

28 June 2012

NOVENTA LIMITED
("Noventa" or the "Company")

Notice of AGM

The Board of Noventa announces that the Company's annual general meeting will be held at 10.00 a.m. on 23 July 2012 at the offices of Carey Olsen, 47 Esplanade, St Helier, Jersey, JE1 OBD (the "AGM").

The notice of AGM circular ("**Circular**"), proxy form and the Company's annual report and accounts for the year ended 31 December 2011 will be posted to shareholders on 28 June 2012 and are available on the Company's website (www.noventa.net). Extracts from the Circular are provided below. The business of the AGM as set forth in the resolutions includes:

- (i) approving the 2011 Annual Report and Financial Statements of the Company;
- (ii) re-appointing certain directors to the board;
- (iii) re-appointing the auditors and authorising the Directors to fix their remuneration;
- (iv) increase the authorised share capital of the Company in connection with a proposed equity offering;
- (v) granting authorities to the Directors to allot Ordinary Shares in the share capital of the Company; and
- (vi) amending the Company's Articles of Association to include certain language relating to the UK Takeover Code as though it applied to the Company.

For further information please contact:

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Extracts from the Circular

All defined terms used in this announcement shall have the meaning given to them in the Circular unless otherwise defined herein.

Dear Shareholder,

Annual General Meeting (the "AGM")

1. Introduction

You will find enclosed with this letter a notice (the "**Notice**") convening the 2012 AGM of the Company to be held at 10.00 a.m. on 23 July 2012 at the offices of Carey Olsen, 47 Esplanade, St Helier, Jersey, JE1 OBD for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice (the "**Resolutions**").

The business of the meeting as set forth in the Resolutions includes:

- (i) approving the 2011 Annual Report and Financial Statements of the Company;
- (ii) re-appointing certain directors to the board;
- (iii) re-appointing the auditors and authorising the Directors to fix their remuneration;
- (iv) increase the authorised share capital of the Company in connection with a proposed equity offering;
- (v) granting authorities to the Directors to allot Ordinary Shares in the share capital of the Company; and

- (vi) a amending the Company's Articles of Association to include certain language relating to the UK Takeover Code (the "Code") as though it applied to the Company.

2. Funding requirement and plans for the development of the Company's mining sites

2011 and subsequently 2012 to date have been a difficult period for the Group during which the funding requirements to bring the Marropino process plant upgrade to completion have increased materially. In August 2011 the Company secured additional funds of approximately \$36.9 million (of which \$6.8 million has been received during 2012 under the Loan from Richmond). The Company is now actively exploring two alternative options and considering others to provide up to a further \$35.0 million (before issue expenses) of which \$16.7 million relates to Marropino (including the repayment on 31 July 2012 of the Facility, of which \$7.7 million has been drawn as at the date of this letter) and the Groups initial activities in the Katanga Province of the Democratic Republic of Congo (the "DRC"), \$16.3 million is required for the development of the Group's remaining mine sites, including \$13.3 million for Morrua, \$0.5 million for initial activities at Mutala, and \$2.5 million to accelerate the development of our licenses in the Katanga province of the DRC and \$2.0 million is provisioned for expenses. Due to market conditions, the Directors recognise that it may not be possible for the Company to raise the full \$35.0 million that it believes it needs to provide a solid basis for the development of its concessions and licenses. The minimum that the Group believes it needs to raise to ensure (1) the successful ramp up of production at Marropino, (2) to maintain its Morrua and Mutala concessions and (3) to commence activities in the DRC at a minimum scale is \$21.2 million (after issue expenses).

The immediate funding requirement for Marropino has been satisfied on 11 May 2012 when the Company entered into the Facility with Richmond. The key terms of the Facility are as follows:

- it is unsecured;
- it carries an Interest of 24.0%, calculated daily on a Actual/360 basis;
- it carries the Fee of 7.0% of the full amount of the Facility;
- it may be drawn in instalments, with the minimum value of each instalment being \$1.0 million;
- it has a maximum amount of \$10.0 million; and
- it matures on 31 July 2012.

As at the date of this letter, the Company has drawn down \$7.7 million against the Facility.

In order to repay the Facility, the Fee, the Interest and to provide additional working capital, the Board initially proposed an underwritten equity issue of up to approximately 262,000,000 new Ordinary Shares with approximately up to 118,240,000 warrants issued as underwriting fees. Full details on this proposal were announced on 11 May 2012. Due to increases in the Company's additional funding requirement detailed above to a maximum of \$35.0 million (before expenses) arising, inter alia, from the requirement to commence immediate actions at the Morrua and Mutala concessions, to provide further working capital to accelerate the development of operations in the Katanga Province of the DRC, and delays to the commencement of production ramp-up from the new process plant at Marropino, the Board has decided that it is in the best interests of the Company and existing shareholders to seek alternative financing and the Group is exploring two options.

One option involves the provision of loan financing from Richmond, the terms of which are currently being negotiated. If the Group is able to finalise terms with Richmond it is probable that the Subscription with Clawback will be cancelled as a condition of the new loan. There is no certainty that the Group will arrive at acceptable terms with Richmond or that Richmond will be willing to provide the necessary funding in full or in part.

A second option involves an equity offering, the terms of which have not yet been finalised. The Company is in the process of determining the willingness of existing and new institutional and other investors to participate in such an equity offering. The aim is to determine whether (1) the Company is able to obtain the necessary funding from equity investment and (2) the terms on which such investment may be available including the price at which the Company will be required to issue new Ordinary Shares. To cater for possible prices at which the Company may be required to issue new Ordinary Shares to raise up to \$35.0 million under this equity proposal, resolutions 9 to 11 are proposed at this AGM which, if passed, will (1) increase the Company's authorised ordinary share capital to from 212,500,000 Ordinary Shares to 3,000,000,000 Ordinary Shares and (2) authorise the Directors to allot up to 2,500,000,000 in

connection with this proposed equity offering. If this equity offering is successful, it is expected to close on or around 20 July 2012 and be conditional on the approval of the necessary resolutions at the AGM.

Having consulted with the Company's financial advisors, including the Company's NOMAD and broker, the Directors believe that there is a reasonable expectation that the Company will be successful in raising the necessary funding through one of the options above or through a combination of the options. There can however be no certainty that the Company will be successful in either of the two options outlined above.

If the Group is unable to obtain at least \$21.2 million (after issue expenses) additional funding there is (1) a material risk that the Group will have insufficient funds to complete the production ramp-up at Marropino, (2) a material risk that the Company will breach the terms of its existing loans, (3) a material risk that the Company will have insufficient time to seek alternative sources of funding on terms and conditions acceptable to the Company and if such capital was unable to be secured, the Company and Group may become insolvent, and (4) a material risk that the Group will lose title to its Morrua, Mutala and Katanga province concessions. These risks are compounded due to the requirement to repay the Facility which falls due on 31 July 2012.

To a large extent the Marropino funding requirements reflect the repeated delay to the commissioning of the new process plant with a consequential delay to the expected date when the Marropino mine will be self-sustaining in terms of cashflow. Further they reflect the increasing capital investment needed for the new plant, particularly in the latter nine months, and the increasing infrastructure and support expenditure required in practice to support the mining and processing operations, such as the pump and pipe system implemented during Q4-2011 to provide process water for the Marropino plant. The impact of these delays and additional expenditure has been exacerbated by the poor performance of the old processing plant at Marropino, reflecting the state of repair of that plant which led to repeated mechanical breakdown, the plant downtime arising from interruptions to the power supply at Marropino, insufficient process water during the first nine months of 2011 and the inadequate human resources at Marropino to effectively address the significant issues arising in the operation.

We believe that these issues are now behind us, or we have actions in place that will remedy them in the short term. A significant milestone for the Group has been the commissioning of the new process plant on 4 May 2012. Initial start-up difficulties have now been rectified and from 19 June 2012 the plant has continually been processing ore. We anticipate that the ramp up to full production of 50,000 lbs contained Ta₂O₅ per month will be completed during Q1-2013.

We have also been successful in renegotiating the terms of both of our long term supply contracts during 2011 and 2012 such that these now reflect sales prices and volumes that are expected to generate a net positive cash flow per lb. Ta₂O₅ sold, after allocation of all expenditure including administrative overheads. The margins will not be significant though while the Group continues to operate a sole mine and plant, in a single country producing only tantalum concentrate. Geographical development of the Group's remaining mining concessions in Mozambique is critical, as is the expansion into other African countries..

The Group has initiated its geographical expansion through the establishment of operations in the Katanga province of the DRC. The Katanga province is a conflict free zone with rich tantalum and tin mineralisation and we are of the opinion that a significant portion of the world's tantalum feedstock will soon be produced in this region. Initial supplies of conflict free tantalum have already been exported from the DRC and processed in the United States of America under the American led 'Solutions for Hope' programme. The Group plans to use a similar validation process for its tantalum concentrate exports from the DRC which we anticipate will commence in early Quarter 4-2012. \$2.5 million of the \$35.0 million funding currently being sought will allow us to significantly increase our presence in DRC and we anticipate will allow us to immediately generate net positive cash returns.

Development of the Group's remaining concessions in Mozambique, being Morrua and Mutala is also a high priority to leverage off the infrastructure at Marropino and the Group's significant understanding of this country. Further, the Group has retained a commitment to the Mozambique government that it would immediately commence activities on these concessions once the development of Marropino was complete. This commitment, and the on-going indications of support from the Ministry of Mineral Resources in Mozambique, has been critical for the retention of our titles to these concessions which could otherwise have been revoked as there is a minimum production requirement at both Morrua and Mutala which had not been fulfilled either at 31 December 2011 or the date of this letter. The Mozambique government still has the ability to revoke these concessions at any time, but we

believe that the planned activities will be sufficient to mitigate this risk. At Mutala we have initiated actions to commence mining activities on a pilot scale basis, including the recruitment of local workers. We will also complete further geological studies at Mutala to inform the mining plan and upgrade the SAMREC compliant inferred resource to a CIM Code Measured resource. At Morruea we will initiate further geological testing including drilling and bulk sampling to hopefully complete a bankable pre-feasibility study while also processing some of the Morruea ore through the Marropino process plant. Funding for these initial activities is covered by the \$35.0 million funding requirement noted above, subject to this funding being available on terms that are acceptable to the Group. Total funding of up to \$60.0 million is anticipated to be needed for the full development of Morruea (including all capital expenditure, overburden removal and working capital) of which \$13.3 million is being sought now. The Group continues to explore ways to reduce the initial investment in Morruea which will be confirmed by the pre-feasibility study. If the Group is successful in completing a bankable pre-feasibility study, we anticipate that a competitive tender to finance Morruea through an off-take agreement will commence during Half 2-2012, with a view to Morruea being in production during 2013, or early 2014.

The Board acknowledges that these have been difficult times for Shareholders many of whom have suffered significant dilution and losses in value through the poor performance of Noventa's share price. I believe that we are now on track to develop the Group into a profitable, value creating Group capable of producing a positive return for existing Shareholders. This development will be supported by the current additional funding being sought of \$35.0 million.

3. Update on commissioning of the new process plant at Marropino

As announced on 11 May 2012, the Group commissioned its new processing plant at Marropino on 4 May 2012. Since ore processing was commenced, certain issues were identified mainly involving flow control in the water and slurry circuits. These types of issue are to be expected during the start-up process of such a plant and, while relatively simple matters to resolve, they have limited the throughput of ore such that production in May and the first half of June 2012 from the new plant was negligible.

Ore was re-introduced into the plant from 19 June 2012, initially at approximately 60 tons per hour, building up to 100 tons per hour by the date of this announcement. Ore throughput is now anticipated to gradually build up to the plant's full capacity of 315 tons per hour within the next five to six months. The new plant has a design production capability of 50,000 lbs of contained Ta₂O₅ per month (equivalent to 600,000 lbs of contained Ta₂O₅ per annum).

The old plant will continue normal production until the new plant is stabilised, which is now expected to occur in July / August 2012. At that point the old plant will be switched off and some refurbishment will be carried out to the spirals and shaking tables. These circuits of the old plant will be incorporated into the new plant as a recirculation circuit with the installation of a regrinding mill to further improve production and recovery.

The Board now believes that the increase of production to optimum capacity is expected to be achieved in Quarter 1-2013.

4. Production and sales year to date

As announced on 11 May 2012, production of Ta₂O₅ during January to April 2012 was 16,495 lbs of contained Ta₂O₅ from the Company's old plant (as distinct from the new plant at Marropino). Production of Ta₂O₅ from the old plant during May and June (to 21 June) was 6,066 lbs and 3,554 lbs respectively of contained Ta₂O₅. These volumes remain significantly below the Company's expectation of future volumes to be obtained from the new process plant. As noted above, the production volumes from the new plant at Marropino have been negligible since it was commissioned on 4 May 2012.

Sales of contained Ta₂O₅ during 2012 to date were approximately 27,980 lbs of Ta₂O₅, representing revenue of approximately US\$ 2.0 million for H1-2012.

5. Update on the Ta₂O₅ supply contract

Further to the announcement of 11 May 2012, the Company signed an amended supply agreement with a US subsidiary of GAM for tantalum contained concentrate (the "Agreement") on 25 June 2012. Under the Agreement

the contract price per lb. contained Ta₂O₅ has increased by around 30-40%, depending on the timing and volume delivered by the Group. The total volumes to be supplied under the Agreement remain unchanged, but the Agreement now runs until the end of 2016 rather than 2015.

The Company believes that the Agreement will be a mutually beneficial arrangement to both parties.

6. Board of Directors

The Company is planning to strengthen its Board during June and early July 2012 with new directors whose expertise and experience reflect the Company's transition to larger scale production. The appointments will include a new Non-Executive Chairman to replace Mr Luca Bechis who was appointed as the Interim Non-Executive Chairman on 1 October 2012.

7. Management Incentive Programme

The Board has decided not to proceed with the proposals outlined in the announcement of 11 May 2012 for a Management Incentive Programme.

8. Financial results

Following the Company's delisting from the TSX, it will in future report its financial results bi-annually in line with the requirements of the AIM Market. The Company's 2011 Annual Report and Financial Statements are being distributed to Shareholders along with this AGM notice.

9. The AGM Resolutions

Resolution 10 is being proposed to increase the authorised share capital of the Company.

Resolutions 8 and 11(c)(i) and 11(c)(iii) are being proposed to grant the Directors a general authority to issue a limited number of shares on such terms and to such persons as they may determine and to approve the issue of any shares that may be required to be issued pursuant to the terms of any outstanding options, warrants and other existing commitments.

Resolutions 9 and 11(c)(ii) are being proposed to grant the Directors a specific authority to issue a limited number of shares under any conditional placings and placings and open offers in connection with the proposed equity fundraise of up to \$35.0 million.

Resolution 12 is being proposed as the Company agreed, as part of the Subscription with Clawback, to seek shareholder approval to amend the Company's Articles of Association to incorporate language similar to the language contained in Rule 9 of the Code and / or otherwise intended to afford the Company and its shareholders similar protections pursuant to Rule 9 of the Code that would apply if the Company was a company to which the full provisions of the code applied. The full text of the proposed announcements is set out in Resolution 12.

The other resolutions concern the re-appointment of directors in accordance with the Articles, approval of the annual report and financial statements and the re-appointment of auditors as is normal at AGMs.

10. Approval of Resolutions

To be passed, Resolutions 1 – 9 will need to be passed as ordinary resolutions, requiring a majority of more than 50 per cent. of shareholders voting in person or by proxy in favour of the relevant Resolutions at the AGM. Resolutions 10, 11 and 12 will need to be passed as special resolutions, requiring a majority of not less than 66.67 per cent. of shareholders voting in person or by proxy at the AGM.

For the avoidance of doubt, the Resolutions to be proposed at the AGM will, if passed, provide the Board with the authority to issue ordinary shares in accordance with the resolutions immediately following the AGM.

11. Action to be taken

In respect of the AGM:

You will find enclosed with this document a Form of Proxy for use by Shareholders at the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions in the Notice and printed thereon. To be valid, completed Forms of Proxy must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY as soon as possible and in any event not later than 10.00 a.m. on 21 July 2012 being 48 hours before the time appointed for holding the AGM. Completion of a Form of Proxy will not preclude you from attending the meeting and voting in person if you so choose.

12. Recommendation

The Board believes that the passing of the Resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly the Directors unanimously recommend that you vote in favour of the Resolutions as the Directors intend to do in respect of their own beneficial shareholdings or those they control.

Yours faithfully

Fernando Fernandez-Torres
Chief Executive Officer