



(Subject to Deed of Company Arrangement)

2 December 2013

CREDITORS APPROVE DEED OF COMPANY ARRANGEMENT

Noble Mineral Resources Limited (ASX: NMG) (**Noble** or the **Company**) (Subject to Deed of Company Arrangement) advises that a Deed of Company Arrangement (**DOCA**) proposed by the Company's largest shareholder and convertible noteholder, Resolute Mining Limited (ASX: RSG) (**Resolute**) was approved at a meeting of Noble's creditors held on 26 November 2013 and has been signed.

In terms of the DOCA, Resolute, through a wholly owned subsidiary (**New Co**), will assume 100% ownership of the Bibiani Gold Project (**Bibiani**) subject to the following conditions precedent being satisfied or waived by 31 March 2014 (or such later date as agreed by the Deed Administrator and Resolute):

- Consent of the relevant Ghanaian minister to the transfer of the shares in the Ghanaian company which owns the shares in the entity which owns the Bibiani mining concession to NewCo, if required;
- Approval of the proposed Schemes of Arrangement by creditors of the Noble Ghanaian subsidiary companies and the High Court of Ghana; and
- The Trustee of the convertible notes agreeing to certain matters, to facilitate the DOCA and those Schemes of Arrangement; and

The Voluntary Administrators of Noble considered that the DOCA, as proposed by Resolute, was the best option available to realise the best return for the Noble creditors. The DOCA mitigated the risk of liquidation for the Ghanaian subsidiaries, which may ultimately have led to the forfeiture of mining leases and assets. It may also allow shareholders the opportunity to re-capitalise Noble at a future date (with Noble to retain control of certain gold concessions held outside of Bibiani).

In a separate announcement to the ASX on 26 November 2013, Resolute confirmed its intention to conduct a feasibility study to restart production (most likely in the form of an underground operation) at Bibiani after completion of the DOCA and securing any necessary government approvals.

On 29 November 2013, Resolute announced to the ASX that it had entered into an interim funding agreement to support the Scheme of Arrangement process and would advance US\$7 million in interim funding, with rights to obtain security on a limited recourse basis, as a means of supporting the Bibiani assets pending approval of the Schemes of Arrangement that are currently progressing in Ghana.

ENDS

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