



REWARD MINERALS LTD

ABN 50 009 173 602
ACN 009 173 602

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM**

**To be held at
Exchange Plaza
Level 8
2 The Esplanade
PERTH WA 6000
On Friday, 27 May 2011 at 2:00pm WST**



NOTICE OF ANNUAL GENERAL MEETING

INSTRUCTIONS TO SHAREHOLDERS

This is an important document. Please read it carefully. If there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor.

Venue

A meeting of the shareholders of Reward Minerals Ltd will be held at:

**Exchange Plaza
Level 8, 2 The Esplanade
Perth WA 6000**

**Commencing at
2:00pm (Perth Time)
on Friday, 27 May 2011**

How to Vote

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

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 2:00pm WST.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this notice as soon as possible and either:

- return the proxy form by post to Reward Minerals Ltd, PO Box 1104, Nedlands, Western Australia 6909; or
- send the proxy by facsimile to the Company on facsimile number (08) 9386 9473 (International: + 61 8 9386 9473),

so that it is received not later than 2:00pm (Perth Time) on 25 May 2011.

Auditors

A representative of the Company's Auditors will be present to answer any questions on the accounts. Questions to the Auditors in writing may be forwarded to reach the Company no later than 2:00pm (Perth Time) on 25 May 2011.

Annual Report

In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders who do not receive a printed copy of the Company's Annual Report may view the report on its website at www.rewardminerals.com.

Your proxy form is enclosed.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Reward Minerals Limited (ACN 009 173 602) will be held at:

Venue

**Exchange Plaza
Level 8, 2 The Esplanade
PERTH WA 6000**

**Commencing at
2:00pm (Perth Time)
on Friday, 27 May 2011**

AGENDA

ORDINARY BUSINESS

Annual Report

To receive and consider the financial statements, directors statement and report and the auditors report for the Company for the year ended 31 December 2010.

Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as an Ordinary Resolution in accordance with section 250R(2) of the Corporations Act:

“That the Remuneration Report in the 2010 Annual Report of the Company be adopted.”

Resolution 2 - Re-Election of Director – Mr Cyrille van Heyst

To consider and, if thought fit, to pass with or without amendment, the following resolution as an Ordinary Resolution in accordance with section 250R(2) of the Corporations Act:

“That, Mr Cyrille van Heyst who retires by rotation in accordance with the Company’s Constitution, and being eligible, offers himself for re-election, and is hereby re-appointed a Director of the Company.”

Resolution 3 - Appointment of Auditors

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

“That, BDO Audit (WA) Pty Ltd, having been nominated by a member of the Company and consented in writing to act, be appointed as registered auditor of the Company.”

Resolution 4 – Ratification of placement of Shares

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

“For the purposes of Listing Rule 7.4 and for all other purposes, the issue of 5,000,000 Shares at an issue price of \$0.90 per share to sophisticated investors, and for the purposes and on the terms described in the Explanatory Memorandum, be ratified.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by:

- (a) each relevant investor to whom Shares were issued; and
- (b) any of their associates.

However, the Company need not disregard a vote if:

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

General Business

To transact any other business that may be lawfully be brought before this meeting.

BY ORDER OF THE BOARD

Bianca Taveira
Company Secretary

21 April 2011

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1 - Remuneration Report

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives named in the Remuneration Report for the financial year ended 31 December 2010.

The Directors recommend that Shareholders vote in favour of Resolution 1. Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report at the Annual General Meeting.

Resolution 2 – Re-election of Mr Cyrille van Heyst

Mr Cyrille van Heyst was appointed on 26 March 2003. The Company's Constitution requires a Director to retire by rotation, Mr Cyrille van Heyst is now eligible and offers himself for re-election.

Resolution 3 - Appointment of Auditor

Horwath Perth Partnership, the Company's auditors have amalgamated their business with BDO Audit (WA) Pty Ltd and are now practising under the name of BDO Audit (WA) Pty Ltd. It is therefore necessary under the Corporations Act to have the new firm appointed as Auditors of the Company.

The Company has received:

- a) a nomination under section 328B of the Corporations Act from a member of the Company to appoint BDO Audit (WA) Pty Ltd as the Company's auditor;
- b) a consent to act as auditor of the Company duly executed by BDO Audit (WA) Pty Ltd, a registered company auditor; and
- c) a written resignation from Horwath Perth Partnership, its existing auditors. The resignation and replacement of Horwath will, subject to Shareholder approval, take effect upon ASIC giving its consent to the resignation of Horwath.

Resolutions 4 - Ratification of placement of Shares

As announced to ASX on 21 April 2011, the Company has placed 5 million fully paid ordinary shares (Shares) at an issue price of \$0.90 per share to clients of Azure Capital Limited. It is intended that these Shares will be issued and allotted on or about 2 May 2011.

Listing Rule 7.1 imposes a limit on the number of equity securities (eg Shares or options to subscribe for Shares) that the Company can issue without shareholder approval. In general terms, a Company may not, without shareholder approval, issue equity securities representing more than 15% of its share capital in a 12 month period.

Shares that are issued with shareholder approval do not reduce the number of equity securities that may be issued by the Company under Listing Rule 7.1.

New shares will be issued to sophisticated and professional investor clients of Azure Capital Limited, who are not related parties of the Company.

Under Listing Rule 7.4, shareholder approval for the purposes of Listing Rule 7.1 can be obtained after the Shares were issued if the issue did not breach the 15% limit in Listing Rule 7.1 when made. The issue of these Shares did not breach the 15% limit.

Under Resolution 4 the Company seeks approval from shareholders for, and the ratification of, the issue of the Shares to provide the Company with greater flexibility to make future issues during the next 12 months up to the 15% limit without first having to obtain the prior approval of shareholders under Listing Rule 7.1.

The Shares were issued on the same terms and conditions as other fully paid ordinary shares in the capital of the Company.

Reward is currently negotiating with Traditional Owner groups seeking their approval to proceed with Potash recovery operations at the Company's Lake Disappointment and Lake Mackay Projects in Western Australia.

Further exploration is planned by Reward for its Carnarvon (WA) and Adavale (QLD) buried evaporites targets.

Funds raised will allow Reward to expedite these activities and advance the Company's projects.

None of the Directors or their associates has an interest in the issue of the Shares. The Directors unanimously recommend that you vote in favour of Resolution 4.

Shareholders are entitled to appoint up to two (2) Proxies (whether shareholders or not) to attend the meeting and vote on their behalf.

If you wish to appoint two (2) Proxies, please phone Reward Minerals Ltd on +61 8 9386 4699 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on each of the forms. If you do not specify the nominated amount, each Proxy may exercise half of your voting rights.

PLEASE RETURN BOTH OF THE FORMS TOGETHER.

NOTES

1. Name and Address

This is the name and address on the Share Register of Reward Minerals Ltd. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Reward Minerals Ltd.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy an additional proxy form may be obtained by telephoning the Company (08) 9386 4699 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form state the percentage of your voting rights or 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 of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a sole Director who is also the sole Company Secretary this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 2:00pm on 25 May 2011 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Reward Minerals Ltd, you are encouraged to submit your proxy by mail or fax 08 9386 9473. The addresses of Reward Minerals Ltd are as follows:

By mail: Reward Minerals Ltd
PO Box 1104
Nedlands WA 6909

By hand: 159 Stirling Highway
Nedlands WA 6009

By Fax: + 61 8 9386 9473

By email: admin@rewardminerals.com