

THIS DOCUMENT IS IMPORTANT

If you do not understand it or are in any doubt about how to act, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.



ABN 38 115 857 988

NOTICE OF 2012 ANNUAL GENERAL MEETING

**A Meeting of Shareholders of Rubicon Resources Limited
will be held on Wednesday 28th November 2012
at Level 2, 91 Havelock Street, West Perth WA 6005
commencing at 1.30 p.m. (WST)**

If you are unable to attend the meeting, you may complete the form of proxy (enclosed) and return it to the Company as soon as possible and in any event so it is received by the Company Secretary at the place specified in the proxy form by 1.30 p.m. on 26th November 2012.

Shareholders are advised that they will only have received a copy of the Company's Annual Report if they responded positively to the request from the Share Registry. A copy of the Report is available on the Company's website at www.rubiconresources.com.au, or will be sent to shareholders without charge upon request.

RUBICON RESOURCES LIMITED

ACN 115 857 988

Level 2, 91 Havelock Street, West Perth, WA, 6005

Telephone : (08) 9214 7500

Facsimile : (08) 9214 7575

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2012 Annual General Meeting of the members of Rubicon Resources Limited ('Company') will be held at Level 2, 91 Havelock Street, West Perth, WA, 6005, on Wednesday 28th November 2012 commencing at 1.30 p.m. (WST).

ORDINARY BUSINESS

2012 Financial Statements

To receive and consider the financial statements of the Company for the year ended 30 June 2012, consisting of the Annual Financial Report, the Directors' Report and Auditor's Report.

Resolution 1 – Re-Election of Peter Eaton as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Peter Eaton having retired as a director of the Company pursuant to rule 7.3 of the Company's Constitution and, being eligible, having offered himself for re-election be appointed as a director of the Company."

Pursuant to the Company's Constitution, one third of the board (excluding the Managing Director) will retire at each Annual General Meeting and being eligible may offer themselves for re-election. As a consequence Mr Eaton is required to be re-elected at this Annual General Meeting.

Resolution 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report for the Financial Year ended 30 June 2012 be adopted"

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act 2001 (Cth). The Remuneration Report which details the company's policy on the remuneration of directors and senior executives is set out in the 2012 Annual Report.

The vote on the resolution is advisory only and does not bind the directors of the company.

VOTING EXCLUSION:

The Company will disregard any votes cast (in any capacity) on Resolution 2 by or on behalf of a member of the Key Management Personnel ("KMP") or a KMP's closely related party unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on a Proxy Form. Closely related party includes spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

General

To transact any other business as may be brought before the meeting in accordance with the Constitution of the Company, the Corporations Act 2001, or otherwise.

BY ORDER OF THE BOARD



Sam Middlemas
Company Secretary

Dated: 18 October 2012

PROXY FORM

The Company Secretary
Rubicon Resources Limited
Level 2, 91 Havelock St
WEST PERTH WA 6005

Facsimile: (08) 9214 7575

I/We (name of shareholder)

of (address)

being a member/members of Rubicon Resources Limited HEREBY APPOINT

(name)

or failing that person then the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the 2012 Annual General Meeting of the Company to be held at Level 2, 91 Havelock Street, West Perth, WA, 6005 on Wednesday 28th November 2012 at 1.30 p.m. (WST) and at any adjournment of the meeting.

Important for Resolution 2- If the Chair of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 2 as set out in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 2, the Chairman of the Meeting will not cast your votes on Resolution 2 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chair how to vote by either marking the boxes below (for example if you wish to vote for, against or abstain from voting) or by marking this box (in which case the Chair of the Meeting will vote in favour of Resolution 2).

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

☐ I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain*
Resolution 1 – Re-election of Mr P Eaton as a Director	☐	☐	☐
Resolution 2 – Adoption of Remuneration Report	☐	☐	☐

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

This Proxy is appointed to represent ____% of my voting right, or if 2 proxies are appointed Proxy 1 represents ____% and Proxy 2 represents ____% of my total votes.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

If the shareholder is an individual:

If the shareholder is a company:

Affix common seal (if Constitution requires)

Signature: _____ Director/Sole Director and Secretary: _____

Name: _____ Director/Secretary: _____

Dated: _____ 2012

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the Company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting **that is by 1.30 p.m. on 26th November 2012** by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in anyway that the proxy sees fit