



FEDERAL COURT APPROVES ISSUE OF SCHEME BOOKLET AND CONVENING OF SCHEME MEETING

8 April 2015

About Norton

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

In CY2014, Norton produced 178,269 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

Level 36, Exchange Plaza,

2 The Esplanade

Perth WA 6000

Australia

Phone +61(0) 8 9263 9700

Fax +61(0) 8 9263 9777

Jinghe Chen

Non-Executive Chairman

Dianmin Chen

Managing Director

& Chief Executive Officer

Overview

On 6 February 2015, Norton Gold Fields Limited (**Norton** or the **Company**) (ASX:NGF) announced that it had entered into a binding Scheme Implementation Agreement (**SIA**) with its majority shareholder Zijin Mining Group Co., Limited (**Zijin**), under which it proposes that Zijin will acquire, via its wholly owned subsidiary Jinyu (H.K) International Mining Company Limited, all of the issued shares that it does not already own, by way of a Court approved Scheme of Arrangement for an offer consideration of \$0.20 per share (**Scheme**).

If the Scheme is approved and all of the conditions precedent are satisfied, Norton Shareholders will receive \$0.20 cash for each Norton share they hold on the record date, which is expected to be 3 June 2015.

Scheme Meeting

Norton announces that on 7 April 2015, the Federal Court of Australia made orders to convene a meeting of shareholders of Norton to vote on the Scheme (**Scheme Meeting**).

The Scheme Meeting is to be held at 2:30pm (WST) on 21 May 2015 at Level 8, Exchange Plaza, 2 The Esplanade, Perth Western Australia.

All Norton Shareholders are encouraged to vote either by attending the Scheme Meeting in person or by lodging a proxy vote by 2.30pm (WST) on 19 May 2015. Details on how to lodge a proxy vote are included in the Scheme Booklet.

Scheme Booklet and Independent Expert Report

The Court has approved the issue of the Scheme Booklet to be sent to all non-Zijin associated Norton Shareholders (**Participating Shareholders**). The Scheme Booklet sets out the terms of the Scheme and the manner in which the Scheme will be considered and implemented (if approved). The Scheme Booklet also contains a Notice of Scheme Meeting and an Independent Expert's Report prepared by Deloitte Corporate Finance Pty Ltd (**Deloitte**).

FEDERAL COURT APPROVES ISSUE OF SCHEME BOOKLET AND CONVENING OF SCHEME MEETING

Deloitte has concluded that in the absence of a superior proposal, the Scheme is fair and reasonable and therefore in the best interests of Participating Shareholders. The Independent Expert's Report can be found at Schedule 1 of the Scheme Booklet.

Participating Shareholders should read the Scheme Booklet and accompanying material in its entirety before deciding whether or not to vote in favour of the Scheme.

Norton advises that, subject to registration of the Scheme Booklet with ASIC for the purposes of section 412(6) of the Corporations Act, a copy of the Scheme Booklet will be made available on the ASX website and Norton's website at www.nortongoldfields.com.au.

The Scheme Booklet will be despatched to Shareholders on or before 17 April 2015.

Recommendation of Independent Directors

The Norton Independent Directors (Dianmin Chen, Anne Bi and Noel White) recommend that Participating Shareholders vote in favour of the Scheme and intend to vote shares in which they have a relevant interest in favour of the Scheme, in the absence of a Superior Proposal.

The reasons for adopting this position are set out in the Scheme Booklet.

Indicative Timetable

Scheme Meeting	21 May 2015
Second Court Date	28 May 2015
Effective Date of Scheme	28 May 2015
Norton Suspension Date	28 May 2015
Record Date	3 June 2015
Implementation Date	9 June 2015

All dates following the Scheme Meeting are indicative only. Subject to any necessary approvals, Norton reserves the right to vary the times and dates set out above.

Yours faithfully

NORTON GOLD FIELDS LIMITED



Richard Jones

Company Secretary