

17 July 2015

Market Announcements Office  
 Australian Securities Exchange

### Non-Renounceable Entitlement Offer

Rubicon Resources Limited ACN 115 857 988 (ASX:RBR) (**Company**) is seeking to raise up to approximately \$763,238 (before costs) through a pro rata non-renounceable entitlements offer of 1 fully paid ordinary share in the capital of the Company (**Share**) for every 4 Shares held by eligible shareholders on 23 July 2015 at an issue price of \$0.012 per Share (**Entitlements Offer**). There is no minimum subscription in respect of the Offer.

### Indicative use of proceeds of Entitlements Offer

The Company proposes to use the proceeds of the Entitlements Offer as follows:

Description of Cash Outflows	A\$	%
Expenses of the Entitlements Offer	21,575	2.8%
Working capital to fund the Company's operations	500,000	65.5%
Support and expansion of the Mozambique operations	241,663	31.6%
<b>Approximate total funds raised under the Entitlements Offer</b>	<b>763,238</b>	<b>100%</b>

The above expenditure budget is indicative only and may change according to circumstances prevailing at the time.

### Summary of the Offer

- The Entitlements Offer comprises 1 new Share for every 4 existing Shares held by existing eligible shareholders on 23 July 2015 (**Record Date**) at \$0.012 per Share.
- Eligible shareholders will comprise those shareholders with a registered address in Australia or New Zealand.
- The Entitlements Offer is not underwritten.
- Any fractional entitlements arising from the Entitlements Offer will be rounded up.
- Shares issued under the Entitlements Offer will rank equally with existing Shares on issue on the Record Date. The Company will make application for official quotation of the new Shares proposed to be issued under the Offer. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.
- Up to approximately 63,603,208 Shares will be issued pursuant to the Entitlements Offer, assuming no unquoted options are exercised prior to the Record Date. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
- Any entitlement not taken up by pursuant to the Entitlements Offer will form the shortfall offer. The directors of the Company reserve the right to issue any shortfall shares in their absolute discretion.

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## Timetable

Further details of the Entitlements Offer, including details on how to accept and key risks of the Entitlements Offer, will be set out in a prospectus which is expected to be released to the ASX today and dispatched to shareholders on 28 July 2015. Outlined below is a timetable of relevant events and dates relating to the Entitlements Offer. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify all dates, including the Entitlements Offer closing date.

Event	Date
Lodge Appendix 3B and Prospectus with ASX	17 July 2015
Notice of Entitlements Offer sent to Optionholders	17 July 2015
Notice of Entitlements Offer sent to Shareholders	20 July 2015
Shares quoted on an "Ex" basis	21 July 2015
Record Date for determining Entitlements	23 July 2015
Prospectus and Entitlement and Acceptance Form dispatched to Eligible Shareholders	28 July 2015
Last day to extend the Entitlements Offer Closing Date	4 August 2015
Closing Date of the Entitlements Offer (5pm WST)	7 August 2015
Shares quoted on a deferred settlement basis	10 August 2015
Notification of under-subscriptions (Shortfall) to ASX	12 August 2015
Anticipated date for issue of the Shares	14 August 2015
Deferred settlement trading ends	
Anticipated date for commencement of Shares trading on a normal settlement basis	17 August 2015

Application for new Shares under the Entitlements Offer may only be made by completing the Entitlement and Acceptance Form which accompanies the prospectus. Shareholders eligible to participate in the Entitlement Offer should read the prospectus carefully and consult professional advisers as necessary.

## Enquiries

Any enquiries regarding the Entitlement Offer should be directed to:

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