



RESULTS OF SCHEME MEETING

12 June 2015

About Norton

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

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Jinghe Chen

Non-Executive Chairman

Dianmin Chen

Managing Director

& Chief Executive Officer

Norton Gold Fields Limited (ASX: NGF) (**Norton**) is pleased to announce that Norton shareholders today voted in favour of the Scheme of Arrangement (**Scheme**), which, subject to further approval of the Federal Court of Australia (**Court**), will result in Norton's majority shareholder, Zijin Mining Group Co. Limited acquiring, via its wholly owned subsidiary Jinyu (H.K.) International Mining Company Limited, all of the issued shares in Norton that it does not already own.

This satisfies one of the remaining conditions set out in the Scheme Implementation Agreement, a copy of which was released to the ASX on 6 February 2015 and subsequently varied on 30 April 2015 and 27 May 2015.

The meeting results are consistent with the unanimous recommendation made by the Independent Directors of Norton.

Details of the votes cast at the Scheme Meeting and details of the outcome of the resolutions are set out below in accordance with Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Resolution 1 – Amendment to Scheme Consideration

*“That the scheme of arrangement proposed to be entered into between Norton and the holders of its fully paid ordinary shares (other than Zijin Mining Group Co., Ltd and its Related Bodies Corporate), as contained in and more particularly described in the Scheme Booklet (**Scheme**), is amended by amending the definition of “Scheme Consideration” in Section 1 of the Scheme by deleting the reference to “\$0.20” and replacing it with a reference to “\$0.25” (**Further Revised Scheme**).”*

The resolution was carried on a poll by the following majorities:

- 98.44% of votes cast in favour of the resolution; and
- 85.93% of the number of shareholders voting (either in person or by proxy) in favour of the resolution.

These results meet the statutory majorities required for the purposes of the Corporations Act.

The results of the poll were as follows:

Resolution	For (number of shareholders)	% in favour	Against (number of shareholders)	Abstain (number of sh'holders)	Total votes (inc abstains)
Amendment to Scheme Consideration	124,306,842 (226)	98.44%	1,965,516 (37)	15,987 (3)	126,288,345

Details of valid proxies that were received were as follows:

Resolution	For (number of shareholders)	% in favour	Against (number of shareholders)	Abstain (number of sh'holders)	Total proxy votes (inc abstains)
Amendment to Scheme Consideration	109,719,100 (193)	98.05	1,965,516 (37)	15,987 (3)	111,903,215

Resolution 2 – Scheme Resolution

“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the Further Revised Scheme is agreed to (with or without modification as approved by the Federal Court of Australia) and, subject to approval of the Further Revised Scheme by the Court, the board of directors of Norton is authorised to implement the Further Revised Scheme with any such modifications.”

The resolution was carried on a poll by the following majorities:

- 98.43% of votes cast in favour of the resolution; and
- 85.17% of the number of shareholders voting (either in person or by proxy) in favour of the resolution.

These results meet the statutory majorities required for the purposes of the Corporations Act.

The results of the poll were as follows:

Resolution	For (number of shareholders)	% in favour	Against (number of shareholders)	Abstain (number of shareholders)	Total votes (inc abstains)
Scheme Resolution	124,286,377 (224)	98.43%	1,985,981 (39)	15,987 (3)	126,288,345

Details of valid proxies that were received were as follows:

Resolution	For (number of shareholders)	% in favour	Against (number of shareholders)	Abstain (number of shareholders)	Total proxy votes (inc abstains)
Scheme Resolution	109,698,635 (191)	98.03%	1,985,981 (39)	15,987 (3)	111,903,215

Second Court Hearing

A hearing before the Court to approve the Scheme is scheduled to be held at 12:00pm (noon) on 19 June 2015. Norton will make a further announcement regarding the outcome of the Second Court Hearing on 19 June 2015.

Indicative Timetable

Item	Date
Second Court Hearing for approval of Scheme	Friday, 19 June 2015 (12 noon WST)
Last trading day for Norton Shares on ASX	Friday, 19 June 2015
Effective Date	Friday, 19 June 2015
Suspension of trading Norton Shares on ASX	Friday, 19 June 2015 (after close of trading)
Record Date for determining entitlements of Participating Shareholders to the Scheme Consideration	Thursday, 25 June 2015
Scheme Implementation Date	Tuesday, 30 June 2015

All dates following the Scheme Meeting are indicative only and Norton reserves the right to vary the times and dates set out above. Any changes to the above timetable will be announced to ASX and available on Norton’s website at www.nortongoldfields.com.au.

For further information please contact:

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