

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual 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 9.30 am on Thursday, 25 November 2010.

### 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 2010.

### Resolution 1: 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."

### Resolution 2: Remuneration Report

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

"That the Remuneration Report for the Company (included in the Director's Report) for the year ended 30 June 2010 be adopted."

### Resolution 3: 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 17,000,000 fully paid ordinary shares in the capital of the Company on the basis set out in the Explanatory Notes."

### Resolution 4: 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 up to 17,000,000 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 3: Any person who participated in the issue of shares.

Resolution 4: 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.

## **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 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**

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 23 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Dated: 19 October 2010



By order of the Board

**Amber Rivamonte**  
**Company Secretary**

## Explanatory Notes

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

### **Resolution 1: Re-election of Mr Paul Chapman**

Mr Paul Chapman (B.Comm, ACA, Grad.Dip. Tax, MAICD, MAusIMM) 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. Mr Chapman is a chartered accountant and has over 25 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 explorer Encounter Resources Ltd and listed gold producer Silver Lake Resources Ltd.

### **Resolution 2: 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 2010 is set out in the Director's Report on pages 23 to 27 of the 2010 Annual Report, 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. Whilst the resolution must be put to a vote, the resolution is advisory only and does not bind the Directors or the Company.

### **Resolution 3: 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.

As announced to ASX on 13 and 19 October 2010, the Company raised \$42.5 million from tranche 1 of a fully paid ordinary share issue of 17 million shares at \$2.50 each. The investors were existing sophisticated shareholders and new sophisticated and institutional investors in Australia and overseas. The placement was co-ordinated by E.L. & C. Baillieu Stockbroking Ltd acted, who acted as Global Lead Manager on the placement and GMP Securities Europe LLP, RBS Morgans Ltd and Ord Minnett Ltd who acted as co-managers. The purpose of the issue was to secure the required funding for the Hillside project through to the level of both a pre-feasibility and a full-feasibility study as well as increasing the regional exploration program. The pre-feasibility studies are currently scheduled for completion at the end of 2011, which is to be followed by a full-feasibility study in 2012.

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

### **Resolution 4: Approval of proposed issue of shares**

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 placement capacity under the Listing Rules.

As announced to ASX on 13 and 19 October 2010 the Company proposes raising a further \$42.5 million from tranche 2 of a fully paid ordinary share issue of 17 million shares at \$2.50 each. The allottees were determined

through the same process as referred to in the explanatory notes to Resolution 3 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 3 months from the date of the meeting.

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



