



NOTICE OF THE 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 Annual General Meeting of the members of Newland Resources Limited (the "Company") will be held at the Edwin Flack Room, Sofitel Sydney Wentworth Hotel, 61 Phillip Street, Sydney NSW 2000 on Wednesday, 30 November 2011 commencing at 11:30am.

ORDINARY BUSINESS

1. To Receive the Accounts

To receive the Reports of the Directors and Auditors, and the Financial Report for the year ended 30 June 2011.

2. To Elect a Director

Dr Tim Sugden retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election.

3. Adoption of Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2011.

SPECIAL BUSINESS

4. Ratification of Previous Issue of Shares under Placement

To consider and, if thought fit, to pass the following resolution:

That for the purposes of Listing Rule 7.4 of the Australian Securities Exchange (ASX), and for all other purposes, approval is hereby given for the issue by the Company of a placement of 113,650,000 fully paid ordinary shares at \$0.062 per share in the Company to raise \$7,046,300, as announced to the ASX on 31 October 2011, and on the terms and conditions set out in the attached Explanatory Notes.

5. Change of Company Name

To consider and, if thought fit, to pass the following special resolution:

THAT the name of the Company be changed to "**Acacia Coal Limited**".

6. To transact any other business brought forward in accordance with the Company's Constitution.

Further information in relation to these resolutions is set out in the attached Explanatory Notes.

NOTICE OF THE 2011 ANNUAL GENERAL MEETING (Continued)

Voting Exclusion Statement

In respect of Resolution 4, the Company will disregard any votes cast on that Resolution by any person, and their associates, being the persons as detailed in the Explanatory Notes, who participated in the placement, and any person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities, and any associates of those persons.

However, the Company need not disregard any vote by any such persons on Resolutions 4 if:

- it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- it is cast by any of them who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

General

The shares mentioned in Resolution 4 rank equally in all respects with the existing fully paid ordinary shares in the Company.

PROXIES

To be effective, proxy forms must be received by the Company at its Sydney office at least 48 hours before the time for holding the meeting.

Hand Delivery:

Suite 1902, Level 19
Tower A, The Zenith
821 Pacific Highway
Chatswood NSW 2067

By Mail:

PO Box 324
Crows Nest, NSW 1585

By Facsimile:

(02) 9427 5928

A member entitled to attend and vote is entitled to appoint not more than two persons as his/her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a proxy form by a corporation should be executed under its common seal or in accordance with the Corporations Act 2001.

Dated at Sydney this 28th day of October 2011.

BY ORDER OF THE BOARD

Robert J Waring

Company Secretary

EXPLANATORY NOTES

These explanatory notes set out information in connection with the business to be considered at the Newland Resources Limited 2011 Annual General Meeting (AGM).

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

Resolution 1

Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 30 June 2011.

Resolution 2

Election of Director – Tim Sugden

Under the Company's Constitution, Dr Tim Sugden retires by rotation in accordance with the Constitution and, being eligible, wishes to stand for re-election. Dr Sugden has been a Director of Newland Resources Limited since 2 October 2009. He has over 24 years experience in mine geology, exploration, metallurgy, research and development, operations and company management in Australia and internationally. He was a mine geologist and senior research geologist in the nickel, gold and copper-uranium divisions of Western Mining Corporation; a senior mine and exploration geologist for Wiluna Mines and Great Central Mines, and General Manager of Wiluna Gold Operations for Normandy Mining and Newmont Australia. He was a founding Director of Agincourt Resources Limited and Nova Energy Limited, and operated in executive capacities in these companies prior to their takeovers for a combined value of over \$650 million. He has also served as a Non-Executive Director of several listed resource companies and is currently the Managing Director of Venturex Resources Limited.

Resolution 3

Adoption of Remuneration Report

The Corporations Act 2001 requires that a resolution be put to the members to adopt the Remuneration Report as disclosed in the Directors' Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

Under the Corporations Act 2001, if 25% or more of votes that are cast vote against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election. The Company encourages all shareholders to cast their votes on Resolution 3.

Any undirected proxies held by the Chairman of the meeting, other Directors, other key management personnel or any of their closely-related parties will not be included in the votes for Resolution 3. Key management personnel of the Company are the Directors of the Company, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2011. Their closely-related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 3 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

SPECIAL BUSINESS

Resolution 4

Ratification of Previous Issue of Shares under Placement

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its expanded capital in any 12-month period without requiring shareholder approval. ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders for issues made under Listing Rule 7.1.

Prior to the AGM and on or about 8 November 2011, the Company proposes to issue and allot 113,650,000 fully paid ordinary shares in the capital of the Company to a number of sophisticated and professional investors who qualify for one or more of the exemptions specified in Section 708 of the Corporations Act 2001. RBS Morgans Corporate Limited acted as Lead Manager to the Placement, as announced to the ASX on 31 October 2011, at an issue price of \$0.062. The issue will raise \$7,046,300 for general working capital purposes, mainly in connection with developing the Company's coal projects in the Bowen Basin in Queensland, particularly the Comet Ridge Project. This work will include drilling, metallurgical coal processing studies and Comet Ridge Project economics and scoping studies.

The issue was not in breach of Listing Rule 7.1 and has not previously been approved by the shareholders of the Company. Subject to the finalisation of the issue and allotment of shares under the placement on or about 8 November 2011, Resolution 4 calls for shareholder approval and ratification of the issue pursuant to ASX Listing Rule 7.4 so that the Company refreshes its capacity to issue up to 15% of its issued ordinary capital, if required, in the next 12 months without first requiring shareholder approval for those future issues. The shares rank equally in all respects with all existing ordinary shares previously issued by the Company. The subscribers to the issue in Resolution 4 are not related parties of the Company.

Resolution 5

Change of Company Name

It is proposed to change the Company's current name to **Acacia Coal Limited**, a name which will more precisely reflect the Company's operations at its coal projects in Queensland. This name has been reserved with the Australian Securities and Investments Commission. The proposed change of name, which must be passed as a special resolution in order to be effective, will have no bearing on the rights and liabilities attaching to the Company's securities. A special resolution must be passed by shareholders who are the registered holders of more than 75% of the shares and who attend the meeting (either in person or by proxy) and are entitled to vote on the resolution. It is expected that the new name will come into effect approximately one month after being approved by shareholders.



ABN 13 009 092 068

FORM OF PROXY

By hand: Suite 1902, Level 19, Tower A, The Zenith, 821 Pacific Highway, Chatswood NSW 2067
By facsimile: (02) 9427 5928
By mail: PO Box 324, Crows Nest, NSW 1585

I/We _____

(Full name in block letters)

of _____

(Address)

being a member of Newland Resources Limited, hereby appoint:

Name _____

Address _____

or, failing that person:

Name _____

Address _____

or, failing that person, the Chairman of the meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Annual General Meeting of this Company to be held at the Edwin Flack Room, Sofitel Sydney Wentworth Hotel, 61 Phillip Street, Sydney NSW 2000 on Wednesday, 30 November 2011 commencing at 11:30am and at any adjournment thereof.

If you do not wish to direct your proxy how to vote, please place a mark in this box.

By marking this box, you acknowledge that, if the Chairman is your proxy, the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him, other than as proxy holder, will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

If the Chairman of the meeting is voting as your proxy, he intends to vote any undirected proxies held on the item of business in favour of the resolution on that item of business.

Signature of shareholder (companies to execute under seal or
Director's signature if applicable)

Dated this _____ day of _____ 2011



If you desire to direct your proxy/proxies how to vote, please insert an **X** in the appropriate box. If you do not direct your proxy/proxies, the proxy holder may vote as they think fit or may abstain from voting.

BUSINESS	For	Against	Abstain
Resolution 1 – To Receive the Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – To Elect a Director – Tim Sugden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Previous Issue of Shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To be effective, the proxy form and the power of attorney or other authority (if any) under which each is signed (or a copy of that power or authority certified in a manner acceptable to the Directors of the Company) must be received at least 48 hours prior to the meeting (i.e. not later than 11:30am on 28 November 2011), or to any adjourned meeting at:

By hand: Suite 1902, Level 19, Tower A, The Zenith, 821 Pacific Highway, Chatswood NSW 2067
By facsimile: (02) 9427 5928
By mail: PO Box 324, Crows Nest, NSW 1585

Additional proxy forms will be supplied on request. A body corporate may appoint a representative to attend, vote at and otherwise act for it at the meeting in accordance with the Corporations Act 2001.

SIGNING INSTRUCTIONS

You must sign this form, in the spaces provided, as follows:

Individual: Where the holding is in one name, the holder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.

If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.