RUBICON
Resources Limited

ABN 38 115 857 988

Financial Statements for the year ended 30 June 2015

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RUBICON RESOURCES LIMITED

ABN 38 115 857 988

CORPORATE DIRECTORY

DIRECTORS	Ian Macpherson *Executive Chairman* Richard Carcenac *Chief Executive Officer and Executive Director* Ian Buchhorn *Non-Executive Director*
COMPANY SECRETARY	Sam Middlemas
PRINCIPAL REGISTERED OFFICE	Level 1, 37 Ord Street West Perth Western Australia 6005 PO Box 534 West Perth Western Australia 6872 Telephone: (08) 9214 7500 Facsimile: (08) 9214 7575 Email: info@rubiconresources.com.au Internet: www.rubiconresources.com.au
AUDITOR	Butler Settineri (Audit) Pty Limited Unit 16, 1st Floor 100 Railway Road Subiaco Western Australia 6008
SHARE REGISTRY	Security Transfer Registrars Pty Limited 770 Canning Highway Applecross Western Australia 6153 Telephone: (08) 9315 2333 Facsimile: (08) 9315 2233 Email: registrar@securitytransfer.com.au
STOCK EXCHANGE LISTING	The Consolidated Entity's shares are quoted on the Australian Stock Exchange. The Home Exchange is Perth.
ASX CODE	RBR - ordinary shares

DIRECTORS' REPORT

The Directors present their report on Rubicon Resources Limited and the entity it controlled at the end of and during the year ended 30 June 2015.

DIRECTORS & SENIOR MANAGEMENT

The names and details of the Directors and Senior Management of Rubicon Resources Limited during the financial year and until the date of this report are:

***Ian Macpherson** – B.Comm., CA*
Executive Chairman
Appointed 18 October 2010

Mr Macpherson is a Chartered Accountant with over thirty years experience in the provision of financial and corporate advisory services. Mr Macpherson was formerly a partner at Arthur Anderson & Co managing a specialist practice providing corporate and financial advice to the mining and mineral exploration industry.

In 1990, Mr Macpherson established Ord Partners (later to become Ord Nexia) and has specialised in the area of corporate advice with particular emphasis on capital structuring, equity and debt raising, corporate affairs and Stock Exchange compliance for public companies in the mining and industrial areas. He has further been involved in numerous asset acquisitions and disposal engagements. Ord Nexia merged with MGI Perth in October 2010 and Mr Macpherson continued in a consulting role with the merged group until November 2011.

He has acted in the role of Director and Company Secretary for a number of entities and is currently Deputy Chairman of Avita Medical Limited (5 March 2008 to present) and a Non-executive Director of Red 5 Limited (15 April 2014 to present).

Former Directorships: Non-Executive Chairman of Kimberly Rare Earth Limited (2 December 2010 to 29 November 2012), Non-Executive Director of Navigator Resources Limited (1 July 2003 to 14 January 2013) and Nimrodel Resources Limited (17 July 2007 to 2 August 2011).

Mr Macpherson is a Member of the Institute of Chartered Accountants in Australia, the Australian Institute of Company Directors and past member of the Executive Council of the Association of Mining Exploration Companies (WA) Inc.

***Richard Carcenac** – B.Sc.Eng (Civil), MBA*
Chief Executive Officer and Executive Director
Appointed 16 June 2015

Mr. Carcenac is a civil engineer with an MBA who has over 20 years experience working for international mining houses including Anglo American and BHP Billiton in a variety of roles in Australia, South Africa, Switzerland and The Netherlands.

The majority of his career was spent in marketing and operations, and included board appointments at Ingwe Collieries Ltd (the South African coal subsidiary of BHP Billiton Ltd) and the Richards Bay Coal Terminal Company Ltd. Mr. Carcenac's most recent position was as General Manager of BHP Billiton Worsley Alumina's Boddington Bauxite Mine in Western Australia.

***Ian Buchhorn** – B.Sc. (Hons), Dipl. Geosci (Min. Econ), MAusIMM*
Non-Executive Director
Appointed 19 August 2005

Mr Buchhorn is a Minerals Economist and Geologist with more than 30 years experience. He was the founding Managing Director of Heron Resources Limited for a period of 11 years until early 2007 and returned to that role in October 2012 after a period as Executive Director. Mr Buchhorn previously worked with a number of international mining companies and has worked on nickel, bauxite and industrial mineral mining and exploration, gold and base metal project generation and corporate evaluations. For the last 24 years Mr Buchhorn has acquired and developed mining projects throughout the Eastern Goldfields of Western Australian and has operated as a Registered Mine Manager.

During the three year period to the end of the financial year, Mr Buchhorn is a Director of Heron Resources Limited (17 February 1995 to present) and Golden Cross Resources Limited (3 March 2014 to present).

***Peter Eaton** – B.Sc. (Hons), MAusIMM*
Non-Executive Director – resigned from the board on 16 June 2015

DIRECTORS' REPORT

COMPANY SECRETARY

Robert (Sam) Middlemas – *B.Comm., PGradDipBus, CA.*

Mr Middlemas was appointed Company Secretary and Chief Financial Officer on 17 July 2006. He is a chartered accountant with more than 20 years experience in various financial and Company secretarial roles with a number of listed public companies operating in the resources sector. He is the principal of a corporate advisory Company which provides financial and secretarial services specialising in capital raisings and initial public offerings. Previously Mr Middlemas worked for an international accountancy firm. His fields of expertise include corporate secretarial practice, financial and management reporting in the mining industry, treasury and cash flow management and corporate governance.

PRINCIPAL ACTIVITIES

The principal activities of the Consolidated Entity during the financial year consisted mainly of mineral exploration and development, primarily in Western Australia, with a change brought about following the acquisition of PacMoz LdA (refer to the review of operations and activities below).

DIVIDENDS

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year.

REVIEW OF OPERATIONS AND ACTIVITIES

The Consolidated Entity recorded an operating loss after income tax for the Year ended 30 June 2015 of $952,340 compared to an operating loss after income tax of $2,004,349 for the Year ended 30 June 2014.

While Rubicon has realigned its focus on Mozambique with its investment in subsidiary PacMoz LdA in late March, its strategy remains: the further growth of its sustainable cash flow business base; establishing itself as a leading service provider to the resources, construction and oil & gas sectors; and leveraging its position with a watching brief on mineral resource opportunities.

PacMoz, with its broad suite of business support services and strong local network of contacts, is providing access to cash flow generating activities and the opportunity to assess and acquire quality resource assets. Rubicon has been rapidly expanding PacMoz's customer base, which now includes major international customers operating in or servicing the oil and gas and resources sector, along with an Australian company active in the growing graphite industry.

Rubicon continues to hold its mineral exploration assets which are focussed on gold and copper exploration in Western Australia via joint ventures.

Rubicon's major projects are as follows:

- The Yindarlgooda gold and base metal project located east of Kalgoorlie where Rubicon has tenements in its own right and three separate joint venture agreements with Silver Lake Resources Limited (two) and Brimstone Resources Limited earning an interest in Rubicon tenure.
- The Canobie project in Northwest Queensland where Exco Resources Limited is earning an interest in Rubicon Tenure.

Corporate and Financial Position

As at 30 June 2015 the Consolidated Entity had cash reserves of $0.16 million (2014 - $0.21 million).

Risk Management

The Board is responsible for the oversight of the Consolidated Entity's risk management and control framework. Responsibility for control and risk management is delegated to the appropriate level of management with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and control framework.

Areas of significant business risk to the Consolidated Entity are highlighted in the Business Plan presented to the Board by the Chief Executive Officer each year.

Arrangements put in place by the Board to monitor risk management include monthly reporting to the Board in respect of operations and the financial position of the Consolidated Entity.

EARNINGS/LOSS PER SHARE	**2015 Cents**	**2014 Cents**
Basic loss per share	(0.43)	(1.24)
Diluted loss per share	(0.43)	(1.24)

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

In the opinion of the Directors there were no significant changes in the state of affairs of the Consolidated Entity that occurred during the financial year under review.

OPTIONS OVER UNISSUED CAPITAL

Unlisted Options

During the financial year and to the date of this report there were no new options issued to Directors or staff. On 13 January 2014, 2,200,000 unlisted options exercisable at 14 cents lapsed, and on 31 October 2014, 6,000,000 unlisted options exercisable at 10 cents, 1,500,000 unlisted options exercisable at 15 cents and 1,000,000 unlisted options exercisable at 20 cents all lapsed. All options were issued for Nil consideration:

Since 30 June 2015 and up until the date of this report there have been no further options issued, although the newly appointed Chief Executive Officer has been offered a package of 15,000,000 Performance Rights that will be issued following shareholder approval at the Annual General Meeting in November 2015.

As at the date of this report unissued ordinary shares of the Company under option are:

Number of Options on Issue	***Exercise Price***	***Expiry Date***
11,000,000	2 cents each	30 June 2017

The above options represent unissued ordinary shares of the Company under option as at the date of this report. These unlisted options do not entitle the holder to participate in any share issue of the Company.

The holders of unlisted options are not entitled to any voting rights until the options are exercised into ordinary shares.

The names of all persons who currently hold options granted are entered in a register kept by the Company pursuant to Section 168(1) of the *Corporations Act 2001* and the register may be inspected free of charge.

No person entitled to exercise any option has or had, by virtue of the option, a right to participate in any share issue of any other body corporate.

CORPORATE STRUCTURE

Rubicon Resources Limited (ACN 115 857 988) is a Company limited by shares that was incorporated on 19 August 2005 and is domiciled in Australia.

EVENTS SUBSEQUENT TO BALANCE DATE

There has not arisen since the end of the financial year any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Consolidated Entity to affect substantially the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial years except for the following:

- Completion of an entitlements issue of 59.8 million shares at 1.2 cents per share during August 2015 to raise $717,000 (before costs).

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Rubicon's strategy has been covered elsewhere in this Annual Report.

In addition to continuing to support PacMoz as it grows its customer base and refines its services offering, Rubicon in Mozambique will differentiate itself from the competition by addressing the challenges of local content. Specifically, Rubicon will establish facilities in Mozambique to medically screen local candidates for fitness to work (operating as Futuro Medical), train them (via Futuro Skills) to be gainfully employed in the target industries and, where appropriate once employment has been secured, house them in camp accommodation to ensure they present for work in a fit state (well rested, fed, dressed in PPE and transported to site).

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS (continued)

Futuro Medical will target further revenues via the provision of these medical services to third party clients, and Futuro Skills will offer training services to clients both at Rubicon's Mozambican facility and at the clients' sites, as well as offer a range of community-interest training programmes.

PacMoz LdA was acquired by Rubicon in March 2015. PacMoz offers a broad suite of business support services including company registrations, permits and licences, Human Resources services (immigration, expatriate visas, recruitment, labour contracts and payroll), legal and financial services. These capabilities enable PacMoz to be the foundation upon which further Mozambican business units will be built, i.e. the medical centre, training facility, and camp accommodation.

The medical centre (Futuro Medical) will be run by a doctor who has extensive experience in the resources, oil & gas (onshore and offshore) and marine industries. The services currently planned will include pre-employment and periodic medical assessments that are risk-based and aligned to job requirements for all levels of employee (labourers through to executives), monitoring of the full range of occupational health issues, managing workplace injuries, and delivering primary health services (such as vaccinations). Futuro Medical will also offer on-site medical support to select clients.

The training centre (Futuro Skills) will offer training aligned to Australian standards (consistent with world's best practice) both at the client's workplace and at Rubicon's Pemba facility. The managers/operators of the training centre are experienced training and development professionals from the Australian vocational training sector, with significant experience in the oil & gas and resources sectors in emerging economies.

Rubicon will maintain its focus on the resources sector and plans to use cash flow from the PacMoz activities to rebuild its capital base and use PacMoz's expertise and experience in Mozambique to seek advanced resource project opportunities.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Consolidated Entity holds various exploration licences to regulate its exploration activities in Australia. These licences include conditions and regulations with respect to the rehabilitation of areas disturbed during the course of its exploration activities. So far as the Directors are aware there has been no known breach of the Consolidated Entity's licence conditions and all exploration activities comply with relevant environmental regulations.

INFORMATION ON DIRECTORS

As at the date of this report the Directors' interests in shares and unlisted options of the Consolidated Entity are as follows:

Director	Title	Directors' Interests in Ordinary Shares	Directors' Interests in Unlisted Options
Ian Macpherson	Executive Chairman Appointed on 18 October 2010	22,327,987	5,000,000
Richard Carcenac	Chief Executive Officer and Executive Director Appointed on 16 June 2015	9,681,210	-
Ian Buchhorn	Non-Executive Director Appointed on 19 August 2005	18,574,724	-

DIRECTORS' MEETINGS

The number of meetings of the Consolidated Entity's Directors held in the period each Director held office during the financial year and the numbers of meetings attended by each Director were:

Director	Board of Directors' Meetings	
	Meetings Attended	*Meetings held while a director*
I Macpherson	8	8
R Carcenac (appointed 16 June 2015)	-	-
I Buchhorn	8	8
P Eaton (resigned 16 June 2015)	8	8

DIRECTORS' REPORT

REMUNERATION REPORT

Recommendation 8.1 of the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd edition)* states that the Board should establish a Remuneration Committee. The Board has formed the view that given the number of Directors on the Board, this function could be performed just as effectively with full Board participation. Accordingly it was resolved that there would be no separate Board sub-committee for remuneration purposes.

This report details the amount and nature of remuneration of each Director of the Consolidated Entity and executive officers of the Consolidated Entity during the year.

Overview of Remuneration Policy

The Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and the executive team. The broad remuneration policy is to ensure that remuneration properly reflects the relevant person's duties and responsibilities, and that the remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Board believes that the best way to achieve this objective is to provide the Managing Director (or equivalent) and the executive team with a remuneration package consisting of a fixed and variable component that together reflects the person's responsibilities, duties and personal performance. An equity based remuneration arrangement for the Board and the executive team is in place. The remuneration policy is to provide a fixed remuneration component and a specific equity related component, with no performance conditions. The Board believes that this remuneration policy is appropriate given the stage of development of the Consolidated Entity and the activities which it undertakes and is appropriate in aligning Director and executive objectives with shareholder and business objectives.

The remuneration policy in regard to setting the terms and conditions for the Chief Executive Officer has been developed by the Board taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

Directors receive a superannuation guarantee contribution required by the government, which is currently 9.5% per annum and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part or all of their salary to increase payments towards superannuation.

All remuneration paid to Directors is valued at cost to the Consolidated Entity and expensed. Options are valued using either the Black-Scholes methodology or the Binomial model. In accordance with current accounting policy the value of these options is expensed over the relevant vesting period.

Non-Executive Directors

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. The annual aggregate amount of remuneration paid to Non-Executive Directors was approved by shareholders on 7 November 2006 and is not to exceed $200,000 per annum. Actual remuneration paid to the Consolidated Entity's Non-Executive Directors is disclosed below. Remuneration fees for Non-Executive Directors are not linked to the performance of the Consolidated Entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Consolidated Entity and have all received options.

Senior Executives and Management

The Consolidated Entity aims to reward executives with a level of remuneration commensurate with their position and responsibilities within the Consolidated Entity so as to:

- Reward executives of the Consolidated Entity and individual performance against targets set by reference to appropriate benchmarks;
- Reward executives in line with the strategic goals and performance of the Consolidated Entity; and
- Ensure that total remuneration is competitive by market standards.

Structure

Remuneration consists of the following key elements:

- Fixed remuneration; and
- Issuance of unlisted options or performance rights

REMUNERATION REPORT (CONTINUED)

Fixed Remuneration

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis including any employee benefits eg. motor vehicles) as well as employer contributions to superannuation funds.

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Remuneration packages for the staff who report directly to the Managing Director (or equivalent) are based on the recommendation of the Managing Director (or equivalent), subject to the approval of the Board in the annual budget setting process.

Service Agreement

Mr Richard Carcenac was appointed Chief Executive Officer and an Executive Director on 16 June 2015. A summary of his employment contract is as follows:

- Term of agreement – Ongoing, subject to termination and notice periods;
- Base Salary, $250,000 including superannuation;
- The following performance rights have been proposed subject to shareholders approval at the 2015 Annual General Meeting;
  - 7,500,000 class A performance rights subject to meeting specific performance criteria achieved within 24 months;
  - 7,500,000 class B performance rights subject to meeting specific performance criteria achieved within 36 months; and
- Termination of employment by either party requires 3 month's written notice.

Mr Andrew Ford was appointed Chief Operating Officer from 11 November 2011 and is employed under a standard contract of employment requiring one month notice period.

Details of the nature and amount of each element of the remuneration of each Director and Executive Officer of Rubicon Resources Limited paid/accrued during the year are as follows:

	Primary		Post Employment	Equity Compensation	
2014/2015	**Base Salary/Fees $**	**Motor Vehicle/Bonus $**	**Superannuation Contributions $**	**Options $**	**Total $**
Directors					
I Macpherson – Executive Chairman (i)	80,000	-	3,386	-	83,386
R Carcenac – Chief Executive Officer (ii)	9,512	-	903	-	10,415
P Eaton – Non-Executive (iii)	19,167	-	1,821	-	20,988
I Buchhorn – Non-Executive	25,000	-	-	-	25,000
Executives					
S Middlemas - Company Secretary (iv)	64,000	-	-	-	64,000
A Ford – Chief Operating Officer	106,413	-	10,109	-	116,522
2013/2014					
Directors					
I Macpherson – Executive Chairman (i)	110,544	-	4,984	27,050	142,578
P Eaton – Non-Executive (iii)	35,000	-	3,237	-	38,237
I Buchhorn – Non-Executive	43,750	-	-	-	43,750
Executives					
S Middlemas - Company Secretary (iv)	46,120	-	-	-	46,120
A Ford – Chief Operating Officer	184,625	-	17,078	21,633	223,336

(i) Mr Macpherson was appointed Executive Chairman from 1 December 2011 when he assumed additional executive duties which were compensated by a consultancy arrangement at $5,000 per month, reduced to $3,333 per month from 1 July 2014.
(ii) Mr Carcenac was appointed Chief Executive Officer and Executive Director on 16 June 2015. Prior to this he was employed via his private company Dreamlink Pty Ltd as a consultant between 1 October 2014 until 16 June 2015 earning fees of $166,000.
(iii) Mr Eaton resigned from his position as a Non-Executive Director on 16 June 2015.
(iv) All fees for providing Company Secretarial services were paid to Sparkling Investments Pty Ltd.

Other than the Directors and executive officers disclosed above there were no other executive officers who received emoluments during the financial year ended 30 June 2015.

DIRECTORS' REPORT

INDEMNIFYING OFFICERS AND AUDITOR

During the year the Company paid an insurance premium to insure certain officers of the Consolidated Entity. The officers of the Consolidated Entity covered by the insurance policy include the Directors named in this report.

The Directors and Officers Liability insurance provides cover against all costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of the indemnity and that may be brought against the officers in their capacity as officers of the Consolidated Entity. The insurance policy does not contain details of the premium paid in respect of individual officers of the Consolidated Entity. Disclosure of the nature of the liability cover and the amount of the premium is subject to a confidentiality clause under the insurance policy.

The Consolidated Entity has not provided any insurance for an auditor of the Consolidated Entity.

Share-based compensation

The terms and conditions of each grant of options affecting remuneration in this or future reporting periods are as follows:

	Granted	**Terms & Conditions for each Grant**				
	Number	*Date of Grant*	*Date of Vesting*	*Option Value ($)*	*Exercise Price ($)*	*Expiry Date*
Ian Macpherson	5,000,000	20 Nov 2013	20 Nov 2013	0.0054	0.02	30 Jun 2017
Andrew Ford	3,000,000	10 Sep 2013	10 Sep 2013	0.0072	0.02	30 Jun 2017
Other Staff	3,000,000	10 Sep 2013	10 Sep 2013	0.0072	0.02	30 Jun 2017

There were no amounts payable on the issue of the options, and there are no performance conditions attached. All options previously issued are now fully vested and are exercisable at any time. When exercisable, each option is convertible into one ordinary share of Rubicon Resources Limited.

AUDITORS' INDEPENDENCE DECLARATION

Section 370C of the *Corporations Act 2001* requires the Consolidated Entity's auditors Butler Settineri (Audit) Pty Limited, to provide the Directors of the Consolidated Entity with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is attached and forms part of this Directors' Report.

NON-AUDIT SERVICES

The external auditors have not undertaken any non-audit work during the financial year.

PROCEEDINGS ON BEHALF OF THE CONSOLIDATED ENTITY

No person has applied for leave of Court to bring proceedings on behalf of the Consolidated Entity or intervene in any proceedings to which the Consolidated Entity is a party for the purpose of taking responsibility on behalf of the Consolidated Entity for all or any part of those proceedings. The Consolidated Entity was not party to any such proceedings during the year.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of the Consolidated Entity support and have adhered to the principles of corporate governance. The Consolidated Entity's corporate governance practices have been disclosed in Appendix 4G in accordance with ASX listing rule 4.7.3 at the same time as the annual report is lodged with the ASX. Further information about the Company's corporate governance practices is set out on the Company's web site at www.rubiconresources.com.au. In accordance with the recommendations of the ASX, information published on the web site includes codes of conduct and other policies and procedures relating to the Board and its responsibilities.

DATED at Perth this 30th day of September 2015
Signed in accordance with a resolution of the Directors

Ian Macpherson
Executive Chairman

Competent Persons Statement

The information in this report that relates to Exploration is based on information compiled by Andrew Ford who is a Member of the Australasian Institute of Mining and Metallurgy. Andrew Ford is a full time employee of Rubicon Resources Limited and has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration, and to the exploration activity that is being undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Andrew Ford has consented to the inclusion in this report of the matters based on his information in the form and context that it appears.

BUTLER SETTINERI

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of Rubicon Resources Limited and its controlled entities for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

a) No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b) No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Rubicon Resources Limited and the entities it controlled during the year.

BUTLER SETTINERI (AUDIT) PTY LTD

MARIUS VAN DER MERWE CA
Director

Perth
Date: 30 September 2015

Proactive ▸ Quality ▸ Supportive

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RUBICON RESOURCES LIMITED
and its controlled entity

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 30 June 2015

	NOTES	THE CONSOLIDATED ENTITY 2015	2014
		$	$
Other income	2	**189,572**	12,184
Employee expenses		**286,179**	330,273
Non-Executive Directors' fees		**122,706**	197,515
Insurance expenses		**15,878**	19,348
Consolidated Entity Consultants fees		**231,378**	46,120
Corporate expenses		**53,396**	50,640
Depreciation	3	**8,440**	5,235
Rent		**45,343**	109,074
Employee costs recharged to capitalised exploration		**(196,552)**	(331,033)
Expense of share-based payments	3	**-**	70,316
Exploration Written off	3	**467,149**	1,432,417
Other expenses		**91,751**	86,628
Loss before income tax		**936,096**	2,004,349
Income tax	5	**16,245**	-
Net loss attributable to members of the Consolidated Entity	15	**952,341**	2,004,349
Other Comprehensive Loss net of tax		**-**	-
Total Comprehensive Loss		**952,341**	2,004,349
Basic earnings/(loss) per share (cents per share)	21	**(0.43) cents**	(1.24) cents
Diluted earnings/(loss) per share (cents per share)	21	**(0.43) cents**	(1.24) cents

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the Consolidated Entity accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2015

	NOTES	2015	2014
		$	$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	22(a)	**163,900**	205,915
Other receivables	6	**252,154**	2,220
Other assets	7	**-**	13,517
TOTAL CURRENT ASSETS		**416,054**	221,652
NON-CURRENT ASSETS			
Plant and equipment and motor vehicles	8	**56,972**	17,808
Intangibles	10	**372,600**	-
Capitalised mineral exploration expenditure	11	**657,901**	904,200
TOTAL NON-CURRENT ASSETS		**1,087,473**	922,008
TOTAL ASSETS		**1,503,527**	1,143,660
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	12	**473,029**	32,521
Provisions	13	**7,769**	482
TOTAL CURRENT LIABILITIES		**480,798**	33,003
TOTAL LIABILITIES		**480,798**	33,003
NET ASSETS		**1,022,729**	1,110,657
EQUITY			
Contributed equity	14(a)	**15,933,284**	15,085,096
Reserves	16	**651,581**	656,956
Accumulated losses	15	**(15,583,736)**	(14,631,395)
Equity attributable to equity holders in the Company		**1,001,129**	1,110,657
Non Controlling Interests		**21,600**	-
TOTAL EQUITY		**1,022,729**	1,110,657

The above Consolidated Statement of Financial Position should be read in conjunction with the Consolidated Entity's accompanying notes.

RUBICON RESOURCES LIMITED
and its controlled entity

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2015

	Notes	Contributed Equity	Share Based Payment Reserve	Foreign Currency Translation Reserve	Losses	Total
BALANCE AT 1 JULY 2013		14,831,596	586,640	-	(12,627,046)	2,791,190
TOTAL COMPREHENSIVE INCOME TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS				-	(2,004,349)	(2,004,349)
Shares issued during the year		253,500	-			253,500
Directors and Employees options		-	70,316	-	-	70,316
BALANCE AT 30 JUNE 2014		15,085,096	656,956	-	(14,631,395)	1,110,657
TOTAL COMPREHENSIVE INCOME TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS					(952,341)	(952,341)
Shares issued during the year	14(b)	848,188	-	-	-	848,188
Exchange related movements		-	-	(5,375)	-	(5,375)
BALANCE AT 30 JUNE 2015		15,933,284	656,956	(5,375)	(15,583,736)	1,001,129

The above Consolidated statement of changes in equity should be read in conjunction with the Consolidated Entity's accompanying notes.

CONSOLIDATED STATEMENT OF CASHFLOWS
For the year ended 30 June 2015

	NOTES	2015	2014
		$	$
Cash flows from operating activities			
Receipts from customers		**114,043**	-
Interest received		**4,383**	12,184
Payments to suppliers and employees (inclusive of goods and services tax)		**(639,856)**	(534,176)
Net cash used in operating activities	22(b)	**(521,430)**	(521,992)
Cash flows from investing activities			
Payments for exploration and evaluation		**(220,850)**	(660,279)
Proceeds (Payments) for plant and equipment and motor vehicles		**7,625**	-
Net cash used in investing activities		**(213,225)**	(660,279)
Cash flows from financing activities			
Proceeds from loan		**50,000**	-
Proceeds from the issue of shares (net of fees)		**443,545**	253,500
Net cash provided by financing activities		**493,545**	253,500
Net increase (decrease) in cash held		**(241,110)**	(928,771)
Cash at the beginning of the financial year		**205,915**	1,134,686
Exchange rate movements		**(12,195)**	-
Funds received from subsidiary purchase		**211,290**	-
Cash at the end of the financial year	22(a)	**163,900**	205,915

The above Consolidated Statement of Cash Flows should be read in conjunction with the Consolidated Entity's accompanying notes.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in preparing the financial report of the Company, Rubicon Resources Limited and its controlled entity ("Rubicon" or "Consolidated Entity"), are stated to assist in a general understanding of the financial report. These policies have been consistently applied to all the years presented, unless otherwise indicated.

Rubicon Resources Limited is a Company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the official list of the Australian Stock Exchange. The financial statements are presented in Australian dollars which is the Consolidated Entity's functional currency.

(a) Basis of Preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards (including Australian Interpretations) adopted by the Australian Accounting Standards Board and the *Corporations Act 2001*.

Rubicon Resources Limited is a for-profit entity for the purpose of preparing the financial statements.

The financial report has been prepared on the basis of historical costs and does not take into account changing money values or, except where stated, current valuations of non-current assets.

The financial report was authorised for issue by the Directors.

Going Concern

The Company incurred a loss for the year of $952,341 (2014: $2,004,350) and a net cash outflow from operating activities of $521,430 (2014: $521,992).

At 30 June 2015 the Group had cash assets of $163,900 (2014: $205,914) and working capital of -$64,744 (2014: $188,649).

Although the above are indicative of a material uncertainty, following the entitlements issue during August 2015 to raise $717,000 (before costs), the directors have prepared cash flow forecasts that indicate that the consolidated entity will have sufficient cash flows to cover its activities for a period of 12 months from the date of this report. Based on this information, the Directors consider it appropriate that the financial statements be prepared on a going concern basis.

(b) Use of Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. None of the balances reported have been derived from estimates.

(c) Basis of Consolidation

Controlled Entity

The consolidated financial statements comprise the financial statements of Rubicon Resources Limited and its subsidiary as at 30 June each year.

The financial statements of the subsidiary are prepared for the same reporting period as the parent company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full. The subsidiary is fully consolidated from the date on which control is transferred to the consolidated entity and ceases to be consolidated from the date on which control is transferred out of the consolidated entity.

The acquisition of the subsidiary has been accounted for using the purchase method of accounting. The purchase method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition. Accordingly, the consolidated financial statements include the results of the subsidiary for the period from their acquisition.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Joint ventures

Joint ventures are those entities over whose activities the consolidated entity has joint control, established by contractual agreement.

In the consolidated entity's financial statements, investments in joint ventures are carried at cost. Details of these interests are shown in Note 28.

Interests in joint ventures have been brought to account by including the appropriate share of the relevant assets, liabilities and costs of the joint ventures in their relevant categories in the financial statements.

(d) Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred asset or liability is recognised in relation to those temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and future tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(e) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Consolidated Entity and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest income

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

(f) Cash and Cash Equivalents

Cash and short-term deposits in the balance sheet comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, which are readily convertible to cash on hand and which are used in the cash management function on a day-to-day basis.

(g) Employee Entitlements

Liabilities for wages and salaries, annual leave and other current employee entitlements expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

Contributions to employee superannuation plans are charged as an expense as the contributions are paid or become payable.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Plant and equipment and motor vehicles

Each class of plant and equipment and motor vehicles is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment and motor vehicles
Plant and equipment and motor vehicles are stated at cost less accumulated depreciation and any impairment in value.

The carrying values of plant and equipment and motor vehicles are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

If any such indication exists where the carrying values exceed the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amount.

Depreciation
Depreciable non-current assets are depreciated over their expected economic life using either the straight line or the diminishing value method. Profits and losses on disposal of non-current assets are taken into account in determining the operating loss for the year. The depreciation rate used for each class of assets is as follows:

- Plant & equipment 20 - 33%
- Motor vehicles 22.5%

(i) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (“GST”), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (“ATO”). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated with the amount of GST included. GST incurred is claimed from the ATO when a valid tax invoice is provided. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the balance sheet.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(j) Payables

These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

(k) Contributed Equity

Issued capital is recognised as the fair value of the consideration received by the Company.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Exploration and Evaluation Expenditure

Mineral exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest and is subject to impairment testing. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

- such costs are expected to be recouped through the successful development and exploitation of the area of interest, or alternatively by its sale; or
- exploration and/or evaluation activities in the area have not reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active or significant operations in, or in relation to, the area of interest are continuing.

In the event that an area of interest is abandoned or if the Directors consider the expenditure to be of reduced value, accumulated costs carried forward are written off in the year in which that assessment is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Where a mineral resource has been identified and where it is expected that future expenditures will be recovered by future exploitation or sale, the impairment of the exploration and evaluation is written back and transferred to development costs. Once production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

Costs of site restoration and rehabilitation are recognised when the Consolidated Entity has a present obligation, the future sacrifice of economic benefits is probable and the amount of the provision can be reliably estimated.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Exploration and evaluation assets are assessed for impairment if:

(i) sufficient data exists to determine technical feasibility and commercial viability, and
(ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

For the purpose of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then re-classified from intangible assets to mining property and development assets within property, plant and equipment.

(m) Earnings per Share

Basic earnings per share (“EPS”) are calculated based upon the net profit/(loss) divided by the weighted average number of shares. Diluted EPS are calculated as the net profit/(loss) divided by the weighted average number of shares and dilutive potential shares.

(n) Leases

Leases are classified at their inception as either operating or finance leases based on the economic substance of the agreement so as to reflect the risks and benefits incidental to ownership.

The minimum lease payments of operating leases, where the lessor effectively retains substantially all of the risks and benefits of ownership of the leased item, are recognised as an expense on a straight-line basis over the term of the lease.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Share-based payment transactions

The Company provides benefits to employees (including Directors and consultants) of the Consolidated Entity in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ("Equity–settled transactions").

There is currently one plan in place to provide these benefits being an Employee Share Option Plan ("ESOP") which provides benefits to Directors, consultants and senior executives.

The cost of these equity-settled transactions is measured by reference to fair value at the date at which they are granted. The fair value is determined by an external valuer using the either the Black - Scholes or Binomial model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Rubicon Resources Limited ("market conditions").

The cost of equity settled securities is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date").

Where the Consolidated Entity acquires some form of interest in an exploration tenement or an exploration area of interest and the consideration comprises share-based payment transactions, the fair value of the equity instruments granted is measured at grant date. The cost of equity securities is recognised within capitalised mineral exploration and evaluation expenditure, together with a corresponding increase in equity.

(p) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(q) Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework, to identify and analyse the risks faced by the Consolidated Entity. These risks include credit risk, liquidity risk and market risk from the use of financial instruments. The Consolidated Entity has only limited use of financial instruments through its cash holdings being invested in short term interest bearing securities. The primary goal of this strategy is to maximise returns while minimising risk through the use of accredited Banks with a minimum credit rating of A1 from Standard & Poors. The Consolidated Entity has no debt, and working capital is maintained at its highest level possible and regularly reviewed by the full board.

(r) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2015 reporting periods, and have not been adopted by the Consolidated Entity. The Consolidated Entity's assessment of the impact of these new standards and interpretations is that they will have no material impact and will only effect disclosure provisions in the December 2015 half year and 2016 full year accounts.

2. OTHER INCOME

	2015 $	2014 $
Other Income		
Interest	**2,774**	12,184
Other income	**186,798**	-
	189,572	12,184

3. EXPENSES

	2015 $	2014 $
Contributions to employees superannuation plans	**17,719**	36,604
Depreciation - Plant and equipment	**8,440**	5,235
Exploration Written off	**467,149**	1,432,417
Share Based Payment expense	**-**	70,316
Provision for employee entitlements	**3,478**	(12,253)

4. AUDITORS' REMUNERATION

	2015 $	2014 $
Audit – Butler Settineri (Audit) Pty Limited		
Audit and review of the financial statements	**16,995**	16,335

5. INCOME TAX

No income tax is payable by the Consolidated Entity as it has incurred losses for income tax purposes for the year, so current tax, deferred tax and tax expense is $Nil (2014 - $Nil).

(a) Numerical reconciliation of income tax expense to prima facie tax payable

	2015 $	2014 $
Loss from continuing operations	**(952,340)**	(2,004,349)
Tax at the tax rate of 30% (2014: 30%)	**(285,702)**	(601,305)
Tax effect of amounts which are deductible in calculating taxable income:		
Non-deductible expenses	**-**	21,163
Other allowable expenditure	**9,523**	(4,023)
Deferred tax asset not brought to account	**259,934**	584,165
Income tax expense	**16,245**	-

(b) Tax losses

	2015 $	2014 $
Unused tax losses for which no deferred tax asset has been recognised	**9,554,488**	8,810,109
Potential tax benefit at 30%	**2,866,346**	2,643,033

5. INCOME TAX (continued)

(c) Unbooked Deferred Tax Assets and Liabilities

Unbooked deferred tax assets comprise:

Provisions/Accruals/Other	**4,787**	290
Tax losses available for offset against future taxable income	**3,000,534**	3,016,900
	3,005,321	3,017,190

Unbooked deferred tax liabilities comprise:

Capitalised mineral exploration and evaluation expenditure	**3,005,321**	3,017,190

(d) Franking credits balance

The Consolidated Entity has no franking credits available as at 30 June 2015 (2014: $Nil).

6. OTHER RECEIVABLES

Current

Trade receivables	**246,962**	-
Other receivables	**5,192**	2,220
	252,154	2,220

7. OTHER ASSETS

Current

Prepayments	**-**	13,517

8. PLANT AND EQUIPMENT AND MOTOR VEHICLES

Plant and office equipment		
At cost	**233,352**	179,622
Accumulated depreciation	**(187,331)**	(171,814)
	46,021	7,808
Motor vehicles		
At cost	**12,873**	53,831
Accumulated depreciation	**(1,922)**	(43,831)
	10,951	10,000
	56,972	17,808

Reconciliation
Reconciliation of the carrying amounts for each class of plant and equipment and motor vehicles are set out below:

Plant and office equipment		
Carrying amount at beginning of the year	**7,808**	13,043
Additions	**2,375**	-
PacMoz subsidiary addition	**43,313**	-
Depreciation	**(7,475)**	(5,235)
Carrying amount at the end of the year	**46,021**	7,808

8. PLANT AND EQUIPMENT AND MOTOR VEHICLES (continued)

	2015 $	2014 $
Motor vehicles		
Carrying amount at beginning of the year	**10,000**	10,000
Disposals	**(10,000)**	-
PacMoz subsidiary addition	**11,916**	-
Depreciation	**(965)**	-
Carrying amount at the end of the year	**10,951**	10,000

9. INVESTMENTS

Non-Current

During the year Rubicon Resources Limited disposed of its investment in Rubicon Madencilik A.S. which was incorporated in 2013 for $Nil value (2014 $Nil). On 25 March 2015, Rubicon purchased a 60% interest in the Mozambican Company PacMoz Lda for an amount of 22,500,000 Fully Paid ordinary shares in Rubicon and 30,000,000 A Class Performance Shares and 30,000,000 B Class Perfomance Shares (refer note 14) with a total combined value of $405,000.

Particulars in relation to the controlled entity
Rubicon Resources Limited is the parent entity.

Name of Controlled entity	Class of Shares	Equity Holding 2015	Equity Holding 2014
PacMoz LdA [(1)]	Ordinary	**60%**	0%
Rubicon Madencilik A.S. [(2)]	Ordinary	**0%**	100%

(1) Rubicon purchased 60% of the issued capital of PacMoz LdA on 25 March 2015 through the issue of shares.
(2) On 1 April 2013 Rubicon Madencilik A.S. was incorporated in Turkey as a wholly-owned controlled entity of the Company – this was disposed on for $Nil on 14 August 2014.

Acquisition of controlled entity

On 25 March Rubicon acquired 60% of the voting interests in the Mozambican Company PacMoz Lda. The acquisition was undertaken through the issue of 22,500,000 fully paid ordinary shares (share price at the date of acquisition 1.8 cents per share), and 30,000,000 Class A Performance Shares and 30,000,000 Class B Performance shares (refer note 14). BDO Corporate Finance was engaged to value the Performance Shares and have determined that the probability of the hurdle conditions being achieved to be less than 50% and have therefore deemed the value of the Performance Shares to be $Nil. So the acquisition value has been set at the deemed value of the fully paid ordinary shares of $405,000. Revenue from PacMoz for the three month period since the purchase consolidated into the Group accounts totalled $172,117 and net profit of $37,999 after tax.

Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date

	$
Cash and cash equivilants	**211,290**
Receivables	**166,120**
Plant and Equipment	**58,434**
Payables	**(298,602)**
Provisions	**(3,934)**
Loans	**(79,308)**
Total Identifiable net assets acquired	**54,000**
Value of 60% of assets acquired	**32,400**
Price Paid for acquisition	**405,000**
Goodwill on acquisition	**372,600**

	2015 $	2014 $

10. INTANGIBLES

Cost brought forward	**-**	-
Goodwill on Acquisition of PacMoz LdA	**372,600**	-
(refer Note 9 above for details)		

The carrying value of the goodwill for PacMoz was subject to impairment testing in accordance with the accounting standards. A valuation was undertaken using a discounted cashflow model based on current cashflows with a proposed growth rate of 15% and a discount rate of 12% and it was determined there was no impairments required. The carrying value of the intangible is expected to be finite and will be evaluated on a six month basis in the future.

11. CAPITALISED MINERAL EXPLORATION EXPENDITURE

Non-Current

In the exploration phase

Cost brought forward	**904,200**	1,676,337
Add: Expenditure incurred during the year (at cost)	**220,850**	660,280
Less Sale of Project	**-**	-
Exploration expenditure written off	**(467,149)**	(1,432,417)
	657,901	904,200

The recoupment of costs carried forward is dependent on the successful development and/or commercial exploitation or alternatively sale of the respective areas of interest.

12. TRADE AND OTHER PAYABLES

Current (Unsecured)

Trade creditors	**290,697**	5,541
Other creditors and accruals	**132,332**	26,980
Loan from Director related entity	**50,000**	-
	473,029	32,521

Included within trade and other creditors and accruals is an amount of $Nil (2014- $325) relating to exploration expenditure.

13. PROVISIONS

Current

Employee entitlements	**7,769**	482

14. CONTRIBUTED EQUITY

(a) Ordinary Shares

248,304,498 (2014: 181,304,498) fully paid ordinary shares	**15,933,284**	15,085,096

14. CONTRIBUTED EQUITY (continued)

(b) Share Movements during the Year

	2015		2014	
	Number of Shares	**$**	**Number of Shares**	**$**
Beginning of the financial year	**181,304,498**	**15,085,096**	145,304,498	14,831,596
New share issues during the year				
Shares issued to Staff 1 cents/share	**-**	**-**	3,000,000	30,000
Placements during the year (1)	**44,500,000**	**485,000**	33,000,000	231,000
Shares issued in PacMoz purchase (2)	**22,500,000**	**405,000**	-	-
Less costs of share issues		**(41,812)**		(7,500)
	248,304,498	**15,933,284**	181,304,498	15,085,096

Notes:
(1)
- Private Placement of 27,000,000 fully paid ordinary shares made to sophisticated Investors at an issue price of 0.5 cents per share to raise $135,000 on 27 August 2014
- Private Placement of 12,500,000 fully paid ordinary shares made to sophisticated Investors at an issue price of 2.0 cents per share to raise $250,000 on 22 December 2014
- Private Placement of 5,000,000 fully paid ordinary shares made to sophisticated Investors at an issue price of 2.0 cents per share to raise $100,000 on 12 March 2015

(2) On 25 March 2015, Rubicon finalised the purchase of a 60% interest in PacMoz LdA through the issue of 22,500,000 fully paid ordinary shares at a deemed share price at the time of the issue of 1.8 cents per share equating to $405,000. The Company also issued 30,000,000 Class A performance shares and 30,000,000 Class B performance shares which have a number of hurdles rates to be achieved prior to each Performance share converting into one Fully Paid Ordinary Share (refer (d) below).

(c) Unlisted Options

There were no unlisted options issued in 2015 (2014 – 11,000,000), and 8,500,000 unlisted options lapsed during the year (2014 – 2,200,000) as a result of time expiry. As a consequence the number of Unlisted options on issue at 30 June 2015 and at the date of this report were 11,000,000 (2014 – 19,500,000). There were no other options issued to staff under the Rubicon Share Option Plan (refer Note 15).

(d) Performance Shares

On 25 March 2015, the Company issued the following Performance Shares as part of the purchase of a 60% interest in PacMoz Lda.

1. 30,000,000 Tranche A Performance Shares convertible into 30,000,000 Fully Paid Ordinary Shares upon the achievement by PacMoz of either:
(a) 250,000 gold ounce JORC compliant resource or equivalent mineral on a resource asset:
  (i) owned by PacMoz as at the date of the issue of the Performance Shares; or
  (ii) acquired by the Company in connection with the Company's analysis of the Mozambique IP made available to the Company as at the date of issue of the Performance Shares; or
(b) combined turnover/gross income of the PacMoz Group in a 12 month period or fiscal period of at least $1,250,000 based on the PacMoz accounts with the net profit after tax not less than 15% of the turnover/gross income.

2. 30,000,000 Tranche B Performance Shares convertible into 30,000,000 Fully Paid Ordinary Shares upon the achievement by PacMoz of either:

(a) 500,000 gold ounce JORC compliant resource or equivalent mineral on a resource asset:
  (i) owned by PacMoz as at the date of the issue of the Performance Shares; or
  (ii) acquired by the Company in connection with the Company's analysis of the Mozambique IP made available to the Company as at the date of issue of the Performance Shares; or
(b) combined turnover/gross income of the PacMoz Group in a 12 month period or fiscal period of at least $2,000,000 based on the PacMoz accounts with the net profit after tax not less than 15% of the turnover/gross income.

14. CONTRIBUTED EQUITY (continued)

(e) Share Based Payments

The expense recognised in the income statement in relation to share-based payments is disclosed in Note 3. The average remaining contractual life for the share options outstanding as at 30 June 2015 is 2 years (2014: between 0.4 and 3 years). The exercise price for options outstanding at the end of the year was 2 cents (2014: between 2 cents and 20 cents). The fair value of options granted during the year was $Nil (2014 - $70,316).

The fair value of the equity-settled share options granted is estimated as at the date of grant using a Black-Scholes model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the options issued during the year ended 30 June 2014:

Date of Issue	10 Sept 2013	20 Nov 2013
Number of Options	6,000,000	5,000,000
Volatility (%)	130%	130%
Risk-free interest rate (%)	3.42%	3.42%
Expected life of option (years)	3.83	3.58
Exercise price (cents)	2	2
Share price at grant date (cents)	0.10	0.08
Value per option (cents)	0.0721	0.0541

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

(f) Terms and Conditions of Contributed Equity

Ordinary Shares

The Company is a public Company limited by shares. The Company was incorporated in Perth, Western Australia.

The Company's shares are limited whereby the liability of its members is limited to the amount (if any) unpaid on the shares respectively held by them.

Ordinary shares have the right to receive dividends as declared and, in the event of the winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of shares held.

Ordinary shares which have no par value, entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders.

(g) Capital Risk Management

Due to the nature of the Consolidated Entity's activities, being mineral exploration, the Consolidated Entity does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Consolidated Entity's capital risk management is the current working capital position against the requirements to meet exploration programmes and corporate overheads. The Consolidated Entity's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. The working capital position of the Consolidated Entity were as follows:

	2015 $	2014 $
Cash and cash equivalents	**163,900**	205,915
Trade and other receivables	**252,154**	2,220
Other assets	**-**	13,517
Trade and other payables	**(473,029)**	(32,521)
Provisions	**(7,769)**	(482)
Working capital position	**(64,744)**	188,649

15. ACCUMULATED LOSSES

Accumulated losses at the beginning of the year	**14,631,395**	12,627,046
Net loss attributable to members	**952,341**	2,004,349
Accumulated losses at the end of the year	**15,583,736**	14,631,395

16. RESERVES

Reserves		
Share Option Reserve	**656,956**	656,956
Foreign Currency Translation Reserve	**(5,375)**	-
Total Reserves	**651,581**	656,956

As represented by:

Share Option Reserve		
Balance at the beginning of the year	**656,956**	586,640
Add: Amounts expensed in current year	**-**	70,316
Balance at the end of the year	**656,956**	656,956

Share Option reserve
The share option reserve comprises any equity settled share based payment transactions. The reserve will be reversed against share capital when the underlying share options are exercised.

Foreign Currency Translation Reserve		
Balance at the beginning of the year	**-**	-
Add/(Subtract) movements during the current year	**(5,375)**	-
Balance at the end of the year	**(5,375)**	-

Foreign Currency Translation reserve
The foreign currency translation reserve comprises movements in the foreign currency translation of self sustaining foreign entities being consolidated.

17. OPTION PLAN

The establishment of the Rubicon Resources Limited Employee Share Option Plan ("the Plan") was approved by special resolution at a General Meeting of shareholders of the Consolidated Entity held on 22 November 2011. All eligible Directors, executive officers, employees and consultants of Rubicon Resources Limited who have been continuously employed by the Consolidated Entity are eligible to participate in the Plan.

The Plan allows the Consolidated Entity to issue free options to eligible persons. The options can be granted free of charge and are exercisable at a fixed price calculated in accordance with the Plan.

Options issued under the Plan have up to a 24 month vesting period prior to exercise, except under certain circumstances whereby options may be capable of exercise prior to the expiry of the vesting period.

18. RELATED PARTIES

Full remuneration details for Directors and Executives are included in the Directors report where the information has been audited as indicated. During the current financial year the only transaction with a director, was an entity related to Ian Macpherson, which loaned the Company $50,000 on normal commercial terms (unsecured, interest rate of 5%, repayable within 12 months). The loan will be repaid from the proceeds of the entitlements issue. There were no other transactions with Directors or Executives in the current year (2014 - $Nil).

Movement in Shares

The aggregate numbers of shares and options of the Company held directly, indirectly or beneficially by Directors and Executive Officers of the Consolidated Entity or their personally-related entity are as follows:

2014/2015	Ordinary Shares				Unlisted Options	
	1 July 2014	Purchases	Disposals	30 June 2015	30 June 2015	30 June 2014
Mr I Macpherson	17,542,389		-	17,542,389	5,000,000	7,500,000
Mr R Carcenac	-	7,500,000	-	7,500,000	-	-
Mr P Eaton (1)	1,475,000	-	(1,475,000)	-	-	4,000,000
Mr I Buchhorn	14,859,777		-	14,859,777	-	2,000,000
Mr R Middlemas	3,256,368	-	-	3,256,268	-	-
Mr A Ford	400,000	-	-	400,000	3,000,000	3,000,000
2013/2014	**1 July 2013**	**Purchases**	**Disposals**	**30 June 2014**	**30 June 2014**	**30 June 2013**
Mr I Macpherson	17,542,389		-	17,542,389	7,500,000	2,500,000
Mr P Eaton	1,475,000	-	-	1,475,000	4,000,000	4,000,000
Mr I Buchhorn	8,859,777	6,000,000	-	14,859,777	2,000,000	2,000,000
Mr R Middlemas	2,756,368	499,900	-	3,256,268	-	1,000,000
Mr A Ford	-	400,000	-	400,000	3,000,000	1,000,000

(1) Deemed disposal when left the board

19. EXPENDITURE COMMITMENTS

(a) Exploration

The Consolidated Entity has certain obligations to perform minimum exploration work on mineral leases held. These obligations may vary over time, depending on the Consolidated Entity's exploration programmes and priorities. As at balance date, total exploration expenditure commitments on tenements held by the Consolidated Entity have not been provided for in the financial statements and those which cover the following twelve month period amount to $82,880 (2014: $242,880). These obligations are also subject to variations by farm-out arrangements or sale of the relevant tenements.

(b) Operating Lease Commitments

There were no operating lease commitments as at 30 June 2015 (2014 - $Nil).

(c) Capital Commitments

The Consolidated Entity had no capital commitments at 30 June 2015 (2014 - $Nil).

20. SEGMENT INFORMATION

The Consolidated Entity has operated predominantly in one segment involved in the mineral exploration and development industry in Australia. Following the purchase of PacMoz in March 2015 there are two geographic segments being Australia and Mozambique and these are treated as distinct segments. Detailed information on the segments is as follows:

Year ended 30/6/2015	Australia	Mozambique	Total
	$	$	$
Revenue	17,455	172,117	189,572
Operating Profit (Loss) before tax	(990,340)	54,244	(936,096)
Tax	0	(16,245)	(16,245)
Net Profit (Loss) after tax	(990,340)	37,999	(952,341)
Segment Assets	1,142,369	361,158	1,503,527
Segment Liabilities	186,290	294,508	480,798

21. EARNINGS/ (LOSS) PER SHARE

	2015 $	2014 $
The following reflects the loss and share Data used in the calculations of basic and diluted earnings/ (loss) per share:		
Earnings/ (loss) used in calculating basic and diluted earnings/ (loss) per share	**(952,340)**	(2,004,349)
	Number of Shares 2015	**Number of Shares 2014**
Weighted average number of ordinary shares used in calculating basic earnings/ (loss) per share:	**218,034,635**	161,304,498
Effect of dilutive securities		
Share options*	**-**	-
Adjusted weighted average number of ordinary shares used in calculating diluted earnings/ (loss) per share	**218,034,635**	161,304,498
Basic and Diluted loss per share (cents per share)	**0.43 cents**	1.24 cents

*Non-dilutive securities

As at balance date, 11,000,000 unlisted options (30 June 2014: 19,500,000) which represent potential ordinary shares were not dilutive as they would decrease the loss per share.

22. NOTES TO THE STATEMENT OF CASH FLOWS

(a) Cash and Cash Equivalents

	2015 $	2014 $
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the balance sheet as follows:		
Cash on hand	**5,551**	200
Cash at bank	**137,344**	16,840
Deposits at call	**21,005**	188,875
	163,900	205,915

(b) Reconciliation of the loss from ordinary activities after income tax to the net cash flows used in operating activities

	2015	2014
Loss from ordinary activities after income tax	**(952,341)**	(2,004,349)
Non-cash items:		
Depreciation	**8,296**	5,235
Exploration written-off	**467,149**	1,432,418
Exchange Movement	**(2,431)**	
Expense of share-based payments	**-**	70,316
Change in operating assets and liabilities:		
Decrease (Increase) in prepayments	**13,517**	1,342
Decrease (Increase) in receivables	**(93,398)**	721
Increase in trade creditors and accruals	**34,112**	(15,422)
Increase in employee entitlements	**3,666**	(12,253)
Net cash outflows used in operating activities	**521,430**	521,992

(c) Stand-By Credit Facilities

As at 30 June 2015 the Consolidated Entity has a business credit card facility available totalling $20,000 of which $5,080 (2014 - $501) was utilised.

(d) Non Cash Financing and Investing Activities

There were an amount of 22,500,000 new fully paid ordinary shares and 60,000,000 Performance Shares issued to purchase the interest in PacMoz LdA at a deemed value of $405,000 (refer Note 14).

23. FINANCIAL INSTRUMENTS

The Consolidated Entity's activities expose it to a variety of financial risks and market risks. The Consolidated Entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Consolidated Entity.

(a) Interest Rate Risk

The Consolidated Entity’s exposure to interest rate risk, which is the risk that a financial instrument’s value will fluctuate as a result of changes in market, interest rates and the effective weighted average interest rates on those financial assets, is as follows:

2015

	Note	Weighted Average Effective Interest	Funds Available at a Floating Interest Rate	Fixed Interest Rate	Assets/ (Liabilities) Non Interest Bearing	Total
		%	$	$	$	$
Financial Assets						
Cash and cash equivalents	22(a)	2.0%	21,005	137,344	5,551	163,900
Other receivables	6	-	-	-	252,154	252,154
Total Financial Assets			21,005	137,344	257,705	416,054
Financial Liabilities						
Payables	11	-	-	-	(473,029)	(473,029)
Total Financial Liabilities			-	-	(473,029)	(473,029)
Net Financial Assets			21,005	137,344	(215,324)	(56,975)

2014

	Note	Weighted Average Effective Interest	Funds Available at a Floating Interest Rate	Fixed Interest Rate	Assets/ (Liabilities) Non Interest Bearing	Total
Financial Assets						
Cash and cash equivalents	22(a)	2.41%	153,475	41,550	10,890	205,915
Other receivables	6	-	-	-	2,220	2,220
Total Financial Assets			153,475	41,550	13,110	208,135
Financial Liabilities						
Payables	11	-	-	-	(32,521)	(32,521)
Total Financial Liabilities			-	-	(32,521)	(32,521)
Net Financial Assets			153,475	41,550	(19,411)	175,614

(b) Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date, is the carrying amount, net of any provisions for doubtful debts, as disclosed in the balance sheet and in the notes to the financial statements.

The Consolidated Entity does not have any material credit risk exposure to any single debtor or group of debtors, under financial instruments entered into by it.

23. FINANCIAL INSTRUMENTS (Continued)

(c) Commodity Price Risk and Liquidity Risk

At the present state of the Consolidated Entity's operations it has minimal commodity price risk and limited liquidity risk due to the level of payables and cash reserves held. The Consolidated Entity's objective is to maintain a balance between continuity of exploration funding and flexibility through the use of available cash reserves.

(d) Net Fair Values

For assets and other liabilities, the net fair value approximates their carrying value. No financial assets and financial liabilities are readily traded on organised markets in standardised form. The Consolidated Entity has no financial assets where the carrying amount exceeds net fair values at balance date.

The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the statement of financial position and in the notes to the financial statements.

24. EMPLOYEE ENTITLEMENTS AND SUPERANNUATION COMMITMENTS

Employee Entitlements

The aggregate employee entitlement liability is disclosed in Note 13.

Directors, Officers, Employees and Other Permitted Persons Option Plan

Details of the Consolidated Entity's Directors, Officers, Employees and Other Permitted Persons Option Plan are disclosed in Note 17.

Superannuation Commitments

The Consolidated Entity contributes to individual employee accumulation superannuation plans at the statutory rate of the employees' wages and salaries, in accordance with statutory requirements, to provide benefits to employees on retirement, death or disability.

Accordingly no actuarial assessments of the plans are required.

Funds are available for the purposes of the plans to satisfy all benefits that would have been vested under the plans in the event of:

- termination of the plans;
- voluntary termination by all employees of their employment; and
- compulsory termination by the employer of the employment of each employee.

During the year employer contributions (including salary sacrifice amounts) to superannuation plans totaled $17,719 (2014: $28,383).

25. CONTINGENT LIABILITIES

There were no material contingent liabilities not provided for in the financial statements of the Consolidated Entity as at 30 June 2015 other than:

Native Title and Aboriginal Heritage

Native title claims have been made with respect to areas which include tenements in which the Consolidated Entity has an interest. The Consolidated Entity is unable to determine the prospects for success or otherwise of the claims and, in any event, whether or not and to what extent the claims may significantly affect the Consolidated Entity or its projects. Agreement is being or has been reached with various native title claimants in relation to Aboriginal Heritage issues regarding certain areas in which the Consolidated Entity has an interest.

PacMoz loans from Vendors

As part of the purchase of a 60% interest in PacMoz LdA, an amount of $200,000 of vendor loans which were created against internally generated goodwill were reversed on consolidation. The Vendors of PacMoz have agreed in the purchase agreement to writeoff the loans upon completion of the transaction including the exercise of the option to purchase the balance of 40% of PacMoz and the conversion of the Performance Shares by the end of two years. The loans will not be called in PacMoz Lda during this time and no interest is payable. In the event that the option is not exercised the board believes that it will be due to the expected growth of PacMoz not being achieved and in this event it is unlikely that the investment in PacMoz will be maintained, and the group will never be liable for the loans.

26. EVENTS SUBSEQUENT TO BALANCE DATE

There has not arisen since the end of the financial year any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Consolidated Entity to affect substantially the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial years except for as follows:

- Completion of an entitlements issue of 59.8 million shares at 1.2 cents per share during August 2015 to raise $717,000 (before costs).

27. PARENT COMPANY

(a) Financial Position

As at 30 June 2015

	2015 $	2014 $
Assets		
Total current assets	**87,116**	219,220
Total non-current assets	**1,005,523**	909,225
Total Assets	**1,142,369**	1,128,445
Liabilities		
Total current liabilities	**186,290**	33,003
Total non-current liabilities	**-**	-
Total Liabilities	**186,290**	33,003
Net Assets	**956,079**	1,095,442
Equity		
Issued capital	**15,933,641**	15,085,096
Reserves	**656,956**	656,956
Accumulated losses	**(15,634,517)**	(14,646,610)
Total Equity	**956,079**	1,095,442
Loss for the year	**987,908**	2,030,163
Other comprehensive income	**-**	-
Total comprehensive loss for the year	**987,908**	2,030,163

(b) Guarantees entered into by the Parent

Rubicon Resources Limited has not entered into a deed of cross guarantee with its wholly-owned subsidiary.

(c) Contingent liabilities of the Parent

Rubicon Resources Limited had no contingent liabilities at 30 June 2015 (2014 - Nil).

(d) Capital commitment of the Parent

Rubicon Resources Limited’s capital commitments are disclosed in Note 19.

28. INTERESTS IN JOINT VENTURES

Interests in Joint Ventures

Rubicon has the following Joint Venture Interests:

Peters Dam Joint Venture (Silver Lake Resources Limited ("Silver Lake") 69%, Rubicon diluting)

The Peters Dam Joint Venture comprises approximately 200km^2 of Rubicon tenements in the southern Yindarlgooda project. Silver Lake has earned an initial 51% by spending $1.5m. Silver Lake manages the joint venture and is currently sole funding it with Rubicon being diluted. Rubicon can elect to contribute to the exploration program at six monthly intervals (one off right) to maintain its interest.

Queen Lapage Joint Venture (Silver Lake Resources Limited ("Silver Lake") 60%, Rubicon diluting)

The Queen Lapage Joint Venture comprises approximately 100km^2 of Rubicon tenements in the northern Yindarlgooda project. Silver Lake has earned an initial 51% by spending $1.0m. Silver Lake manages the joint venture and is currently sole funding it with Rubicon being diluted.

Mt McLeay Joint Venture Agreement (Brimstone Resources Limited 61%)

The Mt McLeay Project covers Rubicon tenements to the northwest of the Rocky Dam Yindarlgooda tenements. Brimstone has earned an initial 51% by spending $300,000. Brimstone manages and sole funds the joint venture.

In July 2015 Brimstone agreed to purchase Rubicon's Joint Venture equity for a cash consideration of $100,000, subject to a final decision following initial exploration work. A non refundable deposit of $25,000 was received during August 2015, and the balance of $75,000 is payable prior to 31 December 2015 if the transaction proceeds. Brimstone will manage the tenements until the cash payment has been paid.

The joint ventures are not separate legal entities. They are contractual arrangements between the participants under the signed JV agreements.

The joint ventures do not hold any assets and accordingly the Consolidated Entity's share of exploration, evaluation and development expenditure is accounted for in accordance with the policy set out in note 1.

There are no capital commitments or contingent liabilities associated with any of the Consolidated Entity's Joint Venture arrangements.

DIRECTORS' DECLARATION

In the opinion of the Directors of Rubicon Resources Limited ("the Consolidated Entity"):

(a) the financial statements and notes, set out on pages 11 to 32, are in accordance with the *Corporations Act 2001*, including:

(i) complying with Accounting Standards in Australia and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

(ii) giving a true and fair view of the financial position of the Consolidated Entity as at 30 June 2015 and of its performance, as represented by the results of its operations, for the financial year ended on that date.

(b) there are reasonable grounds to believe that Rubicon Resources Limited will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Managing Director and the Company Secretary for the financial year ended 30 June 2015.

This declaration is made in accordance with a resolution of the Directors.

Signed at Perth this 30th day of September 2015.

Ian Macpherson
Executive Chairman