



5 July 2010

Company Announcements Office
ASX Ltd
PO Box H224
Australia Square
Sydney NSW 2000

BONUS ISSUE

The Company is pleased to release its prospectus for the non-renounceable bonus issue of options, and accompanying Appendix 3B.

As previously announced on 31 May 2010, the Company is rewarding shareholders with two bonus option issues, the first a 12 month option with an exercise price of 30 cents and the second 36 month option with an exercise price of 35 cents. Both tranches of options will be issued to shareholders on the basis of one option for every four shares held at 14 July 2010.

The timetable for the issue of bonus options is:

EVENT	2010
Lodgment of Prospectus and Appendix 3B with ASIC & ASX	5 July
Shares Trade Ex-Bonus	8 July
Record Date	14 July
Dispatch Date	28 July

Authorised by:

Alan Taylor
Finance Director



NOBLE MINERAL RESOURCES LIMITED

ACN 124 893 465

BONUS ISSUE PROSPECTUS

Bonus Issue of options to Eligible Shareholders as follows:

- 1 Bonus 12-month Option for every 4 Shares held as at 5.00pm WST on 14 July 2010; and
- 1 Bonus 36-month Option for every 4 Shares held as at 5.00pm WST on 14 July 2010.

IMPORTANT NOTICE

**SHAREHOLDERS ARE NOT REQUIRED TO TAKE ANY ACTION IN RELATION
TO
THE ISSUE OF BONUS OPTIONS PURSUANT TO THIS PROSPECTUS.**

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act 2001. This document is important and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Bonus Options being issued under this Prospectus, or any other matter, you should consult your professional adviser.

The Bonus Options offered by this Prospectus should be considered speculative.

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SECTION 1 IMPORTANT INFORMATION

It is important that Shareholders read this Prospectus in its entirety and seek professional advice where necessary. The Bonus Options the subject of this Prospectus should be considered speculative.

This Prospectus is dated 5 July 2010 and a copy of this Prospectus was lodged with ASIC on that date. The ASIC and ASX take no responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is at 5.00pm WST on that date which is 13 months after the date this Prospectus was lodged with the ASIC (**Expiry Date**). No securities may be issued on the basis of this Prospectus after the Expiry Date.

Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Bonus Options the subject of this Prospectus.

The Company is an ASX-listed company whose securities are granted official quotation by ASX.

This Prospectus is a transaction specific prospectus issued pursuant to section 713 of the Corporations Act. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Company or its Directors.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether other formalities need to be considered and followed.

The Bonus Issue to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Bonus Issue and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Bonus Issue must be made. There are differences in how securities are regulated under Australian law. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Bonus Issue. If Eligible Shareholders resident in New Zealand wish to make a complaint about the Bonus Issue, they may contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle any complaints.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

The Bonus Issue may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If Shareholders resident in New Zealand expect the securities to pay any amounts in a currency that is not New Zealand dollars, they may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

As noted in the Prospectus at Section 4.6, the Company will apply to the ASX for quotation of the Bonus Options offered under this Prospectus. If quotation is granted, the Bonus Options will be able to be traded on the ASX. Shareholders resident in New Zealand wishing to trade the Bonus Options through that market may have to make arrangements for a participant in that market to sell the securities on their behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to Shareholders resident in New Zealand about the Bonus Options and trading may differ from securities markets that operate in New Zealand.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in Section 10 of this Prospectus.

SECTION 2 CORPORATE DIRECTORY

Directors

Non-Executive Chairman	Tunku Naquiyuddin
Managing Director	Mr Wayne Norris
Finance Director	Mr Alan Taylor
Non-Executive Director	Mr Brian Thomas

Solicitors to the Offer

Steinepreis Paganin
Level 4, The Read Buildings,
16 Milligan Street,
Perth, Western Australia, 6000

Company Secretary

Mr Anthony Ho

Registered Office and Principal Business Address

15 Bowman Street
South Perth, Western Australia, 6151
Telephone: (61 8) 9474 6771
Facsimile: (61 8) 9474 6772

*Share Registry**

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
Perth, Western Australia, 6000
Telephone: (61 8) 9323 2000
Facsimile: (61 8) 9323 2033

*Auditors**

Stantons International
Level 1
1 Havelock Street
West Perth, Western Australia, 6005

Website

www.nobleminres.com.au

** The names of these parties are included for information purposes only. They have not been involved in the preparation of this Prospectus.*

SECTION 3 TIMETABLE AND IMPORTANT DATES

The following key dates are indicative only and may be subject to change without notice:

EVENT	DATE
Lodgement of this Prospectus with ASIC and ASX	5 July 2010
Shares quoted on an "ex" basis (ex-Bonus Issue)	8 July 2010
Record Date to determine entitlements to Options	14 July 2010
Allotment of Bonus Options, despatch of Holding Statements and despatch of Prospectus	21 July 2010

SECTION 4 DETAILS OF THE BONUS ISSUE**4.1 The Bonus Issue**

The Company is making a non-renounceable pro rata offer of Bonus Options to Shareholders who are registered as at 5.00pm WST on 14 July 2010 ("Bonus Issue").

The Bonus Issue is made on the following basis:

For every 4 Shares held as at the Record Date the Company will issue the following options for free to Eligible Shareholders:

- 1 option exercisable at \$0.30 each on or before 21 July 2011 ("Bonus 12-month Option"); and
- 1 option exercisable at \$0.35 each on or before 21 July 2013 ("Bonus 36-month Option"),

together, the "Bonus Options".

In the calculation of any entitlement, fractions will be rounded up to the nearest whole number.

Based on the capital structure of the Company at the date of this Prospectus, approximately 73,432,871 Bonus 12-month Options and 73,432,871 Bonus 36-month Options will be issued under the Bonus Issue.

The entitlement to the Bonus Options is non-renounceable which means that Eligible Shareholders cannot dispose of or trade any part of their entitlement to receive the Bonus Options under the Bonus Issue.

Each Bonus 12-month Option and Bonus 36-month Option entitles the holder to subscribe for and be allotted one Share in the Company at the applicable exercise price. Summaries of the terms and conditions of the Bonus Options and the rights attaching to Shares are set out in sections 7.1 and 7.2 of this Prospectus.

4.2 Action required by Eligible Shareholders

Eligible Shareholders are not required to do anything to be issued with Bonus Options under the Bonus Issue. Holding statements for the Bonus Options will be dispatched to Eligible Shareholders on or soon after the issue of the Bonus Options.

4.3 Brokers

No brokerage or stamp duty is payable by Eligible Shareholders on the issue of Bonus Options under the Bonus Issue.

4.4 Allotment of Bonus Options

Bonus Options issued under this Prospectus will be allotted as soon as practicable after the Record Date and otherwise in accordance with the Listing Rules. The Company will allot the Bonus Options on the basis of the entitlement of all Eligible Shareholders under the Bonus Issue.

4.5 Overseas Shareholders

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and overseas Shareholders should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Bonus Options the subject of this Prospectus or otherwise permit a public offering of the Bonus Options the subject of this Prospectus in any jurisdiction outside Australia.

4.6 Official Quotation by ASX

The Company will apply to ASX for official quotation of the Bonus Options within 7 days after the date of this Prospectus.

If the Bonus Options are not admitted to official quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Bonus Options offered by this Prospectus will be granted.

The fact that ASX may grant official quotation to the Bonus Options that may be issued pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the Bonus Options offered.

4.7 ASX Listed Company

The Company is included in the official list of ASX and the Listing Rules apply to securities issued by the Company.

4.8 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement and Transfer Corporation Pty Ltd (ASTC), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, Shareholders receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send a CHESS statement.

4.9 Risk Factors

Investors should carefully read the risk factors outlined in Section 6. An investment of this kind involves a number of risks, some of which are specific to the Company and the industry in which it operates.

4.10 Rights Attaching to Bonus Options and Shares

A summary of the terms and conditions attaching to Bonus 12-month Options and Bonus 36-month Options and the rights attaching to Shares is set out in section 7.

4.11 Enquiries

If you have any questions concerning your entitlement, please contact the Company Secretary, Mr Anthony Ho on (61-8) 6389 2688 or fax, (61-8) 6389 2588 or contact your professional adviser.

SECTION 5 PURPOSE AND EFFECT OF THE BONUS ISSUE

5.1 Purpose of Bonus Issue

The purpose of the Bonus Issue is to reward the loyalty of existing and new Shareholders and to give those Shareholders the opportunity to participate in the continued growth of the Company. It also provides the Company with a mechanism to raise funds in the future to provide Noble with supplemental funds to expedite exploration programs if the Bonus Options are exercised before they expire. There is no certainty that all or any of the Bonus Options will be exercised. The maximum amount that will be raised by the Company if all of the Bonus Options are exercised is approximately \$47,731,366.

5.2 Effect of the Bonus Issue

No funds will be raised from the Bonus Issue. The principal effects of the Bonus Issue will be to:

- increase the number of Bonus 12-month Options on issue from nil to 73,432,871;
- increase the number of Bonus 36-month Options on issue from nil to 73,432,871; and
- reduce cash on hand held by the Company by approximately \$100,000 being the estimated costs of the Bonus Issue.

5.3 Effect on Capital Structure

The Bonus Issue will result in the issue of the following options:

- 73,432,871 Options with an exercise price of \$0.30 and an expiry date of 21 July 2011 (“Bonus 12-month Option”); and
- 73,432,871 Options with an exercise price of \$0.35 and an expiry date of 21 July 2013 (“Bonus 36-month Option”).

On completion of the Bonus Issue the capital structure of the Company will be as follows:

Fully paid ordinary shares	Options exercisable at \$0.30 each on or before 21 July 2011	Options exercisable at \$0.35 each on or before 21 July 2013
293,731,484	73,432,871	73,432,871

If all of the Bonus 12-month Options and Bonus 36-month Options are exercised then the number of Shares on issue will increase by 146,865,742. Whether or not any of the Bonus 12-month Options or Bonus 36-month Options are exercised will depend on the price of the Shares from time to time up to the expiry dates of the Bonus 12-month Options and Bonus 36-month Options.

5.4 Effect on Financial Position

Except for the payment of the estimated costs of the Bonus Issue of \$100,000, the Bonus Issue will not have any other impact on the financial position of the Company.

The Company will receive \$0.30 for each Bonus 12-month Option exercised and \$0.35 for each Bonus 36-month Option exercised, and assuming all Bonus Options are exercised then the amount that would be raised by the Company would be approximately \$47,731,366. The likelihood of the Company raising additional capital through the exercise of the Bonus Options will depend on the price of the Shares from time to time up to the expiry dates of the Bonus 12-month Options and Bonus 36-month Options.

SECTION 6 RISK FACTORS**6.1 Introduction**

The Bonus Options offered under this Prospectus should be considered speculative because of the nature of the Company's business.

The resource exploration and development activities of the Company are subject to various risks that may impact on the future performance of the Company. Some of these risks are able to be mitigated through the use of safeguards and appropriate systems and controls, but others are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, the value of assets or the price at which securities will trade.

Set out below is an overview of the material risk factors that may have an effect on the financial position and performance of the Company and the value of its securities, as well as the Company's exploration, development and mining activities and an ability to fund those activities.

Prior to deciding whether to exercise Bonus Options, Eligible Shareholders should read the entire Prospectus, and specifically consider the risks set out in this section. Eligible Shareholders should carefully consider these risks in light of their personal circumstances and seek professional advice from an accountant, stockbroker, solicitor or other professional adviser before deciding whether to exercise the Bonus Options.

6.2 Specific Risks***Exploration, Development, Mining, Processing and Operating Risks***

Investors should understand that, by its nature, the business of mineral exploration, mine development, mine production, and ore processing undertaken by the Company at its Bibiani Gold Project or future projects, contains risks. Ultimate and continuous success of these activities is dependant on many factors such as:

- (a) successful exploration and definition and/or acquisition of recoverable and economic deposits;
- (b) successful conclusions to bankable feasibility studies;
- (c) access to adequate capital for project development;
- (d) design and construction of efficient mining and processing facilities;
- (e) securing and maintaining title to tenements;
- (f) obtaining consents and approvals necessary for the conduct of exploration and mining; and
- (g) competent operation and proficient and effective marketing of the mineral products.

The operations of the Company may be disrupted by a variety of risks and hazards which are beyond the control of the Company, including environmental hazards, industrial accidents, technical failure, labour disputes, unusual or unexpected geological conditions, damage, flooding, and extended interruptions due to inclement hazardous weather conditions, fire explosions and earthquakes.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance with ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to maintain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

Resource estimations

Resources estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made.

Additionally, resource estimates may change over time as new information becomes available. If the Company encounters mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

Commodity price volatility and exchange rate risk

As a proposed explorer and producer of gold and potentially other minerals, any earnings of the Company are expected to be closely related to the price of gold and other minerals.

Commodity prices fluctuate and are affected by numerous factors beyond the control of Noble. These factors include:

- world demand for base and other metals;
- forward selling by producers; and
- production cost levels in major metal-producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as:

- expectations regarding inflation; and
- interest rates and global and regional demand for, and supply of, the commodity,

as well as general global economic conditions.

These factors may have an adverse effect on Noble's exploration, development and production activities, as well as on its ability to fund those activities.

In addition, the revenues and earnings of Noble are or will be exposed to exchange rate fluctuations, particularly as international prices of various commodities, including gold, are denominated in United States dollars.

Country risk - Ghana

Ghana is a developing country and subject to the risks of an emerging legal and political system. There are risks attaching to exploration and mining operations in a developing country which are not necessarily present in a developed country, which can impact on a range of factors such as sovereign risk, safety, security, costs, ability to operate, country policy, fiscal provisions and laws and can lead to delays or even the suspension of any operations which may take place. No assurance can be given regarding the future stability of Ghana or any other African country in which Noble may acquire an interest.

Tenement rights

Under the prospecting and exploration licences and certain other contractual agreements to which Noble is or may in the future become a party, Noble is or may become subject to payments, the mining lease and other obligations. In particular, holders of prospecting and exploration licences and mining leases are required to meet the prescribed expenditure conditions on those tenements. Failure to meet these expenditure commitments will render the licence or licences liable to be forfeited unless a total or partial exemption is granted in accordance with the relevant mining regulations.

Further, there is no guarantee that current or future applications, extensions or renewals of the tenements in which the Company has an interest will be granted. The renewal or grant of the terms of each licence is usually at the discretion of the relevant government authority. Additionally, licences are subject to a number of specific legislative conditions. The inability to meet these conditions could affect the standing of a licence or restrict its ability to be renewed. Even if Noble is entitled to seek an exemption from the requirement to meet expenditure requirements, it may nevertheless be the subject of an attempt by a third party to claim a failure to satisfy expenditure conditions which may need to be resolved through litigation. There is no guarantee that this will result in a satisfactory resolution to the Company.

Environmental

Inherent in exploration and mining operations is a real environmental risk. The legal framework governing this area is constantly developing in all jurisdictions, thus, Noble is unable to fully ascertain any future liability that may arise from any new laws or regulations. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

Further, if there are environmental rehabilitation conditions attached to the exploration and mining tenements of Noble, failure to meet such conditions could lead to forfeiture of these tenements.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

Reliance on key personnel

The prospects of the Company depend in part on intellectual property, experience and business acumen of a small number of key personnel at this time. The loss of one or more key personnel without replacement by persons of similar skill may have an adverse effect on the business.

Future capital needs and additional funding

The Company's ability to raise capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including the success of the exploration and development programs, any feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

6.3 General Investment Risks***Securities investments and share market conditions***

There are risks associated with any securities investment. The trading prices of securities trade fluctuate in response to a number of factors. Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

Economic risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

Legislative

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies in Australia and/or Ghana may adversely affect the financial performance of the Company.

SECTION 7 RIGHTS ATTACHING TO SECURITIES

7.1 Terms and Conditions of Bonus 12-month Options

The terms and conditions of the Bonus 12-month Options are as follows:

a) Exercise Price

The exercise price of the Bonus 12-month Options is \$0.30.

b) Expiry Date

The expiry date of the Bonus 12-month Options is at 5.00pm WST on 21 July 2011.

Bonus 12-month Options not exercised on or before their expiry date will automatically lapse.

c) Entitlement

Each Bonus 12-month Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

d) Ranking of Share Allotted on Exercise of Bonus 12-month Option

Each Share allotted as a result of the exercise of any Bonus 12-month Option will, subject to the Constitution of the Company, rank in all respects *pari passu* with the existing Shares in the capital of the Company on issue at the date of allotment. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of the Bonus 12-month Options.

e) Voting

A registered owner of a Bonus 12-month Option (“Bonus 12-month Option Holder”) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being a Bonus 12-month Option Holder, a member of the Company.

f) ASX Quotation

The Company will apply for Official Quotation by ASX of all of the Bonus 12-month Options. Bonus 12-month Options are transferable at any time prior to the expiry date. This right is subject to any restrictions on the transfer of Bonus 12-month Options that may be imposed by the ASX in circumstances where the Company is listed on the ASX.

(g) Exercise of Bonus 12-month Options

Bonus 12-month Options may be exercised at any time prior to their expiry date by notice in writing to the Company’s Share Registry (“Notice of Exercise”). A summary of the terms and conditions of the Bonus 12-month Options, including the Notice of Exercise, is sent to all Bonus 12-month Option Holders when the initial holding statement is sent.

(h) Participation in New Share Issues

There are no participating rights or entitlements inherent in the Bonus 12-month Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders during the currency of the Bonus 12-month Options unless and until the Bonus 12-month Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue will be at least seven (7) business days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Bonus 12-month Option Holder an opportunity to exercise their Bonus 12-month Options. In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of Bonus 12-month Option Holders will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

(i) No Change of Bonus 12-month Options’ Exercise Price or Number of Underlying Shares

There are no rights to change the exercise price of a Bonus 12-month Option or the number of underlying Shares over which a Bonus 12-month Option can be exercised.

7.2 Terms and Conditions of Bonus 36-month Options

The terms and conditions of the Bonus 36-month Options are as follows:

a) Exercise Price

The exercise price of the Bonus 36-month Options is \$0.35.

b) Expiry Date

The expiry date of the Bonus 36-month Options is at 5.00pm WST on 21 July 2013.

Bonus 36-month Options not exercised on or before their expiry date will automatically lapse.

c) Entitlement

Each Bonus 36-month Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

d) Ranking of Share Allotted on Exercise of Bonus 36-month Option

Each Share allotted as a result of the exercise of any Bonus 36-month Option will, subject to the Constitution of the Company, rank in all respects *pari passu* with the existing Shares in the capital of the Company on issue at the date of allotment. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of the Bonus 36-month Options.

e) Voting

A registered owner of a Bonus 36-month Option (“Bonus 36-month Option Holder”) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being a Bonus 36-month Option Holder, a member of the Company.

f) ASX Quotation

The Company will apply for Official Quotation by ASX of all of the Bonus 36-month Options. Bonus 36-month Options are transferable at any time prior to the expiry date. This right is subject to any restrictions on the transfer of Bonus 36-month Options that may be imposed by the ASX in circumstances where the Company is listed on the ASX.

(g) Exercise of Bonus 36-month Options

Bonus 36-month Options may be exercised at any time prior to their expiry date by notice in writing to the Company’s Share Registry (“Notice of Exercise”). A summary of the terms and conditions of the Bonus 36-month Options, including the Notice of Exercise, is sent to all Bonus 36-month Option Holders when the initial holding statement is sent.

(h) Participation in New Share Issues

There are no participating rights or entitlements inherent in the Bonus 36-month Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders during the currency of the Bonus 36-month Options unless and until the Bonus 36-month Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue will be at least seven (7) business days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Bonus 36-month Option Holder an opportunity to exercise their Bonus 36-month Options. In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of Bonus 36-month Option Holders will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

(i) No Change of Bonus 36-month Options’ Exercise Price or Number of Underlying Shares

There are no rights to change the exercise price of a Bonus 36-month Option or the number of underlying Shares over which a Bonus 36-month Option can be exercised.

7.3 Rights Attaching to Shares

The following is a summary of the more significant rights attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

Voting

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares, shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

Dividends

The Directors may from time to time declare a dividend to be paid to Shareholders entitled to the dividend. The dividend shall (subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all shares in accordance with the Corporations Act. The Directors may from time to time pay to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Winding Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, shares classified by ASX as restricted securities and which are subject to escrow restrictions at the time of the commencement of the winding up shall rank in priority after all other shares.

Transfer of Shares

Generally, shares in the Company are freely transferable. Subject to formal requirements, a transfer will be registered by the Company if it does not result in a contravention of or failure to observe the provisions of a law of Australia and the transfer does not breach the Corporations Act and the Listing Rules.

Future Increase in Capital

The allotment and issue of any Share is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Constitution and the Corporations Act, the Directors may issue Shares as they shall, in their absolute discretion, determine.

Variation of Rights

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

SECTION 8 ADDITIONAL INFORMATION**8.1 Nature of this Prospectus**

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

8.2 Continuous Disclosure and Documents Available for Inspection

The Company is listed on ASX and its Shares are quoted on ASX.

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s Securities. The Shares that will be issued on conversion of the Bonus Options are in the same class of Shares that have been quoted on ASX during the 3 months prior to the issue of this Prospectus.

This Prospectus is a “transaction specific prospectus”. In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on a company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) between the date of issue of this Prospectus and the date of allotment of the Bonus Options it will provide a copy of each of the following documents, free of charge, to any person on request:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

The Company lodged its latest annual financial report with ASX on 29 September 2009. The following documents have been lodged with ASX since the date of lodgement of the Company's latest annual financial report:

Date	Details
1 Oct 2009	Change of address
26 Oct 2009	Annual Report to Shareholders
26 Oct 2009	Notice of Annual General Meeting / Proxy Form
30 Oct 2009	Quarterly Report to Sept 2009 and Appendix 5B
23 Nov 2009	Trading Halt Request
25 Nov 2009	Noble acquires world-class Ghanaian gold project
27 Nov 2009	Drilling continues at Cape Three Points Licence in Ghana
30 Nov 2009	Outcome of 2009 AGM
3 Dec 2009	Bibiani Gold Project
4 Dec 2009	Placement and Appendix 3B
4 Dec 2009	Appointment of Chairman
7 Dec 2009	Change in substantial holding
8 Dec 2009	Change in substantial holding
1 Feb 2010	Cape Three Points Update and Brotet Licence signed
1 Feb 2010	Appendix 5B – December 2009 Quarterly Report
5 Mar 2010	Trading Halt
5 Mar 2010	Amended Trading Halt Notice
9 Mar 2010	NMG Unveils 2.0m ounce Resource for Bibiani Gold Project
16 Mar 2010	Half Year Financial Report
22 Mar 2010	Suspension from Official Quotation
22 Mar 2010	Header Correction: Trading Halt
24 Mar 2010	Maiden 605,000 ounce Ore Reserve for Bibiani Gold Project
26 Mar 2010	Noble Mineral Resources Limited Broadcast
8 Apr 2010	Appointment of Director and Appendix 3X
9 Apr 2010	Statutory approval granted for Bibiani Project acquisition
9 Apr 2010	Trading Halt
13 Apr 2010	Suspension from Official Quotation
20 Apr 2010	NMG announces \$62 million capital raising
20 Apr 2010	Reinstatement to Official Quotation
21 Apr 2010	Equity Capital Raising - Presentation April 2010
23 Apr 2010	Noble Mineral Resources Limited Broadcast
27 Apr 2010	Notice of General Meeting / Proxy Form
30 Apr 2010	Appendix 5B – March 2010 Quarterly Report
6 May 2010	Change of Director's Interest Notice
12 May 2010	Notice pursuant to ASIC Class Order 09/425
13 May 2010	Share Purchase Plan Offer document
26 May 2010	Outcome of General Meeting
26 May 2010	Trading Halt
31 May 2010	NMG finalising capital raising to fund Bibiani Gold Project
4 June 2010	Appendix 3B - Placement
4 June 2010	Noble announces successful capital raising
11 June 2010	Completion of Share Purchase Plan and Appendix 3B
11 June 2010	Release from Escrow
15 June 2010	Change of Director's Interest Notice
18 June 2010	Appendix 3B
28 June 2010	Appendix 3B

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal business hours.

8.3 Expenses of the Offer

The expenses of the Offer, including legal and due diligence fees, ASX listing fees, share registry costs, printing costs, etc have been estimated to be \$100,000.

8.4 Material Contracts

As at the date of this Prospectus, the Company has not entered into any new material contracts that have not previously been disclosed to ASX.

8.5 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director nor any firm in which such a Director is a partner, holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Bonus Issue; or
- (c) the Bonus Issue,

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- (i) to a Director or proposed Director or any firm in which such a Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (ii) for services provided by a Director or proposed Director or by the firm in connection with the formation or promotion of the Company or the Bonus Issue.

Holdings of Directors

As at the date of this Prospectus, the Directors held relevant interests in securities of the Company, either directly or indirectly, as follows:

Director	Fully Paid Shares	Entitlement*	
		Bonus 12-month Options	Bonus 36-month Options
Tunku Naquiyuddin	-	-	-
Mr Wayne Norris	43,140,000	10,785,000	10,785,000
Mr Alan Taylor	791,250	197,813	197,813
Mr Brian Thomas	100,000	25,000	25,000

* Directors of the Company will receive Bonus Options under the Bonus Issue in their capacity as Shareholders.

The Directors are not required to hold any Shares in the Company under the Constitution.

Remuneration of Directors

The Constitution and the Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting of shareholders. Total remuneration for all non-executive directors, last voted upon by shareholders at the 2008 General Meeting, is not to exceed \$200,000 per annum. No non-executive director shall be paid as part or whole of their remuneration a commission on or a percentage of profits or operating revenue. Directors' fees cover all main board activities and membership of committees. Remuneration for executives is set out in employment agreements. Details of the employment agreement with the Managing Director are provided below.

Tunku Naquiyuddin is paid a fee for his position as non-executive chairman of \$60,000 per annum. Where special duties are performed outside the scope of the ordinary duties of a non-executive director, additional compensation is paid based on an hourly rate of \$160.

Mr Wayne Norris is engaged as Managing Director of the Company pursuant to an employment agreement effective from 1 April 2010 with the Company (“Employment Agreement”). The Employment Agreement specifies the duties and obligations to be fulfilled by the Managing Director and is for an initial term of 3 years. The Company is presently required to pay to Mr Norris \$300,000 per annum (exclusive of statutory superannuation) for Mr Norris’ services.

Mr Alan Taylor is engaged as Finance Director of the Company pursuant to an employment agreement effective from 1 July 2010 with the Company (“Employment Agreement”). The Employment Agreement specifies the duties and obligations to be fulfilled by the Finance Director and is for an initial term of 3 years. The Company is presently required to pay to Mr Taylor \$240,000 per annum (exclusive of statutory superannuation) for Mr Taylors’ services.

Mr Brian Thomas is paid a fee for his position as non-executive director of \$40,000 per annum. Where special duties are performed outside the scope of the ordinary duties of a non-executive director, additional compensation is paid based on an hourly rate of \$160.

Directors are entitled to be paid out of pocket expenses necessarily incurred in the performance of their duties including relating to travel, entertainment, accommodation, meals and telephone.

8.6 Interests and Consents of Experts and Advisors

Except as disclosed in this Prospectus, no:

- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- any firm in which any of the above persons is or was a partner, or any company with which any of those persons is or was associated,

(each a “relevant person”) holds, at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Bonus Issue; or
- the Bonus Issue.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to a relevant person for services provided in connection with the formation or promotion of the Company or the Bonus Issue.

Steinepreis Paganin have acted as solicitors to the Company in relation to the Bonus Issue and have consented to be named as such. In respect of this work, the Company will pay approximately \$1,500 exclusive of GST and disbursements. Subsequently fees will be paid in accordance with normal hourly rates.

Steinepreis Paganin do not make, or purport to make, any express or implied representation or warranty in relation to the Company, this Prospectus or the Offer and do not make any statement in this Prospectus, nor is any statement in it based on any statement made by them. To the extent permitted by law, Steinepreis Paganin expressly disclaim and take no responsibility for any material in, or omission from, this Prospectus other than the reference to their name.

8.7 Taxation Implications

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with the acquisition, sale or exercise of the Bonus Options, or the subsequent acquisition or disposal of any Shares received upon exercise of the Bonus Options. The Company, its advisers and officers do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to above to Eligible Shareholders. The Directors recommend that Eligible Shareholders consult their own professional tax advisors in connection with the Bonus Issue, sale or exercise of Bonus Options.

8.8 Legal Proceedings

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

8.9 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.595 on 21 April 2010

Lowest: \$0.280 on 2 July 2010

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.280 on 2 July 2010.

8.10 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please contact the Company using the contact details set out in this Prospectus and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

SECTION 9 AUTHORITY OF DIRECTORS

This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors of Noble Mineral Resources Limited has consented to the lodgement of this Prospectus with ASIC in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

Dated this 5th day of July 2010



**Signed for and on behalf of
NOBLE MINERAL RESOURCES LIMITED
by Alan Taylor
Finance Director**

SECTION 10 DEFINITIONS

\$	means Australian dollars. All amounts in this Prospectus are in Australian dollars unless otherwise stated.
ASIC	means the Australian Securities and Investments Commission.
ASTC Settlement Rules	means the ASTC Settlement Rules issued by the ASX Settlement and Transfer Corporation Pty Limited.
ASX	means ASX Limited (ACN 008 624 691).
Bonus 12-month Option	means an option to subscribe for one Share in Noble exercisable at \$0.30 each on or before 21 July 2011 and issued on the material terms set out in Section 7.1 of this Prospectus.
Bonus 36-month Option	means an option to subscribe for one Share in Noble exercisable at \$0.35 each on or before 21 July 2013 and issued on the material terms set out in Section 7.2 of this Prospectus.
Bonus Issue	means the issue of Bonus Options pursuant to this Prospectus as set out in Section 4.
Bonus Options	means a Bonus 12-month Option and a Bonus 36-month Option.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Company	means Noble Mineral Resources Limited (ACN 124 893 465).
Constitution	means the constitution of the Company as at the date of this Prospectus.
Director	means a director of the Company at the date of this Prospectus.
Eligible Shareholder	means a Shareholder as at the Record Date.
Entitlement	means the number of Bonus Options to which an Eligible Shareholder is entitled pursuant to the Offer.
Listing Rules	means the official listing rules of ASX.
Noble	means Noble Mineral Resources Limited (ACN 124 893 465).
Non-Renounceable	means that shareholders may not sell or transfer all or any part of their entitlement to the Bonus Options.
Offer or Bonus Issue	means the issue of Bonus Options pursuant to this Prospectus as set out in Section 4.
Official Quotation	has the same meaning as in the Listing Rules.
Prospectus	means this Prospectus dated 5 July 2010.
Record Date	has the same meaning as in the Listing Rules which is specified by the Company in relation to the Bonus Issue as being 5:00pm WST on 14 July 2010.
Securities	means Shares and Bonus Options.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a shareholder of the Company.
WST	means Western Australian Standard Time.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

NOBLE MINERAL RESOURCES LIMITED

ABN

36 124 893 465

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Bonus 12-month Options and Bonus 36-month Options. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 73,432,871 Bonus 12-month Options and 73,432,871 Bonus 36-month Options pursuant to the Bonus Issue. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Options exercisable at \$0.30 each on or before 21 July 2011 ("Bonus 12-month Option"); and Options exercisable at \$0.35 each on or before 21 July 2013 ("Bonus 36-month Option"), together, the "Bonus Options". |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No. Options over unissued shares may only be exercised in accordance with their terms and conditions. Upon conversion of the options to shares, the shares will rank equally with existing shares.</p> <p>Options are expected to be quoted on a deferred settlement basis on 8 July 2010.</p>								
<p>5 Issue price or consideration</p>	<p>Nil.</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To reward the loyalty of existing and new Shareholders and to give those Shareholders the opportunity to participate in the continued growth of the Company.</p>								
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>On or around 21 July 2010.</p>								
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1433 997 1478">Number</th> <th data-bbox="997 1433 1295 1478">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1478 997 1534">293,731,484</td> <td data-bbox="997 1478 1295 1534">Ordinary fully paid shares.</td> </tr> <tr> <td data-bbox="686 1534 997 1713">73,432,871</td> <td data-bbox="997 1534 1295 1713">Options exercisable at \$0.30 each on or before 21 July 2011 (“Bonus 12-month Option”).</td> </tr> <tr> <td data-bbox="686 1713 997 1883">73,432,871</td> <td data-bbox="997 1713 1295 1883">Options exercisable at \$0.35 each on or before 21 July 2013 (“Bonus 36-month Option”).</td> </tr> </tbody> </table>	Number	⁺ Class	293,731,484	Ordinary fully paid shares.	73,432,871	Options exercisable at \$0.30 each on or before 21 July 2011 (“Bonus 12-month Option”).	73,432,871	Options exercisable at \$0.35 each on or before 21 July 2013 (“Bonus 36-month Option”).
Number	⁺ Class								
293,731,484	Ordinary fully paid shares.								
73,432,871	Options exercisable at \$0.30 each on or before 21 July 2011 (“Bonus 12-month Option”).								
73,432,871	Options exercisable at \$0.35 each on or before 21 July 2013 (“Bonus 36-month Option”).								

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)		Not Applicable
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-renounceable
13 Ratio in which the +securities will be offered	One Bonus 12-month Option for every four shares held and one Bonus 36-month Option for every four shares held.
14 +Class of +securities to which the offer relates	Options exercisable at \$0.30 each on or before 21 July 2011 (“Bonus 12-month Option”); and Options exercisable at \$0.35 each on or before 21 July 2013 (“Bonus 36-month Option”).
15 +Record date to determine entitlements	14 July 2010
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Rounded up to the next whole number
18 Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not Applicable
19 Closing date for receipt of acceptances or renunciations	Not Applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not Applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	21 July 2010
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable.

+ See chapter 19 for defined terms.

- | | | |
|----|--|-----------------|
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not Applicable. |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | Not Applicable. |
| 33 | +Despatch date | 21 July 2010 |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

Questions 38 to 42 - Not Applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: **5 July 2010**
(Finance Director)

Print name: **Alan Taylor**

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+ See chapter 19 for defined terms.