

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Norton Gold Fields Limited ("NGF")

ACN/ARSN ACN 112 287 797

1. Details of substantial holder (1)

This notice is given by:

Name

- Zijin Mining Group Co., Ltd ("Zijin") (a company incorporated in the People's Republic of China) on its own behalf, and on behalf of each subsidiary of Zijin (the "Zijin Subsidiaries") which include Jinyu (H.K.) International Mining Company Limited ("Jinyu") and the entities named in Annexure A and
- Minxi Xinghang State-owned Assets Investment Co. Ltd ("Minxi Xinghang"), which holds approximately 28.95% of the shares in Zijin.

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

26/08/2013

The previous notice was given to the company on

21/08/2012

The previous notice was dated

21/08/2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares in NGF ("NGF Shares")	768,090,563	89.15% (based on 861,580,265 NGF Shares on issue)	768,090,563	82.97% (based on 925,762,362 NGF Shares on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
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26/08/2013	Zijin, the Zijin Subsidiaries (including Jinyu) and Minxi Xinghang	Dilution of voting power following issue of new NGF shares to shareholders of Kalgoorlie Mining Company Limited ("KMC") as a result of contracts arising upon acceptances on or before 7 August 2013 of the offer made by NGF to acquire KMC shares as set out in NGF's Bidder's Statement dated 23 May 2013	N/A	768,090,563 NGF Shares	768,090,563
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered	Nature of relevant interest (6)	Class and number of securities	Person's votes
Zijin, the Zijin Subsidiaries and Minxi Xinghang	Luminous Gold Limited	Luminous Gold Limited	Luminous Gold Limited (which is a Zijin Subsidiary) has a relevant interest under 608(1) of the Corporations Act by reason of being the registered holder of the NGF Shares. Zijin, the Zijin Subsidiaries and Minxi Xinghang are taken under 608(3) of the Corporations Act to have a deemed relevant interest (or voting power) in the NGF Shares in which Luminous Gold limited has a relevant interest	66,250,000 NGF Shares	66,250,000
Zijin, the Zijin Subsidiaries and Minxi Xinghang	Jinyu	Jinyu	Jinyu has a relevant interest in the NGF Shares under 608 (1) by reason of being the registered holder of the NGF Shares . Zijin, the Zijin Subsidiaries and Minxi Xinghang are taken under 608(3) of the Corporations Act to have a deemed relevant interest (or voting power) in the NGF Shares in which Jinyu has a relevant interest.	701,840,583 NGF Shares	701,840,563

5. Changes in association

The persons who have become associates (2) or, ceased to be associates or, or have changed the nature of their association (9) with the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
MinxiXinghang	No. 110 Zhenxing Road, Shanghang County, Longyan City 364200, Fujian, China
Zijin and the Zijin Subsidiaries	c/ 19/F, Haifu Centre, Sishui Dao, Huli District, Xiamen 361016, Fujian, China

Signature

Signed on behalf of Zijin and the Zijin Subsidiaries

print name LAN FUSHENG capacity DIRECTOR
 sign here [Signature] date 28 AUGUST 2013

Signed on behalf of MinxiXinghang

print name LIU SHIMIN capacity CHAIRMAN
 sign here [Signature] date 28 AUGUST 2013

DIRECTIONS


- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B (7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of a n option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure "A" of 3 pages referred to in the accompanying Form 604.

Signature on behalf of Zijin and the Zijin Subsidiaries

print name	<u>LAU FUSHENG</u>	capacity	<u>DIRECTOR</u>
sign here		date	<u>28 August 2013</u>

Signature on behalf of Minxi Xinghang

print name	<u>LIU SHANIN</u>	capacity	<u>CHAIRMAN</u>
sign here	<u>刘实民</u>	date	<u>28 August 2013</u>

ZIJIN SUBSIDIARIES

Jinyu (H.K.) International Mining Company Limited

Luminous Gold Limited

Guizhou Zijin Mining Company Limited

Xiamen Zijin Sciences and Technology Company Limited

Hunchun Zijin Mining Company Limited

Xinjiang Asheta Copper Company Limited

Xinjiang Jinbao Mining Company Limited

Zijin Mining Group North West Company Limited

Fujian Zijin Investment Company Limited

Golden Resource Mining (BVI) Limited

Zijin International Mining Company Limited

Luoyang Zijin Yinhu Gold Refinery Company Limited

Yunnan Huaxi Mining Resources Company Limited

Bayannaoer Zijin Non-ferrous Metals Company Limited

Fujian Zijin Copper Company Limited

Fuyun Jinshan Mining Company Limited

Chongli Zijin Mining Company Limited
Fujian Jinshan Gold Refinery Company Limited
Heilongjiang Zijin Mining Investment Company Limited
Zijin Mining Group South West Company Limited
Hunan Jinfeng Mining Company Limited
Wulatehouqi Zijin Mining Company Limited
Longkou Jinfeng Company Limited
Longkou Jintai Gold Company Limited
Hunan Zijin Mining Company Limited
Shanxi Zijin Mining Company Limited
Funing Zhenglong Gold Mining Exploration Company Limited
Xinyi Zijin Mining Company Limited
Hunchun Zijin Tianhong Mining Company Limited
Mongolia Tianhong Mining Company Limited
Yuanyang County Huaxi Gold Company Limited
Heilongjiang Duobaoshan Copper Joint Stock Company Limited
Heilongjiang Zijin Longxing Mining Company Limited
Russia Longxing Company Limited
JV Zeravshan LLC
Malipo Zijin Tungsten Company Limited
Shangri-la Huaxi Mining Company Limited
Shanghang Jinshan Mining Company Limited
Anhua Zijin Antimony Tungsten Mining Company Limited
Qinghai West Copper Company Limited
Fujian Zijin Real Estate Company Limited
Zijin Mining Group North-East Asia Company Limited
Zijin Mining Group Inner Mongolia Company Limited
Fujian Jinshan Investment Company Limited
Zijin Mining Group Qinghai Company Limited
Malipo Jinhua Mining Company Limited

Malipo Zijin Tungsten Products Company Limited
Malipo Jinguo Mining Company Limited
Jinfeng (HK) International Mining Company Limited
Xinjiang Jinmai International Logistics Company Limited
Gansu Yate Mining Company Limited
Liancheng Zijin Mining Company Limited
Kingbao Mining Limited
Guizhou Xinhengji Mining Company Limited
Malipo Jinwei Mining Company Limited
Zijin International Finance Company Limited
Zijin Copper Co., Ltd
Yongding Zijing Longhu Ecological Industry Development Company Limited
Zijin Investment Company Limited
Wuqia County Jinwang Mining Development Co., Ltd
Sino Trend Hydro Power Investment Ltd
Xinjiang Jinneng Minging Co., Ltd
Zijin Mining Group Finance Company Limited
Fujian Zijin Hotel Management Co., Ltd
Xiamen Zijin Mining Technology Co., Ltd
Tongling Zijin Mining Co., Ltd
Tongling Guanglong Kegongmao Co., Ltd
Fujian Jinshan Wear-resisting Materials Ltd
Golden China Nei Meng Gold Exploration Corporation
Neimenggu Golden China Minerals Inc
Neimenggu Ipak Resources Company Limited
Fujian Jinshan Resistant Material Ltd
Tongling Guanglongke Industrial and Trading Company Limited
Luoyang Jialian Mining Co. Ltd
Huanmin Mining Company Limited