

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**REX American Resources Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee previously paid with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

# ANNUAL MEETING OF SHAREHOLDERS OF REX AMERICAN RESOURCES CORPORATION

June 16, 2020

## PROXY VOTING INSTRUCTIONS

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**VIRTUALLY AT THE MEETING** - The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit <https://web.lumiagm.com/272763317> (password: rex2020) and be sure to have available the control number.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy materials, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**  
The Notice of Meeting, proxy statement and proxy card are available at [www.rexamerican.com](http://www.rexamerican.com)

â Please detach along perforated line and mail in the envelope provided IF you are not voting via the Internet. â

■ 00003333333330000000 1 061620

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH DIRECTOR, AND "FOR" ITEM 2.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒**

This proxy is solicited on behalf of the Board of Directors and will be voted as directed herein. If no direction is given, this proxy will be voted in accordance with the Board of Directors' recommendations.

<p>1. ELECTION OF DIRECTORS</p> <p><b>INSTRUCTION:</b> Please mark your vote for each nominee separately</p>	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="font-size: small;">FOR</th> <th style="font-size: small;">AGAINST</th> <th style="font-size: small;">ABSTAIN</th> </tr> </thead> <tbody> <tr><td style="text-align: center;">Stuart A. Rose</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">Zafar Rizvi</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">Edward M. Kress</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">David S. Harris</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">Charles A. Elcan</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">Mervyn L. Alphonso</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">Lee Fisher</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">Anne MacMillan</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">2. ADVISORY VOTE on executive compensation.</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> </tbody> </table>	FOR	AGAINST	ABSTAIN	Stuart A. Rose	0	0	Zafar Rizvi	0	0	Edward M. Kress	0	0	David S. Harris	0	0	Charles A. Elcan	0	0	Mervyn L. Alphonso	0	0	Lee Fisher	0	0	Anne MacMillan	0	0	2. ADVISORY VOTE on executive compensation.	0	0
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<p>3. IN THEIR DISCRETION the proxies are authorized to vote upon such other business as may properly come before the Meeting.</p>																															

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. 0

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.