

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 11.30 am AEST on Wednesday, 31 May 2017, at the RACV Club, 501 Bourke St, Melbourne VIC 3000.

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 2016."

ORDINARY BUSINESS

RESOLUTION 1- Adoption of Remuneration Report

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 2016 Annual Report be adopted by Shareholders."

Voting Exclusion Statement

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:

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

RESOLUTION 2 – Re-Election of Mr Stan Wassylko

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

"That Mr Stan Wassylko, 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 – Election of Mr Harun Halim Rasip

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

"That, subject to the successful passing of Resolution 1 of the Extraordinary General Meeting held immediately prior to this meeting, Mr Harun Halim Rasip, be elected as a Director."

Dated this 26th day of April 2017

BY ORDER OF THE BOARD

Grahame Clegg
COMPANY SECRETARY

NOTES

1. Voting entitlement

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convener of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00 pm AEST on Monday, 29 May 2017. This means that any Shareholder registered at that time is entitled to attend and vote at the Meeting.

2. Proxies

- (a) a Shareholder entitled to attend the Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.
- (b) A proxy need not be a Shareholder and may be an individual or a body corporate.
- (c) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting (subject to any applicable voting exclusions).
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to the signing and lodgement of the Proxy Form with the Company.
- (h) Any directed proxy appointments in favour of a person other than the chair of the Meeting that are not voted on a poll at the Meeting will automatically default to the chair, who is required to vote proxies as directed on the poll (subject to any applicable voting exclusions).
- (i) To be valid, the Proxy Form (and the original or a certified copy of any power of attorney or other authority under which it is signed) must be received by the Company no later than 11.30 am AEST on Monday, 29 May 2017:.
 - **By mail:** Crossland Strategic Metals Limited
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia.
 - **By fax:** +61 2 9290 9655
 - **By hand:** Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000.

3. Corporate Representatives

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The representative should bring evidence of his or her appointment including the authority under which it is signed to the Meeting.

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 2016 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 2016.

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 Stan Wassylko 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

Election of Mr Harun Halim Rasip as a Director.

Following the passing of Resolution 1 of the Extraordinary General Meeting held prior to this meeting, Mr Harun Halim Rasip has been nominated by EMMCO Mining Sdn Bhd to become a member of the Board. Accordingly his election as a director is to be put to Shareholders for approval.

Mr Harun Halim Rasip, 63, is a Malaysian citizen and was educated in Perth, Western Australia from the age of 15, graduating from the University of Western Australia with a Bachelor of Commerce Degree (Accounting). He then articulated with Price Waterhouse (now PWC) in Perth, Western Australia to achieve membership of the Institute of Chartered Accountants in Australia. He thereafter worked with Price Waterhouse, Malaysia until leaving in the 1980s to establish a family company, Halim Rasip Holdings Sdn Bhd ("HRH") engaged over the subsequent years in vessel ownership/operation, an extensive range of oil and gas services, manufacturing activities and privatized infrastructure (a port and a coal terminal in Perak, West Malaysia subsequently injected into a public company, Integrax Berhad where Harun was the lead promoter and first Chairman/CEO of Integrax Berhad). EMMCO Mining is a wholly owned subsidiary of HRH which in turn is majority owned and controlled by Harun.

Harun has in the past served as a director on the Board of Directors of several private companies and on the Boards of several public listed companies listed on the Bursa Malaysia in executive and non-executive roles – Landmarks Berhad, I Capital Biz Berhad and currently as President Director of PT Tanah Laut Tbk, a company listed on the Jakarta Stock Exchange.

He is a Fellow of the Institute of Chartered Accountants in Australia and member of the Malaysian Institute of Accountants.

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 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.

Extraordinary General Meeting or EGM means the extraordinary general meeting of Shareholders held immediately before this Annual General meeting.

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.

Resolution 1 of the Extraordinary General Meeting means the Resolution 1 which was passed at the EGM whereby approval was given for the Company to issue 425,054,961 Shares to EMMCO Mining and 622 Shares to Stan Wassylko in consideration for the acquisition by the Company of 100% of the issued capital of Essential Mining Resources Pty Ltd (**EMR**) and the debt in the sum of \$2,234,201 owing by EMR to EMMCO Mining (**EMMCO Book Debt**) at an issue price of \$0.005354128 per Share.

Shareholder means a Shareholder of the Company.

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

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 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 11:30am AEST on Monday, 29 May 2017.**

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 securityholder 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 **11:30am AEST on Monday, 29 May 2017**. 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** Boardroom Pty Limited
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

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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 securityholder) 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 **RACV Club, 501 Bourke Street, Melbourne VIC 3000 on Wednesday 31 May 2017 at 11:30am AEST** 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 Resolution 1. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.

The Chair of the Meeting intends to vote undirected proxies on Resolutions 2 and 3 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re- election of Mr Stan Wassylko as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Harun Halim Rasip as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / / 2017