

Rules 4.7.3 and
4.10.3¹

ASX APPENDIX 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

CROSSLAND STRATEGIC METALS LIMITED

ACN 087 595 980

Financial year ended 31 December 2018

Our Corporate Governance Statement² has been released to the ASX and is located on the Company's website
<https://www.crosslandstrategic.com/>

This Corporate Governance Statement is accurate and up to date as at 30 March 2019 and has been approved by the Board.

The Annexure includes a key to where our corporate governance disclosures can be located.

Andrew Metcalfe

Sign here:

Company Secretary

Print name:

Andrew Metcalfe

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: in our Corporate Governance Statement (CGS) at Section 1.1 of CGS ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): in our Corporate Governance Statement at Section 1.1 of CGS	Not Applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: in our Corporate Governance Statement at Section 1.2 of CGS	Not Applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: in our Corporate Governance Statement at Section 1.3 of CGS	Not Applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: in our Corporate Governance Statement at Section 1.4 of CGS	Not Applicable
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or	... the fact that we have a diversity policy that complies with paragraph (a): in our Corporate Governance Statement at Section 1.5 of CGS ... and a copy of our diversity policy or a summary of it: ... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: an explanation is reported in our Corporate Governance Statement at Section 1.5 of CGS ... and the information referred to in paragraphs (c)(1)	Not Applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	(2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.	or (2): in our Corporate Governance Statement at Section 1.5 of CGS	
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): in our Corporate Governance Statement at Section 1.6 of CGS ... and the information referred to in paragraph (b): in our Corporate Governance Statement at Section 1.6 of CGS	Not Applicable
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): in our Corporate Governance Statement at Section 1.7 of CGS ... and the information referred to in paragraph (b): in our Corporate Governance Statement at Section 1.7 of CGS	Not Applicable
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	[If the entity complies with paragraph (a):] ... the fact that the Company does not have a nomination committee that complies with paragraphs (1) and (2): ... and a copy of the Committee Charter ... and the information referred to in paragraphs (4) and (5): [If the entity complies with paragraph (b):] ... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively: an explanation is provided in our Corporate Governance Statement at Section 2.1 of CGS	Not Applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
2.2	<i>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</i>	... our board skills matrix: in our Corporate Governance Statement at Section 2.2 of CGS	Not Applicable
2.3	<i>A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.</i>	... the names of the directors considered by the board to be independent directors: in our Corporate Governance Statement at Section 2.3 of CGS ... where applicable, the information referred to in paragraph (b): in our Corporate Governance Statement at Section 2.3 of CGS ... the length of service of each director: in our Corporate Governance Statement at Section 2.3 of CGS	Not Applicable
2.4	<i>A majority of the board of a listed entity should be independent directors.</i>	in our Corporate Governance Statement at Section 2.4 of CGS	Not Applicable
2.5	<i>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</i>	... the fact that we do not follow this recommendation: in our Corporate Governance Statement at Section 2.5 of CGS —	Not Applicable
2.6	<i>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</i>	... the fact that we follow this recommendation: in our Corporate Governance Statement at Sections 2.6 of CGS	Not Applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	<i>A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.</i>	... our <u>code of conduct</u> or a summary of it: in our Corporate Governance Statement at Sections 3.1 of CGS	Not Applicable
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<i>The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors</i>	If the entity complies with paragraph (a): ... the fact that we have an audit committee that complies with paragraphs (1) and (2):	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	<p>and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>... and a copy of the Committee Charter:</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>If the entity complies with paragraph (b): ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p>an explanation is provided in our Corporate Governance Statement at Section 4.1 of CGS</p>	Not Applicable
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<p>... the fact that we follow this recommendation:</p> <p>in our Corporate Governance Statement at Section 4.2 of CGS</p>	Not Applicable
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <p>in our Corporate Governance Statement at Section 4.3 of CGS</p>	Not Applicable
PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... the fact that we follow this recommendation:</p> <p>in our Corporate Governance Statement at Section 5.1 of CGS</p>	Not Applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	<i>A listed entity should provide information about itself and its governance to investors via its website.</i>	... information about us and our governance on our website: The company's website is https://www.crosslandstrategic.com/	Not Applicable
6.2	<i>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</i>	... the fact that we follow this recommendation: in our Corporate Governance Statement at Section 6.1 and 6.2 of CGS	Not Applicable
6.3	<i>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</i>	... our policies and processes for facilitating and encouraging participation at meetings of security holders: in our Corporate Governance Statement at Section 6.3 of CGS	Not Applicable
6.4	<i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	... the fact that we follow this recommendation: in our Corporate Governance Statement at Section 6.4 of CGS	Not Applicable
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>If the entity complies with paragraph (a):</p> <p>... the fact that we do not have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p>... and a copy of the charter of the committee:</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>in our Corporate Governance Statement <u>OR</u> at Section 7.1 of CGS</p> <p>If the entity complies with paragraph (b):</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p>an explanation is provided in our Corporate Governance Statement at Section 7.2 of CGS</p>	Not Applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
7.2	<i>The board or a committee of the board should:</i> (a) <i>review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</i> (b) <i>disclose, in relation to each reporting period, whether such a review has taken place.</i>	... the fact that we follow this recommendation: an explanation is provided in our Corporate Governance Statement at Section 7.2 of CGS	Not Applicable
7.3	<i>A listed entity should disclose:</i> (a) <i>if it has an internal audit function, how the function is structured and what role it performs; <u>OR</u></i> (b) <i>if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</i>	If the entity complies with paragraph (a): ... how our internal audit function is structured and what role it performs: If the entity complies with paragraph (b): ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: an explanation is provided in our Corporate Governance Statement at Section 7.3 of CGS	Not Applicable
7.4	<i>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</i>	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: in our Corporate Governance Statement at Section 7.4 of CGS	Not Applicable
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<i>The board of a listed entity should:</i> (a) <i>have a remuneration committee which:</i> (1) <i>has at least three members, a majority of whom are independent directors; and</i> (2) <i>is chaired by an independent director, and disclose:</i> (3) <i>the charter of the committee;</i> (4) <i>the members of the committee; and</i> (5) <i>as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u></i> (b) <i>if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</i>	[If the entity complies with paragraph (a):] ... the fact that we do not have a remuneration committee that complies with paragraphs (1) and (2): ... and a copy of the Committee Charter: ... and the information referred to in paragraphs (4) and (5): If the entity complies with paragraph (b): ... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: an explanation is provided in our Corporate Governance Statement at Section 8.1 of CGS	Not Applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
8.2	<i>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</i>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p>in our Corporate Governance Statement at Section 8.2 of CGS</p> <p>and in the Remuneration Report within the Annual Report</p>	Not Applicable
8.3	<p><i>A listed entity which has an equity-based remuneration scheme should:</i></p> <p><i>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</i></p> <p><i>(b) disclose that policy or a summary of it.</i></p>	<p>... our policy on this issue or a summary of it:</p> <p>in our Corporate Governance Statement at Section 8.3 of CGS</p>	Not Applicable



Crossland Strategic Metals Limited (ABN 64 087 595 980) and controlled entities

Corporate Governance Statement



A listed public Company

Rare Earth Minerals

Solutions for an advanced, sustainable future

www.crosslandstrategic.com

Company Secretary

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Share Registry

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Board of Directors



Dato' Sia Hok Kiang, *Non-Executive Chairman*

Dato' Sia is Managing Director of the successful Malaysian private mining company, Malaco Mining Sdn. Bhd. He is a graduate of the University of Malaya in Applied Geology, an economic geologist with more than 30 years world-wide experience. He is an active member of the Malaysian Geological Society and a Council Member of the Malaysian Chamber of Mines.

Mr Sia has a solid business reputation throughout Asia, with useful contacts in several Asian countries. He has extensive experience in bulk alluvial mining in Malaysia, including the extraction of the rare earth minerals xenotime and monazite as by-products of tin mining. Mr Sia's experience is very appropriate for Crossland's Charley Creek Alluvial Rare Earth Project, which is also based on the extraction of monazite and xenotime from alluvial material.



Eric Vesel, *Managing Director/Executive Director*

Mr Vesel, B.Eng.Min.Eng. MAusiMM, is a qualified Mining Engineer with 30 years professional experience in the mining industry. He is adept in a broad range of disciplines. His experience spans a range of technical, operations, management and corporate roles. He has worked for both small and large mining companies in Australia, Namibia, Papua New Guinea, Indonesia, CIS and Malaysia. He was formerly Chief Operating Officer for Avocet Mining PLC and has considerable international project experience. He has managed group operations including exploration projects (grass-roots through to advanced), feasibility, mine development and operating mines. He also has extensive business evaluation and project acquisition skills. He is a mining consultant, business advisor and investor based in Kuala Lumpur. Eric is an active Council Member of the



Harun Halim Rasip, *Non-Executive Director*

Mr Halim Rasip, is our most recent member of the Board, he joined us on the 31st of May 2017. Harun is a businessman who brings extensive financial and corporate governance experience to Crossland. He is a qualified financial professional with a B.Commerce (Accounting) from the University of Western Australia, a Fellow of the Institute of Chartered Accountants Australia and a member of the Malaysian Institute of Accountants. He was with Price Waterhouse in Perth, Australia and in Kuala Lumpur, Malaysia for 8 years where after he established Halim Rasip Holdings Sdn Bhd ("HRH") Group and served as its Chairman and Managing Director. HRH is a multi-faceted company which has been active in the oil and gas sector in Malaysia (specifically fabrication, down-hole services, wire-line services, oilfield equipment manufacturing and marine services), a range of shipping (tankers, barges, tugs), freight services and haulage services and in infrastructure development. He was responsible for the conceptualization, promotion, development, funding, construction and served as first Chief Executive of Lumut Port in the Straits of Malacca which comprised the Lumut Maritime Terminal and Lekir Bulk Terminal, before and after their injection into Integrax Berhad in 2000-2001.

He was also a member of the Executive Committee of the Federation of Public Listed Companies Bhd (FPLC) in 2004-2010, besides being a member of its Technical & Regulatory Committee and Accounting Standards Sub-Committee 2003-2010, the Chairman of Landmarks Berhad in 2006, a Non-Executive Independent Director of iCapital Biz Berhad until 2016 and a Director of several other unlisted Companies in Malaysia.

He is currently the President Director of P.T. Tanah Laut Tbk, a company listed on Bursa Efek Indonesia.



Stan Wassylo, *Non-Executive Director*

Mr Stan Wassylo was appointed to the Board of Directors on 21 March 2016. Stan has extensive experience in the resources sector, and has 46 years' experience in businesses servicing the sector, in logistics, shipping, infrastructure, project construction, contract management and marketing. His long and diverse experience will be valuable as Crossland steers the Charley Creek Project towards development.

Andrew Metcalfe, *Company Secretary (Appointed 1st June 2017)*

Andrew brings over 20 years Company Secretarial, Governance and CFO experience from a range of ASX & TSX listed and unlisted Public Companies, Government and Not-for-Profit organisations across a broad industry base.

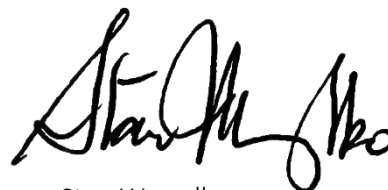
Authorisation of this Policy

The Board of Crossland Strategic Metals Limited ("Crossland"), has completed a review of the Corporate Governance Statement in this document. On behalf of the Board of Directors, this Statement supersedes prior versions, and is hereby authorised for adoption by Crossland, its subsidiaries and officers.

As authorised and effective on this date of 30th March 2019,



Eric Vesel
Chief Executive Officer and
Executive Director



Stan Wassylko
Non-Executive Director



Andrew Metcalfe
Company Secretary

Corporate Governance Statement

The objective of the Board of Crossland Strategic Metals Limited ("Crossland"), is to create and deliver long term shareholder value through its mineral exploration activities.

The Board and executives consider there to be an unambiguous and positive relationship between the creation and delivery of long-term shareholder value and high-quality corporate governance. Accordingly, the Board has committed to corporate governance arrangements that strive to foster values of integrity, respect, trust and openness among and between Board members, management, employees, customers and suppliers.

Crossland and its subsidiaries operate as a single economic unit with a unified Board and management. As such, the Board's corporate governance arrangements apply to all companies within the group.

ASX Corporate Governance Principles and Recommendations

Crossland is a listed Company with a small market capitalisation and where its processes do not necessarily fit the model of the ASX Corporate Governance Principles and Recommendations, the Board believes that there are valid reasons for the different approach being adopted. Reporting against the 8 Principles, we advise as follows:

Principle 1: Lay solid foundations for management and oversight

1.1 A listed entity should disclose:

- (a) the respective roles and responsibilities of the Board and management
- (b) those matters expressly reserved to the Board and those delegated to management.

The primary responsibilities of the Crossland Board include:

- (i) The establishment of long-term goals of the Company and strategic plans to achieve those goals;
- (ii) The review and adoption of the annual business plan for the financial performance of the Company and monitoring the results on a regular basis;
- (iii) The appointment of the Managing Director;
- (iv) Ensuring that the Company has implemented adequate systems of internal control together with appropriate monitoring of compliance activities; and
- (v) The approval of the annual and half-yearly statutory accounts and quarterly activities and quarterly cash flow reports.

The Board meets on a regular basis. As a Board, Directors hold formal Board meetings at least quarterly, to review the performance of the Company against its goals. Prior to the scheduled monthly Board meetings, each Board member is briefed by the Managing Director on the current Company financial situation. Company finances are accessible through the Company internal data server and MYOB financial management platform.

Corporate cashflows are provided to Directors, at least quarterly, however most times monthly updates are provided. Creditor levels are closely monitored and the Board advised.

The responsibilities of senior management including the Managing Director are contained in letters of appointment and job descriptions given to each appointee on their appointment and updated at least annually or as required.

The primary responsibilities of senior management are:

- (i) Achieve Crossland's objectives as established by the Board from time to time;
- (ii) Operate the business within the cost budget set by the Board;
- (iii) Assess new business opportunities of potential benefit to the Company;
- (iv) Ensure appropriate risk management practices and policies are in place;
- (v) Ensure that Crossland's appointees work with an appropriate Code of Conduct and Ethics; and
- (vi) Ensure that Crossland's appointees are supported, developed and rewarded to the appropriate professional standards.

1.2 A listed entity should disclose:

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and
- (b) provide security holders with all material information in its possession relevant to a decision on whether to elect or re-elect a director.

The Board of Crossland undertakes appropriate checks prior to appointing a person or putting a person forward to shareholders as a candidate for election as a director. These include checks as to the person's character, experience, education, criminal record and bankruptcy history.

Information about a candidate standing for election or re-election as a director will be provided to shareholders to enable them to make an informed decision on whether to elect or re-elect the candidate. This information may include:

- (i) biographical details, including relevant qualifications, experience and skills;
- (ii) details of other material directorships;
- (iii) a statement regarding whether the director qualifies as independent;
- (iv) any material adverse information or potential conflicts of interest, position or association;
- (v) the term of office currently served (for directors standing for re-election); and
- (vi) a statement whether the Board supports the election or re-election of the candidate.

1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

All directors and senior executives of Crossland have a written agreement with the Company setting out the terms of their appointment.

1.4 The Company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

The Company Secretary of Crossland is accountable to the Board on all governance matters and reports directly to the Chairman as the representative of the Board.

The Company Secretary is appointed and dismissed by the Board.

The Company Secretary's advice and services are available to all directors.

1.5 A listed entity should:

- (a) have a diversity policy which includes requirement for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;
- (b) disclose that policy or a summary of it; and

- (c) disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board or a relevant committee of the **Board** in accordance with the entity's diversity policy and its progress towards achieving them, and either:
- (1) the respective proportions of men and women on the Board, has defined "senior executive" for these purpose); or
 - (2) if the entity is a "relevant employer" under the Workplace

Gender Equality Act, the entity's most recent "Gender Equality Indicators" as defined in and published under that Act.

The Company believes that the promotion of gender diversity on Boards, in senior management and within the organisation generally:

- broadens the pool for recruitment of high-quality directors and employees;
- is likely to support employee retention;
- through the inclusion of different perspectives, is likely to encourage greater innovation; and
- is socially and economically responsible governance practice.

Given the present size of the Company, there are no plans to establish measurable objectives for achieving further gender diversity at this time. The need for establishing and assessing measurable objectives for achieving gender diversity will be re-assessed as the size of the Company increases.

Proportion of Women Employees -

	2018	Percentage
Women on the Board	0	0%
Women in Senior Management Role	0	0%
Women Employees	0	0%

1.6 A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

There has been no formal performance evaluation of the Board during the past financial year, although its composition is reviewed at a Board meeting at least annually.

1.7 A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives; and
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

No performance review senior executives and appointees was undertaken. Currently, staffing is mainly outsourced. The Directors are aware of the targets and performance of the Managing Director.

Principle 2: Structure the Board to add value

2.1 The Board of a listed entity should:

- (a) have a nomination committee which;
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director; and disclose
 - (3) the charter of the committee
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meeting; or
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Company does not have a formally constituted nomination committee

The size of the Board, coupled with the skills, experience and independence of each Board member, allow the Board to discharge its duties and responsibilities effectively under the Nomination Committee Charter.

New directors are selected after consultation of all Board members and their appointment voted on by the Board. Each year, in addition to any Board members appointed to fill casual vacancies during the year, one third of directors retire by rotation and are subject to re-election by shareholders at the Annual General Meeting.

2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its memberships.

A governance skills review has not been conducted. A review of Director's skills, knowledge and experience of the current Board is yet to be undertaken.

2.3 A listed entity should disclose:

- (a) the names of the directors considered by the Board to be independent directors;
- (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the Principles but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in
- (c) the length of service of each director.

The names of independent directors of the Company are:

- Sia Hok Kiang who was appointed on 6 August 2013
-
- Stanislaw (Stan) Wassylo who was appointed on 21 March 2016

Mr Harun Halim Rasip, who was appointed on 31 May 2017, is not considered independent due to his substantial shareholding in the Company via his associated entity EMMCO Mining Sdn Bhd.

Mr Eric Vesel, who was appointed on 15 November 2015, is not considered independent due to his position as Managing Director.

2.4 A majority of the Board of a listed entity should be independent directors:

Two of the four directors are considered independent, which does not currently meet ASX Corporate Governance Council recommendations. However, the Board considers that the skills and experience of each director, particularly in the areas of management, finance and resources industry, allow the Board to discharge its duties and responsibilities effectively.

2.5 The chair of the Board of a listed entity should be an independent director and should not be the same person as the Managing Director of the entity.

Sia Hok Kiang, the non-executive chairman, is independent.
Mr Eric Vesel is the Chief Executive Officer.

2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

At present Crossland does not have a program for the induction of new directors. As the Company grows a programme will be developed for any new Directors.

Principle 3: Act ethically and responsibly

3.1 A listed entity should:

- (a) have a code of conduct for its directors, senior executives and employees; and
- (b) disclose that code or a summary of it.

Crossland's policies contain a formal code of conduct that applies to all directors and employees, who are expected to maintain a high standard of conduct and work performance and observe standards of equity and fairness in dealing with others.

The detailed policies and procedures encapsulate the Company's ethical standards.

Principle 4: Safeguard integrity in corporate reporting

4.1 The Board of a listed entity should:

- (a) have an audit committee which;
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - (2) is chaired by an independent director, who is not a chair of the Board; and disclose
 - (3) the charter of the committee
 - (4) the relevant qualifications of the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meeting; or
- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Given that Crossland is a Company with a small market capitalisation, the audit committee is comprised of two directors, as disclosed in the Company's Annual Report, and the Company secretary. The audit committee will have direct access to management and will meet periodically with the external auditors to assess and review internal controls and the Company's statutory reporting. Its activities will assist in ensuring the independence of the external Auditors and provide ready access to the full Board.

The audit committee meets with and receives regular reports from the external auditors concerning any matters that arise in connection with the performance of their role, including the adequacy of internal controls.

- 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, received from its Managing Director and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Declarations regarding the financial statements are received from the Managing Director and Company accountant. The Board received such declarations for both the half year and annual reports.

- 4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Crossland's auditor attends the Company's AGM in person and is available to answer questions from security holders relevant to the audit.

Principle 5: Make timely and balanced disclosure

- 5.1 A listed entity should:

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
- (b) disclose that policy or a summary of it.

The Crossland Board and senior management are conscious of the ASX Listing Rule Continuous Disclosure requirements, which are supported by the law, and the Directors take steps to ensure compliance. The Company has a policy, which can be summarised as follows:

- the Board, with appropriate advice, determines whether an announcement is required under the Continuous Disclosure principles;
- all announcements are approved by the Board, and monitored by the Company Secretary; and
- all media content is approved, in consultation of the Board of Directors and authorised by a nominated Non-executive Director with their consent.

Crossland believes that the internet is now the best way to communicate with shareholders and provides detailed announcements to the Australian Securities Exchange on a regular basis to ensure that shareholders are kept well informed on Crossland's activities.

Principle 6: Respect the rights of security holders

- 6.1 A listed entity should provide information about itself and its governance to investors via its website:

Crossland's website has a Governance page. The Company endeavours to update the website to include a copy of this Corporate Governance Statement and various governance policies on a regular basis.

- 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

Shareholders can access the Company's website to view news releases. Shareholders are also able to email the Company. The Company ensures regular reporting, active participation at the Company's AGM and encouragement of shareholder communications.

- 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

Notices of the Annual General Meeting, together with accompanying information such as the explanatory memorandum, are sent to shareholders, either by mail or email, depending on the shareholder's election, and are also placed on the Company's website. Shareholders are encouraged to attend the Annual General Meeting and to ask questions.

- 6.4 A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.

The Company website provides an access portal for all significant communications. Shareholders are encouraged to view the ASX website. ASX releases, annual and other reports, Company presentations and notices of general meetings are given on this website.

Shareholders may also elect to receive communications from the Company's share Registrar, Boardroom Pty Ltd, by email.

Principle 7: Recognise and manage risk

- 7.1 The Board of a listed entity should:

- (a) have a risk committee to oversee risk which;
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director; and disclose
 - (3) the charter of the committee
 - (4) the relevant qualifications of the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The size of the Board, coupled with the skills, experience and independence of each Board member, allow the Board to discharge its duties and responsibilities effectively under the Risk Management Committee Charter.

The Board considers identification and management of key risks associated with the business as vital to maximise shareholder wealth. An assessment of the business's risk profile is undertaken on a regular basis and is reviewed by the Board, covering all aspects of the business from the operational level through to strategic level risks.

The Managing Director has been delegated the task of implementing internal controls to identify and manage risks for which the Board provides oversight. The effectiveness of these controls is monitored and reviewed regularly.

Risk is a standing item on the agenda of Board meetings, for reporting against identified material business risks.

7.2 The Board or a committee of the Board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- (b) disclose in relation to each reporting period, whether such a review has taken place.

Crossland's risk policy and risk register is reviewed by the Board of Directors annually to coincide with the preparation and lodgement of the Company's Annual Report. A review was undertaken in the financial year ending 31 December 2018.

7.3 A listed entity should:

- (a) If it has an internal audit function, how the function is structured and what role it performs; or
- (b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

The Board has determined that, consistent with the size of the Company and its activities, an internal audit function is not currently appropriate. As noted regarding recommendations 7.1 and 7.2 above and regarding Principle 4 above, the Board has adopted a Risk Management Policy and processes appropriate to the size of Crossland to manage the Company's material business risks and to ensure regular reporting to the Board on whether those risks are being managed effectively in accordance with the controls that are in place.

7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and if it does, how it manages or intends to manage those risks.

The Group has developed a series of operational risks which the Group believes to be reflective of the industry and geographical locations in which the Group operates. These risk areas are provided here to assist investors to understand risks faced by the Group and the industry in which we operate.

The key risks are, and not limited to:

- fluctuations in commodity prices and exchange rates;
- success or otherwise of exploration activities;
- reliance on licenses, permits and approvals from governmental and land-owners authorities;
- loss of key management;
- ability to obtain additional financing; and
- changed operating, market or regulatory environments.

Principle 8: Remunerate fairly and responsibly

8.1 The Board of a listed entity should:

- (a) have a remuneration committee which;
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director; and disclose
 - (3) the charter of the committee
 - (4) the relevant qualifications of the members of the committee; and
 - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The size of the Board, coupled with the skills, experience and independence of each Board member, allow the Board as a whole to discharge its duties and responsibilities effectively under the Remuneration committee Charter.

The Company does not have any employees. When required, the Board determines on a case by case basis, the terms and conditions of employment of Company executives and consultants, including remuneration. Senior executives' remuneration packages are reviewed by reference to Crossland's performance, the executive director's or senior executive's performance, as well as comparable information from industry sectors and other listed companies in similar industries, which is obtained from external remuneration sources. This ensures that base remuneration is set to reflect the market for a comparable role.

- 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Remuneration details of non-executive directors, executive directors and senior management are set out in the Remuneration Report that forms part of the Directors' report.

The performance of the executive director and senior executives is measured against criteria agreed annually and bonuses and incentives are linked to predetermined performance criteria and may, with shareholder approval, include the issue of shares and / or options.

There are no schemes for retirement benefits, other than statutory superannuation for non-executive directors.

- 8.3 A listed entity should:
- (a) have a policy on whether participants are permitted to enter into transactions (whether using derivatives or otherwise) which limit the economic risk of participating in the scheme; and
 - (b) disclose that policy or a summary of it.

Directors, employees and associates must not engage in short term trading of Company Shares and should not enter into any form of trading or dealing, or procure others to do so, under the following circumstances:

- 1) if they are in possession of information which is not generally available (inside information) being information which, if it were known and available might cause a reasonable person to expect that the value of the Company and /or its shares to be affected;
- 2) during periods other than the nominated Trading Windows defined below
- 3) at all other times their intention to trade has been notified to, and approved by, the responsible person in accordance with this Policy.

In the course of carrying out their duties, directors and employees often possess information which may be regarded as inside information either specifically under terms of the Corporations Code, or more generally by informed and ethical persons.

By way of guidance such information could include, but would not be limited

- financial information of any type such as changes in operating forecasts, adjustments in capital or capital structure, borrowings, liquidity or cash flow circumstances
- information about material acquisitions or divestments by the Company
- changes to the Board, Management or Auditors
- regulatory decisions or significant litigation likely to affect the Company

Directors, employees and their associates may not trade or deal in Company Shares except in accordance with the preceding paragraphs and only during Trading Window periods being those periods beginning 24 hours after lodgement of the Company's half year and annual profit announcements and concluding on the date for closing of books for the next financial reporting period.

Except for the Trading Window periods described in the preceding paragraph, all other times are "Closed Periods" in terms of Australian Securities Exchange Listing Rule 12.12 being those periods when Directors, employees and their associates are generally prohibited from trading in the Company's securities.

Before dealing in Company Shares, an intention to trade must be discussed with and approved

- in the case of Directors, by the Chairman
- in the case of the Chairman by an independent director
- in the case of all other employees by a Director

In addition, Directors are obliged to inform the Company Secretary of any dealing in Company Shares in the form required by the Corporations Act.

Employees who wish to trade outside the Trading Windows must obtain prior approval of the Board which may, under exceptional circumstances, consider applications for exemption from compliance with this Policy. The Board will exercise its unfettered discretion in deliberating the merits of each case and consent will generally be provided only in cases of clear financial hardship.

In the context of this Policy, associates of employees include the spouse, partner, members of employee's, spouse's or partner's immediate families together with any third parties or entities controlled by the employee or such associates including family trusts and personal superannuation schemes