

BULLABULLING GOLD LIMITED TAKEOVER OFFER UPDATE

16 June 2014

About Norton

Norton Gold Fields Limited (ASX:NGF) is an established mid-tier gold producer.

In CY2013, Norton produced 172,739 ounces of gold from its open cut and underground operations at Paddington, near Kalgoorlie in Western Australia.

Norton's growth will come from optimising existing operations and acquiring and developing resources.

For more information, please visit our website.

www.nortongoldfields.com.au

Norton Gold Fields (ASX: NGF)

ACN: 112 287 797

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Jinghe Chen

Non-Executive Chairman

Dianmin Chen

Managing Director

& Chief Executive Officer

- **Extension of Offer Period to 5:00pm (AWST) on 16 July 2014**
- **Conditional increase in the Offer price to 8 cents per Bullabulling Share if Norton obtains a relevant interest in 30% or more of Bullabulling Shares on issue by 5:00pm (AWST) on 30 June 2014**
- **There will be no further increase to the Offer price**
- **Acceptance Facility established**
- **Bullabulling Shareholders will shortly receive an updated Offer acceptance form**

Norton Gold Fields Limited (**Norton**) advises of some important changes to Norton's off-market takeover offer for all of the ordinary shares in Bullabulling Gold Limited (**Bullabulling**) (**Offer**).

EXTENSION OF THE OFFER PERIOD

Norton has extended the Offer Period for a further period of one month and the Offer is now scheduled to close at 5:00pm (AWST) on **16 July 2014**.

CONDITIONAL INCREASE IN OFFER PRICE

Norton's Offer Price is currently 7 cents cash per Bullabulling Share. Norton has given careful consideration to an increase in this Offer Price and is pleased to advise as follows:

- **Conditional Increase in the Offer Price to 8 cents:** If Norton obtains a relevant interest in 30% or more of Bullabulling Shares on issue by 5:00pm (AWST) on **30 June 2014**, Norton will increase the Offer Price to 8 cents per Bullabulling Share (**Conditional Increased Offer Price**). If Norton does not obtain a relevant interest in 30% or more of Bullabulling by 5:00pm (AWST) on **30 June 2014**, the original Offer Price of 7 cents per Bullabulling Share will continue to apply;
- **Conditional price increase is final:** Norton confirms that the Conditional Increased Offer Price is Norton's best and final Offer and that Norton will not increase the Offer Price any further.

As at the date of this announcement, Norton has a relevant interest in approximately 16% of Bullabulling.

ACCEPTANCE FACILITY

In addition to the Conditional Increased Offer Price, to increase the prospect of Norton obtaining a relevant interest in 30% or more of Bullabulling by 5:00pm (AWST) on **30 June 2014**, Norton has established an acceptance facility under which all Bullabulling Shareholders can lodge acceptance instructions which will only be released and processed if acceptance instructions which in aggregate (together with any other Bullabulling Shares in which Norton has a relevant interest) represent at least 30% of the issued Bullabulling Shares (**Acceptance Facility**).

ATTRACTIVE PREMIUM

The Conditional Increased Offer Price of 8 cents per Bullabulling Share represents an increase of more than 14% of the original Offer Price of 7 cents per Bullabulling Share.

The Conditional Increased Offer Price of 8 cents per Bullabulling Share represents a 48% premium to the closing price of Bullabulling Shares on the ASX immediately before the Offer was announced. This premium exceeds the 40-45% range which the independent expert appointed by Bullabulling (BDO Corporate Finance (WA) Pty Ltd (**BDO**)) noted they considered to reflect an appropriate control premium to apply in their valuation of Bullabulling Shares¹.

RECOMMENDATION TO ACCEPT

The directors of Norton strongly recommend that you accept the Offer for the following reasons:

- 1. Offer is at a significant premium:** The Conditional Increased Offer Price of 8 cents per Bullabulling Share represents a premium of 48% to the closing price of Bullabulling Shares on the ASX on 17 April 2014, immediately prior to the announcement of the Offer;
- 2. It is likely that following the end of the Offer Period Bullabulling's Share Price may decline back to pre-announcement levels²:** The trading price of Bullabulling shares will continue to be subject to market volatility. The current trading price of Bullabulling is influenced by Norton's current Offer. Once the Offer closes, there is a real risk that the Bullabulling share price will fall to the pre-Offer trading levels of around 5.0-5.5 cents;
- 3. The Bullabulling Gold Project remains subject to significant risks and its development cannot be assured:** As notified by the Bullabulling Directors in the Second Supplementary Target's Statement date 6 June 2014, "*Investors are advised that, as there is no certainty that sufficient funding will be secured for the Bullabulling Gold Project, the economic viability of the project has not been established...*"³;
- 4. Bullabulling Shareholders will be subject to dilution as Bullabulling requires significant funding to complete the Definitive Feasibility Study on the Bullabulling Gold Project:** In his Chairman's address at the Bullabulling Annual General Meeting on 27 May 2014 the Bullabulling Chairman, Mr Peter Mansell confirmed that the company needed to raise funds in the short term and periodically thereafter, acknowledging the dilutive impact this will have on Bullabulling Shareholder interests⁴;

¹ See page 31 of the Bullabulling Gold Limited Independent Expert's Report on the Offer dated 13 May 2014 prepared by BDO Corporate Finance (WA) Pty Ltd (included in the Bullabulling Target's Statement date 14 May 2014) (**Independent Expert's Report**).

² See page 34 of the Bullabulling Gold Limited Independent Expert's Report dated 13 May 2014.

³ See page 3 of Bullabulling Gold Limited's Second Supplementary Target's Statement dated 6 June 2014 and ASX Announcement dated 6 June 2014.

⁴ See page 3 of the Chairman's Address to Annual General Meeting announced on ASX on 27 May 2014.

5. The ability of Bullabulling to secure necessary near term funding is questionable:

Bullabulling's ongoing viability will be dependent upon its ability to raise funds in the short term. Bullabulling will likely be reliant upon obtaining funding from equity capital markets and existing shareholders (including Norton) to provide financial support and this will likely be provided at a significant discount to the prevailing market price for Bullabulling Shares;

6. There is no evidence of any alternative or better offer for Bullabulling from another party:

Since Norton's Offer was announced on 17 April 2014 no alternative bidder has come forward;

7. The share market does not reflect the Bullabulling Director's opinion as to the value of Bullabulling Shares:

Bullabulling's directors have advised you that the value of a Bullabulling Share is significantly higher than the price offered by Norton. This is not reflected by the market. Since the announcement of the Offer Bullabulling Shares have traded at prices only marginally higher than the 7 cents originally offered. This being largely based on speculation that Norton will increase its offer. It is Norton's view that the Bullabulling directors have presented Bullabulling Shareholders with an over inflated view of the value of Bullabulling Shares; and

8. This is Norton's best and final Offer.

Bullabulling Shareholders should be aware that under Australian takeover law, if Norton does acquire a relevant interest in 30% or more of Bullabulling by 5.00pm (AWST) by **30 June 2014** and therefore increases the Offer Price to 8 cents, all Bullabulling Shareholders who accept the Offer, including those who have already accepted the Offer, will receive the Conditional Increased Offer Price.

There is no reason to delay your acceptance of the Offer. If you wish to maximise your chance of obtaining the Conditional Increased Offer Price, you should accept the Offer as soon as possible to help ensure Norton obtains a 30% relevant interest in Bullabulling by 5:00pm (AWST) on **30 June 2014**.

Bullabulling Shareholders will shortly receive an updated Offer acceptance form which will provide them the opportunity to:

- Unconditionally accept the Offer; or
- Appoint Computershare Clearing Pty Limited as facility agent to accept the conditional increased offer price of 8 cents per Bullabulling Share, subject to receipt of acceptance instructions which in aggregate (together with any other Bullabulling Shares in which Norton has a relevant interest) represent at least 30% of the issued Bullabulling Shares.

Attached are the following documents:

- Letter to shareholders advising of the extension of the Offer Period, establishment of the Acceptance Facility and Conditional Increased Offer Price;
- A notice under section 650D of the Corporations Act 2001 (Cth) (**Corporations Act**) extending the Offer period; and
- A third supplementary bidder's statement under section 647(3) of the Corporations Act, which sets out further information regarding the Conditional Increased Offer Price and the Acceptance Facility.

The Third Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement lodged with the Australian Securities and Investments Commission (**ASIC**) on 17 April 2014, the Supplementary Bidder's Statement lodged with ASIC on 20 May 2014 and the Second Supplementary Bidder's Statement lodged with ASIC on 5 June 2014 (the **Bidder's Statement**).

If you have any questions about the Offer, please contact your broker or financial adviser, or call the shareholder information line on 1300 308 902 (for callers within Australia) or +61 2 8022 7092 (for callers outside Australia).

For further information please contact:

Norton

Dianmin Chen
Chief Executive Officer
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Executive Director
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Highlights

- **Extension of the Offer Period to 5:00pm (AWST) on 16 July 2014**
- **Conditional increase in the Offer Price to 8 cents per Bullabulling Share if Norton obtains a relevant interest in 30% or more of Bullabulling Shares on issue by 5:00pm (AWST) on 30 June 2014**
- **Acceptance Facility established**

16 June 2014

Dear Bullabulling Shareholder

The directors of Norton Gold Fields Limited (**Norton**) wish to advise you of some important changes to Norton's off-market takeover offer for all of the ordinary shares in Bullabulling Gold Limited (**Bullabulling**) (**Offer**).

Extension of Offer Period

Norton has extended the Offer Period for a further period of one month and the Offer is now scheduled to close at 5:00pm (AWST) on **16 July 2014**.

Conditional Increase in Offer Price

Norton's Offer Price is currently 7 cents cash per Bullabulling Share. Norton has given careful consideration to an increase in this Offer Price and is pleased to advise you as follows:

- **Conditional Increase in the Offer Price to 8 cents:** If Norton obtains a relevant interest in 30% or more of Bullabulling Shares on issue by 5:00pm (AWST) on **30 June 2014**, Norton will increase the Offer Price to 8 cents per Bullabulling Share (**Conditional Increased Offer Price**). If Norton does not obtain a relevant interest in 30% or more of Bullabulling by 5:00pm (AWST) on **30 June 2014**, the original Offer Price of 7 cents per Bullabulling Share will continue to apply; and
- **Conditional price increase is final:** Norton confirms that the Conditional Increased Offer Price is Norton's best and final Offer and that Norton will not increase the Offer Price any further.

As at the date of this letter, Norton has a relevant interest in approximately 16% of Bullabulling.

Acceptance Facility

In addition to the Conditional Increased Offer Price, to increase the prospect of Norton obtaining a relevant interest in 30% or more of Bullabulling by 5:00pm (AWST) on **30 June 2014**, Norton has established an acceptance facility under which all Bullabulling Shareholders can lodge acceptance instructions which will only be released and processed if acceptance instructions which in aggregate (together with any other Bullabulling Shares in which Norton has a relevant interest) represent at least 30% of the issued Bullabulling Shares (**Acceptance Facility**).

Attractive Premium

The Conditional Increased Offer Price of 8 cents per Bullabulling Share represents an increase of more than 14% of the original Offer Price of 7 cents per share.

The Conditional Increased Offer Price of 8 cents per Bullabulling Share represents a 48% premium to the closing price of Bullabulling Shares on the ASX immediately before the Offer

was announced. This premium exceeds the 40-45% range which the independent expert appointed by Bullabulling (BDO Corporate Finance (WA) Pty Ltd (**BDO**)) noted they considered to reflect an appropriate control premium to apply in their valuation of Bullabulling Shares¹.

Recommendation to Accept

The directors of Norton strongly recommend that you accept the Offer for the following reasons:

- 1. Offer is at a significant premium:** The Conditional Increased Offer Price of 8 cents per Bullabulling Share represents a premium of 48% to the closing price of Bullabulling Shares on the ASX on 17 April 2014, immediately prior to the announcement of the Offer;
- 2. It is likely that following the end of the Offer Period Bullabulling's Share Price may decline back to pre-announcement levels²:** The trading price of Bullabulling shares will continue to be subject to market volatility. The current trading price of Bullabulling is influenced by Norton's current Offer. Once the Offer closes, there is a real risk that the Bullabulling share price will fall to the pre-Offer trading levels of around 5.0-5.5 cents;
- 3. The Bullabulling Gold Project remains subject to significant risks and its development cannot be assured:** As notified by the Bullabulling Directors in the Second Supplementary Target's Statement date 6 June 2014, "*Investors are advised that, as there is no certainty that sufficient funding will be secured for the Bullabulling Gold Project, the economic viability of the project has not been established...*"³;
- 4. Bullabulling Shareholders will be subject to dilution as Bullabulling requires significant funding to complete the Definitive Feasibility Study on the Bullabulling Gold Project:** In his Chairman's address at the Bullabulling Annual General Meeting on 27 May 2014 the Bullabulling Chairman, Mr Peter Mansell confirmed that the company needed to raise funds in the short term and periodically thereafter, acknowledging the dilutive impact this will have on Bullabulling Shareholder interests⁴;
- 5. The ability of Bullabulling to secure necessary near term funding is questionable:** Bullabulling's ongoing viability will be dependent upon its ability to raise funds in the short term. Bullabulling will likely be reliant upon obtaining funding from equity capital markets and existing shareholders (including Norton) to provide financial support and this will likely to be provided at a significant discount to the prevailing market price for Bullabulling Shares;
- 6. There is no evidence of any alternative or better offer for Bullabulling from another party:** Since Norton's Offer was announced on 17 April 2014 no alternative bidder has come forward;

¹ See page 31 of the Bullabulling Gold Limited Independent Expert's Report on the Offer dated 13 May 2014 prepared by BDO Corporate Finance (WA) Pty Ltd (included in the Bullabulling Target's Statement date 14 May 2014) (**Independent Expert's Report**).

² See page 34 of the Bullabulling Gold Limited Independent Expert's Report dated 13 May 2014.

³ See page 3 of Bullabulling Gold Limited's Second Supplementary Target's Statement dated 6 June 2014 and ASX Announcement dated 6 June 2014.

⁴ See page 3 of the Chairman's Address to Annual General Meeting announced on ASX on 27 May 2014.

- 7. The share market does not reflect the Bullabulling Director's opinion as to the value of Bullabulling Shares:** Bullabulling's directors have advised you that the value of a Bullabulling Share is significantly higher than the price offered by Norton. This is not reflected by the market. Since the announcement of the Offer Bullabulling Shares have traded at prices only marginally higher than the 7 cents originally offered. This being largely based on speculation that Norton will increase its offer. It is Norton's view that the Bullabulling directors have presented Bullabulling Shareholders with an over inflated view of the value of Bullabulling Shares; and
- 8. This is Norton's best and final Offer.**

Bullabulling Shareholders should be aware that under Australian takeover law, if Norton does acquire a relevant interest in 30% or more of Bullabulling by 5.00pm (AWST) by **30 June 2014** and therefore increases the Offer Price to 8 cents, all Bullabulling Shareholders who accept the offer, including those who have already accepted the Offer, will receive the Conditional Increased Offer Price.

There is no reason to delay your acceptance of the Offer. If you wish to maximise your chance of obtaining the Conditional Increased Offer Price, you should accept the Offer as soon as possible to help ensure Norton obtains a 30% relevant interest in Bullabulling by 5:00pm (AWST) on **30 June 2014**.

Enclosed with this letter are the following documents:

- A notice under section 650D of the Corporations Act 2001 (Cth) (**Corporations Act**) extending the Offer period;
- A third supplementary bidder's statement under section 647(3) of the Corporations Act, which sets out further information regarding the Conditional Increased Offer Price and the acceptance facility; and
- A new Acceptance and Transfer Form.

The Third Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement lodged with the Australian Securities and Investments Commission (**ASIC**) on 17 April 2014, the Supplementary Bidder's Statement lodged with ASIC on 20 May 2014 and the Second Supplementary Bidder's Statement lodged with ASIC on 5 June 2014 (the **Bidder's Statement**).

If you have any questions about the Offer, please contact your broker or financial adviser, or call the shareholder information line on 1300 308 902 (for callers within Australia) or +61 2 8022 7092 (for callers outsider Australia).



Dr Dianmin Chen
Managing Director
Norton Gold Fields Limited

16 June 2014

**NORTON GOLD FIELDS LIMITED (ACN 112 287 797) – TAKEOVER OFFER FOR
BULLABULLING GOLD LIMITED (ACN 153 234 532)
NOTICE OF VARIATION – EXTENSION OF THE OFFER PERIOD
SECTION 650D OF THE *CORPORATIONS ACT 2001* (CTH)**

To: Bullabulling Gold Limited ACN 153 234 532

ASX Limited, AIM Regulation, Westhouse Securities Limited

Australian Securities and Investments Commission

Each person to whom offers under the takeover offer referred to in this notice was made and who has not accepted that offer.

This is a notice given by Norton Gold Fields Limited ACN 112 287 797 (**Norton**) in relation to the offer contained in the bidder's statement dated 17 April 2014 as supplemented by a supplementary bidder's statement dated 20 May 2014, the second supplementary bidder's statement dated 5 June 2014 and the third supplementary bidder's statement dated 16 June 2014 (**Bidder's Statement**) for all of the ordinary shares in Bullabulling Gold Limited ACN 153 234 532 (**Bullabulling**) (**Offer**).

In accordance with section 650D of the *Corporations Act 2001* (Cth), Norton gives notice that it varies the Offer by extending the period during which the Offer will remain open so that the Offer will now close at 5:00pm (AWST) on 16 July 2014 (unless further extended).

A copy of this notice was lodged with ASIC on 16 June 2014. ASIC takes no responsibility for the contents of this notice.

This notice has been approved by a resolution of the directors of Norton.

Executed by Norton Gold Fields Ltd



Dr Dianmin Chen
Director



Richard Jones
Secretary

**THIRD SUPPLEMENTARY BIDDER'S STATEMENT
BY NORTON GOLD FIELDS LIMITED ACN 112 287 797
IN RELATION TO ITS OFF-MARKET TAKEOVER OFFER FOR BULLABULLING GOLD
LIMITED ACN 153 234 532**

1. Introduction

This document is a Third Supplementary Bidder's Statement under section 643 of the Corporations Act 2001 (Cth) dated 16 June 2014 (**Third Supplementary Bidder's Statement**). It is the third Supplementary Bidder's Statement issued by Norton Gold Fields Limited ACN 112 287 797 (**Norton**), in relation to its off-market takeover offer (**Offer**) for all of the fully paid ordinary shares in Bullabulling Gold Limited ACN 153 234 532.

This document supplements, and should be read together with, the Bidder's Statement lodged with the Australian Securities and Investments Commission (**ASIC**) on 17 April 2014, the Supplementary Bidder's Statement lodged with ASIC on 20 May 2014 and the Second Supplementary Bidder's Statement lodged with ASIC on 5 June 2014 (the **Bidder's Statement**).

This is an important document and requires your immediate attention. If you are in any doubt as to how to deal with this document you should consult your financial or legal adviser as soon as possible.

Words defined in the Bidder's Statement have the same meaning in this Third Supplementary Bidder's Statement, unless the context requires otherwise. The definitions and interpretation set out in Section 22 of the Bidder's Statement also apply to this document, unless the context requires otherwise.

2. Conditional Increase in Offer Price

2.1 Conditional increase in the Offer Price to 8 cents

Norton's Offer Price is currently 7 cents cash per Bullabulling Share.

As set out in the letter to shareholders dated 16 June 2014, Norton will increase the Offer Price from 7 cents to 8 cents per Bullabulling Share (**Conditional Increased Offer Price**) if Norton obtains a relevant interest of 30% or more in Bullabulling by 5:00pm (AWST) on 30 June 2014.

If Norton does not obtain a 30% interest in Bullabulling by 5:00pm (AWST) on 30 June 2014, the original Offer Price of 7 cents cash per Bullabulling Share will continue to apply.

2.2 Conditional price increase is final

Norton confirms that the conditional increase in the Offer Price **is final** and Norton will not increase the Offer Price any further.

2.3 Additional information

You should note the following in relation to the conditional increase in Norton's Offer Price:

- If you accept the Offer but Norton does not reach a relevant interest in Bullabulling of at least 30% by 5:00pm (AWST) on 30 June 2014 (**Condition Date**), then, as the Offer is unconditional, you will receive 7 cents cash per Bullabulling Share.

- If the threshold of a relevant interest of at least 30% is reached by the Condition Date, Norton will increase the Offer consideration to 8 cents cash per Bullabulling Share.
- If Norton acquires a relevant interest in at least 30% of the Bullabulling Shares on issue by the Condition Date and therefore increases the Offer Price to 8 cents, **all** Bullabulling Shareholders who accept the Offer, including those who have already accepted the Offer, will receive the Conditional Increased Offer Price.
- As at the date immediately prior to this Third Supplementary Bidder's Statement, Norton has received acceptances of the Offer in respect of 14.22% Bullabulling Shares and has made on-market acquisitions of 2.19% Bullabulling Shares, and accordingly has a relevant interest and voting power in 16.41% of Bullabulling.
- If Norton acquires a relevant interest in at least 30% of the Bullabulling Shares on issue by the Condition Date the maximum consideration payable by Norton, assuming the higher price of 8 cents per Bullabulling Share, is approximately \$27.5 million. Norton will source the additional cash consideration required to fund the higher Offer Price (8 cents) from Norton's existing cash reserves. Norton has current cash holdings of A\$32 million as reported in its quarterly report to 31 March 2014 and announced on ASX on 17 April 2014. As disclosed in the Bidder's Statement, Norton also has access to a credit facility made available by an entity in the Zijin group (Norton's parent company) to fund Norton's usual working capital requirements.

3. Acceptance Facility

3.1 General

Norton has established an acceptance facility open to Bullabulling Shareholders who are eligible to participate in the Offer (as set out in Section 5.5 of the Bidder's Statement) in order to facilitate receipt of acceptances of the Offer (**Acceptance Facility**). The Acceptance Facility has been established to enable Bullabulling Shareholders to indicate their intentions to accept the Offer.

As set out above, Norton will increase the Offer Price to 8 cents per Bullabulling Share if Norton obtains a relevant interest in at least 30% of the Bullabulling Shares on issue by 5:00pm (AWST) on 30 June 2014. Norton recognises that some Bullabulling Shareholders may not wish to accept the Offer until it is more likely that the conditional increase in the Offer Price to 8 cents per Bullabulling Share will apply.

The Acceptance Facility allows Bullabulling Shareholders to indicate their intention to accept the Offer by lodging acceptance instructions with the facility acceptance agent, thereby increasing the prospect of Norton obtaining a relevant interest in at least 30% of the Bullabulling Shares on issue by 30 June 2014. Acceptance instructions will only be released and processed if acceptance instructions which in aggregate (together with any Bullabulling Shares in which Norton has a relevant interest) represent at least 30% of the issued Bullabulling Shares.

If acceptance instructions received by the facility agent by 5:00pm (AWST) on 30 June 2014, which in aggregate (together with any Bullabulling Shares in which Norton has a relevant interest) represent less than 30% of the issued Bullabulling Shares, then all acceptance instructions will be considered void and those Bullabulling Shareholders who have provided acceptance instructions will not have accepted the Offer.

The acceptance facility collection agent for the Facility is Computershare Clearing Pty Limited (**Facility Agent**).

3.2 Operation of the Facility

The Facility will operate in the following way:

- (a) Bullabulling Shareholders may lodge acceptance instructions with the Facility Agent, in the form of either Acceptance Forms and/or directions to its custodian (**Custodian Direction**), to accept the Offer (**Acceptance Instructions**) that demonstrate their intention to accept the Offer. Depository Interest holders should submit a TTE Instruction through CREST in the same manner as prescribed in Section 11.6 of the Bidder's Statement for the acceptance of the Offer, but into different escrow accounts in order to differentiate them from a normal acceptance, this being BULINT01 (to indicate an intention to elect for payment in Pounds Sterling), BULINT02 (to indicate an intention to elect for payment in Australian Dollars)
- (b) The Facility Agent will hold the Acceptance Instructions as acceptance facility collection agent only and the Facility Agent will not acquire a relevant interest in any of the Bullabulling Shares the subject of the Acceptance Instructions.
- (c) The Facility Agent must deliver:
 - (1) The Acceptance Forms in accordance with the instructions on the relevant Acceptance Forms; and/or
 - (2) The Custodian Directions to the relevant custodian,

immediately after the Facility Agent receives written notice from Norton that Norton will have a relevant interest in at least 30% of all of the Bullabulling Shares on issue once all the delivered Acceptance Instructions are validly processed or implemented (as appropriate) (**Confirmation Notice**).
- (d) Norton will not acquire a relevant interest in any of the Bullabulling Shares that are subject to Acceptance Instructions until after Norton delivers a Confirmation Notice and all Acceptance Instructions are validly processed or implemented.
- (e) If the Facility Agent does not receive a Confirmation Notice by 30 June 2014 that Norton will have a relevant interest in at least 30% of all of the Bullabulling Shares on issue (once all the delivered Acceptance Instructions are validly processed or implemented (as appropriate)), then all Acceptance Instructions will be considered void and those Bullabulling Shareholders who have provided Acceptance Instructions will not have accepted the Offer.
- (f) Bullabulling Shareholders are able to withdraw their Acceptance Instructions at any time prior to the Facility Agent receiving the Confirmation Notice from Norton.

A copy of the terms of the appointment of the Facility Agent is **attached** to this Third Supplementary Bidder's Statement.

3.3 Disclosure of Acceptance Instructions

Before 8.30am (Sydney time) on each Business Day, the Facility Agent will inform Norton of the number of Bullabulling Shares in respect of which Acceptance Instructions have been received as at 7.30pm (Sydney time) on the previous Business Day.

Following receipt of this information from the Facility Agent, Norton will disclose this information to ASX by 9.30am (Sydney time) on the Business Day following any movement of at least 1% in the aggregate of the number of Bullabulling Shares subject to the Facility

and the number of Bullabulling Shares in which Norton has a relevant interest, together with a breakdown of the aggregate amount between those two categories.

3.4 **Consent**

The Facility Agent has given, and has not at the date of this Third Supplementary Bidder's Statement withdrawn, its written consent to being named in this Third Supplementary Bidder's Statement.

4. **Lodgement with ASIC**

A copy of this document was lodged with ASIC on 16 June 2014. This document will prevail to the extent of any inconsistency with the Bidder's Statement and this Third Supplementary Bidder's Statement. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

5. **Authorisation**

This document has been approved by a resolution passed by the directors of the Bidder.

Dated 16 June 2014

Signed for and on behalf of
Norton Gold Fields Limited



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Dianmin Chen
Director

Terms of Appointment

1. These Terms of Appointment (**Terms**) relate to the acceptance facility (**Facility**) that has been arranged by Norton Gold Fields Limited (ACN 112 287 797) (**Norton**) in respect of the off-market takeover offer (**Offer**) dated 17 April 2014 by Norton for all of the ordinary shares (**Bullabulling Shares**) in Bullabulling Gold Limited (ACN 153 234 532) (**Bullabulling**). The bidder's statement was issued by Norton on 17 April 2014 as supplemented by a supplementary bidder's statement dated 20 May 2014, the second supplementary bidder's statement dated 6 June 2014 and the third supplementary bidder's statement dated 16 June 2014 (**Bidder's Statement**).
2. Unless otherwise defined in these Terms, capitalised expressions used in these Terms which are defined in the Bidder's Statement have the same meaning in these Terms. These Terms apply as between the Security Holder and the Facility Agent (not Norton).
3. The Security Holder directs the Facility Agent to deliver:
 - a. the Acceptance Form to Computershare Investor Services Pty Limited in its capacity as registry of Norton (in the case of Issuer Sponsored Holdings and on behalf of the Depository in respect of Depository Interest holders) or to the relevant Controlling Participant (in the case of CHESS); and/or
 - b. the custodian direction to the Custodian (as appropriate), (collectively, **Acceptance Instructions**) immediately after the Facility Agent receives written confirmation from Norton, in the form of a notice from Norton (**Confirmation Notice**) stating that the Acceptance Condition set out in Section 3.1 of the Third Supplementary Bidder's Statement has been fulfilled:
4. Norton reserves the right to issue a Confirmation Notice before the processing or implementation of the Acceptance Instructions is complete. Norton and the Facility Agent will use their reasonable endeavours to ensure that the Acceptance Instructions are processed or implemented as soon as reasonably practicable following the issue of the Confirmation Notice.
5. Before 8.30am (Sydney time) each business day (or at any time upon request from Norton) the Facility Agent will inform Norton of the number of Bullabulling Shares the subject of Acceptance Instructions held in the Facility as at 7.30pm (Sydney time) on the previous business day. In addition, the Facility Agent will inform Norton of any withdrawals of Acceptance Instructions under clause 6 below on the business day on which those withdrawals are received (or received on any preceding non-business day).
6. No Acceptance Forms and/or Custodian Directions delivered by Security Holders to the Facility Agent will constitute acceptance of the Offer while they are held by the Facility Agent (in that capacity). The Facility Agent must return the Acceptance Form or Custodian Direction to the Security Holder promptly upon receipt of written notification from:
 - (a) the Security Holder of withdrawal at any time prior to the Facility Agent effecting delivery of the Acceptance Instructions as provided in clause 3 above; or
 - (b) subject to clause 14 below, Norton terminating its arrangements with the Facility Agent in respect of the Facility.

7. The Security Holder warrants that:
 - (a) it is the absolute legal and beneficial owner of the Bullabulling Shares or, where the Custodian is the legal owner of the Bullabulling Shares, either the Security Holder is the beneficial owner of the Bullabulling Shares or the Security Holder controls the exercise of the power to dispose of the Bullabulling Shares;
 - (b) the Bullabulling Shares are free of all encumbrances;
 - (c) it has authority to enter into the arrangements and provide the warranties the subject of these Terms;
 - (d) in respect of the Acceptance Form (if applicable), the Acceptance Form has been duly completed and executed and, in the case of CHES Holdings, when it is delivered to Computershare, the Security Holder will take all necessary action in order to ensure the relevant Controlling Participant immediately initiates acceptance of the Offer;
 - (e) in respect of the Custodian Direction (if applicable), the Custodian Direction has been duly completed and executed and when delivered to the Custodian, it will compel the Custodian to immediately accept the Offer for the Bullabulling Shares subject to its compliance procedures (in respect of which the Security Holder will take all necessary action in order to ensure the Custodian immediately accepts the Offer);
 - (f) if it purchases a legal and beneficial interest or beneficial interest in additional Bullabulling Shares for which it wishes to lodge instructions, it will notify the Facility Agent of the additional number of Bullabulling Shares acquired and how those Bullabulling Shares are registered in writing within 24 hours and acknowledge that the Acceptance Instructions extend to such additional Bullabulling Shares;
 - (g) it will give the Facility Agent written notice in accordance with clause 6 above revoking the Acceptance Instructions if the Security Holder intends to dispose of, encumber or otherwise create any third party interest whatsoever in respect of any of the Bullabulling Shares or, where the Bullabulling Shares are held by the Custodian, the Custodian is changed or the Security Holder becomes registered as the holder of the Bullabulling Shares;
 - (h) the Facility Agent has not provided any investment, financial advice or other advice, and does not have any obligation to provide such advice, concerning the Shareholder's decision to participate in the Facility; and
 - (i) the matters set out in section 13.1 of the Bidder's Statement, being the key representations and warranties given by a holder of Bullabulling Shares accepting the Offer.
8. Until the Facility Agent receives the Confirmation Notice from Norton, the Security Holder will retain all rights in relation to, and full control over, its Bullabulling Shares and can withdraw its Acceptance Instructions by notice in writing to the Facility Agent in accordance with clause 6 at any time prior to receipt of the Confirmation Notice by the Facility Agent.
9. The Security Holder acknowledges, and by accepting the Acceptance Form and/or Custodian Direction, the Facility Agent agrees, that the Facility Agent does not have any duties, obligations, rights or powers in relation to the Bullabulling Shares or the arrangements referred to in these Terms other than as expressly set out in these Terms and that nothing in the arrangement

described in these Terms creates in the Facility Agent a relevant interest (as defined in the Corporations Act), or legal or equitable interest (including any proprietary interest), or association between the Facility Agent (or Norton) and the Security Holder in, or in relation to, any of the Bullabulling Shares which are the subject of the Acceptance Form and/or Custodian Direction held by the Facility Agent.

10. The Facility Agent does not accept and the Security Holder releases the Facility Agent from any responsibility in relation to its appointment as Facility Agent including for ensuring that the Confirmation Notice from Norton is delivered, or that it is delivered in time to effect acceptance of the Offer in respect of Bullabulling Shares.
11. The Facility Agent:
 - (a) does not accept and the Security Holder releases the Facility Agent from any responsibility if there is any defect in the completion, execution or implementation of the Acceptance Form or Custodian Direction by the Security Holder or by the Custodian, which would render the Acceptance Form or Custodian Direction (or any acceptance form provided by the Custodian in relation to Bullabulling Shares) ineligible for acceptance; and
 - (b) is not responsible for any stamp duty or other duties payable in respect of these Terms or the Security Holder's instructions as contemplated by these Terms and any such duties will be payable by the Security Holder.
12. By signing and returning, faxing or emailing the Acceptance and Transfer Form for the appointment of Facility Agent, or otherwise appointing the Facility Agent under these Terms, Security Holders will be deemed to have (subject to withdrawal under clause 6) irrevocably authorised Norton to alter the forms or the Acceptance Instructions on your behalf by inserting correct details of your Bullabulling Shares, filling in any blanks remaining on the Acceptance Form and rectifying any errors in, or omissions from the form of the Acceptance Instructions, as may be necessary to make the form a valid appointment of the Facility Agent and to enable acceptance of the Offer in respect of all of your Bullabulling Shares.
13. The terms of this Facility may be amended by the Facility Agent (with the consent of Norton) by notice provided to ASX, provided that no amendment will be prejudicial to the interests of the Security Holder or confer on Norton or the Facility Agent any control or discretion over the voting or disposal of the Bullabulling Shares to which Acceptance Instructions relate.
14. Norton may at any time by notice to ASX, remove Computershare Clearing Pty Limited as the Facility Agent under this Facility and appoint another entity on substantially similar terms or on terms which are no less favourable to the Security Holder than these terms, and the Security Holder will continue to be bound by the Terms as if it had provided its Acceptance Instructions to the new Facility Agent and the new terms had applied at that time.
15. These Terms and the Facility are governed by the laws in force in Victoria.

Facility Agent Tasks and Obligations

Computershare's role as Facility Agent in relation to the Acceptance Facility includes the following primary tasks and obligations:

- a) receiving "Appointments of Facility Agent" (by way of Acceptance and Transfer Form) and associated documents from Bullabulling Shareholders;
- b) validation of Acceptance Facility acceptances against the copy of the Bullabulling register, maintained by Computershare for Norton, and verify custodian directions are suitable and acceptable with the respective custodians;
- c) reporting in the form agreed between Computershare and Norton's advisers prior to the execution of this agreement the level of acceptances made under the Acceptance Facility and received by Computershare as at 7.30pm (Sydney time) on the day those acceptances are received (including acceptances received on any preceding non-business day) by 8.30am (Sydney time) on each business day (or at another time upon reasonable request from Norton agreed in advance with Computershare);
- d) informing in the form agreed between Computershare and Norton's advisers prior to the execution of this agreement of any withdrawals of any acceptances from the Acceptance Facility as at 7.30pm (Sydney time) on the day those withdrawals are received (including withdrawals received on any preceding non-business day) by 8.30am (Sydney time) on each business day (or at any other time upon reasonable request from Norton agreed in advance with Computershare);
- e) upon request by Norton, permit Norton's nominated representatives to review the acceptances at Computershare's offices in Abbotsford at any time during normal business hours or otherwise agreed; and
- f) when Norton provides written confirmation in the form of a Confirmation Letter to Computershare, forward all Acceptance Forms and Custodian Directions (as defined in the Facility Terms) received as the Facility Agent to Computershare Investor Services Pty Limited acting in its capacity as Norton's registry (or the relevant custodian, as appropriate) in accordance with the Facility Terms.

COMPUTERSHARE CLEARING PTY LTD ABN 16 063 826 228
FINANCIAL SERVICES GUIDE
ISSUE DATE: 16 JUNE 2014

About this Financial Services Guide

This Financial Services Guide (**FSG**) is issued by Computershare Clearing Pty Limited ABN 16 063 826 228 and AFSL Licence No. 234715 (**Computershare Clearing**).

Computershare Clearing has been appointed by Norton Gold Fields Limited ACN 112 287 797 (**Norton**) as the operator of an Acceptance Facility in respect of Norton's off market takeover for all of the ordinary shares in Bullabulling Gold Limited ACN 153 234 532 (**Bullabulling**). The terms of the Acceptance Facility are summarised in section 3.2 of the Third Supplemental Bidders Statement dated 16 June 2014.

In this FSG, the terms **we**, **our** or **us** refer to Computershare Clearing.

This FSG is an important document. It provides you with information about:

- who we are;
- how you can contact us;
- the services we offer you;
- the remuneration we receive in respect of the financial services we provide; and
- our dispute resolution procedures that cover complaints by customers and what to do if you have a complaint or wish to register a complaint with our external dispute resolution provider.

Who is responsible for the financial services provided?

Computershare Clearing is responsible for the financial services provided. Computershare Clearing is a member of the Computershare group of companies which is headed by Computershare Limited ABN 71 005 485 825, a company listed on the Australian Securities Exchange Limited.

How to contact us and give us instructions

You can contact us and give us instructions in relation to the Acceptance Facility in accordance with the details set out in the Acceptance Instructions.

What services do we provide?

If you decide to participate in the Acceptance Facility, you must complete and send your Acceptance Instructions to Computershare Clearing who will hold these instructions in accordance with the terms of the Acceptance Facility.

Computershare Clearing will deliver your Acceptance Instruction to the registry for Bullabulling, which is Computershare Investor Services Pty Limited, on receipt of a Confirmation Notice from Norton. The delivery of your Acceptance Instructions in these circumstances constitutes a dealing service.

Insurance Arrangements

Computershare Clearing is covered by Computershare Limited's professional indemnity insurance.

How are we remunerated for the services we provide you?

There are no fees payable by you to Computershare Clearing if you wish to participate in the Acceptance Facility. All of our fees to operate the Acceptance Facility are payable by Norton.

What to do if you have a complaint

If you are not satisfied with the service you receive from us you have the right to complain about your dissatisfaction. We have a dispute resolution system in place to ensure that any complaint is dealt with fairly and efficiently.

If you have a complaint, you should take the following steps to resolve it.

1. Please contact us on +61 3 9415 5079 or send details of your complaint to us in writing at:

Incident Management
Attention: Digby Whittall
Computershare
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067

2. If, despite our best efforts, you are unable to resolve your complaint within 45 days, you are entitled to refer your complaint to our approved external dispute resolution scheme provider.

Financial Ombudsman Service Ltd
GPO Box 3
Melbourne VIC 3001

Phone Number: 1300 78 08 08
Facsimile: 03 9613 6399
Website: www.fos.org.au
Email: info@fos.org.au

FSG does not constitute advice

The information presented in this FSG does not constitute investment or financial advice and no part of this FSG shall be construed as creating a fiduciary, financial or other advisory relationship between us and the recipient of, or any other person using the information in, this FSG. We recommend that you seek independent professional financial advice which takes into account your objectives, financial situation and needs before deciding whether you want to participate in the Acceptance Facility.

Norton Gold Fields Limited

ACN 112 287 797

Return your Form:



To Your Controlling Participant:

Return this form directly to your stockbroker



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

Phone:



(within Australia) 1300 456 163
(outside Australia) +61 3 9415 4170

┌ 000002 000 BABTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Acceptance and Transfer Form

CHES

Your form must be received with sufficient time to allow processing prior to the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by Norton Gold Fields Limited ("Norton") to acquire all of your Ordinary Shares in Bullabulling Gold Limited (ACN 153 234 532) ("Bullabulling") the terms of which are set out in the Bidder's Statement dated 17 April 2014 as replaced or supplemented (the "Bidders Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be paid to the name(s) as they appear on the latest copy of the Bullabulling register, as provided to Norton. The current address recorded by Norton is printed above and overleaf.

If you have recently bought or sold Ordinary Shares your holding may differ from that shown. If you have already sold all your Ordinary Shares in Bullabulling, do not complete or return this form.

Step 2: Accept the Offer

The Consideration payable to you for each of your Bullabulling Shares is set out in the terms of Norton's Offer.

Only sign and return this form if you wish to accept the Offer for ALL of your Ordinary Shares.

As your Bullabulling Ordinary Shares are in a CHES holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want Norton to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise Norton and Computershare Investor Services Pty Limited ("CIS") to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you agree to the terms and conditions of the Offer set out in section 9 of the Bidder's Statement.

You should allow sufficient time for your Controlling Participant or Norton to initiate the acceptance of Norton's Offer on your behalf. None of Norton or CIS will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.


Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →

Acceptance and Transfer Form

STEP 1 Registration Name & Offer Details

Registration Name:

 For your security keep your SRN/HIN confidential.

Offer Details:

Securityholding as at 5pm (AWST), 12 June 2014

STEP 2 Accept the Offer

Please mark to indicate your election

Shareholders have two options with respect to accepting the Offer:

1. Unconditionally accept the Offer of 7 cents per Bullabulling Share (which will automatically increase to 8 cents per Bullabulling Share subject to Norton achieving a relevant interest of 30% in Bullabulling by 5.00pm (AWST) 30 June 2014); or
2. Appoint the Facility Agent to accept the conditional increased offer price of 8 cents per Bullabulling Share subject to satisfaction of the Acceptance Condition

You will need to place an "X" in either the Option 1 box or the Option 2 box below. If you **do not mark a box**, by signing and returning this Acceptance and Transfer Form, you will have expressly and unconditionally accepted the Offer of 7 cents per Bullabulling Share in accordance with Option 1.

Further details with respect to each option are set out below.

OPTION 1 – Unconditionally Accept the Offer

Bullabulling Shareholders can unconditionally accept the Offer for 7 cents per Bullabulling Share by placing an "X" in the below box and signing and returning this Acceptance and Transfer Form. Acceptance of the Offer is irrevocable and you will receive the Offer Consideration of 7 cents per Bullabulling Share within 14 days after your acceptance is received by Norton. You will only receive the Conditional Increased Offer Price of 8 cents per Bullabulling Share if Norton obtains a relevant interest of 30% or more of Bullabulling Shares by 5.00pm (AWST) 30 June 2014.

I unconditionally accept the Offer for 7 cents per Bullabulling Share for ALL the Bullabulling ordinary Shares being held by me at the date my acceptance is being processed.

OR

OPTION 2 – Appoint the Facility Agent to accept the conditional increased offer price of 8 cents per Bullabulling Share subject to satisfaction of the Acceptance Condition

Norton has established an acceptance facility which is open to all Bullabulling Shareholders who have not accepted the Offer (**Acceptance Facility**). The Acceptance Facility allows Bullabulling Shareholders to accept the Conditional Increased Offer Price of 8 cents per Bullabulling Share (**Conditional Offer**) by lodging instructions with the Computershare Clearing Pty Limited (**Facility Agent**) (by sending and returning this Acceptance and Transfer Form) (**Acceptance Instructions**), that will only be released and processed if Acceptance Instructions, which in aggregate (which together with any other Bullabulling Shares in which Norton has a relevant interest), represent 30% or more of Bullabulling Shares by 5.00pm (AWST) 30 June 2014 (**Acceptance Condition**).

In this regard, if the Acceptance Condition is met, you will receive 8 cents per Bullabulling Share. Until the Acceptance Condition is met, you will retain all rights and full control over your Bullabulling Shares. However if you decide to accept the Offer directly, or to sell your shares on the ASX or AIM, you should first withdraw your Acceptance Instructions. The Facility Agent will hold the Acceptance Instructions as collection agent only and it will not acquire a relevant interest in any Bullabulling Shares that are the subject of the Acceptance Instructions. For more information on the terms of the Acceptance Facility please refer to the terms of the appointment annexed to Norton's Third Supplementary Bidder's Statement (**Terms**).

I appoint the Facility Agent to hold this Acceptance and Transfer Form as my acceptance of the Conditional Offer for ALL of the Bullabulling Shares being held by me at the date my acceptance is being processed, subject to the Acceptance Condition being satisfied.

By placing an "X" in the box above and signing and returning this form, you:

- agree to appoint the Facility Agent to act on your behalf in respect of the Acceptance Facility in accordance with the Terms;
- will be deemed to have instructed the Facility Agent to accept the Conditional Offer in respect of all of your Bullabulling Shares if the Acceptance Condition is satisfied;
- agree that the Facility Agent will hold your Acceptance Instructions or directions to your custodian (as relevant) on your behalf as facility collection agent subject to the Terms;
- agree that you have received a copy of the Financial Services Guide from the Facility Agent dated 16 June 2014; and
- acknowledge and agree to be bound by the Terms.

STEP 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

Privacy Statement

We collect the personal information you provide us in order to enable us to provide you with registry and related services, inform you of our other products and services, perform administrative and operational functions and prevent fraud or crime or where otherwise required or authorised by law. In addition, the issuer of your securityholding may authorise us on their behalf to send you marketing material or include such material in a corporate communication. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to issuers for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuers administration of the securityholding, or where you have otherwise agreed we may disclose it. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au/help/Pages/privacy-policies.aspx>.

Norton Gold Fields Limited

ACN 112 287 797

Return your Form:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:



Phone:

(within Australia) 1300 456 163
(outside Australia) +61 3 9415 4170



┌ 000001 000 BABTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Acceptance and Transfer Form

ISSUER

Your form must be received by the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by Norton Gold Fields Limited ("Norton") to acquire all of your Ordinary Shares in Bullabulling Gold Limited (ACN 153 234 532) ("Bullabulling") the terms of which are set out in the Bidder's Statement dated 17 April 2014 as replaced or supplemented (the "Bidders Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be paid to the name(s) as they appear on the latest copy of the Bullabulling register, as provided to Norton. The current address recorded by Norton is printed above and overleaf.

If you have recently bought or sold Ordinary Shares your holding may differ from that shown. If you have already sold all your Ordinary Shares in Bullabulling, do not complete or return this form.

Step 2: Accept the Offer

The Consideration payable to you for each of your Bullabulling Shares is set out in the terms of Norton's Offer.

By signing this form, you agree to the terms and conditions of the Offer set out in section 9 of the Bidder's Statement.

Sign and return this form if you wish to accept the Offer for ALL of your Ordinary Shares.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.


Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →

Acceptance and Transfer Form

STEP 1 Registration Name & Offer Details

Registration Name:

 For your security keep your SRN/HIN confidential.

Offer Details:

Securityholding as at 5pm (AWST), 12 June 2014

STEP 2 Accept the Offer

Please mark to indicate your election

Shareholders have two options with respect to accepting the Offer:

1. Unconditionally accept the Offer of 7 cents per Bullabulling Share (which will automatically increase to 8 cents per Bullabulling Share subject to Norton achieving a relevant interest of 30% in Bullabulling by 5.00pm (AWST) 30 June 2014); or
2. Appoint the Facility Agent to accept the conditional increased offer price of 8 cents per Bullabulling Share subject to satisfaction of the Acceptance Condition

You will need to place an "X" in either the Option 1 box or the Option 2 box below. If you **do not mark a box**, by signing and returning this Acceptance and Transfer Form, you will have expressly and unconditionally accepted the Offer of 7 cents per Bullabulling Share in accordance with Option 1.

Further details with respect to each option are set out below.

OPTION 1 – Unconditionally Accept the Offer

Bullabulling Shareholders can unconditionally accept the Offer for 7 cents per Bullabulling Share by placing an "X" in the below box and signing and returning this Acceptance and Transfer Form. Acceptance of the Offer is irrevocable and you will receive the Offer Consideration of 7 cents per Bullabulling Share within 14 days after your acceptance is received by Norton. You will only receive the Conditional Increased Offer Price of 8 cents per Bullabulling Share if Norton obtains a relevant interest of 30% or more of Bullabulling Shares by 5.00pm (AWST) 30 June 2014.

I unconditionally accept the Offer for 7 cents per Bullabulling Share for ALL the Bullabulling ordinary Shares being held by me at the date my acceptance is being processed.

OR

OPTION 2 – Appoint the Facility Agent to accept the conditional increased offer price of 8 cents per Bullabulling Share subject to satisfaction of the Acceptance Condition

Norton has established an acceptance facility which is open to all Bullabulling Shareholders who have not accepted the Offer (**Acceptance Facility**). The Acceptance Facility allows Bullabulling Shareholders to accept the Conditional Increased Offer Price of 8 cents per Bullabulling Share (**Conditional Offer**) by lodging instructions with the Computershare Clearing Pty Limited (**Facility Agent**) (by sending and returning this Acceptance and Transfer Form) (**Acceptance Instructions**), that will only be released and processed if Acceptance Instructions, which in aggregate (which together with any other Bullabulling Shares in which Norton has a relevant interest), represent 30% or more of Bullabulling Shares by 5.00pm (AWST) 30 June 2014 (**Acceptance Condition**).

In this regard, if the Acceptance Condition is met, you will receive 8 cents per Bullabulling Share. Until the Acceptance Condition is met, you will retain all rights and full control over your Bullabulling Shares. However if you decide to accept the Offer directly, or to sell your shares on the ASX or AIM, you should first withdraw your Acceptance Instructions. The Facility Agent will hold the Acceptance Instructions as collection agent only and it will not acquire a relevant interest in any Bullabulling Shares that are the subject of the Acceptance Instructions. For more information on the terms of the Acceptance Facility please refer to the terms of the appointment annexed to Norton's Third Supplementary Bidder's Statement (**Terms**).

I appoint the Facility Agent to hold this Acceptance and Transfer Form as my acceptance of the Conditional Offer for ALL of the Bullabulling Shares being held by me at the date my acceptance is being processed, subject to the Acceptance Condition being satisfied.

By placing an "X" in the box above and signing and returning this form, you:

- agree to appoint the Facility Agent to act on your behalf in respect of the Acceptance Facility in accordance with the Terms;
- will be deemed to have instructed the Facility Agent to accept the Conditional Offer in respect of all of your Bullabulling Shares if the Acceptance Condition is satisfied;
- agree that the Facility Agent will hold your Acceptance Instructions or directions to your custodian (as relevant) on your behalf as facility collection agent subject to the Terms;
- agree that you have received a copy of the Financial Services Guide from the Facility Agent dated 16 June 2014; and
- acknowledge and agree to be bound by the Terms.

STEP 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

Privacy Statement

We collect the personal information you provide us in order to enable us to provide you with registry and related services, inform you of our other products and services, perform administrative and operational functions and prevent fraud or crime or where otherwise required or authorised by law. In addition, the issuer of your securityholding may authorise us on their behalf to send you marketing material or include such material in a corporate communication. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to issuers for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuers administration of the securityholding, or where you have otherwise agreed we may disclose it. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au/help/Pages/privacy-policies.aspx>.