



26 November 2015

RESULTS OF ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2, Namibian Copper NL (ASX Code: NCO) advises that all resolutions contained in the Notice of Annual General Meeting dated 16 October 2015 were passed by the requisite majority of shareholders, other than Resolution 1 which was not passed. 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 not 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 2015.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	13,989,882	44,619,667	47,655,542	Nil	106,265,091

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR NEIL WARBURTON

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

“That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Neil Warburton a Director, 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	91,415,077	0	14,850,014	Nil	106,265,091

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MICHAEL CURNOW

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

“That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Michael Curnow a Director, 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	61,645,424	44,619,667	Nil	Nil	106,265,091

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RESOLUTION 4 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS’ SHARE PLAN TO MR NEIL WARBURTON

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors’ Share Plan to issue Shares in the Company to the value of \$36,000 to Mr Neil Warburton (or his nominee) in lieu of Director’s fees on the terms set out in the Explanatory Memorandum accompanying this Notice for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors’ Share Plan to issue Shares in the Company to the value of \$36,000 to Mr Neil Warburton (or his nominee) in lieu of Director’s fees on the terms set out in the Explanatory Memorandum accompanying this Notice.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	47,295,450	44,119,627	14,850,014	Nil	106,265,091

RESOLUTION 5 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS’ SHARE PLAN TO MR MICHAEL CURNOW

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors’ Share Plan to issue Shares in the Company to the value of \$36,000 to Mr Michael Curnow (or his nominee) in lieu of Director’s fees on the terms set out in the Explanatory Memorandum accompanying this Notice.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	51,088,267	44,619,667	10,557,157	Nil	106,265,091

RESOLUTION 6 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS’ SHARE PLAN TO MR GREG HALL

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors’ Share Plan to issue Shares in the Company to the value of \$36,000 to Mr Greg Hall (or his nominee) in lieu of Director’s fees on the terms set out in the Explanatory Memorandum accompanying this Notice.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	51,088,267	44,619,667	10,557,157	Nil	106,265,091

RESOLUTION 7 – 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	106,265,091	Nil	Nil	Nil	106,265,091

RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders ratify the issue of 7,989,882 Shares at an issue price of \$0.00323 per Share, 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	61,645,424	44,619,667	Nil	Nil	106,265,091

Jay Stephenson
COMPANY SECRETARY