



ABN 84 108 003 890

NOTICE OF ANNUAL GENERAL MEETING

Date: 27 November 2019
Time: 10.00am (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 2019;
- Notice of Meeting for the Annual General Meeting, including the Explanatory Memorandum; and
- Proxy Form.

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 to the Company's Share Registry or alternatively by facsimile. Alternatively, you may submit your proxy instructions electronically by visiting www.votingonline.com.au/reyresourcesagm2019.

Please be aware that the Proxy Form needs to be received by the Rey Resources' Share Registry by no later than 10.00am (Sydney time) on 25 November 2019. 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 2019

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 2019 is available on the Rey Resources website, www.reyresources.com. When you access the Company's Annual Report online, 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.

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 Registry 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 27 November 2019 at 10.00am (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 2019.

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 ordinary resolution:

"That the Remuneration Report (which is contained in the Rey Resources 2019 Annual Report) for the financial year ended 30 June 2019 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 – Ms Min Yang

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

"That Ms Min Yang, 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 herself for re-election, be re-elected as a Director of the Company."

3. Re-Election of Director - Mr Geoff Baker

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

"That Mr Geoff Baker, 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."

4. Appointment of Auditor

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

"That, pursuant to and in accordance with section 327B of the Corporations Act and for all other purposes, ShineWing Australia, having been nominated by a shareholder and having consented to act as auditor of the Company, be appointed as auditor of the Company to hold office from the conclusion of this Annual General Meeting subject to Australian Securities and Investments Commission (ASIC) providing its consent for the current auditor to resign as auditor of the Company or such later date ASIC provides its consent."

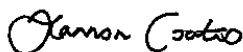
Special business

5. 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."

By order of the Board



Shannon Coates
Company Secretary
28 October 2019

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 5 (Approval of Additional 10% Placement Capacity)

In accordance with the ASX Listing Rules the Company will disregard any votes cast in favour of Resolution 5 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 5 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.

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 Monday, 25 November 2019 (**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 Registry by no later than 10.00am (Sydney time) on Monday, 25 November 2019 (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/reyresourcesagm2019

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 5.

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 Registry, 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 Wednesday, 27 November 2019.

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 2019 are included in the Company's 2019 Annual Report, a copy of which can be accessed online 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 2019 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 2019.

The Remuneration Report is contained within the Director's Report in the Company's 2019 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 2018 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held in November 2018. 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 2020 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.

Resolutions 2 and 3 – Re-Election of Directors – Ms Min Yang and Mr Geoff Baker

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, Ms Min Yang and Mr Geoff Baker retires and, being eligible, offers themselves for re-election as Directors of the Company.

Ms Min Yang

Min Yang was appointed to the Board on 13 September 2012 to act as Non-Executive Chairman and was last re-elected by Shareholders at the Company's 2017 annual general meeting. In accordance with ASX Listing Rules 14.5, Min Yang now seeks re-election as a Director at this Annual General Meeting.

Term of Office

Non-Executive Chairman since 13 September 2012.

Independent

No.

Experience and qualifications

Min Yang has extensive business connections in the Asia Pacific region, especially greater China, and has over twenty years of hands-on experience dealing with both private and state-run businesses in China. Over the years, Min Yang has proven her unique business insight and expertise in the identification, incubation and realisation of embryonic opportunities in the resources, commodities trading & residential estate and financial investment sectors.

Mr Geoff Baker

Geoff Baker was appointed to the Board on 13 September 2012 to act as Non-Executive Director and was last re-elected by Shareholders at the Company's 2017 annual general meeting. In accordance with ASX Listing Rules 14.5 and Clause 11.7(b) of the Constitution, Geoff Baker now seeks election as a Director at this Annual General Meeting.

Term of Office

Non-Executive Director since 13 September 2012.

Independent

No.

Experience and qualifications

For the past 35 years Geoff Baker has been active in Asia and China working in law and conducting an advisory practice in assisting companies doing business in the region. As an experienced lawyer qualified to practice in Australia and Hong Kong, Geoff Baker provides valuable assistance to international operations and in particular to the negotiation, structuring and implementation of joint venture and commercial agreements.

Directors' Recommendation

The Board (other than Ms Yang and Mr Baker who have an interest in Resolutions 2 and 3, respectively) recommends Shareholders vote in favour of Resolutions 2 and 3.

Resolution 4 - Appointment of Auditor

KPMG, the Company's auditor, has advised the Company that it has applied to Australian Securities and Investment Commission (**ASIC**) for consent to resign as auditors of the Company with effect from the close of this Meeting. The consent of ASIC is required under the Corporations Act for KPMG to resign as auditor. If ASIC does not grant its consent to resignation, KPMG will continue to hold office as the Company's auditor.

Subject to ASIC consenting to the resignation of KPMG, it is proposed that the Company appoint ShineWing Australia (**ShineWing**) as auditors of the Company.

In accordance with Section 328B(1) of the Corporations Act, the Company has obtained a nomination from a Shareholder for ShineWing to be appointed as the Company's auditors. A copy of this nomination is attached to this Explanatory Memorandum.

ShineWing has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 4. The Corporations Act requires the Company to obtain the approval of Shareholders for the appointment of ShineWing as auditor of the Company.

If Resolution 4 is passed, the appointment of ShineWing as the Company's auditors will take effect from the conclusion of this Annual General Meeting or such later date when ASIC consents to the resignation of KPMG.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

Resolution 5 - 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 market capitalisation of \$61,534,647 million as at 30 September 2019, 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 month period;
- (c) plus the number of fully paid shares issued in that 12 month period 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; and
- (d) less the number of fully paid shares cancelled in that 12 month period.

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 5 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, complementary investments and general working capital.

ASX Listing Rule 7.1A

The effect of Resolution 5 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) in addition to 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 5 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 5 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, against the current market price (as at close of trade on 30 September 2019, being \$0.29); 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.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.145 Issue Price at half the current market price	\$0.29 Issue Price at current market price	\$0.58 Issue Price at double the current market price
Current Variable A 212,188,439 Shares	Shares issued – 10% voting dilution	21,218,844	21,218,844	21,218,844
	Funds raised	\$3,076,732	\$6,153,465	\$12,306,929
50% increase in current Variable A 318,282,659 Shares	Shares issued – 10% voting dilution	31,828,266	31,828,266	31,828,266
	Funds raised	\$4,615,099	\$9,230,197	\$18,460,394
100% increase in current variable A 424,376,878 Shares	Shares issued – 10% voting dilution	42,437,688	42,437,688	42,437,688
	Funds raised	\$6,153,465	\$12,306,929	\$24,613,859

Notes:

- The market price is \$0.29, based on the closing price for the Shares on 30 September 2019. 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:
- the date that is 12 months after the date of the Annual General Meeting; and
 - 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:

- (i) give to the ASX a list of the allottees of the Equity Securities and the number of Equity Securities caused to be allotted 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:
- (i) the purpose of the issue and 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, 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 2018 annual general meeting on 29 November 2018 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, 29 November 2018).

Number of Equity Securities on issue at commencement of 12 month period	212,385,266
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 5.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 5.

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 2019.
Annual Report	means the Company's annual report for the year ended 30 June 2019.
Annual General Meeting or Meeting	means the Annual General Meeting of Shareholders of the Company to be held at 3B Macquarie Street, Sydney on Wednesday, 27 November 2019 at 10.00am (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: <ul style="list-style-type: none">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;d) 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; orf) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company or Rey Resources	means Rey Resources Limited (ABN 84 108 003 890).
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Equity Securities	Includes a share, a unit, a right to a share, unit or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.
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 2019 Annual Report.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	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 7.00pm (Sydney time) on Monday, 25 November 2019.

30 September 2019

The Directors
Rey Resources
Suite 2, 3B Macquarie Street
SYDNEY NSW 2000

Dear Directors

Auditor Nomination

For the purpose of section 328B(3) of the Corporations Act 2001 (Cth), in its capacity as a Shareholder of Rey Resources Limited, ASF Canning Basin Energy Pty Ltd (**ASF**) nominates ShineWing Australia as the Company's proposed new auditor, assuming that ASIC gives its consent to the resignation by the Company's current auditors.

Yours faithfully

A handwritten signature in black ink, appearing to be 'D. Wang' or similar, written in a cursive style.

Director
ASF Canning Basin Energy Pty Ltd

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **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 10:00am (Sydney Time) on Monday 25 November 2019.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/reyresourcesagm2019>

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:

- 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.
- 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 sign.

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 **10:00am (Sydney Time) on Monday, 25 November 2019.** 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/reyresourcesagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
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.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Rey Resources Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **3B Macquarie Street, East Circular Quay Sydney NSW 2000 on Wednesday, 27 November 2019 at 10:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director - Ms Min Yang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director - Mr Geoff Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019