



ACN 153 219 848

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

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**Date of Meeting**

Friday, 21 March 2014

**Time of Meeting**

11.30 a.m. (WST)

**Place of Meeting**

79 Broadway  
Nedlands WA 6009

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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An Extraordinary General Meeting of Newfield Resources Limited (**Company** or **Newfield**) is to be held on Friday, 21 March 2014, at 79 Broadway, Nedlands WA 6009, commencing at 11.30 am (WST).

### Business

#### Resolution 1 – Approval of Issue of 29,000,000 Shares and 29,000,000 Options

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 29,000,000 Shares and 29,000,000 Options as consideration for the acquisition of Allotropes Diamonds Pty Ltd 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 who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associate 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 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 2 – Approval of Issue of up to 30,000,000 Shares to raise up to \$6,000,000

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 30,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$6,000,000 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 who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associate 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 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 3 – Grant of Underwriter Options

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the grant of 10,000,000 Underwriter Options to the Underwriter or its nominees, 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 who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associate 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 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 4 – Election of Director – Mr Joshua Letcher

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

*“That, subject to the passing of Resolution 1 and settlement of the Acquisition, for the purposes of Clause 13.3 of the Company’s Constitution and for all other purposes, Mr Joshua Letcher, having been recommended by the Directors of the Company and consented to act, be elected as a director of the Company effective from the date of settlement of the Acquisition.”*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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. A proxy can be an individual or a body corporate. 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.

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 11.30 am (WST) on Wednesday, 19 March 2014 will be entitled to attend and vote at the 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**  
19 February 2014

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## EXPLANATORY STATEMENT

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 Extraordinary 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.

### General Information relating to Resolutions

#### *Background*

On 29 November 2013, the Company announced that it had entered into a conditional agreement under which it will acquire a 100% interest in Allotropes Diamonds Pty Ltd (**Allotropes**) which holds a diamond exploration project in Sierra Leone (the **Acquisition**). The Allotropes Exploration License covers a 101.52km<sup>2</sup> area along the diamondiferous Sewa River in Sierra Leone. A total of nineteen exploration bulk sample pits have been excavated by Allotropes and previous explorers. The recent Allotropes bulk sample pits have returned an average grade of 47cph (carats per hundred tonnes).

The Allotropes diamond project is complementary to the current exploration activity of the Company which is focused on its gold projects located in the Kalgoorlie region of Western Australia.

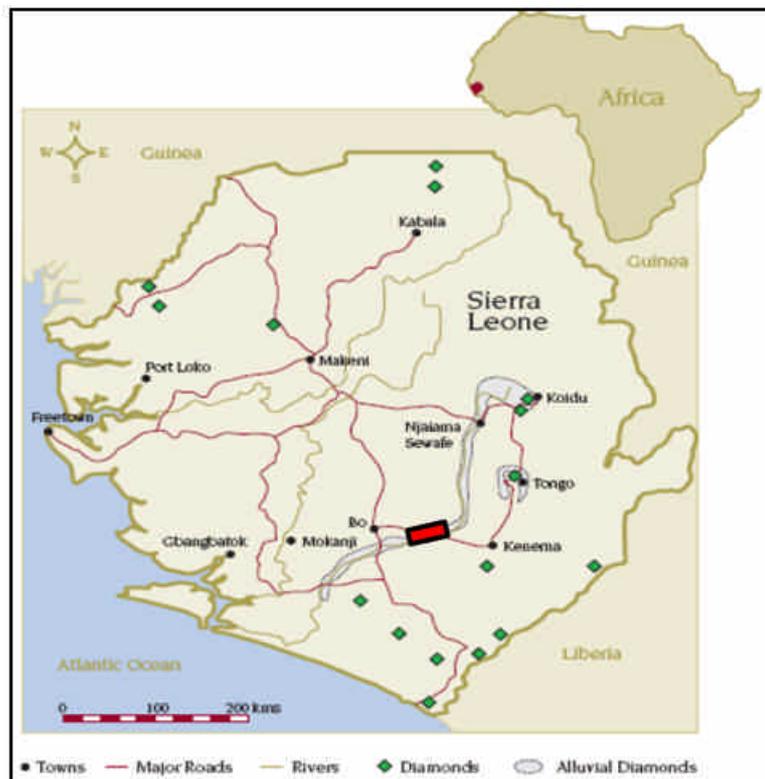
The conditional agreement provides that settlement of the Acquisition is subject to shareholder approval for the issue of 29,000,000 Shares and 29,000,000 Options (**Consideration Securities**) and completion of a fresh capital raising of up to \$6,000,000 with a minimum of \$4,000,000 (before costs).

Following completion of the minimum capital raising, the Company will have over \$5.6m to fund its diamond and gold projects. In addition, the management team of Allotropes will join the Company to expand its exploration capability.

The Company regards the Acquisition as a sound diversification strategy of its exploration activity. Furthermore, the Allotropes diamond project represents a highly prospective advanced alluvial diamond project with near-term production potential. The Acquisition and fresh capital raising is also intended to broaden and strengthen the Company's asset base and will enable it to positively explore its gold projects.

#### *The Allotropes Diamond Project*

Allotropes was formed in 2011 as a resource-development company, to explore for diamonds along the Sewa River in the Bo District of southern Sierra Leone. The Allotropes exploration licence, EL15/2012, covers 101.5km<sup>2</sup>, and is centred on the Sewa River alluvial diamond field. The floor-rocks to these wide-spread gravel occurrences comprise the Leonean Granite and Gneiss Terrane of the Man Craton of West Africa (Figure 1).



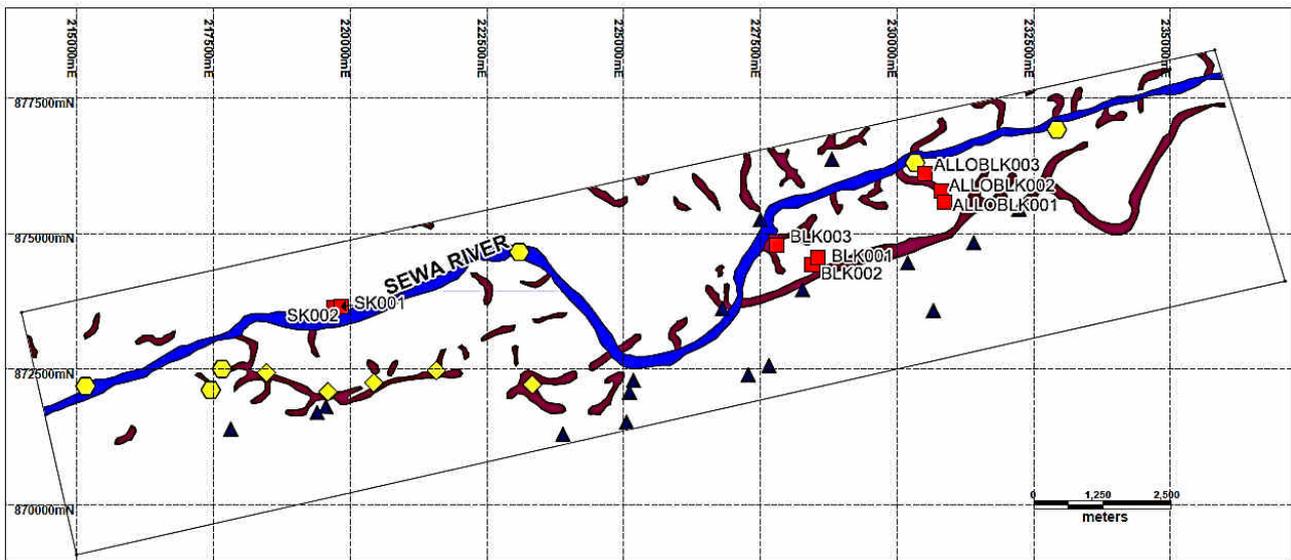
**Figure 1** Locality of Allotropes's Exploration licence along the diamondiferous Sewa River, Bo District, Sierra Leone

## EXPLANATORY STATEMENT

### Previous Exploration

Exploration undertaken by Allotropes and previous explorers on the licence area has included the acquisition of detailed aeromagnetic data, stream sediment sampling and the excavation of nineteen exploration bulk sample pits. The bulk sample exploration pits were excavated at various locations within the licence area along the Sewa River, which hosts both modern and palaeo diamondiferous gravel deposits. The exploration bulk samples targeted a variety of alluvial facies types that are present in the licence area and included high terrace, low terrace, swamp and river depositional environments.

Of the nineteen exploration bulk-sample pits completed within the Allotropes licence area, eleven of these were excavated by a previous explorer, Sierra Leone Diamond Company Ltd. Of these bulk-sample results, 6 pits returned average recovered grades of 36 cpht or more and 5 returned average recovered grades of 72 cpht or more. A total of eight infill pits were completed by Allotropes under the supervision of experienced field technicians, with an encouraging average recovered grade of 47 cpht (Table 1). The locations of both historic and current bulk sampling activities are shown in Figure 2.



**Figure 2** Locality map showing position of alluvial sampling activities conducted to date on the Allotropes licence area EL15/2012. Sinuous shapes (represented by purple fill) indicate swamp lands.

- SLDC B/S pits >0.5 cts/yd<sup>3</sup> (equivalent >36 cpht)
- ◆ SLDC B/S pits >1 ct/yd<sup>3</sup> (equivalent >72 cpht)
- ▲ SLDC Reconnaissance stream sediment (RSS) samples
- Allotropes exploration B/S pits

Bulk Sample Pit #	Location Area	Location Type	Sample ID	Coordinates		Mined Surface Area (m <sup>2</sup> )	Overburden (m)	Gravel Mass (tons)	Gravel Thickness (m)	Total Carats	Total Stones	Average Size (ct)	Grade (cpht)	Largest diamond (cts)
				Easting	Northing									
1	Sewa River	River	BLK003	227 797.81E	874 789.06N	281	0.65	151.74	0.3	38.27	38	1.00	25.22	3
2	Gbinema	High Terrace	BLK002	228 448.42E	874 420.49N	10	0.65	19.80	1.1	8.09	9	0.90	40.86	2.27
3	Gbinema	Low Terrace	BLK001	228 554.28E	874 559.29N	12	1.5	28.08	1.3	7.52	19	0.40	26.78	1.5
4	Jembe N/W	Low Terrace	ALLOBLK003	230 518.50E	876 112.67N	3.5	0.6	8.82	1.4	2.9	4	0.73	32.88	1.5
5	Jembe W	Swamp	ALLOBLK002	230 815.22E	875 785.83N	4	0.8	5.76	0.8	0.3	1	0.30	5.21	0.3
6	Jembe S/W	High Terrace	ALLOBLK001	230 873.05E	875 581.78N	4.2	0.3	7.56	1	0.5	1	0.50	6.61	0.5
8	Golu	Low Terrace	SK002	219 697.96	873 628.74	20	2.5	21.60	0.6	9.5	15	0.63	43.98	2.2
9	Golu	Low Terrace	SK001	219 841.08	873 655.98	47	2.52	43.99	0.52	68.58	101	0.67	155.89	8.09
								<b>287.35</b>	<b>7.02</b>	<b>135.66</b>	<b>188</b>	<b>0.64</b>	<b>47.21</b>	

**Table 1** Results of Allotropes's exploration bulk-sampling program.

All the samples collected from the Allotropes bulk-sampling campaign were treated on site, using a diesel-powered Dove Explorer™ 3tph combined trommel and jig wash plant (bottom screen size (BSS) 1mm square slots). Photographs of the SK001 exploration bulk sample pit and the diamonds recovered are shown in Figure 3.



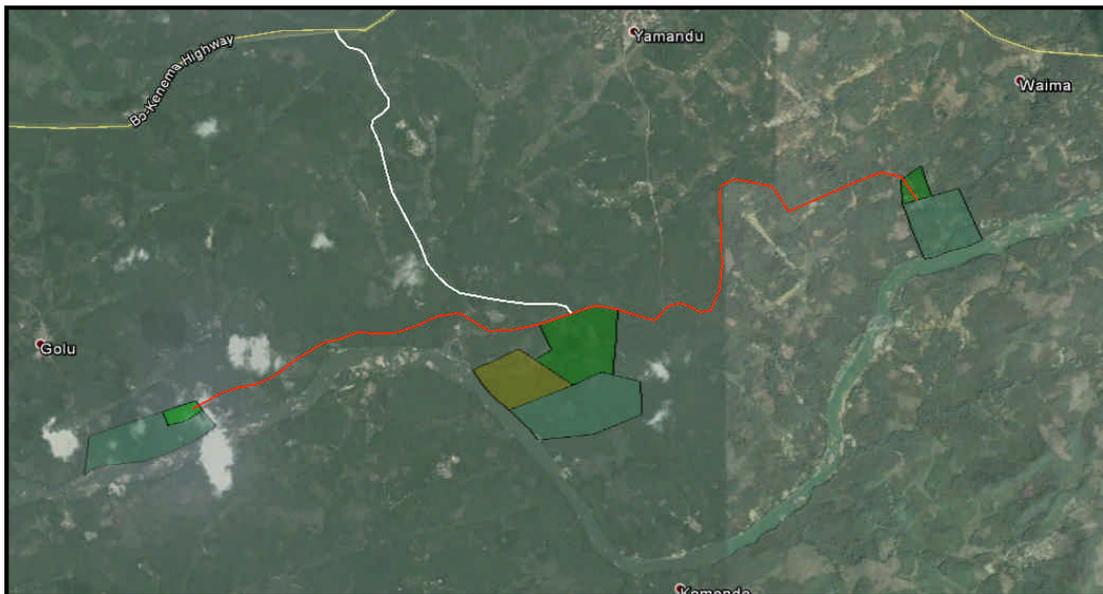
**Figure 3** Photograph of the SK001 exploration bulk sample pit completed by Allotropes on a lower terrace and the 101 diamonds that were recovered from this pit.

In summary, results from the Allotropes exploration bulk sample pits are considered to be encouraging with a total of 135.66 carats recovered to date from the exploration bulk-sampling at an average recovered grade of 47cpht, returning an average stone size of 0.64cts/stn.

*Proposed Exploration Program*

The Company’s immediate focus will be an intensive ore resource delineating and reconnaissance bulk-sampling campaign of the alluvial diamond occurrences to verify the extent of the alluvial diamond occurrences and their diamond content.

Three broadly defined start-up bulk-sampling areas have been provisionally outlined for the first phase of the program (Figure 4).



**Figure 4** Planned Sewa River alluvial start-up bulk-sampling sites on the north bank of the Sewa River. A centralised bulk-sampling and processing site on high-interest alluvials at the Yamandu Node will accommodate 2 additional satellite nodes, Golu Node to the West and Waima Node to the East. These will be linked via a main arterial haul road (red line) [Google Earth image].

The objective of the systematic exploration bulk sampling program is to establish the extent and grade of the alluvial diamond occurrences with the view to defining an economic resource. Through necessity, this activity will comprise a phased approach, with an initial pitting and exploration bulk sampling program. These planned activities will also be aligned at improving confidence levels on the resource both in terms of grade (distribution of contained mineralisation) and resource delineation (distribution of gravels). It is anticipated that this program will take twelve to eighteen months to complete and will cost approximately \$3 million, of which approximately \$2 million has been allocated to a Dense Media Separation (DMS) processing plant required to beneficiate the gravels.

Also worthy of note is that exploration conducted by Allotropes to date has recovered a diamond population with a large average stone size and which is unlikely to have travelled from the known primary, or kimberlite deposits in Sierra Leone, typified by the kimberlite pipes and dykes of the Koidu and Tongo diamond fields .

## EXPLANATORY STATEMENT

Therefore the medium term exploration plan will also include a program of drilling to systematically test geophysical targets within the licence area that may potentially represent kimberlite dykes, blows or pipes. An ongoing loaming and reconnaissance stream sediment (RSS) exercise will aim at recovering kimberlite indicator minerals for analysis in determining the disposition of primary ore bodies, if any, that lie within the Allotropes licence area.

### Risks

Exploration and mining, by its nature, contains elements of significant risk. Ultimate success depends on the discovery and extraction of economically recoverable and marketable mineral resources, obtaining and maintaining the necessary titles and other government regulatory approvals, obtaining and servicing of funding arrangements and otherwise funding the exploration and mining operations.

The Allotropes diamond project is located in Sierra Leone which is considered to be developing country and as such subject to emerging legal and political systems compared with the system in place in Australia.

Possible sovereign risks include, without limitation, changes in the terms of mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its shares.

No assurance can be given regarding future stability in Sierra Leone or any other country in which the Company may have an interest.

### Resolution 1 – Approval of Issue of 29,000,000 Shares and 29,000,000 Options (Consideration Securities)

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period or agree to issue more equity securities, if the number of those securities exceeds 15% of the total shares on issue at the commencement of that period. One circumstance in which an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of the shareholders in general meeting.

Consequently, the Company seeks that Shareholders approve the issue of Consideration Securities pursuant to the conditional agreement for the Acquisition.

The effect of Resolution 1 will be to allow the Company to issue the Shares and the Options pursuant to the conditional agreement for the Acquisition during the period of 3 months after the Extraordinary General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The maximum number of securities to be issued by the Company is 29,000,000 Shares and 29,000,000 Options.
- (b) The Consideration Securities will be issued to the following parties, who are not related parties of the Company:

Shareholder	Number of Shares	Number of Options
Joshua Letcher	11,265,386	11,265,386
Joseph Kowai	4,350,000	4,350,000
David Pursell	5,800,000	5,800,000
Margaret Hawke	1,561,538	1,561,538
Pygmalion Group Pty Ltd	1,003,846	1,003,846
Robert Ainsworth	111,538	111,538
David John & Sandra Emilia Leavy as Trustees for the DJ & SE Leavy Superannuation Fund	223,077	223,077
Sandra Emilia Leavy as Trustee for the Cologna Capital Trust	1,226,923	1,226,923
Richard Hall	780,769	780,769
Kim Hall	669,231	669,231
Roy Clarke	2,007,692	2,007,692
	29,000,000	29,000,000

- (c) The 29,000,000 Shares will be issued in consideration for 100% of the shares on issue in Allotropes. The 29,000,000 Options will be issued in consideration for 100% of the options on issue in Allotropes.
- (d) The Consideration Securities will be subject to a 24 month voluntary escrow restriction from the date of issue.
- (e) The Consideration Securities will be issued no later than 3 months after the date of this Meeting (or such later date as is permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the issue of Consideration Securities will occur on the same date.
- (f) The Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms as, and rank equally in all respects with, the existing Shares. The Options are exercisable at \$0.30 each on or before 15 June 2016 on the terms and conditions set out in Schedule 1 to this Explanatory Statement.

## EXPLANATORY STATEMENT

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### 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 1.

### **Resolution 2 – Approval of Issue of up to 30,000,000 Shares to raise up to \$6,000,000**

Prior to the completion of the Acquisition, the Company will undertake a capital raising of up to \$6,000,000 (before costs). The Company has entered into an underwriting agreement in respect of 20,000,000 Shares to raise \$4,000,000 (before costs) (**Underwriting Agreement**). A summary of the terms and conditions of the Underwriting Agreement is set out in Schedule 2 of the Explanatory Statement. As noted above, it is considered by the Board to be in the best interests of the Company to maintain its 15% flexibility to issue securities without seeking shareholder approval under Listing Rule 7.1 if the need or opportunity arises.

A summary of Listing Rule 7.1 is set out under the Explanatory Statement for Resolution 1 above.

The effect of Resolution 2 will be to allow the Company to issue the Shares pursuant to the capital raising during the period of 3 months after the Extraordinary General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The maximum number of securities to be issued by the Company is 30,000,000 Shares.
- (b) As at the date of this Notice, the identity of the investors is not known. However, all the investors of the Shares will be international and domestic institutional and sophisticated investors, none of whom will be related parties of the Company.
- (c) The Shares will be issued at \$0.20 per share.
- (d) The Shares will be issued no later than 3 months after the date of this Meeting (or such later date as is permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the issue of the Shares will occur on the same date.
- (e) The Shares will be issued on the same terms as, and rank equally in all respects with, the existing Shares issued in the capital of the Company.

The funds raised from the issue of the Shares will be applied towards the development of the Company's Kalgoorlie gold projects and to progress the exploration activities on the Allotropes Diamond Project towards near-term production.

### Board recommendation

The Board recommends shareholders vote in favour of Resolution 2.

### Voting intention

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

### **Resolution 3 – Grant of Underwriter Options**

On 29 November 2013, the Company announced its intention to undertake a capital raising exercise involving international and domestic institutional and sophisticated investors, seeking to raise \$6,000,000 with a minimum of \$4,000,000 (before costs). Townshend Capital Pty Ltd (Australian Financial Services Licence No.219326) has agreed to underwrite \$4,000,000 (**Underwritten Amount**) represented by 20,000,000 Shares at an issue price of \$0.20 each. A summary of the Underwriting Agreement is provided in Schedule 2 of the Explanatory Statement. The Underwriting Fee is 10,000,000 Underwriter Options.

Pursuant to the Underwriting Agreement, the Company has agreed to grant the Underwriter or its nominees 10,000,000 Underwriter Options, subject to shareholder approval. As noted above, it is considered by the Board to be in the best interests of the Company to maintain its 15% flexibility to issue securities without seeking shareholder approval under Listing Rule 7.1 if the need or opportunity arises.

The effect of Resolution 3 will be to allow the Company to issue the Underwriter Options during the period of 3 months after the Extraordinary General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

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## EXPLANATORY STATEMENT

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A summary of Listing Rule 7.1 is set out under the Explanatory Statement for Resolution 1 above.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The maximum number of securities to be issued by the Company is 10,000,000 Underwriter Options.
- (b) The Underwriter Options will be granted to the Underwriter or its nominees, or a combination of both. The Underwriter is not a related party of the Company.
- (c) The Underwriter Options will be granted as the Underwriting Fee.
- (d) The Underwriter Options will be granted no later than 3 months after the date of this Meeting (or such later date as is permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the issue of the Underwriter Options will occur on the same date.
- (e) The Underwriter Options will be exercisable at \$0.30 each on or before 15 June 2017 on the terms and conditions of the Underwriting Options set out in Schedule 3 to this Explanatory Statement.
- (f) No funds will be raised by the Company from the grant of the Underwriter Options.

### Board recommendation

The Board recommends shareholders vote in favour of Resolution 3.

### Voting intention

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

## **Resolution 4 – Election of Director – Mr Joshua Letcher**

Upon completion of the Acquisition, the Company will appoint Mr Joshua Letcher to the Board as an Executive Director.

Mr Letcher is a director of Allotropes. As Allotropes' founding and major shareholder, Mr Letcher was responsible for the development of Allotropes' interests in Sierra Leone. The roles in that capacity include project management, plant construction and commissioning, exploration management and marketing.

Mr Letcher has worked in various operational and technical roles with Rio Tinto, Schlumberger and BHP Billiton. His experience with these mining groups includes the design and establishment of mining camps and the development of mining and safety procedures. He also worked at the Royal Australian Navy where he acquired his mechanical engineering qualification and experience.

Clause 13.3 of the Constitution states no person other than a Director seeking re-election shall be eligible for election to the office of Director at any general meeting unless the person or some Shareholder intending to propose his or her nomination has, at least 30 Business Days before the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidacy for the office or the intention of the Shareholder to propose the person.

A copy of the notice of nomination to be a director of the Company for Mr Letcher is enclosed at Schedule 4.

### Board recommendation

The Directors support the election of Mr Joshua Letcher to the Board and believe that it is in the best interests of Shareholders that he be appointed as a Director.

### Voting intention

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

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## **Glossary**

**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 Extraordinary General Meeting.

**Listing Rules** means the Listing Rules of ASX.

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

**Option** means an option to acquire one Share exercisable at \$0.30 each on or before 15 June 2016 on the terms and conditions set out in Schedule 1 to this Explanatory Statement.

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

**Shareholder** means a member of the Company, as defined in the Constitution of the Company.

**Underwriter** means Townshend Capital Pty Ltd (Australian Financial Services Licence No.219326).

**Underwriter Option** means an option to acquire one Share exercisable at \$0.30 each on or before 15 June 2017 on the terms and conditions set out in Schedule 3 to this Explanatory Statement.

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

## **Competent Person's Statement**

*The information in the Explanatory Statement of which this statement forms part that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Richard Hall who is a Member of the Australasian Institute of Mining and Metallurgy and a member of the Australian Geological Society and who is a consulting geologist to Allotropes Diamonds Pty Ltd and Newfield Resources Limited. Information contained in this Explanatory Statement has been compiled from unpublished information. Whilst third party sources are believed to be reliable, the accuracy and completeness of data herein cannot be guaranteed.*

*Mr Hall has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Hall consents to the inclusion in the Explanatory Statement of the matters based on his information in the form and context in which it appears.*

## Schedule 1

### Terms and Conditions of Options

- a) *Exercise Price*  
Subject to adjustment in accordance with paragraph (i), the exercise price of each Option is 30 cents.
- b) *Entitlement*  
Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company upon valid exercise of the Option.
- c) *Option Period*  
The Options will expire at 5.00pm WST on 15 June 2016. Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically expire on the expiry date.
- d) *Ranking of Share Allotted on Exercise of Option*  
Subject to any restriction or escrow arrangements imposed by ASX or voluntarily agreed with the Company, each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.
- e) *Voting*  
A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.
- f) *Transfer of an Option*  
Options are transferrable at any time prior to the expiry date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX or any voluntary restriction agreement applicable to the Options.
- g) *Method of Exercise of an Option*
- (i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 10,000 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 10,000, then the total of all Options held by that Option Holder must be exercised.
  - (ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of 30 cents (\$0.30) per Share.
  - (iii) Subject to paragraph (g) (i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
  - (iv) Within 14 days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
  - (v) If the Company is listed on the ASX, the Company will on the date of issue of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
  - (vi) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.
- h) *ASX Quotation*  
The Options will not be quoted on ASX.
- i) *Reconstruction*  
In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.
- j) *Participation in New Share Issues*  
There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be at least seven (7) business days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- k) *Adjustment for pro-rata issues (except a bonus issue)*  
There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.
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## Schedule 2

### Summary of Underwriting Agreement

Newfield entered into an underwriting agreement dated 18 February 2014 with Townshend Capital Pty Ltd (Australian Financial Services Licence No.219326) in respect of a capital raising of \$4,000,000 (the "Capital Raising") represented by the issue of 20,000,000 Shares at an issue price of \$0.20 per Share (the "Underwriting Agreement").

Under the terms of the Underwriting Agreement, the Underwriter has agreed to apply for those Shares to be issued under the Capital Raising for which valid applications have not been received by the Closing Date and in respect of which Newfield issues a shortfall notice under the terms of the Underwriting Agreement (the "Shortfall Shares").

The Underwriter will be paid an underwriting fee of \$40,000 to be satisfied by the issue of 10,000,000 Underwriter Options. The terms and conditions of the Underwriter Options are set out in Schedule 3 to this Explanatory Statement. In addition, Newfield is required to pay all reasonable costs, charges and expenses of the Underwriter (including legal fees) in connection with the Underwriting Agreement and related matters up to a limit of \$3,000 in aggregate.

Under the terms of the Underwriting Agreement, the Underwriter is entitled to appoint sub-underwriters in respect of its obligations under the agreement without requiring the prior approval of Newfield and will be responsible for the fees of any sub-underwriters.

The Underwriting Agreement contains a range of warranties on the part of Newfield and the Underwriter which are standard for an agreement of this type. Newfield also gives a range of undertakings in relation to the conduct of its business during the term of the Underwriting Agreement.

The Underwriter may (provided the materiality threshold referred to below is satisfied) terminate the Underwriting Agreement by notice to Newfield if any one or more of the following events occur at any time between the date of the Underwriting Agreement and the issue of any shortfall Shares to the Underwriter:

- (1) any material adverse change occurs in the financial position or prospects of the Company;
  - (2) there is an outbreak of hostilities (whether war has been declared or not) involving any one or more of Australia, the United States of America, Republic of Indonesia (including East Timor), the People's Republic of China (including Hong Kong), Russia or Japan other than hostilities presently existing or there is any other outbreak of hostilities (whether war has been declared or not) where such hostilities are in the reasonable opinion of the Underwriter likely to have a material adverse impact on the Capital Raising;
  - (3) the adoption or announcement by or on the authority of the Australian government of any change in fiscal or monetary or taxation policy which could materially and adversely affect the Company or any law or prospective law or other measure having the effect of restraining capital issues and which in either case could have a material adverse effect on the Capital Raising;
  - (4) any contravention by the Company or any person who is an officer of the Company of any provision of the *Corporations Act* or any other legislation of the Commonwealth of Australia or its states or territories or the Listing Rules provided that contravention has had, or would have, a material adverse effect on the Capital Raising;
  - (5) a receiver or manager or receiver and manager or administrator or other controller is appointed to all or any parts of the assets or undertaking of the Company;
  - (6) the Company enters into a scheme of arrangement with its creditors or any class of them or indicates its intention to do so;
  - (7) the Company suspends payments of its debts or is unable to pay its debts or is insolvent within the meaning of section 95A and Part 5.4 of the *Corporations Act*;
  - (8) the Company is placed under administration or an administrator is appointed;
  - (9) a provisional liquidator is appointed to the Company;
  - (10) the Company is in breach of any material provision of this Agreement;
  - (11) a director of the Company is convicted of any criminal offence involving fraudulent or dishonest conduct;
  - (12) there is a failure to deliver the Certificate under the terms of this Agreement;
  - (13) any person other than the Underwriter, gives a notice under section 730 of the *Corporations Act*;
  - (14) except with the prior written consent of the Underwriter (such consent not to be unreasonably withheld or delayed) or previously notified to the Underwriter prior to the date of this Agreement, the Company makes an issue of or grants an option to subscribe for Shares or agrees to do so, issues or agrees to issue convertible notes, disposes or changes or agrees to dispose or change the whole or a substantial part of its business;
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## EXPLANATORY STATEMENT

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- (15) the Company alters, or announces its intention to alter, its capital structure or its Constitution without the prior written consent of the Underwriter (that consent not to be unreasonably withheld or delayed);
- (16) there is a material breach of any of the warranties provided by the Company under this Agreement;
- (17) without the approval of the Underwriter the Company makes any statement or publishes or issues by any means any notice, circular or advertisement relating to the Company or its activities or the Capital Raising which is prejudicial in any manner whatever to the prospects of the Capital Raising being fully subscribed for by persons other than the Underwriter;
- (18) the ASX 200 Index, the Dow Jones Index or the NASDAQ Index falls at least 15% below its level on the date of execution of this Agreement;
- (19) the Reserve Bank of Australia Official Cash Rate increases by 1.5% from its level on the date of execution of this Agreement;
- (20) (a) unconditional approval; or  
(b) an approval that is subject to conditions:
  - (i) that in the reasonable opinion of the Underwriter are not material to the Capital Raising; or
  - (ii) the satisfaction of which is solely within the control of the Underwriter; or
  - (iii) the satisfaction of which in the reasonable opinion of the Underwriters is within the control of the Company and the Company undertakes in writing to the Underwriter to comply with the conditions within the time required by the Exchange,is not received from ASX for the grant of official quotation of the Shares before the date on which the Underwriter is required to lodge Applications;

The occurrence of any event listed above will not entitle the Underwriter to terminate this Agreement unless, in the opinion of the Underwriter reached in good faith and acting reasonably, the event has or could have a material adverse effect on the outcome of the Capital Raising or could give rise to a liability of the Underwriter under section 1005(1) of the *Corporations Act*.

The Underwriting Agreement also contains a broad indemnity from Newfield in favour of the Underwriter and its officers and employees against all liabilities, losses, damages, costs or expenses incurred or suffered by them from any actions, demands, claims, suits and proceedings arising out of the conduct of the Capital Raising or a breach by Newfield of the terms of the Underwriting Agreement.

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### Schedule 3

#### Terms and Conditions of Underwriter Options

- a) *Exercise Price*  
Subject to adjustment in accordance with paragraph (i), the exercise price of each Option is 30 cents.
- b) *Entitlement*  
Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company upon valid exercise of the Option.
- c) *Option Period*  
The Options will expire at 5.00pm WST on 15 June 2017. Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically expire on the expiry date.
- d) *Ranking of Share Allotted on Exercise of Option*  
Subject to any restriction or escrow arrangements imposed by ASX or voluntarily agreed with the Company, each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.
- e) *Voting*  
A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.
- f) *Transfer of an Option*  
Options are transferrable at any time prior to the expiry date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX or any voluntary restriction agreement applicable to the Options.
- g) *Method of Exercise of an Option*
- (i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 10,000 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 10,000, then the total of all Options held by that Option Holder must be exercised.
  - (ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of 30 cents (\$0.30) per Share.
  - (iii) Subject to paragraph (g) (i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
  - (iv) Within 14 days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
  - (v) If the Company is listed on the ASX, the Company will on the date of issue of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
  - (vi) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.
- h) *ASX Quotation*  
The Options will not be quoted on ASX.
- i) *Reconstruction*  
In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.
- j) *Participation in New Share Issues*  
There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be at least seven (7) business days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- k) *Adjustment for pro-rata issues (except a bonus issue)*  
There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.
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**Schedule 4**

**Notice of Nomination – Mr Joshua Letcher**

10 December 2013

The Board of Directors  
Newfield Resources Limited  
79 Broadway  
Nedlands WA 6009

Dear Sirs and Madam,

**Notice of Nomination**

In accordance with clause 13.3 of the constitution of Newfield Resources Limited (ACN 153 219 848) (Company), I, Joshua Letcher, signify my intention to become a director of Newfield Resources Limited and consent to my nomination at the upcoming meeting of shareholders to be held on or around 14 March 2014.

Yours sincerely,

Joshua Letcher

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## Schedule 5 - Supporting Documentation pertaining to the Allotropes Diamond Company Sewa River Alluvial Diamond Project - Baoma Chiefdom, Bo District, Sierra Leone.

### JORC Code (2012) Requirements-Table 1

#### Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
<i>Sampling techniques</i>	<ul style="list-style-type: none"> <li>• <i>Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.</i></li> <li>• <i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</i></li> <li>• <i>Aspects of the determination of mineralisation that are Material to the Public Report.</i></li> <li>• <i>In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Nineteen (19) alluvial bulk samples have been completed in the Allotropes Exploration Licence EL 15/2012 (herein after referred to as the EL), under the appropriate level of supervision and sample integrity, in so far as this can be established.</li> <li>• Excavations have been conducted partially by hand and mechanical means, to recover the basal gravel wash. An average thickness of c.100 cm gravel was achieved, with an average thickness of 120 cm of overburden material being the norm.</li> <li>• The bulk-samples are considered reconnaissance level and as such, are unsuitable for resource estimation purposes, other than to provide an indicative estimation of the mode and occurrence of the gravels and their contained mineralisation.</li> <li>• The delineation of the distribution of diamondiferous gravels has been determined at a reconnaissance level and additional bulk-sampling activities on sedimentologically desirable and statistically representative localities in order to determine a JORC compliant maiden diamond resource are still required.</li> </ul>
<i>Drilling techniques</i>	<ul style="list-style-type: none"> <li>• <i>Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).</i></li> </ul>	<ul style="list-style-type: none"> <li>• Not applicable – no drilling methodologies employed as all reconnaissance activity to date has been conducted via mechanical and/or manual excavation of pits.</li> </ul>
<i>Drill sample recovery</i>	<ul style="list-style-type: none"> <li>• <i>Method of recording and assessing core and chip sample recoveries and results assessed.</i></li> <li>• <i>Measures taken to maximise sample recovery and ensure representative nature of the samples.</i></li> <li>• <i>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Not applicable as no drilling methodologies employed</li> </ul>

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
Logging	<ul style="list-style-type: none"> <li>• Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</li> <li>• Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</li> <li>• The total length and percentage of the relevant intersections logged.</li> </ul>	<ul style="list-style-type: none"> <li>• Sample pits (various dimensions) were lithologically logged to capture, among other parameters, overburden and gravel thickness, depth to bedrock, footwall contacts (sharp, gradual) and footwall lithology and character (weathered, fresh). From some of these parameters, an indicative resource pertaining to volume and tonnage is able to be calculated and extrapolated.</li> <li>• Most pits were photographically recorded.</li> </ul>
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> <li>• If core, whether cut or sawn and whether quarter, half or all core taken.</li> <li>• If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</li> <li>• For all sample types, the nature, quality and appropriateness of the sample preparation technique.</li> <li>• Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</li> <li>• Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.</li> <li>• Whether sample sizes are appropriate to the grain size of the material being sampled.</li> </ul>	<ul style="list-style-type: none"> <li>• All samples were representative of the <i>in situ</i> material collected in so far as the mineralised horizon (the basal wash) was targeted. However, not all historic samples were socketed into bedrock i.e. beyond the footwall contact; the rationale being that much of the diamond concentration in alluvial deposits occupies this interface.</li> <li>• All samples processed with minimum handling to ensure sample integrity and minimise loss of ore material.</li> <li>• Sub-sampling techniques not applicable as no further reduction of sample required once excavated.</li> </ul>
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> <li>• The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</li> <li>• For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</li> <li>• Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.</li> </ul>	<ul style="list-style-type: none"> <li>• Owner-operated samples were processed through Dove Explorer 3tph mechanical jig and sorted on site. Where 3<sup>rd</sup> party results have been utilised, these bulk-samples have been processed through purpose-built Du Toit Venter jigs (ex-Kimberley, South Africa) and a DMS facility.</li> <li>• All concentrates were visually sorted in the absence of x-ray or optical sorters.</li> <li>• Where 3<sup>rd</sup> party results have been reported, these results have been obtained via hand-offs sorting methods, i.e. with a glove-box, thereby increasing the level of confidence in these results.</li> </ul>
Verification of sampling and assaying	<ul style="list-style-type: none"> <li>• The verification of significant intersections by either independent or alternative company personnel.</li> <li>• The use of twinned holes.</li> <li>• Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</li> <li>• Discuss any adjustment to assay data.</li> </ul>	<ul style="list-style-type: none"> <li>• No independent verification of the sampling process was undertaken.</li> <li>• No adjustments to assay data have been made.</li> </ul>

## Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
<p><i>Mineral tenement and land tenure status</i></p>	<ul style="list-style-type: none"> <li>• <i>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.</i></li> <li>• <i>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</i></li> </ul>	<ul style="list-style-type: none"> <li>• The EL is 100% owned by Allotropes. In the ownership structure, there is no participation (free-carry or otherwise) with the Sierra Leone government other than a 6.5% royalty levied for precious stones (15% for specials valued over US\$0.5M per stone) as well as an export tax that is applied to all diamonds sent out of the country.</li> <li>• The EL is issued initially for a 4 year period, and 2 subsequent renewals are permitted – the second renewal being for a 3 year period and the last being for a 2 year period, for a total of 9 years. There is no requirement at this stage for Allotropes to reduce the licence size.</li> <li>• The EL tenure and planned work program for the forthcoming year is in good standing. Their secure status was confirmed in two letters received in December 2013 from the Deputy Minister of Mines and the Sierra Leone National Minerals Agency (NMA).</li> </ul>
<p><i>Exploration done by other parties</i></p>	<ul style="list-style-type: none"> <li>• <i>Acknowledgment and appraisal of exploration by other parties.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Sierra Leone Diamond Company (SLDC, now rebadged as African Minerals) conducted an extensive umbrella, multi-commodity and diamond exploration program, comprising an airborne magnetic survey for kimberlites (28 000 km<sup>2</sup>), a ground-based reconnaissance stream sediment sampling (RSS) and bulk-sample pitting program over their alluvial deposits, over approximately 40 000km<sup>2</sup> of the country. With respect to their alluvial diamond exploration program, the historic blocks 11 and 12 (Hall, 1969) of the Sewa River area, over which the Allotropes licence lies, were reasonably prospected by SLDC, who returned an average 'background' grade of 25 cpht and an average stone size of 0.5 carats per stone (cts/stn). Their exploration activities were conducted over the period 1996-2007, but effectively ceased for several years during the civil war, which ended in 2002. SLDC commenced some commercial production of alluvial diamonds in 2003 and even intersected a primary kimberlite dyke from a drilling campaign focused around the Lake Popei area, but decided to focus on developing their 13 billion ton JORC compliant Tonkilili iron ore deposit, now one of the largest magnetite deposits in the world.</li> <li>• Artisinal miners have exploited significant diamondiferous swamps and rivers in the EL over the years – however, these activities have not formally been documented or depletions recorded.</li> </ul>

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
Geology	<ul style="list-style-type: none"> <li>• <i>Deposit type, geological setting and style of mineralisation.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Dominant diamondiferous alluvial facies types identified are: <ul style="list-style-type: none"> <li>○ Modern River deposits;</li> <li>○ Swamps and Flats;</li> <li>○ Alluvial terraces (Low and High Terraces limited to proximity to river);</li> <li>○ Surface residual deposits comprising colluvial/eluvial aprons (surface residual deposits) over and adjacent to interpreted kimberlite geophysical anomalies are considered the principal alluvial (host) gravel horizon.</li> <li>○ Primary diamond ore bodies - geophysical anomalies/models indicate pipe and blows and lozenge-shape en-echelon kimberlite dyke swarms (considered of Jurassic (c.145Ma) age as per the known kimberlite occurrences), that have been interpreted as occurring within the EL. Local strike of interpreted kimberlitic fissuring in the EL, is approx. N65<sup>0</sup>E, which coincides with both the Koidu and Tongo structural orientations and is considered a regional strike orientation for kimberlite emplacement (E.M.W. Skinner <i>et al.</i>, 2004).</li> </ul> </li> </ul>
Drill hole Information	<ul style="list-style-type: none"> <li>• <i>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:</i> <ul style="list-style-type: none"> <li>○ <i>easting and northing of the drill hole collar</i></li> <li>○ <i>elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar</i></li> <li>○ <i>dip and azimuth of the hole</i></li> <li>○ <i>down hole length and interception depth</i></li> <li>○ <i>hole length.</i></li> </ul> </li> <li>• <i>If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</i></li> </ul>	<ul style="list-style-type: none"> <li>• There is no historic or current drill hole information available over the EL.</li> </ul>
Data aggregation methods	<ul style="list-style-type: none"> <li>• <i>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.</i></li> <li>• <i>Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.</i></li> <li>• <i>The assumptions used for any reporting of metal equivalent values should be clearly stated.</i></li> </ul>	<ul style="list-style-type: none"> <li>• No weighting, averaging or grade truncation methods have been utilised to calculate the indicative evaluation and resource estimation.</li> <li>• No metal equivalent values have been considered.</li> </ul>

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
<i>Relationship between mineralisation widths and intercept lengths</i>	<ul style="list-style-type: none"> <li>• <i>These relationships are particularly important in the reporting of Exploration Results.</i></li> <li>• <i>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</i></li> <li>• <i>If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').</i></li> </ul>	<ul style="list-style-type: none"> <li>• Results, where quoted, are from surface pits, excavated to bedrock where possible. The pervasive single storey (multi-storey in some of the fluvial deposits associated with the Modern river) basal gravel present over the EL is the target horizon for diamond mineralisation.</li> <li>• Much of the historic and anecdotal data appears not to have intersected the bedrock basal contact, especially in water-logged areas adjacent to the river. This is particularly the case in the artisanal workings, where lack of mechanisation and water ingress, has impeded efforts to reach the bedrock contact.</li> </ul>
<i>Diagrams</i>	<ul style="list-style-type: none"> <li>• <i>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Appropriate maps and plans have been compiled. Historic and 3<sup>rd</sup> party maps are also available from government sources (e.g. Sierra Leone National Minerals Agency).</li> </ul>
<i>Balanced reporting</i>	<ul style="list-style-type: none"> <li>• <i>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</i></li> </ul>	<ul style="list-style-type: none"> <li>• The results reported are encompass both low and high grade (i.e. actual) values</li> <li>• The results are representative and have not been capped or smoothed to reduce the 'nugget-effect' inherent in many diamond alluvial deposits.</li> <li>• The basal unconformity is considered an important geological layer for concentrated diamond mineralisation - thus it is likely that any historic alluvial diamond grades, volumes, thicknesses and tonnage estimates, where quoted, may be understated.</li> </ul>
<i>Other substantive exploration data</i>	<ul style="list-style-type: none"> <li>• <i>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</i></li> </ul>	<ul style="list-style-type: none"> <li>• There is other substantive exploration data available. The data obtained from a previous comprehensive exploration program (ex SLDC) has been obtained – this includes: <ul style="list-style-type: none"> <li>○ High resolution airborne magnetic data (100m line spacing; 55m flight height; 20m grid spacing)</li> <li>○ Exploration bulk localities and sample grades</li> <li>○ Maps of potential resource areas</li> <li>○ Drilling and sampling programs</li> </ul> </li> </ul>
<i>Further work</i>	<ul style="list-style-type: none"> <li>• <i>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).</i></li> <li>• <i>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Future exploration work will be aimed at establishing the repeatability of historic diamond grades and further identifying the mode and occurrence (distribution and geographic locality) of diamondiferous gravels within the EL.</li> <li>• A planned slim-line reconnaissance drilling program is being finalised.</li> <li>• Thereafter, further bulk sample sites will be identified on the basis of the gravel distribution, with a view to evaluating the mineral content of these gravels in a systematic, geo-statistically representative manner, taking cognisance of both regional and local geology trends and structures.</li> </ul>

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
		<ul style="list-style-type: none"> <li>This work is an iterative process and the method planned is one that can be adapted and applied over each newly identified potential resource area.</li> </ul>

### Sections 3 & 4 Estimation and Reporting of Mineral Resources – Not Applicable

### Section 5 Estimation and Reporting of Diamonds and Other Gemstones

(Criteria listed in other relevant sections also apply to this section. Additional guidelines are available in the ‘Guidelines for the Reporting of Diamond Exploration Results’ issued by the Diamond Exploration Best Practices Committee established by the Canadian Institute of Mining, Metallurgy and Petroleum.)

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
Indicator minerals	<ul style="list-style-type: none"> <li>Reports of indicator minerals, such as chemically/physically distinctive garnet, ilmenite, chrome spinel and chrome diopside, should be prepared by a suitably qualified laboratory.</li> </ul>	<ul style="list-style-type: none"> <li>Kimberlite Indicator Minerals (KIMs) have been reported by the previous owner/operator, SLDC.</li> <li>KIMs predominantly comprise kimberlitic ilmenites and chromites, with kimberlitic ilmenite dominating the recoveries.</li> <li>KIMs were recovered using standard laboratory techniques - heavy liquid separation (R.D. 2.9 g/cm<sup>3</sup>), followed by magnetic separation and then hand-picked mineral grain counts (most reported at 0.6mm size in +1 sieve fraction).</li> <li>An owner-operated RSS and soil loaming program for KIMs will be initiated shortly. To date, no KIMs have been recovered from the EL by Allotropes.</li> </ul>
Source of diamonds	<ul style="list-style-type: none"> <li>Details of the form, shape, size and colour of the diamonds and the nature of the source of diamonds (primary or secondary) including the rock type and geological environment.</li> </ul>	<ul style="list-style-type: none"> <li>The EL contains a portion of the medial reach of the diamondiferous Sewa River.</li> <li>The diamonds contained in secondary or alluvial deposits adjacent and removed from the Sewa’s banks, are long thought to be derived from the weathering and erosion of primary ore bodies in its catchment area to the north, which straddles the known primary or kimberlite occurrences in the Kono District (Koidu and Tongo pipe and dykes clusters of Jurassic age [c.143-146 Ma]).</li> <li>Mass balance problems, coupled with anomalously larger than average stone sizes along the diminution curve than at source (D. Sutherland, 1982), seem to refute this theory and point to a more localised source for the Sewa alluvial diamonds.</li> <li>Widespread colluvial/eluvial deposits derived from down-wasted (Cretaceous Pluvial Epochs?) primary kimberlite sources appear to be the main secondary (alluvial) host.</li> <li>Distribution by hill-slope and sheetwash processes probably account</li> </ul>

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		<p>for the extensive laterally developed surface residual gravels, comprised predominantly of a locally derived lateritic clast assemblage.</p> <ul style="list-style-type: none"> <li>Inherited fluvial clasts (high-rounding, high-sphericity) are uncommon, except where alluvials are proximal to the Modern river.</li> <li>An endorheic component is apparent for many of these diamondiferous drainages, thereby promoting the view that the diamonds are sourced locally or from near-source deposits.</li> </ul>
Sample collection	<ul style="list-style-type: none"> <li>Type of sample, whether outcrop, boulders, drill core, reverse circulation drill cuttings, gravel, stream sediment or soil, and purpose (e.g. large diameter drilling to establish stones per unit of volume or bulk samples to establish stone size distribution).</li> <li>Sample size, distribution and representivity.</li> </ul>	<ul style="list-style-type: none"> <li>Extensive reconnaissance stream sediment (RSS) samples and excavated bulk-sample pits at sedimentologically suitable locations have been completed by current and previous owners.</li> <li>The bulk-sample pits were mechanically excavated or dug by hand and the smaller RSS conducted by hand.</li> <li>The samples were collected from distinct geographic (various terrace elevations) and environments of deposition (swamps, alluvial terraces etc), but were infrequent enough in their spacing to be statistically representative.</li> <li>Individual results are representative in relation to their sample size to allow an indicative (non-compliant) resource estimation and evaluation to be conducted for in-house purposes.</li> </ul>
Sample treatment	<ul style="list-style-type: none"> <li>Type of facility, treatment rate, and accreditation.</li> <li>Sample size reduction. Bottom screen size, top screen size and re-crush.</li> <li>Processes (dense media separation, grease, X-ray, hand-sorting, etc).</li> <li>Process efficiency, tailings auditing and granulometry.</li> <li>Laboratory used, type of process for micro diamonds and accreditation.</li> </ul>	<ul style="list-style-type: none"> <li>Samples from both previous and current operators were treated through purpose-built mechanical jigs, suitable for exploration work in the tropics.</li> <li>Bottom screen size (BSS) in both instances was 1mm cut-off (square slots).</li> <li>All sorting was visually conducted except where DMS results are reported (hands-off facility)</li> </ul>
Carat	<ul style="list-style-type: none"> <li>One fifth (0.2) of a gram (often defined as a metric carat or MC).</li> </ul>	<ul style="list-style-type: none"> <li>Reported as carats</li> </ul>
Sample grade	<ul style="list-style-type: none"> <li>Sample grade in this section of Table 1 is used in the context of carats per units of mass, area or volume.</li> <li>The sample grade above the specified lower cut-off sieve size should be reported as carats per dry metric tonne and/or carats per 100 dry metric tonnes. For alluvial deposits, sample grades quoted in carats per square metre or carats per cubic metre are acceptable if accompanied by a volume to weight basis for calculation.</li> <li>In addition to general requirements to assess volume and density</li> </ul>	<ul style="list-style-type: none"> <li>Sample grades when reported, are/will be in units of carats per hundred tons or cpht for alluvials. The use of carats per ton (cpt) are used where the grade permits i.e. the mineral tenor is high enough to warrant it.</li> <li>Previous use of carats per cubic yard converted to carats per cubic metre and then cpt or cpht.</li> <li>Kimberlite samples as and when reported are likely to be quoted as carats per ton (cpt) due to the inherent higher grades (mineral tenor)</li> </ul>

Criteria	JORC Code explanation	Allotropes Diamonds Commentary
	<p><i>there is a need to relate stone frequency (stones per cubic metre or tonne) to stone size (carats per stone) to derive sample grade (carats per tonne).</i></p>	<p>in these primary deposits.</p>
<p><i>Reporting of Exploration Results</i></p>	<ul style="list-style-type: none"> <li>• <i>Complete set of sieve data using a standard progression of sieve sizes per facies. Bulk sampling results, global sample grade per facies. Spatial structure analysis and grade distribution. Stone size and number distribution. Sample head feed and tailings particle granulometry.</i></li> <li>• <i>Sample density determination.</i></li> <li>• <i>Per cent concentrate and undersize per sample.</i></li> <li>• <i>Sample grade with change in bottom cut-off screen size.</i></li> <li>• <i>Adjustments made to size distribution for sample plant performance and performance on a commercial scale.</i></li> <li>• <i>If appropriate or employed, geostatistical techniques applied to model stone size, distribution or frequency from size distribution of exploration diamond samples.</i></li> <li>• <i>The weight of diamonds may only be omitted from the report when the diamonds are considered too small to be of commercial significance. This lower cut-off size should be stated.</i></li> </ul>	<ul style="list-style-type: none"> <li>• An approximation of the gravel relative density at this stage of exploration has been estimated at 1.6 tonnes per cubic metre and 1.8 tonnes per cubic metre where more consolidated.</li> <li>• Percent concentrate and undersize are considered irrelevant at this level and stage of reporting</li> <li>• Grade variations associated with changes in BSS have not been determined, but will be assessed once the proposed DMS plant is commissioned.</li> <li>• The size and frequency of sampling is considered to be geostatistically unrepresentative at this level of reporting.</li> <li>• There has been no recovery of owner-operated diamonds to date that are of any commercial significance. Where it has been determined from archival data, it has been established that the previous operator has commercially disposed of upwards of 14000 carats of alluvial diamonds. A 2006 annual report states one parcel of 10105 carats being disposed of in 2006.</li> </ul>
<p><i>Grade estimation for reporting Mineral Resources and Ore Reserves</i></p>	<ul style="list-style-type: none"> <li>• <i>Description of the sample type and the spatial arrangement of drilling or sampling designed for grade estimation.</i></li> <li>• <i>The sample crush size and its relationship to that achievable in a commercial treatment plant.</i></li> <li>• <i>Total number of diamonds greater than the specified and reported lower cut-off sieve size.</i></li> <li>• <i>Total weight of diamonds greater than the specified and reported lower cut-off sieve size.</i></li> <li>• <i>The sample grade above the specified lower cut-off sieve size.</i></li> </ul>	<ul style="list-style-type: none"> <li>• No Mineral Resources or Mineral Ore Reserves are included in this report</li> </ul>
<p><i>Value estimation</i></p>	<ul style="list-style-type: none"> <li>• <i>Valuations should not be reported for samples of diamonds processed using total liberation method, which is commonly used for processing exploration samples.</i></li> <li>• <i>To the extent that such information is not deemed commercially sensitive, Public Reports should include:</i> <ul style="list-style-type: none"> <li>○ <i>diamonds quantities by appropriate screen size per facies or depth.</i></li> <li>○ <i>details of parcel valued.</i></li> <li>○ <i>number of stones, carats, lower size cut-off per facies or depth.</i></li> </ul> </li> <li>• <i>The average \$/carat and \$/tonne value at the selected bottom cut-off</i></li> </ul>	<ul style="list-style-type: none"> <li>• No value estimates for the diamonds, or diamond footprinting determinations (e.g. diamond types, quality, size frequency distribution [SFD]) that are repeatable in nature, have been included in this report.</li> <li>• Historic reports in the public domain that refer to the commercial disposal of diamonds from the Sewa River, outlining \$/carat, average stone size and quality are available – however these data are specific to operations either upstream or downstream of the Allotropes EL and therefore are non-specific to the Allotropes EL for reporting purposes.</li> </ul>

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	<p><i>should be reported in US Dollars. The value per carat is of critical importance in demonstrating project value.</i></p> <ul style="list-style-type: none"> <li><i>The basis for the price (e.g. dealer buying price, dealer selling price, etc).</i></li> <li><i>An assessment of diamond breakage.</i></li> </ul>	
<p><i>Security and integrity</i></p>	<ul style="list-style-type: none"> <li><i>Accredited process audit.</i></li> <li><i>Whether samples were sealed after excavation.</i></li> <li><i>Valuer location, escort, delivery, cleaning losses, reconciliation with recorded sample carats and number of stones.</i></li> <li><i>Core samples washed prior to treatment for micro diamonds.</i></li> <li><i>Audit samples treated at alternative facility.</i></li> <li><i>Results of tailings checks.</i></li> <li><i>Recovery of tracer monitors used in sampling and treatment.</i></li> <li><i>Geophysical (logged) density and particle density.</i></li> <li><i>Cross validation of sample weights, wet and dry, with hole volume and density, moisture factor.</i></li> </ul>	<ul style="list-style-type: none"> <li>Not applicable as no formal reserve estimation has been undertaken</li> </ul>
<p><i>Classification</i></p>	<ul style="list-style-type: none"> <li><i>In addition to general requirements to assess volume and density there is a need to relate stone frequency (stones per cubic metre or tonne) to stone size (carats per stone) to derive grade (carats per tonne). The elements of uncertainty in these estimates should be considered, and classification developed accordingly.</i></li> </ul>	<ul style="list-style-type: none"> <li>To date, there has been insufficient recovery of diamonds by Allotropes Diamonds to assess stone frequency, size or continuity of grades over the EL area at any high level of confidence.</li> <li>In terms of resource classification criteria, Deposit, to low Inferred levels of confidence would be applicable.</li> <li>A systematic exploration campaign is required to address the dearth of data over the EL and concurrently increase classification levels to a higher status of confidence and reportability.</li> </ul>

## 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 Extraordinary General Meeting of Newfield Resources Limited to be held at 79 Broadway, Nedlands, Western Australia 6009 at 11:30 a.m. (WST) on Friday 21 March 2014 and at any adjournment of that meeting.

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

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. Approval of Issue of 29,000,000 Shares and 29,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Issue of up to 30,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Grant of Underwriter Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Mr Joshua Letcher	<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 11:30 a.m. (WST) on Friday 21 March 2014. 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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