



ABN 12 124 960 523

NOTICE OF GENERAL MEETING

T +61 (0)8 8299 7100
P PO Box 3435 Rundle Mall
South Australia 5000
E rex@rexminerals.com.au
W www.rexminerals.com.au

Notice is hereby given that a General Meeting of Shareholders of Rex Minerals Limited (the **Company**) will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, at **11.00am (Melbourne time) on Friday, 20 July 2018**.

The Explanatory Notes that accompany and form part of this Notice of General Meeting describe the various matters to be considered.

Resolution 1: Approval of Proposed Share Issue – General Placement Tranche 2

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders of the Company approve the proposed issue of 20,558,552 fully paid ordinary shares in the capital of the Company to the investors on the basis set out in the Explanatory Notes."

Resolution 2: Approval of Proposed Share Issue – Director Placement Tranche 2

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company approve the proposed issue of 909,000 fully paid ordinary shares in the capital of the Company to an associate of a Director Richard Laufmann on the basis set out in the Explanatory Notes."

Resolution 3: Approval of Proposed Share Issue – Share Purchase Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders of the Company approve the proposed issue of up to 45 million fully paid ordinary shares in the capital of the Company under a Share Purchase Plan on the basis set out in the Explanatory Notes."

Resolution 4: Approval of Previous Share Issue - Placement Tranche 1

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve the previous issue of 33,077,900 fully paid ordinary shares in the capital of the Company on the basis set out in the Explanatory Notes."

By order of the Board

Company Secretary

Dated: 18 June 2018

Explanatory Notes

These Explanatory Notes should be read in conjunction with the Notice of General Meeting.

Resolution 1: Approval of Proposed Share Issue – General Placement Tranche 2

This resolution seeks shareholder approval of the proposed issue of shares in the Company for the purposes of Listing Rule 7.1. Such shareholder approval is needed in order to complete this share issue as the Company has used up its placement capacity.

As announced to ASX on 12 June 2018, the Company has agreed to issue 20,558,552 fully paid ordinary shares at 11 cents per share under an equity placement to various sophisticated and professional investors following a capital raising process undertaken by Baillieu Holst Ltd as Lead Manager and Arlington Group Asset Management Ltd (UK) as Co-Manager to raise A\$2.3 million (before costs).

If this resolution is passed, the shares are expected to be issued on 26 July 2018 and in any event by no later than three months following the date of the meeting.

The purpose of the issue is to further de-risk the Company's Hillside Project whilst seeking to enhance the investment value of the Company. This will include updating the 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 for corporate and administration working capital including finalising the responses to the regulator on the PEPR (Program for Environment Protection and Rehabilitation).

The Company will disregard any votes cast in favour of this resolution by any person who may participate in the proposed issue and any person who may obtain a benefit, except solely in the capacity as a holder of shares, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast:

- as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the form to vote as the proxy decides.

The Directors unanimously recommend that shareholders vote in favour of this resolution.

Resolution 2: Approval of Proposed Share Issue – Director Placement Tranche 2

This resolution seeks shareholder approval of the proposed issue of shares in the Company for the purposes of Listing Rule 10.11. Such shareholder approval is needed in order to complete this share issue as this is an issue to an associate of a Director. If approval is given under this Resolution for the purposes of Listing Rule 10.11, then approval is not required for the purposes of Listing Rule 7.1.

The Company has agreed to issue 909,000 fully paid ordinary shares at 11 cents per share under an equity placement to an associate of director Richard Laufmann following a capital raising process undertaken by Baillieu Holst Ltd as Lead Manager and Arlington Group Asset Management Ltd (UK) as Co-Manager to raise A\$0.1 million (before costs).

If this resolution is passed, the shares are expected to be issued on 26 July 2018 and in any event by no later than one month following the date of the meeting.

The purpose of the issue is the same as set out in the Explanatory Notes to Resolution 1.

The Company will disregard any votes cast in favour of this resolution by Richard Laufmann and any person who may obtain a benefit, except solely in the capacity as a holder of shares, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast:

- as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the form to vote as the proxy decides.

The Directors (other than Richard Laufmann due to a conflict of interest) unanimously recommend that shareholders vote in favour of this resolution.

Resolution 3: Approval of Proposed Share Issue – Share Purchase Plan

This resolution seeks shareholder approval of the proposed issue of shares in the Company for the purposes of Listing Rule 7.1. Such shareholder approval is needed in order to complete this share issue to shareholders as the Company has used up its placement capacity and the Share Purchase Plan is being issued at a more than 20% discount to the market price prior to the announcement of the issue.

As announced to ASX on 12 June 2018, the Company has agreed to issue up to 45 million fully paid ordinary shares at 11 cents per share under a Share Purchase Plan to shareholders enabling them to subscribe for up to A\$15,000 each subject to scaleback if more than A\$4.95 million is raised.

If this resolution is passed, the shares are expected to be issued on 26 July 2018 and in any event by no later than one month following the date of the meeting.

The purpose of the issue is the same as set out in the Explanatory Notes to Resolution 1.

No voting exclusion applies to this Resolution.

The Directors unanimously recommend that shareholders vote in favour of this resolution.

Resolution 4: Approval of Previous Share Issue - Placement Tranche 1

This resolution seeks shareholder approval of the proposed issue of shares in the Company for the purposes of Listing Rule 7.4. Such shareholder approval is needed in order to freshen up the Company's placement capacity to issue shares in the future by way of placement if required.

As announced to ASX on 18 June 2018, the Company has issued 33,077,900 fully paid ordinary shares at 11 cents per share under an equity placement to various sophisticated and professional investors following a capital raising process undertaken by Baillieu Holst Ltd as Lead Manager and Arlington Group Asset Management Ltd (UK) as Co-Manager to raise \$3.6 million (before costs).

The purpose of the issue is the same as set out in the Explanatory Notes to Resolution 1.

The Company will disregard any votes cast in favour of this resolution by any person who participated in the issue and any person who may obtain a benefit, except solely in the capacity as a holder of shares, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast:

- as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the form to vote as the proxy decides.

The Directors unanimously recommend that shareholders vote in favour of this resolution.

PROXY AND VOTING INSTRUCTIONS

1. A shareholder entitled to attend and vote at the meeting may appoint one or two proxies to attend and vote on their behalf. Each proxy will have the right to vote on a poll and also to speak at the meeting.
2. A proxy need not be a member of the Company and a proxy can be either an individual or a body corporate.
3. The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (ie. where there are two proxies, each proxy may exercise half the votes).
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. The Chairman intends to vote any undirected proxy in favour of all resolutions. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy.
9. The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the *Corporations Act 2001*. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

A proxy form is attached to this Notice of General Meeting.

Lodgement of Proxies and Powers of Attorney

To be effective, proxy forms (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged as follows:

In person, by mail, or facsimile

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067
GPO Box 242, Melbourne VIC 3001
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Online

www.investorvote.com.au
For this option, shareholders will require their secure access information as detailed on their personalised proxy form.

Custodian Voting

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

Corporate Representatives

A shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001*. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting Entitlement

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001*, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders at 7:00pm AEST on the day which is two days before the date of the meeting. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.



ABN 12 124 960 523

RXM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 11.00am (Melbourne time) Wednesday 18 July 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Rex Minerals Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Rex Minerals Limited to be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne on Friday, 20 July 2018 at 11.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval of Proposed Share Issue - General Placement Tranche 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of Proposed Share Issue - Director Placement Tranche 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Proposed Share Issue - Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Previous Share Issue - Placement Tranche 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input style="width: 90%; height: 25px;" type="text"/>	Securityholder 2 <input style="width: 90%; height: 25px;" type="text"/>	Securityholder 3 <input style="width: 90%; height: 25px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____