

2 December 2014

Ms Sandra Wutete  
Senior Advisor, Listings Compliance (Perth)  
Level 40 Central Park  
152-158 St Georges Terrace  
Perth WA 6000

Dear Sandra

**Rubicon Resources Limited Late lodgement of Appendix 3Y  
Change of Director's Interest Notice**

We refer to your letter of 2 December 2014 in relation to the late lodgement of Director's Interest Notice. We respond to your questions as follows:

1. The reason the Appendix 3Y was lodged late was due to an administrative oversight when the unlisted options lapsed;
2. The Company has in place the necessary procedures and checks to ensure that such director disclosures to the ASX, including Appendix 3Y's, are completed and lodged within the time period allowed by listing rule 3.19A; and
3. The Company's Executive Chairman and Company Secretary have reviewed the procedures in place to ensure that changes in director's interest's are reported to the market in a timely manner and have further reminded all directors of their obligations to comply with those procedures to ensure compliance with listing rule 3.19B.

Rubicon Resources Limited takes its continuous disclosure obligations seriously and is continually reviewing its administrative systems to ensure it meets those obligations.

Yours sincerely



RS Middlemas  
Company Secretary

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2 December 2014

Mr Sam Middlemas  
Company Secretary  
Rubicon Resources Limited  
Level 2, 91 Havelock Street  
WEST PERTH WA 6005

By email: [smiddlemas@westnet.com.au](mailto:smiddlemas@westnet.com.au)

Dear Sam

**Rubicon Resources Limited (the "Company")**

We refer to the following:

1. The Company's announcement lodged with ASX Ltd ("ASX") on 19 November 2014 regarding the change of director's interest notices for Mr Ian Keith Macpherson, Mr Ian James Buchhorn and Mr Peter Charles Eaton ("Appendices 3Y").
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times:*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

*The entity must complete an Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete an Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete an Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*

3. Listing rule 3.19B which states as follows.

*An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.*

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendices 3Y indicate changes in Messrs Macpherson, Buchhorn and Eaton's notifiable interests occurred on 1 November 2014 the Appendices 3Y should have been lodged with the ASX by 10 November 2014. As the Appendices 3Y were lodged on 19 November 2014 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to **Sandra.Wutete@asx.com.au**. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than **3:00 pm WST on Friday, 5 November 2014**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

*[sent electronically without signature]*

Sandra Wutete  
**Senior Adviser, Listings Compliance (Perth)**

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