



28 November 2014

RESULTS OF ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2, Namibian Copper NL (ASX Code: NCO) advises that the resolutions contained in the Notice of Annual General Meeting dated 24 October 2014 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 2014.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GREG HALL

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

“That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Greg Hall 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	27,087,888	0	0	0	27,087,888

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR LACHLAN REYNOLDS

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

“That, for all purposes, Mr Lachlan Reynolds a director of the Company who retires in accordance with clause 11.6 of the Constitution and, being eligible, 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	24,237,888	0	2,850,000	0	27,087,888

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RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR MICHAEL CURNOW

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

“That, for all purposes, Mr Michael Curnow a director of the Company who retires in accordance with clause 11.6 of the Constitution and, being eligible, 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	27,087,888	0	0	0	27,087,888

RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR JOHN SIMPSON

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

“That, for all purposes, Mr John Simpson a director of the Company who retires in accordance with clause 11.6 of the Constitution and, being eligible, 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	27,087,888	0	0	0	27,087,888

RESOLUTION 6 – RE-ELECTION OF DIRECTOR – MR NEIL WARBURTON

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

“That, for all purposes, Mr Neil Warburton a director of the Company who retires in accordance with clause 11.6 of the Constitution and, being eligible, 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	27,087,888	0	0	0	27,087,888

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	27,087,888	0	0	0	27,087,888

RESOLUTION 8 – APPROVAL OF PERFORMANCE RIGHTS PLAN

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

“That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given to adopt the Namibian Copper NL Performance Rights Plan and to issue securities under that plan on the terms and conditions summarised in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO MR JOHN SIMPSON

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

“That, subject to the passing of Resolution 5, for the purposes of ASX Listing Rule 10.14, Section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to grant 3,000,000 Performance Rights to Mr John Simpson (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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS TO MR NEIL WARBURTON

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue up to 1,500,000 Performance Rights to Mr Neil Warburton (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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS TO MR MICHAEL CURNOW

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue up to 1,500,000 Performance Rights to Mr Michael Curnow (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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 12 – ISSUE OF PERFORMANCE RIGHTS TO MR LACHLAN REYNOLDS

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue up to 4,500,000 Performance Rights to Mr Lachlan Reynolds (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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 13 – ISSUE OF PERFORMANCE RIGHTS TO MR GREG HALL

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue up to 1,500,000 Performance Rights to Mr Gregory Hall (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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 14 – ISSUE OF PERFORMANCE RIGHTS TO MR ALAN MARLOW

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 Directors to allot and issue up to 900,000 Performance Rights to Mr Alan Marlow (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	27,087,888	0	0	0	27,087,888

RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO MR ROBERT TIMMINS

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 Directors to allot and issue up to 900,000 Performance Rights to Mr Robert Timmins (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	27,087,888	0	0	0	27,087,888

RESOLUTION 16 – ADOPTION OF DIRECTORS’ SHARE PLAN

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

“That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, Shareholders approve the adoption of the Directors’ Share Plan, and for the issue of Shares under the Directors’ Share Plan, on the terms and conditions as 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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 17 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS’ SHARE PLAN TO MR NEIL WARBURTON

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

“That, subject to the passing of Resolution 16, 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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 18 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS’ SHARE PLAN TO MR MICHAEL CURNOW

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

“That, subject to the passing of Resolution 16, 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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 19 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS’ SHARE PLAN TO MR GREG HALL

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

“That, subject to the passing of Resolution 16, 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	24,237,888	0	2,850,000	0	27,087,888

RESOLUTION 20 – RATIFICATION OF SHARE AND OPTION ISSUE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,285,716 Shares at an issue price of \$0.007 each, together with 14,285,716 free attaching options, 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	27,087,888	0	0	0	27,087,888

Jay Stephenson
COMPANY SECRETARY