

CROSSLAND STRATEGIC METALS LIMITED

ABN 64 087 595 980

NOTICE OF GENERAL MEETING

Notice is hereby given that there will be a General Meeting of the Shareholders of Crossland Strategic Metals Limited will be convened at 1.30 pm ACST on Monday, 19 January 2015, at 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.

GENERAL BUSINESS

No General Business

ORDINARY BUSINESS

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

RESOLUTION 1 – 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 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 1 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 2 – Ratification of Prior Issue of Securities

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 54,285,714 shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 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 17th day of December 2014

BY ORDER OF THE BOARD

Malcolm K Smartt
COMPANY SECRETARY

CROSSLAND STRATEGIC METALS 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.

Ordinary Business

RESOLUTION 1

Issue of Shares.

Background

The effect of Resolution 1 will be to allow the Directors to issue up to 100,000,000 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 100,000,000 Shares will be issued at an issue price 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. It should be recorded that it has been agreed at the date of this notice that 17,857,143 million shares will be issued at .7 of 1 cent. (Total \$125,000)

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 1 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 1:

- a) the maximum number of Shares to be issued pursuant to Resolution 1 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 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 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 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.

RESOLUTION 2

Ratification of prior issue of securities.

The Company issued a total 54,285,714 fully paid ordinary shares on 25 July 2014, 1 October 2014 and 15 December to sophisticated investors. The subscribers pursuant to these issues were not related parties of the Company.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during number of those securities exceeds 25% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future up to the 25% annual placement capacity set out in ASX Listing Rule 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 54,285,714 shares were issued;
- (b) The issue price was 1 cents per share (40,000,000) and .7 of a cent for the balance;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the shares were issued to Asia Infra Partners, R Trigwell and Asia One Corp Ltd; and
- (e) there was \$500,000 raised and those funds were used to keep all tenement in good order (rents and commitments) and general overheads.

All Correspondence to:

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

Level 7, 207 Kent 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 1:30pm ACST on Saturday 17 January 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 **1:30pm ACST on Saturday 17 January 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 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.

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 General Meeting of the Company to be held at the **Novotel Atrium Hotel, 100 Esplanade, Darwin, NT 8000 on Monday 19 January 2015 at 1:30pm 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.

The Chair of the Meeting intends to vote undirected proxies 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	To Approve an Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Ratify a Prior Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 / /