



ABN 36 124 893 465

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

Date of Meeting

Monday, 24 November 2008

Time of Meeting

10:00am (WDST)

Place of Meeting

Suite 5, 100 Mill Point Road
South Perth, Western Australia, 6151

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Noble Mineral Resources Ltd (**Noble** or **Company**) is to be held on Monday, 24 November 2008 at Suite 5, 100 Mill Point Road, South Perth, WA, 6151 commencing at 10:00am (WDST).

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

BUSINESS

Financial Statements and Report (No resolution required)

To receive and consider the financial statements for the period from incorporation on 13 April 2007 to 30 June 2008 together with the directors' report and auditor's report.

Resolution 1 - Adoption of Remuneration Report (Non-binding resolution)

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

"To adopt the Remuneration Report for the period from incorporation on 13 April 2007 to 30 June 2008."

Resolution 2 – Election of Director – Mr Wayne Norris

To consider and, if thought fit to pass, the following resolution as an **ordinary resolution**:

"That Mr Wayne Norris, having been appointed as a director of the Company on 13 April 2007, who retires in accordance with clause 13.2 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company."

Resolution 3 – Election of Director – Dr Heino Hofferberth

To consider and, if thought fit to pass, the following resolution as an **ordinary resolution**:

"That Dr Heino Hofferberth, having been appointed as a director of the Company on 18 April 2008, who retires in accordance with clause 13.2 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company."

Resolution 4 – Election of Director – Mr Giap Ch'ng Ooi

To consider and, if thought fit to pass, the following resolution as an **ordinary resolution**:

"That Mr Giap Ch'ng Ooi, having been appointed as a director of the Company on 18 April 2008, who retires in accordance with clause 13.2 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company."

Resolution 5 – Election of Director – Mr Alan Taylor

To consider and, if thought fit to pass, the following resolution as an **ordinary resolution**:

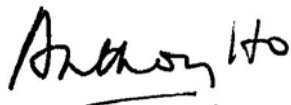
“That Mr Alan Taylor, having been appointed as a director of the Company on 30 July 2007, who retires in accordance with clause 13.2 of the Company’s Constitution and being eligible and offering himself for re-election, be elected as a director of the Company.”

Resolution 6 – Approval of Appointment of Auditor

To consider and, if thought fit to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 327B of the Corporations Act and all other purposes, the firm Stantons International of Level 1, 1 Havelock Street, West Perth, Western Australia, 6005, (having been nominated by a member of the Company and consented in writing to act in the capacity of auditor and having not withdrawn that consent), be appointed as auditor of the Company.”

**DATED THIS 22nd DAY OF OCTOBER 2008
BY ORDER OF THE BOARD**



Anthony Ho
Company Secretary

NOTES:

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg. “the Company Secretary”).
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member’s voting rights. If no such proportion is specified, each proxy may exercise half of the member’s votes.
3. A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at PO Box 3438, Nedlands, Western Australia, 6909 or by fax to (61 8) 6389 2588. Alternatively, you may photocopy the enclosed form.
4. A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, not less than 48 hours before the time for commencement of the meeting. Please send by post to PO Box 3438, Nedlands, Western Australia, 6909 or by fax to (61 8) 6389 2588.
5. The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.
6. For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares at 5.00pm WDST on Thursday, 20 November 2008 will be entitled to attend and vote at the Annual General Meeting.
7. The Explanatory Memorandum attached to this Notice forms part of this Notice.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Noble Mineral Resources Ltd ("Company").

The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Resolution 1 – Adoption of Remuneration Report

During discussion on this item, there will be an opportunity for shareholders at the meeting to comment on, and ask questions about, the Remuneration Report which is incorporated in the Directors' Report in the Company's 2008 Annual Report.

In accordance with the Corporations Act 2001, the vote on the proposed resolution is advisory only and will not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Resolution 2 – Election of Director – Mr Wayne Norris

Clause 13.2 of the Constitution states that at the Company's first annual general meeting after incorporation, all the directors shall retire from office. A retiring director is eligible for re-election.

As the meeting to be held on Monday, 24 November 2008 is the Company's first Annual General Meeting, Mr Norris retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Norris has over 25 years' experience in the field of metallurgical processing and commissioning. His career spans from process operating to senior management of the successful Sally Malay 750,000 TPA nickel sulphide recovery plant. More recently, Mr Norris was a member of the senior management team of the OM (Manganese) Limited Bootu Creek manganese project in the Northern Territory.

Mr Norris has been involved at senior management levels in the commissioning of five processing facilities in Australia, being the Haveluck Gold Mine in Meekatharra WA, the Ranger Uranium Mines project at Jabiru in the Northern Territory, the Mt Todd Gold Mines Stage 1 and 2 in the Northern Territory, the Sally Malay project for Kimberley Nickel Mines in Western Australia and the OMH OM (Manganese) Limited Manganese project in the Northern Territory. His extensive metallurgical knowledge has included the training of nationals in Ghana at the Damang mine site for two years for Goldfields Ghana Ltd.

Directors' Recommendation

The Board (other than Mr Norris) recommends shareholders vote in favour of the Resolution.

Resolution 3 – Election of Director – Dr Heino Hofferberth

Clause 13.2 of the Constitution states that at the Company's first annual general meeting after incorporation, all the directors shall retire from office. A retiring director is eligible for re-election.

As the meeting to be held on Monday, 24 November 2008 is the Company's first Annual General Meeting, Dr Hofferberth retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

EXPLANATORY MEMORANDUM (cont'd)

Resolution 3 – Election of Director – Dr Heino Hofferberth (cont'd)

Dr Hofferberth has been involved in banking and treasury activities for almost 30 years, both in Australia and overseas. He has extensive experience in precious metals dealings, risk management and treasury operations in senior positions with mining companies and banks during the past 25 years.

In 1983 Dr Hofferberth joined a major investment and resource group in Perth to help establish its gold and currency marketing and hedging programme. From 1987, he became Chief Dealer, Bullion, with Gold Corporation, the parent company of the Perth Mint, involving the establishment of a treasury dealing room to support the introduction of the Australian Gold Nugget programme.

Through the acquisition of Gold Corporation's banking/trading business by the R&I Bank, he held the position of Senior Manager, Bullion, and by 1989 he had been appointed to the position of Assistant General Manager, Bullion, of R&I Gold Bank. In 1990, R&I Gold Bank merged its operations with the relevant departments of the R&I Bank, later BankWest Limited, where he was Senior Manager Bullion, Financial Markets, until 1997. Since then, Dr Hofferberth has held the position of General Manager, Gold Trading Activities, with a private mining company in Perth that formerly held gold mining interests in Africa. Dr Hofferberth has a Ph.D. in economics from the University of Innsbruck, Austria.

Directors' Recommendation

The Board (other than Dr Hofferberth) recommends shareholders vote in favour of the Resolution.

Resolution 4 – Election of Director – Mr Giap Ch'ng Ooi

Clause 13.2 of the Constitution states that at the Company's first annual general meeting after incorporation, all the directors shall retire from office. A retiring director is eligible for re-election.

As the meeting to be held on Monday, 24 November 2008 is the Company's first Annual General Meeting, Mr Ooi retires from office in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Ooi has significant experience in the legal field, having worked for over 20 years as a solicitor mainly in the area of commercial and company litigation, property conveyance, banking and corporate services for financial institutions and listed companies.

Mr Ooi is currently a non-executive director of Meda Inc Berhad, CME Group Berhad and Infotech Alliance Berhad; companies which are listed on Bursa Malaysia. Mr Ooi is an executive director of Global Gold Holdings Limited.

Mr Ooi graduated from the Australian National University with a Bachelor of Economics in 1983 and Bachelor of Laws in 1985. He was admitted to the Roll of Barristers and Solicitors of the Supreme Court of the Australian Capital Territory in 1985 and called to the High Court of Malaya as an advocate and solicitor in 1987.

Directors' Recommendation

The Board (other than Mr Ooi) recommends shareholders vote in favour of the Resolution.

EXPLANATORY MEMORANDUM (cont'd)

Resolution 5 – Election of Director – Mr Alan Taylor

Clause 13.2 of the Constitution states that at the Company's first annual general meeting after incorporation, all the directors shall retire from office. A retiring director is eligible for re-election.

As the meeting to be held on Monday, 24 November 2008 is the Company's first Annual General Meeting, Mr Taylor retires from office in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Taylor completed a Bachelor of Business from Curtin University in 1984 and is a Chartered Accountant with over 22 years' experience in providing taxation and accounting advice to the corporate and business sector. He worked for the Australian Taxation Office for eight years. Mr Taylor holds a Graduate Diploma in Finance and Investment from the Securities Institute of Australia. He is currently the principal of a public practice specialising in tax and corporate services. Prior to commencing public practice, Mr Taylor was a senior manager with KPMG and the taxation principal of a West Perth accounting practice.

Directors' Recommendation

The Board (other than Mr Taylor) recommends shareholders vote in favour of the Resolution.

Resolution 6 – Approval of Appointment of Auditor

Under Section 327A of the Corporations Act, a person or firm appointed as auditor of a company following a company's incorporation holds office until the first annual general meeting of the company, at which time the person or firm must be appointed by shareholders.

As the meeting to be held on Monday, 24 November 2008 is the Company's first Annual General Meeting, the appointment of Stantons International must be approved by members.

In accordance with section 328B(1) of the Corporations Act, Mr Brian Maurice Dunn, a member of the Company, has nominated Stantons International to be the Company's auditor. Under section 328B(3) of the Corporations Act, a copy of this nomination:

- (a) has been sent to Stantons International; and
- (b) is attached to this Notice.

Directors' Recommendation

The Board recommends Shareholders vote in favour of the resolution.

ANNEXURE A
Nomination of Auditor

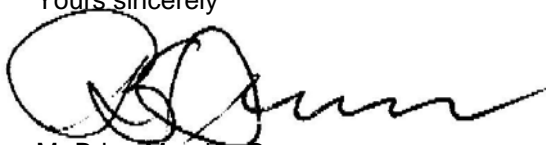
The Company Secretary
Noble Mineral Resources Ltd
79 Broadway
NEDLANDS WA 6009

Dear Sir

I, Mr Brian Maurice Dunn, being a member of Noble Mineral Resources Ltd (**Company**), hereby nominate Stantons International, of Level 1, 1 Havelock Street, West Perth, Western Australia, 6005 for appointment as auditor of the Company at its next Annual General Meeting.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours sincerely



Mr Brian Maurice Dunn

22 October 2008

PROXY FORM

(Name of member/s)

of

(Address of member/s)

Appointment of Proxy

I/We being a member/s of Noble Mineral Resources Ltd and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X'); or

If you are appointing **someone other than** the Chairman of the Meeting, write here the name of the company or person you are appointing;

or, failing a company or person named, or if no company or person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if not directions have been given, as the proxy sees fit) at the Annual General Meeting of Noble Mineral Resources Ltd to be held Suite 5, 100 Mill Point Road, South Perth, WA, 6151 on Monday, 24 November 2008 commencing at 10.00 (WDST) and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Voting directions to your proxy – please mark to indicate your directions

	FOR	AGAINST	ABSTAIN*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Mr Wayne Norris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Dr Heino Hofferberth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Mr Giap Ch'ng Ooi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Director – Mr Alan Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy

I/We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/ Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

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HOW TO COMPLETE THE PROXY FORM

1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the company or person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that company or person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

If you have appointed a company as your proxy and a representative of that company wishes to attend the meeting, the representative will be required to provide the Company with the appropriate written documentation evidencing that the person is a representative of the proxy. Should you require it, the Company will provide you with a corporate representative form free of charge. Please contact the Company Secretary if you require a corporate representative form.

2. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 10.00am (WDST) on Monday, 24 November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to Noble Mineral Resources Ltd:-

PO Box 3438
Nedlands WA 6909

Fax: (61-8) 6389 2588

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