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ACN 153 219 848

NOTICE OF ANNUAL GENERAL MEETING

Venue: Suite 6, 61 Hampden Road
Nedlands, Western Australia, 6009

Date: Wednesday, 26 November 2014

Time: 09.00 a.m. (WST)

The Annual Report is now available on the Company's website at www.newfieldresources.com.au

NOTICE OF ANNUAL GENERAL MEETING

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

Venue: Suite 6, 61 Hampden Road
Nedlands, Western Australia, 6009

Date: Wednesday, 26 November 2014

Time: 09.00 a.m. (WST)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Statement.

Agenda

Financial and Other Reports – Year Ended 30 June 2014 (no resolution required)

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2014.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report of the Company (as contained in the Directors' Report) for the year ended 30 June 2014 be adopted."

Voting Prohibition Statement: The Company will disregard any votes cast on Resolution 1 by, or on behalf of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (**KMP**) or their closely related parties, whether as a securityholder or as a proxy.

However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the voter is appointed as a proxy in 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 KMP of the Company.

Resolution 2 – Re-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, being a director of the Company who retires by rotation in accordance with clause 13.2 of the Constitution, and who offers herself for re-election, be re-elected as a director of the Company."

Resolution 3 – Election of Director – Mr Bryan Alexander

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

"That Mr Bryan Alexander, having been appointed as a director of the Company on 1 May 2014 and who retires in accordance with clause 13.4 of the Constitution, being eligible and offering himself for re-election, be elected as a director of the Company."

Resolution 4 – Ratification of Previous Share Issue

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,333,333 Shares made on 2 September 2014 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and any associates of those persons.

However, the Company need 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 directors on the proxy form; or
- it is cast by a 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.

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 of the Company entitled to attend and vote at the General Meeting 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. A proxy may also be appointed by reference to an office held by the proxy (e.g. "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.

To be valid, the appointment of a proxy must be received at least 48 hours prior to the Meeting. The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Voting Entitlements

The Corporations Act permits the Company to specify a time, not more than 48 hours before the Meeting, at which a 'snap shot' of Shareholders will be taken for the purposes of determining Shareholder entitlement to vote at the Meeting.

The Company's Directors have determined that the shareholding of each Shareholder for the purposes of determining voting entitlements at the Meeting will be as it appears in the share register at 09.00 a.m. (WST) on Monday, 24 November 2014.

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
27 October 2014

EXPLANATORY STATEMENT

This Explanatory Statement is intended 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 (**Newfield** or **Company**).

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

FINANCIAL STATEMENTS AND REPORTS

Under the Corporations Act, the directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Newfield Resources Limited for the year ended 30 June 2014 at the meeting.

These reports are set out in the 2014 Annual Report. Shareholders who have elected to receive a printed copy of annual reports should have received the 2014 Annual Report with this Notice of Annual General Meeting.

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 – REMUNERATION REPORT

The Directors' Report for the period ended 30 June 2014 contains a Remuneration Report which sets out the policy for the remuneration of Directors and executives of the Company. In accordance with Section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2014 Annual Report.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2015 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2015 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are also against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting ("Spill Meeting") be called to consider the election of Directors of the Company ("Spill Resolution"). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

Voting intention

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

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS SANNY NANANG

Clause 13.2 of the Constitution requires that at the Annual General Meeting, one third of the Directors must retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Ms Nanang retires by rotation and seeks re-election.

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.

Directors' 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 undirected proxies in favour of the Resolution.

RESOLUTION 3 – ELECTION OF DIRECTOR – MR BRYAN ALEXANDER

Clause 13.4 of the Constitution states that the 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 Directors.

Mr Alexander was appointed to the Board on 1 May 2014 and in accordance with the Company's Constitution, seeks election as a Director.

Mr Alexander is a geologist who has been involved in the exploration and mining industry for more than 20 years. He has been responsible for the management of exploration bases and the implementation of substantial exploration and resource definition programmes for several exploration and mining companies.

Mr Alexander is a member of the Australasian Institute of Mining and Metallurgy.

Directors' Recommendation

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

Voting Intention

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

RESOLUTION 4 – RATIFICATION OF PREVIOUS ISSUE OF SHARES

Background

On 25 August 2014, Newfield announced the successful completion of a capital raising of \$2.5 million by the issue of 8,333,333 Shares at an issue price of \$0.30 each (**Placement**).

The Placement was made to institutional and sophisticated shareholders, providing additional funds to progress the Company's diamond project in Sierra Leone.

The Company now seeks that Shareholders ratify the issue of 8,333,333 Shares made on 2 September 2014 pursuant to Listing Rule 7.4.

Listing Rule Requirements

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue equity securities. In effect, shareholder approval is required before the Company may issue securities representing more than 15 per cent of ordinary shares within a 12 month period.

Certain issues are exempt from that Listing Rule and effectively are disregarded for the purpose of calculating the number of securities which a company may issue. Under Listing Rule 7.4, members may ratify an issue of equity securities so that the issue is disregarded in determining in the future whether the Company has reached that threshold.

EXPLANATORY STATEMENT

The information required to be provided to shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. Approval is sought to maintain the Company's flexibility to manage its capital requirements and issue shares where necessary within the 15 per cent limit.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares:

- (a) a total of 8,333,333 Shares were issued;
- (b) the issue price of the Shares was \$0.30 per Share;
- (c) the Shares issued were ordinary fully paid shares and rank equally in all respects with the existing ordinary fully paid shares issued in the capital of the Company;
- (d) the Shares were issued to international and domestic institutional and sophisticated investors; and
- (e) a total of \$2.5 million (before costs) was raised as working capital to progress the Company's diamond project in Sierra Leone.

Board recommendation

The Board believes that refreshing the Company's ability to issue Shares within the 15 per cent limit is in the best interests of the Company, thereby maintaining its flexibility to make placements of securities without seeking shareholder approval if the need or opportunity arises. Accordingly, the Board recommends Shareholders vote in favour of Resolution 4.

Voting intention

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

GLOSSARY

\$ means an Australian dollar.

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.

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

Listing Rules means the official listing rules of ASX.

Meeting means the 2014 Annual General Meeting of the Company as convened by this Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time.

PROXY FORM

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

STEP 1: Appoint a Proxy to Vote on Your Behalf

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

	the Chairman of the Meeting (mark with an 'X')	OR	
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PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or if no person 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 Suite 6, 61 Hampden Road, Nedlands, WA 6009, on Wednesday, 26 November 2014 commencing at 9:00 a.m. (WST) and at any adjournment of that meeting.

Chairman authorised to exercise proxies on remuneration-related matters: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel of Newfield Resources Limited, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman may change his voting intention on any resolution, in which case an ASX announcement will be made.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote against, or to abstain from voting on Resolution 1 by marking the appropriate box in Step 2 below.

STEP 2: Voting directions to your proxy – please mark to indicate your directions

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Ms Sanny Nanang as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr Bryan Alexander as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Previous Share Issue	<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.

STEP 3: Signature of Securityholder(s)

Please sign here

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

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HOW TO COMPLETE THE PROXY FORM

1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the Company.

If you have appointed a company as your proxy and a representative of that company wishes to attend the meeting, the representative will be required to provide the Company with the appropriate written documentation evidencing that the person is a representative of the proxy. Should you require it, the Company will provide you with a corporate representative form free of charge. Please contact the Company Secretary if you require a corporate representative form.

2. Voting on 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 such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. 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. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company Secretary or you may copy this form.

To appoint a second proxy you must state on each of the first Proxy Form and the second Proxy Form the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded. Please return both forms together in the same envelope.

4. Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

5. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the Company's registered office or at the address given below no later than 48 hours before the commencement of the meeting at 9:00 a.m. (WST) on Wednesday, 26 November 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by post or facsimile to Newfield Resources Limited:-

PO Box 3438
Nedlands WA 6909

Fax: (61-8) 6389 2588