

RUBIANNA RESOURCES LIMITED
ACN 139 546 428

NOTICE OF GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
11 August 2014

Time of Meeting
10:00 am AWST

Place of Meeting
Liberty Executive Offices,
Level 14, 197 St Georges Terrace,
Perth 6000

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

RUBIANNA RESOURCES LIMITED
ACN 139 546 428
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Rubianna Resources Limited (**Company**) will be held at the Liberty Executive Offices, Level 14, 197 St Georges Terrace, Perth 6000 Perth, Western Australia on 11 August 2014 at 10:00am AWST for the purpose of transacting the following business.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Statement.

RESOLUTION 1 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 of the Listing Rules and for all other purposes, the Company approves and ratifies the allotment and issue of 500,000 Shares to Mr Andrew Gordon McCrae on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates, unless it is cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

RESOLUTION 2 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 of the Listing Rules and for all other purposes, the Company approves and ratifies the allotment and issue of 2,500,000 Shares to Blue Spec Mining Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates, unless it is cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

RESOLUTION 3 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 of the Listing Rules and for all other purposes, the Company approves and ratifies the allotment and issue of 17,000,000 Shares to persons who are not related parties of the Company, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates, unless it is cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

RESOLUTION 4 – APPROVAL OF ISSUE OF UNDERWRITER OPTIONS

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 of the Listing Rules and for all other purposes, the Company approves the allotment and issue of 20,000,000 Options to Active Blue Pty Ltd or its nominees on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue, a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their associates and any parties to the Underwriting Agreement unless it is cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

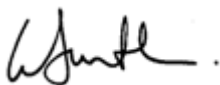
A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than [10:00am (AWST) on 9 August 2014:

by post to: Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne, Victoria, 3001

by facsimile to: Computershare Investor Services Pty Ltd, on 1800 783 447 (International: +61 8 9473 2555).

By order of the Board.



Graeme Smith
Company Secretary

Date: 11 July 2014

PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00pm AWST on 9 August 2014 will be entitled to attend and vote at the General Meeting.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the Shareholders of Rubianna Resources Limited ACN 139 546 428 (**Company**) in connection with the business to be conducted at the General Meeting of the Company to be held at the Liberty Executive Offices, Level 14, 197 St Georges Terrace, Perth 6000 Perth, Western Australia on 11 August 2014 at 10:00am AWST for the purpose of transacting the following business.

This Explanatory Statement should be read in conjunction with, and form part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

At the General Meeting, Shareholders will be asked to consider the following Resolutions:

- ratifying the issue of a total of 500,000 Shares to Andrew Gordon McCrae;
- ratifying the issue of 2,500,000 Shares to Blue Spec Mining Pty Ltd;
- ratifying the issue of 17,000,000 Shares;
- approving the issue of 20,000,000 Options to Active Blue Pty Ltd.

1 RESOLUTION 1 - RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

1.1 Background

The Company issued 500,000 Shares to Mr Andrew Gordon McCrae on 7 April 2014 at a deemed issue price of \$0.036 per Share under its 15% placement capacity and now seeks, pursuant to Resolution 1 of the Notice, to ratify the allotment and issue of those Shares.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval.

The Company proposes Resolution 1 to ratify a previous issue of Shares in accordance with ASX Listing Rule 7.4. The Company confirms that the issue and allotment of the Shares the subject of Resolution 1 did not breach ASX Listing Rule 7.1.

1.2 Listing Rule Requirements

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- 500,000 Shares were issued by the Company to Mr Andrew Gordon McCrae who is not a related party of the Company;
- the deemed issue price was \$0.036 per Share;
- no funds were received from the issue as the Shares were issued as consideration for the provision of 12 months of investor relations services by Mr Andrew Gordon McCrae;
- the Shares issued rank equally with existing fully paid ordinary Shares in the capital of the Company; and
- a voting exclusion statement is included in the Notice.

1.3 Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 1 as it will provide the Company with further flexibility should any issue of securities be considered desirable in the next 12 months.

2 RESOLUTION 2 - RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

2.1 Background

The Company issued 2,500,000 Shares to Blue Spec Mining Pty Ltd on 14 April 2014 at an issue price of \$0.05 per Share under its 15% placement capacity and now seeks, pursuant to Resolution 2 of the Notice, to ratify the allotment and issue of those Shares.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval.

The Company proposes Resolution 2 to ratify a previous issue of Shares in accordance with ASX Listing Rule 7.4. The Company confirms that the issue and allotment of the Shares the subject of Resolution 2 did not breach ASX Listing Rule 7.1.

2.2 Listing Rule Requirements

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- (a) 2,500,000 Shares were issued by the Company to Blue Spec Mining Pty Ltd who are not a related party of the Company;
- (b) the issue price was \$0.05 per Share;
- (c) the funds raised from the issue were used to fund the RC drilling program at the Company's Ruby Wells project;
- (d) the Shares issued rank equally with existing fully paid ordinary Shares in the capital of the Company; and
- (e) a voting exclusion statement is included in the Notice.

2.3 Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 2 as it will provide the Company with further flexibility should any issue of securities be considered desirable in the next 12 months.

3 RESOLUTION 3 - RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

3.1 Background

The Company issued 17,000,000 Shares on 9 June 2014 to persons who are not related parties of the Company. 9,000,000 of the Shares were issued at \$0.006 each under the Company's 15% placement capacity under Listing Rule 7.1 and the remaining 8,000,000 Shares were issued at \$0.015 per Share under the Company's further 10% placement capacity under Listing Rule 7.1A.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the respective thresholds set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares under its 15% capacity under Listing Rule 7.1 and its 10% capacity under Listing Rule 7.1A without requiring shareholder approval.

The Company proposes Resolution 3 to ratify a previous issue of Shares in accordance with ASX Listing Rule 7.4. The Company confirms that the issue and allotment of the Shares the subject of Resolution 3 did not breach ASX Listing Rule 7.1 or Listing Rule 7.1A.

3.2 Listing Rule Requirements

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- (a) A total of 17,000,000 Shares were issued by the Company to parties who are not related parties of the Company, all of whom were sophisticated investors for the purposes of section 708 of the Corporations Act;
- (b) 9,000,000 of the Shares were issued at \$0.006 per Share under the Company's Listing Rule 7.1 placement capacity and 8,000,000 of the Shares were issued at \$0.015 per Share under the Company's Listing Rule 7.1A placement capacity;
- (c) the \$170,000 raised from the issue was put towards the Company's working capital requirements;
- (d) the Shares issued rank equally with existing fully paid ordinary Shares in the capital of the Company; and
- (e) a voting exclusion statement is included in the Notice.

3.3 Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 3 as it will provide the Company with further flexibility should any issue of securities be considered desirable in the next 12 months.

The Board is not aware of any other information that would reasonably be required by the shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolution 3.

4 RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS

4.1 Background

On 10 June 2014, the Company announced it would undertake a fully underwritten, non-renounceable rights issue. Eligible shareholders were offered 1 new share for every 1 Share held on the record date at an issue price of \$0.005 per Share (**Rights Issue**).

The Company entered into an underwriting agreement with Active Blue Pty Ltd (**Underwriter**) to fully underwrite the Rights Issue. The fees payable to the Underwriter (or its nominees) are:

- 10% of the amount calculated by multiplying the total number of Shares to be issued under the Rights Issue (being 108,595,605 Shares) by the issue price (\$0.005), which is \$54,298 (excluding GST); and
- Subject to Shareholder approval, 20 million options exercisable at \$0.01 each and expiring on 30 November 2018 (**Underwriter Options**).

The Underwriter may, at its discretion, appoint a sub-underwriter to sub-underwrite any or all of the shortfall shares under the Rights Issue.

Pursuant to the Underwriting Agreement, the Underwriter may nominate sub-underwriters to receive a portion of the Underwriting Options, provided that they are not a related party of the Company.

Further information in relation to the Rights Issue are provided in the Offer Document dated 10 June 2014 which is available on the Company's website www.rubianna.com.au and the ASX website (ASX Code: RRE).

ASX Listing Rule 7.1 prohibits a company from issuing equity securities representing more than 15% of its issued capital in any 12 month period without the prior approval of its shareholders (subject to certain exceptions). Accordingly, Shareholder approval is being sought under Listing Rule 7.1 for the issue of 20,000,000 Underwriter Options.

4.2 Information required by Listing Rule 7.3

The following information is provided in accordance with Listing Rule 7.3:

- (a) the maximum number of securities that will be issued as part of the fee payable to the Underwriter or its nominated sub-underwriters is a total of 20,000,000 Underwriter Options;
- (b) it is proposed that the Underwriter Options will be issued as soon as possible following Shareholder approval but in any event, within 3 months from the date of the General Meeting (or such later date as approved by ASX);
- (c) the Underwriter Options will be issued for no consideration as part of the fees payable to the Underwriter pursuant to the Underwriting Agreement and therefore no funds will be raised from the issue;

- (d) the Underwriter Options will be issued to the Underwriter and/or sub-underwriters as per the Underwriting Agreement, none of whom are related parties of the Company;
- (e) the full terms and conditions relating to the Underwriter Options are included in Annexure A of this Notice;
- (f) it is not known whether the issue of the Underwriters Options will occur as a single allotment or will occur progressively. However, it would be likely that any issue of the Underwriter Options will occur as a single allotment and as soon as possible following Shareholder approval;
- (g) a voting exclusion statement is included in the Notice as required by Listing Rule 7.3.8 and 7.3.9; and
- (h) a summary of the Underwriting Agreement is provided in section 4.1 above.

4.3 Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 4 to enable the Company to meet its obligations under the Underwriting Agreement. If Shareholders approve this Resolution, the Company will retain the flexibility to issue further securities representing up to 15% of the Company's Share capital during the next 12 months.

Other Business

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

"ASX" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"Board" means the board of Directors;

"Company" means Rubianna Resources Limited ACN 139 546 428;

"Constitution" means the Company's constitution, as amended from time to time;

"Corporations Act" means Corporations Act 2001 (Cth);

"Director" means a director of the Company;

"Explanatory Statement" means the explanatory statement accompanying this Notice;

"Listing Rules" means the Listing Rules of the ASX;

"Meeting" has the meaning in the introductory paragraph of the Notice;

"Notice" means this Notice of general meeting;

"Proxy Form" means the proxy form attached to this Notice;

"Resolution" means a resolution contained in this Notice;

"Share" means a fully paid ordinary share in the capital of the Company;

"Shareholder" means the holder of a Share;

"Trading Day" means a day determined by ASX to be a trading day in accordance with the Listing Rules;

"Underwriter" means Active Blue Pty Ltd (ACN 166 874 942);

"Underwriting Agreement" means the underwriting agreement entered into between the Company and the Underwriter as described in section 4.1 of the Notice;

"Underwriter Options" means the options to be issued to the Underwriter (and upon election by the Underwriter, the sub-underwriters) pursuant to Resolution 4;

"WST" means Australian Western Standard Time.

Capitalised terms referred to in this Notice are defined in the Explanatory Statement.

Shareholders are referred to the Explanatory Statement for more information with respect to these matters to be considered at the Meeting.

ANNEXURE A

RUBIANNA RESOURCES LIMITED

Terms and Conditions of Underwriter Options

- a) Each Option entitles the holder to one ordinary fully paid share.
- b) The Options shall vest on issue (the Vesting Date)
- c) The Options shall expire at 5:00pm WST on 30 November 2018 (the Expiry Date).
- d) The Options shall be exercisable at any time from the Vesting Date, up to and including the Expiry Date by completing the Option Exercise Form and provide payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company.
- e) The Options are not transferable and application will not be made to the ASX for Official Quotation of the Options.
- f) The exercise price of the Options is \$0.01 per Option
- g) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- h) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - i. a written notice of exercise of Options specifying the number of Options being exercised; and
 - ii. a cheque or electronic funds transfer for the exercise price for the number of Options being exercised,
- i) All ordinary fully paid shares issued upon exercise of Options will rank pari passu in any respects with the Company's then issued ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of Options.
- j) There are no participating rights and entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising their Options. However, the Company will ensure that Optionholders will be allowed 7 business days notice to convert their Options to Shares to participate in an entitlement issue on the same basis as ordinary shareholders.
- k) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules.
- l) Adjustment for bonus issues of Shares
If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):
 - i. the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
 - ii. no change will be made to the exercise price.
- m) Adjustment for rights issue
If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the exercise price of an Option will be reduced according to the following formula:
$$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N + 1}$$
 - O = the old Exercise Price of the Option.
 - E = the number of underlying Shares into which one Option is exercisable.
 - P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
 - S = the subscription price of a Share under the pro rata issue.
 - D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
 - N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

Rubianna Resources Limited

ABN 50 139 546 428

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 RRE

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 10:00am (AWST) on Saturday, 9 August 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View or update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Rubianna Resources Limited hereby appoint



the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Rubianna Resources Limited to be held at the Liberty Executive Offices, Level 14, 197 St Georges Terrace, Perth, Western Australia on Monday 11 August 2014 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of allotment & issue of shares to Mr Andrew Gordon McCrae	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of allotment & issue of shares to Blue Spec Mining Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of allotment & issue of shares to Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Underwriter Options to Active Blue Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

RRE

999999A

Computershare +