



12 April 2016

Jill Hewitt
Senior Advisor, Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

By Email: Jill.Hewitt@asx.com.au

Dear Ms Hewitt

Noble Mineral Resources Limited – Pre-Quotation Disclosure

We refer to the letter from ASX dated 18 February 2015 (**ASX Reinstatement Letter**) and the subsequent letter from ASX dated 4 February 2016 providing an extension of the period for Noble Mineral Resources Limited (**Company**) to comply with the conditions of reinstatement until 18 April 2016.

The Company provides the following information by way of pre-quotation disclosure:

1. A distribution schedule as at the time of reinstatement is **attached**.
2. A list of the top 20 holders of the Company, as at the time of reinstatement, is **attached**.
3. The Company's capital structure as at the time of reinstatement is as follows:

| Description | Total |
|--|-------------|
| Fully paid ordinary shares | 313,328,147 |
| Unlisted options, each exercisable at \$0.01 per option, expiring on 30 June 2018 | 75,000,000 |
| Unlisted and unvested options, which vest once the 20 day VWAP of the Company's shares is \$0.02 per share, each exercisable at \$0.01 per option, expiring on 12 April 2019 | 15,000,000 |
| Unlisted and unvested options, which vest once the 20 day VWAP of the Company's shares is \$0.03 per share, each exercisable at \$0.01 per option, expiring on 12 April 2021 | 15,000,000 |



4. Full terms and conditions of the options on issue are **attached**.
5. Full terms and conditions of the Company's Option Plan are **attached**.
6. A pro forma balance sheet as at 31 January 2016, updated with the actual funds raised under the prospectus dated 23 February 2016 (**Prospectus**) is **attached**.
7. An updated statement of commitments based on the actual funds raised under the Prospectus is **attached**, which confirms that at least 50% of cash on the pro-forma balance sheet is applied to specific commitments consistent with the Company's business objectives.
8. The Company's consolidated activities report (which is the same as the proposed business strategy as outlined in section 5.3 of the Prospectus) is **attached**.
9. For details of the Company's business plan, please see the **attached** consolidated activities report, which is previously referred to in paragraph 8 above.
10. The Company confirms that it is, and will ensure to remain in compliance with the ASX Listing Rules, in particular, ASX Listing Rule 3.1.

11. The Company confirms that its registered office and contact details are as follows:

Noble Mineral Resources Limited
c/- Level 5, 137-139 Bathurst Street
Sydney NSW 2000

Ph: + 61 2 8072 1400

Fax: +61 2 9283 1970

12. The Company confirms that, following the recapitalisation of the Company and upon reinstatement, the office holders of the Company are as follows:

- Mr Michael Hill – Executive Chairman;
- Mr Michael Everett – Non- Executive Director
- Mr Brett Chenoweth – Executive Director
- Mr Jonathan Pager – Finance Director; and
- Mr Andrew Whitten – Company Secretary.



13. A statement disclosing the extent to which the Company has followed the recommendations as set by the ASX Corporate Governance Council is **attached**. To the extent that any recommendation has not been followed, reasons have been provided.

If you have any further queries, please do not hesitate to contact the undersigned to discuss on +61 2 8072 1400.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Andrew Whitten', with a stylized, flowing script.

Andrew Whitten
Company Secretary