1]	16,033,103	20,000,000
B Dickson	9,775,000	10,000,000
A Passmore	32,000,000	20,000,000

[1] At time of retirement.

(Loss)/ Profit Per Share

Basic and Diluted (Loss)/ Profit per share 2019: (0.22) cents 2018: (0.26) cents

Dividends

No amounts have been paid or declared by way of dividend of the Company since the date of incorporation and the Directors do not recommend the payment of any dividend.

Operating and Financial Review

Rox Resources Limited is a company limited by shares which is incorporated and domiciled in Australia.

Nature of Operations and Principal Activities

The principal activity of the Group during the year was mineral exploration.

Results from Operations and Financial Position

During the period the Group has incurred a net loss after tax for the year ended 30 June 2019 of $2,790,816 (2018 Loss: $3,239,946). The loss includes exploration expenditure charged directly to the statement of comprehensive income of $1,640,078 (2018: $1,914,176). Net cash outflows from operating activities were $2,947,183 (2018: $3,177,681).

At 30 June 2019 the Group had cash on hand of $3,912,742 (2018: $10,378,334) The Directors believe the Group maintains a sound capital structure and is in a good position to progress its projects.

Review of Operations

During the year the Group was focussed on its search for new projects which culminated in the acquisition of Youanmi Gold Project and joint ventures on regional areas adjoining the Youanmi Gold Project. Additionally further exploration was undertaken on the Mt Fisher Gold and Fisher East Nickel Projects in Western Australia.

For further information on these projects please refer to the Project Review within this Annual Report.

Employees

At 30 June 2019 the Group had four full-time employees and two casual employees (2018: five full-time and two casual employees).

Risk Management

The Group takes a proactive approach to risk management. The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and the Group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The Group believes that it is important for all Board members to be part of this process, and as such the Board has not established a separate risk management committee.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Board approval of a strategic plan, which encompasses the Group's vision, mission and strategy statements, designed to meet stakeholders needs and manage business risk; and
- Implementation of Board approved budgets and Board monitoring of progress against those budgets.

Directors' Report

Directors' Meetings

The number of meetings of Directors (including meetings of committees of Directors) held during the year and the numbers of meetings attended by each Director were as follows:

	Directors' Normal Meetings		Directors' Remuneration Meetings	
	No. Eligible	No. Attended	No. Eligible	No. Attended
S Dennis	10	10	-	-
I Mulholland	9	9	-	-
B Dickson	10	10	-	-
A Passmore	1	1	-	-

Committee Membership

As at the date of this report, the Group does not have separately constituted Audit and Remuneration Committees. The full board acts as those committees under specific charters.

Significant Changes in State of Affairs

During the year the Group acquired the Youanmi Gold Project for $2,800,000 cash and $200,000 in ordinary fully paid shares (25,000,000 shares). In addition, the Group has undertaken to spend $3,000,000 on exploration on the Youanmi Gold Project over the next two years.

Other than the incorporation of a new wholly owned subsidiary, Rox (Murchison) Pty Ltd, there were no other significant changes in the state of affairs of the Group during the year.

Matters Subsequent to the End of the Financial Year

On 21 August 2019 the Group announced it had entered into a binding terms sheet with Cullen Exploration Pty Ltd (a subsidiary of Cullen Resources Limited) which allows Rox to earn up to a 75% interest in Cullen's Mt Eureka Nickel and Gold Project. The Project is located in the Northern Goldfields, about 600km northeast of Kalgoorlie (about 120km east of Wiluna) and immediately to the north of Rox Resources' Mt Fisher Gold and Fisher East Nickel Projects.

Key terms of the agreement are as follows:

- Rox may earn a 51% interest by spending $1m on exploration expenditure within a three-year period from satisfaction of certain Conditions Precedent (Stage 1 Earn In).
- Cullen will receive $40,000 cash upon satisfaction of one of the Conditions Precedent.
- If Rox earns the 51% interest, it can elect to earn a further 24% interest by expending a further $1m on exploration expenditure over a three-year period, commencing at the end of the Stage 1 Earn In.
- Rox must spend a minimum of $333,334 and ensure the Cullen tenements are in good standing on a daily pro rata basis before it may withdraw.
- Upon Rox earning 51% or, if it earns the additional 24%, upon Rox earning 75%, the parties will be associated in an unincorporated Joint Venture in relation to the Joint Venture Tenements, which will include certain Rox tenements and applications
- If Rox earns 75%, Cullen will be free-carried, with no liability for any Joint Venture costs, until completion of a Pre-Feasibility Study.
- If Rox only earns 51%, or earns 75% and completes a Pre-Feasibility Study, thereafter Cullen must contribute to Joint Venture costs pro-rata, or dilute under a standard dilution formula.
- If a Participant's interest falls to 10% or less, that Participant's interest will be converted to a Net Smelter Return Royalty of 1% on those Cullen tenements already subject to a royalty and 2.5% on the balance of the Joint Venture Tenements.

On 26 September the Company completed a share placement to institutional and sophisticated investors to raise $4.0 million (before costs) through the issue of 166,666,667 fully paid ordinary shares at an issue price of $0.024 per share.

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

Environmental Issues

The Group carries out mineral exploration at its various projects which are subject to environmental regulations under both Commonwealth and State legislation. During the financial year there has been no breach of these regulations.

Likely Developments and Expected Results of Operations

The Group will continue to explore its mineral tenements, with particular focus on the recently acquired Youanmi Gold and Eureka Gold/Nickel Projects.

Indemnification and Insurance of Directors and Officers

During the year the Company paid an insurance premium to insure certain officers of the Company. The officers of the Company covered by the insurance policy include the Directors and the Company Secretary named in this report.

The Director and Officers Liability insurance provides cover against all costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of the indemnity and that may be brought against the Directors and officers in their capacity as officers of the Company. The insurance policy does not contain details of the premium paid in respect of individual officers of the Company. Disclosure of the nature of the liability cover and the amount of the premium is subject to a confidentiality clause under the insurance policy.

Indemnification of Auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

Share Options

At the reporting date there were 21,750,000 unlisted options exercisable at $0.026, 22,250,000 unlisted options exercisable at $0.024 and 20,000,000 unlisted options exercisable at $0.015. No options were exercised during the year. Refer to note 19 of the Financial Statements for further details on options outstanding.

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate or in the interest issue of any other registered scheme.

Auditor Independence and Non-Audit Services

Section 307C of the Corporations Act 2001 requires the Company's Auditors to provide the Directors of Rox Resources Limited with an Independence Declaration in relation to the audit of the full-year financial report. This report has been received and is attached to the Directors Report at page 27.

Non-Audit Services

The following non-audit services were provided by the entity's auditor, Ernst & Young. The Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act. The nature and scope of each type of non-audit services provided means that auditor independence was not compromised.

Ernst & Young received or are due to receive the following amounts for the provision of non-audit services:

Tax compliance services $11,041

Directors' Report

Remuneration Report (Audited)

This Remuneration Report outlines the Director and executive remuneration arrangements of the Company in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, Key Management Personnel (KMP) are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including all Directors of the Company.

Details of Key Management Personnel

Alex Passmore	Managing Director (appointed 1 May 2019)
Brett Dickson	Executive Director and Company Secretary (appointed director 31 March 2010)
Stephen Dennis	Non-executive Chairman (appointed 1 August 2015)
Ian Mulholland	Managing Director (appointed 27 November 2003 - retired 30 April 2019)

There were no changes of KMP after the reporting date and before the date the financial report was authorised for issue.

Remuneration Report (Audited)

Remuneration Committee

The full Board acts as the Remuneration Committee and is responsible for determining and reviewing compensation arrangements for the Directors and the Managing Director (MD).

The Board assesses the appropriateness of the nature and amount of remuneration of Directors on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team.

Remuneration Philosophy

The performance of the Group depends upon the quality of its Directors and executives. To prosper, the Group must attract, motivate and retain highly skilled Directors and executives.

To this end, the Group embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract high calibre executives
- Establish appropriate hurdles for variable executive remuneration
- Encouragement for Directors to sacrifice a portion of their fees to acquire shares in the Company at market price

Remuneration Structure

In accordance with best practice corporate governance, the structure of Non-Executive Director and Director Remuneration is separate and distinct.

Non-Executive Director Remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain Directors of the highest calibre, whilst keeping costs acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination was in 2004 when shareholders approved an aggregate remuneration of $150,000 per year.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst Directors is reviewed annually. The Board considers the fees paid to Non-Executive Directors of comparable companies when undertaking the annual review process.

Each Non-Executive Director receives a fee for being a Director of the Company. The remuneration of Non-Executive Directors for the years ended 30 June 2019 and 30 June 2018 is detailed later in this report.

Non-Executive Directors have long been encouraged by the Board to hold shares in the Company (purchased by the Director on market). It is considered good governance for Directors to have a stake in the Company on whose board he or she sits. In addition, long term incentives in the form of options may be awarded to Non-Executive Directors, subject to shareholder approval, in a manner which aligns this element of remuneration with the creation of shareholder wealth.

Executive Remuneration

Objective

The Group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group and so as to:

- reward executives for company and individual performance against targets set by reference to appropriate benchmarks;
- align the interests of executives with those of shareholders;
- link reward with the strategic goals; and
- ensure total remuneration is competitive by market standards.

Structure

In determining the level and make-up of executive remuneration the Board considered market conditions and remuneration paid to senior executives of companies similar in nature to Rox Resources Limited.

Remuneration consists of the following key elements:

- Fixed Remuneration
- Variable Remuneration
  - short term incentive ("STI"); and
  - long term incentive ("LTI")

Fixed Remuneration

Objective

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Fixed remuneration is reviewed annually by the Board and the process consists of a review of individual performance, relevant comparative remuneration in the market and, where appropriate, external advice on policies and practices.

Structure

Executives are given the opportunity to receive their fixed (primary) remuneration in a variety of forms including cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Company.

The fixed remuneration component of all of the Directors is detailed later in this report.

Variable Remuneration – Short Term Incentive ("STI")

Objective

The objective of the STI program is to link the achievement of the Group's operational targets with the remuneration received by the executives charged with meeting those targets. The total potential STI available is set at a level so as to provide sufficient incentive to the executive to achieve those operational targets and such that the cost to the Company is reasonable in the circumstances.

Structure

Actual STI payments granted to executives depend on the extent to which specific targets, set at the beginning of the review period, being a calendar year, are met. The targets consist of a number of Key Performance Indicators (KPI's) covering both financial and non-financial, corporate and individual measures of performance. Typically included are measures such as contribution to exploration success, share price appreciation, risk management and cash flow sustainability. These measures were chosen as they represent the key drivers for the short term success of the business and provide a framework for delivering long term value.

The Board has predetermined benchmarks that must be met in order to trigger payments under the STI scheme. On an annual basis, after consideration of performance against KPI's, the Board, acting as a Remuneration Committee, determines the amount, if any, of the STI to be paid to each executive. This process usually occurs in the first quarter of the following calendar year. Payments made are delivered as a cash bonus in the fourth quarter of the fiscal year.

Directors' Report

Remuneration Report (Audited)

STI bonus for 2018 and 2019

For the calendar year ended 31 December 2019 no KPI's have been set.

For the calendar year ended 31 December 2018, the following key performance indicators were agreed for executives, with the relative weighting of each shown in brackets.

1. Identify greater than 100,000t of contained nickel at greater than 2% at Fisher East and Collurabbie (35%)
2. (i) Successful "spin out" of Mt Fisher gold asset.

   (ii) Identify and implement a strategic transaction for Rox which is value accretive (35%)
3. Ensure adequate safety, board reporting and project management (10%)
4. Engage with market participants to increase performance of the Company to be measured by outperforming the small resources index (XSR) (20%)

For the 2018 year the maximum bonus available for Mr Mulholland was $82,500 and $41,250 for Mr Dickson. No bonus was paid for the 2018 year.

Variable Remuneration – Long Term Incentive ("LTI")

Objective

The objective of the LTI plan is to reward executives in a manner which aligns this element of remuneration with the creation of shareholder wealth. As such LTI grants are only made to executives who are able to influence the generation of shareholder wealth. The Company considers that shareholder wealth is measured by changes to the Company's share price.

Structure

LTI grants to executives are delivered in the form of options. The options, when issued to executives, will not be exercisable for a price less than the then current market price of the Company's shares. The grant of LTI's is reviewed annually, though LTI's may not be granted each year. Exercise price and performance hurdles, if any, are determined at the time of grant of the LTI.

To date no performance hurdles have been set on options issued to executives. The Company may, and at times has, imposed time based service conditions. The Company believes that as options are issued at not less than the current market price of the Company's shares there is an inherent performance hurdle on those options as the share price of the Company's shares must increase significantly before there is any benefit to the executive.

Employment Contracts

The Managing Director, Mr Passmore is employed under contract. The current employment contract has no fixed term. Under the terms of the present contact:

- Mr Passmore may resign from his position and terminate this contract by giving three months' notice.
- The Company may terminate this employment agreement by providing three months' written notice. If the employment is terminated by the Company the Company will make an additional payment of 6 months' Base Salary, inclusive of any amount of notice paid in lieu upon termination of the Employment. The amount paid will be adjusted if necessary, to ensure compliance with section 200F (2) of the Corporations Act.
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. Where termination with cause occurs, the Managing Director is only entitled to that portion of remuneration which is fixed, and only up to the date of termination. On termination with cause any unvested options he holds will immediately be forfeited.

The Company Secretary, Mr Dickson is employed under a service contract. The current contract terminates on 31 December 2019, at which time the Company may choose to commence negotiation to enter into a new service contract with Mr Dickson. Under the terms of the present contact:

- Mr Dickson may terminate the contract by giving three months written notice.
- The Company may terminate the service contract agreement by providing three months written notice. On termination on notice by the Company, subject to ASX Listing Rule 10.19 and section 200F(3) of the Corporations Act 2001, will pay Mr Dickson an amount equal to the fixed component of his remuneration for the remainder of the term of the contract.
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. Where termination with cause occurs, Mr Dickson is only entitled to that portion of remuneration which is fixed, and only up to the date of termination. On termination with cause any unvested options he holds will immediately be forfeited.

Remuneration of Key Management Personnel

	Short Term			Long Term	Post Employment	Share Based Payments	Total	Percentage Performance Related
2019	**Salary & Fees $**	**Bonus $**	**Other $**	**$**	**Superannuation $**	**Options $**	**$**	**%**
Directors								
S Dennis	80,000	-	-	-	7,600	-	87,600	-
I Mulholland[1]	271,419	-	-	42,983	20,833	-	335,235	-
A Passmore[2]	125,000	-	-	-	10,416	79,600	215,016	-
B Dickson	-	-	181,500	-	-	-	181,500	-
Total	**476,419**	**-**	**181,500**	**42,983**	**38,849**	**79,600**	**819,351**	**-**

	Short Term			Long Term	Post Employment	Share Based Payments	Total	Percentage Performance Related
2018	**Salary & Fees $**	**Bonus $**	**Other $**	**$**	**Superannuation $**	**Options $**	**$**	**%**
Directors								
S Dennis	92,500	-	-	-	8,787	37,992	139,279	-
I Mulholland	274,080	57,750	-	32,632	25,000	126,641	516,103	11.2
B Dickson	-	28,875	169,950	-	-	63,321	262,146	11.0
Total	**366,580**	**86,625**	**169,950**	**32,632**	**33,787**	**227,954**	**917,528**	**9.4**

[1] Mr Mulholland retired on 30 April 2019

[2] Mr Passmore commenced 1 February 2019

Directors' Report

Remuneration Report (Audited)

Compensation options: Granted and vested during the year

During the year 20,000,000 options were issued to directors (2018: 18,000,000). 9,000,000 options issued in December 2016 (representing 50% of the number issued) vested during the year and no options were exercised.

	Granted in 2019				Terms and Conditions for Each Grant				Vested 2019		Lapsed 2019
	Number	Date	Fair value $	Total fair value	Exercise Price $	Expiry date	First exercise date	Last exercise date	Number	%	Lapsed during the year
Directors											
A Passmore	20,000,000	1 Feb 19	$0.004	$79,600	$0.015	31 Jan 22	1 Feb 19	31 Jan 22	20,000,000	100	-
S Dennis	-	-	-	-	-	-	-	-	-	-	3,000,000
I Mulholland[1]	-	-	-	-	-	-	-	-	-	-	30,000,000
B Dickson	-	-	-	-	-	-	-	-	-	-	5,000,000
Total	**20,000,000**			**$79,600**					**20,000,000**		**38,000,000**

[1] At time of retirement on 30 April 2019.

	Granted in 2018				Terms and Conditions for Each Grant				Vested 2018		Lapsed 2018
	Number	Date	Fair value $	Total fair value	Exercise Price $	Expiry date	First exercise date	Last exercise date	Number	%	Lapsed during the year
Directors											
S Dennis	3,000,000	15 Dec 17	$0.008	$24,000	$0.024	30 Nov 20	15 Dec 17	30 Nov 20	3,000,000	100	-
I Mulholland	10,000,000	15 Dec 17	$0.008	$80,000	$0.024	30 Nov 20	15 Dec 17	30 Nov 20	10,000,000	100	10,000,000
B Dickson	5,000,000	15 Dec 17	$0.008	$40,000	$0.024	30 Nov 20	15 Dec 17	30 Nov 20	5,000,000	100	5,000,000
Total	**18,000,000**			**$144,000**					**18,000,000**		**15,000,000**

For details of options granted and exercised during the 2018 and 2019 years refer to Note 19 of the Financial Statements.

There were no alterations to the terms and conditions of options granted as remuneration since their grant.

The Group's remuneration policy prohibits directors and executives from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements. To ensure compliance with this policy Directors and executives are required to disclose all dealings in company securities, whether vested or not.

Share holdings of Key Management Personnel

2019	Balance at 1 July 2018	Granted as Remuneration	Purchased	Net Change/ Other	Shares Issued on Exercise of Options	Balance at 30 June 2019
A Passmore	-	-	32,000,000	-	-	32,000,000
I Mulholland[2]	15,033,103	-	1,000,000	-	-	16,033,103
S Dennis	2,200,000	-	2,000,000	-	-	4,200,000
B Dickson	7,775,000	-	2,000,000	-	-	9,775,000
	25,008,103	**-**	**37,000,000**	**-**	**-**	**62,008,103**

2018	Balance at 1 July 2018	Granted as Remuneration	Purchased	Net Change/ Other	Shares Issued on Exercise of Options	Balance at 30 June 2019
I Mulholland	15,033,103	-	-	-	-	15,033,103
S Dennis	2,200,000	-	-	-	-	2,200,000
B Dickson	7,775,000	-	-	-	-	7,775,000
	25,008,103	**-**	**-**	**-**	**-**	**25,008,103**

Options holdings of Key Management Personnel

2019	Balance at 1 July 2018	Granted as Remuneration	Options Exercised	Options Expired	Balance at 30 June 2019	Options Vested Not Yet Exercised[1]
S Dennis	9,000,000	-	-	3,000,000	6,000,000	6,000,000
A Passmore	-	20,000,000	-	-	20,000,000	20,000,000
I Mulholland[2]	30,000,000	-	-	10,000,000	20,000,000	20,000,000
B Dickson	15,000,000	-	-	5,000,000	10,000,000	10,000,000
	54,000,000	20,000,000	-	18,000,000	56,000,000	56,000,000

[1] All options which have vested are exercisable.

[2] At time of retirement on 30 April 2019.

Other Transactions with Key Management personnel

Coolform Investments Pty Ltd, a company in which Mr. Dickson is a Director and shareholder, received fees totalling $181,500 (2018: $169,950) for the provision of services.

During the year the Company paid an amount of $121,359 (2018: $119,711 including GST) to Azure Minerals Limited, a company of which Mr Dickson is an officer, for the provision of office accommodation. The Company also received fees totalling $43,800 (2018: $37,093 including GST) from Azure Minerals Limited being reimbursement for the provision of office staff support. An amount of $10,950 (2018: $10,950) is receivable at year end.

Directors' Report

Remuneration Report (Audited)

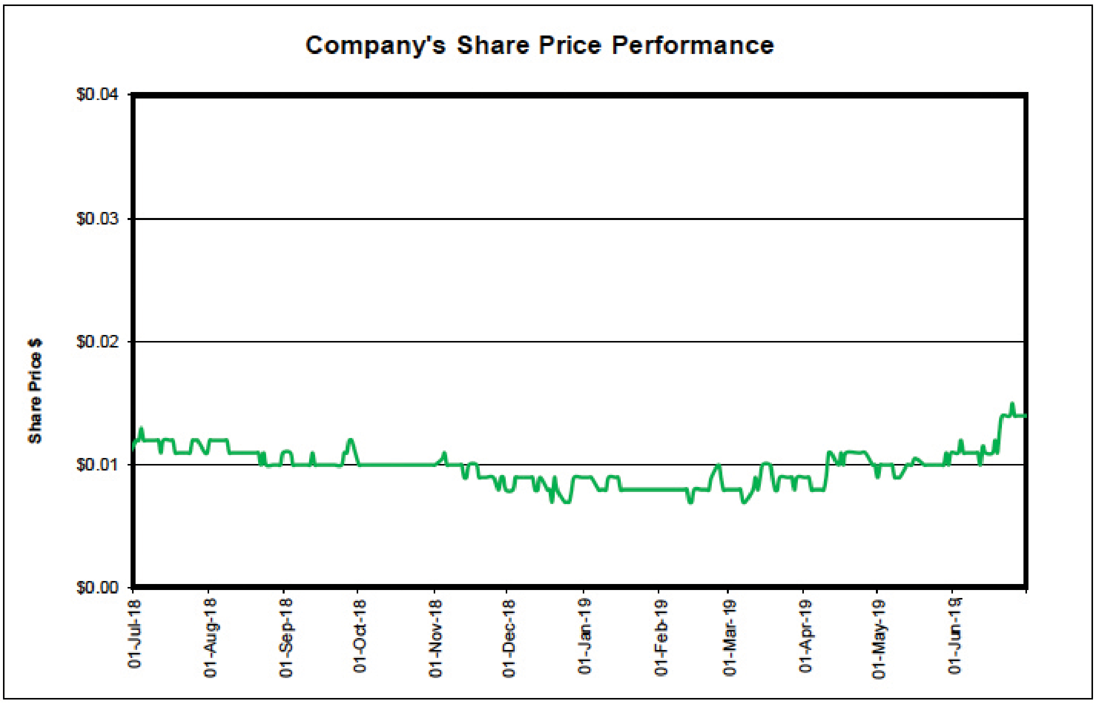
Company's Performance

Company's share price performance

The Company's share price performance shown in the below graph is a reflection of the Company's performance during the year.

The variable components of the executives' remuneration including short-term and long-term incentives are indirectly linked to the Company's share price performance.

The graph below shows the Company's share price performance during the financial year ended 30 June 2019.



The table below sets out information about the Group's earnings and movements in shareholder wealth for the past five years up to and including the current financial year.

	2019	2018	2017	2016	2015
Net (loss)/profit after tax ($)*	(2,790,816)	(3,239,946)	13,427,391	(2,486,685)	(6,241,150)
Basic (loss)/profit per share (cents)*	(0.22)	(0.26)	1.09	(0.22)	(0.75)
Share Price at year end (cents)	1.4	1.1	1.4	2.1	1.9
Total dividends (cents per share)	-	-	-	-	-

*Historical results have not been assessed and adjusted for the impact of new accounting standards.

End of Remuneration Report

Signed in accordance with a resolution of the Directors.

A Passmore
Managing Director
Perth, 26 September 2019

Auditor's Independence Declaration

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

As lead auditor for the audit of the financial report of Rox Resources Limited for the financial year ended 30 June 2019, I declare to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Rox Resources Limited and the entities it controlled during the financial year.

Ernst + Young

Ernst & Young

T S Hammond
Partner
26 September 2019

TH:CT:ROX:024

Corporate Governance

Corporate Governance Statement

Rox Resources Limited ACN 107 202 602 (Company) has established a corporate governance framework, the key features of which are set out in this statement. In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd edition. The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained it reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at:

http://www.roxresources.com.au/about-rox-resources/corporate-governance/

Charters

Board

Audit and Risk Committee

Nomination Committee

Remuneration Committee

Policies and Procedures

Policy and Procedure for the Selection and (Re)Appointment of Directors

Process for Performance Evaluations

Securities Trading Policy

Shareholder Communication and Investor Relations Policy

Code of Conduct (summary)

Compliance Procedures (summary)

Procedure for the Selection, Appointment and Rotation of External Auditor

Policy on Continuous Disclosure (summary)

Diversity Policy (summary)

Induction Program

The Company reports below on whether it has followed each of the recommendations during the 2018/2019 financial year (Reporting Period). The information in this statement is current at 25 September 2019. This statement was approved by a resolution of the Board on 25 September 2019.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and have documented this in its Board Charter, which is disclosed on the Company's website.

Recommendation 1.2

The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether to elect or re-elect a director.

The Company provided shareholders with all material information in relation to the re-election of Mr Brett Dickson as a director at its 2018 Annual General Meeting.

Recommendation 1.3

The Company has a written agreement with each director and senior executive setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement the Company, or any of its child entities, has entered into with its Managing Director, any of its directors, and any other person or entity who is related party of the Managing Director or any of its directors has been disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.4

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board as outlined in the Company's Board Charter. The Company's Secretary's role is also outlined in the consultancy agreement between the Company Secretary and the Company.

Recommendation 1.5

The Company has a Diversity Policy. However, the Diversity Policy does not include requirements for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. Nor has the Board set measurable objectives for achieving gender diversity. Given the Company's stage of development as an exploration company and the number of employees, the Board considers that it is not practical to set measurable objectives for achieving gender diversity at this time.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation as at the date of this statement are set out in the following table. "Senior executive" for these purposes means a person who makes, or participates in the making of, decisions that affect the whole or a substantial part of the business or has the capacity to affect significantly the Company's financial standing. For the Reporting Period, this included the Managing Director and the Finance Director:

	Proportion of women
Whole organisation (including the Board)	1 out of 5 (20%)
Senior executive positions	0 out of 2 (0%)
Board	0 out of 3 (0%)

Recommendation 1.6

The Chair is responsible for evaluation of the Board and, when deemed appropriate, Board committees and individual directors. The evaluations are undertaken in accordance with the Company's Process for Performance Evaluations, which is disclosed on the Company's website.

During the Reporting Period an evaluation of the Board, its committees, and individual directors took place in accordance with the process disclosed in the Company's Process for Performance Evaluations.

Recommendation 1.7

The Managing Director is responsible for evaluating the performance of senior executives in accordance with the process disclosed in the Company's Process for Performance Evaluations.

During the Reporting Period an evaluation of the Finance Director took place in accordance with the process disclosed in the Company's Process for Performance Evaluations.

The Chair is responsible for evaluating the Managing Director in accordance with the process disclosed in the Company's Process for Performance Evaluations.

During the Reporting Period an evaluation of the Managing Director took place in accordance with the process disclosed in the Company's Process for Performance Evaluations.

Corporate Governance

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1

The Board has not established a separate Nomination Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Nomination Committee. Accordingly, the Board performs the role of the Nomination Committee.

Although the Board has not established a separate Nomination Committee, it has adopted a Nomination Committee Charter, which describes the role, composition and responsibilities of the full Board in its capacity as the Nomination Committee. When the Board convenes as the Nomination Committee it carries out those functions which are delegated to it in the Company's Nomination Committee Charter. Separate meetings of the full Board in its capacity as the Nomination Committee are held, and minutes of those meetings are taken. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Nomination Committee by ensuring that the director with conflicting interests is not party to the relevant discussions.

Details of director attendance at meetings of the full Board, in its capacity as the Nomination Committee, during the Reporting Period, are set out in a table in the Directors' Report on page 18.

Recommendation 2.2

The mix of skills and diversity for which the Board is looking to achieve in its membership is represented by the Board's current composition. While the Company is at exploration stage, it does not wish to significantly increase the size of the Board and considers that the Board, which includes directors with geological qualifications, exploration and mining industry experience, experience in the development and operation of mining projects in Australia and accounting and finance qualifications, is an appropriate mix of skills and expertise relevant to the Company. Notwithstanding the boards current view that the composition of the board is appropriate, as project acquisitions and development opportunities occur a review of the Board size and composition will be undertaken.

Recommendation 2.3

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles & Recommendations. The sole independent director of the Company is Mr Stephen Dennis, Chairman of the Company.

The length of service of each director is set out in the Directors' Report on page 16.

Recommendation 2.4

During the Reporting Period, the Board did not have a majority of directors who are independent. The Board considered that the composition of the Board was adequate for the Company's size and operations and included an appropriate mix of skills and expertise relevant to the Company's business.

As noted above, a review of the Board's size and composition, including the balance of independence on the Board may be undertaken.

Recommendation 2.5

The independent Chair of the Board is Mr Stephen Dennis, who is also not the Managing Director.

Recommendation 2.6

The Company has an induction program that it uses when new directors join the Board and when new senior executives are appointed. The goal or the program is to assist new directors to participate fully and actively in Board decision-making at the earliest opportunity and to assist senior executives to participate fully and actively in management decision-making at the earliest opportunity. The Company's Induction Program is disclosed on the Company's website.

The Board regularly reviews whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and the Board committees effectively using a Board skills matrix. Where any gaps are identified, the Board considers what training or development should be undertaken to fill those gaps. In particular, the Board ensures that any director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements. Directors also receive ongoing education on developments in accounting standards.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1

The Company has established a Code of Conduct for its directors, senior executives and employees, which are disclosed on the Company's website.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1

The Board has not established a separate Audit Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Audit Committee. Accordingly, the Board performs the role of Audit and Risk Committee.

Although the Board has not established a separate Audit and Risk Committee, it had adopted an Audit and Risk Committee Charter. When the Board convenes as the Audit and Risk Committee it carries out those functions which are delegated to it in the Company's Audit and Risk Committee Charter. Separate meetings of the full Board in its capacity as the Audit and Risk Committee are held, and minutes of those meetings are taken. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Audit and Risk Committee by ensuring that the director with conflicting interests is not party to the relevant discussions.

The Company has also established a Procedure for the Selection, Appointment and Rotation of its External Auditor, which is disclosed on the Company's website. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.

Details of director attendance at meetings of the full Board, in its capacity as the Audit and Risk Committee, held during the Reporting Period, are set out in a table in the Directors' Report on page 18.

Recommendation 4.2

Before the Board approved the Company financial statements for the half year ended 31 December 2018 and the full-year ended 30 June 2019, it received from the Managing Director and the Finance Director a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively (Declaration).

The Board did not receive a Declaration for each of the quarters ending 30 September 2018, 31 December 2018, 31 March 2019 and 30 June 2019 because in the Board's view its quarterly reports are not financial statements to which the Declaration can be appropriately given.

Recommendation 4.3

Under section 250RA of the Corporations Act, the Company's auditor is required to attend the Company's annual general meeting at which the audit report is considered, and must arrange to be represented by a person who is a suitably qualified member of the audit team that conducted the audit and is in a position to answer questions about the audit. Each year, the Company writes to the Company's auditor to inform them of the date of the Company's annual general meeting. In accordance with section 250S of the Corporations Act, at the Company's annual general meeting where the Company's auditor or their representative is at the meeting, the Chair allows a reasonable opportunity for the members as a whole at the meeting to ask the auditor (or its representative) questions relevant to the conduct of the audit; the preparation and content of the auditor's report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit. The Chair also allows a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under section 250PA of the Corporations Act.

A representative of the Company's auditor, Ernst & Young attended the Company's annual general meeting held on 29 November 2018.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. A summary of the Company's Policy on Continuous Disclosure and Compliance Procedures are disclosed on the Company's website.

Corporate Governance

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1

The Company provides information about itself and its governance to investors via its website at www.roxresources.com.au as set out in its Shareholder Communication and Investor Relations Policy.

Recommendation 6.2

The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's Shareholder Communication and Investor Relations Policy.

Recommendation 6.3

The Company has in place a Shareholder Communication and Investor Relations Policy which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders.

Recommendation 6.4

Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically. The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders, Shareholders not already receiving information electronically can elect to do so through the share registry, Computershare Investor Services Pty Ltd at **www.computershare.com.au**

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1

The Board has not established a separate Risk Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Risk Committee. As noted above, the Board performs the role of an Audit and Risk Committee. Please refer to the disclosure above under Recommendation 4.1 in relation to the Audit and Risk Committee.

Recommendation 7.2

The Board reviews the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board. The Board carried out these reviews during the Reporting Period.

Recommendation 7.3

The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's Risk Management Policy.

Recommendation 7.4

As the Company is not in production, the Company has not identified any material exposure to any environmental and/or social sustainability risks. However, the Company does have a material exposure to the following economic risks:

- Market risk – movements in commodity prices. The Company manages its exposure to market risk by monitoring market conditions, and making decisions based on industry experience.
- Future capital risk – cost and availability of funds to meet the Company's business requirements. The Company manages this risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

The Board has adopted a Risk Management Policy and Risk Management Procedures. Under the Risk Management Policy, the Board oversees the processed by which risks are managed. This includes defining the Company's risk appetite, monitoring of risk performance and those risks that may have a material impact to the business. Management is responsible for the implementation of the risk management and internal control system to manage the Company's risk and to report to the Board whether those risks are being effectively managed.

The Company's system to manage its material business risks includes the preparation of a risk register by management to identify the Company's material business risks, analyse those risks, evaluate those risks (including assigning a risk owner to each risk) and treat those risks. Risks and their management are to be monitored and reviewed at least annually by senior management. The risk register is to be updated and a report submitted to the Managing Director. The Managing Director is to provide a risk report at least annually to the Board.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

The Board has not established a separate Remuneration Committee. Given the current size and composition of the Company, the Board believes that there would be no efficiencies gained by establishing a separate Remuneration Committee. Accordingly, the Board performs the role of Remuneration Committee. Although the Board has not established a separate Remuneration Committee, it has adopted a Remuneration Committee Charter, which describes the role, composition and responsibilities of the full Board in its capacity as the Remuneration Committee. When the Board convenes as the Remuneration Committee it carries out those functions which are delegated to it in the Company's Remuneration Committee Charter. Separate meetings of the full Board in its capacity as the Remuneration Committee are held, and minutes of those meetings are taken. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Remuneration Committee by ensuring that the director with conflicting interests is not party to the relevant discussions.

Details of director attendance at meetings of the full Board, in its capacity as the Remuneration Committee, during the Reporting Period, are set out in a table in the Directors' Report on page 18.

Recommendation 8.2

Details of remuneration, including the Company's policy on remuneration and "clawback policy" regarding the lapsing of performance-based remuneration in the event of fraud or serious misconduct and the clawback of the performance-based remuneration in the event of a material misstatement in the Company's financial statements, are contained in the "Remuneration Report" which forms of part of the Directors' Report and commences at page 20 of the Company's Annual Report for year ended 30 June 2019.

Recommendation 8.3

The Company does not have an Employee Share Option Plan (ESOP), though the Company's Securities Trading Policy includes a statement on the Board's policy that participations in the Company's equity-based remuneration schemes are prohibited from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

Consolidated Statement of Financial Position

as at 30 June 2019

	Notes	2019 ($)	2018 ($)
ASSETS			
Current Assets			
Cash and cash equivalents	11(a)	**3,912,742**	10,378,334
Receivables	12	**45,065**	47,988
Prepayments		**3,473**	3,589
Financial investments	14	**230,835**	-
Security deposit		**-**	13,271
Total Current Assets		**4,192,115**	10,443,182
Non-Current Assets			
Receivables	12	**2,652,508**	2,411,371
Equipment	13	**36,735**	37,701
Capitalised exploration expenditure	15	**7,087,607**	3,898,887
Total Non-Current Assets		**9,776,850**	6,347,959
TOTAL ASSETS		**13,968,965**	16,791,141
LIABILITIES			
Current Liabilities			
Trade and other payables	16	**483,560**	860,189
Provisions	17	**68,083**	95,279
Total Current Liabilities		**551,643**	955,468
TOTAL LIABILITIES		**551,643**	955,468
NET ASSETS		**13,417,322**	15,835,673
EQUITY			
Contributed equity	18(i)	**42,041,933**	41,766,933
Reserves	18(ii)	**2,755,722**	2,658,257
Accumulated losses	20	**(31,380,333)**	(28,589,517)
TOTAL EQUITY		**13,417,322**	15,835,673

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Comprehensive Income

for the year ended 30 June 2019

	Notes	2019 ($)	2018 ($)
Interest income	6A	**146,647**	258,496
Other income	6B	**348,653**	-
Finance income	6C	**241,137**	219,215
Corporate expenses		**(713,067)**	(648,557)
Occupancy and related expenses		**(178,982)**	(165,868)
Salaries and wages		**(675,600)**	(609,441)
Superannuation		**(85,337)**	(81,596)
Exploration expenditure expensed		**(1,640,078)**	(1,914,716)
Share based payments to employees		**(97,465)**	(279,489)
Depreciation		**(17,619)**	(17,990)
Fair value movement on equity instruments at fair value through profit or loss		**(117,818)**	-
Loss on plant and equipment sales		**(1,287)**	-
Loss before income tax		**(2,790,816)**	(3,239,946)
Income tax benefit/(expense)	7	**-**	-
Loss after income tax		**(2,790,816)**	(3,239,946)
Other Comprehensive Income			
Other comprehensive income net of tax		**-**	
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(2,790,816)**	(3,239,946)

Loss per share for loss for the year attributable to ordinary equity holders:			
Basic (loss)/ profit per share (cents)	8	**(0.22)**	(0.26)
Diluted (loss)/ profit per share (cents)		**(0.22)**	(0.26)

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

for the year ended 30 June 2019

	Notes	2019 ($)	2018 ($)
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		**163,080**	233,822
Payments to suppliers and employees		**(1,719,769)**	(1,416,328)
Expenditure on mineral interests		**(1,390,494)**	(1,995,175)
Net cash used in operating activities	11(b)	**(2,947,183)**	(3,177,681)
CASH FLOWS FROM INVESTING ACTIVITIES			
Settlement of legal dispute in relation to sale of mineral properties		**-**	(331,215)
Purchase of mineral properties		**(3,513,720)**	-
Purchase of equipment		**(18,160)**	-
Proceeds on sale of equipment		**200**	-
Security deposits		**13,271**	4,165
Net cash used in investing activities		**(3,518,409)**	(327,050)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of ordinary shares		**-**	-
Share issue costs		-	-
Net cash provided by financing activities		-	-
Net decrease in cash and cash equivalents		**(6,465,592)**	(3,504,731)
Cash and cash equivalents at beginning of period		**10,378,334**	13,883,065
Cash and cash equivalents at end of period	11(a)	**3,912,742**	10,378,334

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

for the year ended 30 June 2019

	Contributed equity	Reserves ($)	Accumulated losses ($)	Total ($)
At 1 July 2018	**41,766,933**	**2,658,257**	**(28,589,517)**	**15,835,673**
Loss for the year	-	-	(2,790,816)	(2,790,816)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(2,790,816)	(2,790,816)
Transactions with owners				
Issue of share capital	275,000	-	-	275,000
Share issue costs	-	-	-	-
Share-based payments	-	97,465	-	97,465
Balance as at 30 June 2019	**42,041,933**	**2,755,722**	**(31,380,333)**	**13,417,322**
At 1 July 2017	**41,436,933**	**2,483,768**	**(25,349,571)**	**18,571,130**
Loss for the year	-	-	(3,239,946)	(3,239,946)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(3,239,946)	(3,239,946)
Transactions with owners				
Issue of share capital	225,000	-	-	225,000
Share issue costs	-	-	-	-
Acquisition of Collurabbie Project	105,000	(105,000)	-	-
Share-based payments	-	279,489	-	279,489
Balance as at 30 June 2018	**41,766,933**	**2,658,257**	**(28,589,517)**	**15,835,673**

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

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 1. CORPORATE INFORMATION

Rox Resources Limited is a for profit company incorporated in Australia whose shares are publicly traded on the Australian Stock Exchange (ASX). The consolidated financial statements of Rox Resources Limited incorporate Rox Resources Limited (the Parent) as well as its subsidiaries (collectively, the Group) as outlined in Note 26. The financial statements of the Group for the year ended 30 June 2019 were authorised for issue in accordance with a resolution of the Directors on 25 September 2019.

The nature of the operations and principal activities of the Group are described in the Directors Report.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has been prepared on a historical cost basis, except for financial investments that have been measured at fair value. The financial report is presented in Australian dollars.

As a result of the uncertainties inherent in business and other activities, certain items in a financial report cannot be measured with precision but can only be estimated. The estimation process involves best estimates based on the latest information available.

Going Concern

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Group has incurred a net loss after tax for the year ended 30 June 2019 of $2,790,816 (2018: $3,239,946) and experienced net cash outflows from operating activities of $2,947,183 (2018: $3,177,681). At 30 June 2019, the Group had net current assets of $3,640,472 (30 June 2018: $9,487,714).

The Directors believe there are sufficient funds to meet the Group's committed minimum expenditure requirements and as at the date of this report the directors believe they can meet all liabilities as and when they fall due. However, the Directors recognise that additional funding either through the issue of further shares, or convertible notes, or the sale of assets, or a combination of these activities will be required for the Group to continue to actively explore its mineral properties. The Directors are also aware that that the Group can relinquish certain projects in order to maintain its cash at appropriate levels.

The Directors have reviewed the business outlook and the assets and liabilities of the Group and are of the opinion that the use of the going concern basis of accounting is appropriate.

However, if the Group is unable to obtain additional funding, there is significant uncertainty whether the Group will be able to continue as a going concern and therefore whether it will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the normal course of business at the amounts stated in the financial report.

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts, nor the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

(a) Compliance statement

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

(b) New accounting standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year and corresponding reporting period except for the adoption of the new standards and amendments which became mandatory for the first time this reporting period commencing 1 July 2018. The adoption of these standards and amendments did not result in a material adjustment to the amounts or disclosures in the current or prior year. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) New accounting standards and interpretations (continued)

(i) Accounting standards and interpretations issued but not yet effective

The following relevant standards and interpretations have been issued by the Australian Accounting Standards Board (AASB) but are not yet effective for the year ending 30 June 2019:

Standard	Summary	Application date of standard
AASB 16 Leases	AASB 16 requires lessees to account for all leases under a single on-balance sheet model in a similar way to finance leases under AASB 117 Leases. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will be required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting is substantially unchanged from today's accounting under AASB 117. Lessors will continue to classify all leases using the same classification principle as in AASB 117 and distinguish between two types of leases: operating and finance leases. This new standard is not expected to have a material impact on the financial report when adopted as the Group does not have operating or financial leases.	1 January 2019
AASB 2017-7 *Amendments to Australian Accounting Standards – Long-term* *Interests in Associates and Joint Ventures*	This Standard amends AASB 128 Investments in Associates and Joint Ventures to clarify that an entity is required to account for long-term interests in an associate or joint venture, which in substance form part of the net investment in the associate or joint venture but to which the equity method is not applied, using AASB 9 Financial Instruments before applying the loss allocation and impairment requirements in AASB 128.	1 January 2019
AASB 2018-1 *Australia Amendments to Australian Accounting Standards – Annual Improvements 2015-2017 Cycle*	The amendments clarify certain requirements in: • AASB 3 Business Combinations and AASB 11 *Joint Arrangements* - previously held interest in a joint operation • AASB 112 Income Taxes - income tax consequences of payments on financial instruments classified as equity • AASB 123 Borrowing Costs - borrowing costs eligible for capitalisation.	1 January 2019
AASB 2018-2 *Amendments to Australian Accounting Standards – Plan Amendment, Curtailment or Settlement*	This Standards amends AASB 119 Employee Benefits to specify how an entity accounts for defined benefit plans when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments: • Require entities to use the updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after such an event occurs Clarify that when such an event occurs, an entity recognises the past service cost or a gain or loss on settlement separately from its assessment of the asset ceiling.	1 January 2019

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) New accounting standards and interpretations (continued)

Standard	Summary	Application date of standard
AASB Interpretation 23, and relevant amending standards *Uncertainty over Income Tax Treatment*	The Interpretation clarifies the application of the recognition and measurement criteria in AASB 112 Income Taxes when there is uncertainty over income tax treatments. The Interpretation specifically addresses the following: • Whether an entity considers uncertain tax treatments separately • The assumptions an entity makes about the examination of tax treatments by taxation authorities • How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates How an entity considers changes in facts and circumstances.	1 January 2019
Conceptual framework AASB 2019-1 *Conceptual Framework for Financial Reporting* *Amendments to Australia Accounting Standards – Refer to Conceptual Framework*	The revised Conceptual Framework includes some new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts. It is arranged in eight chapters, as follows: » Chapter 1 – The objective of financial reporting » Chapter 2 – Qualitative characteristics of useful financial information » Chapter 3 – Financial statements and the reporting entity » Chapter 4 – The elements of financial statements » Chapter 5 – Recognition and derecognition » Chapter 6 – Measurement » Chapter 7 – Presentation and disclosure » Chapter 8 – Concepts of capital and capital maintenance AASB 2019-1 has also been issued, which sets out the amendments to Australian Accounting Standards, Interpretations and other pronouncements in order to update references to the revised Conceptual Framework. The changes to the Conceptual Framework may affect the application of accounting standards in situations where no standard applies to a particular transaction or event. In addition, relief has been provided in applying AASB 3 and developing accounting policies for regulatory account balances using AASB 108, such that entities must continue to apply the definitions of an asset and a liability (and supporting concepts) in the Framework for the Preparation and Presentation of Financial Statements (July 2004), and not the definitions in the revised Conceptual Framework.	1 January 2020

(ii) New and Revised standards that are effective for these Financial Statements

From 1 July 2018 the Group had applied, for the first time, AASB 15 Revenue from Contracts with Customers (AASB 15) and AASB 9 Financial Instruments (AASB 9).

Adoption of AASB 15

AASB 15 and its related amendment supersede AASB 111 Construction Contracts, AASB 118 Revenue and related interpretations and it applied to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under AASB 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services a customer.

The Group adopted AASB 15 with the date of initial application being 1 January 2018. In accordance with the transitional provisions in AASB 15, the standard has been applied using the full retrospective approach.

It was determined that the adoption of AASB 15 had no impact on the Group as the Group does not have any revenue from contract with customers.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) New accounting standards and interpretations (Continued)

(ii) New and Revised standards that are effective for these Financial Statements (continued)

Adoption of AASB 9

AASB 9 replaces AASB 139 Financial Instruments: Recognition and Measurement (AASB 139) for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment and hedge accounting.

AASB 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. The Group has adopted AASB 9 retrospectively in accordance with the standard. Changes in accounting polices resulting from the adoption of AASB 9 did not have a material impact on the Group's consolidated financial statements on transition or during the year.

AASB 9 largely retains the existing requirements of AASB 139 for the classification and measurement of financial liabilities, however it eliminates the previous AASB 139 categories for financial assets held to maturity, loans and receivables and available for sale financial assets. Under AASB 9, on initial recognition a financial asset is classified as measured at either:

(a) Amortised cost;

(b) Fair Value through Other Comprehensive Income ("FVOCI") – debt investment;

(c) FVOCI – equity investment; or

(d) Fair Value through Profit or Loss ("FVTPL").

The classification of financial assets under AASB 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset (unless it is a trade receivable without a significant financing component that it initially measured at the transaction price) is initially measured at fair value plus, for an item not a FVTPL, transaction costs that are directly attributable to its acquisition. For financial assets measured at amortised cost, these assets are subsequently measured at amortised cost using the effective interest rate method. The amortised cost is reduced by impairment losses.

Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on recognition is recognised in profit or loss.

As of 30 June 2019, the Group's financial instruments consist of cash and cash equivalents, receivables, financial investments and trade and other payables.

Cash and cash equivalents and other receivables previously designated as receivables under AASB 139 are now classified as amortised cost under AASB 9. The trade and other payables are designated as other financial liabilities, which are measured at amortised cost.

Financial investments are measured at FVTPL and comprise derivative instruments and quoted equity instruments which the Group has not irrevocably elected, at initial recognition, to classify at FVOCI.

Impairment of financial assets

In relation to the financial assets carried at amortised cost, AASB 9 requires an expected credit loss ("ECL") model to be applied as opposed to an incurred credit loss model under AASB 139. The ECL model requires the Group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial asset. In particular, AASB 9 requires the Group to measure the loss allowance at an amount equal to the lifetime expected credit loss. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Group is required to measure the loss allowance for that financial instrument at an amount equal to the ECL within the next 12 months.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(ii) New and Revised standards that are effective for these Financial Statements (continued)

Impairment of financial assets

As at 1 July 2018, the directors of the Group reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information. In accordance with AASB 9, where the directors concluded that it would require undue cost and effort to determine the credit risk of a financial asset on initial recognition, the Group recognises lifetime ECL. The result of the assessment is as follows:

Class of financial instrument presented in the statement of financial position	Original measurement category under AASB 139	New measurement category under AASB 9	Carrying amount under AASB 139 $	Carrying amount under AASB 9 $
Cash and cash equivalents	Loans and receivables	Financial assets at amortised cost	10,378,334	10,378,334
Receivables	Loans and receivables	Financial assets at amortised cost	47,988	47,988
Trade and other payables	Financial Liability at amortised cost	Financial liability at amortised cost	860,189	860,189

The change in classification has not resulted in any re-measurement adjustment at 1 July 2018.

(c) Basis of consolidation

The consolidated financial statements comprise the financial statements of Rox Resources Limited and the subsidiaries it controls (as outlined in Note 26).

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Generally, there is a presumption that a majority of voting rights results in control. To support this presumption, and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of the subsidiary to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Summary of significant accounting policies

(i) Cash and cash equivalents

Cash and cash equivalents in the Consolidated Statement of Financial Position and Consolidated Statement of Cash Flows comprise cash at bank and in hand and deposits that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(ii) Deferred exploration and evaluation expenditure

Exploration and evaluation costs are written off in the year they are incurred apart from acquisition costs which are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Where an area of interest is abandoned or the directors decide that it is not commercial, any accumulated acquisition costs in respect of that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they will not be recoverable in the future.

Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production commences.

(iii) Trade and other payables

Trade payables and other payables are initially recognised at fair value and are subsequently carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

(iv) Issued capital

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction, net of tax, of the share proceeds received.

(v) Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and laws used to compute the amount are those that are enacted or substantially enacted by the balance sheet date.

Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

- except where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in joint operations, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interest in joint operations, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Summary of significant accounting policies (continued)

(v) Income tax (continued)

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the statement of comprehensive income.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the preferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

(vi) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently carried at amortised cost less an allowance for impairment.

(vii) Equipment

All classes of equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Depreciation

Depreciation is provided on a straight-line basis over the estimated useful life of the specific asset as follows:

	2019	2018
Equipment	3-10 years	3-10 years

Impairment

The carrying values of equipment are reviewed for impairment at each balance date, with recoverable amount being estimated when events or changes in circumstances indicate the carrying value may not be recoverable. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying values of an asset or cash generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

The recoverable amount of equipment is the greater of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

Derecognition

Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the Profit or Loss in the period the item is derecognised.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Summary of significant accounting policies (continued)

(viii) Employee benefits

Provision is made for the employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave, sick leave and long service leave.

Liabilities arising in respect of wages and salaries, annual leave and other employee benefits expected to be settled within 12 months of the reporting date are measured at the nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. In determining the present value of future cash outflows, the market yield as at the reporting date on national corporate bonds, which have terms to maturity approximating the terms of the related liability, are used.

(ix) Revenue recognition

Interest revenue

Interest income is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

(x) Leases

Leases are classified at the inception as either operating or finance leases, based on the economic substance of the agreement so as to reflect the risks and benefits incidental to ownership.

Operating leases

The minimum lease payments of operating leases, where the lessor effectively retains substantially all of the risks and benefits of ownership of the leased item, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals are recognised as an expense in the financial year in which they are incurred.

(xi) Goods and service tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(xii) Earnings/loss per share

Basic earnings/loss per share is calculated by dividing the profit/loss from ordinary activities after related income tax expense by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings/loss per share is calculated as net profit/loss attributable to members, adjusted for:

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares adjusted for any bonus element.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(xiii) Share based payment transactions

The Group provides benefits to employees (including Directors) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the shares at the grant date.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Rox Resources Limited ('market conditions').

The cost of equity-settled transactions is recognised in the Consolidated Statement of Profit or Loss, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the Directors of the Company, will ultimately vest. This opinion is formed based on the best available information at balance sheet date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transactions a result of the modification, as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(xv) Provisions

The Group recognises a liability for long service leave and annual leave measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows. The Group has classified its long service leave as current as it is expected to be settled wholly within 12 months of each reporting date as it is unconditional.

(xvi) Interests in Joint Arrangements

Joint arrangements represent the contractual sharing of control between parties in a business venture where unanimous decisions about relevant activities are required.

Joint operations represent arrangements whereby joint operators maintain direct interests in each assets and exposures to each liability of the arrangement. The Group's interests in the assets, liabilities, revenue and expenses of the joint operations are included in the respective line items of the financial statements. Information about the joint arrangements is set out in Note 25.

NOTE 3. FINANCIAL RISK MANAGEMENT AND POLICIES

Overview

This note presents information about the Group's exposure to each of the below risks, its objectives, policies and processes for measuring and managing risk, and the management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks.

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's credit risk exposure arises principally from the Group's receivables, including receivables from related parties, security deposits and cash and cash equivalents.

Cash and cash equivalents

The Group's cash and cash equivalents are maintained in banks with credit ratings of AA as per Standard & Poor's as at year-end.

Trade and other receivables

As the Group operates in the mining exploration sector its receivables generally relate to GST receivable from the Australian Taxation Authority and the credit risk is assessed similar to other financial instruments under AASB 9 and the credit risk is low

Presently, the Group undertakes exploration and evaluation activities in Australia. At the balance sheet date there were no significant concentrations of credit risk.

At financial year end the Group has a non-current receivable of $2,652,508 in present value terms resulting from the sale of the Teena zinc project in 2017 (note 12). This receivable is due from Teck Resources Limited, Canada's largest diversified mineral company and as such the risk of non-payment is very low.

Exposure to credit risk

The carrying amount of the Group's financial assets represents the Group's maximum credit exposure. None of the Group's trade and other receivables are past due (2018: nil). At 30 June 2019 the Group does not have any collective impairment on its other receivables (2018: nil).

Guarantees

At the date of this report there are no outstanding guarantees (2018: nil).

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate cash reserves by continuously monitoring forecast and actual cash flows.

The Group's liquidity risk arises from trade and other payables.

Trade and other payables maturing profiles as follows:

	Consolidated Entity	
	2019 **$**	**2018** **$**
Less than 6 months	**483,560**	860,189
6 months to 1 year	**-**	-
Later than 1 year but not later than 5 years	**-**	-
Over 5 years	**-**	-
Total	**483,560**	860,189

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 3. FINANCIAL RISK MANAGEMENT AND POLICIES (CONTINUED)

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group considers that its exposure to currency risk is minimal and has not developed any policies or procedures to manage such risk.

The Group has not entered into any derivative financial instruments to hedge such transactions and anticipated future receipts or payments that are denominated in a foreign currency.

Exposure to currency risk

The Group's exposure to foreign currency risk at reporting date was nil (2018: nil).

Interest rate risk

The Group is exposed to interest rate risk. The Group considers that its exposure to interest risk is minimal, however it has a policy of monitoring interest rates offered by competing financial institutions to ensure it is aware of market trends and it receives competitive interest rates.

Profile

At the reporting date the Group's only exposure to interest rate risk is related to the balance of its cash and cash equivalents. The following table represents the Group's exposure to interest rate risk:

	Carrying amount	
	2019 $	**2018 $**
Variable rate instruments		
Cash and cash equivalents	**3,912,742**	10,378,334

A change of 1% (2018: 1%) in variable interest rates would have increased or decreased the Group's equity and profit by $39,127 (2018: $103,783) and would have had the same effect on cash. The 1% sensitivity is based on reasonable possible movements over a financial year, after observation of a range of actual historical rate movement over the past five years.

Capital Management

When managing capital, managements objective is to ensure the Group continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the Group.

The Group will raise equity through the issue of shares from time to time as the board sees fit to ensure it meets its objective of continuing as a going concern. The Group does not have any borrowings and has no current plans to obtain any debt facilities; as a result, the Group's total capital is defined as shareholders' equity, and at 30 June stood at:

	2019 $	**2018 $**
Equity	**13,417,321**	15,835,673

The Group is not subject to any externally imposed capital requirements.

NOTE 3. FINANCIAL RISK MANAGEMENT AND POLICIES (CONTINUED)

Fair Values

At the end of the current and prior year the net fair value of assets and liabilities approximates their carrying value because of their short term to maturity.

The fair value hierarchies comprise:

Level 1 – the fair value is calculated using quoted prices in active markets.

Level 2 – the fair value is estimated using 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 3 – the fair value is estimated using inputs for the asset or liability that are not based on observable market data.

NOTE 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

Exploration and Evaluation

The Group's accounting policy for exploration and evaluation is set out in Note 2(c) to the accounts. The application of this policy necessarily requires management to make certain estimates and assumptions as to future events and circumstances, in particular, the assessment of whether economic quantities of reserves have been found. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under our policy, management conclude that they are unlikely to recover the expenditure by future exploitation or sale, then the relevant capitalised amount will be written off to the Consolidated Statement of Comprehensive Income.

Share options

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the binominal formula. For options issued in this financial year, the assumptions detailed as per Note 19 were used.

NOTE 5. SEGMENT INFORMATION

Identification of Reportable Segments

Operating segments that meet the quantitative criteria of AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to the users of the financial statements.

The Group operates within the mineral exploration industry within Australia.

The Group determines its operating segments by reference to internal reports that are reviewed and used by the Board of Directors (the chief operating decision maker) in assessing performance and in determining the allocation of resources. The Board of Directors currently receive Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income information that is prepared in accordance with Australian Accounting Standards.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 5. SEGMENT INFORMATION (CONTINUED)

Identification of Reportable Segments (continued)

The Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income information received by the Board of Directors does not include any information by segment. The executive team manages each exploration activity of each exploration concession through review and approval of statutory expenditure requirements and other operational information. Based on this criterion, the Group has only one operating segment, being exploration, and the segment operations and results are the same as the Group results.

NOTE 6. INCOME

	2019 $	2018 $
NOTE 6A. INTEREST INCOME		
Interest income	**146,647**	258,496
NOTE 6B. OTHER INCOME		
Gain on sale of the Bonya Project	**348,653**	-
NOTE 6C. FINANCE INCOME		
Unwind of discount (a)	**241,137**	219,215

(a) In 2017, the Group sold its interest in the Reward Zinc-Lead Project for $15,827,273 in cash and a further deferred cash payment of $3,750,000 to be received at the earlier of the acquirer completing a bankable feasibility study or six years. The deferred cash payment has been discounted to its present value and recognised as a non-current receivable (refer Note 12).

NOTE 7. INCOME TAX EXPENSE

	2019 ($)	2018 ($)
The major components of income tax expenses are:		
Income Statement		
Current Income Tax		
Current income tax charge/(benefit)	**-**	-
Deferred Income Tax		
Relating to origination and reversal of temporary differences	**-**	-
Income tax expense/(benefit) reported in the statement of comprehensive income	**-**	-
Accounting (loss)/ profit before tax from continuing operations	**(2,790,816)**	(3,239,946)
At the Group's statutory income tax rate of 27.5% (FY18 27.5%)	**(767,474)**	(890,985)
Other	**298,464**	45,131
Share based payments	**26,803**	76,859
Share registry costs	**(98,768)**	(63,885)
Prior year adjustment to deferred tax balances	**21,120**	351,385
Deferred tax assets not brought to account (gross)	**519,855**	481,495
Income tax expense/(benefit) reported in the Statement of Comprehensive Income	**-**	-

NOTE 7. INCOME TAX EXPENSE (CONTINUED)

	Statement of financial position		Statement of comprehensive income	
	2019 $	**2018 $**	**2019 $**	**2018 $**
Deferred Income Tax				
Deferred income tax at 30 June relates to the following				
Deferred tax liabilities				
Prepayments	**5,316**	5,051	**265**	(3,294)
Plant & equipment	**(2,171)**	(3,705)	**1,534**	2,412
Deferred tax assets				
Accruals	**8,250**	8,250	**-**	(9,271)
Provision for employee entitlements	**18,723**	26,202	**(7,479)**	(2,648)
Revenue tax losses	**6,906,129**	6,386,274	**519,855**	481,494
Deferred tax assets not brought to account as realisation is not probable	**(6,936,247)**	(6,422,072)	**(514,175)**	(468,693)
Deferred tax assets	**-**	-	**-**	-

Potential future income tax benefits attributable to gross tax losses of $25,113,196 (2018: $23,222,814) carried forward have not been brought to account at 30 June 2019 because the Directors do not believe it is appropriate to regard realisation of the future tax benefit as probable. These benefits will only be obtained if:

(i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the losses and deductions to be released;

(ii) the Group continues to comply with the conditions for deductibility imposed by the law; and

(iii) no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the losses

Tax losses carried forward have no expiry date.

NOTE 8. EARNINGS PER SHARE

	2019 $	**2018 $**
The following reflects the income and share data used in the calculation of basic and diluted earnings per share		
Net loss	**(2,790,816)**	(3,239,946)
Weighted average number of ordinary shares used in calculating basic earnings per share	**1,260,116,187**	1,253,027,146
Effect of dilutive securities:		
- Share options (i)	**-**	-
Adjusted weighted average number of ordinary shares used in calculating diluted earnings per share	**1,260,116,187**	1,253,027,146

(i) Share options are not dilutive as their exercise price is greater than the average share price of the company over the financial year.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 8. EARNINGS PER SHARE (CONTINUED)

There was a total of 64,000,000 share options that were potentially dilutive to shares on issue at 30 June 2019 (2018: 65,850,000).

The above weighted average number of shares incorporates an adjustment to the calculation to incorporate the effects of bonus elements (if any) in relation to rights issues in the current and previous financial year.

Conversion, calls, subscriptions or issues after 30 June 2019

There have been no conversions to, calls of, or subscriptions for ordinary shares since the reporting date and before the completion of this financial report.

NOTE 9. DIRECTOR AND EXECUTIVE DISCLOSURES

(a) Details of Key Management Personnel

Stephen Dennis	Non-executive Chairman *(appointed 1 August 2015)*
Ian Mulholland	Managing Director *(appointed 27 November 2003 - retired 30 April 2019)*
Alex Passmore	Managing Director *(appointed 1 May 2019)*
Brett Dickson	Executive Director *(appointed 31 March 2010)*
	Company Secretary *(appointed 27 November 2003)*

(b) Compensation of Key Management Personnel by Category

	2019 $	2018 $
Short Term	**657,919**	623,155
Long Term	**42,983**	32,632
Post-Employment	**38,849**	33,787
Share-Based Payments	**79,600**	227,954
	819,351	917,528

NOTE 10. AUDITOR'S REMUNERATION

	2019 $	2018 $
Remuneration of the auditor of the Group, Ernst & Young (Australia) for:		
Auditing and reviewing the financial report	**46,500**	46,350
Taxation services	**11,041**	39,096
	57,541	85,446

NOTE 11. CASH AND CASH EQUIVALENTS

	2019 $	2018 $
(a) Cash and cash equivalents	**3,912,742**	10,378,334
Cash at bank earns interest at floating rates based on daily deposit rates		
(b) Reconciliation of net loss after income tax to net cash flow from operations:		
Net (loss)/ profit after Income Tax	**(2,790,816)**	(3,239,946)
Adjustments to reconcile profit before tax to net operating cash flows		
- Depreciation	**17,619**	17,990
- Share based payments	**97,465**	279,489
- Profit on sale of Bonya project	**(348,653)**	-
- Finance income	**(241,137)**	(219,215)
- Loss on sale of plant and equipment	**1,287**	-
- Fair value movement on equity instruments at fair value through profit or loss	**117,818**	-
- Marindi Metals Limited Settlement (included in investing activities)	**-**	331,215
Changes in assets and liabilities		
- (Increase) decrease in prepayments	**117**	(739)
- Increase (decrease) in provisions	**(27,196)**	(309,631)
- Increase (decrease) in trade payables/accruals	**223,390**	(301,285)
- (Increase (decrease) in receivables	**2,923**	264,441
Cash out-flow from operations	**(2,947,183)**	(3,177,681)

(c) There were no non-cash financing and investing activities in the 2019 or 2018 financial years, other than those detailed in Note 19.

(d) The Group does not have any credit standby arrangements, used or unused loan facilities.

NOTE 12. RECEIVABLES

	2019 $	2018 $
Current		
Trade receivables (a)	**34,115**	37,038
Other related parties (a)	**10,950**	10,950
	45,065	47,988
Non-Current		
Deferred consideration (b)	**2,652,508**	2,411,371

(a) Receivables, including from related parties, generally have 30 day terms and are unsecured.

(b) In 2017, the Group sold the Reward Zinc-Lead Project which included a deferred consideration component of $3,750,000 to be received at the earlier of the acquirer completing a bankable feasibility study or 6 years. The non-current receivable represents the net present value of that deferred consideration using a discount rate of 10%..

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 13. EQUIPMENT

	2019 $	2018 $
Equipment at cost	**184,728**	170,429
Accumulated depreciation	**(147,993)**	(132,728)
	36,735	37,701
(a) Movements in plant and equipment		
- At 1 July, net of accumulated depreciation	**37,701**	55,691
- Additions	**18,160**	-
- Disposals	**(3,861)**	-
- Depreciation on disposals	**2,354**	-
- Depreciation	**(17,619)**	(17,990)
At 30 June, net of accumulated depreciation	**36,735**	37,701

NOTE 14. FINANCIAL INVESTMENTS

	2019 $	2018 $
Financial investments at fair value through profit and loss	**230,835**	-

Financial investments at fair value through profit or loss include investments in listed equity shares. Fair values are classified as level 1, such that these equity shares are determined by reference to published price quotations in an active market.

NOTE 15. CAPITALISED EXPLORATION AND EVALUATION

	2019 $	2018 $
Areas of interest in exploration and evaluation phases:		
Balance at beginning of period	**3,898,887**	3,073,887
Acquisitions (note 25)	**3,188,720**	825,000
	7,087,607	3,898,887

Ultimate recoupment of exploration and evaluation expenditure carried forward is dependent on successful development and commercial exploitation or, alternatively, sale of the respective areas.

NOTE 16. TRADE AND OTHER PAYABLES

	2019 $	2018 $
Trade payables	**453,560**	230,189
Accruals (a)	**30,000**	630,000
Total trade and other payables (b)	**483,560**	860,189

(a) Accruals

The 2018 year includes $600,000 accrued for the option to acquire E53/1788 (Mt Fisher Gold Project) and E53/1802 (Fisher East Nickel Project) which was exercised during June 2018 but not completed until after the financial year end.

(b) Terms and Conditions

Creditors, including related parties, are non-interest bearing and generally on 30 day terms.

NOTE 17. PROVISIONS

	2019 $	2018 $
Employee benefits – annual leave	**36,700**	31,619
Employee benefits - long service leave	**31,383**	63,660
	68,083	95,279

NOTE 18. CONTRIBUTED EQUITY AND RESERVES

(i) Contributed Equity

(a) Issued and paid up capital

	2019 $	2018 $
Ordinary shares fully paid	**42,041,933**	41,766,933

(b) Movement in shares on issue

	2019 $	2018 $
Issued and paid up capital – Ordinary shares fully paid		
Ordinary shares at beginning of period – 1,258,780,571 (2018:1,236,280,571)	**41,766,933**	41,436,933
Issue of 25,000,000 shares at $0.008 per share (refer note 19B)	**200,000**	-
Issue of 7,500,000 shares at $0.010 per share (refer note 19B)	**75,000**	
Issue of 7,500,000 shares at $0.014 per share (net of share issue costs)	**-**	105,000
Issue of 15,000,000 shares at $0.015 per share (net of share issue costs)	**-**	225,000
At reporting date: 1,291,280,571 shares (2018: 1,258,780,571)	**42,041,933**	41,766,933

(c) Share Based Payment Reserve

During the year 20,000,000 options with an exercise price of $0.015 and an expiry date of 31 January 2022 were issued. No other options were issued during the year and no other options have been exercised during the year and up to the date of this financial report.

At the end of the financial year there were 64,000,000 (2018: 65,850,000) unissued ordinary shares in respect of which options were outstanding.

(d) Terms and Conditions of Contributed Equity

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting on the Company.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 18. CONTRIBUTED EQUITY AND RESERVES

(ii) Reserves

(a) Share Based Payments Reserve

	2019 $	2018 $
Movements		
Balance at beginning of year	**2,658,257**	2,483,768
Options issued - employees (refer note 19A)	**97,465**	279,489
Shares issued for Collurabbie	**-**	(105,000)
Balance at end of year	**2,755,722**	2,658,257

Nature and Purpose of Reserves

Share Based Payment Reserve

This reserve is used to record the value of equity benefits provided to employees and unrelated parties for services and the acquisition of mineral exploration projects.

NOTE 19. SHARE BASED PAYMENTS

A. Directors and Employees

(i) Employee Share Incentive Scheme

An Employee Share Scheme (ESS) has been established where Rox Resources Limited may, at the discretion of Directors, grant options over the ordinary shares of Rox Resources Limited to Directors, executives and employees of the Company. The plan is designed to provide long-term incentives for employees and to deliver long term shareholder returns. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive guaranteed benefits. In addition, under the Plan, the Board determines the terms of the options including exercise price, expiry date and vesting conditions, if any.

Options granted under the plan are unlisted and carry no dividend or voting rights. When exercised, each option is convertible into an ordinary share of the Company with full dividend and voting rights.

No options were issued during the year (2018: 4,250,000) and there are no other options on issue that have been issued under the plan.

Set out below is a summary of options issued.

2019

Grant Date	Expiry Date	Exercise Price (cents)	Value per option at grant date (cents)	Balance of the start of the year (number)	Granted during the year (number)	Exercised during the year (number)	Forfeited during the year (number)	Balance at end of the year (number)	Vested and exercisable at end of the year (number)
15 Dec 16	30 Nov 19	2.6	0.8	3,750,000	-	-	-	3,750,000	3,750,000
15 Dec 17	30 Nov 20	2.4	0.8	4,250,000	-	-	-	4,250,000	4,250,000
				8,000,000	-	-	-	8,000,000	8,000,000
Weighted average exercise price				$0.025	-	-	-	$0.025	$0.025

NOTE 19. SHARE BASED PAYMENTS (CONTINUED)

A. Directors and Employees (continued)

(i) Employee Share Incentive Scheme (continued)

2018

Grant Date	Expiry Date	Exercise Price (cents)	Value per option at grant date (cents)	Balance of the start of the year (number)	Granted during the year (number)	Exercised during the year (number)	Forfeited during the year (number)	Balance at end of the year (number)	Vested and exercisable at end of the year (number)
15 Dec 16	30 Nov 19	2.6	0.8	3,750,000	-	-	-	3,750,000	1,875,000
15 Dec 17	30 Nov 20	2.4	0.8	-	4,250,000	-	-	4,250,000	4,250,000
				3,750,000	4,250,000	-	-	8,000,000	6,125,000
Weighted average exercise price				$0.026	$0.024	-	-	$0.025	$0.025

The weighted average remaining contractual life of share options outstanding at the end of the year was 0.9 years (2018: 1.9).

Fair value of options granted under ESS

No options were granted in 2019. For 2018, the fair value for options issued was calculated by the Binomial Option valuation methodology using the following parameters.

	2019 $	2018 $
Weighted average exercise price (cents)	-	2.4
Weighted average life of the option (years)	-	3.0
Weighted average underlying share price (cents)	-	1.5
Expected share price volatility	-	100%
Risk free interest rate	-	2.1%

Historical volatility has been the basis for determining expected share price volatility as it assumed that this is indicative of future trends, which may not eventuate.

The life of the options is based on historical exercise patterns, which may not eventuate in the future.

No other features of options granted were incorporated into the measurement of fair value.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 19. SHARE BASED PAYMENTS (CONTINUED)

A. Directors and Employees (continued)

(ii) Other Share Options

2019

Grant Date	Expiry Date	Exercise Price (cents)	Value per option at grant date (cents)	Balance of the start of the year (number)	Granted during the year (number)	Exercised during the year (number)	Forfeited during the year (number)	Balance at end of the year (number)	Vested and exercisable at end of the year (number)
11 Dec 15	30 Nov 18	2.7	0.8	21,850,000	-	-	21,850,000	-	-
19 Dec 16	30 Nov 19	2.6	0.8	18,000,000	-	-	-	18,000,000	18,000,000
15 Dec 15	30 Nov 20	2.4	0.8	18,000,000	-	-	-	18,000,000	18,000,000
1 Feb 19	31 Jan 22	1.5	0.4	-	20,000,000	-		20,000,000	20,000,000
				57,850,000	20,000,000	-	21,850,000	56,000,000	56,000,000
Weight average exercise price				$0.026	$0.015	-	$0.027	$0.021	$0.021

The weighted average remaining contractual life of share options outstanding at the end of the year was 1.5 years (2018: 1.4).

2018

Grant Date	Expiry Date	Exercise Price (cents)	Value per option at grant date (cents)	Balance of the start of the year (number)	Granted during the year (number)	Exercised during the year (number)	Forfeited during the year (number)	Balance at end of the year (number)	Vested and exercisable at end of the year (number)
1 Dec 14	30 Nov 17	5.6	1.4	17,500,000	-	-	17,500,000	-	-
11 Dec 15	30 Nov 18	2.7	0.8	21,850,000	-	-	-	21,850,000	21,850,000
19 Dec 16	30 Nov 19	2.6	0.8	18,000,000	-	-	-	18,000,000	9,000,000
15 Dec 17	30 Nov 20	2.4	0.8	-	18,000,000	-	-	18,000,000	18,000,000
				57,350,000	18,000,000	-	17,500,000	57,850,000	48,850,000
Weight average exercise price				$0.035	$0.024	-	$0.056	$0.026	$0.056

NOTE 19. SHARE BASED PAYMENTS (CONTINUED)

A. Directors and Employees (continued)

(ii) Other Share Options (continued)

Fair value of options granted

The fair value for 2019 and 2018 was calculated by using the Binomial Option valuation methodology using the following parameters.

	2019 $	2018 $
Weighted average exercise price (cents)	**1.5**	2.4
Weighted average life of the option (years)	**3.0**	3.0
Weighted average underlying share price (cents)	**0.8**	1.5
Expected share price volatility	**100%**	100%
Risk free interest rate	**1.75%**	2.1%

Historical volatility has been the basis for determining expected share price volatility as it assumed that this is indicative of future trends, which may not eventuate.

No other features of options granted were incorporated into the measurement of fair value.

B. Unrelated Parties

Currans Find Gold Project

The Group acquired a 45% interest in the Currans Find Gold Project during the year ended 30 June 2019. This transaction has been accounted for as an asset acquisition. The consideration paid was settled via payment of $75,000 cash and the issue of 7,500,000 fully paid ordinary shares in the Company during the year ended 30 June 2019.

Youanmi Gold Project

During the year, the Group acquired a 50% interest in the Youanmi Gold Project. Consideration paid was $2,800,000 in cash and the issue of 25,000,000 fully paid ordinary shares in the Company.

In accordance with AASB 2 Share Based Payments, there is a rebuttable presumption that the fair value of goods or services received can be estimated reliably for transactions with parties other than employees. This presumption has been rebutted given that the fair value of the underlying assets (being exploration and evaluation assets) could not be reliably measured. Accordingly, the assets acquired have been recorded based on the fair value of the shares issued, calculated at the closing share price on the date of issue.

There were no other options issued to unrelated parties during the 2018 or 2019 financial years.

NOTE 20. ACCUMULATED LOSSES

	2019 $	2018 $
Balance at beginning of year	**28,589,517**	25,349,571
Net loss attributable to members of Rox Resources Limited	**2,790,816**	3,239,946
Balance at end of year	**31,380,333**	28,589,517

No dividends were paid during or since the financial year. There are no franking credits available (2018: nil).

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 21. EXPENDITURE COMMITMENTS

(a) Exploration Commitments

The Group has entered into certain obligations to perform minimum work on mineral tenements held. The Group is required to meet tenement minimum expenditure requirement which are set out below. These may be varied or deferred on application and are expenditures expected to be met in the normal course of business.

	2019 $	2018 $
Not later than one year	**1,617,060**	763,000
Later than one year and not later than five years	**3,000,000**	-
	4,617,060	763,000

(b) Remuneration Commitments

Commitments for the payment of salaries and other remuneration under long-term employment contracts in existence at the reporting date but not recognized as liabilities, payable:

	2019 $	2018 $
Not later than one year	**90,750**	544,500
Later than one year and not later than five years	**-**	816,750
	90,750	1,361,250

NOTE 22. CONTINGENT LIABILITIES

At the financial reporting date there are no contingent liabilities.

NOTE 23. EVENTS SUBSEQUENT TO REPORTING DATE

On 21 August 2019 the Group announced it had entered into a binding terms sheet with Cullen Exploration Pty Ltd (a subsidiary of Cullen Resources Limited) which allows Rox to earn up to a 75% interest in Cullen's Mt Eureka Nickel and Gold Project. The Project is located in the Northern Goldfields, about 600km northeast of Kalgoorlie (about 120km east of Wiluna) and immediately to the north of Rox Resources' Mt Fisher Gold and Fisher East Nickel Projects.

Key terms of the agreement are as follows:

- Rox may earn a 51% interest by spending $1m on exploration expenditure within a three-year period from satisfaction of certain Conditions Precedent (Stage 1 Earn In).
- Cullen will receive $40,000 cash upon satisfaction of one of the Conditions Precedent.
- If Rox earns the 51% interest, it can elect to earn a further 24% interest by expending a further $1m on exploration expenditure over a three-year period, commencing at the end of the Stage 1 Earn In.
- Rox must spend a minimum of $333,334 and ensure the Cullen tenements are in good standing on a daily pro rata basis before it may withdraw.
- Upon Rox earning 51% or, if it earns the additional 24%, upon Rox earning 75%, the parties will be associated in an unincorporated Joint Venture in relation to the Joint Venture Tenements, which will include certain Rox tenements and applications.
- If Rox earns 75%, Cullen will be free-carried, with no liability for any Joint Venture costs, until completion of a Pre-Feasibility Study.
- If Rox only earns 51%, or earns 75% and completes a Pre-Feasibility Study, thereafter Cullen must contribute to Joint Venture costs pro-rata, or dilute under a standard dilution formula.
- If a Participant's interest falls to 10% or less, that Participant's interest will be converted to a Net Smelter Return Royalty of 1% on those Cullen tenements already subject to a royalty and 2.5% on the balance of the Joint Venture Tenements.

On 26 September the Company completed a share placement to institutional and sophisticated investors to raise $4.0 million (before costs) through the issue of 166,666,667 fully paid ordinary shares at an issue price of $0.024 per share.

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

NOTE 24. RELATED PARTY TRANSACTIONS

(a) Director Related Transactions

Coolform Investments Pty Ltd, a company in which Mr Dickson is a Director and shareholder, received fees totalling $181,500 (2018: $169,950) for the provision of services. An amount of $nil (2018: $nil) is payable at year end.

During the year the Group paid fees totalling $121,359 (2018: $ 119,711 including GST) to Azure Minerals Limited, a company of which Mr Dickson is an officer, for the provision of office accommodation. An amount of $ 30,220 (2018: $46,280) is payable at year end. The Group also received fees totalling $43,800 (2018: $31,481 including GST) from Azure Minerals Limited being reimbursement for the provision of office secretarial support. An amount of $10,950 (2018: $10,950) is receivable at year end.

The transactions are made on normal terms and conditions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

NOTE 25. JOINT OPERATIONS

Youanmi Gold Project

During the financial period the Group established four separate joint ventures with Venus Metals Corporation Ltd (VMC) whereby the Group has purchased or may earn between a 45% and 50% interest as follows:

OYG Joint Venture

The Group acquired a 50% interest in all minerals by the payment of $2,800,000 and the issue of 25,000,000 fully paid shares at a deemed price of $0.008 (a deemed $200,000).

The Group is also required to meet exploration expenditure of $2,000,000 over the two years to June 2021 and to cover the costs of holding and managing the project. At any point up until June 2021 and after it has contributed the $2,000,000 to exploration expenditure, the Group may elect to move to 70% ownership of the OYG Joint Venture via the payment of $3,000,000 (in cash or shares) to VMC.

Joint Venture costs are then to be contributed in proportion to ownership, although if VMC elects it can require Rox to fund its 30% of costs by way of a joint venture loan secured over VMC's interests in the Joint Venture.

Venus Joint Venture

The Group may earn a 50% interest in the gold rights of the Venus Joint Venture by contributing the first $0.8 million of exploration expenditure on the project area across the Joint Venture over the following two years (to June 2021). Following the earn-in the joint ventures are standard contribute or dilute arrangements.

Youanmi Joint Venture

The Group may earn a 45% interest in the gold rights of the Youanmi Joint Venture by contributing the first $0.2 million of exploration expenditure on the project area across the Joint Venture over the following two years (to June 2021). Following the earn-in the joint ventures are standard contribute or dilute arrangements.

Currans Find & Pincher Joint Venture

The Group acquired a 45% interest in all minerals by the payment of $75,000 and the issue of 7,500,000 fully paid shares at a deemed price of $0.010 (a deemed $75,000).

Joint Venture costs are to be contributed in proportion to ownership.

Notes to the Financial Statements

for the year ended 30 June 2019

NOTE 26. INFORMATION RELATING TO ROX RESOURCES LIMITED (THE PARENT)

	2019 $	2018 $
Current assets	4,161,564	10,378,334
Total assets	**16,182,367**	16,791,141
Current liabilities	267,483	955,468
Total liabilities	**267,483**	955,468
Contributed equity	42,041,933	41,766,933
Accumulated losses	(28,882,771)	(28,589,517)
Loss of the Parent entity	**(293,253)**	(3,239,946)

The Parent entity has contractual obligations for Exploration Commitments of $4,617,060 at balance date (2018: 763,000) and Remuneration Commitments of $90,750 at balance date (2018: $1,361,250).

NOTE 27. GROUP INFORMATION

Information about subsidiaries

The consolidated financial statements of the Group include:

			% equity interest	
Name	**Principal Activities**	**Country of incorporation**	**30 June 2019**	**30 June 2018**
Rox (Mt Fisher) Pty Ltd	Mineral exploration	Australia	100	100
Rox (Murchison) Pty Ltd[1]	Mineral exploration	Australia	100	-

[1] Rox (Murchison) Pty Ltd was incorporated in the financial year as a 100% wholly owned subsidiary of Rox Resources Limited. As at 30 June 2019 the subsidiary has no significant operations, therefore the consolidated financial information reflects the financial information of the Parent Entity and Rox (Mt Fisher) Pty Ltd.

This is the end of the Financial Report.

Directors' Declaration

for the year ended 30 June 2019

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

1. 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 Company's financial position as at 30 June 2019 and its performance for the year ended on that date; and

      (ii) complying with Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and

   (b) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(a); and

   (c) Subject to the matters set out in Note 2, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

   (d) This declaration is made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ending 30 June 2019.

On behalf of the Board

A Passmore
Managing Director
Perth, 26 September 2019

Independent Auditor's Report

Ernst & Young
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Independent auditor's report to the members of Rox Resources Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Rox Resources Limited (the Company), and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the consolidated financial position as at 30 June 2019 and of its consolidated financial performance for the year ended on that date; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of $2,790,816 during the year ended 30 June 2019 and in the same period had net cash outflows from operating activities of $2,947,183. As at 30 June 2019, the Group had net current assets of $3,640,472. Note 2 also indicates that the Group will require additional funding to continue to actively explore its mineral properties. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the entity not continue as a going concern. Our opinion is not modified in respect of this matter.

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Independent Auditor's Report (Continued)

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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Capitalised exploration and evaluation

Why significant	How our audit addressed the key audit matter
As disclosed in Note 15, the Group recognised an asset for capitalised exploration and evaluation expenditure of $7,087,607 as at 30 June 2019. The carrying value of exploration and evaluation assets is assessed for impairment by the Group when facts and circumstances indicate that the exploration and evaluation assets may exceed their recoverable amount. The determination as to whether there are any indicators to require capitalised exploration and evaluation expenditure to be assessed for impairment involves a number of judgments, including whether the Group has tenure, will be able to perform ongoing expenditure and whether the results of exploration and evaluation work indicate that mineral resources may not be commercially viable for extraction. During the year, the Group determined that there had been no indicators of impairment. Given the size of the balance and the judgmental nature of impairment indicator assessments associated with exploration and evaluation assets, we consider this a key audit matter.	We evaluated the Group's assessment of the carrying value of capitalised exploration and evaluation expenditure. In obtaining sufficient audit evidence, we: ► Considered the Group's right to explore in the relevant exploration area, which included obtaining and assessing supporting documentation such as license agreements and or correspondence with relevant government agencies ► Considered the Group's intention to carry out significant exploration and evaluation activity in the relevant exploration area, which included an assessment of the Group's cash-flow forecast models, discussions with senior management and Directors as to the intentions and strategy of the Group. ► Assessed recent exploration and evaluation activity in the relevant licence area to determine if there are any negative indicators that would suggest a potential impairment of the asset. ► Assessed recent exploration and evaluation transactions to determine if they suggest potential impairment indicators in respect of the Group's capitalised exploration and evaluation. ► Assessed the adequacy of the disclosures in Note 15.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's 2019 Annual Report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

Independent Auditor's Report (Continued)

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Independent Auditor's Report (Continued)

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- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the audit of the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Rox Resources Limited for the year ended 30 June 2019, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Ernst + Young

Ernst & Young

T S Hammond
Partner
Perth
26 September 2019

Schedule of Mining Tenements

Project	Tenement Number	Interest	Interest Held
Mt Fisher, WA	E53/1061	All Minerals	100%
	E53/1106	All Minerals	100%
	E53/1836	All Minerals	100%
	E53/1319	All Minerals	100%
	M53/09	All Minerals	100%
	M53/127	All Minerals	100%
	E53/1788	All Minerals	100%
	E53/2068	All Minerals	Application
Fisher East, WA	E53/1218	All Minerals	100%
	E53/1716	All Minerals	100%
	P53/1496	All Minerals	100%
	E53/1802	All Minerals	100%
	E53/1318	All Minerals	100%
	E53/1884	All Minerals	100%
	E53/1885	All Minerals	100%
	E53/1886	All Minerals	100%
	E53/1887	All Minerals	100%
	E53/1950	All Minerals	100%
	E53/2018	All Minerals	Application
Collurabbie, WA	E38/2912	All Minerals	100%
	E38/2009	All Minerals	100%
	E38/3193	All Minerals	100%
Youanmi Gold Project, WA	E57/1121	All Minerals	Application
	E57/1122	All Minerals	Application
	E57/1123	All Minerals	Application
Youanmi OYG JV, WA	M 57/10	All Minerals	50%
	M 57/51	All Minerals	50%
	M 57/75	All Minerals	50%
	M 57/97	All Minerals	50%
	M 57/109	All Minerals	50%
	M 57/135	All Minerals	50%
	M 57/160A	All Minerals	50%
	M 57/164	All Minerals	50%
	M 57/165	All Minerals	50%
	M 57/166	All Minerals	50%
	M 57/167	All Minerals	50%

Schedule of Mining Tenements

Project	Tenement Number	Interest	Interest Held
Youanmi Sandstone JV, WA	E57/985	Gold Rights	Earning 45%
	E 57/986	Gold Rights	Earning 45%
	E 57/1011-1	Gold Rights	Earning 45%
	P 57/1365	Gold Rights	Earning 45%
	P 57/1366	Gold Rights	Earning 45%
Youanmi VMC JV, WA	E 57/982	Gold Rights	Earning 50%
	E 57/1018	Gold Rights	Earning 50%
	E 57/1019	Gold Rights	Earning 50%
	E 57/1023-1	Gold Rights	Earning 50%
	P 57/1078	Gold Rights	Earning 50%
Youanmi Currans JV, WA	M 57/641	All Minerals	45%
	M 57/642	All Minerals	45%
Mt Eureka JV, WA	E53/1209	All Minerals	Earning up to 75%
	E53/1299	All Minerals	Earning up to 75%
	E53/1637	All Minerals	Earning up to 75%
	E53/1893	All Minerals	Earning up to 75%
	E53/1957	All Minerals	Earning up to 75%
	E53/1958	All Minerals	Earning up to 75%
	E53/1959	All Minerals	Earning up to 75%
	E53/1961	All Minerals	Earning up to 75%
	E53/2052	All Minerals	Earning up to 75%
	E53/2002	All Minerals	100% - reducing to 75%
	E53/2062	All Minerals	100% - reducing to 75%
	E53/2075	All Minerals	Application

Other Information

The following information was applicable as at 28 August 2019.

(a) Top 20 shareholders of each class of listed security

Ordinary Fully Paid Shares

	Name	Number of Shares	% of Issued Share Capital
1	Mr Alexander Ross Passmore	32,000,000	2.48
2	Venus Metals Corporation Limited	25,000,000	1.94
3	Citicorp Nominees Pty Ltd	21,034,163	1.63
4	Venus Metals Corporation Limited	21,000,000	1.63
5	JORAC Pty Ltd	17,440,071	1.35
6	Jetosea Pty Ltd	12,835,399	0.99
7	Crescent Nominees Limited	12,250,000	0.95
8	Nalmor Pty Ltd John Chappell Superfund A/C	12,000,000	0.93
9	Dr David Graham Webb	10,664,900	0.83
10	Harold Cripps Holdings Pty Ltd	10,234,660	0.79
11	Mr Gregory James Blight + Mr Stephen Maxwell Blight	10,000,000	0.77
12	Mr John William Fawcett	10,000,000	0.77
13	Mr Ram Shanker Kangatharan	10,000,000	0.77
14	Ramco Investments Pty Ltd <Ramco Family A/C>	10,000,000	0.77
15	Teck Australia	10,000,000	0.77
16	Amalgamated Diaries Limited	9,599,765	0.74
17	Mr Brett Dickson and Mrs Georgina Dickson <S/F A/C>	9,000,000	0.70
18	Eastrees Pty Ltd <Burnside Super Plan A/C>	9,000,000	0.70
19	Mr Stephen Dennis + Mrs Alison Dennis <S/F A/C>	8,200,000	0.64
20	Mr Ian Robert Mulholland	7,575,102	0.59
		267,834,060	**20.74**

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

No substantial shareholders

(b) Distribution of Shareholders Number

Category (size of Holding)	Number of holders	Number of Shares
1 – 1,000	186	23,321
1,001 – 5,000	74	253,638
5,001 - 10,000	194	1,671,053
10,001 - 100,000	1,283	64,690,528
100,001 and over	1,444	1,224,642,031
Total	**3,181**	**1,291,280,571**
Holding less than a marketable parcel	751	6,802,623

There is a total of 1,291,280,571 fully paid ordinary shares on issue, all of which are listed on the ASX. At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

(c) Restricted Securities

There are no restricted securities

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