



ASX ANNOUNCEMENT

June 15th, 2012

AMENDMENT TO APPENDIX 3B

We attach an amended Appendix 3B relating to the second tranche of the \$20 million share placement, reflecting a small correction to the number of shares issued.

Authorised by:

Anthony Ho
Company Secretary

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 | Shares and Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 18,853,950 Shares and 9,426,993 Options. |
| 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) | Fully paid ordinary shares ("Shares"); and Options exercisable at \$0.48 each on or before 1 May 2015 ("Options"). |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Shares – yes. Options – no. Options over unissued shares may only be exercised in accordance with their terms and conditions. Upon conversion of the options to shares, the shares will rank equally with existing shares.								
5 Issue price or consideration	\$0.345 per Share with free-attaching Options on a 1-for-2 basis.								
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Funds raised will underpin the development of Noble's Bibiani Gold Project in Ghana where the Company poured its first gold last month. This includes the final commissioning phase of the 3Mtpa processing plant, mining and development of resources and reserves in the satellite pits in close proximity to the processing plant, as well as general working capital purposes.								
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	12 June 2012								
8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)	<table> <tr> <th>Number</th><th>⁺Class</th></tr> <tr> <td>610,147,952</td><td>Fully paid ordinary shares.</td></tr> <tr> <td>69,012,233</td><td>Options exercisable at \$0.35 each on or before 21 July 2013 (NMGOA).</td></tr> <tr> <td>28,985,539</td><td>Options exercisable at \$0.48 each on or before 1 May 2015 (NMGO).</td></tr> </table>	Number	⁺ Class	610,147,952	Fully paid ordinary shares.	69,012,233	Options exercisable at \$0.35 each on or before 21 July 2013 (NMGOA).	28,985,539	Options exercisable at \$0.48 each on or before 1 May 2015 (NMGO).
Number	⁺ Class								
610,147,952	Fully paid ordinary shares.								
69,012,233	Options exercisable at \$0.35 each on or before 21 July 2013 (NMGOA).								
28,985,539	Options exercisable at \$0.48 each on or before 1 May 2015 (NMGO).								

⁺ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	6,000,000	Options exercisable at \$0.20 each on or before 8 July 2014.
	4,250,000	Options exercisable at \$0.40 each on or before 19 August 2014.
	5,000,000	Options exercisable at \$0.55 each on or before 31 October 2015.
	20,629,230	Options exercisable at \$0.83 each on or before 30 November 2014.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

Questions 38 to 42 - Not Applicable

+ 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: **15 June 2012**

Print name: **Wayne Norris**

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+ See chapter 19 for defined terms.