

13 November 2015

Markets Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir,

NON-RENOUNCEABLE RIGHTS ISSUE – CLEANSING NOTICE PURSUANT TO SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (Cth)

This notice is given by Rubicor Group Limited (ASX Code: RUB) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**), as notionally modified by ASIC Class Order [08/35] (**Class Order**).

On 12 November 2015, the Company announced that it would be offering shareholders with a registered address in Australia, New Zealand or Singapore (**Eligible Shareholders**) the opportunity to acquire additional fully paid ordinary shares in the capital of the Company (**Shares**) via a non-renounceable pro-rata entitlement offer (**Entitlement Offer**) on the basis of 1 Share for every 1 existing Share held at 7.00pm (AEDT) on the record date of 19 November 2015.

Shares under the Entitlement Offer will be offered at 4 cents each per Share. The maximum number of Shares which may be issued under the Entitlement Offer is 127,222,217 to raise up to \$5,088,888 (before costs). The Entitlement Offer is not underwritten, but is being lead managed by Cashel Corporate Finance Pty Ltd (**Lead Manager**).

An Information Booklet will be mailed to Eligible Shareholders on 24 November 2015 together with personalised Entitlement and Acceptance Forms. For information purposes, a sample copy of this Information Booklet has been **attached** to this notice.

The Company hereby gives notice under section 708AA(2)(f) of the Act that:

- (a) the Company will offer the Shares under the Entitlement Offer for issue without disclosure to investors under Part 6D.2 of the Act, as notionally modified by the Class Order;
- (b) the Company is providing this notice under section 708AA(2)(f) of the Act, as notionally modified by the Class Order;
- (c) 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 has complied with section 674 of the Act;
- (d) at the date of this notice, there is no information that is “excluded information” within the meaning of section 708AA(8) and section 708AA(9) of the Act, as notionally modified by the Class Order; and
- (e) the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company. Any potential effect will depend on a number of factors including investor demand. However:
 - (i) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, the issue of Shares under the Entitlement Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to

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changes resulting from ineligible shareholders being unable to participate in the Entitlement Offer;

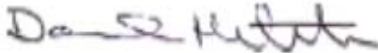
- (ii) in the more likely event that there is a shortfall, Eligible Shareholders who do not subscribe for their full entitlement to Shares under the Entitlement Offer and ineligible shareholders unable to participate in the Entitlement Offer will be diluted relative to those Eligible Shareholders who subscribe for some or all of their entitlement; and
- (iii) the Lead Manager will assist with placing any shortfall of Shares after Eligible Shareholders have taken up their entitlements. Having regard to the number of Shares to be issued under the Entitlement Offer even if a substantial shortfall eventuated, there is unlikely to be a change in a shareholder's position to exercise any substantive control of the Company.

The Company has reserved the right, in accordance with ASX Listing Rule 7.2, Exception 3, to place any shortfall from the Entitlement Offer within 3 months of the closing date of the Entitlement Offer.

Based on the holdings of shareholders as set out in the Company's share register at the date of the Information Booklet, no shareholder following a take up of their rights should increase their shareholding to more than 20% of the Company's issued capital.

Further details regarding the Entitlement Offer are set out in the Information Booklet lodged with the ASX today.

Signed for and on behalf of the Company



Mr David Hutchison
Chief Executive Officer
Rubicor Group Limited

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