



14 April 2015

Dear Shareholder

Rubianna Resources Limited Fully Underwritten Non-Renounceable Entitlement Offer

On 14 April 2015, Rubianna Resources Limited (**Company**) announced that the Company will be conducting a fully underwritten pro-rata non-renounceable entitlement offer to shareholders of 96,529,426 new shares on the basis of 4 new shares for every 9 shares held at the record date at \$0.01 each (**New Shares**) to raise approximately \$965,294 (before costs) (**Entitlement Offer**).

The Entitlement Offer is being made pursuant to an offer document without disclosure in accordance with section 708AA of the Corporations Act, as modified by ASIC Class Order 08/35 (**Offer Document**). The Offer Document will be lodged with the ASX on 14 April 2015 and contains further information about how to take up your entitlement under the Entitlement Offer. The Offer Document will be available on the ASX website and be will be mailed to Shareholders after the Record Date.

Indicative Timetable

Announcement of Entitlement Offer and Lodgment of Appendix 3B and Section 708AA(2)(f) Notice with ASX	14 April 2015
Lodge Offer Document with ASX (Prior to trading commencing)	14 April 2015
Notice to Security Holders	15 April 2015
“Ex Date”	17 April 2015
Record Date The Company determines eligible shareholders	21 April 2015
Despatch of Offer Document Offer Document sent to all eligible shareholders.	24 April 2015
Closing Date The date on which the Entitlement Offer closes. Applications must be received by 5:00 pm (WST).	11 May 2015
Securities quoted on a Deferred Settlement Basis	12 May 2015
Notification of shortfall to ASX	14 May 2015
Issue Date The date upon which the Shares are issued.	18 May 2015
Despatch Date	19 May 2015

The date on which holding statements are sent to shareholders that have taken up their entitlement of New Shares.	
Share Trading Date The date upon which New Shares commence trading on a normal settlement basis on the ASX.	19 May 2015

The dates are indicative only and the Company reserves the right to vary them in consultation with the Underwriter and in accordance with the requirements of the ASX Listing Rules.

Use of Funds from Entitlement Offer

As announced to ASX on 8 April 2015, the Company has entered into an Option Agreement (**zipMoney Option**) to acquire 100% of the issued share capital of zipMoney Holdings Pty Ltd and subsidiaries (**zipMoney**). Of the funds to be raised pursuant to this Offer, \$650,000 will be loaned to zipMoney upon exercise of the zipMoney Option to fund zipMoney's general working capital requirements and business operations. A formal loan facility agreement and general security agreement (ranking behind zipMoney's other secured lenders) will be entered into documenting and securing the loan. The balance of funds raised pursuant to this Offer will fund the Company's due diligence exercise for, and costs associated with, implementing the zipMoney transaction, together with the costs of the Offer.

In the event that the zipMoney Option is not exercised, the loan facility will not be provided to zipMoney and the funds raised will be utilized for the Company's general working capital requirements, exploration costs associated with the Ruby Wells project and review of alternative projects for the Company.

The summary table setting out the intended utilization of funds raised from the Offer is set out in Section 3.2 of the Offer Document.

Overseas Shareholders

The Company is of the view that it is unreasonable to make the Entitlement Offer to shareholders outside of Australia and New Zealand having regard to:

- The number of shareholders registered outside of Australia and New Zealand;
- The number and value of the New Shares that would be offered to Shareholders registered outside of Australia and New Zealand; and
- The cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required to offer the New Shares to Shareholders registered outside of Australia and New Zealand.

For further information relating to the Entitlement Offer, please contact the Company Secretary on (08) 9388 8290.

Yours faithfully



Ian Hobson
Company Secretary



14 April 2015

Dear Option-holder

Rubianna Resources Limited Fully Underwritten Non-Renounceable Entitlement Offer

On 14 April 2015, Rubianna Resources Limited (**Company**) announced that the Company will be conducting a fully underwritten pro-rata non-renounceable entitlement offer to shareholders of 96,529,426 new shares on the basis of 4 new shares for every 9 shares held at the record date at \$0.01 each (**New Shares**) to raise approximately \$965,294 (before costs) (**Entitlement Offer**).

Overseas Shareholders

The Entitlement Offer has not been made available to shareholders outside of Australia and New Zealand. Therefore an option holder who is resident outside of Australia or New Zealand will not be able to participate in the Entitlement Offer upon exercise of their options.

Exercise of Options

Under the terms of the options you currently hold, there is no entitlement to participate in the Entitlement Offer unless you exercise your options and are entered onto the register as a shareholder on or before 5.00 pm (WST) on the Record Date, being 21 April 2015.

To exercise your options and participate in the Entitlement Offer (in respect of your options) you will need to deliver to the Company Secretary the following:

1. completed application form to exercise options specifying the number of options to be exercised (**Option Exercise Notice**);
2. your option certificate covering that number of options; and
3. payment for the exercise price for those options by way of a cheque made payable to "**Rubianna Resources Limited**".

Each Share allotted as a result of the exercise of an option will rank equally with all other issued Shares of the Company.

Option Exercise Notices and payment for the exercise of the options must be received by no later than 5.00 p.m. (WST) on 20 April 2015.

If you do not wish to participate in the Entitlement Offer (in respect of your options), you do not need to take any action.

For further information relating to the Entitlement Offer and/or the exercise of the options you hold, please contact the Company Secretary on (08) 9388 8290.

Yours faithfully

Ian Hobson
Company Secretary