

REX RESOURCES CORP.
Suite 228 – 1122 Mainland Street
Vancouver, BC V6B 5L1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the shareholders of **Rex Resources Corp.** (the “**Company**”) will be held at Suite 228 – 1122 Mainland Street, Vancouver, British Columbia V6B 5L1 on Friday, August 29, 2025 at 10:00 a.m. (Pacific Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company, together with the auditor’s reports thereon, for the years ended September 30, 2024 and 2023;
2. to set the number of directors of the Company for the ensuing year at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint Crowe MacKay LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to ratify, confirm and approve the Company’s 10% rolling share option plan, as such plan is described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or postponement thereof.

The Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated; however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Shareholders of record on the Company’s books at the close of business on July 18, 2025 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each Class A common share of the Company is entitled to one vote.

The audited consolidated financial statements of the Company for the years ended September 30, 2024 and 2023, together with the auditor’s reports thereon, will be tabled at the Meeting. The financial statements will be made available at the Meeting and will be available on request to the Company, and may be viewed on the Company’s SEDAR+ profile at www.sedarplus.ca.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, as of this 25th day of July, 2025.

BY ORDER OF THE BOARD

/s/ “*Craig Taylor*”

Craig Taylor
Chief Executive Officer