



Crossland Strategic Metals Limited
(ABN 64 087 595 980)

8th June 2018

Ms. Elizabeth Harris
Principal Adviser, Listings Compliance (Perth)
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Dear Ms. Harris,

**Crossland Strategic Metals Limited ("CUX"): Aware Query
Response to ASX query notice dated 1 June 2018**

We refer to your letter to CUX dated 1 June 2018 that queries whether Crossland Strategic Metals Ltd. (the Company) should have reported a loan of \$250,000, as received on the 4th April 2018.

Q1. When did CUX first become aware of the Relevant Information?

The loan in question was committed to the Company on the 1st April, to ensure the Company remained a going-concern.

Q2. Does CUX consider the Relevant Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

No.

The Company Directors do not consider this ongoing loan commitment nor funding provided to be information that a reasonable person would expect to have a material effect on the price or value of its securities.

Q3. If the answer to question 2 is "no", please advise the basis for that view.

The funding event allows the business to operate as a going concern and meet its planned commitments. Funding of the Company's ongoing operations has been received via loans with EMMCO Sdh. Bhd. (EMMCO) and Atlas Off-shore Services Pty. Ltd. (AOS), as was reported in the Company's 31 December 2017 financial statements (Note 27).

The Company also announced in the Quarterly Report for Period Ended 31 December 2017, that it would receive funding, stating that, "In principal, both Atlas Offshore Services (AOS) and EMMCO, have offered financial support by way of loans, to undertake this work."

In the Quarterly Activities Report for Period Ended 31 March 2017, the Company reported both EMMCO Sdh. Bhd. (EMMCO) and Atlas Off-shore Services Pty. Ltd. (AOS) have provided interim financial support to fund the Company's operations during the quarter.

The \$250,000 funding event was undertaken as part of the Company's ongoing funding arrangements and is essential to the Company's ongoing operations.

The Company planned to disclose the terms of the loan in the 2nd quarter Activities Statement, the period in which the loan was received and committed. This was considered by Directors for governance transparency reasons rather than disclosure to mitigate price influence or influence investor decision making.

If Directors had doubt that funds would not be made available, this would have a material effect on the price or value of its securities of the Company, and CUX would have issued a disclosure announcement to the ASX.

This coincides with the guidance, as provided by the ASX, as stated:

An officer of a listed entity who is faced with a decision on whether information needs to be disclosed under Listing

Rule 3.1 may find it helpful to ask two questions:

(1) "Would this information influence my decision to buy or sell securities in the entity at their current market price?"

(2) "Would I feel exposed to an action for insider trading if I were to buy or sell securities in the entity at the current market price, knowing this information had not been disclosed to the market?"

The Company expects to continue receiving such loans in the future, until other financing arrangements are established. The Company respect your advice and will announce all future loans and finance obligations to market, as it has done on 5th June 2018.

Q4. If the answer to question 2 is "yes" and as CUX first became aware of the Relevant Information before the Relevant Date, did CUX make any announcement prior to the Relevant Date which disclosed the Relevant Information? If so, please provide details. If not, please explain why the Relevant Information was not released to the market at an earlier time, commenting specifically on when you believe CUX was obliged to release the Relevant Information under Listing Rules 3.1 and 3.1A and what steps CUX took to ensure that the Relevant Information was released promptly and without delay.

Not Applicable – refer response to Q3.

Q5. Please confirm that CUX is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Company has, on 5th June 2018, issued to the ASX a disclosure announcement regarding a loan that was received from EMMCO Mining to meet certain payments required to be made by the Company.

As such, the Directors confirm that CUX is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Directors are aware and have been reminded of the Company's continuous disclosure obligations under ASX Listing Rule 3.1 and the Company's continuous disclosure policy and confirm their understanding of the above.

Q6. Please confirm that CUX's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CUX with delegated authority from the board to respond to ASX on disclosure matters

The Board of Directors of CUX and authorised representatives of Atlas and EMMCO are aware of and support this response to the ASX, and the undertakings and statements provided hereinabove.

Yours Sincerely,

Andrew Metcalfe
Company Secretary
On behalf of Crossland Strategic Metals Ltd.

Eric Vesel
CEO/Director
Crossland Strategic Metals Ltd.



1 June 2018

Mr Andrew Metcalfe
Crossland Strategic Metals Limited
Level 2, 470 Collins Street
MELBOURNE VIC 3000

By email: andrew@accosec.com

Dear Mr Metcalfe

Crossland Strategic Metals Limited (“CUX”): Aware Query

ASX Limited (“ASX”) refers to the following:

- A. The Response to ASX’s Appendix 5B query which was released on the ASX Market Announcements Platform on 22 May 2018 at 9:53 am (AEST) (“Relevant Date”) in which CUX disclosed that it had received funding of \$250,000 on 4 April 2018 to meet ongoing capital commitments however this was not reported to ASX at that time (“Relevant Information”).
- B. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities.
- C. The definition of “aware” in Chapter 19 of the Listing Rules, which states that:

“an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity”

and section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “When does an entity become aware of information”*.

- D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

“3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed."*

E. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Having regard to the above, ASX asks CUX to respond separately to each of the following questions and requests for information:

1. When did CUX first become aware of the Relevant Information?
2. Does CUX consider the Relevant Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
3. If the answer to question 2 is "no", please advise the basis for that view.
4. If the answer to question 2 is "yes" and as CUX first became aware of the Relevant Information before the Relevant Date, did CUX make any announcement prior to the Relevant Date which disclosed the Relevant Information? If so, please provide details. If not, please explain why the Relevant Information was not released to the market at an earlier time, commenting specifically on when you believe CUX was obliged to release the Relevant Information under Listing Rules 3.1 and 3.1A and what steps CUX took to ensure that the Relevant Information was released promptly and without delay.
5. Please confirm that CUX is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that CUX's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CUX with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than half an hour before the start of trading (ie before 7.30 a.m. WST) on Wednesday 6 June 2018.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to CUX's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

It should be noted that CUX's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, providing the information requested in this letter.

Further, if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, CUX's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in this letter and may require CUX to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We will require the request for the trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you do not respond to this letter by the deadline set out above or if ASX does not consider your response to be satisfactory, ASX is likely to suspend trading in CUX's securities under Listing Rule 17.3.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Elizabeth Harris
Principal Adviser, Listings Compliance (Perth)