



ASX Announcement

14 April 2015

FULLY UNDERWRITTEN NON-RENOUCEABLE RIGHTS ISSUE

Rubianna Resources Limited (**ASX:RRE**) ("**Rubianna**" or the "**Company**") is pleased to announce a fully underwritten, non-renounceable pro-rata offer to shareholders of 4 new shares for every 9 shares held at the record date at an issue price of 1 cent per share ("**Rights Issue**").

The Rights Issue is only open to shareholders in Australia and New Zealand. Shares issued under the 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 Rights Issue is set out in the Offer Document following this announcement.

The key dates for the Rights Issue are as follows:

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

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 96,529,426 Shares to be issued under the Rights Issue, and a Cleansing Notice follow.

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 as detailed in Sections 3.2 and 5.1 of this Offer Document) 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.

For further information please contact:

Ian Hobson
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, 04/03/13

Name of entity

RUBIANNA RESOURCES LIMITED

ACN

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 | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 96,529,426 ordinary shares |
| 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 pursuant to a 4 for 9 non-renounceable pro rata rights issue pursuant to an offer document lodged with the ASX on 14 April 2015. |

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date 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 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.01 per share (rights issue)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Loan to zipMoney for working capital requirements and business operations, due diligence costs on zipMoney and costs of the Offer</p>
<p>6a 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>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>18 November 2014</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

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	96,529,426 fully paid ordinary shares (rights issue)	
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	7.1 = 32,578,681 7.1A = 21,719,121	
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.	18 May 2015 (rights issue)	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		313,720,636	Ordinary Shares
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		20,000,000	Unlisted Options exercisable at \$0.01 each and expiring 30 November 2018
		5,250,000	Unlisted Options exercisable at \$0.075 each and expiring 30 November 2018

Appendix 3B
New issue announcement

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company currently does not have a dividend policy
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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	4 shares offered for every 9 shares held at the record date.
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares.
15	⁺ Record date to determine entitlements	21 April 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Round up to nearest whole number.
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>	Shareholders whose registered address is not in Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	11 May 2015
20	Names of any underwriters	Active Blue Pty Ltd
21	Amount of any underwriting fee or commission	6% of gross proceeds
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	24 April 2015
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	20 April 2015
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 <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> 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	18 May 2015

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

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+ 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

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?

N/A

- 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

41	Reason for request for quotation now	N/A	
	Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another ⁺ security, clearly identify that other ⁺ security)		
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in clause 38)	Number	⁺ Class
		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: 14/11/2014
(Director/Company secretary)

Print name: Ian Hobson

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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	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 (9 June 2014 – note conversion) 108,595,605 (7 July 2014 Rights Issue) 500,000 (Meeting approval 11 August 2014) 2,500,000 (Meeting approval 11 August 2014) 17,000,000 (Meeting approval 11 August 2014)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	217,191,210

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	32,578,681
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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 <p>Note:</p> <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> 	
“C”	Nil
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>	32,578,681
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	32,578,681 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	217,191,210
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	21,719,121
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"> • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“E”	0

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>	21,719,121
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	21,719,121 <i>Note: this is the remaining placement capacity under rule 7.1A</i>



14 April 2015

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 14 April 2015, Rubianna Resources Limited ("**Company**") announced its intention to issue 96,529,426 fully paid ordinary shares ("**New Shares**") via a non renounceable rights issue to eligible Shareholders to raise approximately \$965,294 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,

Ian Hobson
Company Secretary