

**ASX and Media Release: 26 October 2009**

**ASX code: RXM**

**Entitlement Offer**  
**Cleansing Notice under section 708AA(2)(f) of the Corporations Act**

This notice is given by Rex Minerals Limited under section 708AA(2)(f) of the Corporations Act 2001 (the "Act") as notionally modified by ASIC Class Order 08/35.

Rex has announced on 26 October 2009 an accelerated non-renounceable entitlement offer ("Entitlement Offer") of 3 fully paid Rex ordinary shares ("New Shares") for every 10 Rex ordinary shares held as at 7:00 pm (AEDT) on 28 October 2009 by eligible shareholders.

Rex advises that:

- (a) the New Shares will be offered for issue without disclosure under Part 6D.2 of the Act;
- (b) the notice is being given under section 708AA(2)(f) of the Act;
- (c) as at the date of this notice, Rex has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to Rex; and
  - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act; and
- (e) the potential effect the Entitlement Offer will have on the control of Rex, and the consequences of that effect, will depend on a number of factors, including investor demand and the likely spread of investors with respect to the bookbuilds. However, given the structure of the Entitlement Offer is a pro-rata issue, the issue of New Shares pursuant to the Entitlement Offer is not expected to have any material effect or consequence on the control of Rex.

Yours faithfully



Janet Mason (Company Secretary)  
Phone: 03-5337-4000  
E-mail: info@rexminerals.com.au

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Rex Minerals Ltd

ABN

12 124 960 523

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                                                                                                   |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | Fully paid ordinary shares                                                                        |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | 24,861,000 fully paid ordinary shares pursuant to the Entitlement Offer are expected to be issued |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares                                                                        |

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$1.70</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The net proceeds from the Entitlement Offer will be used by the Company to cover costs associated with three main activities. A total of 5 drilling rigs are anticipated to be employed over the next 18 months for the following purpose:</p> <ul style="list-style-type: none"> <li>• Commence resource definition drilling at Hillside, with an initial Resource anticipated by 30 June, 2010, and a further upgrade close to December 2010</li> <li>• Commence testing of the large number of targets that have been generated from the new high resolution magnetic survey over the Pine Point Copper Belt, SA</li> <li>• Complete drill testing the large scale concepts for copper, gold and silver mineralisation at Mt Carrington, NSW</li> </ul>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>30 October 2009 under the Institutional Entitlement Offer</p> <p>24 November 2009 under the Retail Entitlement Offer</p>

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+ See chapter 19 for defined terms.

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		After the Entitlement Offer there are expected to be 107,731,000 fully paid ordinary shares on issue, based on the number of fully paid shares on issue as at the date of this Appendix 3B and the number of fully paid ordinary shares issued under the Entitlement Offer.	Ordinary Shares
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		7,330,000	Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Entitlements are non-renounceable and will not be tradable on ASX or otherwise transferable.
13	Ratio in which the <sup>+</sup> securities will be offered	3 fully paid ordinary shares for every 10 shares held at the Record Date.
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully paid ordinary shares
15	<sup>+</sup> Record date to determine entitlements	7.00pm (AEDT) on 28 October 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements under the Entitlement Offer, they will be rounded up to the next whole number of new shares.

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<p>18 Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<p>All countries except Australia and New Zealand.</p>
<p>19 Closing date for receipt of acceptances or renunciations</p>	<p>Institutional Entitlement Offer – 5.00 pm (AEDT) on 26 October 2009</p> <p>Retail Entitlement Offer – 5.00 pm (AEDT) on 17 November 2009</p>
<p>20 Names of any underwriters</p>	<p>E.L. &amp; C. Baillieu Stockbroking Ltd.</p>
<p>21 Amount of any underwriting fee or commission</p>	<p>Up to 5%</p>
<p>22 Names of any brokers to the issue</p>	<p>N/A</p>
<p>23 Fee or commission payable to the broker to the issue</p>	<p>N/A</p>
<p>24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup>security holders</p>	<p>N/A</p>
<p>25 If the issue is contingent on <sup>+</sup>security holders' approval, the date of the meeting</p>	<p>N/A</p>
<p>26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled</p>	<p>No Prospectus. However, the Retail Entitlement Offer Booklet will be sent to eligible retail shareholders on 30 October 2009.</p>
<p>27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders</p>	<p>26 October 2009</p>
<p>28 Date rights trading will begin (if applicable)</p>	<p>N/A</p>
<p>29 Date rights trading will end (if applicable)</p>	<p>N/A</p>

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30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	25 November 2009

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought

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39 Class of +securities for which  
 quotation is sought

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40 Do the +securities rank equally in all  
 respects from the date of allotment  
 with an existing +class of quoted  
 +securities?

If the additional securities do not  
 rank equally, please state:

- the date from which they do
- the extent to which they  
 participate for the next dividend,  
 (in the case of a trust,  
 distribution) or interest payment
- the extent to which they do not  
 rank equally, other than in  
 relation to the next dividend,  
 distribution or interest payment

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41 Reason for request for quotation  
 now

Example: In the case of restricted securities, end of  
 restriction period

(if issued upon conversion of  
 another security, clearly identify that  
 other security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

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**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company secretary)

Date: 26 October 2009

Print name: Janet Mason

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