



17 February 2016

Attention: Company Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By E-Lodgement

Dear Sirs

ASX Waiver – Listing Rule 14.7

Noble Mineral Resources Limited (**Company**) wishes to advise that the ASX has agreed to grant the Company a waiver from ASX Listing Rule 14.7 to the extent necessary to permit the Company to issue securities to related parties (**Related Party Securities**) and non-related parties (**Non-Related Party Securities**) more than one and three months' respectively after shareholders approved the issue of the Related Party Securities and Non-Related Party Securities at the Extraordinary General Meeting held on 23 November 2015, on condition that all of the securities are issued no later than 23 April 2016.

The terms of the waiver are as follows:

1. *Based solely on the information provided, ASX Limited ("ASX") grants Noble Mineral Resources Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue, as approved by shareholders at the extraordinary general meeting ("EGM") held on 23 November 2015, the following securities later than 1 month in relation to the related party securities defined below and three months in relation to the unrelated securities as defined below respectively after the date of shareholder approval on condition that the securities are issued no later than 23 April 2016 and the terms of the waiver are released to the market immediately.*
 - 1.1. *Up to 86,800,000 fully paid ordinary shares;*
 - 1.2. *Up to 55,800,000 options exercisable at \$0.01 expiring 3 years from the date of issue;*
 - 1.3. *Up to 30,000,000 fully paid ordinary shares;*
 - 1.4. *Up to 12,750,000 options exercisable at \$0.01 expiring 3 years from date of issue;*
 - 1.5. *Up to 12,750,000 options exercisable at \$0.01 expiring 5 years from date of issue;*
(collectively "Related Party Securities")
 - 1.6. *Up to 63,200,000 fully paid ordinary shares;*
 - 1.7. *Up to 19,200,000 options exercisable at \$0.01 expiring 3 years from the date of issue;*

- 1.8. Up to 120,000,000 fully paid ordinary shares;
 - 1.9. 2,250,000 options exercisable at \$0.01 expiring 3 years from date of issue;
 - 1.10. 2,250,000 options exercisable at \$0.01 expiring 5 years from date of issue;
(collectively "Unrelated Party Securities")
2. ASX has considered listing rule 14.7 only and makes no statement as to the Company's compliance with other listing rules.

If you have any queries, please do not hesitate to contact us on (02) 8072 1400.

Yours faithfully



Andrew Whitten
Company Secretary
ASX Code: NMG