

CROSSLAND URANIUM MINES LIMITED

ABN 64 087 595 980

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Crossland Uranium Mines Limited will be convened at 10.30 am on Friday, 18 May 2012, at the North's Rugby Club, 80 Christie Street St Leonards NSW.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement is attached. Shareholders should read this in full.

GENERAL BUSINESS

Annual Accounts:

"To Receive and consider the annual Company financial statements and reports of the Directors and the Auditor for the year ended 31 December 2011."

ORDINARY BUSINESS

To consider and if thought fit to resolve for the limited purposes of S250 R(3)

RESOLUTION 1- Adoption of Remuneration Report

"That the Remuneration Report contained in the 2011 Annual Report be adopted by shareholders."

To consider, and if thought fit, to pass, with or without modification, the following ordinary resolutions:

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration report or a Closely Related Party of such member (together "Prohibited Persons"). However, the Company will not disregard a vote if:

- a. the Prohibited Person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and*
- b. the vote is not cast on behalf of a Prohibited Person*

RESOLUTION 2 – Re-Election of Mr R Richardson

"That Mr R Richardson, being a Director of the Company who retires in accordance with the Company's Constitution and, being eligible offered himself for re-election, be re-elected as a Director."

RESOLUTION 3 – Re-Election of Mr G Eupene

"That Mr G Eupene, being a Director of the Company who retires in accordance with the Company's Constitution and, being eligible offered himself for re-election, be re-elected as a Director."

RESOLUTION 4 – Approval of an Issue of Securities

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

"That, pursuant to and in accordance with Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company be authorised to allot and issue up to 40,000,000 fully paid ordinary shares in the capital of the Company at an issue price of the lesser of 12 cents or 80 % of the weighted average price ("WAP") for the preceding 5 days trading on ASX or at an agreed price being no less than 80% of the 5 day WAP."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by a person or an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

RESOLUTION 5 – Change of Auditor

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

"To appoint BDJ Partners Audit Pty Limited as the Company's auditors to replace Anthony Dowell of BDJ Partners. BDJ Partners Audit Pty Limited have been nominated for appointment and have consented to act as auditors."

Dated this 12th day of April 2012

BY ORDER OF THE BOARD

Malcolm K Smartt
COMPANY SECRETARY

CROSSLAND URANIUM MINES LIMITED

ABN 55 105 154 185

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001 and the Official Listing Rules of the Australian Stock Exchange Limited (ASX Listing Rules).

The Explanatory Statement sets out an explanation of each of the resolutions to be put to Shareholders.

General Business

Receiving Financial Statements & Reports

The Corporations Law 2001 requires that Shareholders view the Annual Company and consolidated financial statements and reports of the Directors and the Auditor each and every year.

Shareholders will be given an opportunity to ask questions of the Directors and the Auditors in relation to the financial statements of the Company that have been provided to Shareholders with this Notice and Explanatory Statement at the Annual General Meeting.

Ordinary Business

RESOLUTION 1 **Adoption of Remuneration Report.**

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at this Annual General Meeting, and then again at the Company's next (2013) annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the directors of the Company (**Spill Resolution**)

If more than 50% of the Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2013 annual general meeting. All of the directors who were in office when the Company's 2013 Directors Report was approved, other than a managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the Company

The Remuneration Report sets out the company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 31 December 2011.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

RESOLUTION 2

Re- election of Mr R Richardson as a Director.

The Company's Constitution requires that one third of all Directors be re-elected each year and that re-election be put to shareholders for approval.

RESOLUTION 3

Re- election of Mr G Eupene as a Director.

The Company's Constitution requires that one third of all Directors be re-elected each year and that re-election be put to shareholders for approval.

RESOLUTION 4

Issue of Shares.

Background

The effect of Resolution 5 will be to allow the Directors to issue up to 40,000,000 Shares during the period of 3 months after the General Meeting (or a longer period if allowed by ASX), without using the Company's 15% annual placement capacity (Share Placement). Up to a maximum of 40,000,000 Shares will be issued at an issue price of xx cents each.

ASX Listing Rule 7.1

Shareholder approval for the proposed issue of Shares is sought for the purposes of ASX Listing Rule 7.1. A summary of ASX Listing Rule 7.1 is set out in the explanatory statement for Resolution 4 above.

ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue pursuant to Resolution 5:

- a) the maximum number of Shares to be issued pursuant to Resolution 5 is 40,000,000;
- b) the Shares will be issued within 3 months after the date of the Meeting.
- c) The issue price of the shares will be 12 cents or 80 % of the weighted average price ("WAP") for the preceding 5 days trading on ASX, or at an agreed price bring no lower than the 80% of the 5 day WAP.
- d) The names of the allottees are not known at the time of lodging this Notice of Meeting.
- e) The terms will be equal to all other fully paid ordinary shares on issue
- f) The funds will be used for the economic assessment of the Charley Creek Rare Earth project as well as necessary exploration on other company projects and the assessment of potential opportunities and working capital.

RESOLUTION 5

Change of Auditor.

The Directors consider it prudent to change the Group's auditors from BDJ Partners to BDJ Partners Audit Pty Limited in accordance with the auditor rotation requirements of the Corporations Act 2001. The Company has received a nomination from a shareholder nominating BDJ Partners Audit Pty Limited as the company's auditors.

The Board of the Company unanimously recommends that shareholders vote to change auditors.

15 Moulden Avenue
Yokine
West Australia

28 March 2012


The Board of Directors
Crossland Uranium Mines Limited
Unit 8, Raffles Plaza, 1 Buffalo Court, Darwin 0800, NT

Dear Sirs

CHANGE OF AUDITOR

I, Malcolm Smartt, being a member of the Company, hereby nominate BDJ Partners Audit Pty Limited for appointment as Auditor of the Company as required by Section 328B(3) of the Corporations Act.

Yours sincerely

A handwritten signature in black ink, appearing to read 'M K Smartt', written over a light grey rectangular background.

M K Smartt

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

Reference Number:

Please note it is important you keep this confidential

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.30AM WEDNESDAY 16th MAY 2012

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.30am on Friday, 18th May 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting. **Proxies may be lodged using the reply paid envelope or:**

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

STEP 1 - Appointment of Proxy

I/We being a member/s of **Crossland Uranium Mines Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Crossland Uranium Mines Limited to be held at North's Rugby Club, 80 Christie Street, St Leonards, NSW 2000 on Friday the 18th of May 2012 at 10.30am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolution 1, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair will vote all undirected proxies in favour of the resolution.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business	For	Against	Abstain*
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr R Richardson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr G Eupene as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of an Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting will vote undirected proxies in favour of resolution 1 and intends to vote all undirected proxies in favour of resolutions 2 - 5.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2012