

CROSSLAND STRATEGIC METALS 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 Strategic Metals Limited ("CUX" or the "Company") will be convened at 10.30 am ACST on Tuesday, 5 May 2015, at the Novotel Atrium Hotel, 100 Esplanade, Darwin NT 8000.

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. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

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 2014."

ORDINARY BUSINESS

RESOLUTION 1- Adoption of Remuneration Report
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To consider, and if thought fit, to resolve for the limited purposes of Section 250 R(3) of the Corporations Act:

"That the Remuneration Report contained in the 2014 Annual Report be adopted by shareholders."

<i>Voting Exclusion Statement</i>

<i>The Company will disregard any votes cast on Resolution 1 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:</i>

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

RESOLUTION 2 – Re-Election of Mr R Richardson
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To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"That Mr 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 P Walker
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To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"That Mr Walker, 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 Related Parties

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

“That, pursuant to and in accordance with Listing Rule 10.11 of the ASX Listing Rules and for all other purposes, the Company be authorised to issue up to 22,000,000 fully paid ordinary shares in the capital of the Company at an issue price of .7 of 1 cent.

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 – 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 ASX Listing Rules and for all other purposes, the Company be authorised to allot and issue up to 100,000,000 fully paid ordinary shares in the capital of the Company at an issue price of the lesser of 2 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 5 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.*

Dated this [xth] day of April 2015

BY ORDER OF THE BOARD

Malcolm K Smartt
COMPANY SECRETARY

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 and the 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 Act 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 at the Meeting to ask questions of the Directors and the Auditors in relation to the Annual Company and consolidated financial statements and reports of the Directors and the Auditor that have been provided to Shareholders with this Notice and Explanatory Statement.

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 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 annual general meeting. All of the directors who were in office when the Company's 2014 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 2014.

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 P Walker 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 to Related Parties.****Background**

During 2014 a shortage of Company funds did not allow payment of Directors fees and other fees to all of the Directors and it is now proposed to issue Shares for the payment of 50% of those debts owing to Directors at .7 of 1 cent which was equal to the price and on the same terms as the last capital raising undertaken by the Company in January 2015.

The relevant debts to each Director are as follows:

Mr R Richardson	\$78,314
Mr G Eupene	\$58,990
Mr P Walker	\$38,325
Mr Sia Hok Kiang	\$56,000
Mr M Smartt	\$86,505

Proposed issue of Shares:

Mr R Richardson	5,500,000
Mr G Eupene	4,000,000
Mr P Walker	2,500,000
Mr Sia Hok Kiang	4,000,000
Mr M Smartt	6,000,000

Remaining debt after the issue of Shares:

Mr R Richardson	\$39,814
Mr G Eupene	\$30,990
Mr P Walker	\$20,825
Mr Sia Hok Kiang	\$28,000
Mr M Smartt	\$44,505

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires an entity to obtain the approval of Shareholders in order to issue equity securities to a related party. The Directors are related parties of the Company. Further ASX Listing Rule 7.2 (Exception 14) states that approval pursuant to ASX Listing Rule 7.1 is not required if shareholder approval is obtained under ASX Listing Rule 10.11. The proposed issue of the Shares pursuant to this Resolution 4 will not affect the capacity of the Company to issue securities in the next 12 months under ASX Listing Rule 7.1, as those securities (once issued) will be excluded from calculations under ASX Listing Rule 7.1.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares pursuant to Resolution 4:

- The Shares are to be issued to Mr. R Richardson, Mr. G Eupene, Mr. P Walker, Mr. Sia Hok Kiang and Mr. M Smartt;
- The maximum number of Shares to be issued is 22,000,000;
- The Shares will be issued within 10 business days of Shareholder approval;
- All of the proposed recipients are Directors;
- These Shares will be issued at .7 of 1 cents, the price of the last capital raising undertaken by the Company and the price at the time the Directors resolution on 19 January 2015;

- f) A voting exclusion statement is provided in the Notice; and
- g) No funds will be raised by the issuance of the Shares. The issuance is made to extinguish 50% of the debts owing to the Directors.

Section 208 of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Shares to the Directors as proposed above constitutes the provision of a financial benefit to a related party. Section 229 of the Corporations Act includes, as an example of financial benefit, the issuing of securities or the granting of an option to a related party. A 'related party' is widely defined under the Corporations Act, and includes the directors of a company.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within an exception to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

It is the view of the Board that Shareholder approval under Chapter 2E of the Corporations Act is not required for the issue of the Shares to the Directors as proposed above, as the proposed issue of the Shares falls within the exception under section 210 of the Corporations Act.

Section 210 of the Corporations Act provides that shareholder approval is not needed to give a financial benefit on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length or are on terms less favourable to the related party than would be given if the parties were dealing at arm's length. In forming this view the Board notes that terms of the issue of Shares to the Directors were negotiated on an arm's length basis and are reasonable in the circumstances. The Directors are to be issued the Shares at the same price and on the same terms as the last capital raising undertaken by the Company in January 2015 and at the time the Board resolved to request shareholder approval to issue shares to Directors for part of their debt.

RESOLUTION 5 **Issue of Shares.**

Background

The effect of Resolution 5 will be to allow the Directors to issue up to 100,000,000 Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX). Up to a maximum of 100,000,000 Shares will be issued at an issue price being the lesser of 2 cents or 80 % of the weighted average price ("WAP") for the preceding 5 days trading on ASX, or at an agreed price being no lower than the 80% of the 5 day WAP.

ASX Listing Rule 7.1

Shareholder approval for the proposed issue of Shares is sought for the purposes of ASX Listing Rule 7.1.

Listing Rule 7.1 provides that a company must not, without shareholder approval, subject to certain exceptions, issue during any 12 months period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The Shares proposed to be issued pursuant to Resolution 5 will not be included in the Company's 15% calculation for the purposes of ASX Listing Rule 7.1.

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 100,000,000;
- b) The Shares will be issued within 3 months after the date of the Meeting;
- c) The issue price of the Shares will be the lesser of 2 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 shares will be issued to sophisticated investors (in accordance with sections 708(8) and (10) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act), other institutional and accredited investors to whom no disclosure is required under the Corporations Act;
- e) The terms will be equal to all other fully paid ordinary Shares of the Company on issue;
- f) The funds will be used for the ongoing assessment of the Charley Creek Rare Earth project as well as necessary exploration and rentals on other Company projects and the assessment of potential opportunities and working capital.

Glossary

In this Explanatory Statement and the attached Notice the following terms have the following meanings unless the context otherwise requires:

Annual General Meeting or **Meeting** means the annual general meeting of Shareholders convened by this Notice.

ASX means the Australian Securities Exchange Limited or ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Official Listing Rules of the ASX, from time to time.

Auditor means BDJ Partners Audit Pty Ltd

Chair means the person chairing the Meeting.

Closely Related Party has the meaning given in the Corporations Act.

Company means Crossland Strategic Metals Limited (ACN 087 595 980).

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement attached to the Notice.

Key Management Personnel means has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, of it the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice means this Notice of Annual General Meeting.

Remuneration Report means the Remuneration Report set out in the 2014 Annual Report (Directors' Report) and is also available on the Company's website.

Shareholder means a shareholder of the Company.

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



Crossland Strategic Metals Limited
ABN 64 087 595 980

All Correspondence to:

✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 12, 225 George Street
Sydney NSW 2000 Australia

📠 By Fax: +61 2 9290 9655

💻 Online: www.boardroomlimited.com.au

☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:30am ACST on Sunday 3 May 2015.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 10:30am ACST on Sunday 3 May 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 By Fax + 61 2 9290 9655

✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

👤 In Person Level 12, 225 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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

Crossland Strategic Metals Limited

ABN 64 087 595 980

☐

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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Crossland Strategic Metals Limited (Company) and entitled to attend and vote hereby appoint:

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the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the Novotel Atrium Hotel, 100 Esplanade Darwin, NT 8000 on Tuesday 5 May 2015 at 10:30am ACST 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.

Undirected proxies to the Chairman (or Key Management Personnel) will not be voted on Resolutions 1 and 4. You are encouraged to direct your proxy by marking the box in relation to the resolutions in the section below.

The Chair of the Meeting intends to vote undirected proxies on Resolutions 2, 3 and 5 in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr R Richardson	☐	☐	☐
Resolution 3	Re-election of Mr P Walker	☐	☐	☐
Resolution 4	Approval of an Issue of Securities to Related Parties	☐	☐	☐
Resolution 5	Approval of an Issue of Securities	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015