

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 | 200,231,668 (subject to reconciliation and rounding of entitlements) pursuant to the non-renounceable entitlement offer announced on 12 March 2018 ("Entitlement Offer")*
Up to 96,000,000 (subject to reconciliation and rounding of entitlements pursuant to the offer to acquire all of the issued and to be issued shares of Stellar Diamonds plc announced on 12 March 2018 ("Stellar Offer"))*
* The final number of shares to be issued will be finalised on completion of the Entitlement Offer and the Stellar Offer and will be the subject of an updated Appendix 3B. |
| 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. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes.</p>
<p>5 Issue price or consideration</p>	<p>Entitlement Offer: \$0.15 per share.</p> <p>Stellar Offer: All of the issued and to be issued shares in Stellar Diamonds Plc.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Entitlement Offer: The funds raised from the issue of the Shares will be applied towards:</p> <ul style="list-style-type: none"> • advancement of Newfield's existing projects, namely, continued exploration work on its Allotropes Diamond Project in Sierra Leone and its gold projects in Kalgoorlie, Western Australia; • repayment of existing debt in Stellar Diamonds plc; • mine development capital expenditure on Stellar Diamonds plc's Tongo-Tonguma Project in Sierra Leone; and • general working capital (including costs of the issue). <p>Stellar Offer: To be issued as consideration for all of the issued and to be issued shares of Stellar Diamonds plc.</p>
<p>6a Is the entity an+eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	N/A				
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A				
6e	Number of +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				
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="padding: 2px;">Rule 7.1:</td> <td style="text-align: right; padding: 2px;">44,772,250</td> </tr> <tr> <td style="padding: 2px;">Rule 7.1A:</td> <td style="text-align: right; padding: 2px;">N/A.</td> </tr> </table>	Rule 7.1:	44,772,250	Rule 7.1A:	N/A.
Rule 7.1:	44,772,250					
Rule 7.1A:	N/A.					
7	<p>+Issue dates</p> <p><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></p>	<p>The shares are expected to be issued on 27 April 2018</p>				
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: 50%; text-align: left;">Number</th> <th style="width: 50%; text-align: left;">+Class</th> </tr> <tr> <td style="text-align: center;">566,815,003</td> <td>Ordinary fully paid shares</td> </tr> </table>	Number	+Class	566,815,003	Ordinary fully paid shares
Number	+Class					
566,815,003	Ordinary fully paid shares					
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: 50%; text-align: left;">Number</th> <th style="width: 50%; text-align: left;">+Class</th> </tr> <tr> <td style="text-align: center;">6,000,000</td> <td>Unlisted options exercisable at \$0.50 each on or before 30 December 2020</td> </tr> </table>	Number	+Class	6,000,000	Unlisted options exercisable at \$0.50 each on or before 30 December 2020
Number	+Class					
6,000,000	Unlisted options exercisable at \$0.50 each on or before 30 December 2020					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>New shares rank equally with existing shares</p>				

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	74 new shares for every 100 existing shares held
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	16 March 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole share
18	Names of countries in which the entity has +security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	6 April 2018
20	Names of any underwriters	Townshend Capital Pty Ltd
21	Amount of any underwriting fee or commission	Fee of \$200,000, which, subject to the receipt of shareholder approval, is to be settled by the issue of 50,000,000 options (exercisable at \$0.30 each on or before 31 March 2021) to the Underwriter or its nominees

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Not Applicable
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	Not Applicable, however, completion of the issue is subject to the scheme of arrangement pursuant to the Stellar Offer becoming effective.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	21 March 2018
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	12 March 2018
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable.
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable.
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable.
33	⁺ Despatch date	30 April 2018

⁺ See chapter 19 for defined terms.

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

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.

+ See chapter 19 for defined terms.

- 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: **12 March 2018**

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 +eligible entities

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

Part 1

Rule 7.1 – Issues exceeding 15% of capital									
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated									
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	225,583,335								
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: right;">5,134,065</td> <td style="width: 50%;">15 June 2017</td> </tr> <tr> <td style="text-align: right;">4,865,935</td> <td>28 June 2017</td> </tr> <tr> <td style="text-align: right;">200,231,668</td> <td>shares to be issued pursuant to the entitlement offer the subject of this Appendix 3B</td> </tr> <tr> <td style="text-align: right;">96,000,000</td> <td>shares to be issued pursuant to the Stellar Offer the subject of this Appendix 3B</td> </tr> </table>	5,134,065	15 June 2017	4,865,935	28 June 2017	200,231,668	shares to be issued pursuant to the entitlement offer the subject of this Appendix 3B	96,000,000	shares to be issued pursuant to the Stellar Offer the subject of this Appendix 3B
5,134,065	15 June 2017								
4,865,935	28 June 2017								
200,231,668	shares to be issued pursuant to the entitlement offer the subject of this Appendix 3B								
96,000,000	shares to be issued pursuant to the Stellar Offer the subject of this Appendix 3B								
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil								
“A”	531,815,003								

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	79,772,250
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	35,000,000 5 February 2018
“C”	35,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	79,772,250
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	35,000,000
Total [“A” x 0.15] – “C”	44,772,250 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

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

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