

**ASX and Media Release: 18 June 2018**

**ASX code: RXM**



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## SHARE PURCHASE PLAN OFFER DOCUMENTS

Rex Minerals Ltd (Rex or the Company) provides the attached offer documentation in respect to its recently announced Share Purchase Plan (SPP), including a booklet which sets out the terms and conditions of the SPP. The SPP issue is subject to shareholder approval which is being sought at a General Meeting on Friday, 20 July 2018.

The SPP is an offer to acquire up to A\$15,000 worth of Rex shares in the Company at A\$0.11 per share. The offer is available to those Rex Minerals shareholders on the share register as at 7:00pm (AEST time) on the Record Date of Friday, 8 June 2018, and whose registered address is in Australia or New Zealand.

Rex advises that the SPP Booklet, together with an application form, will be despatched to eligible Rex Minerals' shareholders on Tuesday, 19 June 2018. The Company encourages shareholders to consider the SPP offer early as it is scheduled to close on Friday, 20 July 2018. Rex Minerals may, at its discretion, scale back the SPP and vary the above dates by lodging a revised timetable with ASX. The commencement of trading of the new shares is subject to confirmation by the ASX.

It is important that each shareholder review the SPP Booklet as well as all Company information as announced to the ASX prior to completing the application form.

The shares are being offered without disclosure being made under part 6D.2 of the Corporations Act, and this notice is given in accordance with ASIC Class Order 09/425 as varied by Class Order 10/105. As at the date of this notice, Rex Minerals has complied with the provisions of Chapter 2M of the Corporations Act as they apply to Rex and section 674 of the Act and no information has been excluded from a continuous disclosure notice in accordance with the confidentiality carve-out provisions of the ASX Listing Rules that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of Rex and the rights and liabilities attaching to the shares.

For more information about Rex and its projects, please visit our website '[www.rexminerals.com.au](http://www.rexminerals.com.au)' or contact:

Richard Laufmann, CEO/MD  
or Kay Donehue, Company Secretary  
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Rex Minerals Limited

ACN 124 960 523

ASX: RXM

# Share Purchase Plan Offer Booklet

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This is an important document.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS

# 1 Key offer information

## Key dates

Event	Description	Date
<b>Record Date</b>	The date on which Rex Minerals determines Eligible Shareholders	7:00pm (AEST) on Friday, 8 June 2018
<b>Announcement Date</b>	SPP announced	Tuesday, 12 June 2018
<b>Offer opens</b>	The date from which applications for New Shares can be submitted	Monday, 18 June 2018
<b>General Meeting</b>	Shareholders to approve the SPP	11:00am (AEST) on Friday, 20 July 2018
<b>Offer closes</b>	SPP closes	5:00pm (AEST) on Friday, 20 July 2018
<b>Issue of New Shares</b>	Shares issued under the SPP	Thursday, 26 July 2018
<b>Quotation Commences</b>	Share issued under the SPP expected to commence quotation on ASX	Monday, 30 July 2018

**The timetable is indicative only and Rex Minerals may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.**

Defined terms and abbreviations used in this document are set out in **Clause 18** of the Terms and Conditions in **Section 4**.

## Important notices

The Offer contained in this document is not a recommendation to purchase Rex Minerals shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY<sup>®1</sup> payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Issue Date. This means it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Offer Price.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Rex Minerals recommends that you monitor its announcements and the Share price, which can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: RXM). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

## Questions

If you have any questions, please contact the Share Registry, Computershare, on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), the Company on +61 8 8299 7100, or consult your financial or other professional adviser.

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<sup>1</sup> <sup>®</sup> Registered to BPAY Pty Limited ABN 69 079 137 518  
New Zealand based shareholders can only apply using BPAY<sup>®</sup> if they have an Australian bank account

## 2 Letter from the Chairman



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Dear Shareholder

### **Rex Minerals Limited Share Purchase Plan (SPP) Offer**

On behalf of the Board, I am pleased to offer you the opportunity to apply for up to A\$15,000 worth of New Shares at A\$0.11 per Share, under Rex Minerals' SPP, subject to the Terms and Conditions detailed in this booklet.

The purchase price of A\$0.11 per New Share represents an approximate 35.3% discount to the last closing price on which Rex Minerals' Shares were traded on Wednesday, 6 June 2018, and an approximate 33.8% discount to the 1-month VWAP immediately prior to the raising. As such, the Offer is subject to shareholder approval, which is being sought at a General Meeting on Friday, 20 July 2018.

The Offer will open on Monday, 18 June 2018 and is scheduled to remain open until 5:00pm (AEST) on Friday, 20 July 2018. Rex Minerals may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

Rex Minerals is seeking to issue up to 45 million shares under the SPP. However, Rex Minerals reserves the right to scale back applications in its sole discretion. If applications are scaled back, excess funds will be returned to applicants without interest.

Proceeds from the Placement announced on 12 June 2018 and the SPP Offer will be used to further de-risk the Company's Hillside Project, whilst seeking to enhance the investment value of Rex Minerals. This will include:

- > updating the Extended Feasibility Study (EFS) capital estimate to 2018 dollars; and
- > commissioning a Chinese Feasibility Study with the objective of reducing the total capital cost.

The balance will be used for corporate and administration working capital, including finalising the responses to the Regulator on the Program for Environment Protection and Rehabilitation (PEPR).

Full details of the Offer and how to participate are contained in the Terms and Conditions in **Section 4** of this document which I encourage you to read and consider carefully.

If you have any questions, please contact the Share Registry, Computershare, on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), the Company on +61 8 8299 7100, or consult your financial or other professional adviser.

Thank you for your continued support of Rex Minerals.

Yours sincerely

Dr David Carland  
Chairman

### 3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in **Section 4**.

Question	Answer
<b>What is the Offer?</b>	<p>The Offer enables Eligible Shareholders to apply to purchase up to A\$15,000 worth of ordinary shares in Rex Minerals at A\$0.11 per Share.</p> <p>The purchase price of A\$0.11 per New Share represents an approximate 35.3% discount to the last closing price on which Rex Minerals' Shares were traded on Wednesday, 6 June 2018, and an approximate 33.8% discount to the 1-month VWAP immediately prior to the raising. As such, the Offer is subject to shareholder approval, which is being sought at a General Meeting on Friday, 20 July 2018.</p>
<b>Am I eligible to participate?</b>	<p>You are eligible to participate if you fulfil the criteria set out in <b>Clause 2</b> of the Terms and Conditions.</p> <p>For you to be eligible to participate in the Offer, you must have been a holder of Rex Minerals' shares at 7:00pm (AEST) on Friday, 8 June 2018 (<b>Record Date</b>) and your registered address must be in Australia or New Zealand.</p> <p>If you are a nominee or custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to A\$15,000 worth of shares on behalf of each beneficial holder, subject to complying with the criteria set out in <b>Clause 7.2</b> of the Terms and Conditions.</p>
<b>Do I have to participate?</b>	Participation is optional.
<b>Can I transfer my entitlement to participate?</b>	If you are eligible to participate in the Offer, you cannot transfer your right to purchase shares under the Offer to anyone else.
<b>How do I apply?</b>	<p>To apply for shares under the Offer you can either:</p> <p><b>Option 1: Pay by BPAY®</b></p> <p>Make payment by BPAY as shown on the Application Form. New Zealand based shareholders can only apply using BPAY if they have an Australian bank account.</p> <p><b>Option 2: Pay by cheque or money order</b></p> <p>Complete and return the enclosed Application Form together with a cheque or money order made payable to "Rex Minerals Ltd" as shown on the Application Form.</p>
<b>What is the maximum investment for each shareholder?</b>	The maximum investment for each shareholder is A\$15,000.
<b>How many shares will I receive?</b>	<p>You may apply for a parcel of shares under the Offer with one of the application amounts set out in <b>Clause 6</b> of the Terms and Conditions of this document.</p> <p>The Offer Price for New Shares will be A\$0.11 per New Share.</p> <p>Rex Minerals reserves the right to scale back applications in its sole discretion. Details about any scale back are set out in <b>Clause 10</b> of the Terms and Conditions. If applications are scaled back, excess funds will be returned to applicants without interest.</p>
<b>When will I receive my shares?</b>	Rex Minerals intends to issue New Shares on Thursday, 26 July 2018 ( <b>Issue Date</b> ). Holding statements in respect of those New Shares are to be dispatched by Monday 30 July 2018. However, these dates are indicative and Rex Minerals may, at its discretion, vary the Issue Date by sending a revised timetable to ASX.
<b>When can I trade allocated shares?</b>	You can trade your New Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any New Shares you believe you have acquired under the Offer.
<b>What will funds raised under the Share Purchase Plan be used for?</b>	<p>Proceeds from the Offer will be used to further de-risk the Company's Hillside Project, whilst seeking to enhance the investment value of Rex. This will include:</p> <ul style="list-style-type: none"> <li>&gt; updating the EFS capital estimate to 2018 dollars; and</li> <li>&gt; commissioning a Chinese Feasibility Study with the objective of reducing the total capital cost.</li> </ul> <p>The balance will be used for corporate and administration working capital, including finalising the responses to the Regulator on the PEPR.</p>

## 4 Terms and conditions

### 1 Offer

The Offer is subject to shareholder approval and entitles eligible Rex Minerals' shareholders to apply to purchase up to A\$15,000 worth of Shares in Rex Minerals at A\$0.11 per Share.

### 2 Eligibility to participate

- 2.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 7:00pm (AEST) on Friday, 8 June 2018 (**Record Date**) with an address on the share register in Australia or New Zealand, unless:
- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand; or
  - (b) you are, or are acting for the account or benefit of, a US Person.
- 2.2 Rex Minerals has determined that it is either unlawful or impracticable for holders of Shares with an address in jurisdictions outside Australia and New Zealand to participate in the Offer.
- 2.3 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply in aggregate for one maximum parcel of New Shares of up to A\$15,000.
- 2.4 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **Clause 7.1(j)** by one joint holder will be effective in respect of the other joint holder(s).
- 2.5 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares of up to A\$15,000 for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **Clause 7.2**.
- 2.6 Directors and employees of Rex Minerals who hold Shares may be Eligible Shareholders.

### 3 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

### 4 Offer Price

The Offer Price for New Shares is A\$0.11 per Share, which represents an approximate 35.3% discount to the last closing price on which Rex Minerals' Shares were traded on Wednesday, 6 June 2018, and an approximate 33.8% discount to the 1-month VWAP immediately prior to the raising. As such, the Offer is subject to shareholder approval, which is being sought at a General Meeting on Friday, 20 July 2018.

You should note that the price of Rex Minerals' Shares may rise or fall between the date of this Offer and the date when New Shares are issued to you under the Offer. This means that the price you pay per New Share pursuant to this Offer may be either higher or lower than the Rex Minerals share price at the time of the Offer or at the time the New Shares are issued to you under the Offer.

## 5 Timing

- 5.1 The Offer opens on Monday, 18 June 2018 and closes at 5:00pm (AEST) on Friday, 20 July 2018 unless extended. Rex Minerals proposes to issue New Shares on Thursday, 26 July 2018 and send written confirmations to shareholders by Monday, 30 July 2018.

Applicants will also be able to confirm the number of New Shares issued to them via the Share Registry's Investor Centre at [www.investorcentre.com](http://www.investorcentre.com).

- 5.2 Rex Minerals reserves the right to extend the Offer, or the proposed Issue Date, at any time by making an announcement to ASX.

## 6 Applying for New Shares

- 6.1 You may apply for a parcel of New Shares under the Offer in increments of A\$1,000. The minimum application amount is A\$1,000. Rex Minerals reserves the right to accept applications outside of these set application amounts. The maximum investment under the Offer is A\$15,000.
- 6.2 The number of New Shares is rounded up to the nearest whole number after dividing the application money received by the Offer Price.
- 6.3 You may not spend more than A\$15,000 applying for New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 6.4 If you wish to apply for New Shares under the Offer you should either:
- (a) pay directly via BPAY<sup>®</sup> on the internet or by telephone, using your unique Customer Reference Number and the Biller Coder details on the Application Form (New Zealand based shareholders need to have an appropriate Australian bank account to apply using BPAY).<sup>2</sup> The Application Form does not need to be returned in this case; or
  - (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Rex Minerals Ltd" to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders.
- 6.5 Do not forward cash. Receipts for payment will not be issued.
- 6.6 Funds paid via BPAY or Application Forms (with application payments) must be received by the Share Registry by **5:00pm (AEST) on Friday, 20 July 2018**. Applicants paying by BPAY should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that Funds are submitted through BPAY so that they are received no later than 5:00pm (AEST) on the Closing Date. Rex Minerals may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.
- 6.7 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, Rex Minerals may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions.

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<sup>2</sup> Applicants should be aware that their own financial institution may implement earlier cut off times with respect to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time.

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Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded application money.

6.8 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY.

## **7 Effect of making an application**

7.1 If you submit a BPAY payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
- (b) you authorise Rex Minerals to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of this offer and the Issue Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Issue Date;
- (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
- (e) you are responsible for any dishonour fees or other costs Rex Minerals may incur in presenting a cheque for payment which is dishonoured;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (g) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
- (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
- (i) you acknowledge that you have not been provided with investment advice or financial product advice by Rex Minerals or the Share Registry; and
- (j) the aggregate application price for the following does not exceed A\$15,000: (A) the New Shares the subject of the application; (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application; (C) any other New Shares which you instruct a Custodian to acquire on your behalf under the SPP; and (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP.

7.2 If you are a Custodian, you certify:

- (a) that as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have instructed you to apply for New Shares;



- (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;
- (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Rex Minerals arrangement in the 12 months prior to your application, exceeds A\$15,000; and
- (d) you hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning given by Section 766E of the Corporations Act or includes a condition requiring the holder to comply with the requirements of ASIC class order 13/763 or is exempt from the requirement to hold an Australian financial services licence as described in the Class Order).

7.3 Custodians wishing to participate on behalf of one or more beneficiaries and are uncertain about how to do so should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.

7.4 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not hold an Australian financial services licence of the kind described in **Clause 7.2** above and you are not exempt from the requirement to hold such a licence as described in the Class Order, you cannot participate for beneficiaries in the manner outlined in **Clause 7.2** above. In this case, the rules for multiple registered holdings as described in **Clause 2.3** apply.

## **8 Rights attached to the New Shares**

New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date. Rex Minerals will apply for the New Shares to be quoted on ASX.

## **9 Costs of participation**

No brokerage fees are payable by the Applicant. A stamping fee of 2.0%, payable by the Company, will be paid to licensed financial service providers on stamped applications.

## **10 Applications may be scaled back**

10.1 Rex Minerals is seeking to issue up to 45 million shares under the SPP. However, Rex Minerals reserves the right to scale back applications in its sole discretion. If applications are scaled back, excess funds will be returned to applicants without interest.

10.2 If applications are scaled back, Rex Minerals may in its absolute discretion apply the scale back to the extent and in any manner that it sees fit. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.

10.3 In the event of a scale back, the difference between the application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded by Rex Minerals, without interest, following the issue of the New Shares.

## **11 Refunds**

11.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.

- 11.2 If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register.
- 11.3 You will not receive any interest on funds refunded to you.
- 11.4 Any refund made to you is dispatched at your risk.

## **12 United States**

- 12.1 Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 12.2 This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Rex Minerals' Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 12.3 Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

## **13 Dispute resolution**

Rex Minerals reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer and the decision of Rex Minerals will be conclusive and binding on all shareholders and other persons to whom the determination relates.

## **14 Waiver, amendment, suspension and termination**

- 14.1 Rex Minerals may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where Rex Minerals does not notify you of the event.
- 14.2 Rex Minerals is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

## **15 ASIC relief**

- 15.1 The Offer is made in accordance with the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares up to A\$15,000 under the Offer, subject to certain terms and conditions.

## **16 Governing law**

These Terms and Conditions are governed by the laws in force in Victoria, Australia.

## 17 Binding terms

By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of Rex Minerals.

## 18 Reliance on Terms and Conditions

These Terms and Conditions have been prepared in accordance with the Class Order, which relates to share purchase plans that do not require a prospectus or disclosure document. Accordingly, the level of disclosure in these Terms and Conditions is considerably less than the level of disclosure required in a prospectus or other disclosure document.

Nothing in these Terms and Conditions constitutes financial or investment advice. In deciding whether or not to participate in the SPP, you should rely on your own knowledge of Rex Minerals, refer to disclosures made by Rex Minerals to ASX (which are available for inspection on ASX's website at [www.asx.com.au](http://www.asx.com.au) and on Rex Minerals website at [www.rexminerals.com.au](http://www.rexminerals.com.au)) and seek the advice of your professional adviser.

## 19 Privacy Notification

Rex Minerals and the Share Registry value your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Note, however, that Rex Minerals and the Share Registry are located primarily in Australia and data privacy laws may be less strict in Australia than those of the country in which you reside when you receive this Offer.

This privacy statement sets out how information about you will be collected, held, used and disclosed to and accessed by third parties during your participation in the SPP and while you hold Shares.

Rex Minerals and the Share Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires personal information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. If we are unable to collect this personal information about you, you will be unable to participate in the SPP. This personal information must continue to be included in the public register if you cease to be a shareholder.

## 20 Definitions

In this document the following terms have these meanings:

Definition	Meaning
<b>AEST</b>	Australian Eastern Standard Time.
<b>Application Form</b>	The application form which accompanies this Share Purchase Plan Offer.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or the Australian Securities Exchange, as the context requires.
<b>Class Order</b>	ASIC class order CO 09/425.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Custodian</b>	The meaning given in the Class Order.

<b>Eligible Shareholder</b>	A person who is eligible to participate in the Offer in accordance with <b>Clause 2</b> of the Terms and Conditions.
<b>Issue Date</b>	The date the New Shares are issued, expected to be Thursday, 26 July 2018.
<b>New Shares</b>	The Shares offered pursuant to the Share Purchase Plan.
<b>Offer</b>	The offer of New Shares in the Share Purchase Plan Offer.
<b>Offer Price</b>	A\$0.11 per New Share.
<b>Record Date</b>	7:00pm (AEST), Friday, 8 June 2018.
<b>Rex Minerals</b>	Rex Minerals Limited (ACN 124 960 523).
<b>Share Purchase Plan</b>	The Share Purchase Plan referred to in this document.
<b>Share Purchase Plan Offer</b>	This document.
<b>Share Registry</b>	Computershare Investor Services Pty Limited.
<b>Shares</b>	Fully paid ordinary shares in Rex Minerals.
<b>Terms and Conditions</b>	The terms and conditions of the Offer set out in <b>Section 4</b> of this Share Purchase Plan Offer.
<b>US Person</b>	A "U.S. person" as defined in <i>Regulation S</i> under the <i>US Securities Act of 1933</i> .
<b>US Securities Act</b>	<i>US Securities Act of 1933</i> .



ABN 12 124 960 523

RXM

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## For all enquiries:

**Phone:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Web:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

## Make your payment:

**B PAY** See overleaf for details of the Offer and how to make your payment

# Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) Friday 20 July 2018**

This is an important document that requires your immediate attention. Please ensure you have read the Rex Minerals Limited Share Purchase Plan (SPP) Offer Booklet prior to proceeding with this application.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Rex Minerals Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Rex Minerals Limited shares on the terms of the SPP.

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed A\$15,000.

Rex Minerals Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Rex Minerals Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Rex Minerals Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Rex Minerals Limited does not notify you of that event.

## Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

## Step 2: Make Your Payment

You may apply for a parcel of New Shares under the Offer in increments of A\$1,000. The minimum application amount is A\$1,000 and the maximum application amount is A\$15,000.

Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Rex Minerals Ltd**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Rex Minerals Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AEST) Friday 20 July 2018

© Registered to BPAY Pty Limited ABN 69 079 137 518


**Turn over for details of the Offer →**

# Share Purchase Plan Application Form

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IND

## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000


Entitlement No: 12345678

Offer Details: Record date: **7:00pm (AEST) on Friday 8 June 2018**


Minimum value available to purchase: **A\$1,000**

Maximum value available to purchase: **A\$15,000**

## STEP 2 Make Your Payment

	Bill Code: 284505
	Ref No: 1234 5678 9123 4567 89

### Pay by Mail:

 Make your cheque, bank draft or money order payable to "Rex Minerals Ltd" and cross "Not Negotiable".

Return your cheque with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) Friday 20 July 2018. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Rex Minerals Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) Friday 20 July 2018. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Rex Minerals Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

## Purchase Details for Rex Minerals Limited

Amount between A\$1,000 and A\$15,000  
in A\$1,000 increments

A\$



You may apply for a parcel of New Shares in A\$1,000 increments from a minimum of A\$1,000 up to a maximum of A\$15,000.

Entitlement No: 12345678

**Payment must be received by 5.00pm (AEST) Friday 20 July 2018**

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Contact Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

## Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+000000001-3051+14