

## NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of Rex Minerals Limited (the "Company") will be held at RACV Club, Bourke Room 3, Level 2 Business Centre, RACV City Club, 501 Bourke Street, Melbourne, Victoria at 2:00 pm on Wednesday, 22 April 2009.

### Resolution 1: Approval of previous issue of shares

To consider, and if thought fit, pass the following 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 and ratify the previous issue of 6,887,500 fully paid ordinary shares in the capital of the Company on the basis set out in the Explanatory Notes."

### Resolution 2: Approval of proposed issue of shares

To consider and, if thought fit, pass the following 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 6,887,500 fully paid ordinary shares in the capital of the Company on the basis set out in the Explanatory Notes."

### Voting Exclusions

The Company will disregard any votes cast on the resolution by or on behalf of any person specified below in relation to that resolution and an associate of any such person when determining the result of the resolution except where the vote is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the Chairman as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 1: Any person who participated in the share issue, being those persons more particularly described in the Explanatory Notes.

Resolution 2: Any person who may participate in the proposed issue, being those persons more particularly described in the Explanatory Notes, and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed.

### PROXY AND VOTING INSTRUCTIONS

1. A shareholder who is entitled to vote at a meeting may appoint one proxy if the shareholder is only entitled to one vote and one or two proxies if the shareholder is entitled to more than one vote.
2. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
3. The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the share registry Security Transfer Registrars Pty Ltd, PO Box 535 Applecross WA 6153 or by facsimile +618 9315 2233 or by email registrar@securitytransfer.com.au not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.
4. 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* (Cth). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.
5. The proxy may, but need not, be a member of the Company.

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

### **Corporate Representatives**

Any corporation that is a shareholder of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman) a natural person to act as its representative at any general meeting.

### **Voting Entitlement**

For the purposes of determining voting entitlements at the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00 pm on 20 April 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Dated: 18 March 2009

By order of the Board

**Janet Mason**  
**Company Secretary**

### **Explanatory Notes**

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

#### **Resolution 1: Approval of previous issue of shares**

The ASX Listing Rules restrict the number of securities which a listed company may issue in any 12 month period without the approval of shareholders to 15% of the number of securities on issue at the start of the period subject to certain adjustments and permitted exceptions. The passing of this resolution will enable the Company at any time during the next 12 months to issue up to the full 15% without further reference to shareholders and without the shares described below counting towards this calculation.

As announced to ASX on 6 and 13 March 2009, the Company raised \$2.755 million from a fully paid ordinary share issue of 6,887,500 shares at 40 cents each. The investors were existing shareholders, sophisticated and institutional investors known to the Company and other investors introduced by a small panel of brokers. The allottees were CL Smith and Associates Pty Ltd, Willstreet Pty Ltd, JP Morgan Nominees Australia Ltd, National Nominees Ltd, Ozga Superfund Pty Ltd, Citicorp Nominees Pty Limited, National Nominees Limited, Mr John Webster and Ms Margaret Webster, Alimold Pty Ltd, James Ronald Mackenzie Selkirk, James Edward Lewis, Holdex Nominees Pty Ltd, Belvedere Australia Pty Ltd, Mr Christopher Parker and Ms Helen Parker and Grand South Development Limited. The purpose of the issue is to finance a more comprehensive round of follow-up exploration and evaluation at Hillside, other exploration activity at the Yorke Peninsula in South Australia and the Mt Carrington gold-silver project in NSW.

The directors of the Company unanimously recommend that shareholders vote in favour of Resolution 1.

#### **Resolution 2: Approval of proposed issue of shares**

As announced to ASX on 6 and 13 March 2009, the Company proposes raising a further \$2.755 million from a fully paid ordinary share issue of 6,887,500 shares at 40 cents each. The allottees are the same persons referred to above. The purpose of the issue is the same referred to above. The shares are expected to be issued immediately following shareholder approval, and in any event, no later than 3 months from the date of the meeting.

The directors of the Company unanimously recommend that shareholders vote in favour of Resolution 2.

## PROXY FORM

**REGISTERED OFFICE:**  
24 SKIPTON STREET  
BALLARAT VIC 3350

**SHARE REGISTRY:**  
Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
**PO BOX 535, APPLECROSS WA 6953**  
770 Canning Highway,  
APPLECROSS WA 6153  
T: (08) 9315 2333  
F: (08) 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«HOLDER\_NAME \_\_\_\_\_»  
«ADDRESS\_LINE\_1 \_\_\_\_\_»  
«ADDRESS\_LINE\_2 \_\_\_\_\_»  
«ADDRESS\_LINE\_3 \_\_\_\_\_»  
«ADDRESS\_LINE\_4 \_\_\_\_\_»  
«ADDRESS\_LINE\_5 \_\_\_\_\_»

HIN/SRN No.: «HIN NO»

ASX Code: RXM

**SECTION A: Appointment of Proxy**

I/We being a member(s) of REX MINERALS LIMITED and entitled to attend and vote hereby appoint:

OR

**The meeting Chairperson**  
(mark with an "X")

**Name of the person you are appointing if this person is someone other than the Chairperson of the meeting.**

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 2.00pm EST on Wednesday, 22 April 2009 at the RACV Club, Bourke Room 3, Level 2 Business Centre, RACV City Club, 501 Bourke Street, Melbourne, Victoria and at any adjournment of that meeting.

**SECTION B: Voting Directions to Your Proxy**

Please mark with "X" in the box to indicate your voting directions to your Proxy:

Resolution	For	Against	Abstain*
1. Approval of previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of proposed issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

\* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**If you wish to appoint the Chairperson as your Proxy and you do not wish to direct the Chairperson how to vote, please mark an "X" in the box.**

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairperson intends to vote undirected proxies in favour of the resolutions.

**SECTION C: Please Sign Below**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

**Change of Name or Address:** If your registration details are incorrect, please mark this box and make the correction on this form. Please note: CHESSE sponsored holders must notify their sponsoring broker of the change. Your broker will notify the registry.

My/Our contact details in case of enquiries are:

**Contact Name**

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**Contact Number**

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Shareholders are entitled to appoint up to two (2) Proxies (whether shareholders or not) to attend the meeting and vote on their behalf.

If you wish to appoint two (2) Proxies, please phone Security Transfer Registrars on +61 8 9315 2333 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on each of the forms. If you do not specify the nominated amount, each Proxy may exercise half of your voting rights.

**PLEASE RETURN BOTH OF THE FORMS TOGETHER.**

**NOTES**

**1. Name and Address**

This is the name and address on the Share Register of REX MINERALS LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

**2. Appointment of a Proxy**

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of REX MINERALS LIMITED.

**3. Directing your Proxy how to vote**

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

**4. Appointment of a Second Proxy**

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy an additional proxy form may be obtained by telephoning the Company's Share Registry (08) 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

**5. Signing Instructions**

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

**Lodgement of Proxy**

This proxy form (and any power of attorney under which it is signed) must be received no later than 2.00pm EST on 20 April 2009, being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company's Share Registry, you are encouraged to submit your proxy by mail or fax 08 9315 2233. The addresses of Security Transfer are as follows:

By mail: **Security Transfer Registrars Pty Ltd  
PO Box 535  
Applecross WA 6953**

By hand: Suite 1, 770 Canning Highway  
Applecross WA 6153

By Fax: + 61 8 9315 2233

By email: registrar@securitytransfer.com.au