

RUBIANNA RESOURCES LIMITED

ACN 139 546 428

Notice of General Meeting

A General Meeting of Rubianna Resources Limited will be held at Grnd Floor, 20 Kings Park Rd, West Perth WA 6005 on Thursday 16 May 2013 at 9:30am (WST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on 9389 2111 or graeme@dwcorporate.com if you wish to discuss any matter concerning the Meeting.

Rubianna Resources Limited
ABN 50 139 546 428

Notice of General Meeting

Notice is hereby given that the general meeting of the Shareholders of Rubianna Resources Limited will be held at Grnd Floor, 20 Kings Park Rd, West Perth WA 6005 on Thursday 16 May 2013 at 9:30am (Western Standard Time) (**Meeting**).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than Tuesday 14 May 2013 at 9:30am.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in 1 of the Explanatory Memorandum.

Agenda

1 RESOLUTION 1 - ISSUE OF CONVERTIBLE NOTE TO EVERETT SMITH

To consider, and if thought fit, to pass with or without amendment the following as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue a Convertible Note with a face value of \$600,000, convertible into Shares at an initial conversion price of \$0.07 per Share to Everett Smith & Co Pty Ltd on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

2 VOTING EXCLUSION STATEMENTS

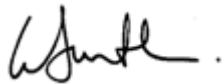
Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution	Persons excluded from voting
Resolution 1 - Issue of Convertible Note to Everett Smith	A person who is to receive securities in relation to the entity (Everett Smith & Co Pty Ltd) and any associate of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'G. Smith', followed by a period.

Graeme Smith
Company Secretary
Rubianna Resources Limited
16 April 2013

Rubianna Resources Limited
ABN 50 139 546 428

Explanatory Memorandum

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Thursday 16 May 2013 at 9:30am (WST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

A Proxy Form is located at the end of Explanatory Memorandum.

Please contact the Company Secretary, Graeme Smith on graeme@dwcorporate.com if you wish to discuss any matter concerning the Meeting.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on the Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than Tuesday 14 May 2013 at 9:30am. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	c/o DWCorporate Pty Ltd Ground Floor, 20 Kings Park Road West Perth WA 6005
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By Facsimile	+61 8 9389 2199
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By Hand

DWCorporate Pty Ltd
Ground Floor, 20 Kings Park Road
West Perth WA 6005

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

2.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

2.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at Tuesday 14 May 2013 at 9:30am (WST).

3 RESOLUTION 1 - ISSUE OF SECURITIES TO RELATED PARTY

3.1 Introduction

On 20 February 2013 the Company announced that it had entered into an unsecured loan from Everett Smith a company controlled by Mr Terry Smith, the Company's Chairman (**Loan**). The purpose of the Loan was to fund a 3,250 reverse circulation drill program within the Company's Murchison tenements.

Interest accrues on the Loan at the rate of 8% per annum. Subject to Shareholder approval, the Loan is to be repaid through the issue of an unsecured convertible note with a conversion price of \$0.07 (being a 30% premium to the 30 day VWAP of the Company's Shares) (**Convertible Note**).

Everett Smith currently holds 27,297,780 Shares, or approximately 34.11% of the Company's Shares. Shareholder approval is not being sought for Everett Smith to acquire any further Shares, and the Convertible Note may only be converted in circumstances where Everett Smith will not breach section 606 of the Corporations Act (which prohibits a person holding more than 20% of a listed company from increasing their interest unless in certain circumstances).

3.2 Requirement for Shareholder approval under Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required

under Listing Rule 7.1 and the proposed issue will be included in 15% annual limit permitted by Listing Rule 7.1.

Everett Smith is a related party of the Company.

The Directors other than Mr Smith consider that the terms Loan and Convertible Note to be reasonable in the circumstances if the Company and Mr Smith were dealing at arm's length, so that shareholder approval is not required under Chapter 2E of the Corporations Act.

3.3 Terms of the Convertible Note

The material terms of the Convertible Note are set out in Annexure A.

3.4 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue:

- (a) The Convertible Note will be issued to Everett Smith.
- (b) One Convertible Note with a face value of \$600,000 will be issued. The Convertible Note will convert into a maximum of 8,571,428 Shares (assuming full conversion of the Convertible Note, no adjustment of the conversion price and that the Company pays all interest in cash).
- (c) The Convertible Note will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date.
- (d) Everett Smith is a company controlled by Mr Terry Smith, a Director of the Company.
- (e) The issue price of Convertible Note is \$600,000 plus interest. The terms of the Convertible Note are set out in Annexure A.
- (f) A voting exclusion statement is included in the Notice.
- (g) The use of the funds is to repay the \$600,000 loan (plus interest) owed by the Company to Everett Smith.

3.5 Directors' recommendation

The Directors, other than Mr Terry Smith, unanimously recommend that Shareholders vote in favour of Resolution 1.

Mr Terry Smith declines to make a recommendation to Shareholders in relation to Resolution 1 as he has a material personal interest in the outcome of Resolution 1. Mr Terry Smith and his associates will not be entitled to vote on Resolution 1.

1 DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Convertible Note	has the meaning given in section 3.1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Everett Smith	means Everett Smith & Co Pty Ltd (ACN: 009 184 338).
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Loan	has the meaning given in section 3.1.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Proxy Form	means the proxy form attached to this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Resolution	means the resolution set out in the Notice.
WST	means Western Standard Time.

Annexure A - Terms of the Convertible Note

Amount	\$600,000 plus interest.
Use of funds	Repayment of \$600,000 loan (plus interest) owed by the Company to Everett Smith.
Share issue price upon conversion	\$0.07 per Share. The price will be adjusted in the case of a reorganisation (including consolidation, sub-division, reduction, pro rata bonus issue or return).
Repayment date	Two years from issue.
Early redemption right	The Company may redeem Convertible Note (in whole or part) 18 months from issue.
Company conversion right	The Company may convert some or all of the Convertible Note at its election if the Shares trade for 30 consecutive trading days at above \$0.21.
Interest rate	Until the Convertible Note is converted into Shares or redeemed, the Convertible Note will incur interest at the rate of 8.0% per annum, payable in arrears on 30 June and 31 December of each calendar year until and including the Repayment Date. Interest will be paid in cash or Shares (at the Company's election).
Ranking on conversion and quotation	Each Share issued on conversion of a Convertible Note will rank equally with all existing Shares then on issue. The Company will apply for the Shares issued upon conversion of the Convertible Note to be quoted on ASX.
Participation rights	Before conversion, Everett Smith is not entitled to participate in any rights issue, return of capital, bonus issue or capital reconstruction undertaken by the Company. In the case of a capital reconstruction, the Convertible Note will be reconstructed in accordance with the ASX Listing Rules.
Voting rights	The Convertible Note will not have any voting rights attached to it.
Security	The Convertible Note is unsecured.
Listing of the Convertible Note	The Company will not apply for the Convertible Note to be quoted on the ASX.

The Company Secretary
Rubianna Resources Limited
Ground Floor, 20 Kings Park Road
WEST PERTH WA 6005

Facsimile: +61 8 9389 2199

Name of Shareholder (s)

Address of Shareholder (s)

STEP 1 Appoint Proxy to Vote on Your Behalf

I / We being a member / s of Rubianna Resources Limited hereby appoint

☐

the Chairman of the
meeting

OR

PLEASE NOTE: leave this box blank if you
have selected the Chairman of the Meeting.
Do not insert your own names (s)

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, except for Resolution 1) at the General Meeting of Rubianna Resources Limited to be held at Grnd Floor, 20 Kings Park Rd, West Perth WA 6005 on Thursday 16 May 2013 at 9:30am (WST) and at any adjournment of that meeting.

Important for Resolution 1 – if the Chairman of the meeting is your proxy or is appointed as your proxy by default

☐

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the Resolution and that the votes cast by the Chair of the meeting for the Resolution other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Resolution.

The Chair intends to vote any such undirected proxies in favour of the Resolution.

STEP 2

**Resolution of
Business**

PLEASE NOTE: if you mark the **Abstain** box for an Resolution, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority

	For	Against	Abstain
Resolution 1 Issue of Convertible Note to Everett Smith	☐	☐	☐

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. My total voting right is _____ shares.

SIGN

Signature of Security holder – Please sign here

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Dated this _____ day of _____ 2013

Joint Shareholder 2

Director / Company Secretary

Joint Shareholder 3

Director

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 in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each 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 by 9:30 am Tuesday 14 May 2013** by post or facsimile to the respective addresses stipulated in this proxy form.
6. The Chairman will cast all available proxies in favour of the Resolution.
7. 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 the 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.
8. If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.