

NOTICE OF ANNUAL GENERAL MEETING



ACN 124 893 465

Venue: Freshwater Bay Room
Hyatt Regency Perth
99 Adelaide Terrace
Perth WA 6000

Date: Friday, 30th November 2012

Time: 11.00 am (WST)

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

<http://www.nobleminres.com.au/live/investor-centre/company-reports/>

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: Freshwater Bay Room
Hyatt Regency Perth
99 Adelaide Terrace
Perth WA 6000

Date: Friday, 30th November 2012

Time: 11.00 am (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 2012 (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 2012.

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 financial year ended 30 June 2012 be adopted."

Voting intention: Shareholders are referred to the voting intention set out on page 4 of this Notice.

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholders) by any of the following persons:

- (a) a member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report; or
- (b) a closely related party (such as close family members and any controlled companies) of those persons.

However, the Company will not disregard a vote cast by a person as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above and either:

- (c) it is cast by a person as a proxy appointed in accordance with the directions on the proxy form that specifies how the proxy is to vote on Resolution 1; or
- (d) it is cast by the chair of the meeting as proxy appointed in accordance with the directions on the proxy form, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

Resolution 2 - 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."

Re-election of directors appointed after date of this notice but prior to the Annual General Meeting (contingent item of business)

Shareholders are being asked at the general meeting (to be held on 31 October 2012) to approve the Tranche 1 - Zhongrun Placement pursuant to a binding agreement between the Company and the

Zhongrun Group, a major private Chinese mining and investment group, announced to ASX on 27 September 2012. If the resolution to approve the Tranche 1 - Zhongrun Placement is passed at that general meeting, the Company has agreed to appoint two nominees of the Zhongrun Group to the Board as Directors. As at the date of this Notice, the Zhongrun Group have not advised the Company of their decision regarding the identity or appointment of the nominees to the Board if the resolution to approve the Tranche 1 - Zhongrun Placement is passed.

If any persons are appointed as directors of the Company prior to the time of the Annual General Meeting, resolutions to re-elect each such person as a Director will be proposed at the Annual General Meeting as ordinary resolutions in accordance with clause 13.4 of the Company's Constitution. The Company will announce to ASX details of such appointments, including the names and details of the appointees, if and when those appointments are made.

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

If you wish to appoint a proxy, please complete and return the enclosed Proxy Form. 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. A proxy may also be appointed by reference to an office held by the proxy (e.g. "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.

To be effective, a proxy appointment (and any power of attorney under which it is signed) must be received at the address or fax number given below no later than 11.00 am (WST) on Wednesday, 28 November 2012, being 48 hours before the commencement of the Annual General Meeting. Any proxy appointment received after that time will not be valid for the meeting.

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

Post: PO Box 3438, Nedlands WA 6909, Australia

Delivery: Suite 3c, 85 South Perth Esplanade South Perth, WA 6151, Australia

Fax: +61 8 6389 2588

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 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 4.00 p.m. (WST) on Wednesday, 28 November 2012 will be entitled to attend and vote at the Annual General Meeting.

Voting intentions in respect of remuneration related matters

The Chairman intends to vote in favour of all resolutions on the agenda in respect of all undirected proxies, including in relation to Resolution 1 (remuneration report) to the maximum extent permitted by law, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

If you appoint the Chairman as your proxy and you do not provide a direction nor mark the Chairman's box, you will be taken to have directed the Chairman to cast your votes in accordance with his expressed intention to vote in favour of these resolutions.

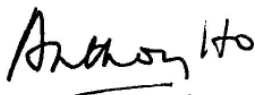
If you appoint the Chairman as your proxy and wish to direct him how to vote, you can do so by either marking the boxes for Resolution 1 (i.e. by directing him to vote 'for', 'against' or 'abstain').

If you appoint any other member of Noble's key management personnel whose remuneration details are included in the remuneration report (being any member of Noble's key management personnel other than the Chairman), or a closely related party of such a member (or of the Chairman) as your proxy and do not direct them how to vote on Resolution 1, such a person will not vote your proxy on that item of business.

Corporate Representative

Any corporate Shareholder or proxy 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
26 October 2012

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.

Financial and Other Reports

Under the Corporations Act, the directors of the Company must table the financial report, the directors' report and the auditor's report for Noble for the year ended 30 June 2012 at the meeting.

These reports are set out in the 2012 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2012 Annual Report with this Notice of Annual General Meeting. In accordance with section 314 (IAA)(c) of the Corporations Act, the Company advises the 2012 Annual Report is available from the Company's website (<http://www.nobleminres.com.au/live/investorcentre/company-reports/>).

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the financial report, the directors' report and the auditor's report.

Resolution 1 – Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of directors and executives of Noble and the Company's remuneration practices. The Corporations Act also requires that the Remuneration Report be considered by shareholders at the Annual General Meeting.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast on the remuneration report resolution are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election. [The resolution on the Company's Remuneration Report for the financial year ended 30 June 2011 did not receive an "against vote" of 25% or more at the Company's 2011 annual general meeting.]

These changes, referred to as the 'two strikes rule' were introduced to strengthen shareholders' non-binding vote on the adoption of the remuneration report and improve boards' responsiveness to shareholders' views on remuneration policies. The Company encourages all shareholders to cast their votes on Resolution 1.

Board recommendation

The Board recommends shareholders vote in favour of Resolution 1.

Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 - 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. A retiring director is eligible for re-election.

Tunku Naquiyuddin retires as a Director in accordance with the Company's Constitution 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 Française 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.

Board Recommendation

The Board (other than Tunku Naquiyuddin) recommends Shareholders vote in favour of Resolution 2.

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

Re-election of directors appointed after date of this notice but prior to the Annual General Meeting (contingent item of business)

Clause 13.4 of the Constitution provides 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 (subject to the maximum number of directors specified in the Constitution). This clause provides that any Director so appointed holds office only until the next following general meeting and is then eligible for re-election.

Shareholders are being asked at the general meeting (to be held on 31 October 2012) to approve the Tranche 1 – Zhongrun Placement pursuant to a binding agreement between the Company and the Zhongrun Group, a major private Chinese mining and investment group, announced to ASX on 27 September 2012. If the resolution to approve the Tranche 1 – Zhongrun Placement is passed at that general meeting, the Company has agreed to appoint two nominees of the Zhongrun Group to the Board. As at the date of this Notice, the Zhongrun Group have not advised the Company of their decision regarding the identity or appointment of the nominees to the Board if the resolution to approve the Tranche 1 – Zhongrun Placement is passed.

If any persons are appointed as directors of the Company prior to the time of the Annual General Meeting, resolutions to re-elect each such person as a Director will be proposed as ordinary resolutions in accordance with clause 13.4 of the Company's constitution. Section 250R(1) of the Corporations Act provides

EXPLANATORY STATEMENT

that the business of an annual general meeting may include the election of directors, even if not referred to in the notice of meeting.

The Company will announce to ASX details of such appointments, including the names and details of the appointees, if and when they are appointed.

GLOSSARY

Annual General Meeting means the annual general meeting the subject of this Notice.

ASX means ASX Limited (ACN 008 624 691) and where the context permits Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

Board means the board of directors of the Company.

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.

Key Management Personnel has the meaning given to that term in the Australian Accounting Standards.

Notice or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Statement.

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.

Tranche 1 - Zhongrun Placement means the issue of up to 101,800,000 Shares to Zhongrun International Mining Co., Ltd, a member of the Zhongrun Group, which is subject to Shareholder approval at the general meeting to be held on 31 October 2012.

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

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 Limited hereby appoint

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or, failing the individual or body corporate named, or if no individual or body corporate 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 Limited to be held at Freshwater Bay Room, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia at 11.00 am (WST) on Friday, 30 November 2012 and at any adjournment of that meeting.

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

Chairman authorised to exercise proxies on remuneration-related matters: If I/we appoint the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes your proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Item 1 even though that item is connected directly or indirectly with the remuneration of a member of key management personnel of Noble Mineral Resources Limited, which includes the Chairman. I/we acknowledge that if the Chairman of the Meeting is my/our proxy and I/we have not marked any of the boxes opposite Item 1, the Chairman of the Meeting intends to vote my/our proxy in favour of Item 1.

You can direct the Chairman how to vote by marking the boxes in Section 2 below (for example if you wish to vote against or abstain from voting).

2. Items of Business

Please mark ☒ to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Tunku Naquiyuddin as Director	☐	☐	☐

PLEASE NOTE: 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. 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

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy this form. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Section 1.

A proxy need not be a securityholder of the Company.

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 your directions. 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. 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: If you have not previously lodged the Power of Attorney with the registry, 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. Delete titles as applicable.

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 Computershare or online at www.computershare.com.au.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address or fax number given below no later than 11.00 am (WST) on Wednesday, 28 November 2012, being 48 hours before the commencement of the meeting. 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:-

Post: PO Box 3438
Nedlands WA 6909, Australia

Delivery: Suite 3c, 85 South Perth Esplanade
South Perth, WA 6151, Australia

Fax: +61 8 6389 2588

Attending the Meeting

Bring this form to assist registration. 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 Secretary.