17 November 2014

The Manager
Company Announcements Office
Australian Stock Exchange
Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Electronic Lodgment

Dear Sir or Madam

Rubik Financial Limited – Appendix 3B
Further Detail Regarding Issuance of Loan Funded Shares

Please find attached an Appendix 3B in respect of shares in Rubik Financial Ltd (**RFL**) that have been issued pre-open this morning.

As set out in the Directors' Report included in the company's 2014 Annual Report, on 27 August 2014 the Board resolved to replace the share options being issued as long term incentives to members of the company's Group Leadership Team (**GLT**) with loan funded shares.

The Board is pleased to announce that these arrangements have now been finalised and agreed with members of the RFL group leadership team. As such, relevant agreements have now been executed and the shares issued in line with those agreements.

As noted in the 2014 Annual Report, the terms of the new loan funded share arrangements can be summarised as follows:

1. the company provides each eligible executive, or their nominee, ('the executive') with a loan to purchase an agreed number of Rubik shares at current market value;
2. the loan provided is limited recourse, such that the executive has the option to either repay the loan or return the shares at the loan repayment date, and interest is payable on the loan at the Board's discretion;
3. any dividends declared by Rubik during the life of the loan will be applied against the outstanding balance of the loan rather than being paid in cash to the executive, with an offsetting interest charge rate;
4. certain vesting conditions apply to each executive's shares, being both time based and share price hurdle related, and (where applicable) these have been set so as to mirror the economics of any previous options agreement; and
5. prior to the shares becoming unencumbered, the executive is required to make a 'release payment', to bring the total amount paid per share up to the share price vesting hurdle.

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The Board notes that variations of this type of plan are broadly used by companies listed on the ASX, although the 'release payment' requirement is considered an additional shareholder protection not normally seen in other loan funded share plans.

A summary of the loan funded shares issued today to each member of the GLT is set out below.

CEO LTI Package *	**No of loan funded shares issued**	**Purchase price and vesting hurdle (per share) ****	**Vesting Date**
Tranche 1	1,500,000	$0.345	12 Feb 2015
Tranche 2	1,500,000	$0.35	12 Feb 2016
Tranche 3	1,500,000	$0.40	12 Feb 2017
Tranche 4	1,500,000	$0.45	12 Feb 2017
Tranche 5	4,000,000	$0.55	12 Feb 2017

CFO LTI Package *	**No of loan funded shares issued**	**Purchase price and vesting hurdle (per share) ****	**Vesting Date**
Tranche 1	500,000	$0.52	10 Jun 2015
Tranche 2	500,000	$0.55	10 Jun 2016
Tranche 3	500,000	$0.60	10 Jun 2017
Tranche 4	500,000	$0.70	10 Jun 2017
Tranche 5	500,000	$0.80	10 Jun 2017

COO LTI Package	**No of loan funded shares issued**	**Purchase price and vesting hurdle (per share) ****	**Vesting Date**
Tranche 1	600,000	$0.60	1 Sept 2017
Tranche 2	600,000	$0.70	1 Sept 2017
Tranche 3	600,000	$0.80	1 Sept 2017

MD – Banking LTI Package	**No of loan funded shares issued**	**Purchase price and vesting hurdle (per share) ****	**Vesting Date**
Tranche 1	850,000	$0.60	1 July 2017
Tranche 2	850,000	$0.65	1 July 2017
Tranche 3	850,000	$0.80	1 July 2017

MD – Wealth LTI Package	No of loan funded shares issued	Purchase price and vesting hurdle (per share) **	Vesting Date
Tranche 1	600,000	$0.40	20 Oct 2017
Tranche 2	600,000	$0.50	20 Oct 2017
Tranche 3	600,000	$0.60	20 Oct 2017

* In relation to the CEO and the CFO, these loan funded shares replace previously agreed options arrangements and have been structured to ensure that the economics of the loan funded shares equal those of the replaced option agreements. Under both the previous option agreement and the new loan funded share arrangements, the vesting dates and hurdles are unchanged.

** Under the loan funded share plan, the executive pays market price on the initial purchase of the shares, plus a further 'release payment' to bring the total amount paid per share up to the vesting hurdle. The initial purchase price paid for the above shares was $0.245 per share, as set out in the attached Appendix 3B. The release payment must be paid before disposal restrictions are lifted from the shares.

Note that all tranches include a vesting condition requiring the 30 day VWAP prior to the relevant vesting date to be greater than the ultimate purchase price of the shares in that tranche.

Yours sincerely,

Darius Coveney
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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, 04/03/13

Name of entity

Rubik Financial Limited (**Rubik**)

ABN

51 071 707 232

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	18,650,000

3	Principal terms of the +securities (e.g. 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, subject to various vesting conditions, including as to time, future share prices and the payment of future release payments to the company. Shares vest based on the following vesting prices (per share), measured as the 30 day VWAP up to the vesting date: 1,500,000 \$0.345 1,500,000 \$0.350 2,100,000 \$0.400 1,500,000 \$0.450 600,000 \$0.500 500,000 \$0.520 4,500,000 \$0.550 2,550,000 \$0.600 850,000 \$0.650 1,100,000 \$0.700 1,950,000 \$0.800 Further detail is provided in the ASX release accompanying this Appendix 3B. Shares will be subject to a holding lock until such time as the share vesting conditions are met.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • 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 - rank pari passu with existing ordinary shares
5	Issue price or consideration	\$0.245 per share, being the closing price on Friday 14th November 2014.

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares are being issued to Group Leadership Team members as a retention and shareholder alignment mechanism. These shares relate to the GLT Loan Funded Share arrangements, as set out in more detail in the company's 2014 Annual Report. Note that options previously agreed to be issued to members of the GLT have been cancelled on issuance of the above shares.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
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	N/A
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	17 November 2014

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	359,899,914	Fully paid ordinary shares

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	750,000 1,000,000	Unlisted options exercisable at 16.2 cents each with expiry date of 12 April 2015 Unlisted options exercisable at 17.4 cents each with expiry date of 12 April 2016

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing fully paid ordinary shares

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A

+ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements *in full* through a broker?	N/A
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

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

Entities that have ticked box 34(a)

+ See chapter 19 for defined terms.

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

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A
39	+Class of +securities for which quotation is sought	N/A
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • 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	N/A
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	N/A	N/A

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 is not available now, we 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: 17 NOV 2014.
(~~Director~~/Company secretary)

Print name: DARIUS COVENEY

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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 Amended 04/03/13

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 the +issue date or date of agreement to issue	261,263,035
Add the following: • 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:* • *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*	79,736,879
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	340,999,914

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	51,149,987
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 *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *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*	250,000 issued 21 Oct 2014 on exercise of options under Rubik employee security plan. 18,650,000 issued 17 November 2014 (as set out in this Appendix 3B).
"C"	**18,900,000**
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	51,149,987
Subtract "C" *Note: number must be same as shown in Step 3*	18,900,000
Total ["A" x 0.15] – "C"	32,249,987 *[Note: this is the remaining placement capacity under rule 7.1]*

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	
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:* • *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*	
"E"	

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	
Subtract "E" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.10] – "E"	*Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.