



20 May 2014

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**SUPPLEMENTARY BIDDER'S STATEMENT BY NORTON IN RELATION TO ITS OFF-MARKET TAKEOVER  
OFFER FOR BULLABULLING GOLD LIMITED**

In accordance with Section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), attached is a copy of a Supplementary Bidder's Statement dated 20 May 2014 in relation to Norton Gold Fields Limited's (ASX:NGF) (**Norton**) off-market takeover offer to acquire all the ordinary shares in Bullabulling Gold Ltd (ASX:BAB) (AIM:BGL) (**BAB**). The Supplementary Bidder's Statement was lodged with ASIC and provided to BAB today.

Yours faithfully

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

Richard Jones  
Company Secretary  
Norton Gold Fields Limited

**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 Supplementary Bidder's Statement under section 643 of the Corporations Act 2001 (Cth) dated 20 May 2014 (**Supplementary Bidder's Statement**). It is the first 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 **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 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. AMENDMENTS TO BIDDER'S STATEMENT**

The Bidder's Statement is amended as set out below.

**Intentions to accept the Offer and Relevant Interest of Norton in Bullabulling Shares**

Section 6.2 of the Bidder's Statement provides that at as at the date of the Bidder's Statement, holders of 6.6% of Bullabulling Shares had stated their intention to accept the Offer. This statement was based on signed statements from Phoenix Gold Fund Limited (**Phoenix Gold**) and Gold Mountains (H.K.) International Mining Company Limited<sup>1</sup> (**Gold Mountains**) that Norton had received on the day of lodgement of the Bidder's Statement with ASIC and which were consistent with the text in Section 6.2 of the Bidder's Statement.

On Friday, 16 May 2014, Norton became aware that Phoenix Gold, sold 4,203,527 Bullabulling Shares on market. It is evident that Phoenix Gold's stated intention within Section 6.2 of the Bidder's Statement was to be subject to a qualification that they retained the ability to accept a superior alternative to the Offer, which Phoenix Gold subsequently did by selling the 4,203,527 Bullabulling Shares on market at a price higher than the Offer Price.

In order to keep Bullabulling Shareholders fully informed of recent developments and to provide additional disclosure and clarity to Bullabulling Shareholders about Bullabulling Shareholders' intention to accept the Offer, section 6.2 of the Bidder's Statement is amended by replacing it with the following:

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<sup>1</sup> Gold Mountains (H.K.) International Mining Company Limited is a wholly owned subsidiary of Zijin Mining Group Co. Ltd (which has an 82.43% relevant interest in Norton).

*As at the date of this Supplementary Bidder's Statement, Bullabulling Shareholders, representing an aggregate of 5.39% of Bullabulling Shares, have instructed their custodians to accept an aggregate of 18,558,044 Shares into the Offer.*

<b>Shareholder name</b>	<b>Bullabulling Shares</b>	<b>% of Bullabulling issued share capital</b>
<b>Phoenix Gold Fund Limited</b>	9,908,785	2.88%
<b>Gold Mountains (H.K.) International Mining Company Limited</b>	8,649,259	2.51%
<b>Total</b>	<b>18,558,044</b>	<b>5.39%</b>

Norton is unaware when acceptances for these Shares will be received, however will provide updated disclosure via substantial shareholder notices as and when required.

In addition to the above, subsequent to the lodgement of the Bidder's Statement, the following has occurred:

- (a) Norton has acquired 2,351,986 Bullabulling Shares on market; and
- (b) Acceptances have been received for 68,219 Bullabulling Shares.

Set out in the table below is an aggregate of Bullabulling Shares that Norton has a relevant interest in and Bullabulling Shares which the holders have stated their intention to accept.

	<b>Bullabulling Shares</b>	<b>% of Bullabulling issued share capital</b>
<b>Shares acquired on market by Norton</b>	2,351,986	0.68%
<b>Acceptances into the Offer</b>	68,219	0.02%
<b>Shares which Phoenix Gold has instructed its custodian to accept into the Offer</b>	9,908,785	2.88%
<b>Shares which Gold Mountains has instructed its custodian to accept into the Offer</b>	8,649,259	2.51%
<b>Total</b>	<b>20,978,249</b>	<b>6.09%</b>

### **Consideration for underlying Bullabulling Shares held as DIs**

Section 14.5(b) of the Bidder's Statement includes details about how consideration will be paid to Shareholders who elect to be paid in Pounds Sterling.

Due to a typographical error, the reference to "Australian Dollars" in the first line of the second paragraph of Section 14.5(b) is replaced with "Pounds Sterling".

3. **LODGEMENT WITH ASIC**

A copy of this document was lodged with ASIC on 20May 2014. This document will prevail to the extent of any inconsistency with the Bidder's Statement. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

4. **AUTHORISATION**

This document has been approved by a unanimous resolution passed by the directors of the Bidder.

Dated 20 May 2014

Signed for and on behalf of  
Norton Gold Fields Limited

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

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Dianmin Chen  
Director