



RUBICON MINERALS CORPORATION
NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

Dear shareholder:

You are receiving this notification as Rubicon Minerals Corporation (“**Rubicon**” or the “**Company**”) is using the notice-and-access model (“**Notice-and-Access**”) provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of meeting materials to its shareholders for its annual general and special meeting of shareholders to be held on Wednesday, June 12, 2019 (the “**Meeting**”). Under Notice-and-Access, instead of receiving printed copies of the Company’s information circular (“**Circular**”), audited consolidated financial statements for the year ended December 31, 2018 and management’s discussion and analysis for the year ended December 31, 2018 (collectively, the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access the Meeting Materials electronically. However, together with this notice, shareholders continue to receive a form of proxy (in the case of registered shareholders) or a voting instruction form (in the case of non-registered shareholders), enabling them to vote at the Meeting. The Company has determined that those shareholders with existing instructions on their account to receive a paper copy of the Company’s meeting materials will receive paper copies of the Meeting Materials with this notification.

Meeting Date, Location and Purposes

The Meeting will be held on **Wednesday, June 12, 2019 at 10:00 a.m. (Toronto Time)** at 121 King Street West, Suite 1760, Toronto, Ontario, M5H 3T9. The following items of business are scheduled to be voted on at the Meeting:

1. **Appointment of Auditors and Remuneration:** to appoint PricewaterhouseCoopers LLP, as auditors of the Company for the ensuing year and authorize the directors to fix their remuneration;
2. **Election of Directors:** to elect directors of the Company for the ensuing year;
3. **Approval of Amended Stock Option Plan and Unallocated Entitlements under Amended Stock Option Plan:** to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving an amendment to, and all unallocated entitlements under, the Company’s stock option plan; and
4. **Other Matters:** to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

For detailed information with respect to each of the above matters, please refer to the subsection bearing the corresponding title under “Particulars of Matters to be Acted Upon” in the Circular. Rubicon urges shareholders to review the Circular before voting.

Accessing Meeting Materials Online

The Meeting Materials can be viewed online under Rubicon Minerals Corporation’s profile at www.sedar.com or on the Company’s website at www.rubiconminerals.com.



Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR. Shareholders may make their request without charge by e-mail at rubicon@rubiconminerals.com or by calling the toll free number 1-844-818-1776. To receive your printed Circular in advance of the proxy deposit date and Meeting date, Rubicon must receive your request for a printed copy of the Circular at least five business days in advance of the proxy deposit date.

Voting Process

If you are a registered shareholder, you will have received a form of proxy with this notification. If you are a non-registered shareholder, you will have received a voting instruction form or a form of proxy signed by your intermediary.

Registered Shareholders: You may vote online, by phone or by mail. To vote online, go to www.investorvote.com and follow the instructions on the screen. You will need to enter your 15-digit control number. To vote by telephone, call toll free in North America 1-866-732-8683 or outside North America 1-312-588-4290. To vote by mail, complete the form of proxy and return it in the envelope provided to:

Computershare Investor Services Inc.
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1

Please refer to your form of proxy or the section of the Circular titled “Voting Information” for further information.

The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by telephone or over the internet is 10:00 a.m. (Toronto Time) on Monday, June 10, 2019, or no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

Non-registered shareholders: You should carefully follow the instructions of your intermediary, including those regarding when and where the completed proxy or voting instruction form is to be delivered or otherwise submitted. You may also refer to the section of the Circular titled “Voting Information” for further information. There may be deadlines for non-registered shareholders that are earlier than the deadline for proxies from registered shareholders set out above.

If you have any questions or wish to obtain more information about notice-and-access, please call the Company, toll free at 1-844-818-1776.

Dated at Toronto, Ontario, this 2nd day of May, 2019.

BY ORDER OF THE BOARD

“Julian Kemp”

Julian Kemp
Chairman of the Board of Directors