

**NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT / APPENDIX 3B**

**ASX Code: NWF**

**Newfield Resources Limited** (the “Company”) hereby provides this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (“Corporations Act”).

The Company issued 4,865,935 ordinary fully paid shares (“Shares”) at an issue price of \$0.30 per share on 28 June 2017, pursuant to the option underwriting agreement with Townshend Capital Pty Ltd announced on 26 May 2017, without disclosure to investors under Part 6D.2 of the Corporations Act.

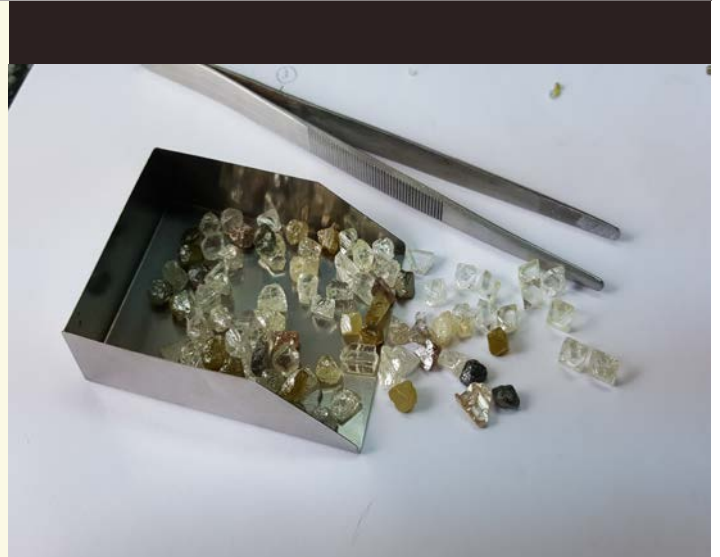
The Company states that as at the date of this notice:

1. it has complied with:
  - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company, and
  - b) section 674 of the Corporations Act; and
2. as at the date of this Notice, there is no “excluded information” (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.

The Appendix 3B in respect to the above issue of Shares follows.

**Authorised by:**

**Anthony Ho**  
Executive Director



Photograph of diamonds recovered from the Company's Allotropes Diamond Project in Sierra Leone.

**ASX Release: 29 June 2017**

ACN 153 219 848

**DIRECTORS**

Mr Anthony Ho  
(Executive Director)

Mr Michael Lynn  
(Executive Director)

Mr Suryandy Jahja  
(Non-Executive Director)

**CAPITAL STRUCTURE**

Shares on Issue: 235.58M  
Options on Issue: 6M

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

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

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13.

Name of entity

NEWFIELD RESOURCES LIMITED

ABN

98 153 219 848

We (the entity) give ASX the following information.

### Part 1 - All issues

- |   |   |                             |
|---|---|-----------------------------|
| 1 | +Class of +securities issued or to be issued  | Shares.                     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 4,865,935                   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)  | Ordinary fully paid shares. |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?<br><br>If the additional securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> | Yes.                        |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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5	Issue price or consideration	\$0.30 per share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of shares pursuant to the option underwriting agreement with Townshend Capital Pty Ltd announced on 26 May 2017.
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the <sup>+</sup> securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	N/A
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	N/A
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	N/A
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

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<sup>+</sup> See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;"><b>Rule 7.1:</b></td> <td style="text-align: right;"><b>35,337,500</b></td> </tr> <tr> <td><b>Rule 7.1A:</b></td> <td style="text-align: right;"><b>N/A.</b></td> </tr> </table>	<b>Rule 7.1:</b>	<b>35,337,500</b>	<b>Rule 7.1A:</b>	<b>N/A.</b>
<b>Rule 7.1:</b>	<b>35,337,500</b>					
<b>Rule 7.1A:</b>	<b>N/A.</b>					
7	+Issue dates <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.</small>	<b>28 June 2017</b>				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Number</th> <th style="width: 70%;">+Class</th> </tr> <tr> <td style="text-align: center;"><b>235,583,335</b></td> <td><b>Ordinary fully paid shares</b></td> </tr> </table>	Number	+Class	<b>235,583,335</b>	<b>Ordinary fully paid shares</b>
Number	+Class					
<b>235,583,335</b>	<b>Ordinary fully paid shares</b>					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Number</th> <th style="width: 70%;">+Class</th> </tr> <tr> <td style="text-align: center;"><b>6,000,000</b></td> <td><b>Unlisted options exercisable at \$0.50 each on or before 30 December 2020</b></td> </tr> </table>	Number	+Class	<b>6,000,000</b>	<b>Unlisted options exercisable at \$0.50 each on or before 30 December 2020</b>
Number	+Class					
<b>6,000,000</b>	<b>Unlisted options exercisable at \$0.50 each on or before 30 December 2020</b>					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<b>New shares rank equally with existing shares</b>				

## Part 2 - Pro rata issue

*Questions 11 to 33 – Not Applicable*

## Part 3 - Quotation of securities

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

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

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

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Questions 35 to 37 - Not Applicable*

+ See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

*Questions 38 to 42 - Not Applicable*

### Quotation agreement

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

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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

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

Sign here: ..... Date: **29 June 2017**  
**Company Secretary**

Print name: **Kim Hogg**

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for <sup>+</sup>eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>							
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>							
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	216,583,335						
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2               <table style="margin-left: 20px; border: none;"> <tr> <td style="text-align: right;">9,000,000</td> <td style="text-align: right;">29 June 2016</td> </tr> <tr> <td style="text-align: right;">5,134,065</td> <td style="text-align: right;">15 June 2017</td> </tr> <tr> <td style="text-align: right;">4,865,935</td> <td style="text-align: right;">28 June 2017</td> </tr> </table> </li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	9,000,000	29 June 2016	5,134,065	15 June 2017	4,865,935	28 June 2017	
9,000,000	29 June 2016						
5,134,065	15 June 2017						
4,865,935	28 June 2017						
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil						
<b>“A”</b>	235,583,335						

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	35,337,500
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	N/A
“C”	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	35,337,500
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.15] – “C”	35,337,500 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total [“A” x 0.10] – “E”</b>	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.