

Newland Resources Ltd

ACN 009 092 068 ABN 13 009 092 068

INFORMATION MEMORANDUM

including

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

FOR THE ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD AT 129 EDWARD STREET, PERTH
ON WEDNESDAY, 25 NOVEMBER 2009 AT 12.15pm WST

THIS DOCUMENT IS IMPORTANT

If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

FOR THOSE SHAREHOLDERS WHO HAVE ELECTED TO RECEIVE A PRINTED COPY OF THE ANNUAL REPORT, THE 2009 ANNUAL REPORT ACCOMPANIES THIS NOTICE. THIS REPORT IS ALSO AVAILABLE ON THE COMPANY'S WEBSITE:

www.newlandresources.com/announcements

Newland Resources Ltd

ACN 009 092 068 ABN 13 009 092 068

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Shareholders will be held at 129 Edward Street Perth WA on Wednesday, 25 November 2009 at 12.15pm for the purpose of transacting the following business:-

BUSINESS

Accounts

The Annual Financial Report for the year ended 30 June 2009, the Directors' and Auditors' reports and the Directors' Statement thereon will be presented to the meeting.

To consider and if thought fit to pass the following resolutions as ordinary resolutions:

Directors

1. To elect Mr C A R West, who retires in accordance with the Constitution and, being eligible, offers himself for re-election.
2. To elect Mr B Mitchell, who retires in accordance with the Constitution and, being eligible, offers himself for re-election.
3. To elect Dr T Sugden, who retires in accordance with the Constitution and, being eligible, offers himself for re-election.

Remuneration Report

4. To receive and adopt the remuneration report for the financial year ended 30 June 2009.

Note that the vote on this item is advisory only and does not bind the Directors or the Company.

General Business

Dated this 22nd day of October 2009

By order of the Board of Directors

Karen E V Brown
Secretary

Instructions for appointment of proxy

1. A member entitled to attend and vote at the General Meeting convened by the above Notice is entitled to appoint not more than 2 proxies to vote on the member's behalf.
2. Where 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's voting rights.
3. A proxy need not be a member.
4. Proxy forms (and the power of attorney, if any, under which the proxy form is signed) must be received at 129 Edward Street, Perth, Western Australia, fax number (08) 9227 8178 no later than 48 hours before the time fixed for holding the meeting.
5. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.
6. Appointment of a proxy by a member being a body corporate must be under the common seal of the body corporate or under the hand of an attorney appointed in writing by the body corporate.
7. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
8. The proxy appointment may be a standing appointment for all general meetings until it is revoked.
9. As permitted by the Corporations Act, the Company has determined that all securities of the Company registered as at 48 hours before the time appointed for the meeting will be taken for purposes of the meeting, to be held by the persons who are the registered holders thereof at 5.00pm (WST) on 23 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Newland Resources Ltd

ACN 009 092 068 ABN 13 009 092 068

EXPLANATORY STATEMENT

This explanatory statement is prepared for the benefit of shareholders to better understand the resolutions put to the Annual General Meeting of the Company to be held on Wednesday, 25 November 2009 at 12.15pm.

FINANCIAL REPORT

The Corporations Act requires the financial statements and the reports of the Directors and Auditor be laid before the Annual General Meeting. There is no requirement for shareholders to approve those reports. However, in accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions or make comments about those reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the independent audit report.

DIRECTORS - RESOLUTIONS 1, 2 and 3

- 1 Mr Christian Adam Riggall West retires by rotation and offers himself for re-election.

Mr West, 33, joined Elysian Fund Management in March 1998 as an investment assistant at the launch of the Elysian Global Hedge Fund at the End of 1998. In 1999 he was promoted to Fund and co-managed the fund and acted as head trader until 2001 delivering cumulative returns of over 70%. In 2002 he joined Sagitta Asset Management where he ran the Aegis European long/short equity fund to December 2004.

- 2 Mr Brett Anthony Mitchell was appointed to the Board since the last Annual General Meeting. In accordance with the Constitution, he retires and offers himself for re-election.

Mr Mitchell has worked for both private and publicly listed entities for the past 17 years as a corporate finance executive. Mr Mitchell holds a Bachelor of Economics degree from the University of Western Australia and is a member of the Australian Institute of Company Directors, with specific experience in the financial markets and resources sectors. He is currently executive director and company secretary of Transerv Energy Limited and Wildhorse Energy Limited and a non executive director of Quest Petroleum NL and Xstate Resources Limited.

- 3 Dr Timothy John Sugden was appointed to the Board since the last Annual General Meeting. In accordance with the Constitution, he retires and offers himself for re-election.

Dr Sugden has over 22 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. He has managed, reviewed or participated in scoping and feasibility studies for Wiluna underground and open pit development projects, Lake Way-Centipede uranium project, Martabe gold project, Sumatra and Andorinhas, Brazil. He has also overseen major mine site rehabilitation programs and was co-founder of MLA, the world's most advanced mineral liberation analysis technology.

Dr Sugden is currently Managing Director of Venturex Resources Limited, an ASX-listed company with gold and base metals interests in Australia and Brazil.

REMUNERATON REPORT - RESOLUTION 4

The Corporations Act requires listed companies to put a resolution to shareholders to adopt the Company's remuneration report. The vote on this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration and Nomination Committees when evaluating the remuneration arrangements of the Company.

The Remuneration Report is set out on pages 6 to 9 of the 2009 Annual Report. This report describes the principles used to determine the nature and amount of remuneration and sets out the remuneration arrangements for each Director.

Shareholders will be given a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

Newland Resources Ltd

ACN 009 092 068 ABN 13 009 092 068

PROXY FORM

I/We, being a member of Newland Resources Ltd hereby appoint

..... of
Name of proxy Address of proxy

or failing him, the Chairman of the meeting as my proxy to vote for me and on my behalf at the Annual General Meeting of the Company to be held on Wednesday, 25 November 2009 and at any adjournment thereof.

If no person is named above or if the person named does not attend the meeting or is not a legally effective choice the Chairman of the meeting will be my/our proxy to vote for me/us on my/our behalf at the meeting or any adjournment of the meeting.

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

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

☐

The Chairman's intention is to vote any undirected proxies **FOR** each of the resolutions.

I/We understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he or she thinks fit.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Election of C West as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of B Mitchell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of T Sugden as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of 2009

Signatures of individual member, joint individual member, attorney or company member

Member, Attorney or Joint Member

Sole director and sole company secretary

Director

Director/Company secretary (delete one)

Contact name

Contact daytime telephone

Date

/ /

Instructions for appointment of proxy

1. A member entitled to attend and vote at the General Meeting convened by the above Notice is entitled to appoint not more than 2 proxies to vote on the member's behalf.
2. Where 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's voting rights.
3. A proxy need not be a member.
4. Proxy forms (and the power of attorney, if any, under which the proxy form is signed) must be received at 129 Edward Street, Perth, Western Australia, fax number (08) 9227 8178 no later than 48 hours before the time fixed for holding the meeting.
5. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.
6. Appointment of a proxy by a member being a body corporate must be under the common seal of the body corporate or under the hand of an attorney appointed in writing by the body corporate.
7. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
8. The proxy appointment may be a standing appointment for all general meetings until it is revoked.
9. As permitted by the Corporations Act, the Company has determined that all securities of the Company registered as at 48 hours before the time appointed for the meeting will be taken for purposes of the meeting, to be held by the persons who are the registered holders thereof at 5.00pm (WST) on 23 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

ADDRESS FOR LODGEMENT OF COMPLETED PROXY FORMS		
By hand	By mail	By facsimile
Newland Resources Ltd 129 Edward Street Perth WA 6000 Australia	Newland Resources Ltd PO Box 8475 Perth Business Centre Perth WA 6849 Australia	+61 (0)8 9227 8178