

Newland Resources Ltd

ACN 009 092 068 ABN 13 009 092 068

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT 129 EDWARD STREET, PERTH ON MONDAY, 28 NOVEMBER 2005 AT 9.30am

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.

Newland Resources Ltd

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NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Shareholders will be held at 129 Edward Street Perth WA on Monday, 28 November 2005 at 9.30am for the purpose of transacting the following business:-

BUSINESS

ORDINARY RESOLUTIONS

Accounts

To receive the Financial Statements for the year ended 30 June 2005, the Directors' and Auditors' reports and the Directors' Statement thereon.

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

1. Directors

- a) To elect Mr K Ashworth, who retires in accordance with the Constitution and, being eligible, offers himself for re-election.

- b) To elect Mr P L Munachen, who retires in accordance with the Constitution and, being eligible, offers himself for re-election.

2. Remuneration Report

To receive and adopt the remuneration report for the financial year ended 30 June 2005.

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

3. General Business

Dated this 24th day of October 2005

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 25 November 2005. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

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PROXY FORM

Iof
Name of shareholder Address of shareholder

being a member of Newland Resources Ltd hereby appoint

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

or failing him

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

or failing them, 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 Monday, 28 November 2005 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 has 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 a). Election of K Ashworth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1 b). Election of P L Munachen as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of 2005

If the member is a company, then it shall affix its Common Seal overleaf or sign by a duly authorised officer. If the member is an individual or joint holder, then please sign overleaf where indicated.

Newland Resources Ltd

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PROXY FORM– page 2

EXECUTED by)
)
ACN/ABN)
in accordance with section 127 of the)
Corporations Act)

.....
Director/Company Secretary*

.....
Director/Sole Director and Sole Company Secretary*

.....
Name of Director/Company Secretary*
(BLOCK LETTERS)
*Delete whichever is not applicable

.....
Name of Director/Sole Director and Sole Company
Secretary* (BLOCK LETTERS)

OR

.....
Signature

.....
(Insert capacity in which duly authorised officer is
signing for a member which is a company)

If the member is an individual or joint holders:

.....
Signature

.....
Signature

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