



ABN 36 124 893 465

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

Monday, 30 November 2009

Time of Meeting

10.00 am (WST)

Place of Meeting

15 Bowman Street
South Perth, Western Australia, 6151

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Noble Mineral Resources Ltd (**Noble** or **Company**) is to be held on Monday, 30 November 2009 at 15 Bowman Street, South Perth, WA, 6151 commencing at 10.00 am (WST).

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

BUSINESS

Financial Report

To receive and consider the financial report for the year ended 30 June 2009 together with the Directors' Report and Auditor's Report.

Resolution 1 - Adoption of Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2009."

Resolution 2 – Election of Director – Tunku Naquiyuddin

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

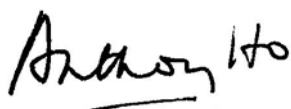
"That Tunku Naquiyuddin, having been appointed as a director of the Company on 7 January 2009, who retires in accordance with clause 13.4 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company."

Resolution 3 – Re-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, being a director of the Company who retires by rotation in accordance with clause 13.2 of the Company's Constitution, be re-elected as a director of the Company."

DATED THIS 26th DAY OF OCTOBER 2009
BY ORDER OF THE BOARD



Anthony Ho
Company Secretary

IMPORTANT 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 10.00 am WST on Saturday, 28 November 2009 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.

ELECTRONIC ANNUAL REPORT

In accordance with section 314 (1AA)(c) of the *Corporations Act 2001*, the Company advises the 2009 Annual Report is available from the Company's website (www.nobleminres.com.au).

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" or "Noble").

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

Financial Statements and Report

Under the *Corporations Act 2001*, the directors of the Company must table the financial report, the directors' report and the auditor's report for Noble for the year ended 30 June 2009 at the meeting.

These reports are set out in the 2009 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2009 Annual Report with this Notice of Annual General Meeting. The 2009 Annual Report is available from the Company's website (www.nobleminres.com.au).

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the financial report, the directors' report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report

Under the *Corporations Act 2001*, the Company is required to include, in the Directors' Report, a detailed remuneration report setting out the prescribed information in relation to the remuneration of directors and executives of Noble and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

The Remuneration Report is required to be submitted for adoption by a resolution of shareholders at the meeting. The vote on this resolution is advisory only and does 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 – Tunku Naquiyuddin

Clause 13.4 of the Constitution states that the Directors may at any time appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors.

Tunku Naquiyuddin was appointed to the Board on 7 January 2009 and in accordance with clause 13.4 of the Constitution, seeks election as a Director.

Tunku Naquiyuddin is a prominent Malaysian businessman and is presently the Chairman of Sino Hua-An International Berhad, a company listed on Bursa Malaysia (formerly known as the Kuala Lumpur Stock Exchange) with a substantial business in China. He is also the chairman of the Board of Kian Joo Can Factory Berhad, a company which is also listed on Bursa Malaysia.

Tunku Naquiyuddin was a former diplomat and represented the foreign mission of Malaysia in Paris. He is also a keen environmentalist and was a Committee Member for the World Wide Fund for Nature (Malaysia) and a council member of the Business Council for Sustainable Development in Geneva.

EXPLANATORY MEMORANDUM (cont'd)

Resolution 2 – Election of Director – Tunku Naquiyuddin (cont'd)

Tunku Naquiyuddin's interests include being a founding chairman of The Federation of Public Listed Companies Berhad in Malaysia. He was also the head of the Malaysia-France Economic and Trade Association for 8 years. As chairman of the Alliance Francaise in Malaysia for over 18 years, he was instrumental in the promotion of Malaysia-France cultural and business links. He was nominated by the Malaysian Minister of Finance to sit on the Committee of the Kuala Lumpur Stock Exchange in 1989 for five years.

Directors' Recommendation

The Board (other than Tunku Naquiyuddin) recommends shareholders vote in favour of the Resolution.

Resolution 3 – Re-election of Director – Mr Alan Taylor

Clause 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. A retiring director is eligible for re-election.

Mr Taylor retires by rotation 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.

P R O X Y F O R M

MR SAM SAMPLE
UNIT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE WA 6060

1. Appointment of Proxy

I/We being a member/s of Noble Mineral Resources Ltd hereby appoint

the Chairman
of the Meeting

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 the individual or body corporate named, or if no individual or body corporate 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 at 15 Bowman Street, South Perth, WA, 6151 on Monday, 30 November 2009 commencing at 10.00 am (WST) and at any adjournment of that meeting.

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

2. Items of Business

Please mark to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Tunku Naqiyuddin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr Alan Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the Abstain box for an 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.

3. Appointment of a Second Proxy

I/We wish to appoint a second proxy

Please mark 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.

4. Signature of Securityholder(s)

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

HOW TO COMPLETE THE PROXY FORM

1. Appointment of 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 an appointment of corporate representative form free of charge. Please contact the Company Secretary if you require an appointment of corporate representative form.

2. 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. 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 securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must 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 sign in the appropriate place to indicate the office held.

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 10.00 am (WST) on Monday, 30 November 2009. 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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from the Company's share registry.
