



5 June 2014

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**SECOND 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), attached is a copy of a Second Supplementary Bidder's Statement dated 5 June 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) (**BAB**). The Second 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

**SECOND 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 Second Supplementary Bidder's Statement under section 643 of the Corporations Act 2001 (Cth) dated 5 June 2014 (**Second Supplementary Bidder's Statement**). It is the second 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**) and the Supplementary Bidder's Statement lodged with ASIC on 20 May 2014 (the **Supplementary 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 Second 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. Additional Disclosure to Bidder's Statement

Relevant interest of Norton in Bullabulling Shares and intentions to accept the Offer

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 (**Acceptance Statement**).

As disclosed in the Supplementary Bidder's Statement, the Acceptance Statement was based on statements received from Phoenix Gold Fund Limited (**Phoenix Gold**), who at the date of the Bidder's Statement held 4.1% of Bullabulling and Gold Mountains (H.K.) International Mining Company Limited (**Gold Mountains**) who held 2.5% of Bullabulling.

Gold Mountains is an associate of Norton. Norton included Gold Mountains' 2.5% shareholding in the Acceptance Statement without disclosing its association with Norton, thereby misleading Bullabulling Shareholders about the level of support of the Offer from non-associated shareholders.

As at the date of this Second Supplementary Bidder's Statement, Norton confirms that both Phoenix Gold and Gold Mountains have accepted their respective shareholdings, as set out in the Supplementary Bidder's Statement, into the Offer.

In order to keep Bullabulling Shareholders fully informed, set out in the table below is an aggregate of Bullabulling Shares that Norton has a relevant interest in by virtue of Norton's on-market acquisition of Bullabulling Shares and acceptances by Bullabulling Shareholders into the Offer.

	Bullabulling Shares	% of Bullabulling issued share capital
Shares acquired on market by Norton	7,538,535	2.2%
Acceptances into the Offer	47,114,711	13.7%
Total	54,666,266	15.9%

3. Lodgement with ASIC

A copy of this document was lodged with ASIC on 5 June 2014. This document will prevail to the extent of any inconsistency with the Bidder's Statement and the Supplementary 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 resolution passed by the directors of the Bidder.

Dated 5 June 2014

Signed for and on behalf of
Norton Gold Fields Limited



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Dianmin Chen
Director