

Norseman Gold Plc ARBN 122 088 073

Unit 1 20 Teddington Road Burswood WA 6100

P.O. Box 843 South Perth WA 6151

Tel: (08) 9473 2200 Fax: (08) 9473 2299 www.norsemangoldplc.com investors@ngold.com.au

18 July 2012

ASX: NGX AIM: NGL

INSTITUTIONAL PLACEMENT - PRESENTATION

Norseman Gold plc intends to undertake a placement to raise approximately \$20 million through the issue of approximately 500 million new shares to institutional investors ("Placement"). The Placement will be managed by Moelis Australia Advisory Pty Ltd and Ocean Equities Limited acting as Joint Bookrunners and Joint Lead Managers.

The Company's major shareholder, Tulla Group, has agreed to underwrite the total issue for cash of A\$12m and conversion of existing debt of A\$8m.

The funds raised from the Placement will be used to fund the company's working capital requirements including the reduction of existing creditors.

The Placement, to be processed in two tranches, is expected to be completed on Thursday 19 July 2012. The first tranche of approximately \$3m, involving approximately 74 million new shares, is not conditional upon shareholder approval, with new shares expected to commence trading on 26 July 2012. The second tranche of approximately \$17 million, involving approximately 426 million new shares, will require receipt of shareholder approval at a general meeting to be held on or around 23 August 2012.

Lodged with this announcement for release to the market is a copy of the Company's presentation to institutional investors.

Summary of the Placement

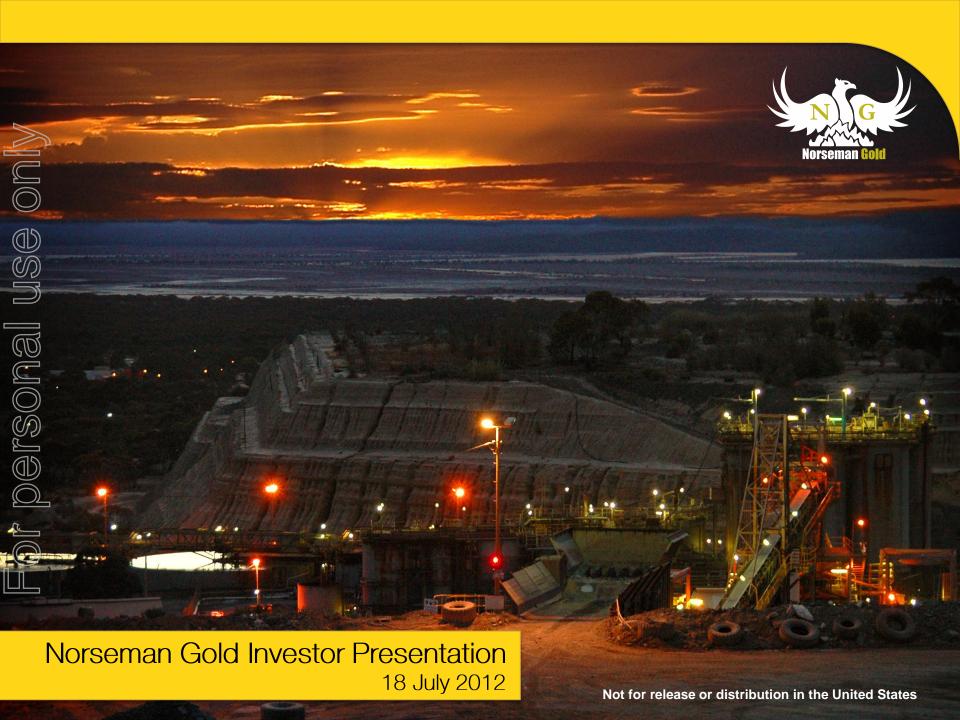
Approximate amount to be raised by the Placement \$20 million.

Approximate number of shares to be issued under the Placement - 500 million.

Approximate total number of shares expected to be on issue following completion of the Placement 992.2 million.

Yours faithfully

Kevin Maloney **Executive Chairman**



Disclaimer



Important information and disclaimer

This presentation contains only a brief overview of Norseman Gold Plc and its associated entities ("Norseman Gold") and their respective activities and operations. The contents of this presentation, including the matters relating to Norseman Gold's operations and projects, may rely on various assumptions and subjective interpretations which it is not possible to detail in this presentation and which have not been subject to any independent verification.

This presentation contains a number of forward looking statements. Known and unknown risks and uncertainties, and factors outside of Norseman Gold's control, may cause the actual results, performance and achievements of Norseman Gold to differ materially from those expressed or implied in this presentation.

To the maximum extent permitted by the law, Norseman Gold, its directors, employees or agents, advisers, does not warrant the accuracy, currency or completeness of the information in this presentation, nor the future performance of Norseman Gold, and will not be responsible for any loss or damage arising from the use of the information.

The information contained in this presentation is not a substitute for detailed investigation or analysis of any particular issue. Current and potential investors and shareholders should seek independent advice before making any investment decision in regards to Norseman Gold or its activities.

Investment Highlights



- An investment in Norseman Gold represents a unique turn-around opportunity in Australia's listed gold sector, led by a new, highly experienced and capable management team
 - The new Board and management team (L2 Project Management) is strongly aligned with shareholders
 - Holds a significant ownership stake
 - Backed by successful resources sector investor Tulla Resources Group
 - Norseman Gold operates Australia's longest continuously running gold mining operation
 - Previously successfully operated by Western Mining Corporation
 - All infrastructure currently in place
 - Potential >100k oz pa. producer within 12 months
 - Upside potential through the establishment of new satellite mines and extensive resources (986km² of tenements)
 - The new management team has set new operational targets
 - Targeting 17,000 ounces in first quarter FY13 (compared to 6,402 ounces for June quarter),
 driven by greater tonnage mined at higher grade
 - Target net cash flow positive by September, 2012

Contents





CONTENTS

Part 1 Company Overview 5 Part 2 14 **Equity Raising Details** Part 3 21 Project Details Part 4 Appendix 25



Part 1: Company Overview



Company Snapshot



Current gold producer with 3.4 million ounces of JORC resources

Company Overview

Market Data



Norseman Gold PLC (Company or NGL) is an established gold producer focussed in Western Australia. NGL's principal asset is the Norseman project which encompasses the longest continually operational gold mine in Australia



Reserves

2.3 million tonnes at 5.7g/t for 0.42 million contained Oz gold at A\$1,300 gold price



Resources

NGL holds the majority of the Norseman Goldfield which contains a JORC compliant overall resource of some 22 Million tonnes at 4.7q/t for approximately 3.4 Million Oz (contained) gold at an AUD\$1,300 gold price



Treatment Plant

720,000 tpa. plant (design capacity) is now running continuously - staged plant upgrade reviews underway (1st Stage ~ 1Mtpa) along with production changes designed to achieve a progressive grade ramp up over the next 6 months

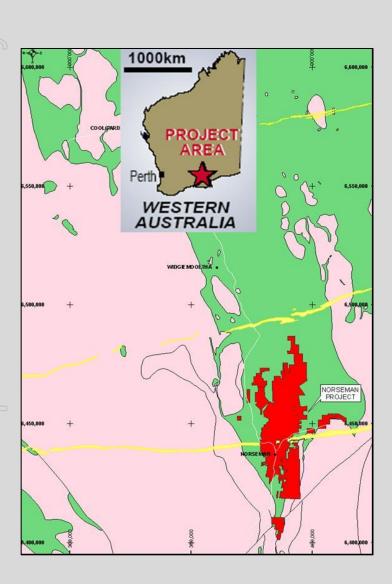
Market (Ticker)	ASX (NGX) / AIM (NGL)
Issue price	\$0.04 / 2.7p
Shares on issue	492.2m / 961.0m (fully diluted)
Market capitalisation at issue price	\$19.7m / \$38.4m (fully diluted)
Cash (as at 17-July-12)	\$0.9 million
Pro-forma debt (fully diluted, pre-raising)	\$26.8 ¹ million
Equity issue	\$20.0 million
Pro-forma enterprise value (fully diluted at issue price)	\$77.3 million
Tulla Resources Group Shareholding (pre- raising, fully diluted)	37.7%
Tulla Resources Group Shareholding (pre- raising, current)	18.9%

^{1.} Pro-forma debt (fully diluted, pre-raising) is calculated as A\$15,000,000 working capital facility (Red Kite Group), \$5,060,061 of aged payables and \$6,707,782 of leasing liability as at 13-July-2012.

Norseman Project



Project located in the Eastern Goldfields of Western Australia



Overview

- Located in the Eastern Goldfields of Western Australia in the Norseman-Wiluna greenstone belt 725km east of Perth & 186km south of Kalgoorlie
- 986km² area centred on the Norseman Township (population 800)
- Landholding comprises 207 tenements, 16
 Exploration licences, 108 Mining leases, 65
 Prospecting Licences, 15 Miscellaneous
 licences, 2 prospecting licence applications
 and 1 mining lease application
- Good regional infrastructure with railway links, airstrip and hospital
- Good site infrastructure:
 - Site generated power
 - Water Borefield (saline), State Scheme (potable)
 - Accommodation: own 64 houses plus single persons quarters and messing facilities

New Focus



Turn-around Opportunity New management has moved quickly to initiate the necessary immediate actions

- Emphasis on basic control processes
- New mine planning including the re-build of block models and undertaking of sampling to reconcile mined versus planned grade
- Two underground mines (Bullen and OK) temporarily shut to allow focus on the North Royal open-pit (76koz of reserves remaining and expected to cease operation by early 2013) and the Harlequin underground mine (expected to support operations for another 20+ years)
- Control of mine development expenditure
- Focus on profitable tonnage (grade/ cost control)
- An increase in air leg mining to more effectively mine narrower veins of ore underground
- Upgrading and increased capacity of mine equipment
- Review of work force with an initial downsizing from 270 people to 120 people, combined with a focus on building a well-trained and skilled work force. Improved productivity
- Upgrading of mine-site accommodation and dining facilities
- Senior Management and Board restructuring
- Targeting 80koz of production over the next 12 months, with a 100koz pa rate expected to be achieved by October this year. Cash costs of \$1000/oz are targeted

Tulla Group - Snapshot



- > Established in the early 1990's Tulla is an investment group based in Sydney
- > Principals have an impressive track record in resource and general businesses



Kevin Maloney Chairman



Kevin Maloney has over 30 years of extensive resource industry, business building and financial experience

Mark Maloney Managing Director



Previously CEO of The MAC Services Group. Prior to this held senior management positions in the investment banking industry, mostly based in London

Andrew Maloney Managing Director



Andrew has 14 years' experience as the previous EGM Development & Construction of The MAC Services Group. He has recently completed a Masters in Business Administration at IE in Madrid

Track Record

The Early Days - Elders

- Kevin Maloney, in his capacity as inaugural CEO, established Elders Resources Finance Limited in 1986 to be a specialty resources sector merchant bank to complement the operations of other divisions within the Elders Resources Finance Limited Group
- He was instrumental in building the project lending book to A\$620m and financed projects exceeding A\$4bn in value in the gold, silver, coal, oil, gas, uranium, base metals, industrial minerals, fully integrated resources services, infrastructure projects and forestry industries

The MAC Services Group

- Founded by Kevin Maloney in 1996, established a fully integrated mining accommodation business in Australia
- From a beginning with a \$100,000 investment and 50 rooms in one location the company grew to nearly 6,000 rooms owned and managed in 7 villages
- In 2007, The MAC was listed on the ASX with a market value of A\$210m. At the end of 2010, when The Maloney's controlled ~52% of the share register, The MAC's shareholders accepted a takeover offer from Oil States International, Inc. which valued the business at A\$651m

Northern Energy

- Northern Energy was an ASX listed coal explorer and developer with projects in Queensland and Northern NSW
- Taken over by New Hope Corporation in February 2011 valuing company equity at A\$238m
- Tulla invested A\$4.7m between 2007 and 2009 for 5.8% of the company
- Kevin Maloney joined the board in May-2007
- Tulla Resources sold its A\$13.8m stake to New Hope as part of the takeover

New Board



Kevin Maloney, the Chairman of Tulla Resources is the new Chairman

Kevin Maloney New Chairman Governor Philip Tower, Sydney	 Kevin Maloney, the Chairman of Tulla, was the foundation Chief Executive Officer of Elders Resources Finance Limited and in that role built up a world-wide management team with extensive experience in mine management, project consulting and financing. Since leaving Elders, Kevin has continued a strong association with the mining industry serving on numerous boards in executive and non-executive capacities. Tulla maintains a range of equity investments in both local and overseas listed mining entities. Kevin has drawn from his contacts to assemble a team of senior professionals to take over key positions within Norseman and the effect of their combined decades of experience in successfully managing major resource projects is already evident. Tulla also has extensive contacts with major suppliers of mining equipment and ancillary services and the benefit of those associations will be passed on to Norseman.
Mark Maloney Director Governor Philip Tower, Sydney	 It is proposed to appoint Mark Maloney to the Board as a non-executive Director. Mark Maloney is the CEO & Managing Director of Tulla Group. Previously Mark was CEO & Managing Director of The MAC Services Group Limited, a mining services company that was listed on the ASX in April 2007 and sold to Oil States International in December 2010 for approximately \$650m. In this role Mark lead the groups transformation from a private family company to one of Australia's best performing Top 200 ASX listed companies. Mark also has 15 years experience in investment markets, having held senior management positions with J.P. Morgan and Goldman Sachs in London and Sydney. In these roles Mark was responsible for advising and working closely with many global financial institutions and companies.
Stephen Law Company Secretary Governor Philip Tower, Sydney	It is proposed to appoint Stephen Law to the Board as Company Secretary Stephen is a corporate lawyer with over 30 years experience He is former General Counsel and Company Secretary of The MAC Services Group
Other	₩It is proposed to appoint three additional non-executive (independent) Directors

New Management Team



L2 Project Management assumed operational management control in March 2012

Maich 2012	
New Manager O O O O O O O O O O O O O	L2 Project Management (a company associated with Tulla Resources Group) – Managed by Resource Specialists with long term experience in the industry and a track record of involvement with successful operations L2 Project Management has considerable underground mining experience L2 Project Management assumed Operational Management control of the Norseman Gold project effective mid March 2012 3 year term, contract based on costs plus 16%
Kim Gardner	 Kim, a founding director of L2 Project Management Pty Ltd, is a Mining Engineer who commenced his mining career with BHP in 1970 at the Mt Whaleback mine in the Pilbara region of WA. Kim progressed through the Mining ranks to become Operations Manager for Elders Resources Ltd and in addition to reviewing feasibility studies for investment; he has extensive experience at hands on mine and exploration management. Kim has considerable expertise in starting up mine operations and developing and training successful teams to operate them. Some of the mining operations where Kim has undertaken this work in include the Boddington Bauxite Mine WA, Kidston Gold Mine QLD, Zanex/Mavu Solomon Islands, Golden Web Gold Mine WA, Monarch Gold Mine Botswana.
Hugh Pinniger	Hugh Pinniger is a Mining Engineer of some 32 years experience in metalliferous mining in both surface and underground environments. He has worked extensively through out both Western Australia & Australia in a spectrum of roles encompassing technical, contract services & corporate roles, and also has worked internationally Hugh started his career working for Aberfoyle in both Tasmania & NSW prior to attaining a position Western Mining from 1981 to 1985, where he established Kalgoorlie Gold Operations and started what has since become the Super Pit by open cutting firstly the Great Boulder Mining lease which in turn led into led the Lake View & Golden Horseshoe lease open cuts, to be followed by the Hannan's Star and southern area leases In 1983 he was subsequently transferred to Norseman to either resurrect the fortunes of CNGC or wind it up. The net result was that CNGC Operations were rejuvenated and attained both (then) record gold production along and an improved work culture and prospered through until WMC disposed of it in an asset disposal and corporate restructure in their effort to grow, prior to being acquired by BHP in 2005

New Strategy & Operational Targets



A clear and executable strategy for the next 12 months & beyond

Next 6 Months (CY2012)	 Target 17,000 ounces in first quarter FY13 driven by greater tonnage mined at higher grade Target net cash flow positive in September, 2012 Maintain sustainable continuous operations, initially at mill design processing capacity Operate one underground mine (Harlequin) and one Open Pit (North Royal) at a profit for year ended 30 June 2013 Estimate of 80,000 ounces of gold production for year to 30 June 2013 – aim is for total costs to average AUD\$1,000 per ounce for same period Reserve drilling at Scotia (264,000 ounces resource) (refer to slide 23) Appoint new CEO and other executives. Further strengthening of the board – appointment of new independents
Next 12 Months (FY2013 & Beyond)	To become a stable long term profitable gold producer Bring Scotia into production to replace North Royal (with North Royal stock pile ore forecast to be available until May, 2013) (refer to slide 23) Develop new mines to increase production and life (commencing end of CY2012, onwards) Leverage off the skills of the L2 Project Management as Manager of the Norseman Project to continue the mantle of the country's longest continually operating (narrow, high-grade multiple reef) – gold mine Build a team of well trained and skilled miners to sustain a 100koz gold operation Continue to build and develop the current substantial regional exploration portfolio of open pit and underground resources/reserves

Further Opportunities



- Investment in extra tankage & plant to debottleneck & increase processing capacity from current nominal 720kt pa feed rate to 1mt pa
- Re-access the selected areas/extensions of the old north Royal, greater Regent Crown/Mararoa workings and systematically recover profitable high grade remnants within these and other previously worked areas in the field (inclusive of Bullen and OK underground remnants), the indicated contained gross potential of which is some ~1.2 Million ounces of contained gold
- Treatment of stockpiled tailings (~6.5Mt at ~0.63g/t.Au ave.contained grade)
- Backfilling of previously mined-out stopes allowing extraction of higher grade ore contained in the supporting pillars. Historically, 5.5moz has been mined from Norseman's underground mines, leaving an estimated 30% (+/-5%) of the original lode unmined
- A plethora of satellite deposits. Norseman holds extensive exploration reports on tens of satellite deposits, allowing selection of the most attractive future targets
- Future development of 3 major targets under salt lakes within NGL's tenure



Part 2: Equity Raising Details



Offer Details



A\$20.0 million Institutional Placement

- Placement to raise a minimum of approximately A\$20.0 million (Offer), comprising:
 - An unconditional placement of shares at A\$0.04 / 2.7¹ pence to raise approximately A\$3.0m (73.8m shares) (**Unconditional Placement**); and
 - A conditional placement of shares at A\$0.04 / 2.7¹ pence to raise approximately A\$17.0m (426.2m shares), which will be subject to shareholder approval at a general meeting (**Conditional Placement**)
- Major shareholder, Tulla Group (18.9% of current shares on issue), has entered into a sub-underwriting agreement for A\$20.0 million of the Offer
- The Offer Price of A\$0.04 / 2.71 pence per share (Offer Price) represents approximately a:
 - 23.1% discount to the last close on ASX prior to announcement of the Offer
 - 22.1% discount to the 5-day VWAP on ASX up to and including 17 July 2012
- The Offer involves the issue of ordinary shares represented by CHESS depository interests (CDIs) in Norseman Gold PLC (NGX) to institutional and sophisticated investors in Australia, New Zealand and certain other jurisdictions and a placement of ordinary shares in Norseman Gold PLC to qualified investors in the United Kingdom
- Moelis Australia and Ocean Equities Limited are acting as Joint Bookrunners and Joint Lead Managers on the Offer

Sources and Uses



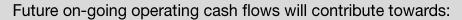
Funds to be applied to mine development, retirement of debt and working capital

The funds raised under the Offer will contribute primarily towards repayment of trade creditors, reserve drilling and corporate and working capital

The Offer will also be used as a mechanism to facilitate the conversion of an existing loan outstanding to the Tulla Group into ordinary equity as part of the Conditional Placement

Sources (A\$million)	
Unconditional placement	\$3.0m
Conditional placement ^{1,2}	\$17.0m
Total sources	\$20.0m

Estimated uses (A\$million)	
Full repayment of aged trade creditors	\$5.1m
Retirement of existing loan to Tulla Resources Group ²	\$8.0m
Reserve drilling at Scotia	\$1.5m
Corporate and working capital	\$4.4m
Costs of the offer	\$1.0m
Total uses	\$20.0m



- Working capital for development of the existing Harlequin and North Royal mines and other targets
- Infill drilling to fund the proposed second near term open pit after the North Royal mine
- Additional underground equipment fleet and ongoing refurbishments
- Site infrastructure expansion (processing, power, water and accommodation)

Note:

^{1.} Subject to shareholder approval

^{2.} Involves the conversion of existing loan outstanding into equity at the Offer Price

Capital Structure



Securities on issue	Current	Pro-Forma
Ordinary shares on issue	492,202,223	492,202,223
Unconditional placement	-	73,830,333
Conditional placement ¹	-	426,169,667
TOTAL SHARES	492,202,223	992,202,223
Employee options – exercisable at \$1.04 (64.4p) on or before 25/1/2016	2,050,000	2,050,000
Employee options – exercisable at £0.12 on or before 9/1/2017	2,500,000	2,500,000
Employee options – exercisable at £0.12 on or before 24/1/2017	1,500,000	1,500,000
TOTAL OPTIONS	6,050,000	6,050,000
Warrants – exercisable at £0.12 on or before 25/10/2013	41,000,000	41,000,000
CLN holder warrants – exercisable at £0.12 on or before 15/12/2013	84,783,327	84,783,327
Warrants – exercisable at £0.12 on or before 27/4/2015	143,833,333	143,833,333
TOTAL WARRANTS	269,616,660	269,616,660
Convertible loan note – £5,087,000, convertible at £0.06 for every £1 nominal value – convertible up until 25/10/2013	84,783,333	84,783,333
Convertible loan note – \$10,000,000, convertible at £0.06 for every £1 nominal value – convertible up until 10/02/2015 ²	108,333,333	108,333,333
TOTAL CONVERTIBLE LOAN NOTE	193,116,666	193,116,666
TOTAL DILUTED SHARES ON ISSUE	960,985,549	1,460,985,549

Note:

^{1.} Subject to shareholder approval

^{2.} Assumes GBP/A\$ conversion rate of 0.65

Indicative Timetable



Event	Date
Announcement and Trading Halt	Wednesday, 18 July
Offer opens	Wednesday, 18 July
Offer closes	Thursday, 19 July
Offer finalised, trading recommences in NGL shares	By 10am, Friday, 20 July
Settlement date (Unconditional Placement)	Wednesday, 25 July
Allotment date, new shares commence trading (Unconditional Placement)	Thursday, 26 July
Notice of Meeting despatched to Shareholders	Wednesday, 1 August
Extraordinary General Meeting (to approve issue of Conditional Placement shares)	Thursday, 23 August
Settlement date (Conditional Placement) ¹	Monday, 27 August
Allotment date, new shares commence trading (Conditional Placement) ¹	Tuesday, 28 August

This timetable is indicative only and may change, subject to the requirements of the ASX Listing Rules and the Corporations Act 2001 (Cth). NGL reserves the right to change these dates without prior notice.

Note:

1. Subject to shareholder approval

Key Risks



This section discloses some of the key risks attaching to an investment in Norseman Gold. Before investing or increasing your investment in Norseman Gold, you should consider whether this investment is suitable for you having regard to publicly available information and your personal circumstances and following consultation with your professional advisors. The risks in this section are not, and should not be considered to be or relied on as, an exhaustive list of the risks relevant to an investment in Norseman Gold. The risks are general in nature in that regard has not been had to the investment objectives, financial situation, tax position or particular needs of any investor.

Operating and development risks	 The assets of Norseman Gold, as any others, are subject to uncertainty with ore tonnes, grade, metallurgical recovery, ground conditions, operational environment, funding for development, regulatory changes, accidents and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment, storms, floods, bushfires or other natural disasters. If faced by Norseman Gold, these circumstances could result in Norseman Gold not realising its operational or development plans or in such plans costing more than expected or taking longer to realise than expected. The ability of Norseman Gold to achieve production targets, or meet operating and capital expenditure estimates on a timely basis cannot be assured. For example, development and expansion projects may require approvals, permits or licences that may not be received on a timely basis. In addition, decisions regarding development and expansion projects may be subject to the successful outcome of operational reviews, testwork, studies and trial mining. Any of these outcomes could have an adverse effect on Norseman Gold's financial and operational performance.
Market fluctuation	 Substantially all of Norseman Gold"s revenues and cash flows are derived from the sale of gold. Therefore, the financial performance of Norseman Gold is exposed to gold price fluctuations. Gold prices may be influenced by numerous factors and events which are beyond the control of Norseman Gold.
Labour market risks	 Norseman Gold is dependent upon a number of key management personnel and executives to manage the day-to-day requirements of its businesses. The loss of the services of one or more of such key management personnel could have an adverse effect on Norseman Gold. Norseman Gold needs to be able to recruit appropriately skilled and qualified individuals. There can be no guarantee that personnel with the appropriate skills will be available, particularly given the tightening labour market, an accelerating aging population and the current skills shortage.
Cost risks	Norseman Gold has significant commodity and energy requirements and it relies on being able to fulfil those requirements at a cost which does not negatively impact on its cash flows. A number of factors (such as rising oil prices, macroeconomic factors such as inflationary expectations, interest rates, currency exchange rates, as well as general global economic conditions and political trends) may lead to an increase in commodity and energy costs which may materially adversely affect the earnings of Norseman Gold.
Exploration risks	 Exploration activities are speculative by nature and therefore are often unsuccessful. Such activities also require substantial expenditure and can take several years before it is known whether they will result in additional mines being developed. Accordingly, if the exploration activities undertaken by Norseman Gold do not result in additional reserves, this may have an adverse effect on the company's financial performance.



Part 3: Project Details



Open Pit Mining - North Royal



- Open pit area contains approximately 70,000 ounces of resource at 6g/t Au (equally split Indicated and Inferred JORC Resources)
- Pre-strip completed, mining of higher grade hard rock now advancing
- Open pit mining is a cutback on the old pit shape in the northern and central areas
- Elevated production rate with the introduction of a second excavator and additional trucking fleet (6 x Cat 777s)

Underground Mining - Harlequin

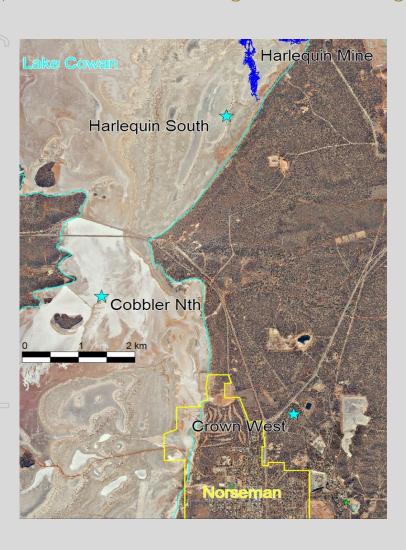


- Production focus producing more tonnes at higher grade
- Ore passes now operational. Improving productivity
- Airleg stoping via build up to 20+ airleg miners minimising dilution of grade
- Extensions of underground resource via the Company's 4 underground diamond drills
- Ore development grade improvement via single boom jumbos using split blasting (where appropriate)
- Mechanised long hole stoping (only where appropriate)

Future Mining



Open Pit reserve drilling and modelling of exisiting resources in database, initially



Slippers

- Pit cut backs to complement North Royal schedule
- Resource of over 30,000 ounces

Cobbler & Cobbler North

- Resource of 83,000 ounces resource
- Potential pit to follow North Royal. Still open to the north
- Resource of over 80,000 ounces

Crown Reef

- Resource of 1,200,000 ounces, underground mine
- Fault repetition potential to the west

Harlequin South

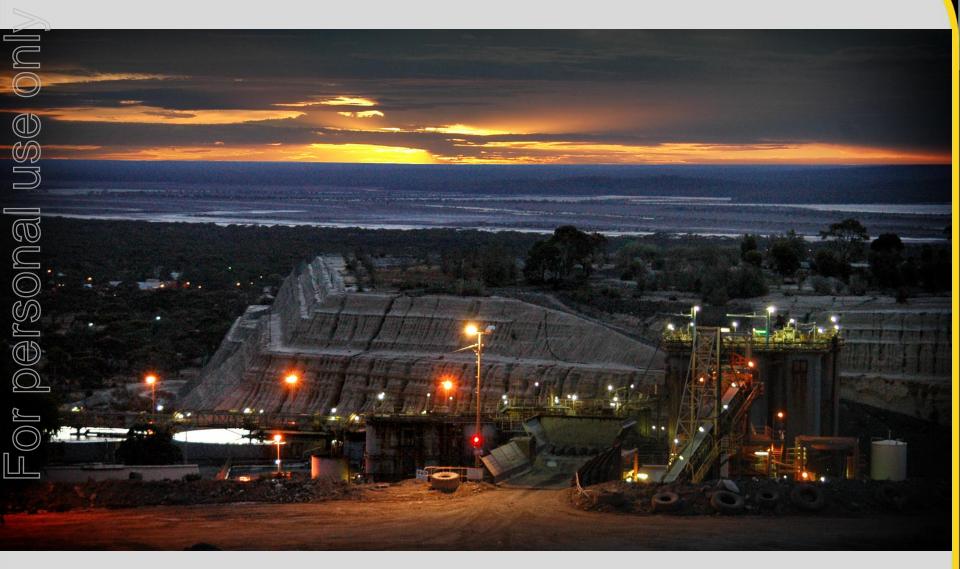
- Resource of 110,000 ounces
- Extension of the Perch reef under Lake Cowan

Scotia

- Resource of 264,000 ounces
- Extend historical mining area, open pit and underground



Part 4: Appendix



Important Information and Disclaimer



This presentation has been prepared by, and is the sole responsibility of Norseman Group PLC ("Norseman").

The distribution of this presentation in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. This presentation is not and does not constitute an offer, invitation or recommendation to subscribe for, or purchase any security and neither this presentation nor anything contained in it shall form the basis of any contract or commitment. Nothing in this presentation constitutes investment, legal, tax, financial or other advice.

This presentation does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, such an offer would be unlawful. This presentation is not intended as an offer, invitation, solicitation or recommendation with respect to the purchase or sale of any security in the United States or to any US Persons (as defined in Regulation S under the US Securities Act of 1933, as amended (the "US Securities Act")) or to any person to whom it is unlawful to make such an offer or solicitation. The securities in the offering have not been, and will not be registered under the US Securities Act. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No prospectus will be lodged, and no action has been or will be taken to register or qualify shares of Norseman to retail investors in any jurisdiction and no shares will be offered in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

Shares are only available under the offering to persons who (a) if they are in Australia, are "sophisticated investors" (as defined in section 708(8) of the Corporations Act 2001 (Cth) ("Corporations Act")) or "professional investors" (as defined in section 708(11) of the Corporations Act) and "wholesale clients" as defined in section 761G of the Corporations Act or who otherwise do not need to be given a disclosure document under Chapter 6D of the Corporations Act to receive an offer of securities, or (b) if they are outside Australia, are a person to whom an invitation or offer to subscribe for securities and any issue of securities is permitted by the laws of the jurisdiction in which they are situated without the need for any registration, lodgement or other formality. By receiving this presentation potential investors acknowledge and agree that they are permitted investors within the foregoing.

Reliance should not be placed on the information or opinions contained in this presentation. This presentation does not take into consideration the investment objectives, financial situation or particular needs of any particular investor. Any decision to purchase or subscribe for securities in Norseman must be made solely on the basis of the information obtained by the investor, and if necessary, after seeking appropriate financial advice.

No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this presentation. To the maximum extent permitted by law, Norseman, Moelis & Company Australia Pty Limited ("Moelis"), Ocean Equities Limited ("Ocean Equities"), and each of their respective, affiliates and related bodies corporate, and each their respective officers, directors, partners, employees and agents (respectively, "Affiliates") disclaim any liability (including, without limitation, any liability arising from fault or negligence) for any loss, whether direct, indirect, consequential or contingent, arising from any use of this presentation (or its content) or otherwise arising in connection with it. The recipient agrees, to the fullest extent permitted by the law, that they shall not seek to sue or to hold Moelis, Ocean Equities, their respective Affiliates liable in any respect in connection with this presentation.

Norseman's forecasts, opinions, estimates, projections and other forward-looking statements (collectively, "forecasts") set out in this presentation are based on a number of estimates, assumptions and pro forma adjustments that are subject to business, economic and competitive uncertainties and contingencies, with respect to future business decisions, which are subject to change and, in many cases, are outside the control of Norseman and its directors. Norseman believes that the forecasts have been prepared with due care and attention and consider all best estimate assumptions, when taken as a whole, to be reasonable at the time of preparing this presentation. However, the forecasts presented in this presentation may vary from actual financial results. These variations may be material and, accordingly, neither Norseman nor its directors give any assurance that the forecast performance in the forecasts or any forward-looking statement contained in this presentation will be achieved.

Moelis and Ocean Equities have been appointed to perform services in connection with the offering of securities in Norseman and will receive fees commissions and reimbursement for those services and may have other interests in or relationships with Norseman.

All figures are expressed in Australian dollars unless stated otherwise.

Important Information and Disclaimer (Cont.)



Competent Persons Statement

The information in this presentation that relates to Exploration Results, Mineral Resources and Ore Reserves is based on data generated by previous employees of Central Norseman Gold Corporation Limited and its various consultants who have the relevant experience and qualifications to qualify as competent persons.

This presentation as it relates to Exploration Results, Mineral Resources and Ore Reserves was compiled by Mr Hugh Pinniger (Min.Eng) using the above data. He is a Member of the Australasian Institute of Mining and Metallurgy and has over 30 years experience in dealing with, managing and exploiting this style of mineralisation and type of deposit and is recognised as a Competent Person (as defined by the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves"). He has consented to the inclusion of this information in this document based on the above information in the form and context in which it herein appears.

For further information relating to resource and reserve, please refer to the Company's release of 28 July 2011.