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NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting: Friday, 27 November 2020

Time of Meeting: 11:00am (Melbourne time)

Meeting Details: RSVP Zoom webcast at
https://zoom.us/webinar/register/WN_qfSZQIAPQnKHL-a7ecnWOW

Lumi Voting Page at: web.lumiagm.com/304548873

Given the current environment created by the coronavirus pandemic, we strongly encourage all Shareholders to vote by proxy prior to the AGM date. Participation in the AGM will be via Zoom webcast.

Shareholders can access all information, documentation and instructions relevant to Rex's 2020 AGM via our website at: <https://www.rexminerals.com.au/investors/2020AGM>. This will include copies of our 2020 Annual Report, Notice of Meeting and voting instructions.

Shareholders can access the Lumi voting site at: web.lumiagm.com/304548873.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Shareholders of Rex Minerals Limited (Rex or the Company) will be held at **11.00am (Melbourne time) on Friday, 27 November 2020**.

PARTICIPATION AT THE MEETING

In the interests of public health and safety as a result of COVID-19 and in accordance with recent modifications to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, the Annual General Meeting will be held entirely virtually and there will be no physical venue for Shareholders to attend.

The Meeting will be broadcast via an online platform. Shareholders can watch and participate virtually by registering their details at: **https://zoom.us/webinar/register/WN_qfSZQIAPQnKHL-a7ecnWOW**.

We encourage you to pre-register in order to receive meeting details in advance.

Please note, you will need your SRN/HIN and the postcode registered on your holding to participate in the meeting. For overseas addresses, you will require the country registered on your holding. If you do not provide these details, you will not be able to submit questions at the meeting.

VOTING OPTIONS

All Resolutions by Poll

Under the Determination, all votes will be taken on a poll via proxy or online voting.

Appointing a Proxy

Shareholders are encouraged to submit their vote in advance of the Meeting by appointing a proxy (preferably the Chairman of the Meeting) at **www.investorvote.com.au** by 11:00am (Melbourne time) on Wednesday, 25 November 2020.

Direct Voting Online during the Meeting

Online voting during the meeting can be accessed directly through Lumi at: **web.lumiagm.com/304548873**.

Detailed instructions on how to vote, including how to vote by proxy and at the online meeting, are set out in the Voting Information section of this Notice. An Online Lumi Meeting Guide is also available on Rex's website at: **<https://www.rexminerals.com.au/investors/2020AGM>**.

QUESTIONS

Please note, only shareholders or their proxyholders, who have been verified before the Meeting, may ask questions at the Meeting.

You will need your SRN/HIN and the postcode registered on your holding to access the meeting. For overseas addresses, you will require the country registered on your holding. If you do not provide these details, you will not be able to submit questions at the meeting.

It may not be possible to respond to all questions. Shareholders are strongly encouraged to submit their questions prior to the meeting. You can submit your question online at Rex's website at **<https://www.rexminerals.com.au/investors/2020AGM>**. Alternatively, Shareholders are encouraged to submit their questions in advance of the meeting by submitting an online question via **www.investorvote.com.au**.

AGENDA

The Explanatory Notes that accompany and form part of this Notice of Annual General Meeting describe the various matters to be considered.

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 2020.

Resolution 1: Re-election of Mr Alister Maitland

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

"That Mr Alister Maitland, who retires as a Director by rotation under Clause 20.3 of the Company's constitution, and being eligible for re-election, be re-elected as a Director."

Resolution 2: Refreshment of Previous Share Issue – Placement

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

"That pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve the issue of 46,551,232 fully paid ordinary shares in the capital of the Company to professional and sophisticated investors in Australia and overseas on the basis set out in the Explanatory Notes."

Resolution 3: Grant of Options to the Managing Director, Mr Richard Laufmann

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

"That pursuant to and in accordance with ASX Listing Rule 10.14 and for all other purposes, approval be given to grant 5,000,000 Options to Mr Richard Laufmann (Managing Director and Chief Executive Officer of the Company) issued under the same terms and conditions contained in the Company's Option Incentive Plan as described in the Explanatory Notes."

Resolution 4: Adoption of 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 Directors' Report) for the year ended 30 June 2020 be adopted."

By order of the Board



Kay Donehue
Company Secretary

Dated: 22 October 2020

Explanatory Notes

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

Financial Statements and Reports

The *Corporations Act 2001* requires the financial report and the reports of the Directors and the auditor to be received and considered at the Annual General Meeting. Accordingly, the reports for the year ended 30 June 2020 will be presented for consideration by shareholders. No resolution is required on these reports.

Resolution 1: Re-election of Mr Alister Maitland

Mr Alister Maitland was appointed a Director of Rex Minerals on 16 September 2011. He is Chairman of the Audit Committee and a member of the Remuneration Committee.

Mr Maitland is a former executive director of ANZ Banking Group with a background in international finance whose banking experience extended beyond Australasia to cover Asia, the Sub Continent, the Middle East, Europe and America. His professional experience has included global business expansion, internal and external consulting, treasury projects and international political agendas. As chief executive of ANZ Bank for New Zealand, he was responsible to the local board for the country's operations.

He has been a non-executive director of a number of publicly listed ASX companies and Government bodies covering a wide range of activities including property services, mining, banking, asset management and health. He is a former chairman of Ballarat Goldfields NL, director of Lihir Gold Ltd and Malayan Banking Berhad (Maybank).

Recommendation

The Directors recommend that shareholders vote *in favour* of Resolution 1 (with Mr Maitland abstaining). The Chairman of the meeting intends to vote undirected proxies *in favour* of Resolution 1.

Resolution 2: Approval of Previous Share Issue – Placement

This resolution seeks shareholder approval of the previous issue of shares in the Company for the purposes of Listing Rule 7.4. Such shareholder approval is needed in order to freshen up the Company's placement capacity to issue shares in the future by way of placement if required.

Under ASX Listing Rule 7.1, the Company may in any 12-month rolling period issue or agree to issue securities up to 15% of its ordinary share capital at the commencement of that 12-month rolling period without prior shareholder approval. The Company issued the shares pursuant to its capacity under ASX Listing Rule 7.1. The issue of the shares the subject of Resolution 2 did not require prior shareholder approval.

ASX Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue (provided that the prior issue of securities did not breach ASX Listing Rule 7.1). Resolution 2 seeks shareholder ratification of the issue of the shares. If ratified, the issue of the shares will be deemed to have been issued with shareholder approval and will therefore be excluded in the future from the calculation of the Company's 15% capacity under ASX Listing Rule 7.1.

On 9 September 2020, the Company announced that it had issued a total of 60,606,062 fully paid ordinary shares at 16.5 cents per share to professional and sophisticated investors in Australia and overseas pursuant to a placement (Placement). 46,551,232 of the Placement shares were issued under the Company's 15% placement capacity under ASX Listing Rule 7.1, these being the shares in relation to which subsequent shareholder approval is being sought under this Resolution 2. The balance of the Placement shares were issued under the Company's temporary extra placement capacity of 10%, approved under an ASX Class Waiver Temporary Extra Placement Capacity (TEPC Class Waiver) dated 9 July 2020. The extra 10% placement capacity provided under the TEPC Class Waiver is available only once and cannot be ratified or replenished by shareholders. The Company utilised 19.53% of its total 25% TEPC Class Waiver in the Placement. A Share Purchase Plan was also offered to all eligible retail shareholders to allow participation at the same offer price as the Placement share issue.

Proceeds from the share issue are being used for the following:

- Hog Ranch exploration (including RC and diamond drilling)
- Hog Ranch multipurpose drilling, exploration, test work and permitting
- Feasibility Studies at Hog Ranch
- Hillside pre-development, maintenance, tenure fees
- Corporate and administration costs including financing arrangements for the Hillside.

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Recommendation

The Directors recommend that Shareholders vote *in favour* of Resolution 2. The Chairman of the meeting intends to vote undirected proxies *in favour* of Resolution 2.

Resolution 3: Issue of Options to the Managing Director, Mr Richard Laufmann

In summary:

- (a) The number of Options proposed to be issued to the Managing Director is 5,000,000.
- (b) The Options will be issued no later than three years from the date of approval (although it is intended to do so within one month after the approval from Shareholders is received).
- (c) The terms and conditions of the Options proposed to be issued are set out in the Option Incentive Plan (OIP) (as detailed in Schedule 2) and in particular, as per below.

- (d) The Options will not have an issue cost, no Company loans will apply to them and no funds will be raised from their issue (although funds may be raised from their exercise).

3.1 Requirement for Shareholder approval

Approval is being sought to issue 5,000,000 Options to subscribe for fully paid ordinary shares in the Company (Options) to Mr Laufmann. Being a director of the Company, Mr Laufmann falls into the category set out in ASX Listing Rule 10.14.1.

3.2 Details of the proposed issue

Each Option will entitle the Managing Director to subscribe for and be issued one share in the Company at an exercise price of 17.5 cents which equates to an approximate 15.7% premium to the 5 day VWAP of RXM shares to 9 October 2020 (rounded to one decimal point). The Options are to vest in three equal tranches, being:

- Tranche 1 (1,666,667 Options) – 30 November 2021
- Tranche 2 (1,666,667 Options) – 30 November 2022
- Tranche 3 (1,666,666 Options) – 30 November 2023

Subject to the terms of issue, each Option will be exercisable for a period of up to four years following the issue date, following which the Options will lapse.

In the event that all the Options proposed to be issued to the Managing Director are duly exercised, the issue of Shares under Option will be equal to approximately 1.3% of the Company's fully-diluted share capital (based on the number of shares on issue as at the date of the Notice of Meeting).

In the event that the Managing Director is a good leaver as defined in the OIP (for example, if he is made redundant), then all unvested Options will immediately vest. In the event that the Managing Director is a bad leaver as defined in the OIP (for example, if his employment contract is terminated for performance reasons), the Options (whether vested or unvested) expire shortly thereafter.

3.3 Corporations Act - treatment of remuneration matters

Under Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' such as a director unless one of the exceptions to the section apply or Shareholders have in a general meeting approved the giving of that financial benefit to the related party.

The Corporations Act provides an exception where the financial benefit is remuneration and to give the remuneration would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of the Options is reasonable remuneration:

- (a) for a company of the size and nature of the Company; and
- (b) which, given that the Company has other preferred uses for its available cash, is an appropriate alternative for providing incentives to the Managing Director.

The Company considers this to be the case for the reasons set out in paragraph 3.4.

The Managing Director's current total remuneration package consists of a base salary of \$250,000 per annum plus statutory superannuation of 9.5% (\$23,750). This is an extremely modest sum for an executive of this calibre.

The Managing Director has not had an increase in base salary since his commencement, no short-term cash bonuses have been paid or are payable and he did not participate in the employee option issue in March 2020. The previous issue of Options to the Managing Director was granted in 2015 and exercised (consideration paid to the Company of \$189,000) before their expiry in November 2019.

The proposed issue of Options with an implied value in the order of \$265,000, will be apportioned across a period of time, is intended to balance his remuneration and to provide an incentive aligned with those of Shareholders. The total indicative value of each Option, at an exercise price of 17.5 cents, to be issued to the Managing Director is 5.3 cents. Details of this value are set out in Schedule 1.

The Company will not be providing a loan facility to Mr Laufmann in relation to the future exercise of the Options.

3.4 Intended purpose

The purpose of the grant of the Options to the Managing Director is for the Company to appropriately incentivise and provide cost effective remuneration to the Managing Director for his ongoing commitment and contribution to the Company. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed. If the Options are not granted, the Company could remunerate the Managing Director for additional amounts of cash. The Board considers that cash preservation is important in small exploration and development companies and has implemented this strategy across the Company through reduced base salaries and the addition of Options as the at-risk component. The Board considers that the issue of Options is an important part of a comprehensive remuneration strategy. It aligns the Company's interests with those of shareholders by linking remuneration to the long-term success of the Company and helps to retain cash funds within the Company

The potential disadvantages of Shareholders approving the issue of Options to the Managing Director include dilution of Shareholder interests if the Options are exercised at some future time.

3.5 Other information

No Options have previously been issued to Mr Laufmann under the OIP since it was refreshed at the Company's 2018 AGM.

Details of any Options issued under the OIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Options under the OIP after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Laufmann or an associate of Mr Laufmann.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast in favour by a person appointed as proxy, on the basis of that appointment, if the person is a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on the resolution, unless:

- the person is the chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the company.

Recommendation

The Directors recommend that shareholders vote *in favour* of Resolution 3 (with Mr Laufmann abstaining). The Chairman of the meeting intends to vote undirected proxies *in favour* of Resolution 3.

Resolution 4: Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2020 is set out in the Directors' Report on pages 13 to 26 of the Company's 2020 Annual Report and is available on the Company's website at www.rexminerals.com.au. The Remuneration Report sets out the Company's policies and a range of matters relating to the remuneration of Directors and other Key Management Personnel of the Company.

Shareholders joining the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the *Corporations Act 2001*, a listed entity is required to put to the vote a resolution that the Remuneration Report be adopted. Whilst the resolution must be put to a vote, the resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of votes are cast against the resolution at two consecutive annual general meetings (this did not occur last year), a 'board spill resolution' needs to be put to shareholders. If such a board spill resolution is passed by shareholders, the Company is required to hold a further meeting of shareholders within 90 days to consider replacing those Directors (other than the Managing Director) in office at the time the Remuneration Report was approved by the board.

Voting Exclusion

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management personnel for the Company.

Recommendation

The Directors recommend that shareholders vote ***in favour*** of Resolution 4. The Chairman of the meeting intends to vote undirected proxies ***in favour*** of Resolution 4.

PROXY AND VOTING INSTRUCTIONS

Ordinarily, Shareholders would be able to participate in the Meeting of the Company by attending and voting in person at the meeting venue. However, due to the current exceptional and uncertain circumstances, and with the health, wellbeing of the shareholders, employees and the broader community in mind, the Annual General Meeting will be held virtually. You can RSVP for access to the Zoom webcast at: https://zoom.us/webinar/register/WN_qfSZQIAPQnKHL-a7ecnWOW.

Due to the virtual nature of the event, Computershare will facilitate voting during the meeting by an application downloadable on your desktop or any other mobile device.

Voting at the online Meeting

Shareholders and proxyholders will be able to vote at the meeting online by completing the following steps:

- a) visiting: web.lumiagm.com/304548873 on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox)
- b) using your HIN/SRN and the postcode of your registered address. Overseas Shareholders should refer to the user guide.

Online voting registration will commence one hour prior to the start of the meeting. For full details on how to log on and vote online, please refer to the user guide at Rex's 2020 AGM page on its website at: <https://www.rexminerals.com.au/investors/2020AGM>.

Voting will close at the conclusion of the Meeting. At the close of the Meeting, any votes you have placed will automatically be submitted to the Registry.

1. Due to the continuing uncertain COVID-19 related restrictions on movement and public gatherings, the meeting will be held virtually utilising online technology. Recently extended temporary changes to the Corporates Act provide for the holding of a virtual meeting provided it gives all shareholders a reasonable opportunity to participate without being physically present in the same place. Shareholders participating in the online meeting will be taken to be present.
2. The online platform will be open 30 minutes prior to commencement of the meeting. Further information on how to vote is provided in the Online Voting Guide hosted on Rex Minerals' website at: <https://www.rexminerals.com.au/investors/2020AGM>.
3. Proxyholders must contact the share registry on +61 3 9415 4024 to receive your unique username and password, within one hour of the beginning of the meeting. Further information is provided in the Online Voting Guide hosted on Rex Minerals' website at: <https://www.rexminerals.com.au/investors/2020AGM>.
4. Voting on all resolutions at the meeting will be conducted by poll rather than a show of hands.
5. 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.
6. A proxy need not be a member of the Company and a proxy can be either an individual or a body corporate.

7. 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 (ie. where there are two proxies, each proxy may exercise half the votes).
8. 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.
9. 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.
10. 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.
11. 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.
12. Key Management Personnel of the Company (being those persons described as such in the Remuneration Report) and their closely related parties will not be able to vote proxies on Resolutions 3 and 4 unless shareholders direct them how to vote. Closely related parties are defined in the Corporations Act 2001 to include the spouses, dependents, certain other close family members of the members of Key Management Personnel as well as any companies, or groups of entities under common control, controlled by such a member. Accordingly, if shareholders intend to appoint a member of the Key Management Personnel as their proxy, they should explicitly direct them how to vote on Resolutions 3 and 4.
13. The Chairman intends to vote any undirected proxy in favour of all resolutions. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
14. If shareholders intend to appoint the Chairman of the meeting as their proxy, they can direct and expressly authorise him/her to vote by marking the relevant box (if not expressly directed, the Chairman of the meeting will vote in favour of the resolution).
15. 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. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

CORPORATE REPRESENTATIVES

A shareholder that is a corporation may appoint an individual to act as its representative and vote online at the virtual meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001*. The representative should provide evidence of his or her appointment, including any authority under which it is signed.

VOTING ENTITLEMENT

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001*, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders at 7:00pm AEDT on the day which is two days before the date of the meeting. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

LODGEMENT OF PROXIES AND POWERS OF ATTORNEY

To be effective, proxy forms (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Documents may be lodged as follows:

<i>In person, by mail, or facsimile</i>	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 GPO Box 242, Melbourne VIC 3001 1800 783 447 (within Australia); +61 3 9473 2555 (outside Australia)
<i>Online</i>	www.investorvote.com/au For this option, shareholders will require their secure access information as detailed on their personalised proxy form.
<i>Custodian Voting</i>	For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

Schedule 1 - Valuation of Options

Using the theoretical Black-Scholes option pricing model, the Options are ascribed an indicative value of 5.3 cents per Option based on the following assumptions:

- Share Price (cents) (A) – 15.1
- Risk-free Rate (B) – 0.25%
- Volatility – 55%
- Exercise Price (cents) (C) – 17.5 and
- Expected Option Life (years) – 3.48.

Where:

- A. Based on the 5 day VWAP of RXM shares to 9 October 2020.
- B. The continuously compounded risk-free rate. This was determined by reference to current Commonwealth Government bond rates.
- C. Based on 15.7% premium to the 5 day VWAP of RXM shares to 9 October 2020.

The grant date for the Options is expected to be during the first half of December 2020 and the meeting date is Friday, 27 November 2020 to approve the grant of the Options. As such, the value of the Options set out above is indicative only and subject to change based on share price, risk-free rate and volatility on the actual grant date.

Schedule 2 – Option Incentive Plan Key Terms

The OIP was approved by Shareholders at the 2018 AGM. A summary of the terms of the OIP is set out below:

- The OIP sets out the framework for the offer of Options by the Company and is typical for a document of this nature.
- In making its decision to issue Options, the Board may decide which person is eligible to receive the Options, the number of Options and the conditions which are to apply in respect of the Options.
- The Company has broad flexibility to issue Options having regard to a range of potential vesting criteria. In certain circumstances, Options expire early if the relevant person is a bad leaver as distinct from a good leaver. However, if the relevant person is a good leaver, then all unvested Options immediately vest.
- In certain circumstances, Options can vest early in the event of a change of control event occurring. In particular, in the event of a successful takeover or scheme of arrangement, all vesting conditions are deemed satisfied and all unvested Options become vested Options.
- There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- In the event of any reorganisation of the issued capital of the Company on or prior to the expiry of the Options, the rights of an Option holder will be changed to the extent necessary to comply with the applicable Listing Rules in force at the time of the reorganisation.
- Any shares issued by the Company pursuant to the Options will rank equally with and carry the same rights and privileges as, any other Share (including shares currently on issue).



ABN 12 124 960 523

RXM

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

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Melbourne time) Wednesday, 25 November 2020.**

Proxy Form

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 or abstain as they choose (to the extent permitted by law). 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 FOR POSTAL FORMS

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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.



I 9999999999

I ND

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Rex Minerals Limited to be held virtually on Friday, 27 November 2020 at 11:00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3 and 4 by marking the appropriate box in step 2.

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.

		For	Against	Abstain
Resolution 1	Re-election of Mr Alister Maitland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Previous Share Issue – Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Options to the Managing Director, Mr Richard Laufmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Remuneration Report	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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