

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   | <b>Shares.</b>   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <b>200,231,668 (subject to reconciliation and rounding of entitlements) pursuant to the non-renounceable entitlement offer announced on 12 March 2018 ("Entitlement Offer")*</b><br><b>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")*</b><br><b>* 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.</b> |
| 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) | <b>Ordinary fully paid shares.</b>   |

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

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<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"> <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>	<p><b>Yes.</b></p>
<p>5 Issue price or consideration</p>	<p><b>Entitlement Offer: \$0.15 per share.</b></p> <p><b>Stellar Offer: All of the issued and to be issued shares in Stellar Diamonds Plc.</b></p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>Entitlement Offer: The funds raised from the issue of the Shares will be applied towards:</b></p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• repayment of existing debt in Stellar Diamonds plc;</li> <li>• mine development capital expenditure on Stellar Diamonds plc's Tongo-Tonguma Project in Sierra Leone; and</li> <li>• general working capital (including costs of the issue).</li> </ul> <p><b>Stellar Offer: To be issued as consideration for all of the issued and to be issued shares of Stellar Diamonds plc.</b></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 in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p><b>No</b></p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p><b>N/A</b></p>

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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 border="1" style="width: 100%;"> <tr> <td style="width: 60%;"><b>Rule 7.1:</b></td> <td style="text-align: right;"><b>44,772,250</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>44,772,250</b>	<b>Rule 7.1A:</b>	<b>N/A.</b>
<b>Rule 7.1:</b>	<b>44,772,250</b>					
<b>Rule 7.1A:</b>	<b>N/A.</b>					
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p><b>The shares are expected to be issued on 27 April 2018</b></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%;"> <thead> <tr> <th style="width: 40%;">Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;"><b>566,815,003</b></td> <td><b>Ordinary fully paid shares</b></td> </tr> </tbody> </table>	Number	+Class	<b>566,815,003</b>	<b>Ordinary fully paid shares</b>
Number	+Class					
<b>566,815,003</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%;"> <thead> <tr> <th style="width: 40%;">Number</th> <th>+Class</th> </tr> </thead> <tbody> <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> </tbody> </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)	<p><b>New shares rank equally with existing shares</b></p>				

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

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**Part 2 - Pro rata issue**

11	Is security holder approval required?	<b>No</b>
12	Is the issue renounceable or non-renounceable?	<b>Non-renounceable</b>
13	Ratio in which the +securities will be offered	<b>74 new shares for every 100 existing shares held</b>
14	+Class of +securities to which the offer relates	<b>Fully paid ordinary shares</b>
15	+Record date to determine entitlements	<b>16 March 2018</b>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<b>No</b>
17	Policy for deciding entitlements in relation to fractions	<b>Rounded up to the nearest whole share</b>
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>	<b>All countries other than Australia and New Zealand</b>
19	Closing date for receipt of acceptances or renunciations	<b>6 April 2018</b>
20	Names of any underwriters	<b>Townshend Capital Pty Ltd</b>
21	Amount of any underwriting fee or commission	<b>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</b>

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

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## 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.

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- 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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## 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

<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	<b>225,583,335</b>												
<p><b>Add</b> the following:</p> <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</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>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: right; width: 40%;"><b>5,134,065</b></td> <td style="width: 20%;"></td> <td style="width: 40%;"><b>15 June 2017</b></td> </tr> <tr> <td style="text-align: right;"><b>4,865,935</b></td> <td></td> <td><b>28 June 2017</b></td> </tr> <tr> <td style="text-align: right;"><b>200,231,668</b></td> <td></td> <td><b>shares to be issued pursuant to the entitlement offer the subject of this Appendix 3B</b></td> </tr> <tr> <td style="text-align: right;"><b>96,000,000</b></td> <td></td> <td><b>shares to be issued pursuant to the Stellar Offer the subject of this Appendix 3B</b></td> </tr> </table>	<b>5,134,065</b>		<b>15 June 2017</b>	<b>4,865,935</b>		<b>28 June 2017</b>	<b>200,231,668</b>		<b>shares to be issued pursuant to the entitlement offer the subject of this Appendix 3B</b>	<b>96,000,000</b>		<b>shares to be issued pursuant to the Stellar Offer the subject of this Appendix 3B</b>
<b>5,134,065</b>		<b>15 June 2017</b>											
<b>4,865,935</b>		<b>28 June 2017</b>											
<b>200,231,668</b>		<b>shares to be issued pursuant to the entitlement offer the subject of this Appendix 3B</b>											
<b>96,000,000</b>		<b>shares to be issued pursuant to the Stellar Offer the subject of this Appendix 3B</b>											
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	<b>Nil</b>												
<b>“A”</b>	<b>531,815,003</b>												

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	<b>79,772,250</b>
<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>	<b>35,000,000</b> <b>5 February 2018</b>
“C”	<b>35,000,000</b>
<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>	<b>79,772,250</b>
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	<b>35,000,000</b>
<b>Total [“A” x 0.15] – “C”</b>	<b>44,772,250</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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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  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</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</b> [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

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