

Newland Resources Ltd

ABN 13 009 092 068

Offer Document

for

**a renounceable rights issue of approximately
188,977,571 new fully paid ordinary shares at an issue
price of \$0.01 per share on the basis of one new share
for every one share held as at 5 August 2009.**

**THE SECURITIES OFFERED BY THIS OFFER DOCUMENT ARE OF A SPECULATIVE
NATURE.**

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IT SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN DOUBT ABOUT WHAT TO DO,
YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.**

CONTENTS

| Section | Page |
|------------------------------------|-------------|
| 1. KEY DATES AND IMPORTANT NOTICES | 3 |
| 2. DETAILS OF THE OFFER | 5 |
| 3. ACTION REQUIRED BY SHAREHOLDERS | 8 |
| 4. EFFECT OF THE OFFER | 10 |
| 5. RISK FACTORS | 12 |
| 6. ADDITIONAL INFORMATION | 15 |
| 7. GLOSSARY | 18 |

ENTITLEMENT AND ACCEPTANCE FORM

1. KEY DATES AND IMPORTANT NOTICES

1.1 Key dates*

| | |
|--|------------------|
| Announcement of Offer | 24 July 2009 |
| Lodgment of Offer Document, notice under section 708AA(2)(f) Corporations Act and Appendix 3B with ASX | 24 July 2009 |
| Shares quoted ex entitlement | 29 July 2009 |
| ASX commences quoting a market in Rights | 29 July 2009 |
| Record Date | 5 August 2009 |
| Offer Document and Entitlement and Acceptance Forms dispatched | 11 August 2009 |
| ASX ceases quoting a market in Rights | 20 August 2009 |
| Closing Date - latest time and date for acceptances and payment of Application Moneys | 27 August 2009 |
| Issue of New Shares | 4 September 2009 |
| Holding statements dispatched | 4 September 2009 |

*These dates are indicative only and subject to change. Newland reserves the right, subject to the Corporations Act, the ASX Listing Rules and other applicable law, to vary the dates of the Offer.

1.2 Important notices

This Offer Document is dated 24 July 2009. Neither ASIC nor ASX takes any responsibility for the contents of this Offer Document or the merits of the New Shares offered by this Offer Document.

No securities will be issued pursuant to this Offer Document after 24 July 2010.

Newland has applied to ASX for the New Shares to be admitted to quotation.

Not a prospectus

The Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act.

This Offer Document is not a prospectus or any other form of disclosure document regulated by the Corporations Act and has not been lodged with ASIC. Accordingly, this Offer Document does not contain all information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required by Australian law or any other law to be disclosed in a prospectus. The information in this Offer Document does not constitute a securities recommendation or financial product advice.

Important document

This Offer Document is important and should be read in its entirety before you decide to participate in the Offer. If, after reading this Offer Document, you do not understand any of its contents, have any questions about the Offer or are in doubt as to the course you should follow, you should consult your professional adviser. Shareholders should have regard to all publicly available information concerning Newland. Announcements made by Newland are available at its website, and from ASX's website, www.asx.com.au.

Applications

Applications for New Shares can only be made by completing the personalised Entitlement and Acceptance Form which accompanies this Offer Document. Please refer to section 3 for details on how to accept your Entitlement.

Restrictions on the distribution of this Offer Document

This Offer Document (and the accompanying Entitlement and Acceptance Form) do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. The New Shares have not been, and will not be, registered under the US Securities Act 1933 (as amended) and may not be offered in the United States or to, or for the account of, US Persons (as defined in that Act).

The Company is making the Offer to Eligible Shareholders only.

Disclaimer

No person is authorised to give any information or make any representation in connection with the Offer that is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied on as having been authorised by Newland or the Directors.

Defined terms and abbreviations

Defined terms and abbreviations used in this Offer Document are explained in the glossary in section 7.

2. DETAILS OF THE OFFER

This section provides only an overview of the Offer. Please read the entire Offer Document carefully.

2.1 The Offer

By this Offer Document, Newland is offering for subscription by Eligible Shareholders approximately 188,977,571 New Shares at the Offer Price to raise approximately \$1,889,776 (before costs of the Offer).

The issue price of \$0.01 per New Share under the Offer represents a discount of 23% per cent. to the last sale price of \$0.013 as recorded on 23 July] 2009 (the latest date prior to the issue of this Offer Document).

The Offer will be fully underwritten by the Underwriter. Please see: (a) section 4.4 for information on the potential for the Underwriter to acquire control of Newland on completion of the Offer; and (b) section 6.3 for a summary of the Underwriting Agreement, including the events which would entitle the Underwriter to terminate the Underwriting Agreement and details of the fees payable by the Company to the Underwriter.

2.2 Purpose of the Offer and use of proceeds

The purpose of the Offer is to raise funds which will be used by the Company to carry out further evaluation of the Company's Georgina exploration project in Queensland and to provide additional working capital.

2.3 Entitlements

Eligible Shareholders will be entitled to subscribe for one New Share for every one Share held by them at 5.00pm (Perth time) on the Record Date.

As this is a one-for-one offer, there will be no fractional entitlements.

The number of New Shares to which you are entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Offer Document.

Eligible Shareholders may subscribe for all, part or none of their Entitlement.

Instructions on how to accept your Entitlement are set out in section 3.

2.4 Rights and liabilities attaching to New Shares

From their date of issue, the New Shares will rank equally in all respects with the existing Shares then on issue.

The rights and liabilities attaching to Shares are set out in Newland's constitution (which is available at Newland's website) and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules and the general law.

2.5 Rights trading

The Rights are renounceable. This provides Eligible Shareholders who do not wish to subscribe for some or all of their Rights an opportunity to sell those Rights.

Trading of Rights will commence on ASX on 29 July 2009 and will cease on close of trading on 20 August 2009. Rights to which Eligible Shareholders are entitled may be sold on ASX between these dates should they choose not to accept their full Entitlement.

2.6 Stock exchange quotation

Newland has applied to ASX for the New Shares to be admitted to quotation. If the New Shares are not admitted to quotation within 3 months after the date of this Offer Document, all Application Monies will be refunded, without interest.

Subject to approval being granted by ASX, it is expected that quotation and trading of New Shares will commence on ASX on 5 September 2009.

2.7 Issue of New Shares

The New Shares will be issued on 4 September 2009 and holding statements dispatched on 4 September 2009.

It is the responsibility of Eligible Shareholders applying for New Shares to determine their allocation of New Shares prior to trading in those Shares. Eligible Shareholders who purport to sell their New Shares before they receive their holding statements will do so at their own risk. Newland disclaims all liability in tort, under statute or otherwise to persons who trade in New Shares before receiving their holding statements, whether on the basis of a confirmation of allocation provided by Newland, its Share Registry or otherwise.

2.8 Foreign Shareholders

The Company is making the Offer to Eligible Shareholders only.

An Eligible Shareholder is:

- a Shareholder who holds Shares on the Record Date and whose address (as registered on the Company's Share Registry) is in Australia or New Zealand; or
- an Eligible Foreign Shareholder.

An Eligible Foreign Shareholder is a Shareholder who holds Shares on the Record Date and whose address (as registered on the Company's Share Registry) is not in Australia or New Zealand but who resides in a jurisdiction in relation to which:

- (a) the receipt of this Offer;
- (b) the sale of Rights;
- (c) the exercise of that Shareholder's Entitlement; and
- (d) the subscription for New Shares by that Shareholder,

does not breach the securities laws applicable in that jurisdiction (**Foreign Conditions**). An Eligible Foreign Shareholder is responsible for ensuring that the Foreign Conditions do not breach the securities laws in the relevant jurisdiction. Return of a completed Entitlement and Acceptance Form will be taken by Newland to constitute a representation that there has been no breach of such laws.

Eligible Shareholders with registered addresses overseas to whom the Offer is made should allow for time constraints imposed by mail services.

Newland has decided that it is unreasonable to extend the Offer to Shareholders who are not Eligible Shareholders having regard to the number of those Shareholders, the number and value of New Shares those Shareholders would be offered, and the cost of complying with the legal and regulatory requirements in the relevant countries. Accordingly, where this Offer Document has been sent to Shareholders who are not Eligible Shareholders, it is sent to them for information purposes only.

The Directors will offer the Rights which would otherwise have been offered to each of those Shareholders to a nominee appointed by Newland. If there is a viable market in the Rights and a

premium over the expenses of the sale can be obtained, the nominee will sell the Rights. Any sale will be at prices and otherwise in a manner determined by the nominee in its sole discretion.

Neither Newland nor the nominee will be held liable for failure to sell the Rights or to sell the Rights at any particular price. The proceeds of the sale will be distributed to Shareholders for whose benefit the Rights are sold in proportion to their shareholdings (after deducting costs).

If there is no viable market for the Rights, the Entitlement will be allowed to lapse and the New Shares will revert to the Underwriter.

This Offer Document (and the accompanying Entitlement and Acceptance Form) do not constitute an offer of, or invitation to subscribe for, New Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. The New Shares have not been, and will not be, registered under the US Securities Act 1933 (as amended) and may not be offered in the United States or to, or for the account of, US Persons (as defined in that Act).

2.9 **Minimum subscription**

There is no minimum subscription.

2.10 **Opening date and Closing Date**

The Offer will open for receipt of acceptances at 9.00am on Wednesday, 12 August 2009 and will close at 5.00pm (Perth time) on the Closing Date Thursday, 27 August 2009) or such later date as the Board, subject to compliance with the Corporations Act and the ASX Listing Rules, may determine. Applications received after the Closing Date will be rejected and the corresponding Application Monies will be returned without interest.

2.11 **Enquiries**

If you have any queries regarding your Entitlement or how to complete the Entitlement and Acceptance Form, please contact Newland's Share Registry:

Advanced Share Registry Services
150 Stirling Highway
Nedlands WA 6009

or
PO Box 1156
Nedlands WA 5909

Telephone: +61 8 9389 8033
Facsimile: +61 8 6389 7871
Email via website: <http://www.advancedshare.com.au/Contact-Us.aspx>

Alternatively, please contact your stockbroker, solicitor, accountant or other professional adviser.

3. ACTION REQUIRED BY SHAREHOLDERS

3.1 Entitlement and Acceptance Form

The accompanying Entitlement and Acceptance Form shows the number and cost of the New Shares to which you are entitled. The form also sets out instructions for taking up your Entitlement. If you have not received a personalised Entitlement and Acceptance Form, please contact Newland's Share Registry.

3.2 If you wish to take up your Entitlement in full

If you wish to take up all of your Entitlement and pay by personal cheque or bank cheque, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the form.

Send your completed Entitlement and Acceptance Form (together with your cheque or bank cheque for the amount shown on the form) to reach Newland's Share Registry:

Advanced Share Registry Services
PO Box 1156
Nedlands WA 6909
Australia

by no later than 5pm (Perth time) on the Closing Date Thursday, 27 August 2009).

If you wish to pay by BPay, you do not need to return your Entitlement and Acceptance Form. See section 3.8(c) below for further details.

3.3 Selling all of your Rights

If you wish to sell your Rights in full, you must instruct your stockbroker personally and provide them with the necessary details as provided on your Entitlement and Acceptance Form. Allow sufficient time for your instructions to be carried out.

Rights trading on ASX starts on 27 July 2009 and your Rights must be sold by 20 August 2009 when Rights trading ends or they will lapse.

3.4 If you wish to take up only part of your Entitlement and sell the balance of your Rights

If you wish to sell part of your Rights and take up the balance of your Entitlement you must:

- (a) instruct your stockbroker personally and provide them with the necessary details as provided on your Entitlement and Acceptance Form (allowing sufficient time for your instructions to be carried out by the stockbroker); and
- (b) complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the form, indicating the number of New Shares you wish to accept (being less than your Entitlement as specified on the Entitlement Form). Send your completed Entitlement and Acceptance Form (together with your cheque or bank cheque for the amount shown on the form) to reach Newland's Share Registry at the address specified above by no later than 5pm (Perth time) on the Closing Date Thursday, 27 August 2009).

Rights trading on ASX starts on 27 July 2009 and your Rights must be sold by 20 August 2009 when Rights trading ends or they will lapse.

3.5 Transferring your Entitlement to another person other than on ASX

If you wish to transfer your Entitlement to another person other than on ASX, you must:

- (a) complete the Entitlement and Acceptance Form in accordance with the instructions set out on the form;
- (b) complete a standard renunciation form (obtainable from your stockbroker or Newland's Share Registry in favour of the transferee); and
- (c) send your completed Entitlement and Acceptance Form, the renunciation form and the transferee's payment for the number of Rights being transferred and the New Shares taken up to reach Newland's Share Registry at the address specified above by no later than 5pm (Perth time) on the Closing Date Thursday, 27 August 2009).

3.6 If you do not wish to take up any of your Entitlement

If you decide not to take up any of your Entitlement, you may sell the Rights which you have decided not to accept rather than allow them to lapse. See sections 3.3 to 3.5, as appropriate.

3.7 If you do not wish to take up any of your Entitlement to trade your Rights

If you decide not to take up any of your Entitlement, or trade your Rights, you should take no action and allow them to lapse.

3.8 Payment for New Shares

The Offer Price of \$0.01 per New Share is payable in full on acceptance of your Entitlement (whether in whole or in part). No brokerage or stamp duty is payable on the issue of New Shares.

All payments are to be made in Australian currency either by way of:

- (a) a personal cheque drawn on and payable at any Australian bank or any bank operating in Australia;
- (b) a bank cheque drawn on and payable at any Australian bank or any bank operating in Australia; or
- (c) if you have an account with an Australian financial institution, by BPAY, in which case you are not required to return your Entitlement and Acceptance Form and payment will constitute your acceptance of your Entitlement. Your personalised application form carries the Biller Code and the unique personalised Customer Reference Number you must use to take up the Offer.

Other currency will not be accepted. Cash or Electronic Funds Transfer (EFT) payments will not be accepted. Other currency payments or cash payments will be returned and the acceptance will be deemed invalid.

Cheques or bank cheques should be made payable to "Newland Resources Ltd" and crossed "Not Negotiable". Receipts for payments will not be issued.

4. EFFECT OF THE OFFER

4.1 Amount to be Raised

The Offer will raise approximately \$1,889,776 (before costs of the Offer).

4.2 Capital Structure

The effect of the Offer on Newland's capital structure is set out below:

Issued Capital as at the date of this Offer Document*:

A. Shares

188,977,571 fully paid ordinary shares

B. Options

| Number | Exercise Price | Expiry Date |
|-----------|----------------|-------------|
| 4,094,439 | \$0.08 | 3 July 2011 |

Issued Capital immediately after the completion of the Offer*:

A. Shares

377,955,142 fully paid ordinary shares

B. Options

| Number | Exercise Price | Expiry Date |
|-----------|----------------|-------------|
| 4,094,439 | \$0.08 | 3 July 2011 |

* Assumes no existing options are exercised.

4.3 Financial and other effects

On completion of the Offer, the Company's cash balances will be augmented by \$1,889,776 less the costs of the Offer, which are estimated to be approximately \$125,000.

Eligible Shareholders who take up their full Entitlement will not have their holdings diluted.

The holding of any Eligible Shareholder who does not take up their full Entitlement, or who sells any part of its Rights, will likely be diluted.

4.4 Potential control of Newland by the Underwriter

The effect the issue of the New Shares will have on the control of Newland, and the consequences of that effect, will depend on a number of factors, including the level of Shareholder interest in the Offer.

The Underwriter has advised the Company that, as at the date of this Offer Document, neither the Underwriter nor any of its associates has a relevant interest in the securities of the Company. In addition, the Underwriter is not a related party of the Company.

If no Shareholder accepts the Offer and there is a 100% shortfall, the Underwriter will be required to subscribe for New Shares equal to the shortfall and will therefore acquire an interest in up to 50% of the enlarged issued share capital of Newland on completion of the Offer. The Underwriter's

obligation to subscribe for New Shares reduces proportionately to the acceptances by Shareholders. For instance, if Shareholders accept 50% of the Offer, the Underwriter will only acquire an interest in up to 25% of the enlarged issued capital of Newland on completion of the Offer.

Taylorford Investments SA, the Underwriter, is an investment vehicle for a number of European families. The underwriting of capital raisings is a normal function of its business.

The Underwriter has the right to take up any Shortfall or to place all or part of the Shortfall with third parties.

As at the date of this Offer Document, the Underwriter has also advised the Company that, should its shareholding increase in the manner contemplated above, it has no intention of:

- (a) acquiring any additional Shares;
- (b) seeking to appoint a nominee of the Underwriter as a Director;
- (c) changing the business of the Company;
- (d) injecting further capital into Newland;
- (e) seeking to redeploy the fixed assets of Newland or to change the Company's financial or dividend policies;
- (f) changing the employment of any present employee of Newland; and
- (g) transferring or acquiring from the Company any property.

5. RISK FACTORS

There are a number of factors, both specific to Newland and of a general nature, which may affect the future operating and financial performance of Newland and the value of an investment in Newland.

Some of these factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of Newland and cannot be mitigated.

This section describes certain risks associated with an investment in Newland. Prior to accepting their Entitlements, Eligible Shareholders should carefully consider the following risk factors, as well as the other information contained in this Offer Document.

(a) Exploration and Evaluation Risks

The business of mineral exploration, project development and mining by its nature contains elements of inherent risk. Ultimate success of these activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable mineral reserves;
- access to adequate capital for project development;
- securing and maintaining title to tenements;
- obtaining consents and approvals necessary for the conduct of exploration and mining;
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants; and
- adverse weather conditions over prolonged periods, environmental hazards, industrial accidents, technical failures, labour disputes, unusual rock formations, fire, explosions and other incidents beyond Newland's control which can adversely affect exploration, mine development and mining operations and the timing of revenues.

Whether or not income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.

(b) General Economic Risks and Business Climate

Share market conditions may affect the price of Newland's listed securities regardless of operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- taxation;
- movements in or outlook on interest rates and inflation rates;
- currency fluctuations;
- commodity price movements;
- changes in investor sentiment towards particular market sectors; and
- the demand and supply for capital.

(c) Commodity Prices

To the extent that the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. These factors include world demand for the minerals, forward selling by producers, and production cost levels in the various producing regions.

Commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates, currency and exchange rate fluctuations, and global and regional demand for, and supply of, the minerals as well as general global economic

conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(d) **Exchange rate and financial risks**

To the extent that the Company is involved in proprietary trading and investment activities, the revenue derived through these activities may expose the potential income of the Company to risks associated with general share market conditions, exchange rate fluctuations and the success or otherwise of the businesses in which it has an interest.

(e) **Environmental Considerations**

The Company's operations and proposed activities are subject to State and Federal laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with most exploration and mining operations, the Company's activities are expected to have a variety of environmental impacts, especially if advanced exploration or mine development proceeds. The Company conducts its activities in an environmentally responsible manner and in accordance with applicable laws and regulations.

(f) **Native Title and Aboriginal Heritage**

The effect of the present native title laws in Australia is that mining tenement applications and existing tenements may be affected by native title claims or procedures. This may preclude or delay granting of exploration and mining tenements and considerable expenses may be incurred in negotiating and resolving issues, including under any compensation arrangement reached in settling native title claims lodged over any of the tenements held or acquired by Newland.

The presence of Aboriginal sacred sites on tenements held by Newland or its subsidiaries may limit or preclude exploration or mining activities within spheres of influence on those sites, and delays and expenses may be experienced in obtaining clearances.

(g) **Title risk**

Under the mining and exploration permits and licences and certain other contractual agreements to which Newland is or may in the future become party, Newland is or may become subject to payment and other obligations. In particular, exploration licence holders are required to meet prescribed expenditure conditions. Failure to meet these expenditure commitments will render licences liable to be forfeited unless a total or partial exemption is granted.

Further, there is no guarantee that current or future applications, extensions or renewals of the tenements in which the Company has an interest will be granted.

(h) **Government**

Actions by the Australian Federal and State governments may affect Newland's operations, including matters such as land access, compliance with environmental regulation, taxation and royalties. Mining industry activities are subject to discretionary regulations and approvals. The introduction of any new legislation or regulations could have an adverse affect on Newland's operations.

(i) **Potential acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making such acquisitions.

(j) **Additional Financing Requirements**

Exploration and feasibility costs will reduce the cash reserves of Newland, which may not be replaced through future mining operations in the event that they do not eventuate, prove unsuccessful or perform below acceptance base levels. Newland would then be dependent on seeking further capital elsewhere, through equity, debt or joint venture financing, to support long term exploration and evaluation of its projects. Newland can give

no assurances that, if such further capital is required, it can be obtained on terms favourable to the Newland, if at all.

(k) **Going Concern Risk**

When completing the audit review of the Company's financial report for the half year ended 31 December 2008, the Company's auditor, Rothsay, noted the following:

“Without qualifying our conclusion, the Group incurred a net loss of \$10,352,268 during the half year, had net cash outflows of \$1,559,091 and as at 31 December current liabilities exceeded current assets by \$1,129,459. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty which may cast significant doubt about the entity's ability to continue as a going concern, and realise its assets and extinguish its liabilities in the normal course of business.”

The ability of the Company and the Group to meet their obligations is dependent upon achieving planned equity raisings (including the Offer) and asset sales in the timeframe required. The Group has a reasonable expectation that this will eventuate. Should these matters not eventuate as expected, the Group may not be able to continue as a going concern and may not be able to realise its assets and extinguish its liabilities in the normal course of business.

(l) **Potential control of Newland by the Underwriter**

Please see section 4.4 for information on the potential for the Underwriter to acquire control of Newland on completion of the Offer.

6. ADDITIONAL INFORMATION

6.1 Share price on ASX

The last sale price of Shares on ASX on 23 July 2009 (the date before the announcement of the Offer) was \$0.013. The highest and lowest market sale prices of Shares on ASX during the 12 months immediately preceding the date of this Offer Document were:

Highest – \$0.016 - on 10 June 2009

Lowest – \$0.012 - on 18 May 2009

6.2 Continuous disclosure

Newland is a "disclosing entity" for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules.

These obligations require it (subject to certain limited exceptions) to disclose immediately to ASX any information of which it is, or becomes, aware concerning Newland which a reasonable person would expect to have a material effect on the price or value of securities in the Company.

Copies of documents lodged with ASIC in relation to Newland may be obtained from, or inspected at, an office of ASIC. The ASX, maintains a file of all announcements lodged by Newland. Copies of documents lodged by Newland with ASX can be found on the ASX website at www.asx.com.au. Copies of all material ASX announcements by Newland are also available on the Newland website.

6.3 Underwriting Agreement

Newland has entered into an Underwriting Agreement dated 19 June 2009 with the Underwriter.

The Underwriting Agreement requires that the Underwriter, subject to the terms and conditions of the Underwriting Agreement, to underwrite subscriptions of the New Shares to the extent of the Shortfall.

Newland has agreed to pay the Underwriter an underwriting fee of 4.0 per cent of the gross proceeds of the Offer and a management fee of 1.0 per cent of the gross proceeds of the Offer.

Newland has agreed to indemnify (and keep indemnified) the Underwriter against all losses, claims, damages and liabilities which it may become subject in so far as such losses, claim, damages or liabilities arise out of or are based on statements made by the Company in the Offer documents which are untrue or misleading or upon the omission to state a material fact in such documents necessary to make such statement not misleading.

The Underwriter may, in its absolute discretion, terminate the Underwriting Agreement at any time prior to the date on which its obligation to take up the Shortfall arises if one or more of certain customary termination events occurs. A termination event arises, inter alia, if:

- (a) the Company is in breach of any of its obligations in the Underwriting Agreement and such failure has not been remedied to the satisfaction of the Underwriter (acting reasonably);
- (b) certain insolvency events occur;
- (c) there is a misstatement or inaccuracy in, or omission from, the Offer documents, or any statement in such documents (including, but not limited to, any representation with respect to any future matter) is or becomes misleading or deceptive in a material respect;
- (d) there is a material adverse change in the financial position or prospects of the Company;
- (e) the Company withdraws the Offer;

- (f) an event, as defined in section 652C of the Corporations Act, occurs in relation to the Company, as though the Company were a target company, other than any allotment or issue of securities, and any grant of security contemplated in the Offer documents;
- (g) an application is made by ASIC for an order under section 1324B of the Corporations Act in relation to the Offer documents and that application has not been dismissed or withdrawn;
- (h) the Offer documents do not comply with section 708AA or any other relevant provision of the Corporations Act;
- (i) ASIC commences, or the Company or the Underwriter becomes aware of the intention to commence, an investigation under the *Australian Securities and Investments Commission Act 1989* (Cth) into all or any part of the Company;
- (j) the Company or an officer of the Company is charged with or convicted of an offence in relation to the Company's constituent documents or any law relating to companies or securities or ASX Listing Rules;
- (k) without the prior consent of the Underwriter, which consent will not be unreasonably withheld, a material contract is terminated (whether by breach or otherwise), rescinded, altered or amended or any such contract is found to be void, voidable, or unenforceable;
- (l) the Company alters or announces an intention to alter its capital structure or its Constitution without the prior consent of the Underwriter, which shall not be unreasonably withheld;
- (m) ASX refuses, does not grant, on terms acceptable to the Underwriter, or withdraws approval for the granting of Official Quotation for the New Shares or ASX makes a statement to that effect to the Company, the Underwriter or any other person;
- (n) ASX withdraws approval for the Company to be listed on the Official List or ASX makes a statement to that effect to the Company, the Underwriter or any other person;
- (o) the All Ordinaries Index of ASX falls below 2,500; or
- (p) there is an outbreak of hostility (whether war has been declared or not) involving any one of Australia, the United Kingdom, the United States of America, the Commonwealth of Independent States (excluding hostilities within the Commonwealth of Independent States), the Peoples Republic of China, Indonesia (excluding hostilities in East Timor during the presence of the United Nations peace keeping in East Timor), Malaysia or Japan.

6.4 Privacy

Newland collects, holds and will use your personal information to service your needs as a Shareholder, facilitate distribution of payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies (including the Australian Taxation Office), authorised securities brokers, print service providers, mail houses and Newland's Share Registry.

You can access, correct and update the personal information that Newland holds about you. If you wish to do so, please contact Newland or its Share Registry at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules.

6.5 **Taxation Implications**

Eligible Shareholders should be aware that there may be taxation liabilities arising from the subscription for New Shares and the sale of those New Shares. For this reason, it is very important that Eligible Shareholders consult their own taxation or other advisers in relation to the taxation laws and regulations applicable to their personal circumstances. Newland and its officers accept no liability or responsibility in respect of any tax consequences connected with an investment in New Shares or the sale of those New Shares.

6.6 **Withdrawal of Offer**

The Directors reserve the right to withdraw all or part of the Offer at any time prior to the issue of New Shares, in which case Newland will refund Application Moneys as soon as practicable, without interest.

6.7 **Governing law**

This Offer Document and the contracts which arise on acceptance by Newland of applications for Entitlements are governed by the law applicable in Western Australia and each Eligible Shareholder submits to the exclusive jurisdiction of the courts of Western Australia.

7. GLOSSARY

In this Offer Document, the following words have these meanings:

\$ means Australian dollars unless otherwise specified.

Application Monies means monies in respect of an application for New Shares, payable in accordance with this Offer Document and the Entitlement and Acceptance Form.

ASIC means Australian Securities and Investments Commission.

ASTC Settlement Rules means the settlement rules of ASTC.

ASX means the Australian Securities Exchange or ASX Limited ABN 98 008 624 691, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors.

Closing Date means Thursday, 27 August 2009 or such other date as the Board may determine.

Company or **Newland** means Newland Resources Ltd. ABN 13 009 092 068.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of Newland.

Eligible Foreign Shareholder has the meaning in section 2.8.

Eligible Shareholder has the meaning in section 2.8.

Entitlement means the number of New Shares to which an Eligible Shareholder is entitled under the Offer.

Entitlement and Acceptance Form means the form accompanying this Offer Document which sets out the number of New Shares which are the subject of each Entitlement and provides the means for acceptance of all or part of an Entitlement.

Group means the Company and its subsidiaries.

New Shares means the Shares offered to Eligible Shareholders under this Offer Document.

Offer means the offer of New Shares to Eligible Shareholders under this Offer Document.

Offer Document means this document.

Offer Price means \$0.01 in respect of the subscription for a New Share on the terms and conditions set out in section 2.

Record Date means 5.00pm (Perth time) on Wednesday, 5 August 2009.

Share means a fully paid ordinary share in the capital of Newland.

Share Registry means Advanced Share Registry Services.

Shareholder means a registered holder of Shares.

Shortfall means New Shares not taken up by Eligible Shareholders (or purchasers of Rights) under their Entitlements.

Underwriter means Taylorford Investments S.A.