



**Rubicon Minerals Corporation**

**Annual Information Form**

**for the year ended December 31, 2018**

March 22, 2019

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## CORPORATE STRUCTURE

### *Name, Address and Incorporation*

Rubicon Minerals Corporation (“**Rubicon**” or the “**Company**”) was incorporated on March 4, 1996 under the *Company Act* (British Columbia) and was transitioned on June 23, 2005 under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). The shareholders of the Company also passed special resolutions to remove the pre-existing company provisions, to alter the Company’s authorized share structure to provide for an unlimited number of common shares of the Company (“**Common Shares**”) and to adopt new Articles on June 23, 2005. On June 25, 2014, the Company’s shareholders passed a special resolution amending the Company’s Articles to include advance notice provisions in respect of the election of directors. The Company has a fiscal year end of December 31.

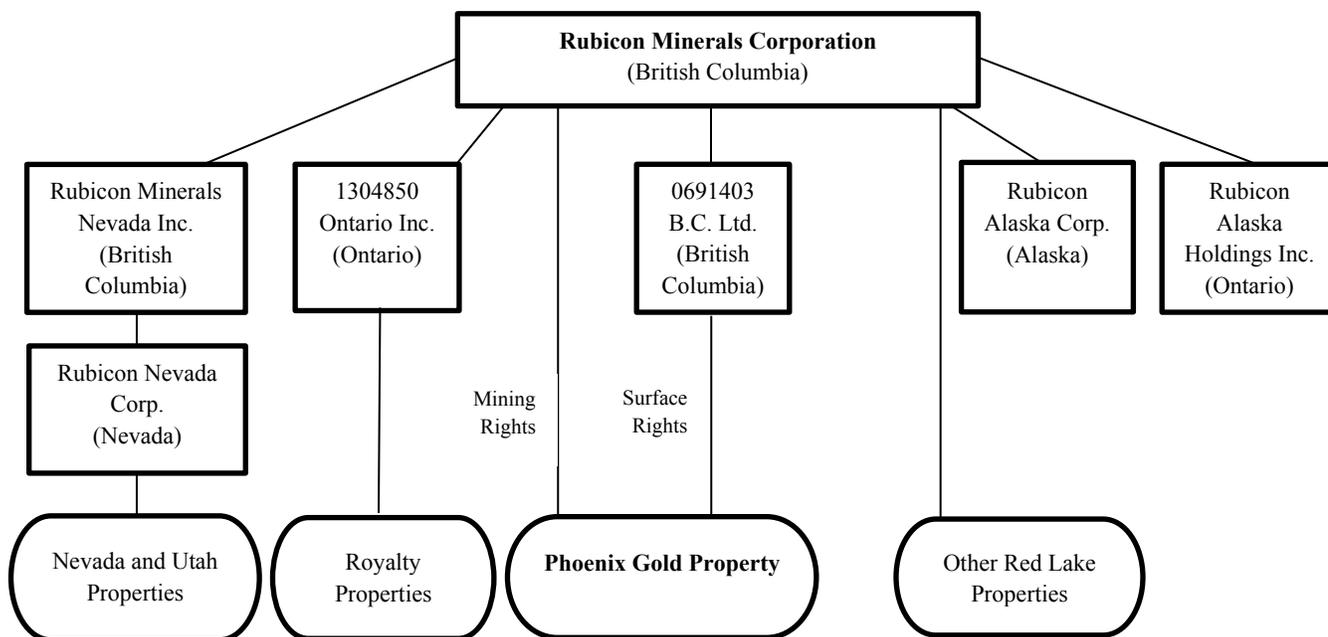
The registered office of the Company is located at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, BC, V6C 3E8, and its head office is located at 121 King Street West, Suite 830, Toronto, Ontario, M5H 3T9.

### *Inter-Corporate Relationships*

Rubicon owns, directly or indirectly, 100% of the issued and outstanding shares of the following six subsidiaries:

1. **0691403 B.C. Ltd.** was incorporated under the BCBCA on March 31, 2004 and holds Rubicon’s interest in certain surface patents and rights on the Phoenix Gold Property (as defined in the Glossary of Terms, below) in Red Lake, Ontario. This is the only material subsidiary of Rubicon.
2. **1304850 Ontario Inc.** was incorporated under the *Business Corporations Act* (Ontario) (the “**OBCA**”) on September 14, 1998 and holds certain mineral properties that were acquired pursuant to a royalty acquisition agreement entered into in March 2003, along with other mineral properties that are owned by the Company and optioned out to other mineral exploration companies.
3. **Rubicon Minerals Nevada Inc.** was incorporated under the BCBCA on May 1, 2007 and holds a 100% interest in Rubicon Nevada Corp.
4. **Rubicon Nevada Corp.** was incorporated under the laws of the State of Nevada, on May 14, 2007 and holds all of the Company’s Nevada and Utah properties.
5. **Rubicon Alaska Holdings Inc.** was incorporated under the OBCA on January 12, 2006 and formerly held beneficial title to all of the Company’s Alaskan properties.
6. **Rubicon Alaska Corp.** was incorporated under the laws of the State of Alaska on December 19, 2006 and formerly held legal title to all of the Company’s Alaskan properties.

The following chart illustrates the Company’s structure, including the subsidiaries and trusts as described above (collectively, the “**Subsidiaries**”):



## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND OTHER CAUTIONARY NOTES**

### ***Forward-Looking Statements***

This annual information form (“AIF”) contains statements that constitute “forward-looking statements” and “forward looking information” (collectively, “forward-looking statements”) within the meaning of applicable Canadian and United States securities legislation. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “believes”, “intends”, “may”, “will”, “should”, “plans”, “anticipates”, “potential”, “expects”, “estimates”, “forecasts”, “budget”, “likely”, “goal” and similar expressions or statements that certain actions, events or results may or may not be achieved or occur in the future. In some cases, forward-looking information may be stated in the present tense, such as in respect of current matters that may be continuing, or that may have a future impact or effect. Forward-looking statements reflect our current expectations and assumptions, and are subject to a number of known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements.

Forward-looking statements include, but are not limited to statements regarding the potential for future exploration success at the Company and the Phoenix Gold Project; the ability to identify new mineral resources and convert mineral resources into mineral reserves; the impact of estimation methodologies on mine and production planning; the ability to generate cash flows that exceed requirements; the timing and amount of capital expenditures and costs; the development of new mineral deposits; Rubicon’s ability to meet current debt obligations or to complete future financings to raise additional capital as needed; expected ore grades, recovery rates and through-put; the ability of Rubicon to comply with environmental safety and other regulatory requirements as well as Rubicon’s policies in respect thereof; expected or proposed exploration and development activities, and the expected costs thereof; expectations regarding currency fluctuations; future prices of precious and base metals; and the ability of Rubicon to comply with or obtain government approvals or permits in connection with the continued operation and exploration of its properties.

Forward-looking statements are based on the opinions and estimates of management and Qualified Persons as of the date such statements are made and represent management's best judgment based on facts and assumptions that management and Qualified Persons considers reasonable. If such opinions and estimates prove to be incorrect, actual and future results may be materially different than expressed in the forward-looking statements. In addition to the assumptions discussed herein and in the Technical Report (as defined below), the material assumptions upon which such forward-looking statements are based include, among others, that: the demand for gold and base metal deposits will develop as anticipated; the price of gold will remain at or attain levels that would render the Phoenix Gold Project potentially economic; that any proposed operating and capital plans will not be disrupted by operational issues, title issues, loss of permits, environmental concerns, power supply, labour disturbances, financing requirements or adverse weather conditions; Rubicon will continue to have the ability to attract and retain skilled staff; and there are no material unanticipated variations in the cost of energy or supplies.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Rubicon to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: gold price fluctuations; possible variations in mineralization, grade or recovery or throughput rates; uncertainty of mineral resources, inability to realize exploration potential, mineral grades and mineral recovery estimates; actual results of current exploration activities; actual results of reclamation activities; uncertainty of future operations, delays in completion of exploration plans for any reason including insufficient capital, delays in permitting, and labour issues; conclusions of future economic or geological evaluations; changes in project parameters as plans continue to be refined; failure of equipment or processes to operate as anticipated; accidents and other risks of the mining industry; delays and other risks related to operations; timing and receipt of regulatory approvals; the ability of Rubicon and other relevant parties to satisfy regulatory requirements; the ability of Rubicon to comply with its obligations under material agreements including financing agreements; the availability of financing for proposed programs and working capital requirements on reasonable terms; the ability of third-party service providers to deliver services on reasonable terms and in a timely manner; risks associated with the ability to retain key executives and key operating personnel; cost of environmental expenditures and potential environmental liabilities; dissatisfaction or disputes with local communities or First Nations or Aboriginal Communities; failure of plant, equipment or processes to operate as anticipated; cost of supplies; market conditions and general business, economic, competitive, political and social conditions.

Forward-looking statements contained herein are made as of the date of this AIF and Rubicon disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws. Readers are advised to carefully review and consider the risk factors identified in this AIF under the heading "Risk Factors" for a discussion of the factors that could cause Rubicon's actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements. Readers are further cautioned that the foregoing list of assumptions and risk factors is not exhaustive and it is recommended that prospective investors consult the more complete discussion of Rubicon's business, financial condition and prospects that is included in this AIF. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

### ***Cautionary Note to U.S. Readers Regarding Estimates of Indicated and Inferred Resources***

This AIF uses the terms "measured" and "indicated" mineral resources and "inferred" mineral resources. The Company advises U.S. investors that while these terms are recognized and required by Canadian securities administrators, they are not recognized by the SEC. The estimation of "measured", "indicated"

and “inferred” mineral resources involves greater uncertainty as to their existence and economic feasibility than the estimation of proven and probable reserves. The estimation of “inferred” resources involves far greater uncertainty as to their existence and economic viability than the estimation of other categories of resources. It cannot be assumed that all or any part of a “measured”, “indicated” or “inferred” mineral resource will ever be upgraded to a higher category.

Under Canadian rules, estimates of “inferred mineral resources” may not form the basis of feasibility studies, pre-feasibility studies or other economic studies, except in prescribed cases, such as in a preliminary economic assessment under certain circumstances. The SEC normally only permits issuers to report mineralization that does not constitute “reserves” as in-place tonnage and grade without reference to unit measures. Under U.S. standards, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. U.S. investors are cautioned not to assume that any part or all of a “measured”, “indicated” or “inferred” mineral resource exists or is economically or legally mineable. Information concerning descriptions of mineralization and resources contained herein may not be comparable to information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

### ***Mineral Resources***

Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimation of mineral resources is inherently uncertain, involves subjective judgement about many relevant factors and may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Mineral resource estimates may have to be re-estimated based on: (i) fluctuations in mineral prices; (ii) results of drilling and development; (iii) results of test stoping and other testing; (iv) metallurgical testing and other studies; (v) proposed mining operations, including dilution; (vi) the evaluation of mine plans subsequent to the date of any estimates; and (vii) the possible failure to receive required permits, approvals and licenses. The mineral resources in this AIF were reported using Canadian Institute of Mining, Metallurgy and Petroleum (“**CIM**”) Standards.

### ***Qualified Persons***

The scientific or technical content of this AIF has been reviewed and approved by George Ogilvie, P.Eng., President and Chief Executive Officer. Mr. Ogilvie is a Qualified Person as defined by NI 43-101.

## **DATE OF INFORMATION**

All information in this AIF is as of December 31, 2018, unless otherwise indicated.

## **CURRENCY**

All dollar amounts are expressed in Canadian Dollars, unless otherwise indicated.

## GLOSSARY OF TERMS

The following technical terms may be used in this AIF, and may appear capitalized or in lower case, without any difference in meaning.

### *Technical Terms*

“**assay**” means an analysis to determine the presence, absence or quantity of one or more chemical components.

“**Au**” means gold.

“**basalts**” means a fine-grained igneous rock dominated by dark-colored minerals, consisting of plagioclase feldspars (over 50 percent) and ferromagnesian silicates.

“**base metal**” means a metal, such as copper, lead, nickel, zinc or cobalt.

“**belt**” means a specific elongate area defined by unique geologic characteristics.

“**copper**” means a ductile, malleable base metal with a myriad of uses in construction (piping, wire) and electronics due to its high electrical and thermal conductivity and good resistance to corrosion.

“**diamond drilling/drill hole**” means a method of obtaining a cylindrical core of rock by drilling with a diamond impregnated bit.

“**dip**” means the angle at which a stratum is inclined from the horizontal.

“**fabric**” means the spatial arrangement and orientation of the components (crystals, particles, cement) of a sedimentary rock. The complete spatial and geometrical configuration of all those components that make up a deformed rock. It covers such terms as texture, structure, and preferred orientation.

“**fault**” means a fracture in a rock along which there has been relative movement between the two sides either vertically or horizontally.

“**feldspar**” means a group of common rock-forming minerals that includes microcline, orthoclase, plagioclase and others.

“**felsic**” means light-coloured silicate minerals such as quartz, feldspar and feldspathoids.

“**ferromagnesian silicate**” means silicate in which positive ions are dominated by iron, magnesium, or both.

“**geology/geological**” means the study of the Earth’s history and life, mainly as recorded in rocks.

“**geophysical**” means the study of the Earth by quantitative physical methods, either by surveys conducted on the ground, in the air (by fixed wing aircraft or helicopter) or in a borehole or drill hole.

“**gold**” means a heavy, soft, ductile, malleable precious metal used in jewelry, dentistry, electronics and as an investment.

“**g/t**” means grams per metric tonne = 0.0292 troy ounce per short ton.

“**igneous**” means a classification of rocks formed from the solidification from a molten state.

“**intrusive**” means a body of igneous rock formed by the consolidation of magma intruded into other rocks, in contrast to lavas, which are extruded upon the surface.

“**komatiitic**” means magnesium-rich ultramafic volcanic rock of high temperature origin.

“**mafic**” means an igneous rock composed chiefly of dark iron and manganese silicate minerals.

“**magma**” means naturally occurring silicate melt, which may contain suspended silicate crystals, dissolved gases, or both. These conditions may be met in general by a mixture containing as much as 65 percent crystals but no more than 11 percent dissolved gases.

“**magnetic survey**” means a geophysical survey conducted on the Earth’s surface that measures variations in the Earth’s magnetic field caused by variations in rock type or geological structures.

“**manganese**” means a gray-white, hard, brittle metallic element. Symbol, Mn. Manganese does not occur uncombined in nature, but its minerals are widely distributed. Pyrolusite (MnO<sub>2</sub>) and rhodochrosite (MnCO<sub>3</sub>) are the most common minerals. Used to form many important alloys, esp. with steel, aluminum, and antimony; used in dry cells and glass, and in the preparation of oxygen, chlorine, and medicines.

“**mapping**” means the art and science of recording geological observations on a map.

“**mineralization**” means the concentration of metals and their chemical compounds within a body of rock.

“**ore**” means rock containing mineral(s) or metals that can be economically extracted to produce a profit.

“**plagioclase**” means any of a group of feldspars containing a mixture of sodium and calcium feldspars, distinguished by their extinction angles; crystal; triclinic.

“**prospecting**” means the art and science of searching for mineral deposits.

“**quartz**” means a mineral composed of silicon dioxide.

“**sediment**” means solid material that has settled down from a state of suspension in a liquid. More generally, solid fragmental material transported and deposited by wind, water or ice, chemically precipitated from solution, or secreted by organisms, and that forms in layers in loose unconsolidated form.

“**sedimentary**” means pertaining to or containing sediment or formed by its deposition.

“**silicate**” means a compound whose crystal structure contains SiO<sub>4</sub> tetrahedra, either isolated or joined through one or more of the oxygen atoms to form groups, chains, sheets, or three-dimensional structures with metallic elements. Silicates were once classified according to hypothetical oxyacids of silicon.

“**strike**” means the direction or trend of a geologic structure.

“**structure/structural**” means pertaining to geological structure, i.e., folds, faults, etc.

“**sulphide**” means a group of minerals in which one or more metals are found in combination with sulfur/rock that has been sulphidized.

“**tailings**” means material rejected from a mill after most of the recoverable valuable minerals have been extracted.

“**tholeiitic**” means a type of basaltic rock that is characterized by the presence of low-calcium pyroxenes in addition to clinopyroxene and calcic plagioclase.

“**ultramafic**” means igneous rocks consisting mainly of ferromagnesian minerals to the exclusion of quartz, feldspar and feldspathoids.

“**vein**” means a thin sheet-like intrusion into a fissure or crack, commonly bearing quartz /a small vein or cluster of veins.

“**volcanic**” means rocks originating from volcanic activity.

### ***General Terms***

“**AIF**” means this annual information form.

“**Company**” or “**Rubicon**” means Rubicon Minerals Corporation.

“**feasibility study**” is a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-Feasibility Study.

“**LSFN**” means Lac Seul First Nation.

“**Modifying Factors**” are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

“**NI 43-101**” means National Instrument 43-101: *Standards of Disclosure for Mineral Projects*, issued by the Canadian Securities Administrators.

“**NI 51-102**” means National Instrument 51-102: *Continuous Disclosure Obligations*, issued by the Canadian Securities Administrators.

“**NI 52-110**” means National Instrument 52-110: *Audit Committees*, issued by the Canadian Securities Administrators.

“**NYSE MKT**” means the NYSE MKT LLC.

“**Phoenix Gold Project**” is the development of an underground gold mine and mill with an initial potential production rate of approximately 1,250 tonnes per day, located on the Phoenix Gold Property, as described in the Phoenix Project Closure Plan pursuant to the *Mining Act* (Ontario), as further described under the heading “Material Mineral Projects” herein.

“**Phoenix Gold Property**” is the property containing the Phoenix Gold Project located in Bateman

Township, Municipality of Red Lake, Ontario, Canada.

“**preliminary economic assessment**” means a study, other than a pre-feasibility or feasibility study, that includes an economic analysis of the potential viability of mineral resources.

“**pre-feasibility Study**” or “**preliminary feasibility study**” is a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A pre-feasibility study is at a lower confidence level than a feasibility study.

“**Qualified Person**” means, for the purposes of NI 43-101, an individual who

1. is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining;
2. has at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice;
3. has experience relevant to the subject matter of the mineral project and the technical report;
4. is in good standing with a professional association; and
5. in the case of a professional association in a foreign jurisdiction, has a membership designation that
  - (i) requires attainment of a position of responsibility in their profession that requires the exercise of independent judgement; and
  - (ii) requires
    - A. a favourable confidential peer evaluation of the individual’s character, professional judgement, experience, and ethical fitness; or
    - B. a recommendation for membership by at least two peers, and demonstrated prominence or expertise in the field of mineral exploration or mining.

“**SRK**” means SRK Consulting (Canada) Inc.

“**TSX**” means the Toronto Stock Exchange.

“**TSX-V**” means the TSX Venture Exchange.

“**WFN**” means Wabauskang First Nation.

### *Resources/Reserves Terms*

“**Inferred Mineral Resource**” is that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

“**Indicated Mineral Resource**” is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.

“**Measured Mineral Resource**” is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.

“**Mineral Reserve**” is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a pre-feasibility study or feasibility study.

“**Mineral Resource**” is a concentration or occurrence of solid material of economic interest in or on the Earth’s crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

“**Probable Mineral Reserve**” is the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.

“**Proven Mineral Reserve**” is the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

## GENERAL DEVELOPMENT OF THE BUSINESS

### 2018

On February 26, 2018, the Company closed a private placement equity financing whereby a syndicate of underwriters purchased, on a bought deal basis, 7,122,034 flow-through Common Shares of the Company for gross proceeds of \$10,896,712.

On March 12, 2018, the Company provided an updated preliminary interpretation of the structural geology of the F2 Gold Deposit (the “**Preliminary Structural Interpretation**”) at the Phoenix Gold Project. The Company confirmed that the Preliminary Structural Interpretation had not been finalized and will continue to be refined, enhanced, and supported with data and observations collected from the 2018 Exploration Program, prior to potentially serving as the basis of an updated geological model and Mineral Resource Estimate.

On April 30, 2018, the Company announced the details of an updated Mineral Resource Estimate and geological model for the Phoenix Gold Project. The Technical Report was filed on June 13, 2018.

On October 10, 2018, the Company announced it had completed its test trial mining and bulk sample processing program at the Phoenix Gold Project. On November 29, 2018, the Company announced positive reconciliation results from its bulk sample program compared to the current block model estimates of the planned stope designs at the Phoenix Gold Project.

On November 8, 2018, the Company filed a short form base shelf prospectus with the Securities Commissions in each of the provinces and territories of Canada, except Québec. The base shelf prospectus allows Rubicon to make offerings of up to \$100 million of common shares, debt securities, subscription receipts, warrants and units or any combination thereof during a 25-month period.

On December 20, 2018, the Company announced that CPPIB Credit Investments Inc. (“**CPPIB Credit**”) agreed to transfer its C\$12.0 million existing secured loan facility with Rubicon (“**Loan Facility**”) to Sprott Private Resource Lending (Collector), L.P. (“**Sprott**”). In exchange for Sprott amending the Loan Facility to adjust the minimum cash requirement from C\$5.0 million to C\$1.0 million, the Company issued 800,000 warrants which expire on December 31, 2020 and have an exercise price of C\$1.35/share.

On December 24, 2018, the Company closed a non-brokered private placement equity financing whereby investors purchased 4,256,236 flow-through Common Shares of the Company for gross proceeds of \$5,745,919.

### 2017

On March 3, 2017, the Company closed a private placement equity financing whereby a syndicate of underwriters purchased, on a bought deal basis, 3,895,000 flow-through Common Shares of the Company for gross proceeds of \$10,010,150.

On November 8, 2017, the Company began trading on the OTCQX, a top-tier public market in the United States, under the symbol “RBYCF”.

On November 30, 2017, the Company acquired Golden Tag Resources Limited’s (“**Golden Tag**”) 40% interest in the McCuaig Property (“**McCuaig**”) in Red Lake, Ontario, Canada for 550,000 Common Shares of the Company. The Company now has 100% ownership in the McCuaig Property.

## 2016

On January 11, 2016, the Company provided a revised geological model and updated mineral resource statement for the F2 Gold Deposit at the Phoenix Gold Project. In addition, the Company announced that its Board of Directors (the “**Board**”) had retained BMO Capital Markets and TD Securities as financial advisors to assist the Board in evaluating strategic alternatives available to the Company, including merger and divestiture opportunities either at the corporate or asset level, obtaining new financing, and capital restructurings to maximize shareholder value. The announcement included the following highlights:

- The 2016 revised geological model (“**2016 SRK Geological Model**”) and updated mineral resource statement (“**2016 SRK Resource Estimate**”) prepared by SRK and reviewed by other independent consultants, considered new information from 94,575 m of core drilling, from mineralized underground workings, and from trial stoping that were not previously available;
- The 2016 SRK Resource Estimate represented a significant decrease in tonnes and ounces compared to the 2013 mineral resource estimate;
- The 2016 SRK Geological Model demonstrated that the F2 Gold Deposit is more geologically complex and the high-grade gold mineralization is less continuous than previously understood;
- The new drilling and recent trial stoping information had significantly changed the understanding of the variable spatial distribution of the gold mineralization. East-west (mine grid) trending cross-cutting shear structures have been interpreted as the main control on the distribution of later stage higher-grade gold mineralization. This is the key factor contributing to the limited continuity of the gold mineralization compared to the previous understanding;
- The decrease in reported mineral resources was mainly the result of the new drilling information, recent underground development exposing the gold mineralization extensively for geological investigations, and trial stoping, as well as, changes in modelling approach and restrictions to the depth of the interpreted extent of the gold mineralization;
- Rubicon suspended activities related to the PPIP (as defined below);
- Rubicon remained engaged in ongoing discussions with its lenders; and
- In 2015, the Company produced 4,906 ounces of gold from 57,793 tonnes of mineralized material.

On January 12, 2016, the Company announced that it received notice, dated January 11, 2016, that the staff of NYSE Regulation, Inc. (“**NYSE Regulation**”) had determined to suspend trading immediately and commence proceedings to delist the Company’s common stock from the NYSE MKT. The Exchange notified the Company that it no longer complied with the continued listing standards as set forth in Section 1003 of the NYSE MKT Company Guide due to the low selling price of the Company’s common stock.

On February 12, 2016, the Company was in breach of a technical covenant of its Loan Facility as the Phoenix Gold Project did not meet processing requirements of 875 tonnes per day over a period of 60 consecutive days. On March 12, 2016, the breach of technical covenant became an event of default under the Loan Facility terms and conditions.

On February 19, 2016, the Company announced its intention to terminate, under both Section 12(g) and Section 15(d) of the United States Securities Exchange Act of 1934 as amended (the “**Exchange Act**”), the registration of its Pre-Consolidation Common Shares (as defined below) and its obligation to file or furnish reports required by Section 13(a) and Section 15(d) of the Exchange Act. The Company’s reporting

obligations with the Securities and Exchange Commission, including its obligation to file annual reports on Form 20-F and furnish reports on Form 6-K, were suspended immediately.

On October 20, 2016, Rubicon announced that George Ogilvie had committed to assume the role of President and Chief Executive Officer of the Company, upon and subject to the completion of a refinancing and recapitalization transaction (the “**Restructuring Transaction**”), which would involve, among other things, a new equity raise of \$40.0 million by way of a private placement (the “**New Equity Financing**”) and the reduction of the Company’s outstanding obligations (Note: The key elements of the implementation of the Restructuring Transaction are described below.). The Restructuring Transaction was supported by the Company’s principal creditors, CPPIB Credit and RGLD Gold AG (“**Royal Gold**”), who entered into support agreements with the Company. Rubicon also announced that it obtained an Initial Order from the Ontario Superior Court of Justice (the “**Court**”), which granted Rubicon and its subsidiaries (collectively, the “**Rubicon Companies**”), a stay of proceedings pursuant to the Companies’ Creditors Arrangement Act (“**CCAA**”), to allow the Rubicon Companies to implement the Restructuring Transaction. The Company intended to implement the Restructuring Transaction pursuant to a plan of compromise and arrangement under the CCAA (the “**Plan**”) and believed that the implementation of the Restructuring Transaction would improve the Company’s financial position and enable it to recommence exploration activities at the Phoenix Gold Project. Ernst & Young Inc. was appointed as the monitor (the “**Monitor**”) of the Rubicon Companies in the CCAA proceedings. It was announced that Julian Kemp would leave his position as interim President and CEO upon the appointment of Mr. Ogilvie, but remain on the Board as Chair.

In connection with the implementation of the CCAA proceedings, the TSX suspended the Pre-Consolidation Common Shares of Rubicon while it reviewed their continued listing on the exchange. The Post-Consolidation Common Shares<sup>1</sup> (as defined below) of Rubicon subsequently resumed trading on the TSX on December 22, 2016.

On October 24, 2016, Rubicon announced that the agents had exercised their option to increase the size of the New Equity Financing to \$45.0 million.

On November 4, 2016, Rubicon announced it had completed the New Equity Financing. A total of 33,840,000 subscription receipts were issued at a price of \$1.33 per subscription receipt for total gross proceeds of \$45,007,200 (which included the exercise of an agent’s option).

On November 11, 2016, Rubicon announced that the Rubicon Companies obtained an order on November 10th (the “**Meetings Order**”) from the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) in proceedings commenced by the Rubicon Companies on October 20, 2016 pursuant to the CCAA authorizing the Rubicon Companies to, among other things, (i) file the Plan pursuant to which the Restructuring Transaction was to be implemented, and (ii) authorizing the Rubicon Companies to call meetings of their creditors to vote on the Plan.

On December 2, 2016, Rubicon announced that the resolution (the “**Plan Resolution**”) approving the Plan pursuant to which the Restructuring Transaction is to be implemented was approved by the requisite majorities of Affected Creditors that voted, in person or by proxy, on the Plan Resolution.

On December 9, 2016, Rubicon announced that the Court granted an order (the “**Sanction Order**”) on December 8, 2016 approving the Plan pursuant to the CCAA pursuant to which the Restructuring Transaction was to be implemented.

On December 20, 2016, Rubicon announced that it had successfully implemented the Restructuring Transaction pursuant to the Plan under the CCAA. Implementation of the Restructuring Transaction

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<sup>1</sup> Note: References to “Post-Consolidation Common Shares” in “General Development of Business – 2016” refer to the Company’s common shares currently trading on the TSX and to references to “Common Shares” elsewhere in this AIF.

resulted in, among other things:

- The receipt of \$45,007,200 (gross amount, before fees) from the equity offering for 62.79% of the equity (or 33,840,000 Post-Consolidation Common Shares) of the Company;
- The reduction in the amounts outstanding under the Loan Facility with CPPIB Credit to \$12.0 million (from approximately \$68.4 million), the extension of the maturity date to December 31, 2020, and interest payments with an effective annual interest rate of 5.0% paid-in-kind by the Company on maturity. The Loan Facility can be voluntarily prepaid at any time without premium or penalty and certain covenants and event of default provisions have been amended;
- In exchange for the reduction of the amounts outstanding under the Loan Facility, the receipt by CPPIB Credit of 26.97% of equity (or 14,536,341 Post-Consolidation Common Shares) in the Company and a cash payment of \$20.0 million;
- The private sale of 4,536,341 Rubicon Post-Consolidation Common Shares by CPPIB Credit to BMO Capital Markets, at a price of \$1.33 per Common Share for gross proceeds of \$6,033,333.53 to CPPIB Credit, completed immediately following the completion of the Restructuring Transaction. Following the sale to BMO Capital Markets, CPPIB Credit held 10,000,000 Rubicon Post-Consolidation Common Shares (or 18.56% of equity) in the Company;
- Common shares held by existing shareholders (prior to the Restructuring Transaction) (“**Pre-Consolidation Common Shares**”) were consolidated based on a ratio of 162.099 Pre-Consolidation Common Shares to one post-consolidation common share (“**Post-Consolidation Common Share**”). In aggregate, existing shareholders retained approximately 4.65% of the equity (or 2,506,265 Post-Consolidation Common Shares) in the Company;
- The consolidation of the outstanding Pre-Consolidation Common Shares and issuance of new Post-Consolidation Common Shares of the Company resulting in 53,890,033 Post-Consolidation Common Shares outstanding;
- The exchange of the then-existing Streaming Agreement with Royal Gold for:
  - 5.58% equity interest (or 3,007,519 Post-Consolidation Common Shares) in the Company;
  - 1.0% Net Smelter Royalty (“**NSR**”) on all of the Company’s land holdings in Ontario, including the Phoenix Gold Project, subject to a maximum 4.0% NSR on any one property;
  - 2.5% NSR on the Company’s Nevada/Utah properties, subject to a maximum 5.0% NSR on any one property; and
  - an assignment of Rubicon’s rights to acquire any portion of an existing NSR that is subject to a buyback provision and a right of first refusal in respect of any royalty, stream, participating interest in production or amount of gold or other minerals based on production, that the Company wishes to offer for sale in relation to the Company’s current properties.
- Unsecured creditors with valid claims under the Plan received at their option either (i) the lesser of the amount owed to such creditor or \$5,000, or (ii) 2.5% of the amount owed to such creditor, subject to certain restrictions; and
- Additional adjustments to the Company's assets and liabilities (compared to September 30, 2016) as a result of the implementation of the Restructuring Transaction:

- A cash balance on closing of approximately \$27 million (including \$3 million of restricted cash that was returned to cash in 2017), compared to a cash balance of \$6.8 million on September 30, 2016;
- Disposal of approximately \$7 million in property, plant, and equipment (Property, Plant, and Equipment balance of \$31.7 million on September 30, 2016) and a reduction of \$6 million in finance lease obligations (finance lease obligation balance of \$9.8 million on September 30, 2016) primarily as it relates to leased equipment at the Phoenix Gold Project. The Company repudiated certain finance lease obligations, and corresponding assets, as part of the Restructuring Transaction;
- Compromise of approximately \$7.7 million in long-term liabilities related to agreements to secure long-term power for the Phoenix Gold Project. The Company repudiated its provision for power agreements as part of the Restructuring Transaction;
- Elimination of approximately \$98.1 million in liabilities related to the Gold Stream Facility; and
- The reduction in the Loan Facility to \$12.0 million due on December 31, 2020 (from approximately \$68.4 million on September 30, 2016).

Upon completion of the Restructuring Transaction, the previously announced appointments of Messrs. Ogilvie, Jones, Palmer and Willett became effective. The Restructuring Transaction also resulted in the Company entering into investor rights agreements (the “**Investor Rights Agreements**”) dated December 20, 2016 with each of CPPIB Credit and Royal Gold, setting out certain rights, including a right to maintain their respective pro-rata equity interests in connection with future issuances of equity securities of the Company, and restrictions in respect of CPPIB Credit and Royal Gold’s shareholdings of the Company.

## **GENERAL DESCRIPTION OF THE BUSINESS**

Rubicon is an advanced gold exploration company that owns the Phoenix Gold Project, located in the prolific Red Lake gold district in northwestern Ontario, Canada. Additionally, Rubicon controls over 285 square kilometres of prime exploration ground in Red Lake and more than 900 square kilometres of mineral property interests in the emerging Long Canyon gold district that straddles the Nevada-Utah border in the United States. Rubicon’s Common Shares are listed on the Toronto Stock Exchange (RMX) and the OTCQX markets (RBYCF).

### ***Specialized Skill and Knowledge***

All aspects of the Company’s business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, engineering, operations, environmental, drilling, logistical planning and implementation of exploration and development programs, treasury, accounting and legal. The Company has been successful to date in identifying and retaining employees and contractors with such skills and knowledge.

### ***Competitive Conditions***

The resource industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial and technical facilities than itself. Competition could adversely affect the Company’s ability to advance its current mineral properties and acquire suitable mineral properties in the future (see “Risk Factors”).

### ***Business Cycles***

The mineral exploration business is subject to mineral price cycles. The marketability of minerals and mineral concentrates and the ability to finance the Company on favourable terms is also affected by worldwide economic cycles.

### ***Environmental Protection***

The Company conducts exploration activities in the Canadian province of Ontario. Such activities are subject to various laws, rules and regulations governing the protection of the environment, including, in some cases, posting of reclamation bonds.

In Canada, extensive environmental legislation has been enacted by federal and provincial governments. Such legislation imposes rigorous standards on the mining industry to reduce or eliminate the effects of wastes generated by extraction and processing operations and subsequently deposited on the ground or emitted into the air or water.

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed activities and a heightened degree of responsibility for companies and their officers, directors, employees and contractors.

If environmental assessments are triggered, they can cause delay to the decision as to whether or not the relevant exploration property will be placed into production.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The cost of compliance with changes in governmental regulations has the potential to preclude entirely the economic development of a property.

The financial and operational effects of environmental protection requirements have been identified in the Technical Report.

As of December 31, 2018, the Ministry of Energy, Northern Development and Mines ("MENDM") had accepted a surety bond in the amount of \$7,712,363 as financial assurance for future estimated remediation costs associated with the near-term development of the Phoenix Gold Project. On July 28, 2016, the MENDM officially filed the Company's amended closure plan for the Phoenix Gold Project. A further amended closure plan was submitted in May of 2017 as a result of ongoing discussions with MENDM and will be resubmitted in a more complete format in April 2019.

### ***Employees***

As at December 31, 2018, the Company and its subsidiaries had 49 full-time employees. The Company also relies on consultants and contractors to carry out some of its activities.

### ***Foreign Operations***

The Company is not currently carrying out work at its exploration properties in Nevada and Utah.

### ***Bankruptcy and Similar Procedures and Reorganizations***

See discussion under "General Development of the Business – 2016".

### ***Social or Environmental Policies***

The Company is, and has been, carrying out exploration and development in Canada, principally in the Province of Ontario. Such activities are subject to various laws, rules and regulations governing the protection of the environment, including posting of reclamation bonds. Management has adopted and is committed to a Health, Safety and Environmental Policy designed to ensure that it continues to comply with or exceed all environmental regulations currently applicable to it. A copy of the Health, Safety and Environmental Policy can be found on the Company's website at [www.rubiconminerals.com](http://www.rubiconminerals.com).

In addition, Rubicon is currently a party to separate Exploration Accommodation Agreements with each of LSFN and WFN, covering certain of Rubicon's Red Lake area properties that are located on lands considered

by LSFN and/or WFN to be their traditional territory.

Consistent with its continuing consultation with the Aboriginal Communities whose traditional territory includes Red Lake, Rubicon developed its Aboriginal Policy. A copy of the Aboriginal Policy can be found on the Company's website at [www.rubiconminerals.com](http://www.rubiconminerals.com).

## RISK FACTORS

An investment in Common Shares involves a high degree of risk and must be considered a highly speculative investment due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity or quality to turn a profit from production. An investor should carefully consider the risk factors described below, together with all of the other information included in this AIF.

The risks described below are not the only ones which may affect the Company. Additional risks that the Company currently does not foresee or believes to be immaterial may become important factors that affect the Company's business. If any of the following risks occur, or if others occur, the Company's business, operating results and financial condition could be materially adversely affected and investors may lose all of their investment. Details of the risk factors identified under this heading and "Forward-Looking Statements" in this AIF should be carefully reviewed and evaluated by prospective investors before purchasing Common Shares.

### *General*

The Company is subject to a number of risks due to the nature of its business and the present stage of development of business. The following factors should be considered:

#### ***The Company's properties contain no known Mineral Reserve.***

All of the Company's properties are in the exploration stage, meaning that the Company has not determined whether such properties contain a "Mineral Reserve". Only those mineral deposits that the Company can economically and legally extract or produce, based on a comprehensive evaluation of cost, grade, recovery and other factors, are considered mineral reserves. The resource estimates contained in the Technical Report are inferred and indicated resource estimates only and no assurance can be given that any particular level of recovery of gold or other minerals from mineralized material will in fact be realized or that an identified mineralized deposit will ever qualify as a commercially mineable (or viable) reserve. Substantial additional work, including mine design and mining schedules, metallurgical flow sheets and process plant designs, would be required in order to determine if any economic deposits exist on the Company's properties. Substantial expenditures would be required to establish a Mineral Reserve through drilling and metallurgical and other testing techniques. Failure to discover economically recoverable reserves on a mineral property will require the Company to write-off the costs capitalized for that property in its financial statements. No assurance can be given that any level of recovery of any mineral resources will be realized or that any identified mineral deposit will ever qualify as a commercially mineable ore body that can be legally and economically exploited.

The only material property in which the Company has an interest is the Phoenix Gold Property. The costs, timing and complexities of upgrading the mineralized material at the Phoenix Gold Property to a Proven Mineral Reserve or Probable Mineral Reserve may be greater than the Company anticipates and may not be undertaken prior to development, if at all. In addition, actual development costs may differ materially from the Company's Technical Report estimates and may render the development of the Phoenix Gold Property economically unfeasible. In the absence of any new acquisitions of material property interests or the

development of other existing interests into material holdings, the Company will be solely dependent upon the Phoenix Gold Property for any future revenue and profits, if any. Should the development of the Phoenix Gold Property not be possible or practicable for any reason, the business and financial position of the Company would be materially adversely affected.

***The Company's properties, including the Phoenix Gold Property, may not be brought into a state of commercial production.***

Development of mineral properties involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. Fluctuations in the market prices of minerals may render resources and deposits containing relatively lower grades of mineralization uneconomic. There is no assurance that the Company's mineral exploration activities will result in the discovery of a body of commercial ore on any of its properties, including the Phoenix Gold Property, and several years may pass between the discovery of a deposit and, if at all, its exploitation. Most exploration projects do not result in the discovery of commercially mineable mineralized deposits. The commercial viability of a mineral deposit is dependent upon a number of factors which are beyond the Company's control, including the attributes of the deposit, commodity prices, government policies and regulation and environmental protection. The Company's ability to complete exploration and development work and commence mining operations at any of its properties, including the Phoenix Gold Property will depend on numerous factors, including the availability of capital to fund such operations, solving technological and engineering problems, accidents or acts of sabotage, changes in regulations and the availability and productivity of skilled labour. Furthermore, significant cost over-runs in any future development could make projects uneconomic, even if previously determined to be economic under feasibility studies. Accordingly, notwithstanding the positive results of one or more feasibility studies, there is a risk that the Company would be unable to complete development and commence commercial mining operations at one or more of the projects, including the Phoenix Gold Property which would have a material adverse effect on Rubicon's business, financial conditions, results of operations or prospects.

***If the Phoenix Gold Property is ever brought into a state of commercial production, the Company will be subject to risks relating to mining operations.***

Risks involved in mining operations include unusual and unexpected geologic formations, difficult ground conditions, seismic activity, cave-ins, flooding and other conditions involved in the drilling and removal of any material, any of which could result in damage to life or property, environmental damage and possible legal liability. Further, weather conditions over a prolonged period can adversely affect production, mining and drilling operations and the timing of earning revenues.

***The Company has a history of losses, and it anticipates continuing to incur losses for the foreseeable future.***

While the Company sold a limited amount of gold in 2018, the Company has a history of losses and has no revenues from current operations. The Company emerged from CCAA proceedings in 2016. None of the Company's properties is currently in production, and there is no certainty that the Company will succeed in placing any of its properties into production in the near future, if at all. The Company has experienced, on a consolidated basis, net income (loss) in the past three years of its operations, including net income (losses) of \$24,506,000, \$17,113,000 and \$112,811,000 in the years ended December 31, 2018, 2017 and 2016, respectively. As at December 31, 2018, the Company's deficit was \$779,553,000. The Company anticipates continued losses for the foreseeable future until it can successfully place one or more of its properties into commercial production on a profitable basis. It could be years before the Company receives any revenues from any production of metals, if ever. The Company's failure to achieve profitability and positive operating cash flows from operations will result in the requirement for additional financing, which may or may not be available upon terms acceptable to the Company, if at all, and could have a material adverse effect on the Company's financial condition and results of operations.

***Gold and commodity prices are subject to change, and a substantial or extended decline in such prices could materially and adversely affect the value of the Company's mineral properties and potential future results of operations and cash flows.***

The Company's future profitability and the viability of development depend in part upon the world market price of gold. Prices fluctuate widely and are affected by numerous factors beyond the Company's control. The price of gold is influenced by factors including industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of gold and other metals by producers and speculators as well as other global or regional political, social or economic events. The supply of gold and other metals consists of a combination of new mine production and existing stocks held by governments, producers, speculators and consumers, which could increase due to improved mining and production methods. Gold prices have fluctuated widely in recent years. If the market price for gold falls significantly, it could affect the Company's decision to proceed with further exploration or development and could materially and adversely affect the Company's ability to repay existing debt obligations or obtain additional financing for the development of the Phoenix Gold Project and the Company's working capital requirements should the circumstances require. Failure to obtain sufficient financing, if required, may result in delaying or the indefinite postponement of the development of the Phoenix Gold Project. Furthermore, the economic prospects of the projects in which the Company has an interest could be significantly reduced or rendered uneconomic. There is no assurance that, even as commercial quantities of gold may be produced in the future, a profitable market will exist for them. The Company does not presently have a gold hedging policy in effect. A decline in the market price of gold may also require the Company to reduce its mineral resources, which could have a material adverse effect on the Company's value. Prices and availability of commodities consumed or used in connection with exploration and development and mining, such as natural gas, diesel, oil and electricity, also fluctuate, and these fluctuations affect the costs of production at various operations. These fluctuations can be unpredictable, can occur over short periods of time and may have a material adverse impact on the Company's operating costs or the timing and costs of various projects.

***Estimates of mineral resources are based on interpretation and assumptions and are inherently imprecise.***

The mineral resource figures referred to in the Technical Report and this AIF have been determined and valued based on assumed future prices, cut-off grades and operating costs. However, until mineral deposits are actually mined and processed, mineral reserves and mineral resources must be considered as estimates only. Any such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results, industry practices and are dependent on the quantity and quality of available data. Estimates can be imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. In addition, the grade and/or quantity of precious metals ultimately recovered may differ from that indicated by drilling results. There can be no assurance that precious metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The grades of the reported mineral resource estimates are uncertain in nature and it is uncertain whether further technical studies will result in an upgrade to them. Further drilling on the mineralized zones is required to complement the current bulk sample and add confidence in the continuity of mineralized zones in comparison to the current block model. Any material change in the quantity of mineralization, grade or ore to waste ratio or extended declines in market prices for gold and precious metals may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization. Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization, could have a material adverse effect on the Company's results of operations or financial condition.

***Indebtedness.***

As at December 31, 2018, the Company's aggregate total indebtedness was \$16,410,000, including \$11,348,000 being the amount drawn under the Loan Facility. The Loan Facility now matures on December 31, 2020, and interest payments with an effective annual interest rate of 5.0% paid-in-kind by the Company on maturity. As a result of this indebtedness, the Company is required to issue additional common shares and/or use a portion of its cash or will be required to use any future cash flow in consideration of the future

repayment of the principal amount when due, which limits the cash flow available for other business opportunities. There can be no assurance that the Company will generate cash flow in amounts sufficient to pay outstanding indebtedness or to fund any other liquidity needs. If any indebtedness becomes repayable due to an inability to comply with covenants, or if the Company is unable to extend the terms of any of its indebtedness at time of maturity or renewal, such failure or failures could have an adverse effect on the Company's financial condition, results of operations and liquidity, or may force the Company to seek relief under a court-approved restructuring process.

***The Company's mineral property rights are subject to title risks.***

The Company's mineral property rights may be subject to prior unregistered agreements, transfers and claims and title may be affected by, among other things, undetected defects. Title to, and the area of, the mineral interests held by the Company may be disputed. Challenges to the title of the properties in which the Company may have an interest, if successful, could result in the Company being unable to operate on its properties as permitted or being unable to enforce its rights with respect to its properties. This could result in the Company not being compensated for its prior expenditures relating to the property. The confirmation of title to resource properties is a very detailed and time-consuming process and the Company has not conducted surveys of all of its mineral property interests in which it holds direct or indirect interests and no assurances can be given that there are no title defects affecting the Company's properties. Title insurance generally is not available for mining claims and other types of mineral tenure in Canada, and the Company's ability to ensure that it has obtained secure title to individual mineral properties may be severely constrained. Undetected defects could adversely affect the Company's title to its properties or delay or increase the cost of the development of its mineral property rights.

***The Company's land in Canada could be subject to Aboriginal title and rights claims.***

Aboriginal title and rights may be claimed with respect to Crown properties or other types of tenure with respect to which mining rights have been conferred on the Company. The Company is not aware of any current treaty land entitlement claims or Aboriginal land claims having been formally asserted or any legal actions relating to Aboriginal issues having been instituted with respect to the Phoenix Gold Property. There can be no assurance that treaty or Aboriginal rights will not be asserted in the future in respect of the Phoenix Gold Property, or any of the Company's other properties. In addition, other parties may dispute the Company's title to its properties and its properties may be subject to prior unregistered agreements or transfers or land claims by Aboriginal peoples, and title may be affected by undetected encumbrances or defects or government actions. Any claims of which the Company is notified in the future could have a material adverse effect on its right to the properties to which the claims relate and, as a result, on the Company's business, operating results and financial condition.

***The Company requires various permits in order to conduct its current and anticipated future operations, and delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company.***

The Company's current and anticipated future operations, including further exploration, development activities and commencement of production on the Company's properties, require permits from various national, provincial, territorial and local governmental authorities. Although the Company currently holds all material approvals which it requires in order to carry out its current exploration program on the Phoenix Gold Property, there can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects in the future, on reasonable terms. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could increase the Company's costs and delay its activities, and could have a material adverse effect on the Company.

***The mineral resource industry is intensely competitive.***

The mineral resource industry is intensely competitive in all of its phases. Much of the Company's competition is from larger, established mining companies with greater liquidity, greater access to credit and other financial resources, newer or more efficient equipment, lower cost structures, more effective risk

management policies and procedures and/or greater ability than the Company to withstand losses. The Company's competitors may be able to respond more quickly to new laws or regulations or emerging technologies, or devote greater resources to the expansion of their operations, than the Company can. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties. Competition could adversely affect the Company's ability to acquire suitable new producing properties or prospects for exploration in the future. Competition could also affect the Company's ability to raise financing to fund the exploration and development of its properties, its working capital requirements, or to hire qualified personnel. The Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition or results of operations.

***Mining is inherently dangerous and subject to conditions or events beyond the Company's control, which could have a material adverse effect on the Company's business.***

Hazards such as fire, explosion, floods, structural collapses, industrial accidents, unusual or unexpected geological conditions, ground control problems, power outages, inclement weather, seismic activity, cave-ins and mechanical equipment failure are inherent risks in the Company's exploration, development and mining operations. These and other hazards may cause injuries or death to employees, contractors or other persons at the Company's mineral properties, severe damage to and destruction of the Company's property, plant and equipment and mineral properties, and contamination of, or damage to, the environment, and may result in the suspension of the Company's exploration and development activities and any future production activities. Safety measures implemented by the Company may not be successful in preventing or mitigating future accidents.

It is not always possible to obtain insurance against all such hazards and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against environmental pollution or other hazards as a result of exploration and production is not generally available to the Company, or to other companies in the mining industry, on acceptable terms. Although the Company maintains insurance to protect against certain hazards in such amounts as it considers reasonable, its insurance will not cover all potential hazards associated with its operations, and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

In addition, from time to time the Company may be subject to governmental investigations and claims and litigation filed on behalf of persons who are harmed while at its properties or otherwise in connection with the Company's operations. To the extent that the Company is subject to personal injury or other claims or lawsuits in the future, it may not be possible to predict the ultimate outcome of these claims and lawsuits due to the nature of personal injury litigation. Similarly, if the Company is subject to governmental investigations or proceedings, the Company may incur significant penalties and fines, and enforcement actions against it could result in the closing of certain of the Company's mining operations. If claims and lawsuits or governmental investigations or proceedings are finally resolved against the Company, the Company's financial performance, financial position and results of operations could be materially adversely affected.

***The Company may face equipment shortages, access restrictions and a lack of infrastructure.***

Natural resource exploration, development, processing and mining activities are dependent on the availability of mining, drilling and related equipment in the particular areas where such activities are conducted. A limited supply of such equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration, development or extraction activities. Certain equipment may not be immediately available, or may require long lead time orders. A delay in obtaining necessary equipment could have a material adverse effect on the Company's operations and financial results. Natural resource exploration, development, processing and mining activities also depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The Company will need sufficient infrastructure to commence and continue mining

operations at the Phoenix Gold Property. Unusual or infrequent weather phenomena, sabotage, civil disobedience, government or other interference in the maintenance or provision of such infrastructure could also adversely affect the Company's operations, financial condition and results of operations.

***The Company is subject to government regulation.***

Exploration, development and production activities on the Company's properties are subject to extensive federal, provincial, state and local laws and regulation governing various matters, including: government regulations relating to such matters as environmental protection, health, safety, labour; best exploration practices; management and use of toxic substances and explosives; management of tailings and other waste generated by the Company's operations; management of natural resources; exploration, development of mines, production and post-closure reclamation; price controls and export limitations; maintenance of claims; tenure; and expropriation of property. The Company is required to be registered to do business and have a valid prospecting license (required to prospect or explore for minerals on Crown Mineral Land or to stake a claim) in any Canadian province or U.S. state in which it is carrying out work. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations or requiring corrective measures, installation of additional equipment or remedial actions, any of which could result in the Company incurring significant expenditures. The Company may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. It is also possible that future laws and regulations, or a more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of the Company's properties.

***The Company's operations are subject to environmental laws and regulations that may increase the Company's costs of doing business and restrict its operations.***

Environmental legislation on a global basis is evolving in a manner that will ensure stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessment of proposed development and a higher level of responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities.

In Ontario, legislation and regulations implemented by the MENDM, the Ministry of the Environment, Conservation and Parks, the Ministry of Natural Resources and Forestry, Environment and Climate Change Canada and the Department of Fisheries and Oceans directly affect the mining industry in the province of Ontario where the Company holds its material mineral claims. The Company can carry out exploration work including drilling, trenching, heavy mineral studies, airborne geophysical surveys, extensive use of off-road vehicles, establishment of a camp or other activities capable of causing ground disturbance, water quality impairments or disruption to wildlife or wildlife habitat, provided that it complies with applicable provincial and federal acts and regulations in so doing. The Acts and Regulations which guide exploration activity in Ontario include the *Mining Act*, *Public Lands Act*, *Aggregate Resources Act*, *Forest Fires Prevention Act*, *Lakes and Rivers Improvement Act*, *Crown Forest Sustainability Act*, *Endangered Species Act*, *Fish and Wildlife Conservation Act*, *Fisheries Act*, *Navigable Waters Protection Act*, *Ontario Environmental Assessment Act*, *Occupational Health and Safety Act*, *Health Protection and Promotion Act*, *Explosives Act*, *Environmental Protection Act*, *Ontario Water Resources Act* and the *Technical Standards and Safety Act*.

In the United States, federal initiatives are often administered and enforced through state agencies operating under parallel state statutes and regulations. Federal laws and regulations adopted and administered by the U.S. Environmental Protection Agency, Forest Service, Bureau of Land Management, Fish and Wildlife Service, Mine Safety and Health Administration, and other federal and state agencies, and laws and regulations such as the *Federal Clean Water Act*, *Clean Air Act*, *Comprehensive Environmental Response, Compensation and Liability Act*, *Resource Conservation and Recovery Act*, *Safe Drinking Water Act*, *Endangered Species Act*, *Migratory Bird Treaty Act*, *Bald and Golden Eagle Protection Act*, *National*

*Environmental Policy Act, National Historic Preservation Act, Native American Graves Protection and Repatriation Act, Archaeological Resources Protection Act, and Paleontological Resources Preservation Act, and their state counterparts and similar statutes, have a direct bearing on U.S. exploration and mining operations. Numerous federal and state governmental authorities have the power to enforce compliance with these laws and regulations and the permits issued under them, and their interpretation and enforcement of these laws, regulations and permits have tended to become more stringent over time. The approval process in the United States is increasingly cumbersome, time-consuming, and expensive, and the cost and uncertainty associated with the permitting process could have a material effect on exploring, and mining the Company's properties. In particular, compliance with statutory environmental quality requirements may require significant capital investments, that significantly affect the Company's earning power, or cause material changes in the Company's intended activities. Failure to comply with these laws, regulations and permits may result in the assessment of administrative, civil or criminal penalties; the imposition of investigatory, remedial or monitoring obligations; and the issuance of injunctions limiting or prohibiting some or all of the Company's operations. These laws and regulations will make the process for preparing and obtaining approval of a plan of operations much more time-consuming, expensive, and uncertain. Plans of operation will be required to include detailed baseline environmental information and address how detailed reclamation performance standards will be met. In addition, all activities for which plans of operation are required will be subject to a standard of review by the Bureau of Land Management, which must make a finding that the conditions, practices or activities do not cause substantial irreparable harm to significant scientific, cultural, or environmental resource values that cannot be effectively mitigated.*

Environmental standards imposed by federal, provincial, state, or local governments may be changed or become more stringent in the future, which could force the Company to suspend, or cease altogether, its Canadian and U.S. operations and which would materially and adversely affect the Company's business and results of operations. While the estimated annual cost of environmental compliance for all properties held by the Company in the exploration stage is minimal and pertains primarily to carrying out diamond drilling, trenching or stripping, environmental hazards may exist on the Company's properties, which hazards are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Located on the Phoenix Gold Property, are a number of mine structures (hoist, head frame) and mine features (tailings ponds, rock dumps and processing plant) used by the previous owners to gain underground access and stockpile mill feed. The Company conducts on-going activities in accordance with government legislation to ensure the site is safe and secure and in accordance with the closure plan for the development and production phase approved by the MENDM. Future compliance with environmental reclamation, closure and other requirements, particularly if the Company transitions from exploration to production and with respect to hazards presently unknown to the Company, may involve significant costs and other liabilities.

***If the Company is unable to retain key members of management, the Company's business might be harmed.***

The Company's development to date has depended, and in the future will continue to depend, on the efforts of its senior management. The Company has entered into employment contracts with each member of its senior management. The Company currently does not, and does not intend to, maintain key person insurance for these individuals. The loss of any one or more of the senior management could have a negative impact on the Company's business, as the Company may not be able to find suitable personnel to replace departing management on a timely basis or at all. The loss of any member of the senior management team could impair the Company's ability to execute its business plan and could therefore have a material adverse effect on the Company's business, results of operations and financial condition.

***Conflicts of interest may arise among the Company's directors as a result of their involvement with other mineral resource companies.***

Certain directors of the Company are directors of, or may become associated with, other natural resource companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time. Such a conflict poses the risk that the Company may enter into a transaction on terms

which place the Company in a worse position than if no conflict existed. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and its shareholders and to disclose any interest which they may have in any project or opportunity of the Company, but each officer or director has the identical obligation to other companies for which such officer or director serves as an officer or director.

***The Company may be required to seek additional financing to fund its business, which financing may not be available on acceptable terms, if at all.***

Unforeseen events, circumstances or changes of scope in the Company's projects may require the Company to seek additional financing. The Company has no operating revenues, has significant operational expenses and there is no assurance that the Company will be successful in obtaining any required additional financing through equity, debt or other means, if required, or that such additional funding will be available on terms acceptable to the Company. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing debt and equity market conditions, the price of gold and the business performance of the Company. In addition, the Company has granted Sprott and Royal Gold security interests over the assets of the Phoenix Gold Project in connection with the Loan Facility and NSR agreements, respectively, which could make debt financing on favorable terms more difficult to arrange. Failure to obtain sufficient financing, if required, may result in delaying or the indefinite postponement of the development of the Phoenix Gold Project or could result in the Company being forced to sell some of its assets on an untimely or unfavorable basis. Any such delay or sale could have a material adverse effect on the Company's financial condition, results of operations and liquidity. If the Company raises additional funds through the sale of equity securities or securities convertible into equity securities, shareholders will have their equity interest in the Company diluted.

***Future Projects.***

The Company has properties at various stages of evaluation and development. There are inherent development, construction and permitting-related risks to the development of all new mining properties. These risks include the ability to assemble all required land and other usage rights in a cost-effective manner; availability and delivery of critical equipment; the hiring of key personnel (including outside consultants) for construction, commissioning and operations and the supervision of that personnel; delays associated with the work of third-party contractors; and budget overruns and currency fluctuations. The Company will be required to rely upon outside consultants, engineers and others for additional construction expertise in respect of its development properties. In addition, delays in the commencement of mineral production often occur. Accordingly, there can be no assurance that the Company's activities will result in profitable mining operations.

***Future litigation may impact the Company.***

Due to the nature of its business, the Company may, in the future, be subject to claims (including class action claims and claims from government regulatory bodies) based on allegations of negligence, breach of statutory duty, public nuisance or private nuisance or otherwise in connection with its operations or investigations relating thereto. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed upon appeal. While the Sanction Order granted pursuant to the Restructuring Transaction implemented in 2016 bars all past affected claims relating to, among other things, actions of the Company prior to date of the implementation of the Restructuring Transaction, the Company is presently unable to quantify its potential liability from such date under any of the above heads of damage, such liability may be material to the Company and may materially adversely affect its ability to continue operations. The Company maintains liability insurance to cover certain portions of these potential claims; however, the Company's liability insurance may not fully cover such claims.

***Judgments based upon the civil liability provisions of the United States federal securities laws may be difficult to enforce.***

The ability of investors to enforce judgments of United States courts based upon the civil liability provisions of the United States federal securities laws against the Company and its directors and officers may be limited due to the fact that the Company is incorporated outside of the United States, a majority of such directors and officers reside or are organized outside of the United States and their assets may be located outside the United States. There is uncertainty as to whether foreign courts would: (a) enforce judgments of United States courts obtained against the Company or its directors and officers predicated upon the civil liability provisions of the United States federal securities laws; or (b) entertain original actions brought in Canadian courts against the Company or such persons predicated upon the federal securities laws of the United States, as such laws may conflict with Canadian laws.

***The Company has never paid dividends and does not expect to do so in the foreseeable future.***

The Company has no history of earnings and as such the Company has not paid dividends on its Common Shares since incorporation and does not expect to do so in the foreseeable future. Payment of any future dividends will be at the discretion of the Board after taking into account many factors, including operating results, financial condition and anticipated cash needs.

***The Company's growth, future profitability and ability to obtain financing may be impacted by global financial conditions.***

Global financial conditions continue to be characterized by volatility and global markets continue to be adversely impacted by disruptions to the international equities markets, credit markets, and other financial systems and global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. Macroeconomic factors such as oil prices, ongoing geopolitical turmoil and fluctuations in economic growth as well as deflationary measures in foreign global markets have perpetuated significant instability in commodity prices. In addition, uncertainty related to the timing of impending interest rate increases by the U.S. Federal Reserve continues to cause waves in the financial markets, in turn, putting significant pressure on gold as an inflationary 'hedge', and by extension gold-focused equities. A slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and profitability. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. In such an event, the Company's operations and financial condition could be adversely impacted.

***The Company's Common Share price has been volatile in recent years.***

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration or development-stage mining companies, have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. In particular, the per share price of the Common Shares fluctuated from a high of \$1.88 to a low of \$1.00 on the TSX during the financial year ended December 31, 2018. See "Market for Securities – Trading Price and Volume".

There can be no assurance that continual fluctuations in price will not occur. The factors influencing such volatility include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious metal prices or other mineral prices, currency exchange fluctuations and the Company's financial condition or results of operations as reflected in its earnings reports. Other factors unrelated to the performance of the Company that may have an effect on the price of the Common Shares include the following: the extent of analyst coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the

Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of securities of the Company; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and, a substantial decline in the price of the securities of the Company that persists for a significant period of time could cause the Company's securities to be delisted from an exchange, further reducing market liquidity. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

***Market for Securities.***

There can be no assurance that an active market for the Company's common stock will be sustained. Holders of the Company's common stock may be unable to sell their investments on satisfactory terms. As a result of any risk factor discussed herein, the market price of the common stock of the Company at any given point in time may not accurately reflect the long-term value of the Company. Furthermore, responding to these risk factors could result in substantial costs and divert management's attention and resources. Substantial and potentially permanent declines in the value of the Company's common stock may result.

***Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute investors' voting power and reduce the Company's earnings per share, if any.***

The Company may sell additional equity securities in subsequent offerings (including through the sale of securities convertible into equity securities) and may issue additional equity securities to finance operations, exploration, development, acquisitions or other projects. The Company cannot predict the size of future issuances of equity securities or the size and terms of future issuances of debt instruments or other securities convertible into equity securities or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Any transaction involving the issuance of previously authorized but unissued Common Shares, or securities convertible into Common Shares, would result in dilution, possibly substantial, to security holders. Exercises of presently outstanding Options and other equity-based securities may also result in dilution to security holders. The Board has the authority to authorize certain offers and sales of additional securities without the vote of, or prior notice to, shareholders. Based on the need for additional capital to fund expected expenditures and growth, it is possible that the Company will issue additional securities to provide such capital. Such additional issuances may involve the issuance of a significant number of Common Shares at prices less than the current market price for the Common Shares. Sales of substantial amounts of the Company's securities, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Company's securities and dilute investors' earnings per share, if any. A decline in the market prices of Company's securities could impair the Company's ability to raise additional capital through the sale of securities should the Company desire to do so.

***The Company may be a "passive foreign investment company", which may have adverse U.S. federal income tax consequences for U.S. shareholders.***

U.S. investors should be aware that the Company believes it was classified as a "passive foreign investment company" within the meaning of Section 1297 of the Code (a "PFIC") during the tax year ended December 31, 2018, and based on current business plans and financial expectations, the Company expects that it may be a PFIC for the current tax year and in future tax years. If the Company is a PFIC for any year during a U.S. shareholder's holding period, then such U.S. shareholder generally will be required to treat any gain realized upon a disposition of shares of the Company, or any so-called "excess distribution" received on its shares of the Company, as ordinary income, and to pay an interest charge on a portion of such gain or distributions, unless the shareholder makes a timely and effective election to treat the Company (and/or a Subsidiary PFIC) as a "qualified electing fund" (a "QEF") under Section 1295 of the Code (a "QEF Election") or a "mark-to-market" election with respect to the shares of the Company. A U.S. shareholder who makes a QEF Election generally must report on a current basis its share of the Company's net capital

gain and ordinary earnings for any year in which the Company is a PFIC, whether or not the Company distributes any amounts to its shareholders. A U.S. shareholder who makes the mark-to-market election generally must include as ordinary income each year the excess of the fair market value of the shares of the Company over the shareholder's basis therein. Each U.S. shareholder should consult its own tax advisors regarding the PFIC rules and the U.S. federal income tax consequences of the acquisition, ownership, and disposition of shares of the Company.

### ***Accounting Policies and Internal Controls***

The Company prepares its financial reports in accordance with International Financial Reporting Standards. In preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the Company's audited financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance.

### ***The Company's information technology systems are subject to disruption, damage or failure.***

The Company's information technology systems are subject to disruption, damage or failure from various causes, including, but not limited to, computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. The Company could also be adversely affected by system or network disruptions if new or upgraded information technology systems are defective, not installed properly or not properly integrated into the Company's operations. Incidents involving cyber security are evolving and include, without limitation, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data. Various measures have been implemented to manage the Company's risks related to its information technology systems and network disruptions. However, given the unpredictable nature, timing and scope of information technology system disruptions, the Company could potentially be subject to operational delays, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of its systems and networks or financial losses, any of which could have a material adverse effect on the Company's cash flows, reputation, financial condition or results of operations.

### ***Uncertainty of Acquiring Necessary Permits and Licenses***

The Company was granted the production closure plan on December 2, 2011, and the remaining material permits required for the projected production phase (as contemplated in the Technical Report) of the Phoenix Gold Project were received in the first quarter of 2012. On July 28, 2016, the MENDM officially filed the Company's amended closure plan for the Phoenix Gold Project. A further amended closure plan was submitted in May of 2017 as a result of ongoing discussions with MENDM and will be resubmitted in a more complete format in April 2019. The operations of the Company will still require certain further approvals from various governmental authorities if the Phoenix Gold Project is ever brought into a state of commercial production. There can be no assurance that the Company will be able to obtain all necessary currently unanticipated licenses and permits that may be required to carry out exploration, development and mining operations at its projects, on reasonable terms or at all. Delays or failure to obtain such licenses and permits, or failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company.

### ***Potential future mergers or divestitures.***

The Company continually explores strategic alternatives including merger and divestiture opportunities at the corporate and asset levels; however there can be no assurance that the Company will find attractive alternatives, or that the Company will be able to conclude any such transactions or arrangements on economically acceptable terms, if at all. Such mergers or divestitures may require substantial capital and

negotiations and the decoupling of assets or the integration of operations which could disrupt the Company's business by diverting management, and employees' attention away from day-to-day operations. If the Company consummates any future divestiture or merger, the Company's capitalization, and results of operations may change significantly. There is no assurance that when evaluating a possible transaction, the Company will correctly identify and manage the risks and costs inherent in the specific transaction.

## **MATERIAL MINERAL PROJECT**

### ***Phoenix Gold Property***

#### **Current Technical Report**

The Phoenix Gold Property is the Company's only material mineral property. The following is the summary extracted or derived from the technical report entitled "National Instrument 43-101 Technical Report for the Rubicon Phoenix Gold Project" dated June 13, 2018 (the "**Technical Report**") prepared by Brian Thomas, P. Geo. of Golder Associates Ltd. ("**Golder**"), Tim Maunula, P. Geo. of T. Maunula & Associates Consulting Inc. ("**TMAC**"), John William Frostiak, P.Eng. and Michael Willett, each of whom is a Qualified Person (See "*Names and Interest of Experts*") filed in connection with an updated mineral resources estimate for the Phoenix Gold Project. The following summary does not purport to be a complete summary of the Phoenix Gold Project and is subject to all the assumptions, qualifications and procedures set out in the Technical Report and is qualified in its entirety with reference to the full text of the Technical Report. Readers should read this summary in conjunction with the Technical Report, which may be obtained online on the SEDAR website at [www.sedar.com](http://www.sedar.com).

#### **Property Description, Location and Access**

The Phoenix Gold Project is located in the southwestern part of Bateman Township within the Red Lake mining district of northwestern Ontario, Canada. The total area of the mineral tenure is 510.4 hectares. It is centered on the historical McFinley shaft (now called the Phoenix shaft). The Phoenix Gold Project consists of 31 contiguous Mining Leases, Patented Claims, Mining Licences of Occupation, and 1 Staked Claim.

Rubicon is the 100% registered owner of mining rights for all forms of tenure of the Phoenix Property. The surface rights of certain Patented Claims are registered under 0691403 B.C. Ltd, a subsidiary of Rubicon. The ownership is registered in Land Registry Office #23 (District of Kenora), in the register for the District of Patricia Freehold for the Corporation of the Municipality of Red Lake. Rubicon is also the 100% recorded holder of the one staked claim registered with the Mining and Minerals Division of MENDM.

The property is subject to 2% net smelter return (NSR), payable to Franco-Nevada Corporation, on the majority of the water portions of the property, with Rubicon having the option to reduce the NSR by 0.5% by making a one-time payment of US\$675,000 at any time, subject to a right of first refusal, whereby, a third party has the initial right to exercise this option. The property is also subject to a 1% NSR on all forms of tenure (Patented, Leased, Mining Licences of Occupation and the staked claim) to RGLD Gold AG, subject to a maximum 4.0% NSR.

Rubicon has obtained all of the relevant permits required to conduct the proposed work described in the Technical Report.

The Phoenix Gold Project site is accessible via an 8-kilometre ("**km**") gravel road that branches off the Nungesser Road, just north of the community of Balmertown, part of the Municipality of Red Lake, Ontario. Located in the East Bay of Red Lake, the Phoenix Gold Project is also easily accessible by water.

The Municipality of Red Lake is serviced by daily flights from Winnipeg and Thunder Bay and also has a local bus service operation three days per week. Red Lake is reached via Highway 105, which branches off the Trans-Canada Highway 17 approximately 170 km south of Red Lake (at Vermillion Bay, ON). Mining is the primary employer and the population was just over four thousand as of the last census data (2016). The climate is considered subarctic and topography is characteristic of the Canadian Shield, mildly rugged and dominated by glacially scoured southwest trending ridges typically covered with jack pine and mature poplar trees.

The Phoenix Gold Project site is currently supplied by a 10.4 km power transmission line connected to Hydro One's 44,000 Volts (44kV) M6 feeder in the Red Lake Transformer Station. Mine water supply is from the nearby East Bay of Red Lake. The water is piped underground via a 100-millimetre water line for drilling use, muck pile watering, etc. A potable water plant is fully commissioned and operating at the processing plant. The operating season in the area is 12 months of the year.

## **History**

The Phoenix Gold Property (previously known as the McFinley property) was initially staked by McCallum Red Lake Mines Ltd. in 1922. After a series of ownership changes, Rubicon optioned the property from Dominion Goldfields Corporation in two agreements in 2002. The surface rights of the patented claims are now owned by 0691403 B.C. Ltd., a wholly owned subsidiary of Rubicon. The Phoenix Gold Property has an extensive history of exploration dating back to 1922.

A historical estimate was completed by McFinley internal staff in 1986. This resource estimate does not cover the same volume of ground as the F2 gold deposit and is historic. Previous Resource Estimates completed by external consultants were disclosed by Rubicon in 2010, 2011, 2013 and 2016 and are no longer current and have been superseded by the 2018 mineral resource estimate (the "**2018 Mineral Resource Estimate**") contained herein.

There has been limited past production in the form of lateral development and trial longhole stope mining on the property. Mining exploration activities on the property were terminated in 1989 after test-milling of an estimated 2,250 tonnes of material unrelated to the F2 gold deposit.

Development of the Phoenix Gold Project commenced by Rubicon in 2012 with shaft deepening and mill building foundation work, and followed by the establishment of levels and associated infrastructure at the 122 metre ("**m**"), 183 m, 244 m, 305 m, 488 m, and 610 m levels.

In 2015, Rubicon started trial stoping on the 305 m level. Subsequent trial stoping followed on the 183 m and 244 m levels. Typical development followed mineralized material, via Alimak raising, lateral sill and sublevel advance. Test production of three longhole stopes was completed on the 305 m and 244 m levels. The 244-159, 244-977 and 305-030 stopes were mined, skipped to surface, and processed at the Rubicon mill facility on site. Rubicon processed 57,793 dry tonnes of mineralized material, grading at 3.02 grams per tonne ("**g/t**") gold. Rubicon achieved an average mill recovery of 91.9% and produced 5,153 ounces of gold. Underground activities were suspended on November 3, 2015 and milling ceased on November 21, 2015.

## **Geological Setting, Mineralization and Deposit Type**

The Phoenix Gold Project is located in the Uchi Subprovince of the Superior Province of the Canadian Precambrian Shield. Within the Uchi Subprovince, the Red Lake Greenstone Belt is host to one of Canada's preeminent gold districts having produced more than 29 million ounces of gold since the 1930s.

The Red Lake Greenstone Belt is subdivided into several rock assemblages recording magmatic and sedimentary activities that occurred from 3.0 to 2.7 billion years before the present. The tholeiitic and komatiitic metabasalts of the Balmer Assemblage are the oldest volcanic rocks in the greenstone belt and its

lower and middle portions host the major lode gold deposits in the Red Lake district. The Phoenix Gold Project is hosted within the northeast-trending Balmer Assemblage, which, in this area, is comprised of three tholeiitic mafic volcanic rock sequences, separated by distinct marker horizons of felsic and ultramafic volcanic rock. Structurally, the Red Lake Greenstone belt underwent continental collision (the Kenoran Orogeny), ca. 2.72 to 2.71 Ga, which led to multiple episodes of intense hydrothermal alteration, deformation, metamorphism, and gold mineralization (Dube et al. 2004). The belt records several episodes of deformation interpreted to be closely linked with intensive hydrothermal activity and gold mineralization. Current regional interpretations of the Red Lake area identify three main deformation events:

- D1: Regional NW-SE shortening, resulting in NE-SW striking folds, thrust faults, thrust related strike-slip faults, quartz veins and penetrative regional foliation (S1) fabric.
- D2: Regional NE-SW shortening resulting in development of pre- to syn-mineralization oblique strike slip fault systems and a fold overprint of the earlier D1 deformation. During D2 deformation in the East Bay area, oblique dextral strike slip faults re-activated D1 thrust faults and associated D1 strike slip faults along a zone of crustal weakness inherited from earlier D1 faulting.
- D3: Regional-scale folding resulting in open folding of D1 and D2 structural features.

The local geology in the Phoenix Gold Project area comprises a series of N-S trending, steeply dipping to sub vertical alternating panels of talc-altered komatiitic ultramafic flows (Ultramafic Flows) and biotite and silica altered basaltic mafic volcanic flows (High-Ti Basalt). Three main panels of High-Ti Basalt are observed, namely the F2 Basalt, West Limb Basalt and the Hanging Wall Basalt; in addition to these three main basalt panels there are other less continuous or less well-defined panels of basalt located in the deposit area. The volcanic units are intruded by a series of quartz-feldspar porphyry felsic dykes and sills (Felsic Intrusive) as well as less abundant intermediate and mafic dykes and sills. The Felsic Intrusive dykes and sills post-date D1 deformation features and are cross-cut by mineralized D2 deformation features.

The East Bay Deformation Zone (EBDZ) is located within the western portion of the deposit, where it forms a N-S orientation, steeply dipping to a sub-vertical high strain zone localized within the Ultramafic Flow unit. Within the Phoenix Gold Project area, the EBDZ forms a distinct boundary between the alternating panels of Ultramafic Flows and High-Ti Basalt units to the east of the structure, and Ultramafic Flows without interlayered High-Ti Basalt to the west of the structure.

Underground development completed since 2013 has exposed the gold mineralization for study and approximately 117,500 m of new infill core drilling completed since 2013 has helped better understand the mineralization's relationship to D2 structural features and its distribution. A primary objective of the 2017 drill program was the collection of extensive structural data from logging-oriented drill core, in conjunction with detailed underground structural mapping, which was instrumental to the development of a more comprehensive structural and geological model.

Gold mineralization occurs primarily within High-Ti Basalt in the form of mineralized quartz-actinolite veins and also mineralization associated with disseminated sulphides in the basalt, with lesser mineralization in felsic dykes and sills. Previous studies have identified an earlier low-grade gold mineralization event, with a later overprinting higher-grade gold mineralization event.

The early low-grade gold mineralization event appears to have formed pre- to syn-D1 as the mineralization is overprinted by the S1 foliation. The early phase of mineralization is generally low-grade, with gold grades generally less than 4 g/t, and occurs as quartz-actinolite-sulphide veins and stringers and disseminated mineralization associated with quartz-biotite-sulphide alteration in the High-Ti Basalt and Felsic Intrusive units.

The higher grade second mineralization event has been linked to an array of shear-related veins and minor localized shear zones interpreted to have formed as a result of D2 dextral transpression along the EBDZ. The

gold mineralization occurs in association with disseminated sulphide mineralization in the High-Ti Basalt and also in gold-bearing quartz-actinolite veins in the High-Ti Basalt and Felsic Intrusive units. The mineralized veins occur in several orientations, with the east striking, steeply-dipping vein arrays being associated with higher grade gold mineralization. E-W striking structures are limited to the High-Ti Basalt and Felsic Intrusive; those structures are interpreted as Riedel prime (R') shear veins associated with the regional dextral transpression. No regional or through-going deposit-scale E-W structures were identified.

The F2 gold deposit shares attributes of other Orogenic gold deposits of the Red Lake district. These include the association of auriferous quartz-carbonate veins with regional scale D2 deformation zones (D2 shear zones and related brittle-ductile structural features) and the favourable lithological setting of Balmer Assemblage mafic and ultramafic volcanic rocks.

## Exploration

Since acquiring the Phoenix Gold Project in 2002, Rubicon has conducted extensive exploration programs, including geological mapping, re-logging of selected historical boreholes, digital compilation of available historical data, ground and airborne magnetic surveys, mechanical trenching, channel sampling, a bathymetric survey, airborne geophysical surveys, a deep penetrating Titan 24 geophysical survey, petrographic studies, a topographic survey, data modelling and processing, as well as several drilling programs, along with underground drifting, sampling and mapping.

### Summary of Exploration Activities by Rubicon from 2002 to 2015

Year	Description of Work
2002	<ul style="list-style-type: none"> <li>■ Geological mapping</li> <li>■ Cataloguing, numbering and re-boxing of historical core cross-piled on property (over 60,000 m) Digital compilation of historical data</li> <li>■ High resolution airborne magnetic survey</li> <li>■ 22,000 square metres of mechanical trenching and power washing (in 2002 and 2004) Channel sampling (876 samples between 2002 and 2004) Overwater bathymetric survey of Red Lake within property boundary</li> <li>■ 1,900 m of drilling on the Phoenix Peninsula</li> </ul>
2003	<ul style="list-style-type: none"> <li>■ Re-logging of selected historical boreholes (approximately 23,000 m from 161 boreholes) Digital compilation of historical data</li> <li>■ Phase 1 drilling program with 9,600 m of winter drilling including ice drilling</li> <li>■ Phase 2 drilling program consisting of 3,000 m drilled on the Phoenix Peninsula</li> </ul>
2004	<ul style="list-style-type: none"> <li>■ Continued mechanical trenching, power washing and channel sampling</li> <li>■ Winter drilling program with 13,300 m drilled</li> </ul>
2005	<ul style="list-style-type: none"> <li>■ 11,800 m of surface drilling</li> </ul>
2006	<ul style="list-style-type: none"> <li>■ 1,614 m of surface drilling</li> </ul>
2007	<ul style="list-style-type: none"> <li>■ 13,444 m of surface drilling</li> </ul>
2008	<ul style="list-style-type: none"> <li>■ First phase of Titan 24 DCIP and MT survey</li> <li>■ 43,800 m of surface drilling</li> </ul>
2009	<ul style="list-style-type: none"> <li>■ Second and final phase of airborne Titan 24 survey completed</li> <li>■ Preliminary petrographic study</li> <li>■ Surface (44,675 m) and underground (25,512 m) core drilling</li> </ul>
2010	<ul style="list-style-type: none"> <li>■ Topographic survey utilizing airborne LiDAR technology (light detection and ranging) Surface (37,823 m) and underground (82,068 m) core drilling</li> </ul>
2011	<ul style="list-style-type: none"> <li>■ Surface (5,462 m) and underground (74,337 m) core drilling</li> </ul>
2012	<ul style="list-style-type: none"> <li>■ Surface (40,900 m) and underground (17,627 m) core drilling (to cut-off date of Nov 1, 2012)</li> </ul>
2013	<ul style="list-style-type: none"> <li>■ Underground core drilling (876 m) to support shaft development</li> </ul>

Year	Description of Work
2014	<ul style="list-style-type: none"> <li>■ Underground core drilling (40,574 m), infill and step out drilling in central portion of deposit</li> <li>■ Surface core drilling (6,064 m) used to investigate the crown pillar</li> </ul>
2015	<ul style="list-style-type: none"> <li>■ Underground core drilling (47,061 m), infill used as production support for trial stoping</li> <li>■ Exploration surface core drilling (9,553 m) targeting the Carbonate (Carz) Zone</li> </ul>

## Drilling

Between 2002 and November 1, 2017, Rubicon has completed 546,184 m of core drilling (235,228 m from the surface and 310,956 m from underground stations) on the Phoenix Gold Project. During this period, 483,707 m of drilling targeted the F2 Gold Deposit. Since November 2015, a total of 68 new core boreholes (22,901 m) have been drilled with the majority of the new boreholes consisting of infill drilling targeting the Main Zone of the F2 gold deposit from underground drilling stations. Approximately half of the 2017 drilling program (10,000m) comprised oriented core information for the purpose of collecting structural; orientation measurements and observations.

## Sampling, Analysis and Data Verification

Since 2002, Rubicon has used three primary analytical laboratories for assaying of drill core and development samples on the Phoenix Gold Project. Samples collected before 2008 were sent to either to the ALS Minerals (ALS) preparation lab in Thunder Bay, Ontario, or its analytical lab in Vancouver, British Columbia, or to Accurassay Laboratories (Accurassay), Thunder Bay, Ontario. Since January 2008, all primary assays have been conducted by SGS Mineral Services (SGS) in Red Lake, Ontario. Umpire check assays have been completed on between 3% and 5% of these assays since January 2010 and were analyzed by ALS, Accurassay or Actlabs. In 2015, production geology and mill related process samples were analyzed at Rubicon’s internal laboratory located in Balmertown.

Prior to 2009, gold was analyzed using the fire assay process (with an atomic absorption or inductively coupled plasma finish) on a 30 gram subsample. If the sample contained greater than 10 grams per tonne (g/t) gold, it was sent for a gravimetric finish. Starting in October 2009, the assay subsample size was increased to 50 grams. Rubicon’s exploration work was conducted under a quality management system involving all stages of exploration, from drilling to data management. All field data were recorded digitally using standardized templates that ensure all relevant information was captured. From 2009 to 2014, borehole data were reviewed by ioGlobal Pty Ltd. for quality assurance and quality control. Since 2014, database management and quality control and quality assurance was managed by qualified Rubicon staff, on-site. Various levels of descriptive input were recorded, with appropriate validation procedures in place.

Rubicon monitored the internal analytical quality control (QC) measures implemented by the primary laboratories it used for analysis. In addition, Rubicon implemented external analytical QC measures starting in 2008 on all sampling conducted at the Phoenix Gold Project. The analytical quality assurance and quality control (“QA/QC”) program was designed and monitored by both internal and external Qualified Persons. For drill core, analytical control measures used by Rubicon consisted of inserting control samples (blank, grade-matched Certified Reference Materials (CRMs), and field duplicates) in all sample batches submitted for assaying.

In addition to in-house monitoring, analytical QC data produced by Rubicon between 2002 and 2007 was reviewed by AMC Mining Consultants (Canada) Ltd in 2011. Analytical QC data collected between 2008 and 2015 was summarized and analyzed in technical reports by SRK Consultants (SRK, 2013b and SRK, 2016). Historical boreholes drilled prior to 2002 do not have known analytical QC data.

It is the TMAC Qualified Person's opinion that the sample preparation, security and analytical procedures used by Rubicon are consistent with standard industry practices and that the data is suitable for the 2018 Resource Estimate. The TMAC Qualified Person has no material concerns with the geological or analytical procedures used or the quality of the resulting data

A Qualified Person completed or supervised a number of data verification checks throughout the duration of the 2018 Resource Estimate. The verification process included a one-week site visit to the Phoenix Mine property by the resource Qualified Person to review the site geology, underground development, chain of custody of drill core samples and observe geological data collection procedures, and confirm metal mineralization through the inspection of drill core and independent sample verification. Other data verification included a spot check comparison of Gold (Au) assays from the drill hole database against original assay records (lab certificates) and a review of QA/QC performance for the 2017 drill program. Golder has also completed additional data analysis and validation.

Golder also performed regular desktop reviews on the core orientation and structural data measurements and observations collected during the 2017 drilling program to ensure the data was being collected in accordance with the Rubicon procedures for oriented core drilling and structural data collection and core logging.

On completion of the data verification process, it is the Golder Qualified Person's opinion that the geological data collection and QA/QC procedures used by Rubicon are consistent with standard industry practices and that the geological database is of suitable quality to support the 2018 Mineral Resource Estimate.

### **Mineral Processing and Metallurgical Testing**

During the course of exploration, Rubicon has developed the property by constructing abundant surface and underground infrastructure including an underground shaft, material handling systems, a mill and a tailings management facility, among many others. Rubicon has also completed trial mining and mill processing on a limited basis. The existing infrastructure is not supported by a current preliminary economic assessment, pre-feasibility or feasibility study and therefore the Qualified Persons are not considering the Phoenix Gold Project to be an "advanced property" as defined under NI43-101.

The metallurgical test work, completed on representative samples from the F2 gold deposit to support the conceptual design of a processing plant, was performed in 2012. No additional metallurgical specific testing was conducted after 2012. The process plant was operated in 2015, during which time 57,793 dry tonnes were milled grading at 3.02 g/t. The gold recovery of 91.9% achieved during 2015 was comparable to the results attained in the initial process development test work. The Technical Report reflects ounces recovered from a mill cleanup completed after the 2016 report was issued and as a result the reported grade and recovery has increased. Metallurgical improvements can be anticipated in the future when the process plant operates continuously within design parameters at steady state.

### **Mineral Resource Estimates**

The 2018 Mineral Resource Estimates for the Rubicon Gold Project contain forward-looking information. Inferred Mineral Resources are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Material factors that could cause actual results to differ materially from the conclusions and estimates set out herein, including, without limitation, 1) naturally occurring geological variability 2) incorrect geological interpretations 3) differences from the assumed criteria applied by the Qualified Persons to determine the reasonable prospects of economic extraction. The material factors, or assumptions, that were applied in drawing the conclusions, forecasts, and projections set forth herein are summarized in greater detail in the Technical Report.

The 2018 Mineral Resource Estimate is based upon data provided by Rubicon from surface and underground diamond drill programs, as well as chip samples and mapping from underground development completed mainly between 2002 and 2017. All data received was in the Phoenix Mine co-ordinate system which is rotated 45 degrees to the east of magnetic North. No other data translations were completed for the purpose of the 2018 Mineral Resource Estimate.

The Phoenix Gold Project mineralization was modelled in four zones defined as Zones 1 to 4. A three-dimensional (3D) block model was constructed for the purpose of estimating stratigraphy (i.e. rock type groupings) and Au grades, where stratigraphy was used as a zonal control on Au grade estimates. High-grade, outlier samples were controlled by top-cutting with a maximum distance restriction of 10 m. Resources were reported at a 3.0 g/t break-even cut-off grade and classified according to CIM Standards. Density values were assigned to the model based on the default mean value of each stratigraphic unit.

**Mineral Resources are not Mineral Reserves and do not necessarily demonstrate economic viability. There is no certainty that all or any part of this Mineral Resource will be converted into mineral reserve.**

**Inferred Mineral Resources are too speculative geologically to have economic considerations applied to them to enable them to be categorized as mineral reserves. There is no certainty that with additional drilling and test work, Inferred Mineral Resources will be upgraded to Indicated or Measured Mineral Resources.**

The base case 2018 Mineral Resource Estimate is reported at a cut-off grade of 3.0 g/t Au while other cut-offs are provided in order to demonstrate tonnage and grade sensitivities. All mineral resource estimates are reported from within a 2.0 g/t grade shell to account for mineral continuity and potential mineability which excludes isolated blocks with little potential for mining. The 2018 Mineral Resource Estimate excludes mineralization within the crown pillar located between the lake bottom and a depth of 40 m below the lake bottom.

### Phoenix Gold Project 2018 Mineral Resource Estimate

Resource Category	Quantity (000'tonnes)	Grade (g/t Au)	Contained Gold Ounces
Measured (M)	188	6.80	41,000
Indicated (I)	1,186	6.30	240,000
<b>M + I</b>	<b>1,374</b>	<b>6.37</b>	<b>281,000</b>
<b>Inferred</b>	<b>3,884</b>	<b>6.00</b>	<b>749,000</b>

- Effective date for this Mineral Resource is April 30, 2018.
- The 2018 Mineral Resource Estimate uses a break-even economic cut-off grade of 3.0 g/t Au based on assumptions of a gold price of US\$1,300 per ounce, an exchange rate of US\$/C\$ 0.77, mining cash costs of C\$97/t, processing costs of C\$20/t, G&A of C\$5/t, sustaining capital C\$10/t, refining, transport and royalty costs of C\$53/ounce, and average gold recoverability of 92%.
- The 2018 Mineral Resource Estimate reported from within an envelope accounting for mineral continuity.
- Mineral Resources are not Mineral Reserves and do not demonstrate economic viability.
- There is no certainty that all or any part of this Mineral Resource will be converted into Mineral Reserve.
- All figures are rounded to reflect the relative accuracy of the estimates and totals may not add correctly.

## Phoenix Gold Project 2018 Mineral Resource Sensitivities

Cut-off Grade (g/t Au)	Measured + Indicated Classification			Inferred Classification		
	Quantity (000't)	Grade (g/t Au)	Contained Gold Ounces (000)	Quantity (000't)	Grade (g/t Au)	Contained Gold Ounces (000)
2.0	2,167	4.94	344	6,475	4.58	954
2.5	1,729	5.62	313	5,045	5.24	851
<b>*3.0</b>	<b>1,373</b>	<b>6.37</b>	<b>281</b>	<b>3,884</b>	<b>6.00</b>	<b>749</b>
3.5	1,119	7.08	255	3,146	6.64	672
4.0	909	7.86	230	2,556	7.31	601
4.5	745	8.65	207	2,070	8.04	535
5.0	623	9.42	189	1,725	8.70	483

\*Base Case Scenario: 2018 Mineral Resource Estimate uses a break-even economic cut-off grade of 3.0 g/t Au.

### Recommendations

The data and observations collected during Rubicon's 2017 Exploration Program provided both a further understanding of the structural controls of the mineralization and additional geological information that contributed to the 2018 update of Mineral Resources at the Phoenix Gold Project.

The independent Qualified Persons believe that Rubicon can potentially improve upon the 2018 Mineral Resource Estimate through the implementation of a proposed exploration program (subject to any requisite financing) comprising of the following components:

- Targeted infill and step-out drilling is recommended in the mid-to-upper levels of the deposit to potentially convert Inferred Mineral Resources (generally drilling spacing of 40 m centres or more) to Indicated Mineral Resources. In addition, targeted infill and step-out drilling is recommended in areas identified as Exploration Targets (greater than 80 m centres), which potentially could contain between 500,000 and 800,000 t of sparsely drilled mineralized material grading between 5.0 to 7.0 g/t Au, and has reasonable potential to be upgraded to Mineral Resources. As per 2.3(2)(a) of NI 43-101, the potential quantity and grade of Exploration Targets is conceptual in nature, that there has been insufficient exploration to define a mineral resource and that it is uncertain if further exploration will result in the target being delineated as a mineral resource.
- Extend the exploration drift up to 200 m southward on the 610 m level (parallel to the F2 gold deposit) to provide additional drilling platforms that allow proper up-dip and down-dip infill drilling and step-out drilling of the mineralized zones in the southern portion of the deposit.
- Complete a model reconciliation based on the production of 25,000 to 30,000 t from a bulk sample, following Rubicon's test trial mining program, which has now been completed, to further validate the 2018 Mineral Resource Estimate and improve confidence in the established modelling and estimation procedures. Test mining allows for the collection of important data including stope parameter performance, input costs, and mill operating parameters, which could be implemented in a potential feasibility study of the Phoenix Gold Project in the future. See "*Recent Exploration and Development*" below.

- Conduct exploration drilling of the F2 gold deposit, which remains open at depth and along strike. Historical drilling intersected high-grade intercepts to a depth of 1,600 m below surface, well below the bottom of the 2018 Mineral Resource Estimate at 1,350 m elevation. The mineralization is also open at depth and has not been cut-off to date.
- Evaluate the historical data from the McFinley Deposit and close proximity Exploration Targets. Rubicon could evaluate data from the historic McFinley Deposit, located near existing underground development at the Phoenix Gold Project, using modern standards and parameters that are in accordance to CIM best practise guidelines. This exercise could potentially expand any future mineral resource estimate. Rubicon is also evaluating historical drill data from its close proximity Exploration Targets (Peninsula, CARZ, and Island Zones) located within two km northeast of the Phoenix Gold Project, which could possibly be included in any future updated mineral resource estimate.

## **Recent Exploration and Development**

In October 2018, Rubicon completed its test trial mining activity at the Phoenix Gold Project and processed more than 35,000 t of mineralized bulk sample material extracted from three test stopes and additional mineralized material from smaller pre-developed stopes in the F2 gold deposit. On November 29, 2018, Rubicon announced its bulk sample processing and milling results and a positive grade and tonnage reconciliation from its bulk sample program to the current block model estimates of the planned stope designs at the Phoenix Gold Project. The mill achieved a throughput rate of 70 tph (or 1,540 tpd equivalent). Overall mill recovery achieved was 95.1%, including approximately 43.2% recovered via gravity circuit. After the processing of all bulk sample material from the mill circuit, the Company proceeded with a mill cleanout to recover material found behind the ball mill liners, pump boxes, sumps, and carbon fines. The undiluted bulk sample results from the three test stopes demonstrated that the 32,551 t grading 4.93 g/t Au containing 5,165 oz were +7.2%, +6.1%, +13.8% higher than the 2018 Mineral Resource Estimate block model tonnes, grade, and ounces, respectively. An accounting of gold ounces in the mill was reconciled to less than 0.5%. Rubicon believes that the positive reconciliation validates the 2018 Mineral Resource Estimate.

In the second half of 2018, the Company completed a 280-m exploration drift at the 610-m level, which runs parallel to the strike of the F2 Gold Deposit. Rubicon has been infill drilling the F2 Gold Deposit down to the 854-m level from this exploration drift. Considering that the F2 Gold Deposit plunges to the south (mine-grid) at depth, the Company plans to extend the exploration drift to the south (mine-grid) up to 200 m to allow the Company to conduct expansionary drilling down to 1,600-m level on better angles.

In 2018, Rubicon completed approximately 20,000 m of oriented diamond drilling from the 305-, 610- and 685-m levels. The primary purpose of the drilling was to potentially upgrade the Inferred Resources of the 2018 Mineral Resource Estimate, to the Measured and Indicated categories.

See also the Company's management's discussion and analysis for the year ended December 31, 2018 for further information with respect to the Company's exploration activities for 2018 and planned exploration activities for 2019.

## **OTHER PROPERTIES**

### ***Nevada and Utah, United States***

In 2007, Rubicon acquired a large land package of mineral property interests located in Elko County, Northeastern Nevada and Box Elder County, Northwestern Utah totaling more than 900 square kilometres from Lexam Explorations Ltd. for approximately US\$6.0 million paid in Pre-Consolidation Common Shares of the Company. Exploration of this property is in the preliminary stage.

Following recent discoveries and ongoing development by others in the region, this area of Nevada is experiencing a renewed interest in exploration. Rubicon carried out an extensive airborne magnetic and radiometric survey designed to aid in the development of target areas. This was complimented by field mapping, prospecting and the completion of a regional stream sampling program and ASTER image analysis to aid in target selection. Reconnaissance field mapping and a stream sediment sampling program was carried out in 2009.

The property is considered to be prospective for ‘Long Canyon’ style gold mineralization, which refers to a deposit in a similar geological setting currently being developed by Newmont Mining Corporation.

Rubicon retains significant control over the majority of the Nevada and Utah properties and intends to explore all of its options to realize value from the property.

## **DIVIDEND RECORD AND POLICY**

The Company or its subsidiaries have not paid any dividends since incorporation, and they have no present intention of paying dividends on their Common Shares as they anticipate that all available funds will be invested to finance the growth of their business. Neither the Company nor any of its subsidiaries has any dividend or distribution policy. The directors of the Company and its subsidiaries will determine if and when dividends should be declared and paid in the future based on the Company and its subsidiaries’ financial positions at the relevant time. All of the Common Shares of the Company and its subsidiaries are entitled to an equal share of any dividends declared and paid. There are no restrictions on the Company and its subsidiaries’ ability to pay dividends.

## **DESCRIPTION OF CAPITAL STRUCTURE**

The Company is authorized to issue an unlimited number of Common Shares without par value and without any special rights or restrictions, of which 70,273,129 Common Shares were issued as at December 31, 2018.

The holders of Common Shares are entitled to receive notice of, and attend, all meetings of shareholders with each Common Share held entitling the holder to one vote on any resolution to be passed at such shareholder meetings. The holders of Common Shares are entitled to dividends if, as and when declared by the board of directors of the Company. The Common Shares are entitled upon liquidation, dissolution or winding up of the Company to receive the remaining assets of the Company available for distribution to shareholders.

## **MARKET FOR SECURITIES**

### ***Trading Price and Volume***

The Common Shares are listed and posted for trading on the TSX under the symbol “RMX”. The table below sets forth, for the periods indicated over the 12 months prior to December 31, 2018, the price range and volumes traded or quoted on the TSX (as reported by TSX MarketData).

	<b>High \$</b>	<b>Low \$</b>	<b>Volume</b>
December 2018	1.40	1.00	867,829
November 2018	1.52	1.25	634,644
October 2018	1.35	1.23	782,183
September 2018	1.35	1.23	467,761
August 2018	1.73	1.18	599,021
July 2018	1.42	1.05	2,325,676
June 2018	1.24	1.10	284,904
May 2018	1.52	1.17	426,895
April 2018	1.25	1.18	300,544
March 2018	1.35	1.16	375,908
February 2018	1.57	1.13	590,759
January 2018	1.88	1.42	714,372

### ***Prior Sales***

The following table summarizes the distribution of securities of the Company, (which are not listed or quoted on a marketplace), that were issued during the most recently completed financial year, identifying the type of security, the number of securities issued, the price per security and the date on which the securities were issued.

<b><u>Month of Issue</u></b>	<b><u>Type of Security</u></b>	<b><u>Number Issued</u></b>	<b><u>Issue/Exercise Price (\$)</u></b>	<b><u>Reason for Issuance</u></b>
December 2018	Warrants	800,000	1.35	In connection with Assignment of the Loan Facility
June 2018	Stock Options	85,000	1.17	Grant of Stock Options
	Stock Options	75,000	1.18	Grant of Stock Options
February 2018	Stock Options	1,169,000	1.44	Grant of Stock Options

Note:

(1) Each Option or Warrant entitles the holder to acquire one Common Share.

As at the date hereof, Rubicon has 4,409,703 Options outstanding, of which 2,778,254 are vested, and 800,000 warrants outstanding. The outstanding Options are exercisable between \$1.17 and \$1.60 per Common Share and the warrants are exercisable at \$1.35 per Common Share.

## **DIRECTORS AND OFFICERS**

### ***Name, Occupation and Security Holding***

The name, province and country of residence, position with the Company and principal occupation during the five preceding years of each of the directors and executive officers of the Company as at the date of this AIF are as follows:

Name, Position, Province and Country of Residence	Principal Occupation for Past Five Years	Director and/or Officer Since
<p><b>JULIAN KEMP</b></p> <p><i>Chairman of the Board and Director</i></p> <p><i>Ontario, Canada</i></p>	<p>Julian Kemp is a Business Consultant. Mr. Kemp has over 30 years of experience in the mining industry, mostly serving in senior financial and administrative management roles. His experience has been focused on restructuring and transforming exploration and development companies into producers. Mr. Kemp has guided various junior mining companies with precious metals, base metals and coal operations in North America and internationally as well as mining engineering and contracting companies. Formerly, he was the Vice President Finance and Chief Financial Officer of Fortune Minerals Limited, a position he held from 2004 to 2013. He is currently a director of Marathon Gold Corp. (TSX: MOZ) and a director of Central Timmins Exploration Corp (TSV-V: CTEC). Mr. Kemp has also previously served as a Director and Board committee member for a number of public companies. Mr. Kemp is a Chartered Accountant and holds a Bachelor of Business Administration degree from Wilfrid Laurier University. In addition, Mr. Kemp obtained the Chartered Director (C.Dir.) designation from The Directors College (a joint venture of McMaster University and The Conference Board of Canada) in 2012.</p>	<p>Director since May 2010</p>
<p><b>SASHA BUKACHEVA</b></p> <p><i>Director</i></p> <p><i>Ontario, Canada</i></p>	<p>Ms. Bukacheva is a capital markets and finance professional. She was previously a top-ranked Equity Research Analyst in base metals for BMO Capital Markets, and she spent seven years in investment research, publishing on &gt;40 mining stocks in total. From 2007 to 2009, Ms. Bukacheva was the Vice President, Finance and Administration for Stans Energy Corp. (TSX-V: HRE), an advanced exploration company with uranium and rare earth properties in Central Asia. Sasha received her Master of Science (MSc.) at the London School of Economics and Political Science in 2005 and became a CFA charter holder in 2011. She also achieved a Certificate in Mining Studies at the University of British Columbia in 2016.</p>	<p>Director since April 2018</p>

Name, Position, Province and Country of Residence	Principal Occupation for Past Five Years	Director and/or Officer Since
<p><b>DANIEL BURNS</b></p> <p><i>Director</i></p> <p><i>British Columbia, Canada</i></p>	<p>Daniel Burns, J.D., MBA, CPA, CMA, ICD.D, A.C.C., is a lawyer, accountant and entrepreneur. He is currently the President and CEO for NDC Solutions Inc., a software applications company developing mobile and web corporate booking programs for major airlines. Mr. Burns is an experienced director in the fields of financial services, investment management and insurance. He is currently the Chair of the World Council of Credit Unions (based out of Washington, DC), director of the Cooperators Insurance Group and member of the Desjardins Group Advisory Committee. Mr. Burns was formerly the Chair of Credit Union Central of Canada and Chair of Central 1 Credit Union (which manages the assets and liquidity of the British Columbia and Ontario credit union systems.), director of Addenda Capital Inc., Coast Capital Savings and the Nature Conservancy of Canada. Mr. Burns has also served on the audit committees of a number of issuers, including acting as chair of the audit committees of the World Council of Credit Unions and Central 1 Credit Union. Mr. Burns completed the International Company Directors Course (Australian Institute of Company Directors) and holds the ICD.D (Institute of Corporate Directors) and A.C.C. (The Directors College) designations. He teaches the advanced governance program for the Canadian Board Diversity Council. Mr. Burns graduated from the University of Western Ontario with a Bachelor of Arts, Economics in 1984, from the University of British Columbia with a Juris Doctor, J.D., 1988. He graduated the Omnium Global MBA program, receiving an MBA from the Rotman School of Management at the University of Toronto and a global executive MBA from St. Gallen University, Switzerland. He was admitted to the Certified Management Accountants Society of Ontario (CMA) in 2009 and the Chartered Professional Accountants of Ontario (CPA) in 2014.</p>	<p>Director since August 2016</p>

<b>Name, Position, Province and Country of Residence</b>	<b>Principal Occupation for Past Five Years</b>	<b>Director and/or Officer Since</b>
<p><b>PETER JONES</b></p> <p><i>Director</i></p> <p><i>Ontario, Canada</i></p>	<p>Mr. Jones is a Professional Engineer and a seasoned mining executive with more than 40 years of management, operating, and technical experience in the mining industry. Peter was instrumental in the development and transformation of Hudbay Minerals Inc. (“Hudbay”) and its predecessor, Hudson Bay Mining and Smelting Company, Ltd. (“HBMS”). As the Chief Executive Officer of Hudbay, Peter orchestrated the company's initial public offering and acquisition of HBMS from Anglo American in 2004. He oversaw Hudbay’s emergence until 2008, and its turnaround when he rejoined in 2009. Previously, Mr. Jones was the CEO of HBMS (2002-2004), following years of progressive, senior management roles with the company. Prior to this, he spent several years in various mining, maintenance, and engineering roles at Cominco Ltd., before becoming the Director of Mining of its CESL division (1989-1995). Mr. Jones was also the Chairman and CEO of Adanac Molybdenum Corp. (2008-2009), the Chairman of Medusa Mining Ltd., (2010-2011) and Augyva Mining Resources Inc. (2011-2016). Currently, Mr. Jones serves on the boards of Mandalay Resources Ltd. and Victory Nickel Inc. Previously, he was the Chairman of the Mining Association of Canada and President of the Mining Association of Manitoba. Mr. Jones graduated from the Camborne School of Mines in the United Kingdom in 1969.</p>	<p>Director since December 2016</p>
<p><b>DAVID PALMER</b></p> <p><i>Director</i></p> <p><i>Ontario, Canada</i></p>	<p>Dr. Palmer is a Professional Geologist with more than 25 years of management, technical, and exploration experience. David is currently the President and CEO of Probe Metals Inc. Previously, Dr. Palmer was the President and CEO of Probe Mines Ltd. (2003-2015) where he led his team to two successful major mineral discoveries, including the multi-million ounce Borden Gold deposit, and the sale of the company to Goldcorp Inc. in 2015. As recognition of his team's accomplishments at Probe Mines, David was the recipient of numerous awards including the PDAC's Bill Dennis Prospector of the Year (2015) and Northern Miner's Mining Person of the Year (2014). Dr. Palmer has over 15 years of experience with exploration properties in Ontario, including the Red Lake area. Dr. Palmer received his B.Sc. in Geology at St. Francis Xavier University, and his M.Sc. and Ph.D. in Earth and Planetary Sciences at McGill University.</p>	<p>Director since December 2016</p>

Name, Position, Province and Country of Residence	Principal Occupation for Past Five Years	Director and/or Officer Since
<p><b>GEORGE OGILVIE</b> <i>President and Chief Executive Officer and Director</i>  <i>Ontario, Canada</i></p>	<p>Mr. Ogilvie is a Professional Engineer, with more than 28 years of management, operating, and technical experience in the mining industry. Previously, George was the CEO of Kirkland Lake Gold Inc., where he and his team improved operations at the Macassa Mine and elevated the company’s profile with the acquisition of St. Andrew Goldfields. Prior to this, Mr. Ogilvie was the CEO of Rambler Metals and Mining PLC, where he and his team guided the evolution of the company from grassroots exploration to a profitable junior producer. Mr. Ogilvie began his mining career in 1989 with AngloGold in South Africa working in the ultra-deep, high-grade, gold mines in the Witwatersand Basin. In 1997, he was the Mine Superintendent at the Ruttan Mine in Northern Manitoba for HudBay Minerals Inc. (formerly Hudson Bay Mining and Smelting Co. Ltd.). In 2004, George joined Dynatec Corporation as their Area Manager for the Sudbury Basin and later worked at the McCreedy West Mine as Mine Manager. In 2007, George joined Rambler as Chief Operating Officer, later becoming President and CEO. Mr. Ogilvie received his B.Sc. (Hons.) in Mining and Petroleum Engineering from Strathclyde University in Glasgow, Scotland and holds his Mine Managers Certificate (South Africa).</p>	<p>Officer and Director since December 2016</p>
<p><b>NICHOLAS NIKOLAKAKIS</b> <i>Officer</i> <i>Chief Financial Officer</i>  <i>Ontario, Canada</i></p>	<p>Mr. Nikolakakis has over 20 years of corporate finance, accounting and senior management experience within the mining sector. He was the former Chief Financial Officer of Rainy River Resources (“Rainy River”), where he was responsible for the corporation’s strategic plan, as well as its financial and reporting activities. As an integral part of Rainy River, Mr. Nikolakakis successfully raised more than \$150 million. Prior to Rainy River, Nick was the Vice President of Corporate Finance at Barrick Gold Corporation (“Barrick”), where he led a US\$1.0 billion project financing deal for Barrick’s Pueblo Viejo project in the Dominican Republic and successfully negotiated a US\$1.5 billion corporate revolving credit facility. Other previously held positions by Mr. Nikolakakis include, Vice President and Chief Financial Officer of Placer Dome Canada, and Treasurer at North American Palladium Ltd. Mr. Nikolakakis holds an Applied Science degree in Geological Engineering from the University of Waterloo and a Master of Business Administration from the University of Western Ontario’s Ivey School of Business.</p>	<p>Officer since October 2013</p>

<b>Name, Position, Province and Country of Residence</b>	<b>Principal Occupation for Past Five Years</b>	<b>Director and/or Officer Since</b>
<p><b>MICHAEL WILLETT</b></p> <p><i>Officer</i> <i>Director of Projects</i></p> <p><i>Saskatchewan, Canada</i></p>	<p>Mr. Willett is a Professional Engineer with more than 30 years of management, operating, technical, aboriginal and government relations experience in the mining industry. Prior to joining Rubicon, Mr. Willett has held senior management roles with March Consulting Associates Inc. (2013-2016) including Vice President of Mining and Business Development, where he was involved in various projects, studies and reviews relative to gold, base metals, potash and uranium mines and projects. Previously, Mr. Willett was the CEO of Tamerlane Ventures Inc. (2010-2013) where he led the advancement of the Pine Point Project in the Northwest Territories. Between 1989 and 2010, Mr. Willett spent several years in various senior mining and engineering roles for Hudbay including General Manager of its Snow Lake Operations and Chief Mine Engineer of the Ruttan Mine. Prior to this, Michael worked for Aurora Quarrying Ltd. and Dynatec Mining Ltd. completing various exploration, pre-production, production and expansion projects across Canada including in the Red Lake and Timmins (Ontario) and Val d'Or (Quebec) mining camps. Mr. Willett graduated from Queen's University in Kingston, Ontario, Canada, with a B.Sc. in Mining Engineering and a Masters Certificate in Project Management at the Schulich School of Business in Toronto.</p>	<p>Officer since December 2016</p>
<p><b>ROBERT KALLIO</b></p> <p><i>Officer</i> <i>Director, Legal and Corporate Secretary</i></p> <p><i>Ontario, Canada</i></p>	<p>Mr. Kallio is a lawyer and Chartered Professional Accountant. Rob joined Rubicon in June 2014. Prior to joining Rubicon, he practiced corporate law at Goodmans LLP with a focus on M&amp;A, securities and corporate finance, specializing in servicing mining clients. Prior to obtaining his law degree, Rob was a senior associate in PricewaterhouseCoopers LLP's assurance and transaction advisory services groups, obtaining his CPA, CA designation. Rob holds a Juris Doctor degree from Western University and a Bachelor of Commerce from Queen's University.</p>	<p>Officer since June 2017</p>

Directors of the Company are elected to hold office for one year until the next annual meeting of shareholders of the Company is held.

The committees of the board of directors of the Company consist of the Audit Committee, the Compensation, Corporate Governance and Nominating Committee and the Technical, Health and Safety Committee.

The members of the Audit Committee are Mr. Burns (Chair), Ms. Bukacheva and Dr. Palmer.

The members of the Compensation, Corporate Governance and Nominating Committee are Mr. Burns (Chair), Ms. Bukacheva and Mr. Jones.

The members of the Technical, Health and Safety Committee are Mr. Jones (Chair), Ms. Bukacheva and Dr. Palmer.

The directors and the executive officers of the Company as a group beneficially owned, or controlled or directed, directly or indirectly, 555,240 Common Shares of the Company, representing approximately 0.79% of the outstanding Common Shares, as at December 31, 2018. None of the directors and executive officers of the Company own any voting securities of any subsidiary of the Company.

### ***Cease Trade Orders***

To the Company's knowledge, except as otherwise noted herein, none of the Company's directors or executive officers is, as at the date of this AIF, or was within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company and any personal holding companies), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as a director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days and that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

### ***Bankruptcies***

To the Company's knowledge, except as otherwise noted herein, none of the Company's directors or executive officers, or shareholders holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company and any personal holding companies) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Messrs. Kemp and Nikolakakis were officers, and Messrs. Kemp and Burns were directors, of the Company when the Restructuring Transaction was commenced under the CCAA on October 20, 2016, and when the Company emerged from the CCAA proceedings on December 20, 2016 after a successful implementation of the Restructuring Transaction. See "General Development of the Business – 2016".

Mr. Willett was Chief Executive Officer of Tamerlane Ventures Inc. ("**Tamerlane**") from July 2010 to February 2013. Tamerlane entered voluntary CCAA protection in August 2013. Pursuant to an order of the Court, the CCAA proceedings were terminated in January 2014. On the same date, Tamerlane's principal secured lender brought a motion before the Court to place the Company in receivership. Pursuant to a Court order made on that date, the Company was placed in receivership and a receiver was appointed in respect of the Company's properties, assets and undertakings.

Mr. Jones was Chairman and CEO of Adanac Molybdenum Corporation (“**Adanac**”) from August 2008 to March 2009. Adanac entered voluntary CCAA protection in December 2008 and emerged from creditor protection in February 2011 following the successful implementation of its plan of compromise and arrangement.

### ***Penalties and Sanctions***

To the Company’s knowledge, except as otherwise noted herein, none of the Company’s directors or executive officers, or shareholders holding a sufficient number of securities of the Company to affect materially the control of the Company or any of their personal holding companies, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### ***Conflicts of Interest***

The Company or its subsidiaries’ directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company or its subsidiaries may participate, the directors of the Company or its subsidiaries may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company or its subsidiaries’ directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties, thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of British Columbia, the directors of the Company or its subsidiaries are required to act honestly, in good faith and in the best interests of the Company or its subsidiaries. In determining whether or not the Company or its subsidiaries will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company or its subsidiaries may be exposed and its financial position at that time.

The directors and officers of the Company and its subsidiaries are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest and the Company and its subsidiaries will rely upon such laws in respect of any directors’ and officers’ conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts must be disclosed by such directors or officers in accordance with the laws of British Columbia and the Company and its subsidiaries expects they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law. The directors and officers of the Company and its subsidiaries are not aware of any such conflicts of interests or potential conflicts of interests.

## **AUDIT COMMITTEE**

### ***Composition of the Audit Committee***

The Company’s Audit Committee is comprised of three directors, Daniel Burns (Chair), Sasha Bukacheva, and David Palmer, each of whom is “independent” under NI 52-110. All of the Audit Committee members are “financially literate”, as such term is defined in NI 52-110.

The Audit Committee Charter sets out its purpose, responsibilities and duties, qualifications for membership, accountability and reporting to the Board of Directors. A copy of the Audit Committee Charter is attached as Schedule “A”.

### ***Relevant Education and Experience***

Each Audit Committee member possesses education or experience that is relevant to the performance of their responsibilities as Audit Committee members of the Company.

Mr. Burns is a Chartered Professional Accountant, Certified Management Accountant and holds a Bachelor of Arts, Economics from the University of Western Ontario, a Juris Doctor from the University of British Columbia, a MBA from the Rotman School of Management at the University of Toronto and a global executive MBA from St. Gallen University, Switzerland. Mr. Burns also completed the International Company Directors Course (Australian Institute of Company Directors) and holds the ICD.D (Institute of Corporate Directors) and A.C.C. (The Directors College) designations. Mr. Burns is an experienced director in the fields of financial services, investment management and insurance. He is currently the Chair of the World Council of Credit Unions (based out of Washington, DC), director of the Cooperators Insurance Group and member of the Desjardins Group Advisory Committee. Mr. Burns was formerly the Chair of Credit Union Central of Canada and Chair of Central 1 Credit Union (which manages the assets and liquidity of the British Columbia and Ontario credit union systems.), director of Addenda Capital Inc., Coast Capital Savings and the Nature Conservancy of Canada. Mr. Burns has also served on the audit committees of a number of issuers, including acting as chair of the audit committees of the World Council of Credit Unions and Central 1 Credit Union.

Ms. Bukacheva is a capital markets and finance professional. She was previously a top-ranked Equity Research Analyst in base metals for BMO Capital Markets, and she spent seven years in investment research, publishing on >40 mining stocks in total. From 2007 to 2009, Ms. Bukacheva was the Vice President, Finance and Administration for Stans Energy Corp. (TSX-V: HRE), an advanced exploration company with uranium and rare earth properties in Central Asia. Sasha received her Master of Science (MSc.) at the London School of Economics and Political Science in 2005 and became a CFA charter holder in 2011. She also achieved a Certificate in Mining Studies at the University of British Columbia in 2016.

Dr. Palmer is a Professional Geologist with more than 25 years of management, technical, and exploration experience. Dr. Palmer received his B.Sc. in Geology at St. Francis Xavier University, and his M.Sc. and Ph.D. in Earth and Planetary Sciences at McGill University. Previously, Dr. Palmer was the President and CEO of Probe Mines Ltd. Dr. Palmer has over 15 years of experience with exploration properties in Ontario, including the Red Lake area.

### ***Audit Committee Oversight***

Since the commencement of the Company’s most recently completed financial year, the Company’s board of directors has adopted the recommendations of the Audit Committee of the Company to nominate and compensate the external auditor.

### ***Pre-Approval Policies and Procedures***

The Audit Committee must review and approve in advance any engagement of the external auditors for any non-audit services to the Company, taking into account the potential impact on the independence of the auditors. The Audit Committee may delegate to one or more members the authority to approve non-audit services, provided that the member reports to the Audit Committee at the next scheduled meeting such pre-approval.

### ***External Auditor Service Fees (By Category)***

In the following table, “Audit Fees” are fees billed by the Company’s external auditors for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-Related

Fees” are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax Fees” are fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. “All Other Fees” are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Company to its auditors in each of the last two fiscal years, by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
December 31, 2018	\$63,000	\$48,000	\$nil	\$32,766
December 31, 2017	\$66,150	\$44,100	\$nil	\$nil

“**Audit Fees**” are the aggregate fees billed by for the audit of the Company’s consolidated annual financial statements.

“**Audit Related Fees**” are the aggregate fees billed for reviews of the Company’s interim financial statements and involvement with the Company’s public offerings.

“**Tax Fees**” are the aggregate fees billed for professional services rendered by PricewaterhouseCoopers for tax compliance, tax advice on actual or contemplated transactions.

“**All Other Fees**” are the aggregate fees billed for involvement with public offerings.

## **LEGAL PROCEEDINGS**

In the normal course of carrying on its business, the Company may become involved in various legal proceedings. The Company is not currently involved in any material legal proceedings, nor is it aware of any pending or threatened proceedings, that it believes would have a material adverse effect upon its financial condition.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Other than as set out below and elsewhere in this AIF, none of the following persons or companies has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company or its subsidiaries:

- (a) a director or executive officer of the Company or its subsidiaries;
- (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than ten percent (10%) of any class or series of the Company or its subsidiaries’ outstanding voting securities; and
- (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

CPPIB Credit owns 10,000,000 Common Shares of the Company, representing 14.23% of the Company's issued and outstanding Common Shares as at the date of this AIF. Prior to December 20, 2018, CPPIB was a party to the Loan Facility. See "General Development of the Business – 2018" and "General Development of the Business – 2016".

## TRANSFER AGENTS AND REGISTRARS

The Company's transfer agent and registrar of the Common Shares is Computershare Investor Services Inc., located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9 and 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1. Registration facilities are maintained by Computershare Investor Services Inc. at its offices in Vancouver.

## MATERIAL CONTRACTS

There are no contracts that are material to Rubicon or any of its subsidiaries, other than a contract entered into in the ordinary course of business, that is required to be disclosed under NI 51-102 and that was entered into within the most recently completed financial year, or before the most recently completed financial year but is still in effect, other than the Loan Facility (see "General Development of the Business – 2018" and "General Development of the Business – 2016") and the Investor Rights Agreements (see "General Development of the Business – 2016").

## NAMES AND INTERESTS OF EXPERTS

PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, the auditors of the Company, has advised the Company that it is independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

None of Brian Thomas, P.Geo., Tim Maunula, P.Geo., John William Frostiak, P.Eng., Jerry DeWolfe, P.Geo., Curtis Clarke, MMSA, Robert Raponi, P.Eng., George Ogilvie, P.Eng or Michael Willett, P.Eng. (each, a "**Qualified Person**"), each of whom has prepared or certified a report under NI 43-101 or approved scientific and technical information described, included or referenced in a filing made by the Company under National Instrument 51-102 – *Continuous Disclosure Obligations* during or relating to the Company's most recently completed financial year, has received a direct or indirect interest in the property of the Company or of any associate or affiliate of the Company. As at the date hereof, other than Mr. Ogilvie (whose holdings are discussed below), each of the Qualified Persons beneficially owns, directly or indirectly, less than one percent of any outstanding securities of the Company or any associate or affiliate of the Company. Each of the Qualified Persons other than Messrs. Ogilvie and Willett who are employees of the Company, is, or was at the time such person prepared or certified the relevant report under NI 43-101 or approved the relevant scientific and technical information, independent consultants, independent of the Company.

Mr. Ogilvie directly or indirectly holds registered or beneficial interests in 475,940 Common Shares (representing 0.68% of the issued and outstanding Common Shares as at the date of this AIF), and 1,382,374 Options to acquire 1,382,374 Common Shares.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com), including particulars of directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in the 2018 Information Circular prepared in respect of the Company's most recent annual meeting.

Additional financial information is provided in the Company's annual financial statements and MD&A for the financial year ended December 31, 2018.

## SCHEDULE “A”

### Rubicon Minerals Corporation Audit Committee Charter

#### A. Purpose

The Audit Committee (the “Committee”) is a committee of the board of directors (the “Board”) of the Company the primary function of which is to assist the Board in its oversight of the nature and scope of the annual audit, management’s reporting on internal accounting standards and practices, financial information and accounting systems and procedures, controls around releases containing financial information, financial reporting and statements and to recommend, for approval of the Board, or to approve, the audited financial statements and interim financial statements.

The primary objectives of the Committee are as follows:

1. To assist directors in meeting their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Company and related matters;
2. To oversee the work of the external auditors;
3. To provide better communication between directors and external auditors;
4. To enhance the external auditors’ independence;
5. To increase the credibility and objectivity of financial reports; and
6. To strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and the external auditors.

#### B. Responsibility of Management and External Auditors

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles (“GAAP”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The external auditors’ responsibility is to audit the Company’s financial statements and provide their opinion, based on their audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP.

#### C. Membership and Organization

1. **Composition** - The Committee shall be comprised of not less than three independent members of the Board.
2. **Independence** - The Committee shall be composed entirely of “independent” directors, as such term is defined in National Instrument 52-110 and any applicable stock exchange rules, each as may be amended or replaced from time to time. In addition, none of the members of the Committee may have participated in the

preparation of the financial statements of the Company or any current subsidiary of the Company during the past three years.

3. **Appointment and Removal of Committee Members** - Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board or until the earlier of: (a) the close of the next annual meeting of the shareholders of the Company at which the member's term of office expires; (b) the death of the member; or (c) the resignation, disqualification or removal of the member from the Committee or from the Board. The Board may fill any vacancy in the membership of the Committee.

4. **Financial Literacy** - All of the members of the Committee shall be "financially literate" within the meaning used in National Instrument 52-110 or a member who is not financially literate must become so within a reasonable period of time following his or her appointment.

5. **Chair** - At the time of the annual appointment of the members of the Committee, the Board shall appoint a Chair of the Audit Committee. The Chair shall be a member of the Committee, preside over all Committee meetings, coordinate the Committee's compliance with this Charter, work with management to develop the Committee's annual work plan and provide reports of the Committee to the Board. The Chair may vote on any matter requiring a vote. In the case of an equality of votes, the Chair shall be entitled to a second or casting vote. The Chair shall report to the Board, as required by applicable law or as deemed necessary by the Committee or as requested by the Board, on matters arising at Committee meetings and, where applicable, shall present the Committee's recommendation to the Board for its approval.

6. **Meeting Procedures** - A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of the majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

#### **D. Functions and Responsibilities**

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board. In addition to these functions and responsibilities, the Committee shall perform the duties required of an audit committee by the relevant provincial corporations act, by any requirements of stock exchanges on which the securities of the Company are listed, and all other applicable laws.

1. **Oversee External Auditors** - The Committee shall oversee the work of the external auditors, including reviewing any significant disagreements between management and the external auditors in connection with the preparation of financial statements.

2. **Internal Controls** - The Committee shall monitor the system of internal control. The Committee shall require management to implement and maintain appropriate systems of internal control in accordance with applicable laws, regulations and guidance, including internal control over financial reporting and disclosure and to review, evaluate and approve these procedures. At least annually, the Committee shall consider and review with management and the external auditors:

- (a) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions.
- (b) any significant changes in internal control over financial reporting that are disclosed, or

considered for disclosure, including those in the Company's periodic regulatory filings;

- (c) any material issues raised by any inquiry or investigation by the Company's regulators;
- (d) any related significant issues and recommendations of the external auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.

3. **Review Financial Statements** - The Committee shall review the annual and interim financial statements of the Company and related management's discussion and analysis ("MD&A") prior to their approval. The process should include but not be limited to:

- (a) reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
- (b) reviewing significant accruals, reserves or other estimates;
- (c) reviewing any "related party" transactions, with related party having the meaning ascribed to it by Canadian securities regulations;
- (d) reviewing accounting treatment of unusual or non-recurring transactions;
- (e) ascertaining compliance with covenants under loan agreements;
- (f) reviewing disclosure requirements for commitments and contingencies;
- (g) reviewing unresolved differences between management and the external auditors;
- (h) obtain explanations of significant variances with comparative reporting periods; and
- (i) reviewing any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.

4. **Public Disclosure** - The Committee shall review the financial statements, MD&A, annual information forms, management information circulars and any prospectuses as well as all public disclosure containing audited or unaudited financial information before release and prior to Board approval.

5. **Interim Financial Statements** - The Committee shall review the interim financial statements and disclosures, and obtain explanations from management as required. After completing its review of the interim financial statements, if advisable, the Committee shall, if so authorized by the Board, approve the interim financial statements and the related MD&A, or if not so authorized by the Board, then approve and recommend them for approval by the Board.

6. **Hiring Policies** - The Committee shall review and approve the Company's hiring policies regarding the hiring of partners, employers and former partners and employees of the present and former external auditors of the Company.

7. **Appointment of External Auditors** - With respect to the appointment of external auditors by the Board, the Committee shall:

- (a) recommend to the Board the appointment of the external auditors for approval by the

shareholders at the Company's annual meeting of shareholders;

- (b) recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors shall report directly to the Committee;
- (c) on an annual basis, obtain from the external auditors a formal written statement delineating all relationships between the auditor and the Company, consistent with Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). Review and discuss with the external auditors all significant relationships such auditors have with the Company to determine the auditors' independence;
- (d) review the performance of the external auditors;
- (e) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
- (f) review and approve in advance any non-audit services to be provided to the Company or its subsidiaries by the external auditors and consider the impact on the independence of such auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Committee may delegate to one or more members the authority to approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.

8. **Evaluation and Rotation of Lead Partner** - At least annually, the Committee shall review qualifications and performance of the lead partners of the external auditors. The Committee shall obtain a report from the external auditors annually verifying that the lead partner of the external auditors has served in that capacity for no more than five fiscal years of the Company and that the engagement team collectively possesses the experience and competence to perform an appropriate audit.

9. **Review with External Auditors** - Review with external auditors (and internal auditor if one is appointed by the Company) their assessment of the internal controls of the Company, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of the Company and its subsidiaries.

10. **Risk Policies and Procedures** - The Committee shall review risk management policies and procedures of the Company (e.g. hedging, litigation and insurance), regarding current areas of great financial risk and whether management is managing these effectively.

11. **Treatment of Complaints/Submissions** - The Committee shall review and approve the establishment by management of procedures for the receipt, retention and treatment of complaints received by the Company from employees or others, regarding accounting, internal accounting controls, or auditing matters. The procedures will provide for the confidential, anonymous submission by the Company employees of concerns regarding questionable accounting or auditing matters.

12. **Investigations** - The Committee shall have the authority to investigate any financial activity of the Company. All employees of the Company are to cooperate as requested by the Committee.

13. **Retain Experts** - The Committee may retain independent counsel, persons having special

expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at the expense of the Company without any further approval of the Board. The Committee has the authority to set, and have the Company, pay the compensation for any such persons engaged by the Committee.

14. **Advising Board** - The Committee shall ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.

15. **Updates to Charter** - The Committee shall annually review and recommend to the Board any updates to the Audit Committee Charter. All changes to the Audit Committee Charter shall be approved by the Board.

16. **Legal Compliance** - The Committee shall confirm that the Corporation's management has the proper review system in place to ensure that the Corporation's financial statements, reports, press releases and other financial information satisfy legal requirements. The Committee will review with the Corporation's legal counsel any legal matter that the Committee understands could have a significant impact on the Corporation's financial statements.

17. **Fraud Prevention and Detection** - The Committee shall have the authority to oversee and assess management's controls and processes to prevent and detect fraud; receiving periodic reports on findings of fraud as well as significant findings regarding the design and/or operation of internal controls and management processes.

#### **E. Limitation of Responsibility**

While the Audit Committee has the responsibilities and powers provided by this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management (with respect to whom the Audit Committee performs an oversight function) and the external auditors.

#### **F. Adoption of the Audit Committee Charter and Amendments**

This Charter was adopted and approved by the Board of Directors of the Company on December 20, 2016.