

NOTICE OF GENERAL MEETING

Notice is 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 12.00pm on Thursday, 17 May 2012.

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 22,600,000 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 12,400,000 fully paid ordinary shares in the capital of the Company on the basis set out in the Explanatory Notes."

Resolution 3: Approval of proposed issue of shares to Directors

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

"That, subject to the passing of Resolution 2, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for certain Directors (or their respective nominees) to participate in the proposed share issue referred to in Resolution 2 in respect of up to 187,499 fully paid ordinary shares in the capital of the Company on the basis set out in the Explanatory Notes."

Dated: 11 April 2012

By order of the Board

Amber Rivamonte
Company Secretary

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 issue of shares.

Resolution 2: Any person who may participate in the proposed issue, and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the relevant resolution is passed.

Resolution 3: Any person who is to receive securities in relation to the Company.

PROXY AND VOTING INSTRUCTIONS

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.

A proxy need not be a member of the Company and a proxy can be either an individual or a body corporate.

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 (i.e. where there are two proxies, each proxy may exercise half the votes).

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.

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.

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.

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.

Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice of General Meeting.

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 Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia or by facsimile (within Australia) 1800 783 447 or (outside Australia) +613 9473 2555 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.

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.

A proxy form accompanies this Notice of General Meeting.

Corporate Representatives

Any corporation that is a shareholder of the Company may authorise (by a 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

The Company has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00 pm on 15 May 2012. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Explanatory Notes

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. This resolution seeks shareholder approval to the previous issue of shares in the Company for the purposes of Listing Rule 7.4. The purpose of seeking shareholder approval of the issue of shares in this resolution is to ensure that the previous issue of shares does not reduce the Company's placement capacity under the Listing Rules.

The shares issued requiring approval by this resolution rank equally with all shares currently on issue.

As announced to ASX on 3 April 2012, the Company raised \$27.1 million from a fully paid ordinary share issue of 22.6 million shares at \$1.20 each (Tranche 1). The investors were existing shareholders and new sophisticated and institutional investors in Australia and overseas. E.L. & C. Baillieu Stockbroking Ltd and GMP Securities Europe LLP acted as Joint Lead Managers on the placement.

The new funds raised will be used to advance the Company's 100% owned Hillside copper-gold-iron ore project towards possible mine development at a rate of 100,000t copper equivalent per annum. The funds will be added to the Company's existing capital and applied as set out below:

- Order long lead time items, such as large scale mining equipment and ball mills that are required for development.
- Establish key contracts for the commencement of construction.
- Make key appointments at both the board and executive management level for the mine development stage.
- Maintain a strong balance sheet as the Company negotiates metal off-take agreements and other potential sources of capital for the project

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

Resolution 2: Approval of proposed issue of shares

As announced to ASX on 3 April 2012 the Company proposes raising a further \$14.9 million from a fully paid ordinary share issue of 12.4 million shares at \$1.20 each (Tranche 2).

This resolution seeks shareholder approval of the proposed issue of shares in the Company for the purposes of Listing Rule 7.1.

The purpose of seeking shareholder approval of the issue of shares in this resolution is to ensure that the proposed issue of shares does not reduce the Company's future placement capacity.

Other than the proposed issue of shares to the Directors (as set out below), the allottees were determined through the same process as referred to in the explanatory notes to Resolution 1 above, and the purpose of the issue is the same referred to above. The shares are expected to be allotted and issued immediately following shareholder approval, and in any event, no later than 1 month from the date of the meeting.

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

Resolution 3: Approval of proposed issue of shares to Directors

This resolution seeks shareholder approval of the proposed issue of shares in the Company for the purposes of Listing Rule 10.11. Listing Rule 10.11 provides that a company must not issue shares to a related party without approval of the shareholders.

The purpose of seeking shareholder approval of the issue of shares in this resolution is to seek approval of the proposed issue of shares to certain Directors of the Company. Shares are proposed to be issued to the following Directors or their respective nominees: Mr Steven Olsen (25,000 shares), Mr Paul Chapman (120,833 shares) and Mr Richard Laufmann (41,666 shares). Even though these shares form part of the shares the subject of Resolution 2, an additional approval in the case of shares issues to Directors is required.

The issue price will be \$1.20 each, being the same price paid by investors under the placement. Each share will rank equally with all shares currently on issue. The purpose of the issue is the same referred to above in Resolution 1.

The shares are expected to be allotted and issued immediately following shareholder approval, and in any event, no later than 1 month from the date of the meeting.



MINERALS LTD
ABN 12 124 960 523

000001 000 RXM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



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

For your vote to be effective it must be received by 12.00pm Tuesday, 15 May 2012

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 as they choose. 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

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 information tab, "Downloadable 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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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.



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IND

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, 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 Victoria on Thursday, 17 May 2012 at 12.00pm and at any adjournment of that meeting.

Important for Item 3: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 3 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Approval of previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Approval of proposed issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval of proposed issue of shares to Directors	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

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Computershare +