



16 November 2016

ASX Code: NMM

ASX ANNOUNCEMENT

RESULTS OF ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2, Noble Metals Ltd (ASX Code: NMM) advises that the resolutions contained in the Notice of Annual General Meeting dated 13 October 2016 were passed by the requisite majority of security holders. All resolutions were decided on a show of hands.

The information required by section 251AA(2) of the Corporations Act 2001 (Cth) in respect of each resolution passed and defeated at the meeting is set out below.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

It was resolved as a **non-binding resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2016.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	96,552,995	100,000	2,350,000	0	99,002,995

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANDREW JOHNSTONE

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 14.4, Clause 11.3 of the Constitution and for all other purposes, Mr Andrew Johnstone, Director of the Company, retires by rotation, and being eligible, is re-elected as a Director.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,902,995	100,000	0	0	99,002,995

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RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR WILLIAM HAYDEN

It was resolved as an **ordinary resolution**:

“That, Mr William Hayden, a Director, is re-elected as a Director of the Company.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,902,995	100,000	0	0	99,002,995

RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

It was resolved as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,902,995	100,000	0	0	99,002,995

RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – MIGUEL PALOMINO

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,500,000 Options to Mr Miguel Palomino (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	53,895,495	107,500	45,000,000	0	99,002,995

RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – WILLIAM HAYDEN

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Options to Mr William Hayden (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,895,495	107,500	0	0	99,002,995

RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY – ANDREW JOHNSTONE

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Options to Mr Andrew Johnstone (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	96,545,495	107,500	2,350,000	0	99,002,995

RESOLUTION 8 – ISSUE OF OPTIONS TO THE COMPANY SECRETARY

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 250,000 Options to the Company Secretary (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,885,495	107,500	10,000	0	99,002,995

RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 7,500,000 Shares and 2,500,000 Options to clients of Veritas Securities Limited, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,902,995	100,000	0	0	99,002,995

RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 3,000,000 Options to clients of Veritas Securities Limited, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,902,995	100,000	0	0	99,002,995

RESOLUTION 11 – APPROVAL TO ADOPT AN INCENTIVE OPTION SCHEME

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled “Incentive Option Scheme” and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	98,895,495	107,500	0	0	99,002,995

Jay Stephenson
COMPANY SECRETARY