

NOTICE OF ANNUAL GENERAL MEETING

Date: 29 November 2018
Time: 10.30 am (Sydney time)

Place: 3B Macquarie Street

East Circular Quay SYDNEY NSW 2000

The following documents relate to the Annual General Meeting of Shareholders:

- Notice of how to access a copy of the Company's electronic Annual Report for the year ended 30 June 2018;
- Notice of Meeting for the Annual General Meeting, including the Explanatory Memorandum; and
- Proxy Form and return envelope.

If you are attending the Annual General Meeting in Sydney and have not lodged a Proxy Form, please bring the Proxy Form with you to assist with registration.

If you are not attending the Annual General Meeting in Sydney, you can lodge a completed Proxy Form by returning it in the enclosed envelope or alternatively by facsimile. Alternatively, you may submit your proxy instructions electronically by visiting www.votingonline.com.au/reyresourcesagm2018.

Please be aware that the Proxy Form needs to be received by the Rey Resources' Share Registrar by no later than 10.30 am (Sydney time) on Tuesday, 27 November 2018. Further details on lodging your Proxy Form can be found on the reverse side of the Proxy Form.

NOTICE OF HOW TO ACCESS A COPY OF THE COMPANY'S ELECTRONIC ANNUAL REPORT FOR THE YEAR ENDED 30 JUNE 2018

Rey Resources has adopted regulations that enable the Company to make copies of the Annual Report available electronically, unless a shareholder elects to continue to receive a hard copy.

In accordance with the Corporations Act, the Company advises that a copy of its Annual Report for the year ended 30 June 2018 is available on the Rey Resources website, www.reyresources.com. When you access the Company's Annual Report on-line, you can view it and print a copy of the Annual Report.

Please note that if you have elected to continue to receive a hard copy of the Company's Annual Report, it will be mailed to you no later than 28 days before the Annual General Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Report and now (or sometime in the future) wish to receive a hard copy of the Company's Annual Report, then please contact the Company's Share Registrar on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

The Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders of Rey Resources Limited (**Rey Resources** or the **Company**) will be held at 3B Macquarie Street, East Circular Quay, Sydney, New South Wales, on Thursday, 29 November 2018 at 10.30 am (Sydney time).

Terms used in this Notice and Explanatory Memorandum are defined in the glossary to this document.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting.

AGENDA

Annual Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Audit Report (Annual Financial Statements) of Rey Resources for the financial year ended 30 June 2018.

Ordinary business

1. Adoption of the Remuneration Report (non-binding resolution)

To consider and, if thought fit, with or without amendment, to pass the following as an advisory resolution:

"That the Remuneration Report (which is contained in the Rey Resources 2018 Annual Report) for the financial year ended 30 June 2018 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. Re-Election of Director – Mr Dachun Zhang

To consider and, if thought fit, with or without amendment, to pass the following as an ordinary resolution:

"That Mr Dachun Zhang, who ceases to hold office in accordance with ASX Listing Rule 14.5 and Clause 11.7(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3. Re-Election of Director - Dr Zhiliang Ou

To consider and, if thought fit, with or without amendment, to pass the following as an ordinary resolution:

"That Dr Zhiliang Ou, who ceases to hold office in accordance with ASX Listing Rule 14.5 and Clause 11.7(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Special business

4. Approval of Additional 10% Placement Capacity

To consider and, if thought fit, with or without amendment, to pass the following as a special resolution:

"That, for the purpose of ASX Listing Rule 7.1A and all other purposes, approval be given for the allotment and issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

5. Approval of the Executive Incentive Rights Plan

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

"That for the purposes of ASX Listing Rule 7.2, Exception 9(b), and for all other purposes, the grant of EIRP Rights and the allotment and issue of Shares upon exercise or vesting of the EIRP Rights under the terms of the Rey Resources Limited Executive Incentive Rights Plan (EIRP) and the terms of the EIRP as detailed in the Explanatory Memorandum are approved."

By order of the Board

Carron Cootso

Shannon Coates

Company Secretary 29 October 2018

NOTES

Important notice in relation to proxies

Shareholders should have regard to the important information below if they intend to appoint a proxy.

Resolution 1 relates directly or indirectly to the remuneration of Key Management Personnel. Accordingly:

- If the Chairman is to act as your proxy in relation to Resolution 1 (whether by appointment or by default) and you have not given directions on how to vote by marking the appropriate box in the Voting Directions section of the Proxy Form, the proxy form expressly directs and authorises the Chairman to cast your vote "for" Resolution 1. This express authorisation is included because without it the Chairman would be precluded from casting your votes, as this resolution is concerned with the remuneration of Key Management Personnel.
- If you appoint a member of Key Management Personnel of the Company details of whose remuneration are included in the Remuneration Report (other than the Chairman) or their Closely Related Parties as your proxy, you must direct them how to vote on Resolution 1. If you do not do so, your vote will not be counted.

Voting prohibition statement for Resolution 1 (Adoption of the Remuneration Report (advisory resolution))

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of Key Management Personnel (details of whose remuneration are including in the Remuneration Report); or
- (b) their Closely Related Parties.

However, such a vote may be cast as proxy for a person who is entitled to vote, where:

- (a) the Proxy Form specifies how the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chairman of the Meeting, who may vote on Resolution 1 in accordance with an express authorisation on the Proxy Form (which authorises the Chairman to vote in favour of Resolution 1).

Voting exclusion statement for Resolution 4 (Approval of Additional 10% Placement Capacity)

In accordance with the ASX Listing Rules the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) any person who is expected to participate in the proposed issue or any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if Resolution 4 is passed; or
- (b) an associate of those persons.

However, the Company need not disregard a vote if:

- (a) the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the vote is cast by the Chairman of the Meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

Voting restrictions for Resolution 5 (Approval of Executive Incentive Rights Plan)

Voting exclusion statement

In accordance with Listing Rules the Company will also disregard any votes cast on Resolution 5 by or on behalf of (including by proxy) a Director (except a Director who is ineligible to participate in any employee incentive scheme of the Company) and any associates of such Directors.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the Chairman of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting prohibition statement

In accordance with the Corporations Act, a vote on Resolution 5 must not be cast as a proxy for a person who is entitled to vote, by a member of the Company's Key Management Personnel or any of their Closely Related Parties, unless:

- (a) the Proxy Form specifies how the proxy is to vote on the resolution; or
- (b) the vote is cast by the Chairman in accordance with the express authorisation on the Proxy Form (which authorises the Chairman to vote in favour of Resolution 5).

Voting Entitlements

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders eligible to vote at the Meeting are those persons who are the registered holders (**Registered Shareholders**) of Shares at 7.00pm (Sydney time) on Tuesday, 27 November 2018 (**Voting Record Date**).

How to Vote

You may vote by attending the Meeting in person, by proxy, or by an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their shareholdings against the Company's share register and note attendances.

Voting by Proxy

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the proxy is signed) must be received at the Company's Share Registrar by no later than 10.30 am (Sydney time) on Tuesday, 27 November 2018 (Proxy Forms received after that time will be invalid). Proxy Forms must be received before that time via any of the following methods:

By Post: Boardroom Pty Limited

GPO Box 3993 Sydney, NSW 2001 In person: Boardroom Pty Limited

Level 12, 225 George Street

Sydney, NSW 2000

By Facsimile: +61 2 9290 9655

Online at: www.votingonline.com.au/reyresourcesagm2018

A Shareholder has the right to appoint a proxy, who need not be a Shareholder of the Company. A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or the number of votes each proxy may exercise, each proxy may exercise half the votes.

Proxies are reminded that they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed.

If you are a Beneficial Shareholder and have received these materials through your broker or through another intermediary, please complete and return the Proxy Form in accordance with the instructions provided to you by your broker or other intermediary.

How the Chairman of the Meeting will vote undirected proxies

The Chairman intends to vote all available undirected proxies in favour of each Resolution. Shareholders should refer to the information above in relation to the voting restrictions that may affect their proxy appointments for Resolutions 1 and 4.

Corporate Representatives

A corporate Shareholder may elect to appoint an individual to act as its representative at the Meeting in accordance with Section 250D of the Corporations Act. An appointment of a corporate representative must be in writing, be signed by the corporate Shareholder and must include the representative's name or the name of the office held by representative. The instrument of appointment must be lodged, by post or by facsimile, with the Company and/or the Company's Share Registrar, Boardroom Pty Limited, by no later than the start of the Meeting.

Appointment of corporate representative documents are available on request by contacting Boardroom Pty Limited on telephone number 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Enquiries

Shareholders are invited to contact the Company's Share Register, Boardroom Pty Limited on telephone number 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) if they have any queries in respect of the matters set out in these documents.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is an important document and should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Annual General Meeting, please contact the Company Secretary of Rey Resources, your stockbroker or other professional adviser.

General Information

This Explanatory Memorandum has been prepared for the Shareholders of the Company in connection with the Annual General Meeting of the Company to be held on Thursday, 29 November 2018.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice.

Annual Financial Statements

The Corporations Act requires the Annual Financial Statements to be received and considered at the Meeting. The Annual Financial Statements for the year ended 30 June 2018 are included in the Company's 2018 Annual Report, a copy of which can be accessed on-line at www.reyresources.com or on ASX at www.asx.com.au. Alternatively, a hard copy will be made available on request.

No vote will be taken on the Annual Financial Statements. However, Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and reports.

The Company's auditor, KPMG, will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the Meeting.

Resolution 1 - Adoption of the Remuneration Report

The Annual Report for the year ended 30 June 2018 contains the Remuneration Report which:

- sets out the remuneration policy for Rey Resources' Directors and senior executives;
- discusses the relationship between the remuneration policy and the Company's performance; and
- details the remuneration arrangements for each Director and senior executive named in the Remuneration Report for the financial year ended 30 June 2018.

The Remuneration Report is contained within the Director's Report in the Company's 2018 Annual Report and in the Annual Report section of the website at www.reyresources.com. The Chairman of the Meeting will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the Meeting.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. However under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a **spill resolution**) on whether the Board should be put up for re-election. If the spill resolution is passed, another meeting must be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must go up for re-election.

The Remuneration Report for the financial year ended 30 June 2017 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held in November 2017. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report, it will not result in the Company putting a spill resolution to Shareholders. However, a spill resolution would be required if the Remuneration Report at the Company's 2019 annual general meeting also received a vote of more than 25% against its adoption.

Shareholders should refer to the information above in the Notice of Meeting in relation to the voting restrictions that may affect their proxy appointments for Resolution 1.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 1.

Resolution 2 - Re-Election of Director - Mr Dachun Zhang

Background

In accordance with ASX Listing Rule 14.5 and clause 11.7(b) of the Company's Constitution, the Company is required to hold an election of directors at each annual general meeting. Clause 11.7(b) states that where the Company is required to hold an election of directors, if there is not otherwise a vacancy on the board of Directors and no director is required to cease to hold office under the Constitution, then the Director who has been in office the longest since his or her last election or appointment must retire.

Accordingly, Mr Dachun Zhang retires and, being eligible, offers himself for re-election as a Director of the Company.

Mr Zhang was appointed to the Board on 1 July 2013 to act as Non-Executive Director and was last reelected by Shareholders at the Company's 2016 annual general meeting. In accordance with ASX Listing Rules 14.5 and Clause 11.7(b) of the Constitution, Mr Zhang now seeks election as a Director at this Annual General Meeting.

Term of Office

Non-Executive Director since 1 July 2013.

Independent

Yes.

Experience and qualifications

Mr Zhang brings extensive international experience and Chinese business relationships to the board of Rey Resources. Most recently he was Executive Director and President of China Merchants Group, as well as the Chairman of Hong Kong listed company Merchants International Co. Ltd. Mr Zhang's previous career was with COSCO, one of the world's largest shipping groups, where he held the positions of Executive Vice-Chairman and President of COSCO (Hong Kong) Group Ltd, as well as Vice-Chairman of two Hong Kong listed

companies: COSCO Pacific Co. Ltd and COSCO International Holdings Co. Ltd. Mr Zhang has also been a Senior Economist in Shipping Management by the Ministry of Communications of China. He holds a Bachelor's Degree from Poznan University, Poland and a Master's Degree from the University of Wales, UK.

Directors' Recommendation

The Board (other than Mr Zhang who has an interest in the resolution) recommends Shareholders vote in favour of Resolution 2.

Resolution 3 - Re-Election of Director - Dr Zhiliang Ou

Background

Dr Zhiliang Ou retires by rotation in accordance with ASX Listing Rules 14.4 and 14.5, and Clause 11.7 of the Company's Constitution and, being eligible, offers himself for re-election as a Director of the Company.

Dr Ou was appointed to the Board on 22 September 2016 to act as Non-Executive Director and was last reelected by Shareholders at the Company's 2016 annual general meeting. In accordance with Clause 11.7 of the Constitution, Dr Ou now seeks election as a Director at this Annual General Meeting.

Term of Office

Non-Executive Director since 22 September 2016.

Independent

Yes.

Experience and qualifications

Dr Ou has over 27 years of professional engineering and management experience in the oil and gas, mining and infrastructure industries both in Australia and China. He currently serves as an executive director of Hao Tian Development Group Limited, a company listed on the main board of the Hong Kong Stock Exchange.

Previously, Dr Ou has been a senior staff member in some of the world's leading energy and resource firms including Kellogg Brown & Root (formerly known as KBR Halliburton), Worley Parsons Ltd, as well as Sedgman Ltd, which is specialised in coal processing and handling plants. He has participated in a number of key energy and resource projects around the world such as acting as the Lead Civil and Structural Engineer for BHP Billiton RGP6 Jimblebar project; Rio Tinto iron ore Dove Siding expansion project; Chevron Wheatstone Domgas LNG Pipeline project; Yemen LNG Project (in the Republic of Yemen) and Western Australia Dampier to Bunbury Natural Gas Pipeline (Stage 5B) project and has extensive experience and networks in China.

Dr Ou holds a Doctor of Philosophy degree in Civil & Resource Engineering from the University of Western Australia. He also holds two Bachelor of Engineering degrees in Structural Engineering & Engineering Management respectively.

Directors' Recommendation

The Board (other than Dr Ou who has an interest in the resolution) recommends Shareholders vote in favour of Resolution 3.

Resolution 4 - Approval of Additional 10% Placement Capacity

Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution for the purposes of ASX Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An entity will be eligible to seek approval under ASX Listing Rule 7.1A if: (a) the entity has a market capitalisation of \$300 million or less; and (b) the entity is not included in the S&P/ASX 300 Index. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A, as at the date of this Notice, as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$63,715,580 million as at 17 September 2018, and is expected to be an eligible entity at the date of the Meeting.

The number of Equity Securities that may be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in ASX Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$(A \times D) = E$

where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2.
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in the ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

The Company is putting Resolution 4 to Shareholders to seek approval to issue, if required, additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that any funds raised by an issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards oil and gas exploration in the Canning and Perth Basins, complementary investments and general working capital.

ASX Listing Rule 7.1A

The effect of Resolution 4 will be to permit the Company to issue the Equity Securities under ASX Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15%

placement capacity under ASX Listing Rule 7.1 and without the need to obtain further Shareholder approval.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company has one class of quoted Equity Securities being fully paid ordinary shares.

Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity will be based on the formula set out in ASX Listing Rule 7.1A.2 at the time of issue of the Equity Securities (see above). The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Resolution 4 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

Specific information required by ASX Listing Rule 7.3A

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of ASX Listing Rule 7.3A:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average market price for securities in that class over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - (i) the market price for the Company's Equity Securities may be materially higher or lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as consideration in part or whole for the acquisition of new assets.

The table below shows the dilution of existing Shareholders of the issue of the **maximum** number of Equity Securities under the Additional 10% Placement Capacity using different variables for the number of ordinary securities for variable "A" (as defined in ASX Listing Rule 7.1A.2) and the market price of Shares. It is noted that variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples of where variable "A" is at its current level and where variable "A" has increased by 50% and by 100%;
- (ii) examples of where the issue price of Shares has halved, and where it has doubled, as against the current market price (as at close of trade on 17 September 2018, being \$0.30); and

(iii) the dilution effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

		Dilution			
Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	\$0.15 Issue Price at half the current market price	\$0.30 Issue Price at current market price	\$0.60 Issue Price at double the current market price	
Current Variable A	Shares issued – 10% voting dilution	21,238,527	21,238,527	21,238,527	
212,385,266 Shares	Funds raised	\$3,185,779	\$6,371,558	\$12,743,116	
50% increase in current Variable A 318,577,899 Shares	Shares issued - 10% voting dilution	31,857,790	31,857,790	31,857,790	
	Funds raised	\$4,778,669	\$9,557,337	\$19,114,674	
100% increase in current	Shares issued – 10% voting dilution	42,477,053	42,477,053	42,477,053	
variable A 424,770,532 Shares	Funds raised	\$6,371,558	\$12,743,116	\$25,486,232	

Notes:

- The market price is \$0.30, based on the closing price for the Shares on 17 September 2018. The issue prices included in the table do not take into account discount to the market price (if any).
- These calculations assume that each Shareholder maintains its same percentage voting power in the Company upon a change in Variable A and does not participate in the issue which utilises the Additional 10% Placement Capacity.
- These calculations assume no further Equity Securities are issued under the Company's current capacity to issue 15% of its Equity Securities and no options are converted into shares before the date of the issue of the Shares.
- These calculations assume the Company utilises the full Additional 10% Placement Capacity by issuing Shares.
- The table represents dilution as a whole and is not example of dilution that may be caused to a particular Shareholder.
- (c) Approval of the Additional 10% Placement Capacity will be valid from the date of the Annual General Meeting and will expire on the earlier of:
 - (i) the date that is 12 months after the date of the Annual General Meeting; and
 - (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Additional Placement Period). Shares issued under the Additional 10% Placement Capacity may only be issued during the Additional Placement Period.

(d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) cash consideration: if Equity Securities are issued for cash consideration, the Company intends to use the funds raised towards oil and gas exploration in the Canning and Perth Basin, complementary investments and general working capital; or
- (ii) non-cash consideration for the acquisition of new resource or energy assets or other investments: if Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under ASX Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the Additional 10% Placement Capacity. Under ASX Listing Rules 7.1A.4 and 3.10.5A, the Company must:

- give to the ASX a list of the allottees of the Equity Securities and the number of Equity Securities caused to be allottees to each (but this list is not required to be released to the market);
- (ii) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue;
- (iii) where the Equity Securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the Equity Securities as a placement rather than as a pro rata issue;
- (iv) the details of any underwriting arrangements and fees payable to the underwriter; and
- (v) any other fees or costs incurred in connection with the issue.
- (e) The Company's allocation policy will be determined having regard to the prevailing market conditions at the time of the proposed issue of Equity Securities. The allottees under the Additional 10% Placement Capacity will be determined on a case-by-case basis having regard to factors which may include:
 - the method of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;
 - (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;
 - (iii) the effect of any such issue on the control of the Company;
 - (iv) the financial situation and solvency of the Company; and
 - (v) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The Company notes that:

- (i) it is envisaged that the requirement for funds from any placement under the Additional 10% Placement Capacity would be used towards oil and gas exploration in the Canning and Perth Basin, complementary investments and general working capital;
- (ii) the Board has formed no specific intentions to offer any placement to any existing Shareholders, class of Shareholders or any new investors;
- (iii) the Board will always consider, prior to making any placement whether the raising of funds could be achieved by means of an entitlements issue to existing Shareholders; and
- (iv) if any issue is announced, the Company would disclose its reasons for undertaking that particular issue rather than an entitlements issue to existing shareholders, should that occur.

The allottees under the Additional 10% Placement Capacity have not been determined as at the date of this Notice. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties (or their associates) of the Company.

(f) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2017 annual general meeting on 20 November 2017 but has not issued any Equity Securities under this authority or otherwise.

The following information is provided to Shareholders in accordance with Listing Rule 7.3A.6 regarding the Equity Securities issued in the previous 12 months preceding the date of this Meeting (that is since, 21 November 2017).

Number of Equity Securities on issue at commencement of 12 month period	212,495,266
Equity Securities issued in prior 12 month period	Nil
Percentage previous issues represent of total number of Equity Securities on issue at commencement of 12 month period	Nil%

- (g) A voting exclusion statement is included in the Notice. At the date of the Notice:
 - (i) the persons eligible to participate in a proposed issue (if any) under ASX Listing Rule 7.1A are not known by the Company; and
 - (ii) the Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity,

and therefore no Shareholder will be excluded from voting on Resolution 4.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

Resolution 5 - Approval of the Executive Incentive Rights Plan

Background

On 23 November 2011 and on 26 November 2014, Shareholders approved the Company's Executive Incentive Rights Plan (**EIRP**). For the purposes of ASX Listing Rule 7.2, Exception 9(b), grants under the EIRP are exempted from the 15% annual limit on the grant of new securities for a period of three years from the date of Shareholder approval. As this 3 year period has expired, the Board proposed to again seek Shareholder approval of the EIRP.

The Board believes that the future success of the Company will depend largely on the skills and motivation of the executives employed in the business and the ownership of Shares by the Company's executives.

The EIRP is aimed specifically at driving long term performance for Shareholders, a culture of executive share ownership in the business and retention of executives. Accordingly, the EIRP will form an important part of a comprehensive remuneration strategy for the Company's executives, aligning their interests with those of Shareholders by linking their rewards to the long term success of the Company and its financial performance.

Non-Executive Directors are not eligible to participate in the EIRP.

EIRP and Requirement for Shareholder Approval

The Board is seeking Shareholder approval for the EIRP for the purposes of ASX Listing Rule 7.2, Exception 9(b), which will exempt grants under the EIRP from the 15% annual limit on the grant of new securities without prior Shareholder approval for a period of three years from the date of the passing of Resolution 5.

In the absence of approval under ASX Listing Rule 7.2, Exception 9(b), grants under the EIRP can still occur but may be counted as part of the 15% limit which would otherwise apply during a 12 month period.

Key Features of the Proposed EIRP

Eligibility

The EIRP is targeted at Rey Resources' Executive Directors and senior management (as determined by the Board from time to time).

Entitlement

Subject to the terms of the EIRP, vesting and the satisfaction of any performance and retention conditions, each EIRP Right entitles the holder to receive cash and/or Shares (for further information, see the table under the heading "Vesting of Incentive Rights" below).

Incentives

The EIRP allows the Board to grant Performance Rights or Retention Rights (together **EIRP Rights**) to eligible participants.

Where Performance Rights are issued, the Board may determine that such rights vest upon satisfaction of performance criteria (ie a performance based hurdle).

Where Retention Rights are issued, the Board may determine that such rights vest upon completion of a specified period of service with the Company (ie a retention based hurdle).

Vesting Conditions

The vesting conditions for EIRP Rights to be offered under the EIRP will be decided by the Board from time to time. Current Board policy stipulates that EIRP Rights will have vesting conditions with a mix of performance based hurdles, such as the development of a Board-approved mining operation, and retention based hurdles.

The Board's current policy in relation to the EIRP (which may be altered by the Board from time to time), provides for grants of EIRP Rights with vesting conditions that will generally be tested at the end of a 3 year period (Measurement Period).

Based on current Board policy, Performance Rights will generally be granted to eligible participants annually and may be granted with provision for a "retest" 12 months after the initial Measurement Period. Where a Performance Right is granted with provision for a "retest" and the vesting condition is not met by the end of the Measurement Period, the Performance Right will be retested 12 months after the end of the Measurement Period. If the vesting condition is met when the Performance Right is retested, then the Performance Right will vest. If not, then the Performance Right is forfeited.

Based on current Board policy, Retention Rights will be issued at the discretion of the Board and generally vest if the participant has been continuously employed for the duration of the Measurement Period.

Number of securities to be granted

The number of EIRP Rights granted under the EIRP will be decided by the Board from time to time. However, the applicable ASIC Class Order limits the maximum number of securities which may be granted to employees under incentive plans in a rolling 3 year period to 5% of the issued share capital of the Company (calculated as at the date of the offer under the EIRP), subject to a range of exclusions, including securities issued under a disclosure document, to certain senior executives or issues of securities outside Australia.

Exercise Price

The Board's current policy is to grant only EIRP Rights under the EIRP which will not require the executive to pay any amount to the Company upon vesting.

Expiry date

The Board may determine the date and times when any EIRP Rights lapse. The expiry date will be no later than 5 years after the date of grant.

Termination of Employment

The following table indicates the treatment of Unvested EIRP Rights at the date of termination of employment.

Termination	Unvested Retention Rights	Unvested Performance Rights		
Circumstance				
Dismissal	All are forfeited.	All are forfeited.		
(termination				
for cause)				
Resignation	All are forfeited unless and to the	All are forfeited unless and to the		
	extent otherwise determined by	extent otherwise determined by the		
	the Board.	Board.		
Other	Retention Rights granted in the	Performance Rights granted in the		
circumstances	financial year of termination of	financial year of termination of		
(including	employment are forfeited in the	employment are forfeited in the		
redundancy)	same proportion as the remainder	same proportion as the remainder of		

Termination Circumstance	Unvested Retention Rights	Unvested Performance Rights		
	of the financial year (as at the date of termination) bears to the full financial year.	the financial year (as at the date of termination) bears to the full financial year.		
	Retention Rights that do not lapse at the termination of employment will continue to be held by Participants and will be tested for vesting at the end of the Measurement Period (if they do not otherwise lapse or automatically vest before).	Performance Rights that were granted in a year prior to the year of termination of employment and have been tested for vesting will be forfeited, with no opportunity for those Performance Rights to be retested.		
	If the Share price at the end of the Measurement Period is less than the Share price at the date of termination of employment then the Vested EIRP Rights Value will be paid in cash.	Performance Rights that do not lapse at the termination of employment will continue to be held by Participants and will be tested for vesting at the end of the Measurement Period (if they do not otherwise lapse or automatically vest before).		
	If the Share price at the end of the Measurement Period is not less than the Share price at the date of termination of employment then the Vested EIRP Rights Value will be satisfied in accordance with the vesting payment mechanism set out in the table below.	If the Share price at the end of the Measurement Period is less than the Share price at the date of termination of employment then the Vested EIRP Rights Value will be paid in cash.		
		If the Share price at the end of the Measurement Period is not less than the Share price at the date of termination of employment then the Vested EIRP Rights Value will be satisfied in accordance with the vesting payment mechanism set out in the table below.		

Vesting at the end of the Measurement Period (or any applicable "retest" period) will be determined in accordance with the terms of the offer of EIRP Rights.

The Board will consider any applicable limitations under the termination benefit rules in the Corporations Act when making any determination following an employee ceasing to be an employee of the Company.

Vesting of EIRP Rights

Following the end of the Measurement Period, the Board will determine for each tranche of EIRP Rights to which the Measurement Period applies, the extent to which they vest. As noted above, Performance Rights granted with the ability for a "retest", may be retested 12 months after the end of the Measurement Period.

The steps involved are as follows:

Step	Process
1	Determine the number of EIRP Rights of each type that are held in relation to
	the relevant offer.
2	Determine actual performance in relation to the vesting condition. Determine
	the number of EIRP Rights in each tranche that vest having regard to the extent
	to which the vesting conditions, if any, have been fulfilled.
3	If vesting occurs in relation to a tranche then a cash award of \$1,000 is payable
	to the participant in relation to that tranche.
4	Calculate the Vested EIRP Rights Value.
5	If the Vested EIRP Rights Value for a tranche is more than \$1,000 then the
	participant will be entitled to Shares in respect of that amount over \$1,000. The
	number of Shares will be determined by dividing the excess of the Vested EIRP
	Rights Value for the tranche over \$1,000 by the relevant Vesting Share Price.

Subject to the ASX Listing Rules and the law:

- (a) the Board may determine, acting in good faith and consistent with its fiduciary duties, that it is in the interests of the Company to allow some or all of a participant's EIRP Rights to vest even if a vesting condition has not been satisfied at the end of a Measurement Period (or, if a "retest" period is applicable, the end of that period); and
- (b) the vesting of a participant's EIRP Rights may be subject to such further conditions as determined by the Board.

Change in control

EIRP Rights automatically vest, and may become transferable, in the event that a takeover bid is made for the Company, or another corporate transaction is pursued (such as a scheme of arrangement or selective capital return) which results in the bidder acquiring voting power to more than 50% of the Company.

The Board also has a general discretion to allow EIRP Rights to vest if the then Board determines, acting in good faith and consistent with its fiduciary duties, that a person has obtained sufficient voting rights to control the composition of the Board.

Vesting in other circumstances

The Board may permit EIRP Rights to vest in other limited situations, such as where a resolution is passed approving the disposal of the Company's main undertaking or on a winding up of the Company. The EIRP provides flexibility for the Company to agree with any successful acquirer of the Company to an arrangement whereby EIRP Rights will become exercisable into acquirer shares as opposed to the Company's Shares.

Transferability

An EIRP Right may not be transferred or otherwise dealt with and will lapse immediately on any purported transfer or dealing unless the Board, in its absolute discretion, approves the transfer or dealing or the transfer is effected by operation of law on death or legal incapacity.

Dividend and voting rights

The EIRP Rights issued under the EIRP carry no dividend or voting rights.

Bonus issues, rights issues, reconstruction

Subject to the ASX Listing Rules and any applicable laws, if the Company completes a bonus issue during the term of an EIRP Right, the number of Shares the holder is then entitled to will be increased by the number of Shares which the holder would have been issued in respect of Incentives if they were exercised (in the case of Options) or are vested and are received (in the case of EIRP Rights) immediately prior to the record date for the bonus issue.

In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of EIRP Rights to which the holder is entitled will be adjusted in the manner provided for in the ASX Listing Rules.

Subject to the terms of the EIRP and as otherwise set out above, during the currency of the EIRP Rights and prior to their vesting and receipt, the holder is not entitled to participate in any new issue of securities of the Company as a result of their holding the ERIP Rights.

Listing

The EIRP Rights will not be listed.

Board discretion

Notwithstanding the Board's current policy (which may be changed from time to time), under the terms of the EIRP, the Board has absolute discretion (in accordance with applicable securities regulations) to amend or repeal any or all provisions of the EIRP.

ASX Listing Rule 7.2

In accordance with Listing Rule 7.2, Exception 9(b), the following information is provided to Shareholders:

As at the date of the Meeting, 7,411,961 EIRP Rights will have been issued under the proposed EIRP. There are no outstanding EIRP Rights on issue.

A summary of the terms of the proposed EIRP are set out above. A copy of the EIRP can be obtained by contacting the Company Secretary by telephone on +61 (0)8 9322 1587.

Voting prohibition and voting exclusion statements for Resolution 5 are included in the Notice of Meeting.

GLOSSARY

Additional 10%
Placement Capacity

has the meaning set out on page 11.

Additional Placement

Period

has the meaning set out on page 13.

Annual Financial Statements

means the financial statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2018.

Annual Report

means the Company's annual report for the year ended 30 June 2018.

Annual General Meeting or Meeting

means the Annual General Meeting of Shareholders of the Company to be held at 3B Macquarie Street, East Circular Quay, Sydney on Thursday, 29 November 2018 at 10.30 am (Sydney time), or any adjournment thereof.

ASX

means ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it.

ASX Listing Rules

means the Listing Rules of ASX.

Beneficial Shareholders

means persons who are or become holders of beneficial interests in Shares, either directly or through nominee or other holders.

Board

means the board of Directors of the Company.

Closely Related Party

means:

- a) a spouse or child of the member;b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or Rey Resources

means Rey Resources Limited (ABN 84 108 003 890).

Constitution

means the Company's constitution.

Corporations Act

means the Corporations Act 2001 (Cth).

Director

means a director of the Company.

Equity Securities

has the same meaning as in the ASX Listing Rules.

Explanatory Memorandum means the Explanatory Memorandum attached to the Notice of Meeting.

Key Management

Personnel

has the same meaning as in Australian accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors.

Non-Executive Director

means a non-executive director of the Company.

Notice or Notice of

Meeting

means this Notice of Meeting and accompanying Explanatory Memorandum.

Proxy Form means the proxy form accompanying the Notice.

Registered Shareholders means those persons who are registered holders of Shares as at the

applicable date.

Remuneration Report means the remuneration report forming part of the Directors' Report in

the Company's 2018 Annual Report.

Share means a fully paid ordinary share in the capital of the Company.

Share Registrar means Boardroom Pty Ltd.

Shareholder means a person, corporation or body holding a Share on the Rey

Resources share register.

Trading Day has the meaning given to that term in the ASX Listing Rules.

Voting Record Date means 7.00 pm (Sydney time) on Tuesday, 27 November 2018.



All Correspondence to:

 By Mail Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

+61 2 9290 9655 By Fax:

Online: www.boardroomlimited.com.au By Phone: (within Australia) 1300 737 760

(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10.30 am (Sydney time) on Tuesday 27 November 2018.

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/reyresourcesagm2018

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 10.30 am (Sydney time) on Tuesday 27 November 2018. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online https://www.votingonline.com.au/revresourcesagm2018

By Fax +61 2 9290 9655

 □ By Mail Boardroom Pty Limited GPO Box 3993,

Sydney NSW 2001 Australia

Boardroom Pty Limited In Person Level 12, 225 George Street,

Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Rey Resources Limited ABN 84 108 003 890

			Your Address This is your address as it app If this is incorrect, please ma correction in the space to the broker should advise their bn Please note, you cannot ch using this form.	ork the box we left. Security oker of any c	<i>v</i> ith an "X" ar yholders spo :hanges.	nd make the insored by a
		PROXY FORM				
STEP 1	APPOINT A PROXY					
I/We being a m	ember/s of Rey Resources Limited (Compa	ny) and entitled to attend and vote hereby appoint	:			
	the Chair of the Meeting (mark box)					
	NOT appointing the Chair of the Meeting as your proxy below	your proxy, please write the name of the person of	or body corporate (excluding the	registered s	securityholde	r) you are
Company to be of that meeting Chair of the Methe Meeting be	e held at 3B Macquarie Street, East Circula g, to act on my/our behalf and to vote in accor peting authorised to exercise undirected proxi- comes my/our proxy by default and I/we hav	dividual or body corporate is named, the Chair of ir Quay, Sydney NSW 2000 on Thursday, 29 No dance with the following directions or if no direction ies on remuneration related matters: If I/we have e not directed my/our proxy how to vote in respect utions even though Resolutions 1 and 5 are conn	vember 2018 at 10.30 am (Syons have been given, as the proxappointed the Chair of the Meet to f Resolutions 1 and 5, I/we e	Iney time) and the second seco	nd at any ad ur proxy or th horise the C	journment e Chair of hair of the
personnel for the Chair of the	ne Company. e Meeting will vote all undirected proxies in fa	avour of all Items of business (including Resolution	ns 1 and 5). If you wish to appoi	nt the Chair	of the Meetir	ng as your
proxy with a dir	ection to vote against, or to abstain from votir	ng on an item, you must provide a direction by mar	king the 'Against' or 'Abstain' bo	x opposite th	nat resolutior	1.
STEP 2	VOTING DIRECTIONS * If you mark the Abstain box for a particula be counted in calculating the required major	ar item, you are directing your proxy not to vote on ority if a poll is called.	your behalf on a show of hands	or on a poll	and your vot	e will not
				For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report (non	-binding resolution)				
Resolution 2	Re-election of Director – Mr Dachun Zhanç	3				
Resolution 3	Re-election of Director – Dr Zhiliang Ou					
Resolution 4	Approval of Additional 10% Placement Cap	pacity				
Resolution 5	Approval of the Executive Incentive Rights	Plan				
STEP 3	SIGNATURE OF SECURITYH This form must be signed to enable your di					
Indi	vidual or Securityholder 1	Securityholder 2		Securityholo	der 3	
Sole Director and Sole Company Secretary		Director	Direct	or / Compan	y Secretary	
Contact Name		Contact Daytime Telephone		Date	1	/ 2018