



Norseman Gold Plc
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31 August 2009

AIM: **NGL**
ASX: **NGX**

Appendix 4E ASX Listing Rule 4.3A

Results for Announcement to the Market

	30 June 09	30 June 08	Change
	\$'000	\$'000	%
Group revenue from continuing operations	96,685	71,177	36% ↑
Profit / (loss) before tax from continuing operations	22,210	(8,735)	• ↑
Profit / (loss) after tax attributable to members of Norseman Gold plc	20,359	(8,735)	• ↑

CHAIRMAN AND CHIEF EXECUTIVE OFFICER'S STATEMENT

The 2008/2009 year is the second full year of operations at the Norseman Gold Project since the Company acquired the asset in April 2007. We have made significant progress with our strategy of stabilising production, building on the solid platform created in the first year of operations and are delighted to announce a preliminary, unaudited full year net profit after tax of A\$20.4 million.

In summary, on the operational side, gold production from the Norseman Gold Project for the 12 months to 30 June 2009 totalled 80,753 ounces which was a 4.6% improvement over the previous 12 months, and reflected the continuing stabilisation of production.

Operating costs were controlled well and were below the Company's forecast range. The full financial year net direct cash operating costs were A\$715 per ounce, below the bottom range of the forecast of between A\$720 to A\$780 per ounce. Management has committed to continue to explore all avenues to reduce costs and increase productivity with the aim of at least maintaining production and profitability at the current levels.

Total revenue for the year to 30 June 2009 was A\$96.7m, a 36% increase on the previous 12 months. The increase was due to several factors. The gold price received during the year increased, ranging from A\$914

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to A\$1,519 per ounce, with an average price achieved of A\$1,179 per ounce. This compares with the A\$905 per ounce price achieved during the 12 months to 30 June 2008.

The Company generated Earnings Before Tax of A\$22.2 million and a maiden Net Profit after tax of A\$20.4 million following the provision for tax of A\$1.9 million.

The Company generated net cash of A\$25.5 million for the year leaving it with cash balances at the end of the year totalling A\$32.6 million, excluding bullion. The capital investment in plant and equipment, capitalised mine development and exploration totalled A\$17.1 million.

The Company's balance sheet was in a strong position at year end with net assets of A\$68.0 million (2008: A\$25.4 million). As reported during the year, Norseman re-purchased outstanding convertible notes with a face value of A\$15 million for A\$10 million, leaving the Company debt free aside from equipment hire purchase commitments. Working capital stood at A\$20.2 million (2008: (A\$3.9 million)).

The Company also made significant progress on the next stage of its strategy to commence a third mine and fill the processing plant to capacity. The OK Decline has been refurbished and drilling has commenced to delineate a resource the results of which are expected in the first half of 2009/2010 year. At North Royal, the pumping infrastructure has now been installed and commissioned following the receipt of all required environmental and regulatory approvals. Pumping is anticipated to commence in September 2009. The Company expects to commence production from one or both of these projects in the 2009/2010 financial year, and has sufficient cash reserves to fund these developments.

During the year, the Company listed its shares on the Australian Securities Exchange ("ASX") via an issue of 20,000,000 shares at A\$0.45 cents per share, in order to provide a greater exposure to local Australia investors. Norseman is therefore now dual listed on the ASX and the AIM markets.

The outlook for the Company in the coming year continues to be positive. Norseman's gold production remains un-hedged, and its balance sheet is the strongest it has been since acquiring the Norseman Gold Project in May 2007. Furthermore, the Company will commence to explore other opportunities to increase its production profile by exploration, merger or acquisition, making full use of its mining expertise, cash position and strong balance sheet.

As communicated to shareholders at this time last year, the Board believes that the true value of the effort and capital committed will continue to be realised in future years and this maiden profit result meets the expectations of the Board.

On behalf of the Board and Shareholders, we extend our thanks to our committed workforce, whose innovation and hard work have resulted in the progress to date and will continue to reward us into the future.

VINCE PENDAL
CHAIRMAN

BARRY CAHILL
CHIEF EXECUTIVE OFFICER

Dividends

No Dividends have been declared or paid.

Net Tangible Assets Per Security

	30 June 2009 Cents / Share	30 June 2008 Cents / Share
Net tangible assets per security	39.6	31.5

1. Details of entities over which control has been gained or lost during the period.
None
2. Details of individual and total dividends or distributions and dividend or distribution payments. The details must include the date on which each dividend or distribution is payable, and (if known) the amount per security of foreign sourced dividend or distribution.
Not applicable – no dividends have been declared or paid
3. Details of any dividend or distribution reinvestment plans in operation and the last date for the receipt of an election notice for participation in any dividend or distribution reinvestment plan.
Not applicable
4. Details of associates and joint venture entities including the name of the associate or joint venture entity and details of the reporting entity's percentage holding in each of these entities and – where material to an understanding of the report - aggregate share of profits (losses) of these entities, details of contributions to net profit for each of these entities, and with comparative figures for each of these disclosures for the previous corresponding period.
Not applicable

Audit Status – The Company's financial statements for the year ended 30 June 2009 are in the process of being audited.

For further information visit www.norsemangoldplc.com or contact:

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NORSEMAN GOLD PLC
UNAUDITED GROUP INCOME STATEMENT
FOR THE YEAR ENDED 30 JUNE 2009

	<i>Year ended 30 June 2009 AUD\$</i>	Restated <i>Year ended 30 June 2008 AUD\$</i>
Continuing operations		
Group revenue	96,685,085	71,177,004
Cost of sales	(61,817,764)	(63,653,302)
Gross profit	34,867,321	7,523,702
Administrative expenses before depreciation and amortisation, exploration expenditure write off, provision for rehabilitation and charge for share-based payments	(2,686,269)	(3,401,426)
Exploration expenditure write off and provision for rehabilitation	(2,074,993)	-
Depreciation and amortisation	(9,733,001)	(8,760,903)
Share-based payments	(3,108,338)	(3,075,298)
Total administrative expenses	(17,602,601)	(15,237,628)
Gain on purchase of convertible notes	5,000,000	-
Group operating profit / (loss)	22,264,720	(7,713,925)
Interest receivable	520,563	747,631
Interest payable	(575,418)	(1,768,826)
Profit / (loss) before taxation	22,209,865	(8,735,120)
Taxation	(1,850,856)	-
Profit / (loss) for the period	20,359,009	(8,735,120)
Attributable to:		
Equity holders of the company	20,359,009	(8,735,120)
Profit / (loss) per share (cents)	<i>Note 2</i>	
Basic	19.7	(10.9)
Diluted	19.7	(10.9)

The results shown above relate entirely to continuing operations.

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NORSEMAN GOLD PLC
UNAUDITED GROUP STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2009

	<i>Share Capital AUD\$</i>	<i>Share Premium AUD\$</i>	<i>Foreign Currency Reserve AUD\$</i>	<i>Equity Reserve AUD\$</i>	<i>Retained Losses AUD\$</i>	<i>Total Equity AUD\$</i>
Year ended 30 June 2008						
Balance at 1 July 2007	2,416,884	67,108,275	106,076	1,815,149	(41,154,202)	30,292,182
Foreign currency	-	-	347,943	-	-	347,943
Share issues	20,271	413,443	-	-	-	433,714
Conversion of Management equity into Capital	9,808	326,638	-	(336,446)	-	-
Share based payments	-	-	-	1,537,318	-	1,537,318
Unwinding equity component of convertible notes	-	-	-	(174,625)	174,625	-
Net loss for 2008	-	-	-	-	(7,197,140)	(7,197,140)
As previously stated balance at 30 June 2008	2,446,963	67,848,356	454,019	2,841,396	(48,176,717)	25,414,017
Restatement	-	-	-	1,537,980	(1,537,980)	-
As adjusted balance at 30 June 2008	2,446,963	67,848,356	454,019	4,379,376	(49,714,697)	25,414,017
	=====	=====	=====	=====	=====	=====
Year ended 30 June 2009						
Balance at 1 July 2008	2,446,963	67,848,356	454,019	4,379,376	(49,714,697)	25,414,017
Foreign currency	-	-	64,723	(10,204)	-	54,519
Share issues	2,292,160	17,126,518	-	-	-	19,418,678
Excess of share based payment charge over market value of Management Shares	-	-	-	(3,963,770)	3,963,770	-
Conversion of Management equity into Capital	150,000	1,890,000	-	(2,040,000)	-	-
Share based payments	-	-	-	3,108,338	-	3,108,338
Unwinding equity component of convertible notes	-	-	-	(364,725)	-	(364,725)
Net profit for 2009	-	-	-	-	20,359,009	20,359,009
Balance at 30 June 2009	4,889,123	86,864,874	518,742	1,109,015	(25,391,918)	67,989,836
	=====	=====	=====	=====	=====	=====

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NORSEMAN GOLD PLC
UNAUDITED GROUP BALANCE SHEET
AS AT 30 JUNE 2009

	<i>As at</i> <i>30 June 2009</i> <i>AUD\$</i>	Restated <i>As at</i> <i>30 June 2008</i> <i>AUD\$</i>
ASSETS		
Non-Current Assets		
Property, plant and equipment	16,950,490	15,890,300
Mine properties in production phase	15,184,249	12,564,952
Exploration and evaluation expenditure	9,190,868	5,202,541
Goodwill	15,000,000	15,000,000
Deferred tax asset	5,863,444	-
	<u>62,189,051</u>	<u>48,657,793</u>
Current Assets		
Trade and other receivables	1,343,743	1,501,219
Inventories	6,101,395	8,787,545
Financial assets available for sale	-	32,000
Cash at bank and in hand	32,617,947	7,121,092
	<u>40,063,085</u>	<u>17,441,856</u>
Total Assets	<u>102,252,136</u>	<u>66,099,649</u>
LIABILITIES		
Current Liabilities		
Trade and other payables	10,935,136	10,920,026
Provisions	2,256,613	2,722,543
Convertible notes	-	4,620,000
Interest-bearing loans and borrowings	3,712,343	3,104,021
Income tax	2,904,694	-
	<u>19,808,786</u>	<u>21,366,590</u>
Non-Current Liabilities		
Provisions	6,418,409	4,568,408
Convertible notes	-	10,015,275
Interest-bearing loans and borrowings	3,225,499	4,735,359
Deferred tax liability	4,809,606	-
	<u>14,453,514</u>	<u>19,319,042</u>
Total Liabilities	<u>34,262,300</u>	<u>40,685,632</u>
Net Assets	<u>67,989,836</u> =====	<u>25,414,017</u> =====
EQUITY		
Capital and Reserves		
Share capital	4	2,446,963
Share premium account	4	67,848,356
Foreign currency reserve	5	454,019
Equity reserve	5	4,379,376
Retained losses		(49,714,697)
		<u>(25,391,918)</u>
Shareholders' Equity	<u>67,989,836</u> =====	<u>25,414,017</u> =====

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NORSEMAN GOLD PLC
UNAUDITED GROUP CASH FLOW STATEMENT
FOR THE YEAR ENDED 30 JUNE 2009

	<i>Year ended 30 June 2009 AUD\$</i>	<i>Year ended 30 June 2008 AUD\$</i>
Net cash inflow from operating activities	33,203,243	6,173,488
Investing activities		
Funds used in mine properties & production	(5,338,108)	(5,671,879)
Funds used in exploration	(6,782,457)	(4,124,167)
Payments to purchase plant and equipment	(4,988,046)	(481,858)
Costs of acquiring subsidiaries	-	(288,400)
Proceeds from sale of available for sale financial assets	38,400	-
Interest received	520,563	747,631
Interest payable	(575,418)	(1,594,202)
Net cash used in investing activities	(17,125,066)	(11,412,875)
Financing activities		
Cash proceeds from issue of shares	19,937,500	-
Share issue costs	(1,018,822)	-
Loans from directors	1,500,000	-
Repayment of loans from directors	(1,000,000)	-
Purchase and cancellation of convertible notes	(10,000,000)	-
Repayment of convertible note	-	(5,000,000)
Net cash from / (used in) financing activities	9,418,678	(5,000,000)
Increase / (decrease) in cash and cash equivalents	25,496,855	(10,239,387)
Cash and cash equivalents at beginning of year	7,121,092	17,360,479
Cash and cash equivalents at end of year	32,617,947 =====	7,121,092 =====

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NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2009

1. Accounting policies

The principal accounting policies applied in the preparation of this financial information are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated below.

1.1 Basis of preparation

The financial information in this announcement has been prepared on a going concern basis, under the historical cost convention and in accordance with International Financial Reporting Standards, as adopted by the European Union ("IFRS"), including IFRS6 'Exploration for and Evaluation of Mineral Resources' and in accordance with the Companies Act 2006.

The financial information contained in this report does not constitute full statutory accounts within the meaning of Section 434 of the United Kingdom's Companies Act 2006. The figures are extracted from the unaudited financial statements for the year ended 30 June 2009, which will be filed with the United Kingdom's Registrar of Companies following formal completion of the audit.

The comparative figures for the year ended 30 June 2008 are not the Company's statutory accounts for that financial year. Those accounts, which were prepared under IFRS, have been reported on by the Company's auditors and delivered to the Registrar of Companies in the United Kingdom. The report of the auditors was (i) unqualified; (ii) did not contain a statement under section 237(2) or (3) of the United Kingdom's Companies Act 1985; and (iii) included a reference to the Company's Going Concern status which the auditors drew attention to by way of emphasis of matter without qualifying their report.

1.2 Restatement of audited comparative information

In the year to 30 June 2008 the share based payment charge for Management Shares was adjusted to reflect the market price of the underlying securities, which is contrary to the required treatment of IFRS2. The share based payment charge for the year to 30 June 2008 has been increased by AUD\$1,537,980 from AUD\$1,537,318 to AUD\$3,075,298 to reflect the requirements of IFRS2.

1.3 Going concern – prior year

The 30 June 2008 audited financial report reported a restated loss of AUD\$8,735,120 for the year, including a charge for share-based payments of AUD\$3,075,298 and a net decrease in cash of AUD\$10,239,387 as a result of significant investment in exploration and mine development and the repayment of part of the company's convertible note facility. A review and restructure of the operation was implemented which provided cost savings and combined with the favourable increase in the gold price resulted in CNGC generating an operating profit as reported in this financial information. Accordingly, as a result of the review and restructure of the operation, capital raising for the dual listing on the ASX and to purchase the convertible notes at a discount, the financial information has been prepared on a going concern basis.

2. Loss per share

The basic profit / (loss) per ordinary share has been calculated using the profit for the financial year of AUD\$20,359,009 (2008: Restated Loss AUD\$8,735,120) and the weighted average number of ordinary shares in issue of 103,603,178 (2008: 79,844,044, as restated for the share capital conversion).

The diluted profit / (loss) per share has been calculated using a weighted average number of shares in issue and to be issued of 103,603,178 (2008: 79,844,044 as restated for the share capital conversion). For 2009 the diluted profit per share has been kept the same as the basic profit per share as the Company's share options are exercisable at a price greater than the average market price of the Company's Ordinary Shares in the year, thus being anti-dilutive. For 2008 the diluted (loss) per share has been kept the same as the basic (loss) per share as the conversion of share options decreases the basic (loss) per share, thus being anti-dilutive.

3. Goodwill

Group	<i>Goodwill</i> <i>AUD\$</i>
Cost	
At 1 July 2008 and 30 June 2009	44,983,622
Amortisation and impairment	
At 1 July 2008 and 30 June 2009	(29,983,622)
Net book value	
At 30 June 2008 and 30 June 2009	15,000,000 =====

Goodwill arose on the acquisition of the Company's subsidiary undertakings. The Group tests goodwill for impairment at least annually.

4. Share capital

	<i>Year ended</i> <i>30 June 2009</i>	<i>Year ended</i> <i>30 June 2008</i>
	<i>£</i>	<i>£</i>
Authorised		
800,000,000 Ordinary Shares of 1.25p each	10,000,000 =====	10,000,000 =====
Allotted, called up and fully paid		
Ordinary Shares of 1.25p each	2,148,250 =====	1,008,625 =====
	<i>AUD\$</i>	<i>AUD\$</i>
Allotted, called up and fully paid		
Ordinary Shares of 1.25p each	4,899,123 =====	2,446,963 =====

Movement in issued and fully paid capital and share premium reserve	<i>Number</i>	<i>Issued and fully paid capital</i> <i>£</i>	<i>Share premium reserve</i> <i>£</i>	<i>Issued and fully paid capital</i> <i>AUD\$</i>	<i>Share premium reserve</i> <i>AUD\$</i>
As at 1 July 2007	397,800,000	994,500	27,807,030	2,416,884	67,108,275
Issued on 12 September 2007 – Management Shares	1,150,000	2,875	112,125	7,046	274,816
Consolidation of capital on 17 January 2008	(319,160,000)	-	-	-	-
On issue after consolidation of capital	79,790,000	997,375	27,919,155	2,423,930	67,383,091
Issued on 19 May 2008 – acquisition of Pangolin Resources Pty Ltd	800,000	10,000	202,000	20,458	413,257
Issued on 29 May 2008 – Management Shares	100,000	1,250	25,250	2,575	52,008
Total as at 30 June 2008	80,690,000	1,008,625	28,146,405	2,446,963	67,848,356
Issued on 3 March 2009 – Debt to equity	2,850,000	35,625	192,375	78,126	421,874
Issued on 3 March 2009 – Placement	62,500,000	781,250	4,218,750	1,708,984	9,236,391
Issued on 28 April 2009 – Management Shares	5,820,000	72,750	916,650	150,000	1,890,000
Issued on 19 June 2009 – Placement ASX dual listing	20,000,000	250,000	3,982,250	505,050	8,487,075
Costs of the issues					(1,018,822)
Total as at 30 June 2009	171,860,000	2,148,250	37,456,430	4,889,123	86,864,874

On 12 September 2007, the number of Ordinary Shares issued and fully paid was increased from 397,800,000 Ordinary Shares of £0.0025 each to 398,950,000 Ordinary Shares of £0.0025.

Pursuant to Shareholders' written resolutions effective 17 January 2008, each 5 issued Ordinary Shares of £0.0025 each in the capital of the Company were consolidated into 1 Ordinary Share of £0.0125 each which reduced the Ordinary Shares on issue to 79,790,000 Ordinary Shares of £0.0125 each. The Management Shares were consolidated on the same basis.

On 19 May 2008, the number of Ordinary Shares issued and fully paid was increased from 79,790,000 Ordinary Shares of £0.0125 each to 80,590,000 Ordinary Shares of £0.0125.

On 29 May 2008, the number of Ordinary Shares issued and fully paid was increased from 80,590,000 Ordinary Shares of £0.0125 each to 80,690,000 Ordinary Shares of £0.0125.

On 3 March 2009, the number of Ordinary Shares issued and fully paid was increased from 80,690,000 Ordinary Shares of £0.0125 each to 146,040,000 Ordinary Shares of £0.0125. This related to the placement of Ordinary Shares to provide for the purchase of the convertible notes at a discount and in full satisfaction of the AUD\$500,000 loan from a director related entity at an issue price of 8 pence per Ordinary Share.

On 28 April 2009, the number of Ordinary Shares issued and fully paid was increased from 146,040,000 Ordinary Shares of £0.0125 each to 151,860,000 Ordinary Shares of £0.0125. This related to the issue and allotment of Ordinary Shares for the Management Shares at an issue price of 17 pence per Ordinary Share.

On 19 June 2009, as part of the ASX dual listing and share placement at an issue price of 45 cents per Ordinary Share, the number of Ordinary Shares issued and fully paid was increased from 151,860,000 Ordinary Shares of £0.0125 each to 171,860,000 Ordinary Shares of £0.0125.

The Ordinary Shares rank *pari passu* in all respects including the right to receive all dividends and other distributions declared, made or paid.

5. Reserves (Restated)

		Group	Company
		<i>AUD\$</i>	<i>AUD\$</i>
Foreign currency reserve, movements			
At 1 July 2008		454,019	(560,681)
Foreign currency transactions		64,723	10,203
		<hr/>	<hr/>
At 30 June 2009		518,742	(550,478)
Equity reserve, movements:	<i>Equity component of convertible note AUD\$</i>	<i>Share based payments reserve AUD\$</i>	<i>Total AUD\$</i>
		<hr/>	<hr/>
At 30 June 2008	364,725	2,476,671	2,841,396
Restatement	-	1,537,980	1,537,980
At 1 July 2008	364,725	4,014,651	4,379,376
Foreign currency	-	(10,204)	(10,204)
Share based payments	-	3,108,338	3,108,338
Unwinding equity component of convertible notes	(364,725)	-	(364,725)
Excess of share based payment charge over market value of Management Shares	-	(3,963,770)	(3,963,770)
Equity component of convertible note Conversion of Management Shares into Ordinary Share capital	-	(2,040,000)	(2,040,000)
		<hr/>	<hr/>
At 30 June 2009	-	1,109,015	1,109,015

6. **Share-based payments**

	<i>Year ended 30 June 2009 AUD\$</i>	Restated <i>Year ended 30 June 2008 AUD\$</i>
The Group and Company recognised the following charge in the income statement in respect of its share based payment plans:		
Share option charge	257,194	266,020
Management share charge	2,851,144	2,809,278
	3,108,338	3,075,298
	=====	=====

Share options

The details of share options outstanding at 30 June 2009 are as follows:

	<i>Number of Share options</i>
At 1 July 2008 and 30 June 2009	3,860,000
	=====

Share option charge

Valuation methodology:

The option values are calculated with reference to the Black-Scholes option pricing model taking into account the following assumptions:

Share price	50p	25p
Exercise price	62.5p	31.25p
Expected volatility	50%	50%
Option life	3 years	3 years
Expected dividends	Nil	Nil
Risk free interest rate	6.385%	6.385%

The volatility percentage was an estimation of the expected volatility in the share price for a production, exploration and development Company which is quoted on AIM having regard to comparative companies, quantum of cash raised, targeted investment group and risk profile.

Options issued and vested:

660,000 share options exercisable at 31.25 pence were granted under option agreements dated 16 October 2006 to each of Ascent Capital Holdings Pty Ltd (330,000) and Astaire Securities plc (formerly Blue Oar Securities plc) (330,000) and are exercisable at any time up to 23 October 2009.

1,000,000 share options exercisable at 62.5 pence were granted under an option agreement dated 29 March 2007 to Ocean Equities Ltd and are exercisable at any time up to 24 March 2010.

2,200,000 share options exercisable at 62.5 pence were granted under an option agreement on 28 March 2007. The options are exercisable up to 28 March 2010 but have certain terms and conditions whereby they terminate upon cessation of employment or consulting arrangements.

Management Share charge

On 28 April 2009 the Management Shares were issued as Ordinary Shares at 17p per share, being the closing bid price on that date. The excess of the share based payment charge over the market value of the Management Shares has been transferred from the Equity reserve to the Profit and Loss reserve.

The Management Shares related to the Re-Admission of the Company in April 2007 and had a number of vesting and other conditions. They were issued as an incentive to directors and management to perform continued services for the Company and as a reward for the work undertaken on the Re-Admission.

7. **Dividend**

The Directors do not propose the payment of a dividend.

**** ENDS ****

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Note to editors:

Norseman Gold plc is an AIM listed and ASX listed Australian gold production company, which acquired the Norseman Gold Project in May 2007, Australia's longest continually running gold operation. The Norseman Gold Project is located in the Eastern Goldfields of Western Australia in the highly prospective Norseman-Wiluna greenstone belt, 725km east of Perth and 186km from Kalgoorlie.

Gold was first found on the Norseman field in 1894 and over the last 65 years it has produced over 5.5 million oz of gold. The mine is currently producing from two high-grade narrow-vein underground mines - the Bullen and the Harlequin. Currently, it has a total resource inventory of 3.7 million oz of gold at an average grade of 5.5 g/t.

The tenements cover a 1,614 sq km area centred on the Norseman Township. The landholding comprises 179 contiguous tenements consisting of 13 Exploration Licences, 106 Mining Licences, 45 Prospecting Licences, 15 Miscellaneous Licences and 29 Mining Lease Applications.

The Company's strategy is focused on extending the mine life through the conversion of resources into reserves and identifying additional resources and obtaining additional ore for the operating mill through the development of a third mine. The Company has fifteen advanced resource projects under review of which three have pre-development work being undertaken on them. It is anticipated that at least one if not all the pre-development projects will develop into mining propositions.