

# ***Newland Resources Ltd***

ACN 009 092 068 ABN 13 009 092 068

## **INFORMATION MEMORANDUM**

**including**

## **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 FRIDAY, 30 NOVEMBER 2007 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***

ACN 009 092 068 ABN 13 009 092 068

## **NOTICE OF MEETING**

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Notice is hereby given that the Annual General Meeting of Shareholders will be held at 129 Edward Street Perth WA on Friday, 30 November 2007 at 9.30am for the purpose of transacting the following business:-

### **BUSINESS**

#### **ORDINARY RESOLUTIONS**

##### **Accounts**

The Annual Financial Report for the year ended 30 June 2007, 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:

#### **1. Directors**

- a) To elect Mr P L Munachen, who retires in accordance with the Constitution and, being eligible, offers himself for re-election.
  
- b) To elect Dr K Ashworth, 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 2007.

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

### **SPECIAL BUSINESS**

#### **Directors' fees**

To consider and if thought fit to pass the following resolution as an ordinary resolution:-

3. The maximum annual aggregate of remuneration which may be paid out of the funds of the Company to non-executive directors as Directors' fees under Rule 10.2 of the Constitution be increased from \$60,000 to \$300,000 with the distribution to be at the discretion of the Board of Directors.

*The Company will disregard any votes cast on this resolution by any director or any of their associates.*

*However, the Company need not disregard a vote if:*

- *it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy appointment form; or*
- *it is cast by the Chairman of the meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy appointment form to vote as the proxy decides and the member who is entitled to vote has indicated on the proxy appointment form that the Chairman of the meeting may vote as a proxy in relation to each resolution to which the voting exclusion relates.*

#### **4. General Business**

Dated this 29th day of October 2007

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 28 November 2007. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

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## **EXPLANATORY STATEMENT**

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### **INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with Special Business to be conducted at the Annual General Meeting to be held on 30 November 2007 at 9.30am.

### **AGGREGATE DIRECTORS' FEES - RESOLUTION 3**

Under the Company's Constitution and the Listing Rules of the Australian Securities Exchange, the fees payable to non-executive directors for their services as directors are determined by the Board within a maximum annual aggregate limit approved by shareholders.

The present maximum of \$60,000 pa was approved by shareholders at the 1997 Annual General Meeting. This amount is totally inadequate.

The Company has one executive director and three non-executive directors. The non-executive directors received consulting fees for services provided to the Company during their terms as directors.

A review of fees paid to directors was conducted in the latter part of 2006 to ensure that fees paid by the Company are comparable to fees paid by similar sized companies in the industry and to allow it to attract and retain high calibre directors.

It is not intended that, should this resolution be passed, the maximum annual aggregate of non-executive directors' remuneration be utilised immediately. The proportion remaining unused at present will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board and to increase fees in the future in line with market conditions.

# Newland Resources Ltd

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## PROXY FORM

I .....of .....  
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 Friday, 30 November 2007 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 P L Munachen as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1 b). Election of K Ashworth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Increase aggregate directors fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this ..... day of ..... 2007

**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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