



RICHFIELD INTERNATIONAL LIMITED

ABN 31 103 306 403

Notice of Annual General Meeting

Notice is hereby given of the annual general meeting of Richfield International Limited to be held at 4.50pm on Friday, 20 May 2016 at Crown Promenade Boardroom, Great Eastern Highway, Burswood, Perth, WA.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

- 4.50pm (AWST) on Friday, 20 May 2016
- Crown Promenade Boardroom
Great Eastern Highway BURSWOOD WA

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Contingent Resolution

At Richfield's 2015 Annual General Meeting, the non-binding vote on the Company's Remuneration Report did not achieve at least 75% of votes cast in favour of the Reports. This is known as a "first strike" under the Corporations Act 2001.

If more than 25% of votes cast at this Annual General Meeting are against the adoption of the 2015 Remuneration Report, this will constitute a "second strike". If a second strike is recorded, then in accordance with the Corporations Act, a contingent resolution (Resolution 3) to spill the Board will be put to the Meeting.

This resolution, if passed, would result in the Company being required to call an extraordinary general meeting of shareholders, which must be held within 90 days, at which all Directors in office (other than Jennifer Lim, as Executive Director and Chak Chew Tan, as Managing Director) at the time of this Annual General Meeting must vacate their positions and stand for re-election.

If the spill resolution is put to the Meeting, the Board unanimously recommends that shareholders vote against it, on the basis that it would be extremely disruptive to the Company in the interim and would distract management from the task of strengthening the Company's position in accordance with the plans described in the Annual Report.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form:

- post to PO Box 1592, Booragoon WA 6954;
- email to eryn@kestelcorp8.com.au or;
- facsimile to 08 9367 8812 (within Australia) and +61 8 9367 8812 (outside of Australia) so

that it is received not later than 4.50pm (AWST) on Wednesday, 18 May 2016.

Proxy Forms received later than this time will be invalid.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (AWST) on Wednesday, 18 May 2016.

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is given that the 2016 Annual General Meeting of Richfield International Limited will be held at 4.50pm (AWST) on Friday, 20 May 2016.

The Explanatory Memorandum to this Notice of Meeting forms part of the Notice and provides additional information on matters to be considered at the Annual General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA

Adoption of Annual Financial Report

To receive the Annual Financial Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending 31 December 2015.

NON-BINDING Resolution

1. Adoption of Remuneration Report

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2015."

VOTING EXCLUSION STATEMENT: In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if:

- (a) That person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
 - (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel
-

ORDINARY Resolution

2. Re-election of Mr Jwee Phuan Frederick Eric Ng as Director

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

"That, in accordance with clause 14.4(b) of the Company's Constitution and for all other purposes, Mr Jwee Phuan Fredrick Eric Ng, who retires by rotation in accordance with the Company's Constitution, offers himself for re-election and is hereby re-elected as a director of the Company."

CONTINGENT Resolution

3. To hold a Spill Meeting

Resolution 3 will only be considered at the Annual General Meeting if at least 25% of the votes are cast against Resolution 1 - Adoption of Remuneration Report. The Explanatory Memorandum further explains the circumstances in which Resolution 3 will be put to the Annual General Meeting.

If at least 25% of votes cast on Resolution 1 are cast against the Resolution, the Annual General Meeting

will:

Consider, and if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, as required by the Corporations Act

- (a) an extraordinary general meeting of shareholders (**Spill Meeting**) be held within 90 days of the passing of this Resolution;*
- (b) all of the Directors (excluding Jennifer Lim, as Executive Director and Chak Chew Tan, as Managing Director) that hold office following this Annual General Meeting, being Steven Pynt, Andrew Phillips and Jwee Phuan Ng** and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting*

** This assumes that Mr Jwee Phuan Ng is re-elected as a director under Resolution 2.

VOTING EXCLUSION STATEMENT: In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if:

- (a) That person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel

SPECIAL Resolution

4. Approval of 10% Placement Capacity

To consider, and if thought fit, pass with or without amendment, the following resolution as a **special resolution**:

“That, pursuant to and in accordance with Rule 7.1A of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Rule 7.1A.2 of the Listing Rules for the purposes and on the terms set out in the Explanatory Memorandum. ”

VOTING EXCLUSION STATEMENT: The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who may participate in the 10% Placement Capacity and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote or 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.

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Steven Pynt', written in a cursive style.

Steven Pynt
Non-Executive Chairman
6 April 2016

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the 2016 Annual General Meeting of Richfield International Limited.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

ANNUAL FINANCIAL REPORT

The first agenda item is to receive the annual report of the Company for the year ended 31 December 2015.

Section 317 of the Corporations Act requires the directors to lay before the Annual General Meeting the financial report, the directors' report (including the Remuneration Report) and the auditor's report for the last financial year that ended 30 June 2015. Those holders that elected to receive a printed copy of the annual report will have received a copy with this Notice.

In accordance with sections 250S and 250SA of the Corporations Act, shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to

- (a) ask questions or make comment to the Directors' present on the management of the Company and Remuneration Report; and
- (b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

But no formal resolution to adopt the annual report will be put to the shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman about:

- (a) The preparation and the content of the 2015 Auditor's Report;
- (b) The conduct of the 2015 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2015 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2015 audit

The questions will need to be submitted no later than five (5) business days (no later than Thursday, 12 May 2016) before the Annual General Meeting to the Company Secretary at the Company's Registered Office.

The Annual Report is now available on the Company's website at <http://www.richfield.com.sg/>

Resolution 1 ADOPTION OF 2015 REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is required to table the Company's Remuneration Report to Shareholders for consideration and adoption.

The Remuneration Report is incorporated into the Directors' Report contained in the 2015 Annual Report and in accordance with Section 300A of the Corporations Act sets out the remuneration policy of the Company and reports the current remuneration arrangements in place for the Non-Executive Directors and Managing Director.

The Remuneration Report:

- sets out the remuneration arrangements for each Director and for each of the KMP of the Company; and;
- explains the Board's policies in relation to the objectives and structure of remuneration.

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives.

In accordance with Section 250SA of the Corporations Act, Shareholders will be given an opportunity to ask questions of the Directors in relation to the Remuneration Report.

The Remuneration Report is for consideration and adoption by way of a non-binding resolution. The vote on this Resolution is advisory only and does not bind the Directors of the Company to the outcome passed.

A failure of Shareholders to pass Resolution 1 will not require the directors to alter any of the arrangements in the Remuneration Reports and the Board will take into account the outcomes of the votes when considering the future remuneration arrangements of the Company.

The Director and Executive Remuneration Act which came into effect on 1 July 2011 provides Shareholders with the opportunity to remove the Board under the two strike rules - refer Resolution 3 below.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the shareholder is considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

Recommendation of Board

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

Resolution 2
RE-ELECTION OF MR NG

In accordance with ASX Listing Rule 14.4 and Clause 14.4(b) of the Constitution, directors must retire after the third Annual General Meeting since they were last elected. In accordance with the Company's Constitution at the Annual General Meeting, one-third of the directors must retire from office.

Richfield International Limited currently has two (2) Executive Directors and three (3) Non-Executive Directors and accordingly, one (1) of the Non-Executive Directors must retire by rotation but under the terms of the Constitution, Mr Ng is eligible for re-election.

Mr Jwee Phuan Fredrick Eric NG
Non-Executive Director

Qualifications

Bachelor of Science;
Master of Business Administration (MBA)

Experience, expertise and directors

Mr Ng has been the Principal Consultant of Chadway Management Service Pte Ltd since 1982. He is responsible for providing operational management, planning and executing growth strategies, merger and acquisitions activities and corporate finance services to companies in Singapore and the region, including the PRC. He also advises on business growth and globalisation strategies, capital market and corporate governance issues and is an active capital market intermediary matching capital with business.

Mr Ng's vast experience and knowledge provides him with the credentials to sit on a number of Boards of public companies that are listed on the Singapore and Australian Exchanges. Mr Ng also has vast experience of chairing Board and Audit Committee meetings and being a member of various Remuneration and Nomination Committees.

Since 2009 Mr Ng has served as a Non-Executive Director of ASX listed GBM Gold Ltd and appointed its Non-Executive Chairman on 1 Jan 2014. He is also currently the Executive Director of Ephraim Resources Ltd (ASX - "EPA") and has been the Lead Independent Director at SGX Mainboard listed Chasen Holdings Ltd since 2007.

Recommendation of Board

The Board (excluding Mr Ng) recommends the re-election of Mr Ng as a Director of the Company.

CONTINGENT Resolution 3 TO HOLD A SPILL MEETING

In 2011, the Corporations Act was amended to introduce a two strike rule. Where the Remuneration Report receives more than 25% of eligible votes cast against the Non-Binding Resolution at two (2) consecutive meetings, a further resolution must be put to the Annual General Meeting to spill the current Board (**Spill Resolution**) at a further General Meeting, to be held within 90 days (**Spill Meeting**).

As more than 25% of eligible votes were cast against the Company's 2014 Remuneration Report the Company recorded what is known as a "first strike" under the executive remuneration provisions of the Corporations Act 2001, which applied for the first time last year.

If (and only if) the votes against the 2015 Remuneration Report represent are more than 25% of the eligible votes cast, the Company will receive a "second strike". Under section 250V of the Corporations Act 2001, if the Company receives a second strike, Shareholders must then vote on the Spill Resolution at this Annual General Meeting, allowing Shareholders, if they so choose, to decide on holding fresh elections for the entire board.

Resolution 3 is the Spill Resolution. If Resolution 3 is passed, the Shareholders will then have to consider the composition of the current Board with the potential that the current Board is spilled. .

At the Spill Meeting, if required all the Directors (other than Jennifer Lim as Executive Director and Chak Chew Tan as Managing Director) who are in office at the end of this Annual General Meeting will automatically cease to hold office and so must stand for re-election at the Spill Meeting. This would include automatic cessation of the following Non-Executive Directors:

- Steven Pynt;
- Andrew Phillips; and
- Jwee Phuan Fredrick Eric Ng (if re-elected per Resolution 2)

Even if Mr Ng is re-elected at this year's AGM, he will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

If less than 25% of the available votes on Resolution 1 are cast against the adoption of the Remuneration Report at the 2016 Annual General Meeting, then there will be no requirement for the Spill Meeting to vote on a Spill Resolution and then the Contingent Resolution 3 will not be put to the Annual General Meeting.

If the Spill Resolution is passed, each of the three (3) Non-Executive Directors referred to above are eligible to seek re-election as a Non-Executive Director at the Spill Meeting and Shareholders should note that each of the relevant Directors intends to stand for re-election at a Spill Meeting.

The Board is satisfied as to the remuneration levels of the Key Management Personnel however, it is solely at the discretion of the Shareholder's wish as to how they vote on the Remuneration Report.

The Chairman intends to vote all undirected proxies **against** Resolution 3

Recommendation of Board

*If Resolution 3 is put to the Annual General Meeting, the Board unanimously recommends Shareholders vote **against** Resolution 3 on the basis that it would be extremely disruptive to the Company and in the Board's view, it would be inappropriate to remove and replace all the independent, Non-Executive Directors, who have an excellent working knowledge of the Company's operations.*

Resolution 4 APPROVAL FOR THE 10% PLACEMENT CAPACITY

Resolution 4 is a special resolution and requires approval by 75% of the votes cast by Shareholders present and eligible to vote.

The purpose of Resolution 4 is to seek approval for the Company to issue a further 10% of its issued share capital under

ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) in addition to and without using the Company's 15% placement capacity under ASX Listing Rule 7.1, which if approved will provide the Company with a total placement capacity of 25%.

ASX Listing Rule 7.1A

Under Resolution 4, the Company seeks shareholder approval to be able to issue an additional 10% of the issued share capital of the Company under ASX Listing Rule 7.1A (**10% Placement**).

As at the date of this Notice, Richfield has only one (1) class of quoted equity security - Ordinary Shares (ASX Code: RIS) and no unquoted equity security. The Company would only be issuing Ordinary Shares under a 7.1A Placement.

The ability to issue shares under Listing Rule 7.1A.1 must be sought by Richfield each year at the Annual General Meeting - the approval is not cumulative and must be refreshed through shareholder approval.

Eligibility Criteria

Under ASX Listing Rule 7.1A, an eligible listed entity may, subject to Shareholder approval by way of a Special Resolution issue Equity Securities comprising up to 10% of its issued share capital in addition to the normal 15% annual placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing 7.1A is an entity that is outside the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

Richfield is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$12.6 million based on a closing share price of \$0.20 on 1 April 2016 and 62,896,810 Shares on issue.

Shareholder approval under ASX Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during the placement period provided that the Company meets the eligibility criteria on the date of the AGM.

Placement capacity under ASX Listing Rule 7.1 and 7.1A

The 10% Placement is in addition to Richfield's 15% placement capacity under Listing Rule 7.1.

As at the date of this Notice of Meeting, Richfield has 62,896,810 Shares on issue and therefore, in addition to any other Equity Securities which it can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, it has the capacity to issue

- 9,434,522 Equity Securities under the Company's 15% Placement Capacity under Listing Rule 7.1; and
- Subject to Shareholder approval being obtained under this Resolution, 6,289,681 Equity Securities under Listing Rule 7.1A

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula in Listing Rule 7.1A2.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

(a) Minimum issue price

In accordance with Listing Rule 7.1A, Shares issued by the Company under a 10% Placement can only be issued at a price not less than 75% of the VWAP (volume weighted average price) of Shares calculated over the fifteen (15) trading days on which trades in its Shares were recorded immediately before:

- the date on which the issue price of the Shares is agreed; or
- the date on issue (if the Shares are not issued within five (5) trading days of the date on which the issue price is agreed).

(b) Placement period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of this Annual General Meeting until the earlier to occur of:

- 12 months after the date of this 2016 Annual General Meeting (20 May 2017); and
- the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's

main undertaking) or such longer period if allowed by the ASX (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

If a Company is planning an 11.1.2 or an 11.2 transaction then they are not able to seek approval under Listing Rule 7.1A - Richfield is not planning on either transaction during the next twelve (12) months.

(c) Dilution to existing shareholdings

If Resolution 4 is approved by Shareholders and Richfield issues Shares under the 10% Placement, there is a risk of economic and voting dilution to existing Shareholders as a result. Further, as the market price of the Company's Shares may be significantly lower on the issue date than on the date of the AGM approval and because the Shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding that it would based on current market prices.

ASX Listing Rule 7.3A.2 requires the Company to provide a table showing a number of hypothetical scenarios for a 10% Placement demonstrating the potential dilution effect if the Company's share capital is increased by either 50% or 100% and the Company's share price decreases by 50% or increased by 100% from the approximate share price as at the date of finalisation of this Notice of Meeting.

Shares on Issue		Dilution		
		\$0.10 50% decrease in Issue Price	\$0.20 Issue Price	\$0.40 100% increase in Issue Price
Current Shares 62,896,810	10% Voting Dilution	6,289,681 Shares	6,289,681 Shares	6,289,681 Shares
	Funds raised	\$628,968	\$1,257,936	\$2,515,872
50% increase 94,345,215	10% Voting Dilution	9,434,522 Shares	9,434,522 Shares	9,434,522 Shares
	Funds raised	\$943,452	\$1,886,904	\$3,773,809
100% increase 125,793,620	10% Voting Dilution	12,579,362 Shares	12,579,362 Shares	12,579,362 Shares
	Funds raised	\$1,257,936	\$2,515,872	\$5,031,745

* The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or shares issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The following assumptions were made when preparing the dilution table:

1. There are currently **62,896,810** Shares on issue as at the date of this Notice of Meeting;
2. The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
3. The Company has not issued any Shares in the 12 months prior to this Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1;
4. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
5. The table does not show the dilution affect that may be caused to a particular Shareholder;
6. The table only shows the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% Placement Capacity under Listing Rule 7.1;
7. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders; and
8. The issue price of \$0.20 is the closing price of the Shares on the ASX as at 1 April 2016.

(d) Purpose of the 10% Placement

The Company may seek to issue Equity Securities under ASX Listing Rule 7.1A for the following purposes:

1. Continue the provision of port and shipping services for ocean-going vessels engaged in the liner and tramp trade, spot marine container sales and purchase, and an operator of containerisation in liner shipping services with activities which could include:
 - (a) Engaging more agents;
 - (b) Increasing activities of Subsidiaries through expansion;
 - (c) Review to increase routes to Southwest Asia markets;
 - (d) Improving the contribution margins, especially in the containerised shipping services; and
 - (e) Purchase of ocean-going and/or cargo vessels

2. Development costs associated with any new port and shipping services acquired by the Company during the period ahead;
3. Potential acquisition of new resource assets and investments by either or both of the following:
 - (a) Cash consideration; and
 - (b) Non-cash consideration, if this was the purpose; the Company would provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
4. For ongoing future working capital purposes

The cash issue price or the value of any non-cash consideration will comply with the minimum issue price noted above.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity but may include a placement to selected existing Shareholders, a corner stone investor or several "new" professional/sophisticated investors not currently on the Company's register

The identity of the subscribers under the 10% Placement will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- The purpose of the issue;
- The methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- The effect of the issue of the Equity Securities on the control of the Company;
- The financial situation and solvency of the Company; and
- Advice from corporate, financial and broking advisors

The subscribers under the 10% Placement are not known as at the date of finalisation of this Notice of Meeting but may include existing substantial shareholders and/or new shareholders. The subscribers cannot include any directors, related parties or associates of a related party of the Company without further specific shareholder approval.

If the Company is successful in acquiring new resource assets or investments, it is likely that the subscribers under the 10% Placement will be the vendors of the new resource assets or investments.

(f) Voting exclusion

A voting exclusion statement applies in relation to Resolution 4 and has been included in this Notice of Meeting.

As at the date of this Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing shareholder to participate in the issue of Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

(g) Previous approval

Richfield previously obtained Shareholder approval under Listing Rule 7.1A at its 26 May 2014 Annual General Meeting. In accordance with Listing Rule 7.3A.6, the Company advises the following with respect to Security issues in the last twenty four (24) months preceding the date of this Notice of Meeting:

- Richfield did not issue any Equity Securities under Listing Rule 7.1A during the period between the 26 May 2014 Annual General Meeting and the date of this Notice; and
- Richfield did not issue any Equity Securities under Listing 7.1 during the period between the 26 May 2014 Annual General Meeting and the date of this Notice.

(h) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement, it must give to the ASX:

- A list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and

- The information required by Listing Rule 3.10.5A for release to the market.

A significant number of Australian Listed entities are seeking the 10% Placement approval from their shareholders to enable a capital raising to be implemented if appropriate during the coming year. Accordingly approval by Richfield Shareholders of Resolution 4 is considered to be a prudent approach.

Recommendation of Board

The Directors believe that Resolution 4 will provide the Company with the flexibility to raise capital quickly if advantageous terms are available and it is in the best interests of the Company and it is for these reasons that the Directors recommend that Shareholders vote in favour of Resolution 4.

GLOSSARY

\$ means Australian dollars

Annual General Meeting or Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the ASX, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

AWST means Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

Company means Richfield International Limited (ABN: 31 103 306 403).

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be influenced by the member
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means Executive Director or Managing Director and Non-Executive Directors.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Key Management Personnel is defined by AASB 124 Related Party disclosures as all directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Memorandum.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2015.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

**APPOINTMENT OF PROXY
RICHFIELD INTERNATIONAL LIMITED
ACN 103 306 403**

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting

As my/our proxy to attend and act generally at the Annual General Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Richfield International Limited to be held at Crown Promenade Boardroom, Great Eastern Highway, Burswood, Perth WA on Friday, 20 May 2016, at 4.50pm (WST) and at any adjournment of that meeting.

Chairman authorised to exercise proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though the Chairman is, and that item is connected directly or indirectly with the remuneration of, a member of key management personnel of Richfield International Limited, which includes the Chairman.

Chairman to vote undirected proxies in favour: I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1, 2 and 4 and against Resolution 3 (if required).

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
	Non-Binding Resolution			
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ordinary Resolution			
Resolution 2	Re-Election of Mr Jwee Phuan Fredrick Eric Ng as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Contingent Resolution			
Resolution 3	To Hold a Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Special Resolution			
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ **insert%**

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

RICHFIELD INTERNATIONAL LIMITED
ACN 103 306 403

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 4.50pm (AWST) on Wednesday, 18 May 2016.

1. **Appointing a Proxy:** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.

2. **Direction to Vote:** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

Unless authorised by ASIC, if a member of Key Management Personnel or their Closely Related Parties is appointed as a proxy, they are not permitted to vote undirected proxies on remuneration matters (arising directly or indirectly in connection with remuneration of Key Management Personnel), related party benefit matters under Chapter 2E of the Corporations Act and any spill resolutions. However, the chair may vote a proxy that does not specify how it is to be voted, provided the member who has lodged the proxy has provided their consent in the proxy form for the chair to exercise the proxy in its discretion (save in relation to the remuneration report where a direction is required).

3. **New Sections 250BB and 250BC of the Corporations Act:** Sections 250BB and 250BC of the Corporations Act provide that
 - if proxy holders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

**RICHFIELD INTERNATIONAL LIMITED
ACN 103 306 403**

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

Transfer of non-chair proxy to chair in certain circumstances Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3. **Signing Instructions:**

- **(Individual):** Where the holding is in one name, the member must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
- **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

4. **Attending the Meeting:** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

5. **Return of Proxy Form:** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

post to PO Box 1592, Booragoon WA 6954;

email to eryn@kestelcorp8.com.au or;

facsimile to 08 9367 8812 (within Australia) and +61 8 9367 8812 (outside of Australia)

so that it is received not later than 4.50pm (AWST) on Wednesday, 18 May 2016. **Proxy Forms received later than this time will be invalid.**

**RICHFIELD INTERNATIONAL LIMITED
ACN 103 306 403
Corporate Representative Form**

Shareholder Details

This is to certify that by a resolution of the directors of:

_____ ACN _____
(Insert Company Name)

(Insert Address)

The Company has appointed:

(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Annual General Meeting of shareholders of Richfield International Limited ACN 103 306 403 to be held on Friday, 20th May 2016 at 4.50pm and at any adjournment or postponement of the Annual General Meeting, or any meeting arising from the Annual General Meeting.

Dated this day of 2016

Executed by

ACN
in accordance with section 127 of the *Corporations Act 2001*:

.....
Director

.....
Director/Secretary

.....
Name of Authorised Representative

.....

.....
Signed by Authorised Representative

.....

Lodging your corporate representative form

To be valid, your corporate representative form (and any power of attorney under which it is signed) must be received no later than 4.50pm (WST) on Friday, 20 May 2016.