

**ASX and Media Release: 18 October 2010**

**ASX code: RXM**

## **Rex Minerals' share purchase plan opens**

On 13 October 2010, Rex Minerals Limited announced that a share purchase plan would be offered to shareholders who were recorded on the Company's share register on Tuesday, 12 October 2010 with a registered address in either Australia or New Zealand ("Eligible Shareholder").

A letter to Shareholders together with a Share Purchase Plan Application Form and accompanying Terms and Conditions is being sent to each Eligible Shareholder. A copy of each is attached.

In summary, each Eligible Shareholder is able to apply for \$5,000 (or \$2,500) of shares at \$2.50 per share, although Rex reserves the right to scale back applications if the total exceeds more than \$5 million. Applications close on 17 November 2010. The issue is not subject to shareholder approval.

The shares are being offered without disclosure being made under Part 6D.2 of the Corporations Act, and this notice is given in accordance with ASIC Class Order 09/425 as varied by Class Order 10/105. As at the date of this notice, Rex has complied with the provisions of Chapter 2M of the Corporations Act as they apply to Rex and section 674 of the Act and no information has been excluded from a continuous disclosure notice in accordance with the confidentiality carveout provisions of the ASX Listing Rules that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of Rex and the rights and liabilities attaching to the shares.

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For more information about Rex and its projects please visit our website [www.rexminerals.com.au](http://www.rexminerals.com.au) or contact: Steven Olsen (Managing Director) or Amber Rivamonte (Company Secretary).

18 October 2010

Dear Shareholder,

### Share Purchase Plan

As announced to ASX on 13 October 2010, at the same time as conducting a placement of \$85 million to institutional and sophisticated investors, the Directors of the Company are pleased to provide eligible shareholders the opportunity to increase their investment in the Company through participation in a Share Purchase Plan at the same \$2.50 price ("**Plan**").

You are an eligible shareholder if you were recorded on the Company's share register on 12 October 2010 with a registered address in either Australia or New Zealand.

Purchasing through the Plan means that shareholders can acquire shares up to the value of \$5,000 at a discount to the recent market price and free of any brokerage fees. This gives you an opportunity to participate in this round of capital raising at the same price of \$2.50 per ordinary share as the new institutional and sophisticated investors who participated in the \$85 million share placement (part of which is subject to shareholder approval at the Company's AGM on 25 November 2010). A notice of meeting is being forwarded to you in that regard.

The funds raised by the Company will be used in a two year exploration program aimed at moving the Hillside project forward towards a full feasibility study, and expanding the regional exploration program on the Pine Point Copper Belt in South Australia.

The Plan is not subject to shareholder approval. The issue price of the shares under the Plan is **\$2.50** per ordinary share. At the close of trading on 14 October 2010 the closing share price was \$2.79. The market price of the Company's shares may change after the shares are offered under the Plan; however, this will not affect the price at which the shares are issued under the Plan. You should check the market share price before applying.

The Terms and Conditions of the Plan are attached. Participation in the Plan is entirely optional and you should read the Terms and Conditions carefully before participating in the Plan. You may apply for either \$2,500 or \$5,000 of shares only. Applications must be received by 5.00pm WST on **17 November 2010**. Shares under the Plan are expected to be issued on 24 November 2010.

To apply for shares under the Plan you must complete and return the attached Application Form and funds. Payment arrangements are set out on the Application Form. Applications and funds received after the closing date of 17 November 2010 may not be accepted. The Shares issued under the Plan will be quoted on ASX. Holding statements are expected to be issued on 1 December 2010.

If you have any questions in respect of the Plan, please contact the Company's share registry, Security Transfer Registrars Pty Ltd on +61 8 9315 2333.

Thank you for your past support and we look forward to your ongoing support through participation in the Plan.

Yours sincerely,



Paul I Chapman  
Chairman

# REX MINERALS LIMITED – SHARE PURCHASE PLAN TERMS AND CONDITIONS

These are the Terms and Conditions of the Share Purchase Plan (Plan) of Rex Minerals Limited (Rex).

## 1. Participation in the Plan

Shareholders who are entered in the register of members at 7.00pm Western Standard Time (WST) on 12 October 2010 (Record Date) and who have a registered address in Australia or New Zealand (Eligible Shareholders) may participate in the Plan. The following rules apply to participation by Eligible Shareholders in the Plan:

**(a) Single holders** – If you are the registered holder of shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply for up to a maximum amount of \$5,000 of shares. Applications need to be for either \$2,500 or \$5,000 of shares.

**(b) Joint holders** – If you are recorded with one or more persons as the joint holder of a holding of shares, that joint holding is considered to be a single registered holding for the purpose of the Plan. Joint holders are only entitled to participate in the Plan in respect of that single holding. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply for up to one maximum amount of \$5,000 of shares.

**(c) Custodians and nominees** – Eligible Shareholders who hold shares as a custodian, trustee or nominee (within the definition of 'custodian' in ASIC Class Order 10/105) (Custodian) for one or more beneficiaries, may apply for up to a maximum amount of \$5,000 of shares for each beneficiary, subject to the Custodian satisfying the specific requirements of that Class Order (a copy of which is available on request), including providing various details to Rex in this regard.

**(d) Participation** - Participation in the Plan is entirely optional and the offer of shares under the Plan is not a recommendation. You should seek independent advice if you are unsure whether you should participate in the Plan. The offer of shares under the Plan is non-renounceable which means that Eligible Shareholders cannot transfer their entitlement to purchase shares under the Plan to another person. The application form specifies parcels of a particular number and value of shares for which applications may be made and application may not be made for any other number or value of shares. If an Eligible Shareholder applies for (i) more shares than is provided for in the application form, the maximum number of shares under the Plan will be issued and the excess amount paid will be refunded without interest or (ii) for a number of shares that is not designated on the application form, the number of shares issued will be the highest designated number of shares that is less than the cheque, bank draft or BPAY® (registered to BPAY Pty Ltd ABN 69 079 137 518) amount received and the excess amount paid will be refunded without interest.

**(e) Not underwritten** - The Plan is not underwritten.

**(f) Scaling back** – If more than \$5 million is applied for under the Plan, Rex reserves the right to scale back the total number of shares to be issued under the Plan in its discretion. Applicants agree that they may be issued fewer shares than they have applied for, in which case excess application money will be refunded without interest.

## 2. Application form

Unless payment is made by using the BPAY® facility, applications to participate in the Plan must be made on the enclosed application form and must be received by the share registry (with the correct payment) no later than 5.00pm (WST) 17 November 2010. Rex reserves the right to return any payment and not allot any shares if payment is received after that time. By returning the enclosed application form or by making a BPAY® payment, you agree to be bound by these Terms and Conditions and certify that the aggregate of the application price paid by you for the shares the subject of the application form or BPAY® payment, and any other shares applied for by you, or which you have instructed a Custodian to acquire on your behalf or where you hold a beneficial interest, under the Plan or under any similar arrangement operated by Rex in the 12 months prior to the date of issue under the Plan, does not exceed A\$5,000. Applications and payments under the Plan may not be withdrawn once they have been received. Application money will not bear interest under any circumstances.

### **3. Payments by BPAY®**

If payment is made using the BPAY® facility (Australian bank accounts only), there is no requirement for the application form to be returned. Payment must be received by no later than 5.00pm (WST) on 17 November 2010. Eligible Shareholders must ensure that funds submitted through BPAY® are received by this time as their own financial institutions may implement earlier cut off times with regards to electronic payment.

### **4. Issue Price**

The issue price under the Plan is \$2.50 per share. The market price of shares may change after the shares are offered under the Plan. However, this will not affect the price at which Eligible Shareholders will receive shares under the Plan. This means that the \$2.50 issue price for the shares under the Plan may be higher or lower than the market price of shares at the date of issue. Rex recommends that you monitor the share price, which can be found in the financial pages of major Australian metropolitan newspapers, or on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: RXM). As at 14 October 2010 the closing share price was \$2.79.

### **5. Shares to be issued**

Shares issued under the Plan will rank equally in all respects with existing fully paid ordinary shares. Promptly after issue, application will be made by for shares issued under the Plan to be listed for quotation on the official list of the Australian Securities Exchange. Transaction Confirmation Statements will be despatched to the Issuer Sponsored and CHESS participants for shares issued under the Plan. No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders for their application for, or issue of, shares under the Plan. This offer of securities under the Plan is made in accordance with ASIC Class Order 09/425 and Class Order 10/105, which grants relief from the requirement to prepare a prospectus for the offer of shares under the Plan.

### **6. Variations, waivers and resolution of disputes**

The Plan is governed by the law in force in Victoria and Rex reserves the right to:

- (a) vary the closing date and share issue date for the Plan;
  - (b) waive compliance with any of these Terms and Conditions;
  - (c) refuse to allot shares where it believes there has been a breach of these Terms and Conditions;
  - (d) amend or vary these Terms or Conditions or suspend or terminate the Plan at any time;
  - (e) scale back applications;
  - (f) settle in any manner it thinks fit any disputes or anomalies which may arise in connection with the Plan. Any determinations by Rex will be binding on all Eligible Shareholders and other persons to whom the determination relates; and
  - (g) make a final determination as to whether any particular shareholder is an Eligible Shareholder.
- Rex's rights may be exercised by the Board or any delegate thereof.

### **7. Applications and notices**

Applications and notices given to Rex for the Plan must be in writing and in such form as Rex may from time to time require. Such applications and notices will be effective on receipt by Rex subject to (a) these Terms and Conditions and (b), in the case of applications, acceptance by Rex before the closing date.

### **8. Administration of the SPP**

Rex has appointed E.L. & C. Baillieu Stockbroking Ltd as broker to the SPP. They will be paid a management fee of 2% of funds raised for this role. In addition a stamping fee of 1% will be paid to licensed financial service providers.

### **9. Questions**

If you have any questions, please contact Rex's share registry on +61 8 9315 2333 between the hours of 8.30am and 5.30pm (WST), Monday to Friday. For details regarding how your personal shareholder information is used, please refer to the enclosed application form.



**PAYMENT INSTRUCTIONS**



Biller Code: 117226

**BPAY®** this payment via internet or phone banking. Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the 5.00pm (WST) on 17 November 2010. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

**You do not need to return this form if you have made payment via BPAY.**

**Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.**

**CERTIFICATION**

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

**CHEQUE/MONEY ORDER**



All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd  
PO Box 535, APPLECROSS WA 6953.

**Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on 17 November 2010.**

**CONDITIONS**

Pursuant to the terms and conditions of the Rex Mineral Limited (Company) Share Purchase Plan (SPP) contained in the accompanying letter to shareholders and Terms and Conditions, the Company is offering eligible shareholders the opportunity to purchase shares up to a maximum value of \$5,000 per eligible shareholder at \$2.50 each, in a parcel of either \$2,500 or \$5,000. If you do not wish to purchase shares under this offer there is no need to take action

**LIMITATION ON PARTICIPATION**

The maximum subscription limitation of \$5,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

**CUSTODIAN CERTIFICATION**

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to Rex Minerals Limited. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

**ENQUIRIES**

All enquiries should be directed to the Company's share registry:

**Security Transfer Registrars Pty Ltd**  
**PO Box 535, Applecross WA 6953 AUSTRALIA**  
**770 Canning Highway, Applecross WA 6153 AUSTRALIA**  
**Telephone +61 8 9315 2333**  
**Facsimile +61 8 9315 2233**  
**Email registrar@securitytransfer.com.au**

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them at the address on this form.