

TORONTO, ONTARIO--(Marketwired - Dec 20, 2016) - Rubicon Minerals Corporation (TSX:RMX) ("Rubicon" or the "Company") is pleased to announce that it has successfully implemented its refinancing and restructuring transaction (the "Restructuring Transaction") pursuant to a plan of compromise and arrangement (the "Plan") under the Companies' Creditors Arrangement Act (Canada)("CCAA").

"I would like to thank the Rubicon team and our advisors for their efforts in the successful implementation of the Restructuring Transaction," stated George Ogilvie, P.Eng., the new President and Chief Executive Officer of the Company. "My vision is to systematically explore the F2 Gold Deposit over the next 18 to 24 months to gain a better understanding of the geology and potentially grow the mineral resources. We have strengthened the Board and management team to provide a fresh perspective on the Company and its assets. We have a strong balance sheet that will allow us to restart activities at the Phoenix Gold Project. We continue to believe in the exploration potential of the Phoenix Gold Project and the land packages in Red Lake, Nevada and Utah."

Implementation of the Restructuring Transaction resulted in:

- The appointment of George Ogilvie, P.Eng., as President and Chief Executive Officer of the Company and the addition of Michael Willett, P.Eng., as Director of Projects;
- The appointments of Peter R. Jones, P.Eng., Dr. David A.S. Palmer, Ph.D., P.Geo., and Mr. Ogilvie to the Rubicon Board of Directors;
- The receipt of C\$45,007,200 (gross amount, before fees) from the equity offering for 62.79% of the equity (or 33,840,000 common shares) of the Company, including Mr. Ogilvie's investment of C\$500,000 (or approximately 0.70% of the equity) in the Company;
- The reduction in the amounts outstanding under the loan facility (the "CPPIB Credit Loan Facility") with CPPIB Credit Investments Inc. ("CPPIB Credit") to C\$12.0 million (from approximately C\$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 CPPIB Credit 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 CPPIB Credit Loan Facility, the receipt by CPPIB Credit of 26.97% of equity (or 14,536,341 common shares) in the Company and a cash payment of C\$20.0 million;
- The private sale of 4,536,341 Rubicon common shares by CPPIB Credit to BMO Capital Markets, at a price of C\$1.33 per common share for gross proceeds of C\$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 will hold 10,000,000 Rubicon common shares (or 18.56% of equity) in the Company;
- Common shares held by existing shareholders (prior to the Restructuring Transaction) were consolidated based on a ratio of approximately 162.1 pre-consolidation Rubicon common shares to one post-consolidation common share. In aggregate, existing shareholders have retained approximately 4.65% of the equity (or 2,506,265 common shares) in the Company;
- The consolidation of the outstanding common shares and issuance of new common shares of the Company resulting in 53,890,125 common shares outstanding;
- The exchange of the Gold Stream Facility with Royal Gold for:
  - 5.58% equity interest (or 3,007,519 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 C\$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 C\$27 million (including C\$3 million of restricted cash that the Company expects to return to cash in 2017), compared to a cash balance of \$6.8 million on September 30, 2016;
- Disposal of approximately C\$6 million in property, plant, and equipment (Property, Plant, and Equipment balance of \$31.7 million on September 30, 2016) and a reduction of C\$5 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 eliminated certain finance lease obligations, and corresponding assets, as part of the Restructuring Transaction;
- Compromise of approximately C\$7.7 million in long-term liabilities related to agreements to secure long-term power for the Phoenix Gold Project. The Company eliminated its provision for power agreements as part of the Restructuring Transaction;
- Elimination of approximately C\$98.1 million in liabilities related to the Gold Stream Facility; and
- The reduction in the CPPIB Credit Loan Facility to C\$12.0 million due on December 31, 2020 (from approximately C\$68.4 million on September 30, 2016).

#### Summary of Rubicon Common Share Ownership

	Rubicon Common Share Ownership	%
Offering participants <sup>1</sup>	33,840,000	62.79%
CPPIB Credit	10,000,000	18.56%
BMO Capital Markets private purchase	4,536,341	8.42%
RG Gold AG (Royal Gold)	3,007,519	5.58%
Existing Rubicon shareholders	2,506,265	4.65%
Total common shares outstanding:	53,890,125	100.00%

<sup>1</sup> George Ogilvie has invested C\$500,000 (or approximately 0.70% of the equity ownership) in Rubicon

#### Resumption of Trading

The Company has been notified by the TSX that its common shares will remain listed on the TSX under the ticker symbol RMX, and under a new CUSIP #780911509 and ISIN #CA7809115099. Trading of Rubicon common shares is expected to resume on the morning of Thursday, December 22, 2016 at market opening.

#### Management Changes

With the completion of the Restructuring Transaction and as Rubicon commences its exploration activities on a more streamlined basis, Glenn Kumoi, LL.B., Vice President, General Counsel and Corporate Secretary, has decided to step down from his role and will continue to provide advice to the Company as a consultant on a part-time basis. Howard Bird, P.Geo., Vice President, Exploration, has left Rubicon to pursue other opportunities. Julian Kemp, BBA, CA, C.Dir., remains on the Board of Directors as its Chair.

Mr. Ogilvie commented, "We would like to thank Glenn for his contribution over the past 7 years and his leadership of the legal team on the completion of a complex Restructuring Transaction. He will be missed as an officer of the Company. We would like to thank both Glenn and Howard for their efforts during an exhaustive strategic review process that has led to a successful outcome, putting the Company on a better path forward. We wish them success on their future endeavours."

#### [Rubicon Minerals Corp.](#)

- George Ogilvie, P.Eng., President and CEO

#### Cautionary Statement regarding Forward-Looking Statements and other Cautionary Notes

*This news release 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 implementation of the Restructuring Transaction, the future plans and potential of the F2 Gold Deposit and related mineral resources, the planned activities at the Phoenix Gold Project, the exploration potential of the Company's land interests and the timing of the resumption of trading of the Company's common shares on the TSX.*

*Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and represent management's best judgment based on facts and assumptions that management 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. 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 exploration, 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: 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; market conditions and general business, economic, competitive, political and social conditions; the implementation and impact of the Restructuring Transaction; our ability to generate sufficient cash flow from operations or obtain adequate financing to fund our capital expenditures and working capital needs and meet our other obligations; the volatility of our stock price, and the ability of our common stock to remain listed and traded on the TSX; our ability to maintain relationships with suppliers, customers, employees, stockholders and other third parties in light of our current liquidity situation and the CCAA proceedings.*

*Forward-looking statements contained herein are made as of the date of this news release 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 the Management's Discussion and Analysis for period ending December 31, 2015 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 news release. The forward-looking statements contained herein are expressly qualified by this cautionary statement.*

## Contact

Allan Candelario  
Director, Investor Relations and Corporate Development  
+1 (416) 766-2804  
ir@rubiconminerals.com  
www.rubiconminerals.com