

16 November 2015

Dear Shareholder

## **NON-RENOUNCEABLE RIGHTS ISSUE – NOTIFICATION TO ELIGIBLE SHAREHOLDERS**

We write to you as the registered holder of Rubicor Group Limited (ASX Code: RUB) (**Company**) shares as at today's date.

As advised in an ASX announcement on 12 November 2015, the Company is undertaking a non-renounceable pro rata offer of shares to its shareholders.

The pro rata offer is on the basis of 1 new share for every 1 share held at 7:00pm (AEDT) on 19 November 2015 (**Record Date**), each at an issue price of 4 cents per Share (**Entitlement Offer**) to raise approximately \$5,088,888 (before costs).

The Entitlement Offer is not underwritten but is being lead managed by Cashel Corporate Finance Pty Ltd.

The Company intends to apply the net proceeds raised under the Entitlement Offer toward the execution of the strategic review specifically to assist the legacy creditor and commitment issues, completion of the Company's integrated technology platform which will improve operating performance and reduce costs and to provide working capital.

### **The Entitlement Offer**

The Entitlement Offer is being offered without a prospectus and pursuant to an Information Booklet dated 13 November 2015, in accordance with section 708AA of the *Corporations Act 2001* (Cth), as modified by ASIC Class Order 08/35. Only shareholders who hold shares on the Record Date and have a registered address in Australia, New Zealand or Singapore are eligible to participate in the Entitlement Offer (**Eligible Shareholders**).

The Entitlement Offer is available to all Eligible Shareholders. An Information Booklet in relation to the Entitlement Offer will be sent out to all Eligible Shareholders on 24 November 2015.

New shares issued pursuant to the Entitlement Offer will rank equally with all fully paid ordinary shares in the capital of the Company already on issue. Following completion of the Entitlement Offer, if fully taken up, the Company will have issued 127,222,217 new shares resulting in 254,444,434 total shares.

For the purposes of calculating each Eligible Shareholder's entitlement, fractions of entitlements have been rounded up to the nearest whole number of new shares. Eligible Shareholders who choose not to take up their entitlement will receive no value in respect of their entitlement and their shareholding in the Company will be diluted.

The Information Booklet for the Entitlement Offer has been lodged with the ASX and is available on ASX's website and a copy is also available on our website: [www.rubicorgroup.com.au](http://www.rubicorgroup.com.au).

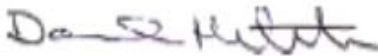
The indicative timetable for the Entitlement Offer is below:

Information Booklet, Appendix 3B and Section 708AA cleansing notice lodged with ASX	13 November 2015
Notice of Entitlement Offer sent to Eligible Shareholders, Ineligible Shareholders and Optionholders	16 November 2015
Shares commence trading on an ex basis	17 November 2015
Record Date for the Entitlement Offer (7:00pm AEDT)	19 November 2015
Despatch of Entitlement Offer and personalised Entitlement and Acceptance Form and announcement that despatch completed	24 November 2015
Opening Date of Entitlement Offer (Entitlement Offer open for receipt of applications) (9:00am AEDT)	24 November 2015
Closing Date of Entitlement Offer (5:00pm AEDT)	9 December 2015
Shares commence trading on deferred settlement basis	10 December 2015
Notify ASX of under subscriptions	14 December 2015
Issue of New Shares	16 December 2015
Despatch of holding statements for New Shares and deferred settlement trading ends	16 December 2015
Normal trading of New Shares on ASX begins	17 December 2015

*\*The timetable is indicative only and subject to change. The Company reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend the above dates.*

Eligible Shareholders will receive a copy of the Information Booklet and a personalised Entitlement and Acceptance Form shortly. You must follow the instructions in this form to take up your entitlements.

Yours sincerely



Mr David Hutchison  
Chief Executive Officer  
Rubicor Group Limited