

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**NOBLE MINERAL RESOURCES LIMITED**

ABN

**36 124 893 465**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                                              |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | <b>Shares.</b>                               |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | <b>6,000,000 fully paid ordinary shares.</b> |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <b>Fully paid ordinary shares.</b>           |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

| 4                  | <p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> | <p><b>Yes.</b></p>                                                                                                                                                                                                                                                                                                                                                                              |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------------------|--------------------|------------------------------------|-------------------|-----------------------------------------------------------------------------|-------------------|------------------------------------------------------------------------------|
| 5                  | Issue price or consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <p><b>The shares have been issued in satisfaction of a restructuring fee arising from the acquisition of 100% interest in Central African Gold Ghana Limited, the owner of the Bibiani Gold Project.</b></p>                                                                                                                                                                                    |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |
| 6                  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>The shares have been issued in satisfaction of a restructuring fee arising from the acquisition of 100% interest in Central African Gold Ghana Limited, the owner of the Bibiani Gold Project.</b></p>                                                                                                                                                                                    |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |
| 7                  | Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p><b>25 May 2011.</b></p>                                                                                                                                                                                                                                                                                                                                                                      |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |
| 8                  | Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td><b>390,039,256</b></td><td><b>Fully paid ordinary shares.</b></td></tr><tr><td><b>70,971,215</b></td><td><b>Options exercisable at \$0.30 each on or before 21 July 2011 (NMGO).</b></td></tr><tr><td><b>74,375,492</b></td><td><b>Options exercisable at \$0.35 each on or before 21 July 2013 (NMGOA).</b></td></tr></table> | Number | <sup>+</sup> Class | <b>390,039,256</b> | <b>Fully paid ordinary shares.</b> | <b>70,971,215</b> | <b>Options exercisable at \$0.30 each on or before 21 July 2011 (NMGO).</b> | <b>74,375,492</b> | <b>Options exercisable at \$0.35 each on or before 21 July 2013 (NMGOA).</b> |
| Number             | <sup>+</sup> Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |
| <b>390,039,256</b> | <b>Fully paid ordinary shares.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |
| <b>70,971,215</b>  | <b>Options exercisable at \$0.30 each on or before 21 July 2011 (NMGO).</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                 |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |
| <b>74,375,492</b>  | <b>Options exercisable at \$0.35 each on or before 21 July 2013 (NMGOA).</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                 |        |                    |                    |                                    |                   |                                                                             |                   |                                                                              |

<sup>+</sup> See chapter 19 for defined terms.

| <p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the securities in clause 2 if applicable)</p> | <table border="1"> <thead> <tr> <th>Number</th><th><sup>+</sup>Class</th></tr> </thead> <tbody> <tr> <td>6,000,000</td><td>Options exercisable at \$0.20 each on or before 8 July 2014.</td></tr> <tr> <td>6,250,000</td><td>Options exercisable at \$0.40 each on or before 19 August 2014.</td></tr> </tbody> </table> | Number | <sup>+</sup> Class | 6,000,000 | Options exercisable at \$0.20 each on or before 8 July 2014. | 6,250,000 | Options exercisable at \$0.40 each on or before 19 August 2014. |
|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------------------|-----------|--------------------------------------------------------------|-----------|-----------------------------------------------------------------|
| Number                                                                                                                                     | <sup>+</sup> Class                                                                                                                                                                                                                                                                                                       |        |                    |           |                                                              |           |                                                                 |
| 6,000,000                                                                                                                                  | Options exercisable at \$0.20 each on or before 8 July 2014.                                                                                                                                                                                                                                                             |        |                    |           |                                                              |           |                                                                 |
| 6,250,000                                                                                                                                  | Options exercisable at \$0.40 each on or before 19 August 2014.                                                                                                                                                                                                                                                          |        |                    |           |                                                              |           |                                                                 |
| <p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>                               | <p><b>Not Applicable</b></p>                                                                                                                                                                                                                                                                                             |        |                    |           |                                                              |           |                                                                 |

## Part 2 - Bonus issue or pro rata issue

*Questions 11 to 33 Not Applicable*

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Questions 35 to 37 - Not Applicable*

### Entities that have ticked box 34(b)

*Questions 38 to 42 - Not Applicable*

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<sup>+</sup> See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX  
may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: \_\_\_\_\_  
(Managing Director)

Date: 25 May 2011

Print name: **Wayne Norris**

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+ See chapter 19 for defined terms.