



16 October 2012

Zhongrun shareholders approve investment in Noble

Noble Mineral Resources Limited (ASX: NMG) ("Noble" or the "Company") advises that, at a general meeting held in Jinan City, Shandong, China, Zhongrun Resources Investment Corp. received shareholder approval for the investment in Noble to be made by the Zhongrun Group ("Zhongrun"). Accordingly, Zhongrun shareholder approval is no longer a condition of Tranche 2 of the transaction announced on 27 September 2012, whereby Zhongrun will invest A\$84.7m into Noble via a conditional placement to be executed in two tranches.

Tranche 1 of the Zhongrun investment remains conditional only upon Noble obtaining shareholder approval for the issue of up to 15% of the Company's issued share capital under Listing Rule 7.1 at a General Meeting of Noble shareholders to be held on 31 October 2012.

Following fulfillment of the Zhongrun shareholder approval condition, Tranche 2 of the Zhongrun investment remains subject to the following conditions:

- Completion of Tranche 1 (and the lodgement with ASIC of a prospectus to permit the shares issued pursuant to Tranche 1 to be freely tradeable);
- Zhongrun obtaining certain Chinese regulatory approvals (Shandong Provincial and National Development and Reform Commission, Ministry of Commerce and the State Administration of Foreign Exchange);
- Noble shareholder approval for the purpose of section 611 (item 7) of the *Corporations Act 2001* (Cth) (with such notice of general meeting to be accompanied by an Independent Expert's Report); and
- The lodgement of a prospectus with ASIC.

Noble welcomes this important step towards completion of the Zhongrun transaction and will keep shareholders informed of any further developments.

Proceeds from the transaction will be utilised by Noble to accelerate the Bibiani ramp-up to achieve the Company's production target of +150koz p.a., meet existing liabilities and grow the Company's resource base. Following completion of both tranches, Noble will be a fully-funded and unhedged gold producer with scope to maximise the potential of Bibiani as well as to capitalise on other growth opportunities.



For further information on the Zhongrun investment please refer to the Noble announcement dated 27 September 2012.

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