

## **December 2012 Quarterly Activities Report**

#### **HIGHLIGHTS**

#### Corporate

- Recapitalisation efforts result in two competing funding proposals for shareholder consideration at a General Meeting on 7 November 2012
- Shareholders vote not to accept Zhongrun offer
- A\$85m financing offer accepted from Resolute Mining
- Interim US\$15m unsecured short-term loan facility from Resolute Mining drawn down
- Prospectus lodged with ASIC and the ASX in relation to the A\$85m capital raising, which includes a fully underwritten 1-for-1 pro rata non-renounceable entitlement offer to all Noble shareholders of listed convertible notes, with a conversion price of A\$0.12 per note

#### **Production**

- 255,000 ore tonnes mined
- 8,440oz gold produced (reconciled, Oct Dec 2012)
- 9,503oz gold poured

#### **Bibiani Processing Plant**

 Commissioning process ongoing but slowed pending receipt of funds from the capital raising

#### **Bibiani Reserves and Resources**

 Bibiani Ore Reserves confirmed by Coffey Mining and increased to 972,000oz after mining depletion



#### **Executive Summary**

During the December quarter, significant progress was made in relation to Noble Mineral Resources' ("Noble" or the "Company") efforts to secure funding for both interim working capital, and longer term funding required to progress the development of the Company's flagship asset, the Bibiani gold project.

As announced on 27 September 2012, the Company had entered into binding agreements with the Zhongrun Group ("Zhongrun"), which proposed to invest A\$84.7m in Noble via a two-tranche placement. Subsequently, during the period under review, the Company received a competing financing proposal from Resolute Mining Limited (ASX: RSG) ("Resolute").

On 8 November 2012, after Noble shareholders voted against proceeding with the Zhongrun transaction, the Noble Board accepted a revised A\$85m financing offer from Resolute.

The A\$85m capital raising, to be conducted via the issue of A\$0.12 listed convertible unsecured notes, will provide funds to meet Noble's existing financial commitments, provide general working capital and for the ongoing commissioning and ramp-up of gold production at the Bibiani Project . The capital raising includes:

- a 1-for-1 non-renounceable entitlement offer to all existing Noble shareholders of approximately 666,397,952 convertible unsecured notes, to be issued at a price of A\$0.12 per note, raising proceeds of approximately A\$80m. The entitlement offer is fully underwritten by Resolute; and
- a placement to Resolute of an additional 41,935,381 convertible unsecured notes to raise an additional A\$5m.

The revised financing offer from Resolute also included the provision of an immediate US\$15m unsecured short-term loan facility to provide Noble with interim funding, and which was drawn down by Noble during the quarter.

Resolute also agreed to provide a US\$20 million guarantee to support a temporary extension to Noble's existing project loan facility with Investec. At the time of this report, Noble, Resolute and Investec are yet to finalise these arrangements. The Company will continue to keep the market informed of any developments in this regard.

During the quarter Resolute acquired 19.9% (current shareholding 19.6%) of Noble's issued capital to become the Company's largest shareholder. In order to leverage off Resolute's experience in the West African gold mining sector, Noble and Resolute have established a joint Technical and Operating Committee to facilitate sharing of expertise between the two organisations.

Considerable Board and management focus was centred on progressing Resolute's Offers during the period under review, including preparation of the required shareholder documentation. A





Prospectus for the Offers was lodged with ASIC and ASX on 23 January 2013. A copy of the Prospectus can be downloaded from Noble's website: www.nobleminres.com.au

Following completion of the Offers, the Company will be implementing a number of changes to the composition of its current Board of Directors. This restructuring is aimed at expanding and enhancing the Board's capabilities to lead Noble through the next phase of its corporate development.

Wayne Norris is stepping down as Managing Director of Noble, effective 28 February 2013; HRH Tunku Naquiyuddin will be stepping down from his current role as Chairman of the Board of Directors to allow the appointment of a new, independent Non-Executive Chairman. HRH Tunku Naquiyuddin will remain on the Board as a Non-Executive Director; and Resolute has accepted an offer from Noble to appoint one nominee to the Board, although this appointment has not yet been finalised.

A comprehensive search is currently underway for suitably qualified candidates to fill the Chairman and Managing Director roles.

During the period, mining and processing operations continued at the Bibiani project, with 255,000 tonnes of ore mined, 8,440oz of gold produced, and 9,503oz gold poured.

Bibiani processing plant commissioning activities were progressed as far as possible during the quarter, however the remaining outstanding works can only be progressed pending receipt of funds from the Resolute Offers, which, as outlined in the Prospectus, is expected to take place on 1 March 2013.

As announced in the September Quarterly Activities Statement, a mining study for the Bibiani project carried out by Coffey Mining confirmed and upgraded the Bibiani project ore reserve to 972,000oz after mining depletion, providing independent confirmation of the project's mineral inventory, and increasing confidence in the project.





#### **General Meeting - 7 November 2012**

At a General Meeting held on 7 November 2012, shareholders approved resolutions 1-5 relating to the issue of shares and options (refer ASX announcement 7 November 2012). Shareholders voted not to approve the issue of shares to Zhongrun International Mining Co., Ltd.

#### **Resolute Offer**

On 8 November 2012, Noble accepted a revised A\$85m financing offer from Resolute. The capital raising, to be conducted via the issue of A\$0.12 listed convertible unsecured notes, will provide funds to meet Noble's existing financial commitments, provide general working capital and for the ongoing commissioning and ramp-up of gold production at the Bibiani Project.

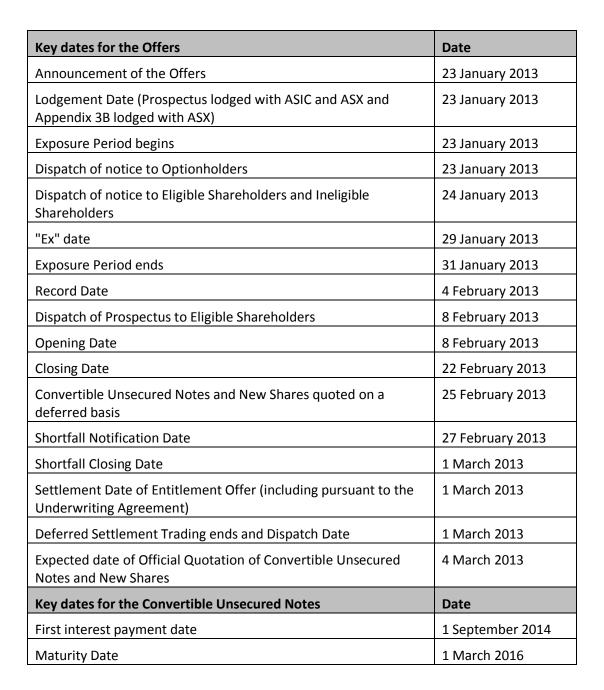
The capital raising includes:

- a 1-for-1 non-renounceable entitlement offer to all existing Noble shareholders of approximately 666,397,952 convertible unsecured notes, to be issued at a price of A\$0.12 per note, raising proceeds of approximately A\$80m. The entitlement offer is fully underwritten by Resolute; and
- a placement to Resolute of an additional 41,935,381 convertible unsecured notes to raise an additional A\$5m.

A Prospectus for the above Offers was lodged with ASIC and the ASX on 23 January 2013, and is available for download from the Company's website: www.nobleminres.com.au

The following key dates for the Offers are indicative only and may be subject to change without notice:









#### **Executive Changes**

As announced on 30 November 2012, a number of changes will be made to the composition of Noble's Board of Directors, to better reflect the repositioning of the Company post completion of the capital raising process underway.

Wayne Norris will be stepping down as Managing Director of Noble with effect from 28 February 2013. A comprehensive search for a suitably experienced replacement is in process.

HRH Tunku Naquiyuddin will be stepping down from his current role as Chairman of the Board of Directors to allow the appointment of a new, independent Non-Executive Chairman. He will remain on the Board as a Non-Executive Director. In addition, Resolute has accepted an offer from Noble to appoint one nominee to the Noble Board of Directors. Details of the new Board appointments will be announced in due course.

#### **Annual General Meeting**

The Company's Annual General Meeting was held on 30 November 2012, at which the Remuneration Report was adopted, and HRH Tunku Naquiyuddin was re-elected as a Director.

#### **Operations**

#### Mining

During the December quarter, mining was concentrated around the Aheman, Strauss and Strauss South deposits. Some 2,767,831 tonnes of material was mined including 255,000 tonnes of ore. The average ore grade for the quarter was 0.81g/t.

		Mining Production 2012/13				
	December C	(uarter	September Quarter		June Quarter	
ORE MINED	TONNES (t)	GRADE	TONNES	GRADE	TONNES	GRADE
		(g/t)	(t)	(g/t)	(t)	(g/t)
Oxide ore	255,000	0.81	221,366	0.95	177,825	0.86
Tails	-	-	93,847	0.92	158,447	0.98
Total Ore	255,000	0.81	315,213	0.94	336,272	0.92
Waste Mined	2,512,831	-	1,642,596		1,934,163	
TOTAL MINED	2,767,831		1,957,809		2,270,435	





#### Gold processing, production and shipment

The production figures for the quarter ended 31 December 2012 are listed below:

Throughput:	332,029 t
Grade:	0.94 g/t
Recovery:	84 %
Gold produced:	8,440oz
Gold poured:	9,503oz

#### **Commissioning Progress**

#### **Upgrade of Tailings Storage Facility**

Work on the tailing dam to raise the walls to 211mRL was advanced during the December quarter. This work is near complete, and will be finalised in the current (March 2013) quarter.

#### **Process Plant Commissioning**

#### Crusher

The crusher assembly is progressing, however is awaiting parts which will be ordered on receipt of funds from the capital raising that is currently underway. The crusher installation is 80% complete.

A hired mobile crusher was operational in December, treating the oversize ROM material that would not pass through the bypass feeder grizzly.

#### Carbon Regeneration Kiln

Construction of the carbon regeneration kiln remains at 90% complete – pending only commissioning of the gas units following receipt of the necessary funds.





#### **Resource & Reserve Upgrade**

#### **Confirmation and Upgrade of Bibiani Gold Reserves**

As detailed in the September 2012 Quarterly Activities Statement, an independent Mining Study carried out by Coffey Mining in October confirmed an upgrade on the size and quality of the Bibiani Gold Project reserve base. The study verified the previous reserve and resource modelling work carried out by Noble and delivered an increase in the total ore reserves for the four pits to 912,000 ounces of gold, net of mining depletion, for a global Bibiani Project Ore Reserve of 16.0Mt @ 1.9g/t for 972,000oz.

#### **Exploration and Resource Development**

#### **Grasshopper-Aheman Gap Resource Drilling**

A total of 1,428m has been completed for the first phase of the resource definition program for the Grasshopper-Aheman Gap.

The 20m x 20m program was designed to trace out the strike and down dip extension of the main zone mineralization from the Grasshopper pit which, from the current grade control model, is indicated to contain a mineral inventory of approximately 16,000oz.

The following are some significant intersections achieved from the current drilling:

	Hole					
Hole ID	Type	From	То	Interval	Au(g/t)	Including
AMGR12_106	RC	11	15	4	2.92	
AMGR12_093	RC	67	70	3	2.57	1m @ 6.89 g/t from 67m
AMGR12_161	RC	88	93	5	1.42	
	RC	52	53	1	1.40	
AMGR12_166	RC	18	21	3	2.26	2m @ 3.18 g/t from 19m
	RC	93	94	1	2.14	
AMGR12_096	RC	59	61	2	2.28	
AMGR12_105	RC	23	26	3	1.02	
AMGR12_094	RC	82	84	2	1.51	
AMGR12_167	RC	62	63	1	1.05	
AMGR12_153A	RC	81	82	1	1.01	

- All assays are bottle roll cyanide leach on a 1kg charge and do not include any fire assays of non-cyanide soluble residue.
- Analyses have been undertaken by Performance Laboratory at Bibiani.
- Only results >1.0g/t have been reported.





#### **Grade Control Drilling**

Some 11,300m of grade control drilling from 218 holes was carried out at the Strauss pit during the period under review.

#### **Resource Modelling**

The Bibiani North conversion from a Prospecting Licence (PL) to a Mining Licence (ML) is in progress - with preliminary resource modelling and optimisations completed. The conversion is expected to be completed in the March 2013 quarter.

#### **Auger drilling**

Auger sampling of Asuontaa, Bibiani North and Cape Three points continued during the quarter to help identify drill targets for the 2013 exploration drilling program.

#### **Outlook for March Quarter**

Noble's primary near-term strategic objective is to complete the refurbishment, recommissioning and ramp-up of the Bibiani Project, and establish Noble as a profitable gold producer.

The current capital raising timetable indicates that proceeds from the convertible notes Offers will be realised on 1 March 2013. Receipt of these funds will provide the required capital to allow Noble to progress the last remaining outstanding work items to complete the Bibiani Process Plant upgrade, commissioning and ramp up.

**Authorised by:** 

Wayne Norris

Managing Director





#### **Competent Person's Statement**

The reported Resources that relate to the Bibiani Main Pit, Walsh-Strauss and Elizabeth are based on information compiled under the supervision of Mr N. Ingvar Kirchner, who is a Fellow of the Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscientists, and an employee of Coffey Mining. Mr Kirchner has sufficient experience, relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken, to qualify as a Competent Person. Mr Kirchner has consented to the inclusion of this information in this document in the form and context in which it appears.

#### **Competent Person's Statement**

The reported Reserves that relate to the Bibiani Main pit, Walsh, Strauss and Elizabeth are based on information that has been compiled by Mr Harry Warries. Mr Warries is a Fellow of the Australasian Institute of Mining and Metallurgy and an employee of Coffey Mining. He has sufficient experience, relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking, to qualify as a Competent Person. Mr Warries has consented to the inclusion of this information in this document in the form and context in which it appears.

#### **Competent Person's Statement**

The information in this document that relates to Exploration Results, Resources or Reserves that has not been compiled by Coffey Mining is based on information compiled by Mr Mark Laing (BE (Hons), Mining), who is a Corporate Member of the Australasian Institute of Mining and Metallurgy. Mr Laing is a full-time employee of Noble, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person. Mr Laing has consented to the inclusion of this information in this document in the form and context in which it appears.

#### **About Noble Mineral Resources Limited**

Noble Mineral Resources Limited is an emerging gold producer, focused on exploring and developing gold assets in the goldfields of Ghana, West Africa. The Company was incorporated in April 2007 and listed on ASX (ASX: NMG) in June 2008.

The Bibiani Project, located in the Sefwi-Bibiani Gold Belt in western Ghana, is Noble's flagship asset and was acquired by the Company in 2010. The Sefwi-Bibiani Gold Belt is host to a number of existing, large-scale gold mining operations, including the Ahafo and Chirano mines. The Bibiani Project has produced over 4 million ounces over its operational life.

In addition to the Bibiani Project, Noble has interests in the Cape Three Points, Brotet, Tumentu and Nakroba exploration projects, all located in the Ashanti Gold Belt in southern Ghana.

ASX Code: NMG www.nobleminres.com.au





### Appendix 1

#### **BIBIANI GOLD PROJECT – JORC RESOURCE STATEMENT**

BIBIANI MAIN PIT AREA July 2012	0.5 g/t cut-off	TONNAGE (Mt)	GRADE (Au g/t)	CONT'D GOLD (Koz)
	Measured	6.50	2.4	493
BIBIANI MAIN PIT	Indicated	10.48	2.0	666
	Total M&I	16.98	2.2	1,158
	Inferred	24.66	1.7	1,355
	Total	41.64	1.9	2,513

Global Mineral Resource Estimate based on a cut-off grade of 0.5g/t

SATELLITE AREAS August 2012	0.4 g/t cut-off	TONNAGE (Mt)	GRADE (Au g/t)	CONT'D GOLD (Koz)
	Measured	0.88	1.4	40
WALSH-STRAUSS	Indicated	1.80	1.4	83
	Inferred	3.19	1.1	114
	Measured	-	-	-
ELIZABETH	Indicated	0.26	0.7	6
	Inferred	0.19	0.6	4
	TOTAL	6.32	1.2	247

Global Mineral Resource Estimate based on a cut-off grade of 0.4g/t

SATELLITE AREAS September 2012	0.4 g/t cut-off	TONNAGE (Mt)	<b>GRADE</b> (Au g/t)	CONT'D GOLD (Koz)
	Measured	-	-	-
AHEMAN	Indicated	0.53	0.7	12
	Inferred	-	-	-
	Measured	-	-	-
GRASSHOPPER	Indicated	0.44	1.3	18
	Inferred	-	-	-
OLD TAILINGS*	Measured	-	-	-
	Indicated	2.49	0.6	51
	Inferred	-	-	-
	Total	3.46	0.8	81

Global Mineral Resource Estimate based on a cut-off grade of 0.4g/t

#### TOTAL RESOURCES = 51.4Mt @ 1.7g/t (2.8Moz)

<sup>\*</sup> Cut-off grade 0.0g/t

Figures have been rounded and totals may reflect small rounding errors.





# Appendix 2 BIBIANI GOLD PROJECT - PROVED AND PROBABLE JORC ORE RESERVES

Bibiani Main Pit						
September 2012						
Tonnage (Mt) Grade (g/t) Ounces (Koz)						
Proved	5.80	2.4	440			
Probable	Probable 5.70 2.1 380					
Total 11.50 2.2 820						
Derived from Measured	and Indicated Mineral Reso	urces using a cut-of	f grade of 0.6g/t			

Walsh, Strauss and Elizabeth Satellite Pits September 2012						
	Tonnage (Mt) Grade (g/t) Ounces (Koz)					
Proved	0.55	1.8	30			
Probable	1.20	1.7	64			
Total 1.75 1.7 92						
Derived from Measured and Indicated Resources using a cut-off grade of 0.5g/t						

Aheman, Grasshopper and Strauss South Satellite Pits September 2012						
	Tonnage (Mt) Grade (g/t) Ounces (Koz)					
Proved	-	-	-			
Probable	0.24	1.2	9			
Total 0.24 1.2 9						
Derived from Measured and Indicated Resources using a cut-off grade of 0.5g/t						

Bibiani Tailings Deposits Probable Ore Reserves						
September 2012						
Deposit Tonnage (Mt) Grade (g/t) Ounces (Koz)						
Dams 1 & 2	0.60	0.6	12			
Levees 6 & 7	Levees 6 & 7 1.89 0.6 38					
Total	2.49	0.6	51			

Figures have been rounded and totals may reflect small rounding errors.

**TOTAL RESERVES = 16.0Mt @ 1.9g/t (972Koz)** 

*Rule 5.3* 

## Appendix 5B

## Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10, 17/12/10

Name of entity

#### NOBLE MINERAL RESOURCES LIMITED

AB	N		Quarter ended	("current quarter")
	36 124 893 465		31 Dec	ember 2012
Co	onsolidated statement	of cash flows		
Cash	flows related to operating a	ctivities	Current quarter \$US'000	Year to date (6 months) \$US'000
1.1	Receipts from product sales	and related debtors	18,682	29,714
1.2	(b) deve (c) prod		(546) (21,525) - (6,664)	(942) (30,140) - (12,250)
1.3	Dividends received	mistration	-	-
1.4	Interest and other items of a		5	9
1.5	Interest and other costs of fi	nance paid	(853)	(1,365)
1.6 1.7	Income taxes paid Other		-	- -
	Net Operating Cash Flows	1	(10,901)	(14,974)
1.8	Cash flows related to invest Payment for purchases of:	(a) prospects (b) equity investments (c) other fixed assets	- -	- - (677)
1.9	Proceeds from sale of:	(a) prospects (b) equity investments (c) other fixed assets	- - -	(077)
1.10	Loans to other entities	(c) other fined assets	-	-
1.11	Loans repaid by other entities	es	-	-
1.12	Other	_	-	-
	Net investing cash flows		-	(677)
1.13	Total operating and investin (carried forward)	g cash flows	(10,901)	(15,651)

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

1.13	Total operating and investing cash flows (brought forward)	(10,901)	(15,651)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	1,671	8,662
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	15,000	15,000
1.17	Repayment of borrowings	(3,749)	(6,989)
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	12,922	16,673
	Net increase (decrease) in cash held	2,021	1,022
1.20	Cash at beginning of quarter/year to date	2,633	3,327
1.21	Exchange rate adjustments to item 1.20	(392)	(87)
1.22	Cash at end of quarter	4,262	4,262

## Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

		Current quarter \$US'000
1.23	Aggregate amount of payments to the parties included in item 1.2	149
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
	Directors' remuneration 149	

## Non-cash financing and investing activities

2.1	Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows
	Nil
2.2	Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest
	N/A

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

## Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$US'000	Amount used \$US'000
3.1	Loan facilities	33,149	27,649
3.2	Credit standby arrangements	-	-

Estimated cash outflows for next quarter

		\$US'000
4.1	Exploration and evaluation	(450)
4.2	Development	(29,837)
4.3	Production	-
4.4	Administration	(5,775)
	Total	(36,062)

## **Reconciliation of cash**

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$US'000	Previous quarter \$US'000
5.1	Cash on hand and at bank	4,262	2,635
5.2	Deposits at call	-	-
5.3	Bank overdraft	-	(2)
5.4	Other (Debt Service Reserve)	-	-
	Total: cash at end of quarter (item 1.22)	4,262	2,633

Changes in interests in mining tenements

<u>8</u>		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed	-	-	-	-
6.2	Interests in mining tenements acquired or increased	-	-	-	-

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

## **Issued and quoted securities at end of current quarter**Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3)	Amount paid up per security (see note 3)
7.1	Preference +securities (description)	-	-		
7.2	Changes during quarter: (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	-	-		
7.3	<sup>+</sup> Ordinary securities	666,397,952	666,397,952		
7.4	Changes during quarter: (a) Increases through issues	10,875,000	10,875,000	A\$0.16	A\$0.16
	(b) Decreases through returns of capital, buy-backs				
7.5	*Convertible debt securities (description)	-	-		
7.6	Changes during quarter:  (a) Increases through issues  (b) Decreases through securities matured, converted	-	-		
7.7	Options (description and conversion factor)	69,012,233 28,985,539 6,000,000 4,250,000 19,271,730 5,000,000 1,140,000 28,125,001	69,012,233 28,985,539 - - - -	Exercise price A\$0.35 A\$0.48 A\$0.20 A\$0.40 A\$0.83 A\$0.55 A\$0.31	Exercise date 21 July 2013 1 May 2015 8 July 2014 19 August 2014 30 November 2014 31 October 2015 4 July 2015 30 September 2015
7.8	Issued during quarter	5,437,500		A\$0.20	30 September 2015
7.9	Exercised during quarter	-	-		
7.10	Expired during quarter	-	-		
7.11	Debentures (totals only)	-	-	_	
7.12	Unsecured notes (totals only)	-	-		

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

### **Compliance statement**

- This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: Date: 31 January 2013

(Director)

Print name: Wayne Norris

#### **Notes**

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities:** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- The definitions in, and provisions of, AASB 1022: Accounting for Extractive Industries and AASB 1026: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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