

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Norfolk Group Limited (*Norfolk*)

ABN

43 125 709 971

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 28,888,889 fully paid ordinary shares (subject to the effects of rounding). |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | As per the existing fully paid ordinary shares in Norfolk. |

Appendix 3B
New issue announcement

4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Yes, shares issued will rank equally with existing fully paid ordinary shares in Norfolk

5 Issue price or consideration

\$0.72 per share

6 Purpose of the issue
 (If issued as consideration for the acquisition of assets, clearly identify those assets)

To raise capital to pay down existing debt facilities, thereby strengthening Norfolk's balance sheet and increasing financial flexibility

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

9 March 2010

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	158,888,889	Fully paid ordinary shares

Number	+Class

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	1,114,228	Sales Bonus Options
		952,701	Performance Options (issued FY08)
		2,925,464	Performance Options (issued FY09)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per existing fully paid ordinary shares in Norfolk. It is expected that a dividend will not be paid for the full year 2010
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the ⁺ securities will be offered	2 ordinary shares for every 9 ordinary shares held on the Record Date
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares
15	⁺ Record date to determine entitlements	7.00pm (AEDT) on 11 February 2010
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	5.00pm (AEDT) on 26 February 2010

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	Commonwealth Securities Limited
21	Amount of any underwriting fee or commission	(a) An underwriting fee equal to 1.5% of the Non Sub-underwritten Offer Proceeds (if any). (b) A marketing fee equal to 1.0% of the Offer Proceeds. (c) A management and arranging fee equal to 2.0% of the Offer Proceeds.
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	12 February 2010
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	5 February 2010
29	Date rights trading will end (if applicable)	19 February 2010
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Security holders must instruct their stockbroker personally and provide details as requested from the Entitlement and Acceptance Form. See Part C of the Offer Booklet and the Entitlement and Acceptance Form.

+ See chapter 19 for defined terms.

- 31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?
- Security holders must:
- in respect of the Rights to be sold though a broker, instruct their stockbroker personally and provide details as requested from the Entitlement and Acceptance Form.;
 - in respect of the balance of the entitlement to be taken up, complete and return the slip attached to the Entitlement and Acceptance Form together with a cheque, bank draft or money order for the applicable amount of the Application Money.
- See Part C of the Offer Booklet and the Entitlement and Acceptance Form.
- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- Security holders may elect to transfer their Rights to another person other than on the ASX provided that the purchaser is not an Ineligible Shareholder (or would not be an Ineligible Shareholder if the purchaser was the registered holder of Norfolk shares). Security holders must complete and return a standard renunciation form (available from their stockbroker or by calling the Norfolk Shareholder Information Line) to the Share Registry.
- 33 ⁺Despatch date
- 9 March 2010

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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Appendix 3B
New issue announcement

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:
 - the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

+ See chapter 19 for defined terms.

42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	Number	+Class
		Not applicable	Not applicable

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

 - There is no reason why those +securities should not be granted +quotation.

 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

(Company secretary)

Date: 3 February 2010

Print name: Fiona Lovell

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Appendix 3B
New issue announcement

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