

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM THE UNITED STATES OF AMERICA, CANADA, JAPAN, THE REPUBLIC OF SOUTH AFRICA OR AUSTRALIA, OR IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION. SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

19 March 2018

## **Newfield Resources Limited (“NWF”)**

### **Irrevocable Undertakings**

Pursuant to Rule 2.10 of the Code, the Boards of Stellar and NWF announce that on 16 March 2018 NWF has obtained further irrevocable undertakings (“Irrevocable Undertakings”) to vote in favour of or accept an offer (“Offer”) to be made by NWF for Stellar Diamonds plc (“Stellar”) substantially on the terms set out in the firm offer announcement dated 12 March 2018 from the following Stellar Shareholders:

	Number of Stellar Shares in respect of which undertaking is given	Percentage of Stellar issued share capital
Helen Smithson (wife of Karl Smithson)	27,839	0.04%
Graham Radburn	9,800	0.02%
Martin Lampshire	451,819	0.73%
Jane Carr (wife of Rowan Carr)	36,390	0.06%
<b>Total</b>	<b>525,848</b>	<b>0.85%</b>

The Irrevocable Undertakings will cease to be binding if, among other things:

- i. Stellar’s Board does not recommend the Offer;
- iii. the relevant offer or scheme documentation is not posted to shareholders of Stellar within the permitted period under the Code or as otherwise agreed with the Panel;
- iv. the Offer (or scheme of arrangement as applicable) does not become effective, is withdrawn or lapses in accordance with its terms;
- v. the Directors of Stellar withdraw their recommendation in support of the Offer made by NWF.

The Irrevocable Undertakings above remain binding in the event of a higher, or any other, bid or offer for Stellar subject to the Board of Stellar not withdrawing their recommendation.

NWF has, in total, received irrevocable undertakings to vote in favour of the Scheme in respect of 19,001,476 Stellar Shares representing, in aggregate, approximately 30.64 per cent. of the issued ordinary share capital of Stellar.

**Enquiries:**

**Stellar Diamonds Plc**

Karl Smithson, CEO

Tel: +44 (0) 20 7010 7686

**Cairn Financial Advisers LLP (Nominated Adviser and Rule 3 Adviser to Stellar)**

Sandy Jamieson, Liam Murray

Tel: +44 (0) 20 7213 0880

**Newfield Resources Ltd**

Anthony Ho

Tel: +61 (08) 6389 2688

**OBH Partners (Advisers to NWF)**

Orlaith O'Brien, Edel Conway, Antony Legge

Tel: +353 1 77 55 600

Cairn Financial Advisers LLP, which is authorised and regulated by the Financial Conduct Authority, is acting for the Company as financial adviser in relation to the possible offer for the Company and is not acting for any other person in relation to such possible offer for the Company. Cairn Financial Advisers LLP will not be responsible to anyone other than Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this document or any possible offer for the Company or arrangement referred to herein.

**Important notice**

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise. This announcement does not constitute a prospectus or a prospectus equivalent document. The shareholders of Stellar and NWF are advised to read carefully the formal documentation in relation to the Offer once it has been despatched.

**Overseas jurisdictions**

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements. This announcement has been prepared for the purposes of complying with English law and the Code and the information disclosed in this announcement may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1993, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

**Publication on Website**

Copies of the Irrevocable Undertakings and this announcement will be made available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on Stellar's website at [www.stellar-diamonds.com](http://www.stellar-diamonds.com) NWF's website and on NWF's website at [www.newfieldresources.com.au](http://www.newfieldresources.com.au) in accordance with Rule 26.1 of the Code by no later than 12 noon (London time) on 20 March 2018. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.