

Rex Minerals Limited ACN 124 960 523 ("Company")

Terms and Conditions of Options

The terms and conditions of the options over unissued ordinary shares in the Company are as follows:

1. Each option entitles the holder to subscribe for 1 ordinary share in the Company.
2. Notwithstanding paragraph (1), if:
 - (a) the holder is an employee or director of the Company at the date of issue and ceases to be an employee or director of the Company for any reason whatsoever except by reason of death, the options which the holder is entitled to exercise at that time are exercisable within 60 days and any options not exercised during that period shall lapse;
 - (b) the holder is an employee or director of the Company at the date of issue and ceases to be an employee or director of the Company by reason of death, the options which the holder is entitled to exercise at that time are exercisable within 12 months by the legal personal representative of the holder and any options not exercised during that period shall lapse;
 - (c) a takeover bid within the meaning of the Corporations Act is made for the shares in the Company and the bidder becomes entitled to compulsorily acquire all of the shares, any options not exercised by the end of the bid period shall lapse; or
 - (d) a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which may be that a person will have a relevant interest in at least 90% of the ordinary shares in the Company, any options not exercised during the period which is 7 days of the court order shall lapse.
3. The holder may exercise any part of the options only without prejudice to the holder's ability to subsequently exercise any remaining options.
4. All shares issued upon exercise of the options will rank equally in all respects with the then issued shares, and the Company will, within 7 days, apply for official quotation by the ASX of all shares issued upon the exercise of the options.
5. There are no participating rights or entitlements conferred on the options and the holder will not be entitled to participate with respect to the options in new issues offered to shareholders during their currency without exercising the options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the relevant record date will be at least 7 business days after the relevant issue is announced and the holder is notified at that time. This will give the holder the opportunity to exercise the options prior to the date for determining entitlements and to participate in any such issue as a shareholder.
6. In the event of any reorganisation of capital of the Company prior, to the expiry date for exercise of the options, the number of options which the holder is entitled or the exercise price of the options or both shall be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of reorganisation.

