

20 May 2013

The Manager
Company Announcements Office
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

NOTICE UNDER SECTION 708A

Highfield Resources Limited (Company) has issued 23,755,626 ordinary shares to EMR Capital GP Limited on 17 May 2013. The securities are part of a class of securities quoted on the Australian Securities Exchange Limited (ASX).

The Company gives this notice pursuant to Section 708A(5) of the Corporations Act.

The shares were issued without disclosure to investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- a) the provisions of Chapter 2M of the Corporations Act; and
- b) Section 674 of the Corporations Act.

There is no excluded information for the purposes of Sections 708A(7) and (8) of the Corporations Act.

Yours faithfully



**AARON BERTOLATTI
COMPANY SECRETARY
HIGHFIELD RESOURCES LIMITED**