

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Rex Minerals Limited (the "Company") will be held at Baker & McKenzie Solicitors, Rialto, Level 39 South Tower, 525 Collins Street, Melbourne, Victoria at 3pm (AEDT) on Wednesday, 26 November 2008.

### **Resolution 1: Financial statements and reports**

To receive and consider the financial statements of the Company and the reports of the directors and the auditor for the year ended 30 June 2008.

### **Resolution 2: Re-election of Mr Paul Chapman**

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

"That Mr Paul Chapman, be re-elected as a Director (Mr Chapman retiring by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election)."

### **Resolution 3: Remuneration Report**

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

"That the Remuneration Report for the Company (included in the Directors' Report) for the year ended 30 June 2008 be adopted."

### **Proxy Voting Instructions**

Shareholders have a right to appoint a proxy. If you wish to vote by proxy, your vote must be received no later than 3pm (AEDT) on 24 November 2008 being 48 hours before the time for holding the meeting. Details on how to lodge your proxy are contained on your proxy form attached to this notice.

The Company has determined that for the purposes of voting at the meeting, those persons who are registered holders at 7pm (AEDT) on the 24 November 2008 being 2 days before the date of the meeting will be voting members.

Dated: 24 October 2008



By the order of the Board  
**Amber Rivamonte**  
Company Secretary

## **Explanatory Notes**

### **Resolution 1: Financial statements and reports**

During this item there will be an opportunity for shareholders to ask questions and comment on the financial statements of the Company and reports of the directors and the auditor for the year ended 30 June 2008. No resolution will be required to be passed on this matter. The Company's Annual Report is available from the Company's website at [www.rexminerals.com.au](http://www.rexminerals.com.au) or hard copies can be obtained free of charge by contacting the Company.

### **Resolution 2: Re-election of Mr Paul Chapman**

Mr Paul Chapman has been a non-executive director of the Board since April 2007. He retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election.

#### ***Background Information:***

##### **Mr Paul Chapman**

*Independent Chairperson* (B.Comm, ACA, Grad.Dip. Tax, CFPT(Snr), MAICD, SAFin)

Mr Paul Chapman is a chartered accountant and has over twenty years resources experience gained in Australia and the US. He has worked in a number of commodity businesses including gold, nickel, manganese, bauxite/alumina and oil/gas.

Mr Chapman has held senior management roles in public companies of various sizes and is Chairman of ASX listed uranium explorer Encounter Resources Ltd, a Director of Albidon Ltd and Chairman of listed explorer Silver Lake Resources Ltd.

### **Resolution 3: Remuneration Report**

Under the Corporations Act, a listed entity is required to put to the vote a resolution that the Remuneration Report be adopted.

The Remuneration Report for the financial year ended 30 June 2008 is set out in the Directors' Report on pages 17 to 21 of the 2008 Annual Report. It is also available on the Company's website at [www.rexminerals.com.au](http://www.rexminerals.com.au). The Remuneration Report sets out a range of matters relating to the remuneration of Directors and Executives, including the Company's policy on remuneration.

An opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting. Whilst the resolution must be put to a vote, the resolution is advisory only and does not bind Directors or the Company.