



1 July 2013

Manager Companies
Companies Announcement Office
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

Notice of change of interest of substantial holder and acceptances received by Norton Gold Fields Limited in relation to its off-market takeover offers for Kalgoorlie Mining Company Limited

In accordance with Section 671B of the *Corporations Act 2001* (Cth), attached is an ASIC Form 604 (Notice of change of interests of substantial holder) issued by Norton Gold Fields Limited (ASX:NGF) in relation to its off-market takeover offers to acquire all the ordinary shares and listed options in Kalgoorlie Mining Company Limited (ASX:KMC).

In summary, acceptances have been received for:

- 75.69% of KMC ordinary shares (**KMC Shares**) under the KMC Share Offer; and
- 42.11% of KMC listed options (**KMC Listed Options**) under the KMC Listed Options Offer.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Richard Jones', is written over a light blue horizontal line.

Richard Jones
Legal Counsel/Company Secretary
Norton Gold Fields Limited

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Kalgoorlie Mining Company Limited (KMC)

ACN/ARSN ACN 091 009 559

1. Details of substantial holder (1)

This notice is given by:

- Norton Gold Fields Limited (NGF) ACN 112 287 797;
- Zijin Mining Group Co., Ltd (Zijin) (a company incorporated in the People's Republic of China) due to the operation of sections 608(3)(b) of the Corporations Act; and
- Jinyu (H.K) International Mining Company Limited (Jinyu) (a Zijin subsidiary) (which holds approximately 81.46 % of the shares in Norton Gold Fields Limited) due to the operation of section 608(3)(a) of the Corporations Act.

Name _____

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 28/06/2013

The previous notice was given to the company on 26/06/2013

The previous notice was dated 26/06/2013

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 a 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 KMC (KMC Shares)	969,941,595	74.54% voting power (based on 1,301,312,253 KMC Shares on issue)	985,022,363	75.69% voting power (based on 1,301,312,253 KMC 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
28/06/2013	Zijin, Jinyu and NGF	Acquisition of relevant interest in KMC Shares pursuant to, or as a result of, contracts arising upon acceptances of the offer made by NGF to acquire KMC Shares as set out in the NGF Bidder's Statement dated 23 May 2013 (Share Offer). The shares which are the subject of the Acceptances have not yet been transferred into the name of NGF. The power of NGF to vote or dispose of the shares that are the subject of Acceptances is qualified as the Share Offer has not been declared unconditional and NGF is not presently registered as the holder of the shares.	0.054 NGF shares and 0.054 NGF options for every one KMC share	15,080,768 KMC Shares	15,080,768

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 as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Zijin, Jinyu and NGF	Various persons who have accepted the Share Offer	NGF (subject to the contracts referred to in "3. Changes in relevant interests" above)	<p>NGF has a relevant interest in KMC Shares under sections 608(1) of the Corporations Act pursuant to acceptances of the Share Offer (Acceptances). The shares which are the subject of the Acceptances have not yet been transferred into the name of NGF.</p> <p>The power of NGF to vote or dispose of the shares that are the subject of Acceptances is qualified as the Share Offer has not been declared unconditional and NGF is not presently registered as the holder of the shares.</p> <p>Zijin, and Jinyu are taken under section 608(3) of the Corporations Act to have a deemed relevant interest (or voting power) in the KMC Shares in which NGF has a relevant interest.</p>	985,022,363 KMC Shares	985,022,363

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, 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	N/A

6. Addresses

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

Name	Address
NGF	Level 36, Exchange Plaza, 2 The Esplanade, Perth Western Australia, 6000
Zijin and Jinyu	c/- 19/F, Halfu Centre, Sishui Dao, Huli District, Xiamen 361016, Fujian, China

Signature

print name Liam Fairhall (Solicitor, HopgoodGanim) capacity Power of Attorney
 sign here  date 01/07/2013

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 an 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 an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.