

1 November 2010

## SHARE PURCHASE PLAN

Dear Fellow Shareholder

On 18 October 2010, the Directors of Rubicon Resources Limited ("Rubicon") announced a Share Purchase Plan ("SPP"). The SPP is available to all eligible shareholders who were registered shareholders on the share register on the record date, 15 October 2010.

Please find enclosed the SPP offer document and your personalised application form. Please read these documents carefully and seek advice from your investment or other professional adviser prior to any decision being made to apply for shares.

The SPP has been set to raise a maximum of \$1.0 million (before costs) through the issue of a maximum of 25 million new fully paid ordinary shares in Rubicon ("New Ordinary Shares") at 4 cents per share and complements the \$0.5m placement to new Chairman, Ian Macpherson, at the same price as also announced on 18 October 2010.

As there is a maximum of \$1.0 million of shares available under the SPP, dependent on applications, Directors reserve the right to close the SPP early. As a consequence, Shareholders are reminded to complete their applications and lodge their funds as early as possible. All applications above \$1.0 million will be scaled back at the discretion of the Directors. Each offer is made on the same terms and conditions.

Each shareholder eligible to participate in the SPP will be entitled to subscribe for New Ordinary Shares to the value of either \$15,000 (375,000 shares), \$10,000 (250,000 shares), \$5,000 (125,000 shares) or \$2,000 (50,000 shares) in the capital of the Company at a cost of 4 cents per share which is at a discount of approximately 13% from the volume weighted average closing price of Shares traded on the ASX over the last five days on which the stock traded up to and including 15<sup>th</sup> October 2010 (being the last day of trading before the SPP was announced).

### Use of Funds

Rubicon is a mineral exploration company, focused on gold and copper exploration in Western Australia. Rubicon controls some 5,600km<sup>2</sup> of prospective tenements in Western Australia. Rubicon's project portfolio consists of large contiguous areas within highly mineralised provinces. Rubicon's major project areas of activity are:

- The Celia project in the southern Laverton Tectonic Zone, where Rubicon has accumulated 1,300km<sup>2</sup> of tenure around existing gold operations and is actively exploring for gold and iron. Rubicon has recently completed first pass aircore drilling and follow up aircore drilling around gold anomalies defined at the Safari North prospect and at other high priority targets. Results are pending for this drilling.
- The Yindarlgooda gold and base metal project located east of Kalgoorlie where Rubicon has tenements in its own right and four separate joint venture agreements with Integra Mining Ltd, Dominion Mining Ltd, St Barbara Ltd and Empire Resources Ltd. Potential exploration expenditure of up to \$7.9 million may be expended by these funding parties.
- The Warburton project in the western Musgrave Province, where Rubicon is managing exploration for copper and nickel on behalf of a joint venture with major shareholder Vale S.A, where Vale is earning an initial 51% interest in the project through the contribution of \$3.0m exploration funding. Two major airborne EM surveys are in progress over the Jackie Junction and Caesar Hill prospect
- The Jeedamya Prospect at the Desdemona Project, where Rubicon has recently completed reverse circulation drilling of a volcanogenic massive sulphide (VMS) system. Results are pending for this drilling.

- Emerging interests in exploration for iron at Wyloo, iron-vanadium-PGMs at Errolls and uranium at Paddy Well. All of these tenements have been acquired through aggressive tenement monitoring activities.

Rubicon will apply the newly raised funds for the following::

- Ongoing exploration and drilling of first order targets on Rubicon's 100% owned projects.
- Continued acquisition of quality exploration tenure adjacent to existing Rubicon projects.
- Continued aggressive monitoring program for new tenement acquisitions in Western Australia, which has already resulted in the acquisition of new projects.
- Ongoing high commitment to monitoring and review of other projects/corporate opportunities in both Australia and in low-risk countries overseas aimed at acquiring high quality exploration or development projects.
- General working capital.

In addition to Rubicon's sole-funded project expenditure, the Company has entered into joint ventures in which the contributing parties have potential funding commitments of approximately \$11.0m on Rubicon tenements. As a capital management tool, Rubicon will continue to review alternate funding arrangements on its projects where appropriate.

#### **Issue Timetable**

Opening Date for receipt of Applications 1 November 2010

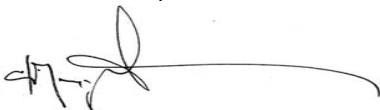
Closing Date for receipt of Applications 19 November 2010 (unless closed earlier at the Company's discretion)

Date of Issue of Shares approximately 26 November 2010

Anticipated Date of Quotation of Shares 28 November 2010

On behalf of the Board of Rubicon, I strongly recommend this offer to all of our loyal shareholders. As the newly appointed Chairman of Rubicon, I am excited by the future prospects for our company, both on our existing projects and on opportunities for new project acquisitions.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Ian Macpherson', followed by a long horizontal line.

Ian Macpherson

**Chairman**

## SHARE PURCHASE PLAN – OFFER DOCUMENT

<b>Share Purchase Plan (SPP)</b>	<p>The SPP provides eligible holders of shares in Rubicon Resources Limited (<b>Company</b>) with the opportunity to acquire up to 25,000,000 additional shares in the Company (<b>Shares</b>). As there is a maximum of \$1.00 million of Shares available under the SPP, dependent on applications, Directors reserve the right to close the SPP early. Shareholders are reminded to complete their applications and lodge their funds as early as possible to ensure participation. All applications above \$1.0 million will be scaled back at the discretion of the Directors.</p> <p>Each offer is made on the same terms and conditions.</p>
<b>Eligibility</b>	Registered holders of fully paid Shares at 5:00 pm (Perth time) on 15 October 2010 and having a registered address in either Australia or New Zealand are eligible to participate in the SPP ( <b>Eligible Shareholders</b> ).
<b>Issue Price</b>	The price per Share issued under the SPP will be 4.0 cents each. This price is approximately 13% lower than the volume weighted average closing market price of Shares over the last five days on which shares in the Company were traded up to and including 15 October 2010 (being the last day of trading before the SPP details were announced).
<b>Amount to invest</b>	<p>You may apply under one of the alternatives below:</p> <ul style="list-style-type: none"> <li>• 375,000 Shares at a total application price of \$15,000; or</li> <li>• 250,000 Shares at a total application price of \$10,000; or</li> <li>• 125,000 Shares at a total application price of \$5,000; or</li> <li>• 50,000 Shares at a total application price of \$2,000.</li> </ul>
<b>Indicative timetable*</b>	<p>*Subject to the <i>Corporations Act 2001</i> and the Listing Rules of ASX Limited, these dates may be varied by the directors without prior notice.</p> <p>Opening Date for receipt of Applications – 1 November 2010</p> <p>Closing Date for receipt of Applications – 19 November 2010 (unless closed earlier at the Company's discretion)</p> <p>Anticipated Date of Issue of Shares – 26 November 2010</p> <p>Anticipated Date of Quotation of Shares – 28 November 2010</p>
<b>How to apply</b>	If you wish to participate in the SPP you must complete the enclosed Application Form in accordance with the instructions on that Form and return it together with a cheque made payable to "Rubicon Resources Limited Share Offer" before the Closing Date. Alternatively, you can participate in the SPP using BPAY. Payment by BPAY must be received before the Closing Date (refer to the reverse of the enclosed Application Form for further details).
<b>Rights attached to Shares</b>	New Shares will rank equally with existing Shares on issue at the date of allotment.
<b>Transferring rights</b>	The offer is non-renounceable meaning rights to take up Shares cannot be transferred.
<b>What to do if you receive more than one Application Form</b>	If you receive more than one Application Form, or if you hold Shares in more than one capacity, for example, if you are both a sole and joint holder of Shares, the maximum number of Shares you may apply for under the SPP is 375,000.
<b>Other terms, conditions and important notices</b>	Other terms, conditions and important notices relating to the SPP appear on the following page and should be read in full before applying for Shares.

## SHARE PURCHASE PLAN – OFFER DOCUMENT

### OTHER IMPORTANT TERMS, CONDITIONS AND NOTICES

1. You should be aware that the market price of Shares may rise or fall before the Shares are allotted to you under the SPP; therefore, the issue price of Shares under the SPP may exceed or be less than the market price of Shares at the time of allotment to shareholders.

2. Shareholders will be bound by the constitution of the Company and these terms and conditions by accepting the offer to acquire Shares under the SPP.

3. The Company has a broad discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if: your Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid; the cheque or money order that you enclose with the Application Form is not made out for the exact amount of the parcel of Shares that you have selected on the Application Form, is dishonoured or has not been completed correctly; or the Company believes that you are not an Eligible Shareholder.

4. The Company may issue to any person fewer Shares than the person applied for under the SPP. No interest will be paid on any application money returned to you.

5. Eligible Shareholders that are custodians as defined under ASIC Class Order 09/425 (**Custodians**) that hold shares of the Company on behalf of another person (**Beneficiary**), may apply for up to a maximum amount of \$15,000 for each Beneficiary if, in conjunction with the Application Form, they provide the Company with a certificate certifying the following:

5.1 the Custodian holds Shares on behalf of Beneficiaries who have instructed the Custodian to apply for the Company's shares on their behalf under the SPP;

5.2 the number of Beneficiaries to which the certificate relates;

5.3 the name and address of each Beneficiary;

5.4 in respect of each Beneficiary, the number of Shares that the Custodian holds on their behalf;

5.5 in respect of each Beneficiary, the number or the dollar amount of Shares which each Beneficiary has instructed the Custodian to apply for on their behalf; and

6. you may apply to participate in the SPP by completing and returning the Application Form, or by using BPay:

6.1 your application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);

6.2 you acknowledge that you are an Eligible Shareholder;

6.3 you certify that the aggregate of the application price paid by you for the following does not exceed \$15,000 (even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP):

6.3.1 the Shares applied for by you under the SPP;

6.3.2 any other shares issued to you under any similar arrangement to the SPP in the 12 months before the application;

6.3.3 any other Shares which you have instructed a Custodian to apply for on your behalf under the SPP; and

6.3.4 any other shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for shares on your behalf under an arrangement similar to the SPP.

6.4 you acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated.

7. The Company may modify, close early, or terminate the SPP at any time. The Company will notify ASX of any modification or termination of the SPP. The omission to give notice of any modification to or termination of the SPP or the failure of ASX to receive such notice will not invalidate the termination or modification.

8. The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.