

11 September 2015

Zipmoney Limited (formerly Rubianna Resources Limited) (the “Company”)

The Company is pleased to confirm:

1. The conditions to the Offer have been satisfied.
2. Satisfaction of the conditions precedent and completion of the acquisition of Option Agreement between the Company, ZMH, the Vendors and zipMoney, including the issue of the following securities:
 - a. 55,000,000 fully paid ordinary shares and 75,000,000 Class A Performance Shares pursuant to the Vendor Offer described in the Prospectus;
 - b. 3,300,000 fully paid ordinary shares and 4,769,757 Class B Performance Shares pursuant to the Advisor Offer described in the Prospectus (“Advisor Offer”);
 - c. 20,000,000 Class C Performance Shares pursuant to the Strategic Partner Offer described in the Prospectus (“Strategic Partner Offer”).
3. The issue of 3,500,000 fully paid ordinary shares on conversion of the convertible loan notes (“Conversion Offer”).
4. There have been no material subsequent events to alter the Company’s consolidated statement of financial position as detailed in section 6 of the Prospectus.
5. There are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus.
6. The Company is in compliance with the listing rules and in particular listing rule 3.1.
7. In respect of the proposed issue of Performance Shares pursuant to the Vendor Offer, the Advisor Offer and the Strategic Partner Offer, confirmation that:
 - a. The Company will disclose the following in each annual report, annual audited accounts, half yearly report and quarterly cash flow report issued by the Company in respect of any period during which any of the Performance Shares remain on issue or were converted or cancelled:
 - i. The number of Performance Shares on issue during the relevant period.
 - ii. A summary of the terms and conditions of the Performance Shares, including without limitation the number of ordinary shares into which they are convertible and the milestones that have to be satisfied in order for the Performance Shares to be converted.
 - iii. Whether any of the Performance Shares were converted or cancelled during that period.
 - iv. Whether a milestone for the Performance Shares was met during that period.

- b. The Company will disclose the following in item 9 of each Appendix 3B lodged by the Company while any of the Performance Shares remain on issue:
 - i. The number of Performance Shares on issue at the time of lodgement of the Appendix 3B.
 - ii. The conversion ratio of the Performance Shares into ordinary shares upon achievement of a relevant milestone.



Ian Hobson
Director