

BULLABULLING GOLD LIMITED TAKEOVER OFFER UPDATE

9 July 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.

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Jinghe Chen

Non-Executive Chairman

Dianmin Chen

Managing Director

& Chief Executive Officer

- **Following Bullabulling Directors' recommendation that Bullabulling Shareholders accept Norton's unconditional Offer of 8 cents per Bullabulling Share, Norton's interest in Bullabulling has risen to 46.24%**
- **Norton will now pay a handling fee to brokers in respect of valid acceptances received from 10 July 2014**
- **Offer period set to end at 5:00pm (AWST) on 16 July 2014**

Norton Gold Fields Limited (**Norton**) welcomes the decision by Bullabulling Gold Limited's (**Bullabulling**) directors on 3 July 2014 to recommend that Bullabulling shareholder accept Norton's unconditional offer of 8 cents per Bullabulling share (**Offer**).

To facilitate the acceptance process for remaining shareholders Norton will pay a handling fee to stock brokers who facilitate the delivery of valid acceptances into Norton's Offer commencing from 10 July 2014, subject to the conditions set out in Norton's Fourth Supplementary Bidder's Statement. The handling fee will be 0.75% of the Offer consideration paid for the Shares covered by the acceptance. The maximum fee per accepting Bullabulling Shareholder will be capped at AU\$750, or the equivalent of AU\$750 on conversion into Pounds Sterling. Brokers are not entitled to payment of any broker handling fee in respect of Shares in which they or their associates have a relevant interest.

Full details of the handling fee are set out in Norton's Fourth Supplementary Bidder's Statement as lodged with ASIC and **attached** to this announcement.

Bullabulling shareholders are urged to act quickly in accepting or risk losing the value presented by Norton's Offer. There is no reason to delay your acceptance of the Offer.

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:

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**FOURTH 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 Fourth Supplementary Bidder's Statement under section 643 of the Corporations Act 2001 (Cth) dated 9 July 2014 (**Fourth Supplementary Bidder's Statement**). It is the fourth 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, the Second Supplementary Bidder's Statement lodged with ASIC on 5 June 2014 and the Third Supplementary Bidder's Statement lodged with ASIC on 16 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 Fourth 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. Broker Handling Fee

Subject to the conditions set out below, Norton will pay a broker handling fee to brokers in respect of valid acceptances received from the date immediately following this Fourth Supplementary Bidder's Statement until the end of the Offer Period from Bullabulling Shareholders in connection with the Offer. A broker handling fee will be payable to a broker in respect of all valid Acceptances received by Norton for Bullabulling Shares which bear the broker's official stamp (for Issuer Sponsored Holdings) or are initiated by the broker via CHESS or CREST and where the broker submits a valid broker fee claim form. The broker fee claim form will be available from Norton's corporate actions manager, Computershare Investor Services Pty Limited.

The broker handling fee will be 0.75% of the Offer consideration paid for the Shares covered by the acceptance. The maximum fee per accepting Bullabulling Shareholder will be capped at AU\$750, or the equivalent of AU\$750 on conversion into Pounds Sterling¹. Brokers are not entitled to payment of any broker handling fee in respect of Shares in which they or their associates have a relevant interest.

To qualify for the broker handling fee, a broker fee claim form must be received by Computershare Investor Services Pty Limited for Acceptances via CHESS or CREST within 5 Business Days following the end of the Offer Period.

¹ The broker fee payable to the broker will be converted from Australian Dollars to Pounds Sterling on a weekday that is within five Business days prior to the date that the payment of the broker handling fee is to be made to the relevant broker.

Set out below are further conditions attaching to the offer of a broker handling fee:

- (a) the submission of any broker fee claim form and acceptance bearing a broker's official stamp will constitute an acknowledgement by the relevant broker that it has represented to Norton that:
 - (1) neither it nor an associate of it is the accepting Bullabulling Shareholder;
 - (2) the broker handling fee will not be shared directly or indirectly with the accepting Bullabulling Shareholder; and
 - (3) it and the accepting Bullabulling Shareholder are not associates for any other reason under the Corporations Act;
- (b) for Bullabulling Shareholders on the CHESSE subregister, where the Bullabulling Shareholder directly requests Norton (and not the relevant CHESSE participant) to initiate acceptance of the Offer on their behalf, that broker will not be entitled the broker handling fee;
- (c) for Bullabulling DI holders on the CREST subregister, where the Bullabulling DI holder directly requests Norton (and not the relevant CREST participant) to initiate acceptance of the Offer on their behalf, that broker will not be entitled the broker handling fee;
- (d) subject to the terms set out above, payment of the broker handling fee will be made by electronic transfer within 21 Business Days of the end of the Offer Period.

Norton may, in its absolute discretion, refuse to pay broker handling fees on any Acceptances it deems to be from a Bullabulling Shareholder in respect of which a broker handling fee has already been claimed or Acceptances that appear to have been split or structured in such a way in order to take advantage of the broker handling fee.

Brokers with any queries should call the Offer information line on 1300 308 902 (for callers within Australia) or +61 2 8022 7902 (for callers outside Australia).

3. Consents

Computershare Investor Services Pty Limited have given, and have not at the date of this Fourth Supplementary Bidder's Statement withdrawn, their written consent to being named in this Fourth Supplementary Bidder's Statement.

4. Lodgement with ASIC

A copy of this document was lodged with ASIC on 9 July 2014. This document will prevail to the extent of any inconsistency with the Bidder's Statement and this Fourth 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 9 July 2014

Signed for and on behalf of
Norton Gold Fields Limited

A handwritten signature in black ink, appearing to read 'Dianmin Chen', with a long horizontal stroke extending to the right.

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Dianmin Chen
Director