

16 November 2015

Dear Optionholder

NON-RENOUCEABLE RIGHTS ISSUE – NOTIFICATION TO OPTIONHOLDERS

As announced on 12 November 2015, Rubicor Group Limited (ASX Code: RUB) (**Company**) is undertaking a one (1) for one (1) non-renounceable pro-rata rights issue offer (**Entitlement Offer**) of approximately 127,222,217 fully paid ordinary shares (**New Shares**) to raise approximately \$5,088,888 (before costs) (**Rights Issue**).

The price of the New Shares under the Entitlement Offer is 4 cents per New Share. The Company lodged the Information Booklet for the Entitlement Offer with the ASX on 13 November 2015.

The Entitlement Offer is not being underwritten.

The Company will apply the proceeds raised under the Entitlement Offer toward the execution of the strategic review specifically to assist the legacy creditor and commitment issues, completion of the Company's integrated technology platform which will improve operating performance and reduce costs and to provide working capital.

The Entitlement Offer is being made to all shareholders of the Company on its register of members at 7:00pm (AEDT) on Thursday, 19 November 2015 (**Record Date**), whose registered address is in Australia, New Zealand or Singapore.

New Shares will rank equally with all fully paid ordinary shares of the Company already on issue.

Assuming all entitlements are accepted, following completion of the Entitlement Offer, the Company will have issued approximately 127,222,217 New Shares resulting in total shares on issue of approximately 254,444,434.

Optionholders

The terms and conditions of the options you currently hold do not entitle you to participate in the Rights Issue unless you exercise your options in time for shares to be allotted to you and to be entered into the Company's register of members on before 7:00pm (AEDT) on the Record Date.

To exercise your options and thereby participate in the Rights Issue, you will need to contact the Company's share registry, Link Market Services Limited. Their contact details are:

Locked Bag A14
Sydney South NSW 1235
Australia
Telephone: +61 1800 111 281
Email: ess.operations@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

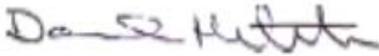
You will need to deliver the following to Link Market Services:

1. a notice of exercise of options (attached to this letter);
2. an option certificate or a copy of the holding statement in respect of those options you wish to exercise; and
3. payment for the exercise price in respect of those options you wish to exercise, by way of a cheque made payable to Rubicor Group Limited and marked "Not negotiable".

To ensure that your new shares are allocated prior to 7:00pm (AEDT) on the Record Date, the above must be received by 19 November 2015. If not received by this date, the allotment of new shares by the Record Date cannot be assured. Before deciding whether to exercise any or all of your options, you should read the Information Booklet in its entirety.

If you have any questions concerning the Rights Issue, or the action you are required to take to exercise your options, you should contact your financial advisor or the Company Secretary on +61 2 8061 0000.

Yours sincerely



Mr David Hutchison
Chief Executive Officer
Rubicor Group Limited



To: Rubicor Group Limited (“**Company**”)
Attention: The Company Secretary

NOTICE OF EXERCISE OF OPTIONS

I/We are the holder(s) of (*insert number*) issued options in respect of the Company (“**Options**”).

I/We hereby give notice that I/We wish to immediately exercise (*insert number*) of our Options.

Signed by the Optionholder(s):

Name:

Address:

.....

Dated this day of 2015