



ACN 153 219 848

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at 15 McCabe Street, North Fremantle, Western Australia, 6159 on Wednesday, 11 April 2018 at 3:00 p.m. (WST)

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6389 2688.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

NEWFIELD RESOURCES LIMITED

ACN 153 219 848

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Newfield Resources Limited (**Company**) will be held at 15 McCabe Street, North Fremantle, Western Australia, 6159 on Wednesday, 11 April 2018 at 3:00 p.m. (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 3:00 p.m. (WST) on Monday, 9 April 2018.

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Resolution 1 - Ratification of issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,000,000 Shares at \$0.20 per Share, on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue and their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman 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.

2. Resolution 2 - Approval of issue of Tranche 2 Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 15,000,000 Shares at \$0.20 per Share, on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), and their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman 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.

3. Resolution 3 - Approval of issue of Underwriting Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 50,000,000 Options (exercisable at \$0.30 each on or before 31 March 2021) to the Underwriter or its nominees, on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), and their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman 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.

4. Resolution 4 - Election of Director - Mr Robert Ang

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That pursuant to and in accordance with clause 13.4 of the Constitution and for all other purposes, Mr Robert Ang, a Director who was appointed on 30 January 2018, retires and being eligible, is elected as a Director of the Company.”

BY ORDER OF THE BOARD

Kim Hogg
Company Secretary
Dated: 12 March 2018

NEWFIELD RESOURCES LIMITED

ACN 153 219 848

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 15 McCabe Street, North Fremantle, Western Australia, 6159 on Wednesday, 11 April 2018 at 3:00 p.m. (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Potential acquisition of Stellar Diamonds plc
Section 4:	Resolution 1 - Ratification of issue of Tranche 1 Placement Shares
Section 5:	Resolution 2 - Approval of issue of Tranche 2 Placement Shares
Section 6:	Resolution 3 - Approval of issue of Underwriting Options
Section 7:	Resolution 4 - Election of Director - Mr Robert Ang
Schedule 1:	Definitions
Schedule 2:	Pro-forma balance sheet
Schedule 3:	Terms and conditions of Underwriting Options

A Proxy Form is enclosed with this Notice of Meeting.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, lodge their vote online or sign and return the Proxy

Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Potential acquisition of Stellar Diamonds plc

3.1 General

On 12 March 2018, the Company announced that the boards of directors of the Company and Stellar Diamonds plc (**Stellar**) had reached agreement on the terms of a recommended combination of the Company and Stellar via an all-scrip transaction to be effected by a Court-sanctioned scheme of arrangement of Stellar under Part 26 of the UK Companies Act 2006. Pursuant to this combination, the Company, if successful, would acquire 100% of the issued and to be issued share capital of Stellar (**Offer**).

The announcement of 12 March 2018 (**UK Rule 2.7 Announcement**) contains the detailed terms of the Offer. A copy of the announcement is available on the Company's website (<http://newfieldresources.com.au/investors/asx-announcements>) or the ASX market announcements platform.

The Company has undertaken the following in connection with the Offer:

- (a) a placement raising \$7,000,000 by the issue of 35,000,000 Shares at \$0.20 per Share;
- (b) a loan to Stellar in the amount of US\$3,000,000 (**Loan**) (which was advanced on 8 February 2018); and
- (c) the lodgement of a prospectus for an underwritten, non-renounceable entitlement offer to eligible Shareholders to raise approximately \$30 million by the issue of approximately 200,231,668 Shares at \$0.15 per Share (subject to rounding) (**Entitlement Offer**).

The Company is also intending on completing a placement raising \$3,000,000 (before costs) by the issue of 15,000,000 Shares at \$0.20 per Share, subject to the receipt of prior Shareholder approval (the subject of Resolution 2).

This Notice of Meeting seeks the necessary approvals of the Company's Shareholders in connection with the above transactions.

3.2 Offer terms

(a) Offer structure

The Offer is being conducted by way of a Court-sanctioned scheme of arrangement of Stellar under Part 26 of the UK Companies Act 2006, and an offer to the holders of rights over Stellar ordinary shares (including warrants, options and other rights) on corresponding terms.

Under the Offer, if implemented, up to 96,000,000 Shares (**Stellar Consideration Shares**) will be issued to Stellar shareholders and the holders of rights over Stellar ordinary shares (including warrants, options and other rights) in consideration for the issued and to be issued share capital of Stellar.

ASX has granted the Company a waiver of Listing Rule 7.2, Exception 5 to the extent necessary that Listing Rule 7.2, Exception 5 will apply to the Stellar Offer. The effect of this waiver is that Shareholder approval is not required for the issue of the up to 96,000,000 Stellar Consideration Shares. In the unlikely event (described below) that more than 96,000,000 Stellar Consideration Shares are required to be issued, such Shares would be issued pursuant to the Company's placement capacity under Listing Rule 7.1.

It is expected that approximately 95,100,000 Shares will be required to be issued as Stellar Consideration Shares, comprised of:

- (i) approximately 47,260,000 Shares being issued to existing Stellar shareholders; and
- (ii) approximately 47,840,000 Shares being issued to existing Stellar option holders and warrant holders and holders of other rights to be issued Stellar shares.

It is possible that up to 96,000,000 Shares may be required to be issued as Stellar Consideration Shares, in the event that existing options in Stellar are exercised, which is not presently considered likely by Stellar. Such options will be cancelled or become exercisable into Company Shares upon the Scheme becoming effective if they are not exercised.

Were all the holders of rights over Stellar shares to exercise those rights, then the number of Shares that would need to be issued as consideration would exceed 96,000,000. To prevent this, the Company has sought and received irrevocable undertakings not to exercise those rights and to accept the appropriate terms summarised in the UK Rule 2.7 Announcement from nearly all the existing option holders and warrant holders in Stellar. It is expected that the rest of the warrant and option holders will follow this approach. However, if some decided to exercise their rights then additional Shares may need to be issued as Consideration Shares but such number is not expected to exceed 96,000,000 shares in aggregate.

The Stellar Consideration Shares will be equivalent to approximately 16.4% of the enlarged share capital of the Company assuming completion of the Offer, Placement and Entitlement Offer.

(b) Conditions precedent

The Offer is subject to the conditions precedent considered customary for transactions of this nature, including:

- (i) the Company's Shareholders providing all necessary shareholder approvals;
- (ii) approval by a majority in number of Stellar shareholders representing 75% in value of votes cast, whether in person or by proxy;
- (iii) the parties receiving all regulatory approvals or consents and/or complying with all requirements imposed by any regulatory body (including any governmental agency, ASX and AIM); and
- (iv) other conditions customary for a transaction of this nature.

The full conditions and further terms of the Scheme are set out in detail in Appendix 1 of the UK Rule 2.7 Announcement.

Under the provisions of the Takeover Code, there are limited circumstances in which the Company will be able to withdraw the Offer.

(c) Stellar shareholder support and director recommendation

As at the date of this Notice, the Company has received support for the Offer from certain Stellar shareholders (including the directors of Stellar) representing, in aggregate, 29.80% of Stellar's issued share capital. These Stellar shareholders have undertaken to vote in favour of or accept the Offer.

In addition, certain Stellar option holders, warrant holders and holders of other rights to be issued Stellar shares have also undertaken to accept the Offer made to them.

Together, these supporting Stellar shareholders, option holders, warrant holders and holders of other rights to be issued Stellar shares are referred to as "Supporting Stellar Security Holders".

The undertakings of the Supporting Stellar Security Holders will cease to be binding if, among other things:

- (i) the Scheme does not become effective, is withdrawn or lapses in accordance with its terms; or
- (ii) the directors of Stellar withdraw their recommendation of the Offer.

Part of the reason for the Stellar directors to recommend the Offer is the Company's ability to fund the Tongo-Tonguma kimberlite project in

Sierra Leone, more details on which are set out below. This funding is being raised through the Placement and the Entitlement Offer. Should either of these not proceed to the satisfaction of the Stellar directors then it is likely that they will change their recommendation and the Offer will not succeed.

(d) **Voluntary restriction agreements**

The Supporting Stellar Security Holders have entered into voluntary restriction agreements with the Company in respect of the Stellar Consideration Shares issued to those Supporting Stellar Security Holders (**Escrowed Shares**).

Pursuant to these agreements, for a six month period following the date of issue of Escrowed Shares, the Supporting Stellar Security Holders must not:

- (i) dispose of, or agree or offer to dispose of, the Escrowed Shares;
- (ii) create, or agree or offer to create, any security interest in the Escrowed Shares; or
- (iii) do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the Escrowed Shares.

These restrictions will be subject to customary exemptions (including in the event of a change of control event occurring in respect of the Company or as otherwise required by law).

With the exception of the restrictions described above, the Supporting Stellar Security Holders will be entitled to all other rights applicable to holders of Shares in respect of the Escrowed Shares, including in relation to voting, entitlements to participate in pro rata offers to eligible security holders, bonus issues and dividends.

The Escrowed Shares to be issued to the Supporting Stellar Security Holders who have entered into voluntary restriction agreements with the Company as at the date of this Notice, are anticipated to constitute approximately 10.6% of Shares on issue following completion of the Transactions.

3.3 About Stellar

Stellar is an AIM-quoted entity (AIM: STEL) incorporated in England and Wales which holds a portfolio of advanced diamond assets in Sierra Leone and exploration licences in Liberia. Stellar has a market capitalisation of approximately £3.05 million based upon the closing price of 4.925 pence for a Stellar share on the AIM market on 9 March 2018.

Stellar is a diamond development and exploration company focused on West Africa. Following the sale of Stellar's Guinea projects in December 2017, Stellar's projects are located within the major diamond producing areas of Sierra Leone and Liberia. Stellar's Tongo Project emerged as its flagship asset following advanced evaluation and bulk sampling and a positive preliminary economic assessment in 2015 which demonstrated the potential viability of the Tongo Project.

The Tongo project covers an area of 9.98 km² and was formerly held under an exploration licence EL48/2012. Stellar applied for a large scale mining licence and this has been approved subject to the payment of the mining licence fee. Stellar has also secured an Environmental Licence over the Tongo Project.

In August 2016, Stellar announced its intention to combine Stellar's Tongo kimberlite diamond Project with Ocea's adjacent kimberlite diamond project, Tonguma, and to bring both assets into production under the same production infrastructure resulting in the preliminary economic assessment and competent person's report being produced on the Tongo-Tonguma project in 2016. It was initially intended that Stellar would acquire Tonguma, however, in April 2017, Stellar entered into the conditional Tribute Mining Agreements, pursuant to which Stellar would simultaneously mine both its wholly owned Tongo Project and, as sub-contractor of Ocea, the adjacent Tonguma Project, with Stellar being the operator of the combined mine. Completion of the Tribute Mining Agreement has now taken place as announced by Stellar on 1 March 2018.

The Tonguma project has a 25 year mining licence, issued in 2012, covering a much larger area (compared to the Tongo project) of 124 km².

The basis for the Offer is to merge the business interests of the Company and Stellar in Sierra Leone and bring the necessary funding to advance the Tongo-Tonguma project into production. The Newfield Board believes that a combination of the two groups would create an enlarged and well-funded diamond development group focussed on Sierra Leone which can generate significant long-term value to the shareholders of both companies through bringing the Tongo-Tonguma project to production.

The Directors of the Company believe that the Tongo-Tonguma kimberlite project complements the Company's existing portfolio of assets in Sierra Leone as well as offering the potential for substantial near and long-term cash flows. Newfield intends to use the proceeds of the proposed Entitlement Offer to advance the project through to production.

Furthermore a successful Offer will consolidate a diamond team with over 100 years of combined diamond experience through existing Newfield executive director Mike Lynn and Stellar's Chief Executive Officer Karl Smithson and Chief Operating Officer Rowan Carr all of whom are intended to be key members of the Newfield management team going forward.

Karl Smithson has been the Chief Executive Officer of Stellar since its inception in 2007 and has been instrumental in the development of Stellar's portfolio of diamond projects in Sierra Leone. He has 29 years of resource sector experience gained with a number of companies in senior management positions, including De Beers (10 years), SouthernEra Diamonds (2 years) and Mano River Resources and Stellar Diamonds (17 years). Karl's working career has been focussed on diamond exploration and development in Africa and he has been responsible for a number of new diamond discoveries in Botswana, Zimbabwe, Sierra Leone and Liberia. Karl is a geology graduate of Kingston University in the UK. He completed his MBA with distinction in 2006 at the Graduate School of Business in Cape Town, South Africa.

It is also expected that Peter Daresbury, the Non-Executive Chairman of Stellar, will enter into a consultancy agreement with the Company for a period of up to six months following the Scheme taking effect, to assist with the transition. No terms have as yet been agreed for this consultancy arrangement.

The UK Rule 2.7 Announcement contains further information on Stellar. A copy of the announcement of is available on the Company's website (<http://newfieldresources.com.au/investors/asx-announcements>) or the ASX market announcements platform.

Further information on Stellar can also be found at www.stellar-diamonds.com and the London Stock Exchange website at www.londonstockexchange.com by searching under the name of Stellar in the "Prices & Markets" section. Information available on the Stellar website or the London Stock Exchange website does not constitute part of this document and has not been independently verified by the Company.

3.4 Placement and Loan

- (a) On 1 February 2018, the Company announced that it was undertaking a placement to raise an aggregate of \$10,000,000 (before costs) by the issue of a total of 50,000,000 Shares at an issue price of \$0.20 per Share.
- (b) The Placement is proposed to be undertaken as follows:
 - (i) 35,000,000 Shares were issued on 8 February 2018 to sophisticated and professional investors who are not related parties of the Company, under the Company's 15% placement capacity pursuant to Listing Rule 7.1 (Tranche 1 Placement Shares);
 - (ii) 15,000,000 Shares are proposed to be issued to sophisticated and professional investors who are not related parties of the Company, following the receipt of Shareholder approval (the subject of Resolution 2) (Tranche 2 Placement Shares).
- (c) The funds raised under the Placement are intended to be allocated as follows:
 - (i) US\$3,000,000 is to be advanced to Stellar as a loan (detailed below);
 - (ii) continuing exploration on the Company's gold projects in Western Australia;
 - (iii) continuing exploration at the Company's existing Allotropes diamond project in Sierra Leone; and
 - (iv) costs of the Transactions and working capital.
- (d) As announced on 8 February 2018, the Company advanced the Loan of US\$3,000,000 to Stellar. The Loan has or is to be applied towards:
 - (i) the consummation of the Octea Agreement by the payment of certain licence fees;
 - (ii) commencement of the Front End Engineering Design (FEED), mine development drilling and relocation of a 50 tonne per hour DMS plant that will be utilised for the kimberlite processing and diamond recovery from the mine; and
 - (iii) general working capital.
- (e) The material terms of the Loan are as follows:

- (i) Repayment:
 - (A) 1 October 2018; or
 - (B) if a competing offer is made for Stellar before 1 October 2018:
 - (1) 3 months of the competing offer for Stellar becoming unconditional; or
 - (2) 5 business days after the competing offer lapses or is withdrawn or 1 October 2018 (whichever is later).
- (ii) Interest: 24% per annum.
- (iii) Security: Unsecured.

3.5 Entitlement Offer

On 12 March 2018, the Company lodged with ASIC and ASX a Prospectus for a \$30 million underwritten non-renounceable entitlement offer, through the issue of approximately 200,231,668 new Shares at a price of \$0.15 per Share (**Entitlement Offer**).

The total number of Shares offered pursuant to the Entitlement Offer will be subject to rounding.

Newfield intends that the majority of the net proceeds of the Entitlement Offer will be used as follows:

- (a) for the development of the Tongo-Tonguma kimberlite project in Sierra Leone into production in accordance with the mine plan determined by the current FEED study of Stellar and pursuant to the terms of the Ocea Agreement, further details of which were announced by Stellar on 28 April 2017 and are available on its website;
- (b) to repay Stellar's outstanding convertible loan notes and accrued interest of approximately US\$3.2 million in aggregate and other creditors; and
- (c) general working capital and costs of the Transactions.

Completion of the Entitlement Offer will be conditional on the Scheme becoming effective.

Pursuant to the Entitlement Offer, Eligible Shareholders will also be entitled to apply for any shortfall from the Entitlement Offer. Any shortfall will be allocated in priority to Eligible Shareholders, with any remaining shortfall then being allocated in accordance with the Underwriting Agreement.

3.6 Underwriting

Townshend Capital Pty Ltd (**Underwriter**) has agreed to underwrite the Entitlement Offer pursuant to the terms of the Underwriting Agreement.

The Company agreed to pay the Underwriter an underwriting fee of \$200,000, which, subject to the receipt of Shareholder approval (the subject of Resolution 3), is to be settled by the issue of the Underwriting Options to the Underwriter or its nominees. If Resolution 3 is not passed, the Company will pay the \$200,000

underwriting fee to the Underwriter in accordance with the terms of the Underwriting Agreement.

The Company has also agreed to pay the Underwriter's costs and expenses of and incidental to the Entitlement Offer. The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

The Underwriter may terminate the Underwriting Agreement by the provision of written notice to the Company in any of the following circumstances:

- (a) the Offer or the Scheme is withdrawn or modified by the Company or Stellar without the prior written consent of the Underwriter (except to the extent that such withdrawal or modification is required by the Panel and does not affect the material commercial terms of the Offer);
- (b) a Material Adverse Change occurs;
- (c) an event of insolvency occurs in respect of a member of the Company Group or any member of the Stellar Group which has or is reasonably likely to have a significant adverse effect on the outcome of the Entitlement Offer in so far as it relates to the assets, liabilities, financial position, performance, profitability or prospects of the Company Group as a whole or the Stellar Group as a whole;
- (d) any Company disclosure materials given to the Underwriter by the Company after the date of the Underwriting Agreement and before completion discloses a matter which would cause any Company warranty to cease to be true and correct in all material respects and such matter has or ought reasonably to have a significant adverse effect on the outcome of the Entitlement Offer in so far as it relates to the assets, liabilities, financial position, performance, profitability or prospects of the Company Group as a whole or the Stellar Group as a whole;
- (e) any Company warranty ceases to be true and correct in all material respects and the breach of such Company warranty has or ought reasonably to have a significant adverse effect on the outcome of the Entitlement Offer in so far as it relates to the assets, liabilities, financial position, performance, profitability or prospects of the Company Group as a whole or the Stellar Group as a whole.

Townshend Capital Pty Ltd is a boutique investment management Australian Financial Services licensee that provides corporate advice and deal services to wholesale clients, as well as ASX-listed entities. The Company has worked with Townshend Capital on a number of successful transactions, including its initial public offering in June 2012 (\$4.5 million), its private placement in October 2015 (\$10 million), and the underwriting of Company options in May 2016 (\$8.7 million) and June 2017 (\$3.0 million).

3.7 Sub-underwriting

The Underwriter is entitled to enter into sub-underwriting arrangements. The Company is aware that the Underwriter has entered into a sub-underwriting agreement with the Lead Sub-Underwriter, an existing substantial holder of the Company. The Company is not a party to this sub-underwriting agreement.

Pursuant to this sub-underwriting agreement, the Lead Sub-Underwriter has agreed to subscribe for an aggregate maximum of \$15 million worth of Shares

under the Entitlement Offer (that is, by taking up its entitlement as an Eligible Shareholder and sub-underwriting for the balance).

Any shortfall for which the Underwriter is required to subscribe will first be allocated to the Lead Sub-Underwriter, up to the maximum described above.

The Lead Sub-Underwriter, Mr Rustiyan Oen is the Company's largest shareholder with a relevant interest of 51,793,028 Shares, constituting a voting power of 19.14% in the Company. Mr Oen, aged 55 years, has been a significant investor in the Company since its listing on ASX in 2014. He is a graduate of the Bogor Agricultural University in Indonesia in 1987 and holds a MBA in finance from the State University of San Diego. He is currently the President Director and Chief Executive Officer of PT Mitra Keluarga Karyasehat TBK (PT Mitra). He was the founder of PT Mitra and has been a director since 1997. PT Mitra is one of Indonesia's largest healthcare and private hospital operators and is listed on the Indonesian Stock Exchange (Listing Code: MIKA) with a current market capitalisation of approximately 30.9 trillion Rupiah (A\$2.8 billion). Mr Oen has over 21 years of healthcare industry experience. Mr Oen is also an investor and former Commissioner of PT Kalbe Farma TBK (PT Kalbe), one of Indonesian's largest pharmaceutical companies listed on the Indonesian Stock Exchange (Listing Code: KLBF) with a current market capitalisation of approximately 72 trillion Rupiah (A\$6.5 billion).

Besides being an investor in the Company's Initial Public Offer in 2014, Mr Oen has participated in several placements by the Company since that time. The most recent investment by Mr Oen is an investment of 20,835,000 Shares at 20c each (\$4,167,000) in February 2018. Mr Oen is personally known to the Company's Directors. Having regard to his significant financial support to the Company, and the Directors' knowledge of his significant investment assets and references from respected business sources, the Company is confident of his ability to satisfy his obligations as the Lead Sub-Underwriter to the Entitlement Offer.

It is intended that the Lead Sub-Underwriter will be allocated 25,000,000 of the Underwriting Options.

The Lead Sub-Underwriter has informed the Company that the Lead Sub-Underwriter does not have any associates who hold a relevant interest in any Securities.

Any shortfall Shares will be allocated firstly to the eligible Shareholders who apply for shortfall Shares, then pursuant to the Underwriting Agreement.

In the unlikely event that no other Shareholders subscribe for new Shares (either pursuant to the Entitlement Offer or the shortfall offer) the voting power of the Lead Sub-Underwriter would increase from 19.14% to approximately 26.13%.

The Company notes the following in respect of the Lead Sub-Underwriter arrangements:

- (i) The Stellar Board recommendation of the Offer is based primarily on the assumption that the capital raising under the Entitlement Offer completes successfully.

Due to the importance of Stellar Board support for the Stellar Offer, the Underwriting Agreement was required to include limited termination events and other conditionality. Such terms were agreed by the Underwriter on the basis of the Lead Sub-Underwriter's commitment.

The Underwriting Agreement is therefore on terms materially more favourable to the Company than market standard, as a result of the Lead Sub-Underwriter's commitment.

- (ii) The Lead Sub-Underwriter will not benefit from the proposed use of funds raised pursuant to the Offer, other than as a holder of Shares and the portion of Underwriting Options received.
- (iii) It is the view of the Directors that Shareholders have been provided with adequate notice of the proposed Entitlement Offer and therefore will be provided with a reasonable opportunity to accept the Entitlement Offer (as well as applying for shortfall, should they wish); and
- (iv) Eligible Shareholders have the ability to subscribe for shortfall Shares in excess of their entitlement, in priority to the Lead Sub-Underwriter arrangements.

3.8 Pro forma balance sheet

A pro forma balance sheet of the Company showing the anticipated effect of the Transactions, and based on the unaudited accounts of the Company and Stellar as at 31 December 2017 is provided in Schedule 2.

The pro-forma information is unaudited and unreviewed, and is presented in an abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

3.9 Pro forma capital structure

The anticipated effect of the Transactions on the Company's capital structure is detailed below.

	Shares	Options
Existing Securities	270,583,335 ¹	6,000,000 ²
Entitlement Offer Shares	200,231,668 ³	-
Tranche 2 Placement Shares	15,000,000 ⁴	-
Underwriting Options	-	50,000,000 ⁵
Stellar Consideration Shares	95,100,000 ⁶	-
TOTAL	580,915,003	56,000,000

¹ Includes the 35,000,000 Shares issued as Tranche 1 Placement Shares.

² Exercisable at \$0.50 each on or before 30 December 2020.

³ Subject to rounding.

⁴ Subject to Shareholder approval, the subject of Resolution 2.

⁵ Exercisable at \$0.30 each on or before 31 March 2021 and subject to Shareholder approval, the subject of Resolution 3.

⁶ The expected number of Stellar Consideration Shares is 95,100,000. In the unlikely event that existing convertible securities are exercised, a maximum of 96,000,000 Stellar Consideration Shares may be issued.

3.10 Indicative timetable

Event	Date (2018)
UK Rule 2.7 Announcement	Monday, 12 March
Dispatch of Notice of Meeting	Monday, 12 March
Lodgement of prospectus for Entitlement Offer with ASIC and ASX	Monday, 12 March
"Ex" date for Entitlement Offer	Thursday, 15 March
Record date for Entitlement Offer	Friday, 16 March
Prospectus for Entitlement Offer dispatched to eligible Newfield Shareholders	Wednesday, 21 March
Closing date for Entitlement Offer	Friday, 6 April
Newfield Shareholder Meeting	Wednesday, 11 April
Issue of Tranche 2 Placement Shares	Wednesday, 11 April
Completion of underwriting obligations	Thursday, 12 April
Scheme becomes effective	Thursday, 26 April
Entitlement Offer Shares and Stellar Consideration Shares issued	Friday, 27 April
Entitlement Offer Shares and Stellar Consideration Shares commence trading on a normal settlement basis	Monday, 30 April

The timetable above is indicative only, and is subject to change. The Company will keep Shareholders informed by way of announcements on the ASX market announcements platform of updates to the timetable.

3.11 Dealing disclosure requirements of the Takeover Code

Under rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of:

- (a) the offeree company; and
- (b) any securities exchange offeror(s).

An Opening Position Disclosure by a person to whom rule 8.3(a) of the Code applies must be made by no later than 3.30 p.m. (London time) on the 10th business day

following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified.

Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of:

- (a) the offeree company; and
- (b) any securities exchange offeror,

save to the extent that these details have previously been disclosed under rule 8 of the Code. A Dealing Disclosure by a person to whom rule 8.3(b) of the Code applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of rule 8.3 of the Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see rules 8.1, 8.2 and 8.4 of the Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified.

Shareholders should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

4. Resolution 1 - Ratification of issue of Tranche 1 Placement Shares

4.1 General

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares made on 8 February 2018.

4.2 Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that, where a company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Tranche 1 Placement Shares:

- (a) A total of 35,000,000 Shares were issued as Tranche 1 Placement Shares.
- (b) The Tranche 1 Placement Shares were issued at an issue price of \$0.20 each.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Tranche 1 Placement Shares were issued to institutional and sophisticated or professional investors who are not related parties of the Company.
- (e) The Company intends to use the funds raised by the issue of the Tranche 1 Placement Shares towards:
 - (i) the US\$3,000,000 loan advanced to Stellar as described in Section 3.4(d) above;
 - (ii) advancement of the Company's existing projects, namely, continued exploration work on its Allotropes Diamond Project in Sierra Leone and its gold projects in Kalgoorlie, Western Australia; and
 - (iii) general working capital.
- (f) A voting exclusion statement is included in the Notice.

4.4 Additional information

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

5. Resolution 2 - Approval of issue of Tranche 2 Placement Shares

5.1 General

Resolution 2 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 4.2 above.

The effect of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Tranche 2 Placement Shares:

- (a) The maximum number of Shares to be issued as Tranche 2 Placement Shares is 15,000,000.
- (b) The Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date, being as soon as practicable following the Meeting.
- (c) The Tranche 2 Placement Shares will have an issue price of \$0.20 each.
- (d) The Tranche 2 Placement Shares will be issued to institutional and sophisticated or professional investors who are not related parties of the Company.
- (e) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) The Company intends to use the funds raised by the issue of the Placement Shares for the following purposes:
 - (i) advancement of the Company's existing projects, namely, continued exploration work on its Allotropes Diamond Project in Sierra Leone and its gold projects in Kalgoorlie, Western Australia; and
 - (ii) general working capital.
- (g) The Tranche 2 Placement Shares are intended to be issued as soon as practicable following this Meeting, and issued on the same date.
- (h) A voting exclusion statement is included in the Notice.

5.4 Additional information

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

6. Resolution 3 - Approval of issue of Underwriting Options

6.1 General

Resolution 3 seeks Shareholder approval for the issue of the Underwriting Options.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 4.2 above.

The effect of Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Underwriting Options:

- (a) The maximum number of Options to be issued as Underwriting Options is 50,000,000.
- (b) The Underwriting Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Underwriting Options will occur on the same date, being as soon as practicable following the satisfaction of the Underwriter's obligations under the Underwriting Agreement.
- (c) The Underwriting Options will be issued in lieu of a cash payment to satisfy the underwriting fee of \$200,000.
- (d) The Underwriting Options will be issued to the Underwriter or its nominees.
- (e) The Underwriting Options will be exercisable at \$0.30 each on or before 31 March 2021, and otherwise issued on the terms and conditions in Schedule 3.
- (f) As the Underwriting Options are being issued in consideration for underwriting services, no funds will be raised from their issue.
- (g) The Underwriting Options are proposed to be issued on the same date, being as soon as practicable following the Underwriter satisfying its obligations under the Underwriting Agreement. The issue date is presently intended to be 27 April 2018.
- (h) A voting exclusion statement is included in the Notice.

6.4 Additional information

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 - Election of Director - Mr Robert Ang

7.1 General

In accordance with clause 13.4 of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the Board holds office only until the next following general meeting, and is then eligible for election by Shareholders.

Mr Robert Ang was appointed as a non-executive Director of the Company with effect from 30 January 2018. Accordingly, Mr Ang now retires and seeks election as a Director by Shareholders in accordance with clause 13.4 of the Constitution.

Mr Ang is a graduate in banking and finance from Monash University. His banking career included being Vice President of the Bank of America in Jakarta as the Head of the Foreign Exchange Desk between 1994 and 1997. Between 1998 and 2003 he was posted to Singapore as the Director of the Bank of America of its Foreign Exchange Trading division. Mr Ang then joined Credit Suisse Bank in Singapore between 2003 and

2006 as a Director managing its Asian Currencies trading division. He returned to the Singapore office of Bank of America-Merrill Lynch where he was a Director between 2006 and 2010. Mr Ang was also a Director of UniCredit Bank AG based in Hong Kong in 2012/13. His career included being the Director of Forex Trading of The Toronto-Dominion Bank based in Singapore in 2013/14. He presently is a Portfolio Manager of ESW Manage Pte Ltd in Singapore responsible for trades in foreign exchange currencies, commodities and stock indices futures.

Mr Ang is considered to be an independent Director.

7.2 Additional information

The Board (excluding Mr Ang) recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

\$US or **USD** means United States Dollars.

AIM means the AIM market of the London Stock Exchange.

AIM Rules means the AIM Rules for Companies published by the London Stock Exchange.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting of the Company convened by the Notice.

Code or **Takeover Code** means the City Code on Takeovers and Mergers.

Company Group means the Company and each of its related bodies corporate.

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

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Entitlement Offer has the meaning given to that term in Section 3.1(c).

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Escrowed Shares has the meaning given in Section 3.2(d).

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Lead Sub-Underwriter means Mr Rustiyan Oen.

Listing Rules means the listing rules of ASX.

Loan has the meaning given to that term in Section 3.1(b).

London Stock Exchange means London Stock Exchange plc.

Material Adverse Change means any event occurring after the date of the Underwriting Agreement which individually, or in the aggregate, has or is reasonably likely to have a significant adverse effect on the outcome of the Entitlement Offer in so far as it relates to the assets, liabilities, financial position, performance, profitability or prospects of the Company Group as a whole or the Stellar Group as a whole.

However, a Material Adverse Change will not include any event:

- (a) required to be undertaken or procured by the Company or any of its related bodies corporate or Stellar or any of its related bodies corporate pursuant to the Offer or the Scheme; or
- (b) to the extent fully and fairly disclosed on the Company's ASX platform not less than five business days before the date of the Underwriting Agreement or in the disclosure materials provided by the Company to Stellar.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of General Meeting.

Octea Agreement has the meaning given to that term in Section 3.3.

Offer has the meaning given to that term in Section 3.1.

Panel or Takeovers Panel means the Panel on Takeovers and Mergers (United Kingdom).

Placement has the meaning given to that term in Section 3.1(a).

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Scheme or Scheme of Arrangement means the scheme of arrangement proposed to be made under Part 26 of the UK Companies Act between Stellar and its shareholders.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Stellar Consideration Shares has the meaning given to that term in Section 3.2(a).

Stellar Convertible Securityholders has the meaning given to that term in Section 3.2(a).

Stellar Group means Stellar and each of its related bodies corporate.

Stellar means Stellar Diamonds plc, with registered number 05424214 and whose registered office is at Lower Ground Floor, 40 Bloomsbury Way, London, WC1A 2SE, United Kingdom.

Stellar Shareholders means the shareholders of Stellar as at the record date for the Scheme.

Supporting Stellar Shareholders has the meaning given in Section 3.2(c).

Tranche 1 Placement Shares has the meaning given to that term in Section 3.4(b)(i).

Tranche 2 Placement Shares has the meaning given to that term in Section 3.4(b)(ii).

Transactions means the:

- (a) Offer;
- (b) issue of the Tranche 2 Placement Shares; and
- (c) Entitlement Offer.

UK Companies Act means the UK Companies Act 2006, as amended.

UK Rule 2.7 Announcement means the announcement of 12 March 2018 released in accordance with Rule 2.7 of the City Code on Takeovers and Mergers.

Underwriter means Townshend Capital Pty Ltd (ACN 099 900 188).

Underwriting Agreement means the underwriting agreement between the Company and the Underwriter dated 12 March 2018.

Underwriting Options has the meaning given to that term in Section 3.5.

WST means Western Standard Time being the time in Perth, Western Australia.

Schedule 2 - Pro forma balance sheet

The following balance sheet, which is unreviewed and unaudited, is extracted from:

1. the Company's unaudited balance sheet as at 31 December 2017;
2. Stellar's unaudited balance sheet as at 31 December 2017 (converted into Australian dollars using an exchange rate of US\$1: A\$1.2809);
3. subsequent adjustments, namely:
 - (a) completion of the Placement, raising \$10,000,000 (before costs);
 - (b) advance of the Loan of US\$3,000,000 to Stellar;
 - (c) completion of the Entitlement Offer, raising \$30,034,750 (before costs);
 - (d) issue of the Stellar Consideration Shares; and
 - (e) repayment of convertible debts and loans within Stellar of A\$4,265,261;
 - (f) costs of the Transaction.

	Newfield 31 December 2017 Unaudited \$	Stellar 31 December 2017 Unaudited \$	Adjustments \$	Pro Forma \$
CURRENT ASSETS				
Cash and cash equivalents	457,919	67,662	35,019,489	35,545,070
Trade and other receivables	9,976	40,097	-	50,073
Inventory	178,847	-	-	178,847
Other current assets	228,154	-	-	228,154
Total Current Assets	874,896	107,759	35,019,489	36,002,144
NON-CURRENT ASSETS				
Property, plant and equipment	2,899,736	71,514	-	2,971,250
Exploration and evaluation assets	22,389,678	10,966,453	23,089,574	56,445,705
Total Non-Current Assets	25,289,414	11,037,967	23,089,574	59,416,955
TOTAL ASSETS	26,164,310	11,145,726	58,109,063	95,419,099
CURRENT LIABILITIES				
Trade and other payables	534,126	1,440,039	-	1,974,165
Provision for employee benefits	97,208	-	-	97,208
Loans and borrowings	-	4,265,261	(4,265,261)	-
Total Current Liabilities	631,334	6,183,450	(4,265,261)	2,071,373
NON-CURRENT LIABILITIES				
Income tax payable	32,772	-	-	32,772
Total Non-Current Liabilities	32,772	-	-	32,772
TOTAL LIABILITIES	664,106	5,705,300	(4,265,261)	2,104,145
NET ASSETS	25,500,204	5,440,426	62,374,324	93,314,954
EQUITY				
Contributed equity	38,964,752	75,324,978	(6,760,228)	107,529,502
Other reserves	(4,193,519)	21,900,959	(21,700,959)	(3,993,519)
Accumulated losses	(9,271,095)	(91,785,511)	90,835,511	(10,221,095)
Non-controlling interest	66	-	-	66
TOTAL EQUITY	25,500,204	5,440,426	62,374,324	93,314,954

Schedule 3 - Terms and Conditions of Underwriting Options

1. Entitlement

Each Underwriting Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 10, the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5.00pm (WST) on 31 March 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or before the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Quotation

Unless determined otherwise by the Board in its absolute discretion, the Options will not be quoted on the ASX or any other recognised exchange.

8. Issue of Shares on exercise

Within 15 business days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX or under the Plan, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 8(a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

9. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

10. Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

11. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

12. Change in exercise price

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

13. Adjustment for bonus issues

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Option exercise price.

14. Transferability

The Options are not transferable unless the prior written consent of the Board is obtained.



ONLINE VOTE

www.advancedshare.com.au/investor-login



MOBILE DEVICE VOTE

Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.

2018 GENERAL MEETING - VOTING/PROXY FORM

I/We being shareholder(s) of Newfield Resources Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chairman of the meeting **OR**



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **15 McCabe Street, North Fremantle, Western Australia 6159 on Wednesday 11 April 2018 at 3:00 p.m. (WST)** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Agenda Items

		For	Against	Abstain*
1	Ratification of issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of issue of Underwriting Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Director Mr Robert Ang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular 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 on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chairman may vote as he sees fit on that item.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 3:00 p.m. (WST) on 9 April 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE VOTE

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033