Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

Crossland Strategic Metals Limited

ABN	Quarter ended ("current quarter")
64 087 595 980	**31 March 2014**

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (3 months) A'000
1.1	Receipts from product sales and related debtors		
1.2	Payments for (a) exploration & evaluation	(276)	(276)
	(b) development		
	(c) production		
	(d) administration	(88)	(88)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	4	4
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other (Past cost recovery, R & D rebate)		
	Net Operating Cash Flows	(360)	(360)
	Cash flows related to investing activities		
1.8	Payment for purchases of: (a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.9	Proceeds from sale of: (a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.10	Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Other (Security Bonds)	(1)	(1)
	Net investing cash flows	(1)	(1)
1.13	Total operating and investing cash flows (carried forward)	(361)	(361)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(361)	(361)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	200	200
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (Capital Raising costs)		
	Net financing cash flows	200	200
	Net increase (decrease) in cash held	(161)	(161)
1.20	Cash at beginning of quarter/year to date	363	363
1.21	Exchange rate adjustments to item 1.20		
1.22	**Cash at end of quarter**	**202**	**202**

Note – Since quarter end, our JV partners Pancon have reduced their debt by $50k and are currently raising funds. In addition, an R and D Rebate of circa $150k is expected in early May.

Payments to directors of the entity and associates of the directors
Payments to related entities of the entity and associates of the related entities

		Current quarter $A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	18
1.24	Aggregate amount of loans to the parties included in item 1.10	Nil

1.25 Explanation necessary for an understanding of the transactions

N/a

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/a

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

N/a

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available $A'000	Amount used $A'000
3.1	Loan facilities		
3.2	Credit standby arrangements		

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation (Essential costs only)	135
4.2	Development	
4.3	Production	
4.4	Administration (Only essential costs)	94
	Total **(Current cash $202k + R and D $150k + possible Debt repayment meets requirements)**	**229**

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter $A'000	Previous quarter $A'000
5.1	Cash on hand and at bank	102	63
5.2	Deposits at call	100	300
5.3	Bank overdraft		
5.4	Other (provide details)		
	Total: cash at end of quarter (item 1.22)	202	363

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed		See Appendix A		
6.2	Interests in mining tenements acquired or increased		See Appendix A		

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	**Preference +securities** *(description)*				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	**+Ordinary securities**	227,629,043	227,629,043	Various	Fully Paid
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	20,000,000	20,000,000	1 Cent	Fully Paid
7.5	**+Convertible debt securities** *(description)*				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(description and conversion factor)*	*Options* 15,000,000 35,574,652 5,000,000	 Nil 35,574,652 Nil	*Exercise price* 10 cents 15 cents 5 cents	*Expiry date* 30 Jun 15 30 Nov 14 30 Jun 15
7.8	Issued during quarter	5,000,000	Nil	5 cents	30 Jun 15
7.9	Exercised during quarter	Nil			
7.10	Expired during quarter				
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

+ See chapter 19 for defined terms.

Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).

2 This statement does give a true and fair view of the matters disclosed.

Sign here: .... Date: 28 April 2014
(Company Secretary)

Print name: Malcolm Smartt

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

+ See chapter 19 for defined terms.

Annexure A

Tenure Changes 1 January 2014 – 31 March 2014

1. Applications Made
Nil

2. Applications Withdrawn
Nil

3. Applications Granted
Nil

4. Tenures Acquired
Nil

5. Tenures Reduced

EL	Blocks	Area (km^2)	Date
27284	313 to 249	983.7 to 781.4	05/02/2014

6. Tenures Surrendered

EL	Blocks	Area (km^2)	Date
22738	121	402.8	24/02/2014
28875	10	31.5	24/02/2014

7. Tenures Cancelled
Nil

8. Other

+ See chapter 19 for defined terms.