



Market Update

- The Voluntary Administration of the Company is continuing with the second meeting of creditors convened for Tuesday, 26 November 2013. This meeting will determine the Company's future;
- The Administrators have released their Report to Creditors pursuant to Section 439A of the Corporations Act, a copy of which was lodged with the ASX on 18 November 2013. The report contains the following key information:
 - The Administrators believe it will be difficult to extract any value from the Bibiani mining assets, given the quantum of outstanding employee and creditor claims, the overriding risk of forfeiture and the funding required to preserve the assets, complete feasibility studies and carry out future capital works recommended by those studies;
 - The Administrators have assessed that under all available options there are insufficient assets available to extinguish all the creditors' claims. The Administrators have assessed the likely return in a liquidation to general unsecured creditors to be in the range of 5.8 to 6.2 cents in the dollar. As such it is highly unlikely there will be any return to shareholders from any realisation of the assets;
 - A Deed of Company Arrangement (DOCA) has been proposed by major shareholder, Resolute, in terms of which:
 - The Trustee for the Noteholders (of which Resolute is the majority participant) will release certain assets the subject of its guarantee to provide a greater return for creditors than the likely distribution to be available in an immediate winding up;
 - Resolute, through a new entity, would assume ownership and control of the Bibiani gold project subject to certain conditions precedent being satisfied;
 - Resolute would provide interim funding to make an immediate initial payment to employees, fund the care and maintenance costs of the Bibiani project, fund payments due under the Scheme of Arrangement (SoA) and at its discretion fund a new feasibility study;
 - The Deed Administrators would immediately declare a dividend to creditors which will result in a distribution of cash of between 5.8 and 6.3 cents in the dollar, being the equivalent estimated return from a winding up, with the balance of the increase in the estimated dividend from the DOCA to arise from certain asset sales and satisfaction of conditions precedent;

- The estimated recovery for Participating Creditors would prospectively improve to a recovery range of 19.6 to 41.6 cents in the dollar subject to conditions precedent being satisfied; and
- An option would be preserved for shareholders to restructure NMRL and potentially mitigate their loss.

The Administrators have set out reasons why they consider that Resolute's proposed DOCA is the best option available for all stakeholders.

- **Scheme of Arrangement (SoA) progress:**
 - Key agreement has been reached with the Ghana Mineworker's Union on payment terms relating to ex-employee redundancy entitlements and their support for the progress of the Scheme;
 - The substantive hearing of the Scheme by the High Court of Ghana will proceed on 17 December 2013.
- The Directors are reviewing options for the potential reconstruction of the Company should the DOCA proposal be accepted by creditors.

Noble Mineral Resources Limited (ASX: NMG) (Administrators Appointed) (Noble or the Company) provides the following market update:

Voluntary Administration

On 12 September 2013, as a result of a statutory demand issued by Rothschild Australia Ltd, Noble resolved to place the Company into voluntary administration and appointed Martin Jones, Darren Weaver, and Ben Johnson of Ferrier Hodgson as Joint and Several Administrators of the company pursuant to Section 436A of the Act.

Creditors ratified the appointment of the Administrators and formed a Committee at the first meeting of creditors held on 17 September 2013. The focus of the Administration has been to:

- Preserve the option to realise the investments in the subsidiaries and the underlying mining assets; and
- Identify restructuring options that result in the best possible return to creditors.

Prior to the Administrators' appointment Noble had lodged an application with the High Court of Ghana in respect of a proposed Scheme of Arrangement (SoA) for the Company's Ghanaian subsidiaries (See ASX announcement dated 12 September 2013). The Administrators have continued to work on putting in place the SoA, to avoid forfeiting the tenements in Ghana, and as the best method to preserve value in the Company's mining assets.

A key requirement of the SoA was sufficient funding being available for the necessary costs that will be incurred through the proposed arrangements in Ghana. Noble had been in discussions with

Resolute on potential funding options. The Administrators' investigations have not revealed any offers or alternative funding sources and consequently determined the best method to achieve the required funding was by some form of Deed of Company Arrangement (DOCA).

Scheme of Arrangement (SoA)

On 17 December 2013, the Ghanaian High Court will hear an application for a SoA, lodged by Noble as a mechanism to preserve value for its stakeholders both in Ghana and Australia.

The key rationale behind the SoA application is to provide employees and creditors of Noble's Ghanaian subsidiaries with a greater return than they would otherwise receive in a liquidation, and also to provide the greatest opportunity for the resumption of a sustainable mining operation.

Importantly, agreement has now been reached with the Ghana Mineworkers' Union (GMU) on terms for the payment of redundancy entitlements to ex-employees of Noble's related entities in Ghana; with the GMU supporting Noble's SoA application on behalf of its affected members. Discussions with creditors are ongoing.

Deed of Company Agreement Proposed by Resolute (ASX: RSG)

Major shareholder and creditor of Noble, Resolute Mining Limited (Resolute) has proposed a Deed of Company Arrangement (DOCA) for Noble that is intended to:

- Provide a greater return to NMRL's creditors than would be available in a liquidation;
- Avoid the costs of liquidation;
- Cause NMRL to be released from all claims; and
- Provide a mechanism to support the proposed SoA.

As part of the proposed DOCA, Resolute would assume ownership and control of the Bibiani gold project subject to certain conditions precedent being satisfied including the consent of the relevant Minister to the transfer of ownership of NMGL to Resolute. If the DOCA is approved by creditors, Resolute would then provide interim funding to make an immediate initial payment to employees, fund the care and maintenance costs of the Bibiani project, fund payments due under the Scheme of Arrangement (SoA) and at its discretion fund a new feasibility study.

The DOCA would preserve an option for shareholders to restructure NMRL and potentially mitigate the loss suffered by them.

The Administrator has set out detailed reasons in his report why he considers that Resolute's proposed DOCA is the best option available for all stakeholders.

Resolute's proposed DOCA will be put to the Company's creditors on 26 November 2013. As Noble's largest external creditor, Resolute has advised that it will cause the Trustee of the convertible notes to vote in favour of the DOCA proposal at this meeting.



Administrators' Report to Creditors

In their Report to Creditors released to ASX on 18 November 2013, Noble's Joint and Several Administrators advised they had engaged an independent industry expert (Argonaut) to provide indicative valuations regarding the Bibiani mining and exploration assets and their views on an appropriate monetisation program. This information is commercially sensitive, however, the process indicated to the Administrator that it would be difficult to extract any value from the mining assets, given the quantum of outstanding employee and creditor claims, the overriding risk of forfeiture and the funding required to preserve the assets, complete feasibility studies and carry out future capital works recommended by those studies.

The Administrator considered all of the options available, including ending the Administration, a sale of the mining business by way of either equity or asset sale, winding up of the Company, and Resolute's proposed DOCA.

The Administrator has assessed that under all available options there are insufficient assets available to extinguish all the creditors' claims and as such it is highly unlikely there will be any return to shareholders from a realisation of the assets in any of the available options.

The Administrators concluded that creditors should resolve that the Company enter into Resolute's proposed DOCA, it being the best option available to all stakeholders, in that it will:

- Realise the best return for creditors;
- Avoid liquidation and potential forfeiture of mining leases and assets;
- Provide the best method to preserve value in the mining assets; and
- Allow shareholders the opportunity to restructure Noble Mineral Resources Limited (with Noble to retain ownership of gold concessions held outside of Bibiani).

The full report by Ferrier Hodson is available on ASX, or downloadable from Noble's website: <http://www.nobleminres.com.au/2013/11/18/administrators-report-to-creditors/>

Administrators' Second Meeting of Creditors

The Administrators will convene the second meeting of creditors on Tuesday, 26 November 2013. This meeting will determine the Company's future.



Potential Reconstruction of the Company

The Directors are reviewing options for the potential for a reconstruction of the Company following any successfully implemented DOCA.

Noble will continue to keep the market informed of any material developments.

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