CONSOLIDATED GOLDFIELDS CORPORATION
1575 Delucchi Lane, Suite 115
Reno, Nevada 89502

December 22, 2014

Dear Shareholder:

You are cordially invited to attend the 2015 Special Meeting of Shareholders (the "**Special Meeting**") of Consolidated Goldfields Corporation (the "**Company**"), which will be held at the Company's offices at 1575 Delucchi Lane, Suite 115, Reno, Nevada 89502, on January 12, 2015 at 10:00 a.m. Reno, Nevada time.

At the Special Meeting, you will be asked to consider and vote upon the following proposals:

- To approve the amendment of the Company's Articles of Incorporation to change the name of the Company from "Consolidated Goldfields Corporation" to "Brilliant Sands Incorporated";
- To approve the amendment of the Company's Articles of Incorporation to effect a 1-for-3 reverse stock split of its issued and outstanding common stock; and
- To transact any other business properly brought before the meeting or any adjournment or postponement of the meeting.

The accompanying Proxy Statement contains a brief description of the proposals. The Proxy Statement does not purport to be complete and is qualified in its entirety by reference to the more detailed information in the Articles of Incorporation and Bylaws of the Company and the other materials accompanying the Proxy Statement. You are urged to read the Proxy Statement, the Articles of Incorporation and Bylaws of the Company and the materials accompanying the Proxy Statement.

Whether or not you plan to attend the meeting, please mark, sign, date and mail the enclosed proxy for your shares of stock to the Company's transfer agent as indicated in the accompanying Proxy Statement and proxy card. Your cooperation in returning your executed proxy promptly is appreciated. If you do attend the meeting, you may vote in person, which will effectively revoke any proxy previously submitted. Attendance at the meeting, however, will not revoke a previously delivered proxy unless you vote at the meeting.

Sincerely,

Marc J. Andrews
President and Chief Executive Officer

CONSOLIDATED GOLDFIELDS CORPORATION
1575 Delucchi Lane, Suite 115
Reno, Nevada 89502

NOTICE OF 2015 SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD JANUARY 12, 2015

To the Shareholders of Consolidated Goldfields Corporation:

NOTICE IS HEREBY GIVEN that the 2015 Special Meeting of Shareholders (the "**Special Meeting**") of Consolidated Goldfields Corporation (the "**Company**"), will be held at the Company's offices at 1575 Delucchi Lane, Suite 115, Reno, Nevada 89502, on January 12, 2015 at 10:00 a.m. Reno, Nevada time, for the following purposes:

- To approve the amendment of the Company's Articles of Incorporation to change the name of the Company from "Consolidated Goldfields Corporation" to "Brilliant Sands Incorporated";
- To approve the amendment of the Company's Articles of Incorporation to effect a 1-for-3 reverse stock split of the issued and outstanding common stock, par value $0.001 per share (the "**Common Stock**"), of the Company; and
- To transact any other business properly brought before the meeting or any adjournment or postponement of the meeting.

The record date (the "**Record Date**") for the determination of shareholders entitled to notice of, and to vote at, the Special Meeting or any adjournment(s) thereof has been fixed to be the close of business on December 19, 2014. Only shareholders of record at the close of business on the Record Date are entitled to notice of, and to vote at, the Special Meeting. The stock transfer books will be closed. A list of shareholders entitled to vote at the Special Meeting will be available for examination at the offices of the Company beginning two business days after the date of this Notice and through the Special Meeting.

You are cordially invited to attend the Special Meeting. Whether or not you expect to attend the meeting in person, however, you are urged to mark, sign, date and mail the enclosed form of proxy promptly to the Company's transfer agent so that your shares of stock may be represented and voted in accordance with your wishes and in order that the presence of a quorum may be assured at the meeting.

BY ORDER OF THE PRESIDENT

December 22, 2014
Reno, Nevada

Marc J. Andrews
President and Chief Executive Officer

CONSOLIDATED GOLDFIELDS CORPORATION

PROXY STATEMENT
FOR
2015 SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD JANUARY 12, 2015

The accompanying proxy is solicited by the Board of Directors of Consolidated Goldfields Corporation, a Montana corporation (the "**Company**"), to be voted at the Company's 2015 Special Meeting of Shareholders (the "**Special Meeting**") to be held at the time and place and for the purposes set forth in the accompanying Notice of 2015 Special Meeting of Shareholders (the "**Notice**") and at any adjournment(s) thereof. When proxies in the accompanying form are properly executed and received, the shares represented thereby will be voted at the Special Meeting in accordance with the directions noted thereon; if no direction is indicated, such shares will be voted "FOR" the proposals set forth in the proxy.

Management does not intend to present any business at the Special Meeting for a vote other than the matters set forth in the Notice and has no information that others will do so. If other matters requiring a vote of the shareholders properly come before the Special Meeting, it is the intention of the persons named in the accompanying form of proxy to vote the shares represented by the proxies held by them in accordance with their judgment on such matters.

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE SPECIAL MEETING AND WISH THEIR STOCK TO BE VOTED ARE URGED TO DATE, SIGN AND RETURN THE ACCOMPANYING PROXY TO THE COMPANY'S TRANSFER AGENT AT ADDRESS SET FORTH IN THE ACCOMPANYING PROXY.

PROPOSAL ONE

APPROVAL OF AN AMENDMENT TO THE ARTICLES OF INCORPORATION TO CHANGE THE COMPANY'S NAME TO BRILLIANT SANDS INCORPORATED

In December 2014, the Board of Directors adopted a resolution approving an amendment to the Company's Articles of Incorporation to change the name of the Company from "Consolidated Goldfields Corporation" to "Brilliant Sands Incorporated" and recommending that the name change amendment be submitted to shareholders for approval.

Reasons for the name change

The name change is intended to reflect the evolution of the Company from a junior gold-silver company to a more diversified mining company with interests in other minerals. The Company believes that the name "Brilliant Sands Incorporated" was selected as a corporate brand that encompasses the Company's current operations and can provide a platform for future opportunities.

Effects of the name change

If the name change amendment is approved by shareholders, the name change will be effective when the amendment to the Articles of Incorporation, substantially in the form attached as Exhibit A to this Proxy Statement, is filed with the Secretary of State of the State of Montana.

If the name change becomes effective, the rights of shareholders holding certificated shares under currently outstanding stock certificates and the number of shares represented by those certificates will remain unchanged. The name change will not affect the validity or transferability of any currently outstanding stock certificates nor will it be necessary for shareholders with certificated shares to surrender or exchange any stock certificates they currently hold as a result of the name change. Uncertificated shares currently held in direct registration accounts and any new stock certificates that are issued after the name change becomes effective will bear the name "Brilliant Sands Incorporated." Approval of this Proposal One requires the affirmative vote of a majority of the shares of Common

Stock outstanding as of the Record Date. Any abstentions or broker non-votes will have the same effect as a vote against this Proposal One.

Recommendation of the Board of Directors

The Board of Directors recommends that the shareholders vote FOR the approval of the amendment to the Company's Articles of Incorporation to change the name of the Company to "Brilliant Sands Incorporated."

PROPOSAL TWO

APPROVAL OF AN AMENDMENT TO THE ARTICLES OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT

The Board of Directors has adopted a resolution approving and recommending to the Company's shareholders for their approval an amendment to the Articles of Incorporation which would effect a 1-for-3 reverse stock split of the issued and outstanding Common Stock.

If it is approved by the shareholders, the reverse stock split will be accomplished by the filing of an amendment to the Articles of Incorporation with the Secretary of State of the State of Montana substantially in the form attached as Exhibit A to this Proxy Statement. The following discussion is qualified in its entirety by the full text of the proposed amendment to the Articles of Incorporation, which is hereby incorporated by reference. The Board of Directors reserves the right to abandon the reverse stock split or to delay the reverse stock split for up to six months after the Special Meeting if the Company determines that it is in its best interests and the best interests of the shareholders to do so. See "Board of Directors Discretion."

Except for adjustments that may result from the treatment of fractional shares as described below, each shareholder will hold the same percentage of Common Stock outstanding immediately following the reverse stock split as that shareholder held immediately before the reverse stock split.

Purposes of the Reverse Stock Split

OTCQX Eligibility. One of the primary reasons for proposing the reverse stock split is to increase the per share market price of the Common Stock. On June 9, 2014, the Company received written notification from the OTC Markets Group advising that, for the previous 30 calendar days, the minimum bid price of the Common Stock was below $0.10 per share. In that letter, the Company was advised that it had a 180-day period (through December 8, 2014) to regain compliance with the minimum bid price requirement. The Company did not regain compliance with the minimum bid price rule prior to December 8, 2014 and was not eligible for any additional compliance period. The Common Stock was removed from trading on the OTCQX, and following the removal, has been quoted on the OTC Pink marketplace. Alternative markets, such as the OTC Pink marketplace, are generally considered to be less efficient than, and not as broad as, the OTCQX, and many securities trade less frequently and in smaller volumes in the alternative markets than securities traded on the OTCQX, which could have a material adverse effect on the liquidity of the Common Stock. The OTCQX requires a minimum bid price of $0.10 for preceding 30 consecutive calendar days, and the Company believes the reverse stock split may be an initial step to regaining OTCQX eligibility.

Investor Interest. Because of the trading volatility often associated with low-priced stocks, many brokerage firms and institutional investors have internal policies and practices that either prohibit them from investing in low-priced stocks or tend to discourage individual brokers from recommending low-priced stocks to their customers. Some of these policies and practices pertain to the payment of brokers' commissions and to time-consuming procedures that make the handling of lower-priced stocks unattractive to brokers from an economic standpoint. The Company believes that the anticipated higher market price resulting from a reverse stock split would better enable institutional investors and brokerage firms with such policies and practices to invest in the Common Stock. There can be no assurance that the reverse stock split will cause a sufficient, if any, increase in the stock price to compliance with these policies or attract broker or investor interest.

Capital Formation and Other Transactions. The Company believes that the failure to effect the reverse stock split could impede any future efforts by it to raise capital and engage in other transactions. The Company may desire to raise additional capital, make acquisitions or engagement in other transactions from time to time and may

elect to do so through the issuance of equity securities, as it has previously done. If investors or other counterparties to these transactions believe that the Company has too many shares outstanding or that the price per share of the Common Stock is too low, the Company may find it more difficult to engage in these transactions.

Anticipated Effects of Reverse Stock Split

Effect on the Market Price of the Common Stock. Although the Company expects that the reverse stock split will result in an increase in the market price of the Common Stock, the reverse stock split may not increase the market price of the Common Stock in proportion to the reduction in the number of shares of Common Stock outstanding or result in a permanent increase in the market price. For example, based on the closing price of the Common Stock on December 15, 2014 of $0.03 per share, there can be no assurance that the post-split market price of the Common Stock would be $0.09 (three (3) times this recent price) per share or greater.

The market price is dependent upon many factors, including the Company's performance, prospects and other factors. If the reverse stock split is accomplished and the market price of the Common Stock declines, the percentage decline as an absolute number and as a percentage of the Company's overall market capitalization may be greater than would occur in the absence of a reverse stock split. In many cases, the market price of a company's shares declines after a reverse stock split.

Effect on the Market for the Common Stock. Although the Company believes that a higher stock price may help generate investor interest, there can be no assurance that the reverse stock split will result in a per share price that will attract brokerage firms, institutional investors or investment funds or that the share price will satisfy the investing guidelines of brokerage firms, institutional investors or investment funds. In addition, the reduced number of outstanding shares of Common Stock resulting from the reverse stock split could adversely affect the liquidity of the Common Stock. As a result, the trading liquidity of the Common Stock may be adversely affected by the reverse stock split.

Effect on Authorized and Outstanding Shares. The following table contains approximate information relating to the Common Stock under the proposed 1-for-3 reverse stock split, without giving effect to any adjustments for fractional shares of Common Stock, as of December 19, 2014. The reverse stock split will not affect the par value of the Common Stock.

Common Stock	Before Reverse Stock Split	After Reverse Stock Split
Authorized	200,000,000	200,000,000
Outstanding	88,956,609	29,652,203(1)
Reserved for future issuance pursuant to the Consolidated Goldfields Amended 2013 Stock Option and Stock Bonus Plan	10,000,000	3,333,334(1)

(1) Subject to adjustments for fractional shares.

Effect on Outstanding Stock Awards; Stock Plans. The reverse stock split, when implemented, will affect outstanding stock awards and options to purchase the Common Stock. The Consolidated Goldfields Amended 2013 Stock Option and Stock Bonus Plan (the "**Plan**") includes provisions for appropriate adjustments to the number of shares of Common Stock covered by the Plan and to stock options and other awards under the Plan, as well as the per share exercise price. If shareholders approve the reverse stock split, an outstanding stock option to purchase shares of Common Stock would thereafter evidence the right to purchase one share of Common Stock consistent with the reverse stock split ratio, and the exercise price per share would be a corresponding multiple of the previous exercise price. For example, a pre-split option for 300 shares of Common Stock with an exercise price of $0.10 per share would be converted post-split into an option to purchase 100 shares of Common Stock with an exercise price of $0.30 per share. Further, the number of shares of Common Stock reserved for issuance under the Plan will be reduced by the same ratio.

Effect on Existing Shareholders. The number of shares of Common Stock held by each shareholder will be reduced as a result of the reverse stock split. For example, a shareholder holding 300 shares of Common Stock before the reverse stock split would hold 100 shares of Common Stock immediately after the reverse stock split.

Each shareholder's proportionate ownership of outstanding shares of Common Stock would remain the same, except for minor differences resulting from the treatment of fractional shares. A reverse stock split may leave certain shareholders with one or more "odd lots," which are stock holdings in amounts of fewer than 100 shares of Common Stock. These odd lots may be more difficult to sell than shares of Common Stock in even multiples of 100. Shareholders selling odd lots created by the reverse stock split may incur increased brokerage commissions in selling such shares.

The Company will not issue fractional shares of Common Stock. Where a shareholder would have been entitled to a fractional share, the Company will round up fractional shares to the nearest whole share.

Effect on the Company. The Company expects its business and operations to continue as they are currently being conducted and the reverse stock split is not anticipated to have any effect upon the conduct of such business.

Accounting Effects. Net earnings/loss per share and book value per share will be increased as a result of the reverse stock split because there will be fewer shares of Common Stock outstanding. Appropriate adjustments will be made to the shareholders equity account on the Company's balance sheet to reflect the decrease in issued and outstanding shares.

Exchange of Certificates

Shareholders holding shares of Common Stock in certificate form will be sent a transmittal letter by the transfer agent after the effectiveness of the reverse stock split. The letter of transmittal will contain instructions on how a shareholder should surrender its, his or her certificate(s) representing shares of Common Stock ("**Old Certificates**") to the transfer agent in exchange for certificates representing the appropriate number of whole shares of post-reverse stock split Common Stock ("**New Certificates**"). No New Certificates will be issued to a shareholder until such shareholder has surrendered all Old Certificates, together with a properly completed and executed letter of transmittal, to the transfer agent. No shareholder will be required to pay a transfer or other fee to exchange his, her or its Old Certificates for New Certificates registered in the same name.

Upon surrendering all Old Certificates together with a properly completed and executed letter of transmittal, shareholders will receive a New Certificate(s) representing the number of whole shares of Common Stock which they are entitled as a result of the reverse stock split. Until surrendered, the Company will deem outstanding Old Certificates held by shareholders to represent the number of whole shares of post-reverse stock split Common Stock to which these shareholders are entitled.

If an Old Certificate has a restrictive legend on the back of the Old Certificate, the New Certificate will be issued with the same restrictive legend that is on the back of the Old Certificate. Any shareholder whose Old Certificate has been lost, destroyed or stolen will be entitled to a New Certificate only after complying with the requirements that the Company and the transfer agent customarily apply in connection with lost, stolen or destroyed certificates.

Shareholders who hold uncertificated shares, either as direct or beneficial owners, will have their holdings electronically adjusted by the transfer agent (and, for beneficial owners, by their brokers or banks that hold in "street name" for their benefit, as the case may be) to give effect to the reverse stock split.

Upon the reverse stock split, the Company intends to treat shares of Common Stock held by shareholders in "street name," that is, through a bank, broker or other nominee, in the same manner as shareholders whose shares of Common Stock are registered in their names. Banks, brokers or other nominees will be asked to effect the reverse stock split for their beneficial holders holding the Common Stock in "street name." However, these banks, brokers or other nominees may have different procedures than registered shareholders for processing the reverse stock split. If a shareholder holds shares of Common Stock with a bank, broker or other nominee and has any questions in this regard, the shareholder is encouraged to contact the shareholder's bank, broker or other nominee.

Shareholders should not destroy any stock certificate(s) and should not submit any stock certificate(s) until requested to do so.

Each shareholder should consult his, her or its own tax advisers concerning their particular U.S. federal tax consequences of the reverse stock split, as well as the consequences arising under the laws of any other taxing jurisdiction, including any foreign, state or local income tax consequences.

Board of Directors Discretion

Although the Board of Directors requests shareholder approval of the proposed amendment to the Articles of Incorporation, the Board of Directors reserves the authority to decide after such vote and before the effectiveness of the reverse stock split, in its discretion, whether to abandon or delay the reverse stock split and when to effect the reverse stock split. If the Board of Directors fails to effect the reverse stock split within six months after the Special Meeting, shareholder approval again would be required prior to implementing any subsequent reverse stock split. In making these determinations, the Board of Directors will consider a number of factors, including without limitation:

- the prevailing trading price and volume of the Common Stock;
- the historical and projected performance of the Common Stock and volume level before and after the reverse stock split;
- prevailing market conditions, general economic and other related conditions prevailing in the Company's industry and in the marketplace generally;
- the Company's capitalization, including the number of shares of Common Stock then issued and outstanding; and
- the potential devaluation of the Company's market capitalization as a result of a reverse stock split.

This flexibility is considered essential for the Board of Directors to be able to react to changes in market conditions between the date of this Proxy Statement and the date the Board of Directors determines a reverse stock split should be effected, if at all.

No Dissenters' Rights

The holders of shares of Common Stock will have no dissenters' rights of appraisal under Montana law, the Articles of Incorporation or the Bylaws with respect to the proposed amendment to the Articles of Incorporation to accomplish the reverse stock split.

Approval Required

The affirmative vote of a majority of the shares of the Common Stock entitled to vote thereon is required to approve the proposed amendment to the Company's Articles of Incorporation to accomplish a reverse stock split of the Common Stock. The effect of an abstention or broker non-vote is the same as that of a vote against the proposal.

Recommendation of the Board of Directors

The board of Directors recommends that the shareholders vote FOR the approval of the amendment to the Company's Articles of Incorporation to effect a 1-for-3 reverse stock split of the Common Stock.

OTHER BUSINESS

As of the date of this Proxy Statement, the Board of Directors knew of no other matters constituting a proper subject for action by the shareholders which would be presented at the Special Meeting. However, if any matters properly come before the Special Meeting, it is the intention of the persons named in the enclosed proxy card to vote the shares represented by said proxies in accordance with their judgment on such matters.

BY ORDER OF THE PRESIDENT

December 22**,** 2014
Reno, Nevada

Marc J. Andrews
President and Chief Executive Officer

EXHIBIT A

Form of Amendment to the Articles of Incorporation to Change the Company's Name

Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"**I. Name**

The name of this Corporation is Brilliant Sands Incorporated."

Form of Amendment to the Articles of Incorporation to Effect a Reverse Stock Split

Article IV of the Articles of Incorporation, is hereby amended to add new paragraph G to the end of Article IV to read in its entirety as follows:

"G. Effective at p.m., Mountain time, on , 2015, (the "**Effective Time**"), the shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be combined and reclassified into a smaller number of shares such that each three (3) shares of issued Common Stock immediately prior to the Effective Time are reclassified into one (1) share of Common Stock (the "**Reverse Stock Split**"). Notwithstanding the immediately preceding sentence, no fractional shares shall be issued. Stockholders who otherwise would be entitled to receive fractional share interests of Common Stock in connection with the Reverse Stock Split shall, with respect to such fractional interest, be rounded up to the nearest whole share. Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been combined and reclassified; provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been combined and reclassified."