



NOTICE OF ANNUAL GENERAL MEETING

Venue: The Traders Lounge
Hyatt Regency Hotel
99 Adelaide Terrace
Perth WA 6000

Date: Tuesday, 30th November 2010

Time: 10:00 a.m. (WST)

The Annual Report is now available on the Company's website via the following link:

<http://www.nobleminres.com.au/companyreports.html>

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.



ACN 124 893 465

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Noble Mineral Resources Limited (**Company**) will be held at:

Venue: The Traders Lounge
Hyatt Regency Hotel
99 Adelaide Terrace
Perth WA 6000

Date: Tuesday, 30th November 2010

Time: 10:00 a.m. (WST)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Statement.

Agenda

Financial and Other Reports - Year Ended 30 June 2010 (no resolution required)

To receive and consider the financial report and the reports of the Directors and of the Auditor for the financial year ended 30 June 2010.

Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

"That the Remuneration Report of the Company (as contained in the Directors' Report) for the year ended 30 June 2010 be adopted."

Resolution 2 - Election of Mr Brian Thomas as Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr Brian Thomas, having been appointed as a director of the Company on 6 April 2010, who retires in accordance with clause 13.4 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company."

Resolution 3 - Re-election of Tunku Naquiyuddin as Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Tunku Naquiyuddin, being a director of the Company who retires by rotation in accordance with clause 13.2 of the Company's Constitution, be re-elected as a director of the Company."

Resolution 4 - Ratification of the Issue of 1,111,954 Shares to Bibiani Creditors

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 of the Listing Rules of ASX and for all other purposes, shareholders ratify the issue of 1,111,954 Shares to Bibiani Creditors made on 12 August 2010 in satisfaction of debts of approximately \$333,586 on the terms and conditions set out in the Explanatory Statement that forms part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4 by the Bibiani Creditors and any of their associates.

However, the Company need not disregard a vote if:

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

Resolution 5 - Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, the firm Ernst & Young, of 11 Mounts Bay Road, Perth WA 6000 (having been nominated by a member of the Company and consented in writing to act in the capacity of auditor) be appointed as auditor of the Company in accordance with section 327B(1) of the Corporations Act"

Explanatory Statement

The Explanatory Statement accompanying this Notice is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice and the Explanatory Statement.

Proxies

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Voting Entitlements

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 10:00 a.m. (WST) on Sunday, 28 November 2010 will be entitled to attend and vote at the Annual General Meeting.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative.

BY ORDER OF THE BOARD

Anthony Ho
Company Secretary
29 October 2010

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Noble Mineral Resources Limited (Company).

The directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

Resolution 1 – Remuneration Report

The Directors' Report for the period ended 30 June 2010 contains a Remuneration Report which sets out the policy for the remuneration of directors and executives of the Company. Section 250R (2) of the Corporations Act expressly provides that a resolution proposing that the Remuneration Report be adopted must be put to the vote. Section 250R (3) of the Corporations Act 2001 provides that the vote on the resolution is advisory only and does not bind the directors or the Company.

Resolution 2 – Election of Mr Brian Thomas as Director

Clause 13.4 of the Constitution states that the Directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors.

Mr Brian Thomas was appointed to the Board on 6 April 2010 and in accordance with clause 13.4 of the Constitution, seeks election as a Director.

Mr Thomas is a geologist (BSc, MBA, SAFin, MAusIMM, MAICD) with more than 20 years of mining and exploration industry experience in a broad range of commodities from precious and base metals, bulk and industrial minerals, diamonds plus oil and gas. This is complemented by 12 years in the Australian financial services sector working in corporate stock broking, investment banking, funds management and with an Australian commercial bank, sourcing mining finance opportunities

Resolution 3 - Re-election of Tunku Naquiyuddin as Director

Clause 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors for the time being shall retire from office. Listing Rule 14.4 provides that a Director may not hold office (without re-election) past the third annual general meeting following the Director's appointment, or 3 years, whichever is the longer. A retiring director is eligible for re-election.

Tunku Naquiyuddin retires as a Director in accordance with the Company's Constitution and Listing Rule 14.4 and offers himself for re-election.

Tunku Naquiyuddin is a prominent Malaysian businessman and is presently the Chairman of Sino Hua-An International Berhad, a company listed on Bursa Malaysia (formerly known as the Kuala Lumpur Stock Exchange) with a substantial business in China. He is also the chairman of the Board of Kian Joo Can Factory Berhad, a company which is also listed on Bursa Malaysia.

Tunku Naquiyuddin was a former diplomat and represented the foreign mission of Malaysia in Paris. He is also a keen environmentalist and was a Committee Member for the World Wide Fund for Nature (Malaysia) and a council member of the Business Council for Sustainable Development in Geneva.

Tunku Naquiyuddin's interests include being a founding chairman of The Federation of Public Listed Companies Berhad in Malaysia. He was also the head of the Malaysia-France Economic and Trade Association for 8 years. As chairman of the

Alliance Francaise in Malaysia for over 18 years, he was instrumental in the promotion of Malaysia-France cultural and business links. He was nominated by the Malaysian Minister of Finance to sit on the Committee of the Kuala Lumpur Stock Exchange in 1989 for five years.

Resolution 4 – Ratification of the Issue of 1,111,954 Shares to Bibiani Creditors

On 12 August 2010 the Company issued a total of 6,111,954 Shares at a deemed issue price of \$0.30 per Share to satisfy outstanding creditors of Central African Gold Ghana Limited ("CAGG") pursuant to the terms of the agreement for the acquisition of CAGG.

Shareholder approval had been granted on 26 May 2010 to issue up to 5,000,000 Shares for this purpose, and the Company now seeks that shareholders ratify the issue of the balance of 1,111,954 Shares pursuant to ASX Listing Rule 7.4.

Listing Rule 7.4 enables the shareholders of a company to ratify an issue of securities provided that the issue does not fall within one of the exceptions to Listing Rule 7.1 and did not breach the 15% restriction contained in Listing Rule 7.1.

If the issue is ratified by this resolution then the Company will be entitled to issue further securities in accordance with the terms and restrictions of ASX Listing Rule 7.1.

For the purpose of Listing Rule 7.5, the following information is provided:

- (a) a total of 1,111,954 Shares were issued;
- (b) the Shares were issued at a deemed price of \$0.30 each;
- (c) the Shares issued were ordinary fully paid shares and rank equally in all respects with the existing ordinary fully paid shares issued in the capital of the Company;
- (d) the Shares were issued to unsecured trade creditors of CAGG at the date of acquisition of CAGG by Noble; and
- (e) no funds were raised through the issue. The Shares were issued in order to satisfy outstanding creditors of CAGG pursuant to the terms of the agreement for the acquisition of CAGG.

Resolution 5 – Appointment of Auditor

Following completion of the 2010 year-end audit, and in light of its expanded operations in West Africa through the acquisition of the Bibiani Gold Project, the Company undertook a formal audit tender. As a result, the Board has recommended that Ernst & Young be appointed as auditor of the Company.

Stantons International, the Company's present auditor, has agreed to resign as auditor, subject to ASIC's consent to the resignation. Pursuant to section 329(5) of the Corporations Act, Stantons International has applied for ASIC's consent, to be effective from the date of the Company's next AGM, being 30 November 2010. Resolution 5 cannot be passed unless ASIC consents to the resignation, and Stantons International then submits its resignation by notice in writing to the Company prior to the Annual General Meeting.

In accordance with section 328B(1) of the Corporations Act, Mr David Leavy, a member of the Company, has nominated Ernst & Young, of 11 Mounts Bay Road, Perth, WA 6000 to be the Company's auditor by providing the Company with written notice of the nomination not less than 21 days before the Annual General Meeting. Under section 328B(3) of the Corporations Act, a copy of this nomination:

- (a) has been sent to Ernst & Young;
- (b) has been sent to Stantons International; and
- (c) is attached to this Notice at Annexure A.

EXPLANATORY STATEMENT

Pursuant to section 328A of the Corporations Act, Ernst & Young has provided the Company with written notice of its consent to act as Company auditor, to take effect from 30 November 2010.

GLOSSARY

ASX means ASX Limited.

Bibiani Creditors means the unsecured creditors in the Bibiani Gold Project who have agreed to receive Shares in the Company in satisfaction of the debts owing to them.

Bibiani Gold Project means the mining and processing operations and two contiguous exploration licences located in the western region of Ghana known as the Sefwi Bibiani Gold Belt.

Board means the board of directors of the Company.

CAGG means Central African Gold Ghana Limited, a limited liability company duly incorporated in terms of the laws of Ghana with Registration Number CA-28,347, and the owner of the Bibiani Gold Project.

Company and **Noble** means Noble Mineral Resources Limited (ACN 124 893 465).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a member of the Company, as defined in the Constitution of the Company.

WST means Western Standard Time, as observed in Perth, Western Australia.

Nomination of Auditor

The Company Secretary
Noble Mineral Resources Limited
15 Bowman Street
South Perth, Western Australia, 6151

Dear Sir

I, **David Leavy**, being a member of Noble Mineral Resources Limited (**Company**), hereby nominate Ernst & Young, of 11 Mounts Bay Road, Perth, WA 6000 for appointment as auditor of the Company at its next annual general meeting.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act 2001 (Cth).

David Leavy
25th October 2010

PROXY FORM

MR SAM SAMPLE
UNIT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE WA 6060

1. Appointment of Proxy

I/We being a member/s of Noble Mineral Resources Ltd hereby appoint

the Chairman
of the Meeting

OR

If you are appointing **someone other than** the Chairman of the Meeting, write here the name of the person you are appointing

or, failing the individual named, or if no individual is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Noble Mineral Resources Ltd to be held at The Traders Lounge, Hyatt Regency Hotel, 99 Adelaide Terrace, Perth WA 6000 on Tuesday, 30 November 2010 commencing at 10:00 a.m. (WST) and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

2. Voting directions to your proxy

Please mark ☒ to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	☐	☐	☐
2. Election of Mr Brian Thomas as Director	☐	☐	☐
3. Re-election of Tunku Naquiyuddin as Director	☐	☐	☐
4. Ratification of the Issue of 1,111,954 Shares	☐	☐	☐
5. Change of Audit Firm	☐	☐	☐

If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority.

3. Appointment of a Second Proxy – see instructions overleaf

I/We wish to appoint a second proxy

Please mark ☒ if you wish to appoint a second proxy.

AND

 %

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

4. Signature of Securityholder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/ Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THE PROXY FORM

1. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the company or person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that company or person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

If you have appointed a company as your proxy and a representative of that company wishes to attend the meeting, the representative will be required to provide the Company with the appropriate written documentation evidencing that the person is a representative of the proxy. Should you require it, the Company will provide you with an appointment of corporate representative form free of charge. Please contact the Company Secretary if you require an appointment of corporate representative form.

2. Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

5. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 10:00 a.m. (WST) on Tuesday, 30 November 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to Noble Mineral Resources Ltd:-

PO Box 3438
Nedlands WA 6909

Fax: (61-8) 6389 2588

6. Attending the Meeting

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from the Company.
