



ASX Announcement

10 June 2014

CAPITAL RAISING TO FUND EXPLORATION

Highlights

- **Share Placement of 17,000,000 shares at an average issue price of 1¢ to raise \$170,000**
- **Fully underwritten, 1:1 Non-Renounceable Rights Issue at 0.5¢ per to raise \$542,978**
- **Conversion of \$600,000 convertible note for 8,571,428 new shares**

Rubianna Resources Limited (**ASX:RRE**) ("**Rubianna**" or the "**Company**") is pleased to announce that it has received applications from professional and sophisticated investors for 17,000,000 new shares at an average issue price of 1 cent to raise \$170,000 (before costs) ("**Placement**").

Rubianna is also pleased to advise that a \$600,000 convertible note, exercisable at 7 cents per share, has been converted to ~8.6 million new shares, transferring a significant debt of the Company to equity.

In conjunction with the Placement, the Board is pleased to announce that it has resolved to undertake a fully underwritten, non-renounceable pro-rata offer to shareholders (including those participating in the Placement) of 1 new share for every 1 share held at the record date at an issue price of 0.5 cents per share ("**Rights Issue**").

The Rights Issue is only open to shareholders in Australia and New Zealand. Shares issued under the Placement and Rights Issue will rank equally with existing issued Shares. Shares not taken up by shareholders will be taken up by the underwriter (or sub-underwriters). The Company's existing options do not carry entitlements to participate in the Rights Issue. However, if option holders exercise their options and shares are issued on or before the record date, these Shares will carry entitlements to participate in the Rights Issue.

Details on the proposed use of funds raised under the placement and Rights Issue is set out in the prospectus accompanying this announcement. The key dates for the Rights Issue are as follows:

Event	Date*
ANNOUNCEMENT OF ENTITLEMENT OFFER AND LODGMENT OF APPENDIX 3B AND SECTION 708AA(2)(F) NOTICE WITH ASX	10 June 2014
LODGE OFFER DOCUMENT WITH ASX - Prior to trading commencing	10 June 2014
"EX DATE"	12 June 2014
RECORD DATE - The Company determines eligible shareholders	16 June 2014
DESPATCH OF OFFER DOCUMENT - Offer Document sent to all eligible shareholders	19 June 2014
CLOSING DATE - The date on which the Entitlement Offer closes. Applications must be received by 5:00 pm (WST).	30 June 2014
SECURITIES QUOTED ON A DEFERRED SETTLEMENT BASIS	1 July 2014
NOTIFICATION OF SHORTFALL TO ASX	3 July 2014
ISSUE DATE - The date upon which the Shares are issued.	7 July 2014
DESPATCH DATE - The date on which holding statements are sent to shareholders that have taken up their entitlement of New Shares.	7 July 2014
SHARE TRADING DATE - The date upon which New Shares commence trading on the ASX.	8 July 2014

These dates are indicative only. The Directors reserve the right to vary the key dates without prior notice, subject to the Listing Rules.

An Appendix 3B applying for quotation of 108,595,605 Shares to be issued under the Rights Issue, and a Cleansing Notice are attached.

For further information please contact:

Dr Steve Batty
Managing Director, Rubianna Resources Limited

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Rubianna Resources Limited

ABN

139 546 428

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 108,595,605 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid Ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes
5	Issue price or consideration	Pursuant to a rights issue as per ASX announcement on 10 June 2014.
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"> - Review of new projects - Ongoing review, evaluation and exploration programs on existing projects - Working Capital - Costs of Offer
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2013
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil

⁺ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil.
6f	Number of securities issued under an exception in rule 7.2	108,595,605
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	n/a
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Issue capacity under Rule 7.1: 1,289,340 Issue capacity under Rule 7.1A: 859,560
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	7 July 2014
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number
		+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	217,191,210
		Ordinary Shares
		Number
		+Class
		800,000
		Unlisted Options exercisable at \$0.10 each and expiring 30 June 2014
		500,000
		Unlisted Options exercisable at \$0.20 each and expiring 30 November 2014
		22,750,000
		Unlisted Options exercisable at \$0.075 each and expiring 30 November 2018

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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|----|--|-----|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | n/a |
|----|--|-----|

Part 2 – Pro rata issue

- | | | |
|----|---|---|
| 11 | Is security holder approval required? | No |
| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable |
| 13 | Ratio in which the ⁺ securities will be offered | 1:1 |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | Fully paid ordinary shares |
| 15 | ⁺ Record date to determine entitlements | 16 June 2014 |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Yes |
| 17 | Policy for deciding entitlements in relation to fractions | N/A as the entitlements offer is on a 1:1 basis. |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.</small> | All countries other than Australia and New Zealand. |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☐ Securities described in Part 1
- (b) ☐ All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)
Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

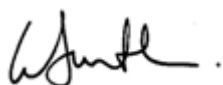
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 10/06//2014
(Company Secretary)

Print name: Graeme Smith

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	80,024,177
Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	8,571,428
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	88,595,605

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	13,289,340
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	12,000,000
“C”	12,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	13,289,340
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	12,000,000
Total [“A” x 0.15] – “C”	1,289,340 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	88,595,605
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	8,859,560
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	8,000,000
“E”	8,000,000

+ See chapter 19 for defined terms.

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	8,859,560
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	8,000,000
Total [“A” x 0.10] – “E”	859,560 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



10 June 2014

Company Announcements Office
ASX Limited

ISSUE OF RUBIANNA RESOURCES LIMITED SHARES – NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH) (“the Act”)

On 10 June 2014, Rubianna Resources Limited ("**Company**") announced its intention to issue 108,595,605 fully paid ordinary shares ("**New Shares**") via a non renounceable rights issue to eligible Shareholders to raise approximately \$542,978 before costs ("**Rights Issue**").

The Rights Issue is fully underwritten.

This notice is given by the Company under section 708AA(2)(f) of the Act as modified by the Australian Securities and Investments Commission Class Order 08/35 (**CO 08/35**).

The Company advises that:

- (a) The New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at the date of this notice, there is no “excluded information” within the meaning of sections 708AA(8) and 708AA(9) of the Act which is required to be disclosed under section 708AA(7)(d) of the Act; and
- (d) the potential effect that the issue of the New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and the take up of the New Shares in the Rights Issue. However, given the structure of the Rights Issue as a pro-rata issue, the potential effect that the issue of the New Shares will have on the control of the Company is as follows:
 - (i) if all eligible shareholders take up their entitlement for the New Shares under the Rights Issue, the offer will have no effect on the control of the Company;
 - (ii) to the extent that any eligible shareholder does not take up their entitlement for the New Shares under the Rights Issue, that eligible shareholder’s percentage holdings in the Company will be diluted by those other eligible shareholders who take up some or all of their entitlement; and
 - (iii) although the issue of the New Shares which are not taken up by eligible shareholders under the Rights Issue will increase the voting power of the Underwriters, the Underwriters will not acquire more than 19.9% of the voting power in the Company.

Yours faithfully,

Graeme Smith
Company Secretary