



ACN 153 219 848

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**NOTICE OF ANNUAL GENERAL MEETING**  
**EXPLANATORY STATEMENT**  
**PROXY FORM**

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**Date of Meeting**

Thursday, 15 November 2012

**Time of Meeting**

11.00 am (WST)

**Place of Meeting**

79 Broadway  
Nedlands WA 6009

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Newfield Resources Limited (**Company** or **Newfield**) is to be held at:

**Venue:** 79 Broadway  
Nedlands WA 6009

**Date:** Thursday, 15 November 2012

**Time:** 11.00 am (WST)

This Notice should be read in conjunction with the accompanying Explanatory Statement.

### Agenda

#### Financial Report

To receive and consider the financial report for the period from the date of incorporation on 14 September 2011 to 30 June 2012, together with the directors' report and the auditor's report.

#### Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

*“To adopt the Remuneration Report for the period from the date of incorporation on 14 September 2011 to 30 June 2012.”*

#### Resolution 2 – Election of Director – Mr Anthony Ho

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That Mr Anthony Ho, having been appointed as a director of the Company on 14 September 2011, who retires in accordance with clause 13.4 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company.”*

#### Resolution 3 – Election of Director – Mr Giap Ch'ng Ooi

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That Mr Giap Ch'ng Ooi, having been appointed as a director of the Company on 5 October 2011, who retires in accordance with clause 13.4 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company.”*

#### Resolution 4 – Election of Director – Mr Murray Kornweibel

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That Mr Murray Kornweibel, having been appointed as a director of the Company on 6 December 2011, who retires in accordance with clause 13.4 of the Company's Constitution and being eligible and offering himself for re-election, be elected as a director of the Company.”*

#### Resolution 5 – Election of Director – Ms Sanny Nanang

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That Ms Sanny Nanang, having been appointed as a director of the Company on 30 March 2012, who retires in accordance with clause 13.4 of the Company's Constitution and being eligible and offering herself for re-election, be elected as a director of the Company.”*

#### Resolution 6 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) to be calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by any person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### Resolution 7 – Approval of Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“For the purposes of section 327B of the Corporations Act and for all other purposes, the firm BDO Audit (WA) Pty Ltd, of 38 Station Street, Subiaco, Western Australia, 6008 (having been nominated by a member of the Company and consented in writing to act in the capacity of auditor) be appointed as auditor of the Company.”*

### Explanatory Statement

The Explanatory Statement accompanying this Notice is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice and the Explanatory Statement.

### Proxies

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg “the Company Secretary”).
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

### Voting Entitlements

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 11.00 am WST on Tuesday, 13 November 2012 will be entitled to attend and vote at the Annual General Meeting.

### Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative.

**BY ORDER OF THE BOARD**

**Kim Hogg**  
Company Secretary  
15 October 2012

## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Newfield Resources Limited (**Company or Newfield**).

The directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

### Financial Statements and Report

Under the Corporations Act, the directors of the Company must table the financial report, the directors' report and the auditor's report for Newfield for the period from the date of incorporation on 14 September 2011 to 30 June 2012 at the meeting.

These reports are set out in the 2012 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2012 Annual Report with this Notice of Annual General Meeting. In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2012 Annual Report is available from the Company's website ([www.newfieldresources.com.au](http://www.newfieldresources.com.au)).

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the financial report, the directors' report and the auditor's report.

### Resolution 1 – Adoption of Remuneration Report

Under the Corporations Act, the Company is required to include, in the directors' report, a detailed remuneration report setting out the prescribed information in relation to the remuneration of directors and executives of Newfield and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

The Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

#### Voting intention

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

#### Voting prohibition statement

The Company will disregard any votes cast on Resolution 1 by, or on behalf of, any of the following persons:

- a member of the key management personnel as disclosed in the Remuneration Report; or
- a closely related party (such as close family members and any controlled companies) of those persons.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the voter is the chair of the meeting and the appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

### Resolution 2 – Election of Director – Mr Anthony Ho

Clause 13.4 of the Constitution states that Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Board of Directors.

Mr Ho is a commerce graduate of the University of Western Australia. He qualified as a Chartered Accountant in 1983 with Deloitte and is presently the principal of a public practice, Anthony Ho and Associates, specialising in providing corporate and financial services to ASX-listed companies.

Prior to establishing his practice in 1991, he spent 7 years in a senior corporate role with a major investment and resource group in Western Australia. He is currently a director of a number of companies listed on ASX.

#### Board recommendation

The Board (other than Mr Ho) recommends Shareholders vote in favour of the Resolution.

#### Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 2.

### Resolution 3 – Election of Director – Mr Giap Ch'ng Ooi

Clause 13.4 of the Constitution states that Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Board of Directors.

Mr Ooi is currently a partner in a law firm in Kuala Lumpur. He has significant experience in the field of legal work for over 20 years, mainly in the area of commercial and company litigation, property conveyance, banking and corporate services for financial institutions and listed companies.

He is currently a non-executive director of Meda Inc Berhad, a company which is listed on Bursa Malaysia.

Mr Ooi graduated from the Australian National University in 1985 with a Bachelor of Laws, having already completed a Bachelor of Economics in 1983. He was admitted on the Roll of Barristers and Solicitors of the Supreme Court of the Australian Capital Territory in 1985 and is currently an advocate and solicitor of the High Court of Malaya.

#### Board recommendation

The Board (other than Mr Ooi) recommends Shareholders vote in favour of the Resolution.

#### Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 3.

### Resolution 4 – Election of Director – Mr Murray Kornweibel

Clause 13.4 of the Constitution states that Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board of Directors.

Mr Kornweibel has had extensive experience in the mining and securities industries. He has been an executive and non-executive director of a number of ASX-listed companies involved in mineral exploration and mining.

Mr Kornweibel's involvement in the mining industry covers a number of commodities including gold, nickel and uranium. In addition he has been active in the securities industry and is a Senior Fellow of the Financial Services Institute of Australia. He holds a Bachelor of Science and an MBA from the University of Western Australia.

#### Board recommendation

The Board (other than Mr Kornweibel) recommends shareholders vote in favour of the Resolution.

#### Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 4.

## EXPLANATORY STATEMENT

### Resolution 5 – Election of Director – Ms Sanny Nanang

Clause 13.4 of the Constitution states that Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Ms Nanang is a graduate in marketing from the Southern Illinois University. Between 1996 and 1999 she was a stockbroker with PT Sigma Batara, one of the early investment banks in Indonesia. She has held various senior positions in investment roles in Indonesia. Ms Nanang has extensive capital market and treasury experience. She is currently an active equity market investor. Ms Nanang is fluent in English, Bahasa Indonesia and Mandarin.

#### Board recommendation

The Board (other than Ms Nanang) recommends Shareholders vote in favour of the Resolution.

#### Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 5.

### Resolution 6 – Approval of 10% Placement Facility

Resolution 6 seeks shareholder approval in accordance with Listing Rule 7.1A, which enables eligible entities to issue Equity Securities of up to 10% of their issued share capital (**10% Placement Facility**) through placements over a 12 month period upon approval at an annual general meeting. The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval for the purposes of Listing Rule 7.1A if:

- (a) the entity is not included in the S&P/ ASX 300 Index; and
- (b) the entity has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on deferred settlement basis).

The Company is an eligible entity for the purposes of Listing Rule 7.1A.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue only one class of Equity Securities, being Shares.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. Further information on the formula is set out below.

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1. Shareholder approval of the 10% Placement Facility is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (b) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

### Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - plus the number of partly paid shares that became fully paid in the 12 months;
  - plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
  - less the number of fully paid shares cancelled in the 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

### Minimum Issue Price

The issue price of Equity Securities under Listing Rule 7.1A must be no lower than 75% of the volume weighted average price (VWAP) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

### Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
  - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
  - ii. if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) if Resolution 6 is approved by shareholders and the Company issued Equity Securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
  - i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

## EXPLANATORY STATEMENT

The table below illustrates the dilution of existing shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. two examples where 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (e.g. a pro rata entitlement issue) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% against the current market price.

Variable "A" in Listing Rule 7.1A.2	Dilution			
		Issue Price of 13.5 cents (half the current market price)	Issue Price of 27 cents (current market price)	Issue Price of 54 cents (double the current market price)
<b>Current Variable A</b> 96,750,001 shares	9,675,000 shares issued (10% dilution)			
	<i>Funds raised</i>	\$1,306,125	\$2,612,250	\$5,224,500
<b>50% increase in current Variable A</b> 145,125,002 Shares	14,512,500 shares issued (10% dilution)			
	<i>Funds raised</i>	\$1,959,188	\$3,918,375	\$7,836,750
<b>100% increase in current Variable A</b> 193,500,002 shares	19,350,000 shares issued (10% dilution)			
	<i>Funds raised</i>	\$2,612,250	\$5,224,500	\$10,449,000

The table has been prepared on the following assumptions:

- i. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - ii. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issues. This is why the voting dilution is shown in each example as 10%.
  - iii. This table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.
  - iv. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - v. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - vi. The issue price is 27 cents, being the closing price of Shares on ASX on 26 September 2012.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change

to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

- (d) The Company may seek to issue the Equity Securities for the following purposes:
- i. non-cash consideration for the acquisition of new exploration and/or development assets or for the purposes of securing potential joint venture transactions for exploration projects that may be finalised during the course of the year. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - ii. cash consideration. In such circumstances, the Company intends to use the funds raised towards the acquisition of new exploration and/or development assets, funding of exploration on the Company's Newfield and Crest Yard Projects, securing potential joint venture transactions for exploration projects that may be finalised during the course of the year and/ or general working capital.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy will be dependent on the purpose of the proposed issue and the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- i. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- ii. the effect of the issue of the Equity Securities on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisors (if applicable).

The Company notes that:

- i. any funds raised from the issue of Equity Securities under the 10% Placement Facility are likely to be applied towards the funding of exploration on the Company's Newfield and Crest Yard Projects and for spending on potential joint venture transactions that may be finalised during the course of the year;
- ii. it is not possible to determine whether any existing Shareholders would be invited to apply for any Equity Securities under the 10% Placement Facility, or determine the category of any new investors that may be invited to participate in such a fundraising. The allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company; and
- iii. prior to undertaking any fundraising, the Board will have regard to whether it is in the Company's best interests to structure such a fundraising as an entitlements issue to all of the Company's existing Shareholders at that time.

Further, where the issue is made for non-cash consideration, it is likely that the allottees under the 10% Placement Facility would be the vendors of the new exploration and/or development assets, or the proposed joint venture partners.

## EXPLANATORY STATEMENT

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- (f) The Company has not previously obtained shareholder approval under Listing Rule 7.1A.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

### Board recommendation

The Board recommends Shareholders vote in favour of the Resolution.

### Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 6.

### **Resolution 7 – Approval of Appointment of Auditor**

Under Section 327A of the Corporations Act, a person or firm appointed as auditor of a company following a company's incorporation holds office until the first annual general meeting of the company, at which time the person or firm must be appointed by shareholders.

As the meeting to be held on Thursday, 15 November 2012, is the Company's first Annual General Meeting, the appointment of BDO Audit (WA) Pty Ltd must be approved by members.

In accordance with Section 328B(1) of the Corporations Act, Miss Lili Jiang, a Shareholder of the Company, has nominated BDO Audit (WA) Pty Ltd to be the Company's auditor. Under Section 328B(3) of the Corporations Act, a copy of this nomination:

- (a) has been sent to BDO Audit (WA) Pty Ltd; and
- (b) is attached to this Notice as Annexure A.

### Board recommendation

The Board recommend Shareholders vote in favour of the Resolution.

### Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 7.

## Glossary

**\$** means an Australian dollar.

**Annual General Meeting** means the annual general meeting the subject of this Notice.

**ASIC** means the Australian Securities and Investment Commission.

**ASX** means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of directors of the Company.

**Company** or **Newfield** means Newfield Resources Limited (ACN 153 219 848).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a Director of the Company and **Directors** means the directors of the Company.

**Equity Securities** has the same meaning as in the ASX Listing Rules.

**Explanatory Statement** means this explanatory statement accompanying the Notice of Annual General Meeting.

**Listing Rules** mean the official listing rules of ASX.

**Notice** means the notice of annual general meeting accompanying this Explanatory Statement.

**Option** means an option to acquire a Share.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a member of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**WST** means Western Standard Time, as observed in Perth, Western Australia.

10 October 2012

The Company Secretary  
Newfield Resources Limited  
79 Broadway  
Nedlands WA 6009

Dear Sir

**Re: Nomination of Auditor**

I am a member of Newfield Resources Limited.

For the purposes of Section 328B(1) of the Corporations Act 2001 (Cth), I hereby nominate **BDO Audit (WA) Pty Ltd**, ACN 112 284 787, to be appointed as auditor of the Company at the Annual General Meeting of the Company to be held in November 2012.

Yours sincerely



**Lili Jiang**

## PROXY FORM

MR SAM SAMPLE  
UNIT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE WA 6060

### 1. Appointment of Proxy

I/We being a member/s of Newfield Resources Limited hereby appoint

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or, failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Newfield Resources Limited to be held at 79 Broadway, Nedlands, Western Australia 6009 at 10.00 am (WST) on Thursday, 15 November 2012 and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies **in favour** of each item of business.

**Chairman authorised to exercise proxies on remuneration-related matters:** If I/we appoint the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes your proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Item 1 even though that item is connected directly or indirectly with the remuneration of a member of key management personnel of Newfield Resources Limited, which includes the Chairman. I/we acknowledge that if the Chairman of the Meeting is my/our proxy and I/we have not marked any of the boxes opposite Item 1, the Chairman of the Meeting intends to vote my/our proxy in favour of Item 1.

You can direct the Chairman how to vote by marking the boxes in Section 2 below (for example if you wish to vote against or abstain from voting).

### 2. Items of Business

Please mark  to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Mr Anthony Ho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Mr Giap Ch'ng Ooi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Mr Murray Kornweibel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Director – Ms Sanny Nanang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority.

### 3. Signature of Securityholder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/ Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

## HOW TO COMPLETE THE PROXY FORM

### 1. Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Section 1.

A proxy need not be a securityholder of the Company.

### 2. Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 3. Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** If you have not previously lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 10.00 am (WST) on Thursday, 15 November 2012. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to Newfield Resources Limited:-

PO Box 3438  
Nedlands, WA 6909

Fax: (08) 6389 2588

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from the Company Secretary.

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