

30 October 2009

Australian Securities Exchange Limited  
Companies Announcement Office  
20 Bridge Street  
SYDNEY NSW 2000

### **Share Purchase Plan – Application Documentation**

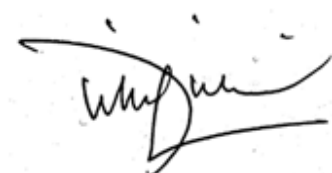
On 23 October 2009 Rey Resources Limited announced that a share purchase plan would be offered to shareholders.

A letter to shareholders together with Share Purchase Plan Application Form is being sent to shareholders, and a copy of each is attached.

In summary, each shareholder is able to apply for up to \$10,000 of shares at 20 cents per share. Applications close on 25 November 2009. The issue of share purchase plan shares is subject to shareholder approval at the annual general meeting to be held on 27 November 2009. \$5 million is intended to be raised under the share purchase plan which is underwritten by BBY Limited.

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

Yours sincerely



Julian Ludowici  
Chairman

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**MINERAL EXPLORATION AND DEVELOPMENT  
ACN 108 003 890**

30 October 2009

Dear Shareholder,

**SHARE PURCHASE PLAN – YOUR OPPORTUNITY TO PARTICIPATE**

To progress our coal projects and achieve increased value for you, our shareholders, Rey Resources has put in place a capital raising including a Share Purchase Plan (SPP) and Placement that, if approved by shareholders, will positively position Rey to go forward with our business.

Rey Resources is pleased to offer you the opportunity to increase your investment in the Company by participating in the SPP, which was announced on Monday 26 October 2009.

This fundraising initiative, including both the institutional placement to raise \$10 million and the SPP to raise \$5 million, which is subject to shareholder approval at the forthcoming Annual General Meeting on 27 November, comprises the issue of a total of 75 million new shares. For more information, refer to the Notice of Meeting and Explanatory Statement which you should have recently received.

We, your Board, strongly recommend that shareholders vote for the approval of the share issue and encourage shareholders to take up their SPP entitlement in order to support the continuing growth and success of Rey Resources.

The SPP is fully underwritten by BBY Limited.

Monies raised will be used by Rey to embark on an extensive resource and exploration drilling program and to conduct further feasibility studies in 2010.

**The Offer**

The SPP provides you with an opportunity to buy a parcel of new shares in the Company valued at A\$2,500, A\$5,000, A\$7,500 or A\$10,000. Participation in the SPP is entirely at your discretion. Your personalised Application Form is enclosed.

Note, the issue price of 20 cents is higher than the Crosby and Gujarat takeover offers, and compares to a last closing price for Rey shares of 25 cents on 28 October 2009. The price immediately prior to the announcement of the SPP on 23 October 2009 was 25 cents, and hence the SPP is offered at a 20% discount to that price. Please note however that there is a risk that the market price may change between the date of this offer and the date SPP shares are issued to you (which would impact on the extent of value which you would receive).

The shares issued under the SPP will rank equally in every respect with existing fully paid ordinary shares in Rey. No brokerage or other transaction costs will apply to applications under the SPP.

Your personalised Application Form sets out details in relation to the SPP. I encourage you to read these and if you are unsure about any aspect, to seek financial advice before you decide whether to participate. If you decide to apply for shares under the SPP, please follow the instructions on your enclosed personalised application form.

**The SPP will close at 5.00 pm (Sydney time) on Wednesday 25 November 2009.**

Subject to shareholder approval at the annual general meeting on 27 November, SPP shares will be allotted on 2 December with quotation and trading to commence on 3 December 2009.

Your directors have carefully considered the implications of the capital raising in the context of the current market environment. We believe the SPP and placement are the best means of creating future value for our shareholders going forward.

Rey has progressed well in the last year and Rey's outlook for fiscal year 2009-10 is for steady progress as we complete the pre-feasibility study by December and commence a full feasibility study of the Canning Basin Project in 2010.

The Board takes this opportunity to thank all shareholders for their support and hopes that you will continue to support us as we positively position Rey for the future.

If you have any queries in relation to these matters, please consult your own independent professional adviser or contact Rey on 02 9299 9357.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Julian Ludowici', written over a light grey circular stamp.

Julian Ludowici  
Chairman

«Investor\_Detail\_1»  
«Investor\_Detail\_2»  
«Investor\_Detail\_3»  
«Investor\_Detail\_4»  
«Investor\_Detail\_5»  
«Investor\_Detail\_6»

**Record Date:** 26 October 2009

**Close Date:** 25 November 2009

**Issue Price** A\$0.20

## A Offer Choice

Indicate your choice below by marking one box only

**Offer A**  
12,500 shares  
A\$2,500.00

**Offer B**  
25,000 shares  
A\$5,000.00

**Offer C**  
37,500 shares  
A\$7,500.00

**Offer D**  
50,000 shares  
A\$10,000.00

## B Payment Details

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the Rey Resources Limited Share Registry.

Payments cannot be made at any bank.

### Payment Option 1 - BPAY



**Biller Code:** XXXX

**Ref:** «BPayCRN»

#### Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: [www.bpay.com.au](http://www.bpay.com.au)

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- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for. For your application to be valid you can only make payment for one of the amounts specified above in section A.

### Payment Option 2 – Cheque

Record cheque details below

Drawer	Cheque Number	BSB Number	Account No.	Amount A\$

#### PAYMENT INSTRUCTIONS:

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to **Rey Resources Limited and crossed Not Negotiable**.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

## C Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

## **D Declarations and Acknowledgments**

By lodging this form with your cheque you acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the Rey Resources Limited Share Purchase Plan (SPP). Rey Resources Limited may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application of shares. The decision of Rey Resources Limited will be conclusive and binding on all persons to whom the determination relates. Rey Resources Limited reserves the right to waive compliance with any provision of the SPP terms and conditions. The Directors reserve the right to withdraw the offer of shares under the SPP, or reduce the amount of shares that may be subscribed for under the spp in any manner, at any time prior to allotment. Any excess application moneys will be refunded. No interest will be paid on any refunded application money.

**NO SIGNATURE IS REQUIRED ON THIS FORM**

**THIS OFFER IS NON-RENOUNCEABLE**

Application Forms and cheques must be received no later than 5.00 pm (Sydney time) on 25 November 2009 at:

**MAILING ADDRESS**

Registries Limited  
GPO Box 3993  
SYDNEY NSW 2001

**DELIVERY ADDRESS**

Registries Limited  
Level 7  
207 Kent Street  
SYDNEY NSW 2000

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.