



NRL GRANTED EPC1319 AND EPC1720

**ASX Announcement:
8 August 2011**

ASX Code: NRL

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Tenement Update

Newland Resources Limited (NRL) is pleased to advise that the Queensland Department of Mines and Energy has formally granted EPC1319 (Jack Creek) and EPC1720 (Sandhurst Creek) to the Company.

NRL now has five (5) coal exploration tenements granted, with one remaining tenement pending (EPCA1801).

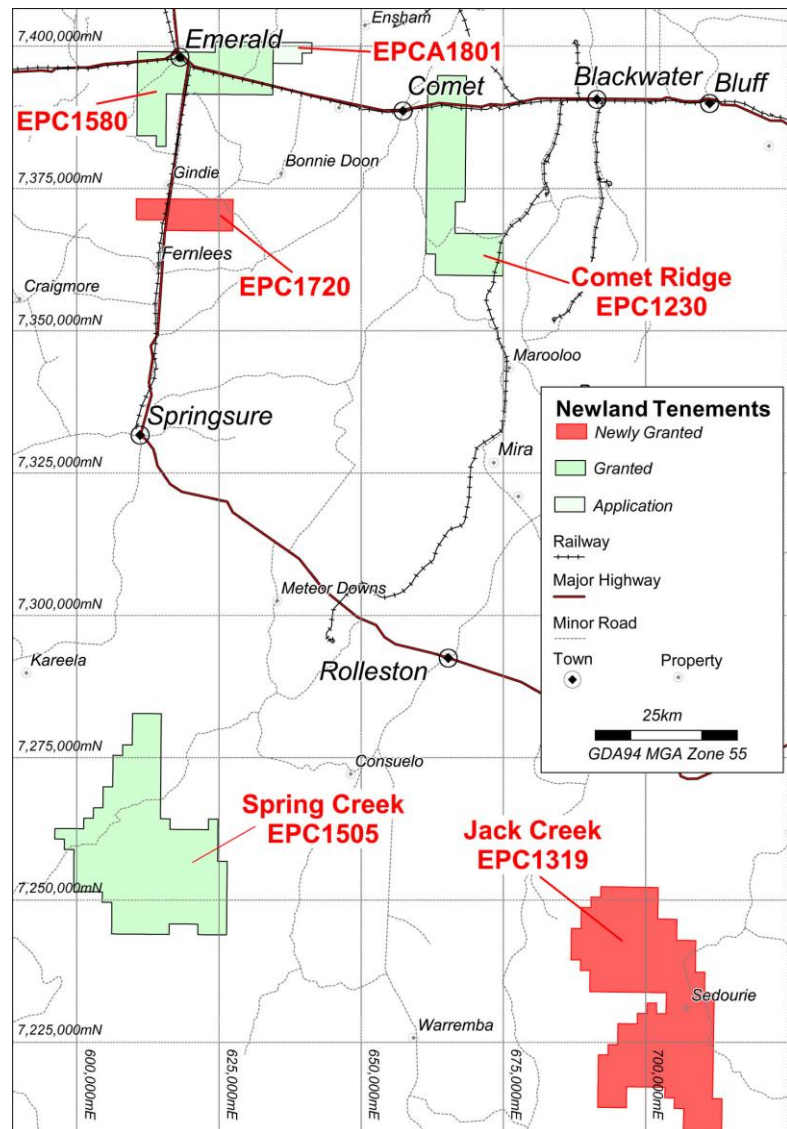


Figure 1: NRL Tenement Location Plan

The granting of these tenements, together with the recent grant of EPC1505, has satisfied the A Class Performance Share Milestone (being the formal grant by the Department of at least two of EPCA1319, EPCA1505 and EPCA1720) under the Acquisition Agreement. As a result, the 25 million A Class Performance Shares have today converted into 25 million ordinary fully paid shares in NRL. An Appendix 3B is attached.

Exploration Update

As advised in the quarterly report released on 29 July 2011, the Company is planning a further 30 hole drill program on the southern portion of the Comet Ridge Project (EPC1230). The Company wishes to confirm that all planning is now complete and it is anticipated that drilling activities will commence during the week beginning 15 August 2011.

Release from Voluntary Escrow

On 28 June 2010, the Company issued 56 million ordinary fully paid shares in part consideration for the acquisition of the Bowen Basin Coal tenements. These shares were placed in voluntary escrow for twelve months and have now been released from escrow.

In addition, the Company issued a further 34 million ordinary fully paid shares as part consideration for the acquisition of the Bowen Basin Coal tenements on 18 October 2010. These shares were also placed in voluntary escrow for twelve months and are due for release on 18 October 2011.

Section 708A(5) Notice

On Monday, 8 August 2011, NRL issued 25 million ordinary shares as a result of the conversion of 25 million A Class Performance Shares following the satisfaction of the A Class Performance Milestone in relation to the acquisition of the Bowen Basin Coal Tenements.

This notice is given under paragraph 5(e) of Section 708A of the Corporations Act 2001 (Cth) (Corporations Act).

Accordingly the Company gives notice under section 708A(5)(e) of the Corporations Act that:

1. the securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) Section 674 of the Corporations Act; and
3. as at the date of this notice there is no information to be disclosed which is "excluded information" as defined in subsection 708A(7) of the Corporations Act.

For further information, please contact:

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About Newland Resources Limited

Newland Resources Limited (NRL) is involved in coal exploration and development. The Company identifies, acquires and exploits opportunities in coal resources that could be brought into production to provide thermal and coking coal suitable for the export market. The Company has a 100% interest in six coal leases covering more than 1,900km² in Queensland's Bowen Basin.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Newland Resources Limited (ASX Code: NRL)

ABN

13 009 092 068

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 25,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Pari passu with existing ordinary fully paid shares |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:
<ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | Yes |
| 5 | Issue price or consideration | Issued for nil consideration – conversion of Performance Shares (NRLAK) |

- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- Conversion of A Class Performance Shares relating to the Acquisition of Bowen Basin Coal Tenements
- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates
- 8 August 2011
- 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 & 38 if applicable)
- | Code | Ordinary Shares | Options | Exercise Price | Expiry Date |
|---------------------|--------------------|---------|----------------|-------------|
| NRL | 757,955,142 | | | |
| Total Listed | 757,955,142 | | | |
- 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2, not including the securities in clause 38, if applicable)
- | Code | Ordinary Shares | Options | Performance Shares | Exercise Price | Expiry Date | Escrow Release |
|-----------------------|-----------------|--------------------|--------------------|----------------|-------------|----------------|
| NRLAI | 0 | 65,000,000 | 0 | \$0.05 | 23/6/2015 | |
| NRLAI | 0 | 10,000,000 | 0 | \$0.05 | 17/10/2014 | |
| NRLAI | 0 | 19,000,000 | 0 | \$0.155 | 10/7/2014 | |
| NRLAI | 0 | 10,000,000 | 0 | \$0.21 | 10/7/2014 | |
| NRLAM – B Class | 0 | 0 | 5,000,000 | | 23/6/2014 | |
| Total Unlisted | - | 104,000,000 | 5,000,000 | | | |
- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)
- Unchanged

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- N/A
- 12 Is the issue renounceable or non-renounceable?
-
- 13 Ratio in which the +securities will be offered
-
- 14 +Class of +securities to which the offer relates
-
- 15 +Record date to determine entitlements
-
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
-
- 17 Policy for deciding entitlements in relation to fractions
-

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements in full through a broker?	
31	How do +security holders sell part of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☒ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

25,000,000

39 Class of ⁺securities for which quotation is sought

Ordinary Fully Paid Shares

⁺ See chapter 19 for defined terms.

<p>40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
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<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>Conversion of A Class Performance Shares expiring 23 June 2014 (NRLAK)</p>
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42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	Code	Ordinary Shares	Options	Exercise Price	Expiry Date
		NRL	757,955,142			

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


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Company Secretary

Date: 8 August 2011

Print name:

Liza Carpene

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+ See chapter 19 for defined terms.