CROSSLAND
Uranium Mines Limited

ABN 64 087 595 980

ANNUAL FINANCIAL REPORT 2012

DIRECTORS
Robert L Richardson (Chairman)
Geoffrey S Eupene (Executive Director)
Peter W Walker (Non Executive Director)
Malcolm K Smartt (Finance Director)

COMPANY SECRETARY
Malcolm K Smartt

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Your Directors present their report on the consolidated entity consisting of Crossland Uranium mines and the entities it controlled at the end of, and during the year ended 31 December 2012

Directors Report

Directors

The following persons were Directors of Crossland Uranium Mines Limited during the whole of the financial year and up to the date of this report:

Robert L Richardson
Patrick J D Elliott (Resigned 10 May 2012)
Geoffrey S Eupene
Peter W Walker
Robert A Cleary (Resigned 24 February 2013)
Malcolm K Smartt (Appointed 21 Jun 2012)

Directors' qualifications and experience

Bob Richardson Non-Executive Chairman
Bob Richardson, B.Sc, B.E(Hons), MAusIMM, MASEG, has 43 years experience in mineral exploration management, geophysics and exploration technology. During 15 years with the Peko- Wallsend Group as Chief Geophysicist and later Exploration Manager, he supervised all geophysical work carried out by Peko- Wallsend in the Alligator Rivers Uranium Province during the Ranger discovery and resource development period. During this period Bob and his team developed a leading- edge understanding of the application of geophysical methods to uranium exploration. He was co- founder and Managing Director of Austirex Aerial Surveys that became an international airborne geophysical contractor. He co- founded Lachlan Resources NL in 1983, and PlatSearch NL in 1986.

Geoff Eupene, Executive Director
Geoff Eupene, B.Sc(Hons), FAusIMM, CPGeo, is a Darwin- based geologist. Geoff spent the 1969 field season, his first after graduation from the University of Queensland, looking for uranium in the East Kimberley. In 1970 he joined Geopeko as they started their field work at Ranger. As Mine Geologist, he logged every hole drilled into the Ranger No. 1 ore body, interpreted the geology, and developed a resource estimate that agreed closely with the total material mined over the following decades.
In 1976, he headed the team that discovered the Ranger 68 deposit beneath the Magela floodplains.
Geoff worked for Geopeko for over ten years before founding a consulting practice in Darwin in 1980. Eupene Exploration Enterprises Pty Ltd has provided advice and services to many uranium explorers, and assisted in the development of several other mining projects in the NT, including Mount Bonnie silver/ gold deposit, Tanami gold, Goodall gold, Rustlers Roost gold, and Woodcutters base metal projects. Geoff has also acquired a depth of experience in SE Asia.

Bob Cleary, Non – Executive Director
Bob Cleary resigned on 24 February 2013

Peter Walker Non-Executive Director
Peter Walker, B.Juris, Ll.B, FAICD, is a Darwin based lawyer who has practised in the resource industry for over 35 years. He has long experience with land access issues including the special situations that exist in the Northern Territory. Peter acted for Peko EZ (a joint venture between Peko-Wallsend Operations Limited and

Electrolytic Zinc Company of Australasia Limited) on permitting matters for the Ranger project, and for Pancontinental Mining Limited, which discovered the Jabiluka deposit. He also assisted Uranerz Energy Corporation and Power Reactor and Nuclear Fuel Development Corporation (PNC), and other explorers and miners, with NT access and development matters. Peter has been a director of several companies including Australian Diamond Exploration NL, which discovered and developed the Merlin diamond mine.

Mal Smartt – Finance Director (appointed 21 June 2012)/ Company Secretary
Mal Smartt, BA (Accounting), Grad Dip Corporate Management, FCPA, FCIS, FCIM is a Corporate Consultant to listed and unlisted public companies. He is a qualified accountant and company secretary having had considerable experience in Directorial, Financial and Company Secretarial roles with a number of listed companies in the resource sector in Australia, South East Asia and Africa.

Patrick J D Elliott, Non-Executive Director
Pat Elliott resigned on 10 May 2012.

Principal activities

The principal activities of the consolidated entity are the exploration for uranium and rare earth elements (REE) in the Northern Territory and economic hardrock gold deposits. There has been no change in the principal activities during the year.

Results

The net result of operations after applicable income tax benefit of the consolidated entity for the year ended 31 December 2012 was a loss of $1,819,312 (2011 – loss of $2,390,687).

Dividends

No dividends were either paid or declared for the year (2011 – nil).
The Directors do not recommend the payment of a dividend in respect of the financial year ended 31 December 2012.

Review of operations

Information on the operation and financial position of the consolidated entity and its business strategies and prospects are set out in the review of operations.

Significant changes in the state of affairs

With effect 1 January 2012, Pancontinental recommenced funding and their equity remains at 45% with Crossland holding 55%.

Matters subsequent to the end of the financial year

At the date of this report there were no matters or circumstances which have arisen since 31 December 2012 that have significantly affected or may significantly affect:

i. the operations of the consolidated entity,
ii. the results of those operations, or
iii. the state of affairs of the consolidated entity in the financial year subsequent to 31 December 2012.

Likely developments

The Company is hoping to identify precious and rare earth metals, uranium and base metal exploration and evaluation opportunities which are perceived to offer outstanding value. At this stage, it is not possible to postulate likely developments from any of these exploration activities. As the consolidated entity's areas of interest are at an early stage of exploration, it is not possible to postulate likely developments.

Directors' benefits

During the year no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the notes to the accounts) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

Share options

Particulars of options granted over unissued shares:

	2012	2011
Total number of options granted by the Company over unissued ordinary	**41,324,642**	9,250,000

shares		
Options issued during the period (see note below)	**Nil**	Nil
Shares issued in the period as the result of the exercise of options	**Nil**	Nil
Options expired during the period	**Nil**	Nil

Full details of options on issue are shown in note 22.

Meetings of directors

Attendance at Directors' meetings during the year:

	Eligible to attend	Attended
Patrick J D Elliott	3	3
G S Eupene	10	10
R Richardson	10	10
P Walker	10	10
R Cleary	10	10
M Smartt	5	5

The Audit Committee, comprising Messrs Richardson, Walker and Smartt, which met twice during the year, was set up to review the Company's financial systems, accounting policies and annual financial statements.

Environment

Crossland Uranium Mines Limited, through its subsidiaries, holds exploration tenements in Australia that are subject to various governmental statutes and guidelines for environmental impacts in relation to exploration activities. These provide for the satisfactory rehabilitation of the areas of exploration. There have been no known material breaches of the licence conditions.

Directors' and auditors' indemnification

The Company has not, either during or since the end of the financial period, in respect of any person who is or has been an officer or auditor of the Company or a related body corporate, indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, including costs and expenses in successfully defending legal proceedings.

During or since the financial period, the Company has not paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer for the costs or expenses to defend legal proceedings.

Non-audit services

The Group may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the company and/or the Group are important.

Details of the amounts paid or payable to the auditor (BDJ Partners Audit Pty Limited) for non-audit services provided during the year are set out in Note 8.

The board of directors, in accordance with the advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not adversely affect the integrity and objectivity of the auditor,
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

During the year no fees were paid or payable for non-audit services provided by the auditor of the parent entity, its related practices and non-related audit firms.

Auditors' independence declaration

A copy of the auditors' independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 63.

Auditor

BDJ Partners Audit Pty Ltd holds office in accordance with section 327 of the Corporations Act 2001

Remuneration Report (Audited)

The remuneration report is set out under the following main headings:

A. Principles used to determine the nature and amount of remuneration
B. Service agreements
C. Details of remuneration
D. Share based compensation
E. Additional information

The information provided under headings A- D includes remuneration disclosures that are required under Accounting Standard AASB 124 Related Party Disclosures. These disclosures have been transferred from the financial report and have been audited. The disclosures in Section E are additional disclosures required by the Corporations Act 2001 and the Corporations Regulations 2001 which have not been audited.

A. **Principles used to determine the nature and amount of remuneration**

The objective of the Group's executive reward framework is to ensure reward for performance, being the development of the Crossland Uranium Mines exploration tenements. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms with market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive compensation;
- transparency; and
- capital management.

The Group has structured an executive remuneration framework that is market competitive and complimentary to the reward strategy of the organisation.

Alignment to shareholders' interests:

- has economic profit as a core component of plan design;
- focuses on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant return on assets as well as focusing the executive on key non-financial drivers of value; and
- attracts and retains high calibre executives.

Alignment to programme participants' interests:

- rewards capability and experience;
- reflects competitive reward for contribution to growth in shareholder wealth;
- provides a clear structure for earning rewards; and
- provides recognition for contribution.

The framework provides a mix of fixed and variable pay, and a blend of short and long term incentives. As executives gain seniority with the group, the balance of this mix shifts to a higher proportion of ''at risk'' rewards.

Non-executive directors
Fees and payments to non-executive directors reflect the demands, which are made on, and the responsibilities of, the directors. The Board reviews non-executive directors' fees and payments annually. The Board may from time to time seek the advice of independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The Chairman's fees are determined independently to the fees of non-executive directors based on comparative roles in the external market. The Chairman is not present at any discussions relating to determination of his own remuneration.

Directors' fees
The current base remuneration was last reviewed with effect from 1 July 2007.

Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. The maximum currently stands at $200,000 per year in aggregate.

Executive pay
The executive pay and reward framework has four components:

- base pay and benefits;
- short-term performance incentives;
- long-term incentives through participation in Crossland Uranium Mines Ltd incentive shares, and
- other remuneration such as superannuation.

The combination of these comprises the executive's total remuneration.

Base pay
Structured as a total employment cost package, which may be delivered as a combination of cash and prescribed non-financial benefits at the executives' discretion.

Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Base pay for senior executives is reviewed annually to ensure the executive's pay is competitive with the market. An executive's pay is also reviewed on promotion.

There are no guaranteed base pay increases included in any senior executives' contracts.

B. Service agreements

1. Mr Geoff Eupene - Executive Director

A Consultancy Agreement dated 30 October 2008 has been entered into between the company and Eupene Exploration Enterprises Pty Ltd (a company controlled by Mr Eupene) to provide exploration services to the company for a period of two years commencing 1 June 2008 and extended for a further two years to 1 June 2012 at a base rate of $10,500 per month. This agreement is currently under review.

2. Non-executive directors

Directors are entitled to remuneration out of the funds of the company but the remuneration of the non-executive Directors may not exceed in any year the amount fixed by the company in general meeting for that purpose. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in consequence of their attendance at Board meetings and otherwise in the execution of their duties as Directors

C. Details of remuneration

Amounts of remuneration

Details of the remuneration of the directors and the key management personnel (as defined in AASB 124 Related Party Disclosures) of Crossland Uranium Mines Ltd and the Crossland Uranium Mines Ltd Group are set out in the following tables.

The key management personnel of Crossland Uranium Mines Limited and the Group includes the directors

Remuneration paid to key management personnel of Crossland Uranium Mines and of the Group

2012	Short-term employee benefits			Post-employment benefits	Share-based payment	
Name	Salary $	Directors' Fees $	Consulting Fees $	Superannuation $	Options $	Total $
Non-executive directors						
P J D Elliott	-	15,000	-	-	-	15,000
R Cleary	-	38,750	-	-	-	38,750
R Richardson	-	46,250	65,866	4,163	-	116,279
P Walker		35,000	-	3,150		38,150
Sub-total non--executive directors	**-**	**135,000**	**65,866**	**7,313**	**-**	**208,179**
Executive directors						
G S Eupene	-	-	262,000	-	-	262,000
MK Smartt	75,000	-	-	6,750		81,750
Totals	**75,000**	**135,000**	**327,866**	**14,063**	**-**	**551,929**
2011						
Non-executive directors						
P J D Elliott	-	36,000	-	-	-	36,000
R Cleary	-	50,000	-	-	-	50,000
R Richardson	-	35,000	76,228	5,788	-	117,016
P Walker	-	35,000	-	3,150	-	38,150
Sub-total non--executive directors	**-**	**156,000**	**76,228**	**8,938**	**-**	**241,166**
Executive directors						
G S Eupene	-	-	284,250	-	-	284,250
Totals	-	**156,000**	**360,478**	**8,938**	**-**	**525,416**

D. Share-based compensation

Options

Options are granted on the recommendation of the directors.

Options are granted for no consideration. Options are granted for a five year period, and are exercisable immediately after the vesting date.

Options granted carry no dividend or voting rights.

When exercisable, each option is convertible into one ordinary share.

The exercise price of options is based on the weighted average price at which the company's shares are traded on the Australian Stock Exchange during the five trading days immediately before the options are granted.

No options over ordinary shares in the company were provided as remuneration to each director of Crossland Uranium Mines Ltd and each of the key management personnel of the Group during the financial year.

Shares provided on exercise of remuneration options.

No ordinary shares in the company were provided as a result of the exercise of remuneration options to each director of Crossland Uranium Mines Ltd and other key management personnel of the Group.

Shares under option

Unissued ordinary shares of Crossland Uranium Mines Ltd under option at the date of this report are shown in Note 22.

Shares issued on the exercise of options

No ordinary shares of Crossland Uranium Mines Ltd were issued during the year ended 31 December 2012 on the exercise of options granted. No further shares have been issued since that date. No amounts are unpaid on any of the shares

Directors' interests in shares and options

The relevant interest of each Director in the share capital of the Company as at the date of this report is as follows:

2012	**GS Eupene**	**M Smartt**	**RA Cleary**	**P Walker**	**R Richardson**
Ordinary shares	9,258,492	1,000,000	5,892,326	2,874,899	1,045,238
Options	4,629,245	1,200.000	-	1,089,741	522,619
Unissued incentive shares (see note)	-	-	-	-	-
2011	**G Eupene**	**P Elliott**	**R Cleary**	**P Walker**	**R Richardson**
Ordinary shares	9,258,492	4,416,207	5,892,326	2,874,219	795,327
Options	-	-	-	-	-
Unissued incentive shares	3,000,000	333,334	2,000,000	333,334	333,334

Note – the unissued incentive shares lapsed during the year.

This report is made in accordance with a resolution of the Directors.

Geoff Eupene, Director

Darwin, 27 March 2013

Statement of Comprehensive Income

for the year ended 31 December 2012

	Note	Consolidated 2012 $	2011 $
Revenue	5	**78,927**	169,428
Expenses			
Administration costs		**(330,355)**	(303,518)
Borrowing Costs	6	**(446)**	(615)
Consultants' fees		**(145,228)**	(109,798)
Depreciation	6	**(104,389)**	(119,525)
Employment costs		**(422,305)**	(461,722)
Exploration expenditure written off	6	**(1,040,767)**	(1,650,096)
Office rent	6	**(116,953)**	(108,366)
Share of associates losses	17	**-**	236,345
Other expenses from ordinary activities		**(42,906)**	(107,540)
Loss from ordinary activities before income tax expense		**(2,124,422)**	(2,455,407)
Income tax (expense) benefit	11	**366,116**	65,073
Net loss from ordinary activities after income tax expense		**(1,758,306)**	(2,390,334)
Other comprehensive income after income tax:			
Exchange differences on translating foreign controlled entities	23	**(61,006)**	(353)
Other comprehensive income for the year, before tax		**(61,006)**	(353)
Income tax (expense) benefit		**-**	-
Other comprehensive income for the year, net of tax		**(61,006)**	(353)
Total comprehensive income for the year attributable to members of the parent entity	25	**(1,819,312)**	(2,390,687)
Basic and diluted loss per share (cents)	10	**(1.15)**	(1.84)

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Statement of Financial Position

at 31 December 2012

	Note	Consolidated 2012 $	2011 $
CURRENT ASSETS			
Cash and cash equivalents	12	**1,085,639**	1,665,894
Trade and other receivables	13	**101,548**	229,956
Other current assets	14	**19,464**	16,685
TOTAL CURRENT ASSETS		**1,206,651**	1,912,535
NON-CURRENT ASSETS			
Receivables	15	**118,888**	123,175
Deferred exploration and evaluation expenditure	16	**5,321,126**	5,156,777
Investments in associates accounted for using the equity method	17	**-**	-
Plant and equipment	18	**135,222**	226,985
TOTAL NON-CURRENT ASSETS		**5,575,236**	5,506,937
TOTAL ASSETS		**6,781,887**	7,419,472
CURRENT LIABILITIES			
Trade and other payables	19	**329,789**	398,240
TOTAL CURRENT LIABILITIES		**329,789**	398,240
NON-CURRENT LIABILITIES			
Provisions	20	**60,017**	23,750
TOTAL NON CURRENT LIABILITIES		**60,017**	23,750
TOTAL LIABILITIES		**389,806**	421,990
NET ASSETS		**6,392,081**	6,997,482
SHAREHOLDERS' EQUITY			
Issued capital	21	**16,851,191**	15,698,286
Foreign currency translation reserve	23	**-**	(61,006)
Share based payments reserve	24	**337,136**	337,136
Accumulated losses	25	**(10,796,246)**	(8,976,934)
TOTAL EQUITY		**6,392,081**	6,997,482

The above statement of financial position should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

for the year ended 31 December 2012

Consolidated	Issued Capital $	Accumulated Losses $	Foreign Currency Reserve $	Share Based Payments Reserve $	Total Equity $
At 1 January 2011	12,113,951	(6,586,600)	(60,653)	337,136	5,803,834
Loss for the period	-	(2,390,334)	-	-	(2,390,334)
Shares issued (net of costs)	3,584,335	-	-	-	3,584,335
Other comprehensive income	-	-	(353)	-	(353)
At 31 December 2011	**15,698,286**	**(8,976,934)**	**(61,006)**	**337,136**	**6,997,482**
Loss for the period	**-**	**(1,758,306)**	**-**	**-**	**(1,758,306)**
Shares issued (net of costs)	**865,608**	**-**	**-**	**-**	**865,608**
Option issued (Rights Issue)	**287,297**	**-**	**-**	**-**	**287,297**
Other comprehensive income	**-**	**(61,006)**	**61,006**	**-**	**-**
At 31 December 2012	**16,851,191**	**(10,796,246)**	**-**	**337,136**	**6,392,081**

The above statement of changes in equity should be read in conjunction with the accompanying notes

Statement of Cash Flows

for the year ended 31 December 2012

	Note	Consolidated 2012 $	2011 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Payment to suppliers (inclusive of GST)		**(964,301)**	(219,371)
Interest received		**32,777**	136,434
Interest paid		**(446)**	(615)
Other income		**46,150**	32,994
R & D Tax Offset Rebate received		**366,116**	65,073
NET CASH INFLOWS (OUTFLOWS) FROM OPERATING ACTIVITIES	34(b)	**(519,704)**	14,515
CASH FLOWS FROM INVESTING ACTIVITIES			
Expenditure on plant and equipment		**(12,626)**	(73,359)
Expenditure on mining interests (exploration)		**(2,071,564)**	(4,918,982)
Cash calls received from exploration JV parties		**866,447**	1,104,205
Refunds of (payments for) security deposits		**4,287**	(48,428)
NET CASH (OUTFLOWS) FROM INVESTING ACTIVITIES		**(1,213,456)**	(3,936,564)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		**1,211,367**	3,782,440
Share issue costs		**(58,462)**	(198,105)
NET CASH INFLOWS FROM FINANCING ACTIVITIES		**1,152,905**	3,584,335
NET (DECREASE) IN CASH HELD		**(580,255)**	(337,714)
Cash and cash equivalents at the beginning of the financial year		**1,665,894**	2,003,608
Cash and cash equivalents at the end of the financial year	34(a)	**1,085,639**	1,665,894

The above statement of cash flows should be read in conjunction with the accompanying notes

Notes to the Financial Statements

for the year ended 31 December 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes the consolidated entity consisting of Crossland Uranium Mines Ltd and its subsidiaries.

The separate financial statements of the parent entity, Crossland Uranium Mines Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001*.

The financial statements were authorised for issue on 22nd March 2013 by the directors of the company.

Basis of preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Going concern basis

The financial report has been prepared on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The company will have sufficient working capital to meet its minimum project development and administrative expenses in the twelve months following the date of signing of the financial report. The directors are investigating options to raise additional funds to allow the company to pursue its project opportunities beyond the minimum expenditure required with the intent that the consolidated group continues as a going concern.

Critical accounting estimates

The preparation of financial statements in conformity with AIFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Significant accounting policies
Accounting policies are selected and applied in a manner which ensures that the resultant financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions and other events is reported.

The Company has adopted relevant new and revised accounting standards and pronouncements with no material impact.

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

a) Borrowings

Loans are recorded at an amount equal to the net proceeds received. Interest expense is recognised on an accruals basis.

b) Borrowing costs

Borrowing costs are expensed as incurred.

c) Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

d) Cash and cash equivalents

Cash and cash equivalents comprises cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the consolidated entity's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

e) Contributed equity

Ordinary shares are classified as equity.
Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

f) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wages increases and the probability that the employee may satisfy any vesting requirements. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows attributable to employee benefits.

g) Exploration and evaluation expenditure

Exploration, evaluation and development expenditures incurred are capitalised in respect of each identifiable area of interest. These costs are only capitalised to the extent that they are expected to be recovered through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to capitalise costs in relation to that area of interest.

Costs of site restoration are provided for over the life of the project from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with local laws and regulations and clauses of the permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis. Any changes in the estimates for the costs are accounted for on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

h) Financial Instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the *effective interest method*.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) over the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

(i) *Financial assets at fair value through profit or loss*

Financial assets are classified at "fair value through profit or loss" when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount being included in profit or loss.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group's intention to hold these investments to maturity. They are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(iv) *Available-for-sale investments*

Available-for-sale investments are non-derivative financial assets that are either not capable of being classified into other categories of financial assets due to their nature or they are designated as such by management.

(v) *Financial liabilities*

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

i) Foreign currency translation

i. Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Crossland Uranium Mines Ltd's functional and presentation currency.

ii. (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

j) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authorities is classified as operating cash flows.

k) Goodwill

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

(i) the consideration transferred;

(ii) any non-controlling interest; and

(iii) the acquisition date fair value of any previously held equity interest

over the acquisition date fair value of net identifiable assets acquired.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Fair value remeasurements in any pre-existing equity holdings are recognised in profit or loss in the period in which they arise. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

The amount of goodwill recognised on acquisition of each subsidiary in which the Group holds less than a 100% interest will depend on the method adopted in measuring the non-controlling interest. The Group can elect in most circumstances to measure the non-controlling interest in the acquiree either at fair value *(full goodwill method)* or at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets *(proportionate interest method).* In such circumstances, the Group determines which method to adopt for each acquisition and this is stated in the respective notes to these financial statements disclosing the business combination.

Under the full goodwill method, the fair value of the non-controlling interests is determined using valuation techniques which make the maximum use of market information where available. Under this method, goodwill attributable to the non-controlling interests is recognised in the consolidated financial statements.

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units, representing the lowest level at which goodwill is monitored not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

Changes in the ownership interests in a subsidiary are accounted for as equity transactions and do not affect the carrying amounts of goodwill.

l) Impairment of assets

The carrying amounts of the consolidated entity's assets, other than deferred tax assets, are reviewed at each balance date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement, unless an asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through profit or loss.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

i. *Calculation of recoverable amount*

The recoverable amount of assets is the greater of their net selling price and value in use.
In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

ii. *Reversals of impairment*

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.
An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

m) Income tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense, using the balance sheet liability method, reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

Tax consolidation
The company and all its wholly-owned Australian resident entities have not entered into a tax consolidated group under Australian taxation law.

n) Investments in Associates

Associates are companies in which the Group has significant influence through holding, directly or indirectly, 20% or more of the voting power of the Group. Investments in associates are accounted for in the financial statements by applying the equity method of accounting, whereby the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the Group's share of net assets of the associate company. In addition, the Group's share of the profit or loss of the associate company is included in the Group's profit or loss.

The carrying amount of the investment includes goodwill relating to the associate. Any discount on acquisition, whereby the Group's share of the net fair value of the associate exceeds the cost of investment, is recognised in profit or loss in the period in which the investment is acquired.

Profits and losses resulting from transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group discontinues recognising its share of further losses unless it has incurred legal or constructive obligations or made payments on behalf of the associate. When the associate subsequently makes profits, the Group will resume recognising its share of those profits once its share of the profits equals the share of the losses not recognised.

Details of the Group's investments in associates are provided in Note 17.

o) Joint ventures

The Group's shares of the assets, liabilities, revenue and expenses of jointly controlled operations have been included in the appropriate line items of the consolidated financial statements. Details of the Group's interests are provided in Note 28.

The Group's interests in joint venture entities are recorded using the equity method of accounting (refer to Note 1(n) for details) in the consolidated financial statements.

Where the Group contributes assets to the joint venture or if the Group purchases assets from the joint venture, only the portion of the gain or loss that is not attributable to the Group's share of the joint venture shall be recognised. The Group recognises the full amount of any loss when the contribution results in a reduction in the net realisable value of current assets or an impairment loss.

p) Leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred.

q) Loss per share

(i) Basic loss per share

Basic earnings (loss) per share is calculated by dividing the loss attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted loss per share

Diluted earnings (loss) per share adjusts the figures used in the determination of basic loss per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

r) Plant and equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(l) for details of impairment).
The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred

Depreciation is provided on a straight line basis on all plant and equipment at rates calculated to write off the cost, less estimated residual value at the end of the useful lives of the assets, over those estimated useful lives.

The following estimated useful lives are used in the calculation of depreciation.

Plant and equipment	5-8 years
Motor Vehicles	5 years

s) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Crossland Uranium Mines Ltd (''company'' or ''parent entity'') as at 31 December 2012 and the results of all subsidiaries for the year then ended. Crossland Uranium Mines Ltd and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Where controlled entities have entered or left the Group during the year, the financial performance of those entities is included only for the period of the year that they were controlled. A list of controlled entities is contained in Note 29 to the financial statements.

In preparing the consolidated financial statements, all intragroup balances and transactions between entities in the consolidated group have been eliminated in full on consolidation.

Non-controlling interests, being the equity in a subsidiary not attributable, directly or indirectly, to a parent, are reported separately within the equity section of the consolidated statement of financial position and statement of comprehensive income. The non-controlling interests in the net assets comprise their interests at the date of the original business combination and their share of changes in equity since that date.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Crossland Uranium Mines Ltd.

t) Provisions

A provision is recognised in the statement of financial position when the consolidated entity has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

u) Revenue recognition

Interest revenue is recognised using the effective interest method.

v) Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments.

w) Trade and other receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Refer to Note 1(l) for further discussion on the determination of impairment losses.

x) Trade and other payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

y) Change in accounting policy

In the prior year, the group changed its accounting policy relating to the measurement of the provision for associates losses for the financial year ended 31 December 2011. The group's share of the associate's losses was previously recorded as a provision. The Group has now elected under the equity method to cease recording a provision on the basis that the group has not incurred and does not expect to incur legal or constructive obligations in relation to these losses. The aggregate effect of the change in accounting policy on the annual financial statements for the year ended 31 December 2011 is as follows:

		2011	
	Previous Policy	**Adjustment**	**Revised Policy**
Consolidated Group			
Statement of comprehensive income			
Share of associates losses ($)	(17,694)	254,039	236,345
Loss before income tax ($)	(2,709,446)	254,039	(2,455,407)
Income tax ($)	65,073	-	65,073
Basic earnings per share (cents)	(2.08)	0.00	(1.84)
Diluted earnings per share (cents)	(2.08)	0.00	(1.84)
Statement of financial position			
Provisions ($)	(277,789)	254,039	(23,750)
Accumulated losses ($)	(9,230,973)	254,039	(8,976,934)

There has been no material impact on the 2012 figures.

For the parent entity, there has been no material impact.

New accounting standards for application in future periods

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods.

The Group has decided against early adoption of these standards.

A discussion of those future requirements and their impact on the Group follows

Operative date 1 July 2012 with an application date for the group of 1 January 2013.

AASB	Summary	Impact on group
AASB 2011–9: Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049]	The main change arising from this Standard is the requirement for entities to group items presented in other comprehensive income (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently.	This Standard affects presentation only and is not expected to significantly impact the Group.

Operative date 1 January 2013 with an application date for the group of 1 January 2013.

AASB	Summary	Impact on group
AASB 10: Consolidated Financial Statements,	AASB 10 replaces parts of AASB 127: Consolidated and Separate Financial Statements (March 2008, as amended) and Interpretation 112: Consolidation – Special Purpose Entities. AASB 10 provides a revised definition of control and additional application guidance so that a single control model will apply to all investees.	The Group has not yet been able to reasonably estimate the impact of this Standard on its financial statements.
AASB 11: Joint Arrangements,	AASB 11 replaces AASB 131: Interests in Joint Ventures (July 2004, as amended). AASB 11 requires joint arrangements to be classified as either "joint operations" (whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities) or "joint ventures" (where the parties that have joint control of the arrangement have rights to the net assets of the arrangement). Joint ventures are required to adopt the equity method of accounting (proportionate consolidation is no longer allowed).	The amendments are not expected to significantly impact the Group.
AASB 12: Disclosure of Interests in Other Entities,	AASB 12 contains the disclosure requirements applicable to entities that hold an interest in a subsidiary, joint venture, joint operation or associate.	This Standard will only affect disclosures and is

	AASB 12 also introduces the concept of a “structured entity”, replacing the “special purpose entity” concept currently used in Interpretation 112, and requires specific disclosures in respect of any investments in unconsolidated structured entities.	not expected to significantly impact the Group.

Operative date 1 January 2013 with an application date for the group of 1 January 2013.

AASB	Summary	Impact on group
AASB 127: Separate Financial Statements (August 2011),	To facilitate the application of AASBs 10, 11 and 12, revised versions of AASB 127 and AASB 128 have also been issued.	The amendments are not expected to significantly impact the Group.
AASB 128: Investments in Associates and Joint Ventures (August 2011)	To facilitate the application of AASBs 10, 11 and 12, revised versions of AASB 127 and AASB 128 have also been issued.	The amendments are not expected to significantly impact the Group.
AASB 2011–7: Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards [AASB 1, 2, 3, 5, 7, 9, 2009–11, 101, 107, 112, 118, 121, 124, 132, 133, 136, 138, 139, 1023 & 1038 and Interpretations 5, 9, 16 & 17]	To facilitate the application of AASBs 10, 11 and 12, revised versions of AASB 127 and AASB 128 have also been issued.	The amendments are not expected to significantly impact the Group.
AASB 13: Fair Value Measurement and AASB 2011–8: Amendments to Australian Accounting Standards arising from AASB 13 [AASB 1, 2, 3, 4, 5, 7, 9, 2009–11, 2011–7, 101, 102, 108, 110, 116, 117, 118, 119, 120, 121, 128, 131, 132, 133, 134, 136, 138, 139, 140, 141, 1004, 1023 & 1038 and Interpretations 2, 4, 12, 13, 14, 17, 19, 131 & 132]	AASB 13 defines fair value, sets out in a single Standard a framework for measuring fair value, and requires disclosures about fair value measurements. AASB 13 requires: - inputs to all fair value measurements to be categorised in accordance with a fair value hierarchy; and - enhanced disclosures regarding all assets and liabilities (including, but not limited to, financial assets and financial liabilities) measured at fair value.	These Standards are not expected to significantly impact the Group.

Operative date 1 January 2013 with an application date for the group of 1 January 2013.

AASB	Summary	Impact on group
AASB 119: Employee Benefits (September 2011) and AASB 2011–10: Amendments to Australian Accounting Standards arising from AASB 119 [AASB 1, AASB 8, AASB 101, AASB 124, AASB 134, AASB 1049 & AASB 2011–8 and Interpretation 14]	These Standards introduce a number of changes to the presentation and disclosure of defined benefit plans, including: - removal of the "corridor" approach from AASB 119, thereby requiring entities to recognise all changes in a net defined benefit liability (asset) when they occur; - disaggregation of changes in a net defined benefit liability (asset) into service cost (including past service cost and gains and losses on non-routine settlements and curtailments), net interest expense (interest based on the net defined benefit liability (asset) using the discount rate applicable to post-employment benefits) and remeasurements (comprising actuarial gains and losses, return on plan assets less the "revenue" component of the net interest expense, and any change in the limit on a defined benefit asset). In addition, AASB 119 (September 2011) requires recognition of: - service cost and net interest expense in profit or loss; and - remeasurements in OCI; and - introduction of enhanced disclosure requirements to facilitate the provision of more useful information in relation to an entity's defined benefit plans. AASB 119 (September 2011) also includes changes to the accounting for termination benefits that require an entity to recognise an obligation for such benefits at the earlier of: (i) for an offer that may be withdrawn – when the employee accepts; (ii) for an offer that cannot be withdrawn – when the offer is communicated to affected employees; and (iii) where the termination is associated with a restructuring of activities under AASB 137: Provisions, Contingent Liabilities and Contingent Assets, and if earlier than the first two conditions – when the related restructuring costs are recognised.	The Group has not yet been able to reasonably estimate the impact of these changes on its financial statements.

Operative date 1 January 2013 with an application date for the group of 1 January 2013.

AASB	Summary	Impact on group
AASB 2012–2: Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities	- AASB 2012–2 principally amends AASB 7: Financial Instruments: Disclosures to require entities to include information that will enable users of their financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position.	This Standard is not expected to significantly impact the Group's financial statements
AASB 2012–5: Amendments to Australian Accounting Standards arising from Annual Improvements 2009–2011	- This Standard amends a number of Australian Accounting Standards as a consequence of the issuance of *Annual Improvements to IFRSs 2009–2011 Cycle* by the International Accounting Standards Board, including: - AASB 1: First-time Adoption of Australian Accounting Standards to clarify the requirements in respect of the application of AASB 1 when an entity discontinues and then resumes applying Australian Accounting Standards; - AASB 101: Presentation of Financial Statements and AASB 134: Interim Financial Reporting to clarify the requirements for presenting comparative information; - AASB 116: Property, Plant and Equipment to clarify the accounting treatment of spare parts, stand-by equipment and servicing equipment; - AASB 132 and Interpretation 2: Members' Shares in Co-operative Entities and Similar Instruments to clarify the accounting treatment of any tax effect of a distribution to holders of equity instruments; and - AASB 134 to facilitate consistency between the measures of total assets and liabilities an entity reports for its segments in its interim and annual financial statements.	This Standard is not expected to significantly impact the Group's financial statements.

Operative date 1 July 2013 with an application date for the group of 1 January 2014.

AASB	Summary	Impact on group
AASB 2011–4: Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements	- This Standard makes amendments to AASB 124: Related Party Disclosures to remove the individual key management personnel disclosure requirements (including paras Aus29.1 to Aus29.9.3). These amendments serve a number of purposes, including furthering trans-Tasman convergence, removing differences from IFRSs, and avoiding any potential confusion with the equivalent *Corporations Act 2001* disclosure requirements.	This Standard is not expected to significantly impact the Group's financial statements

Operative date 1 January 2014 with an application date for the group of 1 January 2014.

AASB	Summary	Impact on group
AASB 2012–3: Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities	- This Standard adds application guidance to AASB 132: Financial Instruments: Presentation to address potential inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.	This Standard is not expected to significantly impact the Group's financial statements

Operative date 1 January 2015 with an application date for the group of 1 January 2015.

AASB	Summary	Impact on group
AASB 9: Financial Instruments and AASB 2009–11: Amendments to Australian Accounting Standards arising from AASB 9	The changes made to accounting requirements include: - simplifying the classifications of financial assets into those carried at amortised cost and those carried at fair value; - simplifying the requirements for embedded derivatives; - removing the tainting rules associated with held-to-maturity assets; - removing the requirements to separate and fair value embedded derivatives for financial assets carried at amortised cost; - allowing an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument; and - reclassifying financial assets where there is a change in an entity's business model as they are initially classified based on the objective of the entity's business model for managing the financial assets and the characteristics of the contractual cash flows.	These Standards are applicable retrospectively and amend the classification and measurement of financial assets. The Group has not yet determined potential impact on the financial statements.

The Group does not anticipate the early adoption of any of the above reporting requirements.

2. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks; market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

(i) *Foreign exchange risk*
Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the consolidated entity’s functional currency.

(ii) *Credit risk*
There is negligible credit risk on financial assets of the consolidated entity since there is no exposure to individual customers or countries and the economic entity’s exposure is limited to the amount of cash, short term deposits and receivables which have been recognised in the statement of financial position and is minimised by using recognised financial intermediaries as counterparties.

(iii) *Liquidity risk*
Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed finance facilities.

(iv) *Cash flow and fair value interest rate risk*
The Group has interest-bearing assets, however the Group’s income and operating cash flows are not materially exposed to changes in market interest rates.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Income taxes
The Group is subject to income taxes in Australia and Canada. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made

Exploration and evaluation expenditure
The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded. Such capitalised expenditure is carried at the end of the reporting period at $5,321,126.

4. PARENT COMPANY FINANCIAL INFORMATION

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Accounting Standards.	2012 $	2011 $
STATEMENT OF FINANCIAL POSITION		
ASSETS		
Current assets	**1,202,024**	1,909,409
Non-current assets	**7,106,910**	**6,631,071**
TOTAL ASSETS	**8,308,934**	**8,540,480**
LIABILITIES		
Current liabilities	**314,789**	383,240
Non Current Liabilities	**51,267**	15,000
TOTAL LIABILITIES	**366,056**	398,240
EQUITY		
Issued capital	**16,851,191**	15,698,286
Accumulated losses	**(9,245,449)**	**(7,983,182)**
Share based payments reserve	**337,136**	**337,136**
TOTAL EQUITY	**7,942,878**	**8,142,240**
STATEMENT OF COMPREHENSIVE INCOME		
Total loss	**(1,352,267)**	**(1,482,279)**
TOTAL COMPREHENSIVE INCOME (LOSS)	**(1,352,267)**	**(1,482,279)**

Guarantees

Crossland Uranium Mines Ltd has not entered into any guarantees, in the current financial period, in relation to the debts of any of its subsidiaries.

Contingent liabilities

At 31 December 2012, Crossland Uranium Mines Ltd had no contingent liabilities.

Contractual commitments

At 31 December 2012, Crossland Uranium Mines Ltd had not entered into any contractual commitments for the acquisition of property, plant and equipment.

5. REVENUE

	Consolidated	
	2012 **$**	2011 $
Interest received	**32,777**	136,434
Past period recoveries	**46,150**	32,746
Other income	**-**	248
Total revenue from continuing operations	**78,927**	169,428

6. OPERATING LOSS FROM ORDINARY ACTIVITIES BEFORE INCOME TAX EXPENSE

	Consolidated	
	2012	2011
	$	$
The operating loss from ordinary activities before income tax expense has been determined after charging the following expenses:		
Depreciation	**104,389**	119,525
Employee entitlements	**7,543**	9,885
Exploration expenditure written off	**1,040,767**	1,650,096
Interest paid	**446**	615
Office rent	**116,953**	108,366
Superannuation	**32,095**	31,414

7. KEY MANAGEMENT PERSONNEL DISCLOSURES

a) Directors

The following persons were Directors of Crossland Uranium Mines Limited during the whole of the financial year and up to the date of this report unless otherwise stated:

Geoffrey S Eupene
Robert A Cleary (Resigned 24 February 2013)
Peter W Walker
Robert L Richardson
Malcolm K Smartt (Appointed 21 June 2012)
Patrick J D Elliott (Resigned 10 May 2012)

b) Other key management personnel

All directors are identified as key management personnel under AASB 124 "Related Party Disclosures".

There are no other staff that meet the definition of key management personnel.

c) Key management personnel compensation

	Consolidated	
	2012	2011
		$
Short-term employee benefits	**534,776**	516,478
Post-employment benefits	**13,793**	8,938
Share-based payments	**-**	-
	548,569	525,416

The Company has taken advantage of the relief provided by the Corporations Regulations and has transferred the detailed remuneration disclosures to the Directors' report. The relevant information can be found in sections A-D of the remuneration report included in the Directors report.

d) Equity instrument disclosures relating to key management personnel

(i) Options provided as remuneration and shares issued on exercise of such options

No options were provided as remuneration and no shares were issued on the exercise of such options.

(ii) Option holdings

As detailed below at 31 December 2012.

The relevant interest of each Director in options of the Company as at the date of this report is as follows:

2012 **Name**	**Balance at the start of the year**	**Granted during the year**	**Exercised during the year**	**Other changes during the year**	**Balance at the end of the year**	**Vested and exercisable at the end of the year**
Options						
Directors of Crossland Uranium Mines Ltd						
Geoffrey S Eupene	-	-	-	4,629,245	4,629,245	4,629,245
Peter W Walker	-	-	-	1,089,741	1,089,741	1,089,741
Robert L Richardson	-	-	-	522,619	522,619	522,619
Malcolm K Smartt	500,000	-	-	700,000	1,200,000	1,200,000

Notes

1 Options for M Smartt – 15 cents exercise price Expiry 30 Jun 13

2. Other changes during year relate to options from the Rights Issue and now listed on the ASX as Class CUXO. Exercise price 15 cents and expiry 30 November 2014.

2011 **Name**	**Balance at the start of the year**	**Granted during the year**	**Exercised during the year**	**Lapsed during the year**	**Balance at the end of the year**	**Vested and exercisable at the end of the year**
Directors of Crossland Uranium Mines Ltd						
Geoffrey S Eupene	-	-	-	-	-	-
Patrick J D Elliott	-	-	-	-	-	-
Robert A Cleary	-	-	-	-	-	-
Peter W Walker	-	-	-	-	-	-
Robert L Richardson	-	-	-	-	-	-

(iii) Share holdings

The numbers of shares in the company held at the end of the financial year by each Director of the Company and other key management personnel of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

Ordinary shares				
Directors of Crossland Uranium Mines Ltd				
2012 Name	**Balance at the start of the year**	**Received during the year as incentive shares**	**Other changes during the year**	**Balance at the end of the year**
Geoffrey S Eupene	9,258,492	-	-	9,258,492
Peter W Walker	2,874,899	-	-	2,874,899
Robert A Cleary	5,892,326	-	-	5,892,326
Robert L Richardson	795,238		250,000	1,045,238
Malcolm K Smartt	200,000	-	800,000	1,000,000
2011				
Geoffrey S Eupene	9,201,350	-	57,142	9,258,492
Patrick J D Elliott	4,359,065	-	57,142	4,416,207
Robert A Cleary	5,892,326	-	-	5,892,326
Peter W Walker	2,846,328	-	28,571	2,874,899
Robert L Richardson	766,667	-	28,571	795,238

(iv) Incentive Share holdings

The numbers of incentive shares in the company unallotted but able to be issued on satisfaction of certain criteria at the end of the financial year by each Director of the Company and other key management personnel of the Group, including their personally related parties, are set out below. There were no incentive shares allotted during the reporting period as compensation. The time period for achievement of the criteria expired during the year and accordingly all unallotted incentive shares lapsed.

Incentive shares				
Directors of Crossland Uranium Mines Ltd				
2012 Name	**Balance at the start of the year**	**Lapsed during the year**	**Allotted during the year**	**Balance at the end of the year**
Geoffrey S Eupene	3,000,000	(3,000,000)	-	-
Peter W Walker	333,334	(333,334)	-	-
Robert A Cleary	2,000,000	(2,000,000)	-	-
Robert L Richardson	333,334	(333,334)	-	-
2011				
Geoffrey S Eupene	3,000,000	-	-	3,000,000
Patrick J D Elliott	333,334	-	-	333,334
Robert A Cleary	2,000,000	-	-	2,000,000
Peter W Walker	333,334	-	-	333,334
Robert L Richardson	333,334	-	-	333,334

8. REMUNERATION OF AUDITORS

	Consolidated	
	2012	2011
	$	$
Audit of the Company's accounts	**31,000**	27,500
Other services	**-**	-
	31,000	27,500

9. FINANCIAL REPORTING BY SEGMENTS

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The group is managed primarily on the basis of exploration in Australia. Operating segments are therefore determined on the same basis.

Basis of accounting for purposes of reporting by operating segments

Accounting *policies adopted*
Unless stated otherwise, all amounts reported to the Board of Directors, being the chief decision makers with respect to operating segments, are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

Inter*-segment *transactions
An internally determined transfer price is set for all inter-segment sales. This price is reset quarterly and is based on what would be realised in the event the sale was made to an external party at arm's length. All such transactions are eliminated on consolidation of the Group's financial statements.

Corporate charges are allocated to reporting segments based on the segments overall proportion of revenue generation within the Group. The Board of Directors believes this is representative of likely consumption of head office expenditure that should be used in assessing segment performance and cost recoveries.

Inter-segment loans payable and receivable are initially recognised at the consideration received/to be received net of transaction costs. If inter-segment loans receivable and payable are not on commercial terms, these are not adjusted to fair value based on market interest rates. This policy represents a departure from that applied to the statutory financial statements

Segment assets
Where an asset is used across multiple segments, the asset is allocated to the segment that receives majority economic value from the asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

Segment liabilities

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

Unallocated items

The following items of revenue, expenses, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- impairment of assets and other non-recurring items of revenue or expense;
- income tax expense;
- deferred tax assets and liabilities;
- current tax liabilities;
- other financial liabilities;
- intangible assets

	Exploration Australia	***Total***	***Exploration Australia***	***Total***
	2012	**2012**	**2011**	**2011**
Segment performance	**$**	**$**	**$**	**$**
Interest received	**32,777**	**32,777**	136,434	136,434
Past period recoveries	**46,150**	**46,150**	32,746	32,746
Other income	**-**	**-**	248	248
Total revenue from continuing operations	**78,927**	**78,927**	169,428	169,428
Segment net loss from continuing operations before tax	**(1,646,327)**	**(1,646,327)**	(2,032,364)	(2,032,364)
Reconciliation of segment result to group net profit/loss before tax:				
Amounts not included in segment result but reviewed by the Board:				
— administration charges		**(373,706)**		(303,518)
— depreciation and amortisation		**(104,389)**		(119,525)
Income tax benefit		**366,116**		65,073
Net loss after tax from continuing operations		**(1,758,306)**		(2,390,334)

	Exploration Australia	***Total***	***Exploration Australia***	***Total***
	2012	**2012**	**2011**	**2011**
	$	**$**	**$**	**$**
Segment Assets				
Reconciliation of segment assets to group assets:	**6,781,887**	**6,781,887**	7,419,472	7,419,472
Unallocated assets		**-**		-
Group assets		**6,781,887**		***7,419,472***
Segment Liabilities	**389,806**	**389,806**	421,990	421,990
Reconciliation of segment liabilities to group liabilities:				
Unallocated liabilities		**-**		-
Group liabilities		**389,806**		421,990

10. LOSS PER SHARE

	2012	2011
(a) Basic and diluted loss per share	**Cents**	Cents
Loss attributable to the ordinary equity holders of the Company	**(1.15)**	(1.84)

	2012	2011
(b) Reconciliation of loss used in calculating loss per share		
Basic and diluted loss per share	**$**	$
Loss attributable to the ordinary equity holders of the Company used in calculating basic and diluted loss per share	**(1,819,312)**	(2,390,687)

	2012	2011
(c) Weighted average number of shares used as the denominator	**Number**	Number
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted loss per share.	**157,629,043**	130,294,567

The options on issue as stated in note 22 have not been taken into account for dilution purposes as they are not considered to be dilutive due to the exercise prices being in excess of the current share price.

11. TAXATION

	Consolidated	
The prima facie income tax expense on pre-tax accounting profit reconciles to the income tax expense in the financial statements as follows:	**2012** $	2011 $
Loss from ordinary activities	**(2,124,422)**	(2,390,334)
Income tax expense calculated at 30% of operating loss	**637,327**	717,100
Deferred tax amounts not recognised	**(637,327)**	(717,100)
R & D Tax Offset Rebate received	**366,116**	65,073
Income tax expense (benefit)	**366,116**	65,073

Other comprehensive income	**(61,006)**	(353)
Income tax expense calculated at 30% of other comprehensive income	**18,302**	106
Deferred tax amounts not recognised	**(18,302)**	(106)
Income tax expense (benefit)	**-**	-

Deferred tax assets		
Not brought to account calculated at 30%		
Revenue tax losses	**4,560,796**	3,629,912
Capital tax losses	**27,257**	27,000
Temporary differences	**382,760**	360,414
Total	**4,970,813**	4,017,326

The taxation benefits of revenue tax losses and temporary differences not brought to account will only be obtained if:

(i) the company and the consolidated entity derive further assessable income of a nature and of an amount sufficient to enable the benefit from the deductions to be realised;

(ii) the company and the consolidated entity continue to comply with the conditions for deductibility imposed by the law; and

(iii) no changes in tax legislation adversely affect the company's and the consolidated entity's ability in realising the benefit from the deductions.

12. CASH AND CASH EQUIVALENTS

	Consolidated	
	2012	2011
		$
Cash at bank and on hand	**127,815**	104,182
Deposits at call	**957,824**	561,712
Bank bills	**-**	1,000,000
	1,085,639	1,665,894

13. TRADE AND OTHER RECEIVABLES

Other receivables	**81,634**	69,418
GST debtor	**19,914**	160,538
	101,548	229,956

14. OTHER CURRENT ASSETS

Prepayments	**19,464**	16,685
	19,464	16,685

15. RECEIVABLES – NON-CURRENT

Security deposits	**118,888**	123,175
	118,888	123,175

16. DEFERRED EXPLORATION AND EVALUATION EXPENDITURE

Deferred exploration costs	**5,321,126**	5,156,777
Deferred exploration costs brought forward	**5,156,777**	2,992,096
Expenditure incurred during the year	**2,071,564**	4,918,982
Amounts received from Joint venture participants	**(866,448)**	(1,104,205)
Exploration expenditure written off	**(1,040,767)**	(1,650,096)
Deferred exploration costs carried forward	**5,321,126**	5,156,777

The above amounts represent costs incurred on exploration areas of interest which have been carried forward as an asset in accordance with the accounting policy set out in note 1.

The ultimate recoupment of deferred exploration and evaluation expenditure carried forward in respect of an area of interest is dependent upon the discovery of commercially viable reserves and the successful development and exploitation of the respective areas or alternatively sale of the underlying areas of interest for at least their carrying value.

Amortisation, in respect of the relevant area of interest, is not charged until a mining operation has commenced.

17. INVESTMENT IN ASSOCIATES ACCOUNTED FOR USING THE EQUITY METHOD

(a) Details of associate:

Name of Associate	Principal Activities	Ownership interest 2012 %	Ownership interest 2011 %	Carrying amount 2012 $	Carrying amount 2011 $
Crosscontinental Limited	General Exploration and evaluation	**50**	**50**	**-**	-

(b) Share of reserves attributable to associates:

	2012	2011
Share of associates' profits taken up in the consolidated financial statements		
Operating profit (loss) before tax	**(15,886)**	(17,694)
Income tax expense	**-**	-
Net operating profit after income tax as shown in the Statement of Comprehensive Income	**(15,886)**	(17,694)
Retained earnings at beginning of period	**-**	(236,345)
Share of associates losses no longer recognised	**15,886**	254,039
Retained earnings at end of period	**-**	-

(c) Movement in equity accounted investment

	2012	2011
Carrying amount of investment at beginning of financial year	**-**	(230,777)
Share of associates' current year losses after tax (refer (b))	**(15,886)**	(17,694)
Share of associates losses no longer recognised	**15,886**	254,039
Share of associates' prior year losses after tax not previously recognised	**-**	(5,568)
Amounts due from joint venture	**-**	-
Carrying amount of investment (provision for associates losses) at end of financial year	**-**	-
Summary of financial position of associated entity:		
Current assets	**27,336**	131,274
Current liabilities	**(530,185)**	(614,640)
Non-current assets	**3,517**	4,396
Net liabilities	**(499,332)**	(478,970)

	Consolidated	
	2012	2011
	$	$

18. PLANT & EQUIPMENT

Plant and equipment		
Cost	**407,297**	394,671
Accumulated depreciation	**(325,567)**	(268,208)
	81,730	126,463
Motor vehicles		
Cost	**280,691**	280,691
Accumulated depreciation	**(227,199)**	(180,169)
	53,492	100,522
Total Plant and equipment	**135,222**	226,985

Reconciliations of the carrying amount of each class of plant and equipment at the beginning and end of the current financial year are set out below.

Consolidated 2012	**Plant & equipment**	**Motor Vehicles**	**Total**
Carrying amount at 1 January 2012	**126,463**	**100,522**	**226,985**
Additions	**12,626**	**-**	**12,626**
Depreciation	**(57,359)**	**(47,030)**	**(104,389)**
Disposals	**-**	**-**	**-**
Carrying amount at 31 December 2012	**81,730**	**53,492**	**135,222**

Consolidated 2011			
Carrying amount at 1 January 2011	127,824	145,327	273,151
Additions	64,459	8,900	73,359
Depreciation	(65,820)	(53,705)	(119,525)
Disposals	-	-	
Carrying amount at 31 December 2011	126,463	100,522	226,985

	Consolidated	
	2012	2011
	$	$

19. TRADE AND OTHER PAYABLES

Trade creditors and accruals	**310,788**	350,516
Annual leave entitlements	**19,001**	47,724
	329,789	398,240

20. NON CURRENT PROVISIONS

	Consolidated 2012 $	2011 $
Site rehabilitation	**23,750**	23,750
Long Service Leave	**36,267**	-
	60,017	23,750

21. CONTRIBUTED EQUITY

Issued Capital

157,629,043 fully paid ordinary shares (2011 –137,094,155)	**17,438,137**	16,514,067
Options Rights Issue	**287,297**	-
Less share issue costs	**(874,243)**	(815,781)
	16,851,191	15,698,286

Movements in Issued Capital

Balance as at 1 January 2012	**15,698,286**	12,113,951
Issues during period:		
Securities Purchase Plan	**-**	882,490
Placement	**924,070**	2,899,940
Options Rights Issue	**287,297**	-
Less share issue costs	**(58,462)**	(198,095)
Balance as at 31 December 2012	**16,851,191**	15,698,286

22. OPTIONS

Expiry Date	Exercise Price	Issued 1 Jan 12	Granted	Exercised	Lapsed	Issued 31 Dec 12
30 Jun 13	0.15	1,200,000	-	-	(1,200,000)	-
31 Dec 12	0.20	2,300,000	-	-	(2,300,000)	-
30 Jun 13	0.15	5,750,000	-	-	-	5,750,000
30 Nov 14	0.15	-	35,574,642	-	-	35,574,642
		9,250,000	35,574,642	-	(3,500,000)	41,324,642

23. FOREIGN CURRENCY TRANSLATION RESERVE

	Consolidated 2012 $	2011 $
Balance at the beginning of the financial year	**(61,006)**	(60,653)
Exchange gains transferred to reserve	**-**	(353)
Disposal of controlled entity	**61,006**	-
Balance at the end of the financial year	**-**	(61,006)

Nature and purpose of reserve

The Foreign Currency Translation Reserve records unrealised exchange gains and losses on translation of foreign controlled entities during the year.

24. SHARE BASED PAYMENTS RESERVE

	Consolidated	
	2012	2012
	$	$
Balance at the beginning of the financial year	**337,136**	337,136
Share based payments transferred to reserve	**-**	-
Balance at the end of the financial year	**337,136**	337,136

Nature and purpose of reserve

The share based payments reserve records the value of options issued to employees and Directors which have been taken to expenses.

25. ACCUMULATED LOSSES

Accumulated losses at the beginning of the financial year	**(8,976,934)**	**(6,586,247)**
Net loss for the year	**(1,819,312)**	**(2,390,687)**
Accumulated losses at the end of the financial year	**(10,796,246)**	**(8,976,934)**)

26. CONTINGENT LIABILITIES

Director's Service Contract

Mr G Eupene had a contract which expired on 1 June 2012 under which he was paid a minimum of $10,500 per month for 12 days work. The contingent liability represents amounts payable during the remainder of the contract.	**-**	63,000

There are no other contingent liabilities.

27. COMMITMENTS

Exploration Tenement Expenditure Requirements

In order to maintain the consolidated entity's tenements in good standing with Australian mining authorities, the Company will be required to incur exploration expenditure under the terms of each claim.

	Consolidated	
	2012	2011
	$	$
Payable not later than one year	**958,379**	811,000
Payable later than one year, but not later than two years	**-**	-
	958,379	811,000

It is likely that variations to the terms of the current and future tenement holdings, the granting of new tenements and changes in tenement areas at renewal or expiry, will change the expenditure commitment to the consolidated entity from time to time.

If funds are not available to meet the required expenditure on a tenement the relevant Australian mining authority would be contacted to negotiate a reduction of the expenditure. Should the negotiations not be satisfactory then the company would withdraw from the tenement.

Operating lease commitments

Operating leases relate to storage facilities. The consolidated entity does not have an option to purchase the leased asset at the expiry of the lease period.

	Consolidated	
	2012	2011
	$	**$**
Payable not later than one year	-	-
Payable later than one year, but not later than two years	-	-
	-	-

28. JOINT VENTURES

The Group is engaged in the following exploration joint ventures, whose principal activities are exploration for uranium and rare earth elements.

	2012	**2011**
	%	**%**
Pancontinental Joint Venture	**55%**	**55%**
	2012	**2011**
Interests were shown in the statement of financial position as	**$**	**$**
Exploration and evaluation expenditure	**4,758,776**	**2,216,014**
Total non-current assets	**4,758,776**	**2,216,014**

29. PARTICULARS RELATING TO CONTROLLED ENTITIES

Company	**Country of Incorporation and Operation**	**Percentage of Equity Held**	
		2012	2011
Crossland Diamonds Pty Ltd	Australia	**100%**	100%
Crossland Mines Pty Ltd	Australia	**100%**	100%
Crossland Nickel Pty Ltd	Australia	**100%**	100%
Paradigm Mexico Pty Ltd	Australia	**100%**	100%
KSL Exploration (Yukon) Ltd	Canada	**0%**	100%

30. RELATED PARTY DISCLOSURES

(a) Directors

The names of each person holding the position of director of Crossland Uranium Mines Ltd during the financial year were:

Geoffrey S Eupene
Robert A Cleary (Resigned 24 February 2013)
Peter W Walker
Robert L Richardson
Malcolm K Smartt (Appointed 21 Jun 2012)
Patrick J D Elliott (Resigned 10 May 2012)

(b) Directors interests

Interests in the shares and options of the Company held by current directors and their director-related entities are shown in note 7.

(c) Associates of directors

Directors fees were paid to the following associates of directors:

Director	**Associated company**
RA Cleary	Accomplishments Pty Ltd
PJD Elliott	Panstyn Investments Pty Ltd
RL Richardson	GeoTangent Pty Ltd

(d) Transactions with associates of directors

	2012	**2011**
	$	**$**
Eupene Exploration Enterprises (EEE), a Company in which Mr Eupene is a Director and shareholder, is utilised to provide geophysical and geological services in relation to Crossland Tenements. Fees paid are on normal commercial terms.		
Consulting geologists	**262,000**	**284,250**
Equipment hire	**3,900**	**10,800**
Vehicle hire	**2,250**	**34,165**
GeoTangent Pty Ltd, a Company in which Mr Richardson is a Director and shareholder, is utilised to conduct geophysical and exploration on Crossland Tenements. Fees paid are on normal commercial terms.	**65,867**	**76,228**

(e) Joint Ventures

	Consolidated	
	2012	2011
	$	$
Amounts receivable from joint venture parties at balance date	**-**	-

31. EVENTS OCCURRING AFTER THE END OF THE FINANCIAL YEAR

There were at the date of this report no matters or circumstances which have arisen since 31 December 2012 that have significantly affected or may significantly affect:

(i) the operations of the consolidated entity,
(ii) the results of those operations, or
(iii) the state of affairs of the consolidated entity

in the financial year subsequent to 31 December 2012.

32. FINANCIAL INSTRUMENTS DISCLOSURES

(a) *Capital*

The Group considers its capital to comprise its ordinary share capital and accumulated retained earnings.

In managing its capital, the Group's primary objective is to ensure its continued ability to provide a consistent return for its equity shareholders through a combination of capital growth and distributions. In order to achieve this objective, the Group seeks to maintain a gearing ratio that balances risks and returns at an acceptable level and also to maintain a sufficient funding base to enable the Group to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, either through altering its dividend policy, new share issues, or reduction of debt, the Group considers not only its short-term position but also its long-term operational and strategic objectives.

It is the Group's policy to maintain its gearing ratio within the range of 0-25% (2011: 0-25%). The Group's gearing ratio at the end of the financial year is shown below:

	Consolidated	
	2012	**2011**
	$	$
Cash and cash equivalents	**1,085,639**	1,665,894
Net debt	**1,085,639**	1,665,894
Share capital	**16,851,191**	15,698,286
Reserves	**337,136**	276,130
Accumulated losses	**(10,796,246)**	(8,976,934)
Total capital	**6,392,081**	6,997,482
Gearing ratio	**-**	-

(b) ***Financial instrument risk exposure and management***

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them.
Further quantitative information in respect of these risks is presented throughout these financial statements.
There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

(c) ***Principal financial instruments***

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

other receivables;
cash at bank;
trade and other payables.

(d) ***General objectives, policies and processes***

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and has the responsibility for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board receives monthly reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.
The overall objective of the board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

(i) ***Credit risk***
Credit risk arises principally from the Group's trade receivables and investments in corporate bonds. It is the risk that the counterparty fails to discharge its obligation in respect of the instrument.
Other receivables
Other receivables comprise GST receivable.

The maximum exposure to credit risk at balance date is as follows

	Consolidated	
	2012	2011
	$	$
Security Deposits	**118,888**	123,175
Other receivables	**81,634**	69,418
GST receivables	**19,914**	160,538
	220,436	353,131

(ii) Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances (or agreed facilities) to meet expected requirements for a period of at least 45 days.

The Board receives cash flow projections on a quarterly basis as well as information regarding cash balances. At the end of the financial year, these projections indicated that the Group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

The risk implied from the values shown in the table below, reflects a balanced view of cash inflows and outflows. Trade payables and other financial liabilities mainly originate from the financing of assets used in our ongoing operations such as property, plant, equipment and investments in working capital (e.g., trade receivables). These assets are considered in the Group's overall liquidity risk.

	Carrying Amount	**Contractual Cash flows**	**< 6 mths**	**6- 12 mths**	**1-3 years**	**> 3 years**
	$	**$**	**$**	**$**	**$**	**$**
Maturity Analysis - Consolidated – 2012						
Financial Liabilities						
Trade Creditors	**223,636**	**223,636**	**223,636**	-	-	-
TOTAL	**223,636**	**223,636**	**223,636**	-	-	-
Maturity Analysis - Consolidated – 2011						
Financial Liabilities						
Trade Creditors	240,228	240,228	240,228	-	-	-
TOTAL	240,228	240,228	240,228	-	-	-

Market risk

Market risk does not arise as the Group does not use interest bearing, tradable and foreign currency financial instruments.

(iv) Interest rate risk

(a) The Company receives interest on its cash balance and at balance date was exposed to a floating weighted average interest rate on cash balances of 3.05% (2009 – 3.05%). As surplus funds become available, they are deposited in its cash management account and are exposed to receiving a floating rate, which varies according to the amount of funds deposited. All other financial assets are non-interest bearing.

(b) Net fair value of financial assets and liabilities: the net fair value of cash and cash equivalents and non-interest bearing financial assets and financial liabilities approximates their carrying value.

(c) The consolidated entity's exposure to interest rate risk and the effective weighted average interest rate for each class of financial assets and financial liabilities is set out in the following table:

	Notes	Floating interest rate	Fixed interest maturing in: 1 year or less	over 1 to 5 years	more than 5 years	Non-interest bearing	Total
2012		$	$	$	$	$	$
Financial assets							
Cash	12	**1,085,639**	**-**	**-**	**-**	**-**	**1,085,639**
Receivables - Current	13	**-**	**-**	**-**	**-**	**101,548**	**101,548**
Receivables – Non Current	15	**-**	**-**	**-**	**-**	**19,464**	**19,464**
		1,085,639	**-**	**-**	**-**	**121,012**	**1,206,651**
Weighted average interest rate		**3.18%**					
Financial liabilities							
Payables	19	**-**	**-**	**-**	**-**	**329,789**	**329,789**
		-	**-**	**-**	**-**	**329,789**	**329,789**
Weighted average interest rate							
Net financial assets (liabilities)		**1,085,639**	**-**	**-**	**-**	**(208,777)**	**876,862**

	Notes	Floating interest rate	Fixed interest maturing in: 1 year or less	over 1 to 5 years	more than 5 years	Non-interest bearing	Total
2011		$	$	$	$	$	$
Financial assets							
Cash	12	1,665,894	-	-	-	-	1,665,894
Receivables - Current	13	-	-	-	-	229,956	229,956
Receivables – Non Current	15	-	-	-	-	123,175	123,175
		1,665,894	-	-	-	353,131	2,019,025
Weighted average interest rate		3.68%					
Financial liabilities							
Payables	19	-	-	-	-	398,240	398,240
		-	-	-	-	398,240	398,240
Weighted average interest rate		-					
Net financial assets (liabilities)		1,665,894	-	-	-	(45,109)	1,620,785

Sensitivity Analysis

2012	Carrying amount	Consolidated +1% interest rate Profit & Loss	-1% interest rate Profit & Loss
Cash assets	**1,085,639**	**10,856**	**(10,856)**
	1,085,639	**10,856**	**(10,856)**
Tax charge of 30%		**(3,257)**	**3,257**
Post tax profit increase / (decrease)		**7,599**	**(7,599)**
2011			
Cash assets	1,665,894	16,659	(16,659)
	1,665,894	16,659	(16,659)
Tax charge of 30%		(4,998)	4,998
Post tax profit increase / (decrease)		11,661	(11,661)

(v) Currency risk

The Group's policy is, where possible, to allow group entities to settle liabilities denominated in their functional currency (AUD) with the cash generated from their own operations in that currency. Where group entities have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them) cash already denominated in that currency will, where possible, be transferred from elsewhere in the Group

The Group's exposure to foreign currency risk is as follows:

	Consolidated 2012 $CAD	2011 $CAD
Cash at bank	**-**	**11,247**
Intercompany loans	**-**	**-**
Net Exposure	**-**	**11,247**

The following sensitivity analysis is based on the foreign currency risk exposures in existence at the year end. The below analysis assumes all other variables remain constant.

Sensitivity Analysis **Consolidated**

2012	Carrying amount $CAD	+10% CAD /AUD Profit & Loss AUD$	-10% CAD/AUD Profit & Loss AUD$
Cash at bank	-	-	-
	-	-	-
Tax charge of 30%		-	-
Post tax profit increase / (decrease)		-	-
2011			
Cash at bank	11,247	**1,077**	**(1,077)**
	11,247	**1,077**	**(1,077)**
Tax charge of 30%		**(323)**	**323**
Post tax profit increase / (decrease)		**754**	**(754)**

(vi) Sovereign risk

Country or sovereign risk relates to the likelihood that changes in the business environment will occur that reduce the profitability of doing business in a country. These changes can adversely affect operating profits as well as the value of assets. Types of country risk include;

Political changes. Governments may change economic policies. Changes in the ruling party in Australia (brought about by elections, coups or wars) may results in major policy changes. This could result in expropriation of the Group's exploration leases, inability to repatriate future profits, higher taxes, higher tariffs and import costs, elimination of FDI incentives, domestic ownership requirements and local content requirements.

Macroeconomic mismanagement. The Australian government may pursue unsound monetary and fiscal policies which may lead to inflation, higher interest rates, recession and hard currency shortage.

Other types of country risk include war and labour unrest which could result in higher costs and work stoppages.

The Group has maintained a working policy of keeping all relevant Government offices informed and updated on activities to allow clear avenues of communication with Government authorities and an understanding of any policy changes and any affects that they may have on the Group's work.

(e) Accounting policies

(i) Financial assets

The Group's financial assets fall into the categories discussed below, with the allocation depending to an extent on the purpose for which the asset was acquired. The Group does not use derivative financial instruments in economic hedges of currency or interest rate risk. The Group has not classified any of its financial assets as held to maturity.

Unless otherwise indicated, the carrying amounts of the Group's financial assets are a reasonable approximation of their fair values.

Other receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the sale of assets and GST receivable. They are initially recognised at fair value plus transaction costs that are directly attributable to the acquisition or issue and subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. The effect of discounting on these financial instruments is not considered to be material.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Group will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the income statement. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Available for sale

Non-derivative financial assets not included in the above categories are classified as available for sale. They are carried at fair value with changes in fair value recognised directly in the available for sale reserve. Where there is a significant or prolonged decline in the fair value of an available for sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously charged to equity, is recognised in the income statement. Purchases and sales of available for sale financial assets are recognised on settlement date with any change in fair value between trade date and settlement date being recognised in the available for sale reserve. On sale, the amount held in the available for sale reserve associated with that asset is removed from equity and recognised in the income statement. Interest on corporate bonds classified as available for sale is calculated using the effective interest method and is recognised in finance income in the income statement.

(ii) Financial liabilities

The Group classifies its financial liabilities as measured at amortised cost. The Group does not use derivative financial instruments in economic hedges of currency or interest rate risk.

Unless otherwise indicated, the carrying amounts of the Groups financial liabilities are a reasonable approximation of their fair values.

These financial liabilities include trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method

(iii) Share capital

Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The Groups ordinary shares are classified as equity instruments.

For the purposes of these disclosures, the Group considers its capital to comprise its ordinary share capital, and accumulated retained earnings. Neither the available for sale reserve nor the translation reserve is considered as capital. There have been no changes in what the Group considers to be capital since the previous period.

The Group is not subject to any externally imposed capital requirements

33. DISPOSAL OF CONTROLLED ENTITY

	Acquiree's carrying amount	*Fair Value*
	$	**$**
On 1 August 2011, a controlled entity, KSL Exploration (Yukon) Ltd was dissolved.		
The consideration received was $nil.		
Disposal Consideration:		
Cash	-	-
Less:		
Cash	-	-
Exploration expenditure	-	-
Current liabilities	-	-
	-	**-**
Goodwill	**-**	**-**

In addition an amount of $61,006 was transferred from the Foreign Exchange Translation Reserve to Accumulated Losses as it is no longer required.

34. NOTES TO THE STATEMENTS OF CASH FLOWS

(a) Cash on hand comprises:

	Consolidated	
	2012	2011
	$	$
Cash at bank and on hand	**127,815**	104,182
Deposits at call	**957,824**	561,712
Bank bills	**-**	1,000,000
	1,085,639	1,665,894

(b) Reconciliation of loss from ordinary activities after income tax to net cash outflows from operating activities as follows:

Operating (loss) after income tax	**(1,758,306)**	(2,390,334)
Depreciation	**104,389**	119,525
Exploration expenditure written off	**1,040,767**	1,650,096
Provision for leave entitlements	**7,544**	9,885
Share of associates loss	**-**	(236,345)
Share based payments expense	**-**	-
Change in operating assets and liabilities:		
- Decrease / (Increase) in receivables	**128,408**	653,181
- Decrease / (Increase) in other assets	**(2,779)**	1,480
- Increase / (Decrease) in accounts payable	**(39,727)**	207,027
Net cash inflow (outflow) from operating activities	**(519,704)**	14,515

Directors' Declaration

The Directors of the Company declare that:

1. the financial statements and notes, as set out on pages 10 to 51, are in accordance with the Corporations Act 2001 and:
   - (a) comply with Accounting Standards, which, as stated in accounting policy note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
   - (b) give a true and fair view of the financial position as at 31 December 2012 and of the financial performance for the year ended on that date of the company and consolidated group; and

2. the Chief Executive Officer and Chief Finance Officer have each declared that:

   - (c) the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the Corporation Act 2001;
   - (d) the financial statements and notes for the financial year comply with the Accounting Standards; and
   - (e) the financial statements and notes for the financial year give a true and fair view.

3. in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Dated at Darwin this 27th day of March 2013
On behalf of the Board

Geoff Eupene
Director

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Independent Auditor's Report

To the members of Crossland Uranium Mines Limited

Report on the Financial Report

We have audited the accompanying financial report of Crossland Uranium Mines Limited, which comprises the statements of financial position as at 31 December 2012, the statements of comprehensive income, the statements of changes in equity and the statements of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the company and the consolidated entity.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards.*

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Crossland Uranium Mines Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

(a) the financial report of Crossland Uranium Mines Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the company's and the consolidated entity's financial position as at 31 December 2012 and of their performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the consolidated financial statements and notes also comply with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Crossland Uranium Mines Limited for the year ended 31 December 2012 complies with section 300A of the *Corporations Act 2001*.

BDJ Partners Audit Pty Limited

....

Steven Dadich
Director

27 March 2013

bdjpartners audit pty limited
ACN:154 694 925
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A J Dowell CA
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Auditor's Independence Declaration

To the directors of Crossland Uranium Mines Limited

As lead auditor for the audit of Crossland Uranium Mines Limited for the year ended 31 December 2012, I declare that, to the best of my knowledge and belief, there have been:

i) no contraventions of the independence requirements of the *Corporations Act 2001* in relation to the audit; and

ii) no contraventions of any applicable code of professional conduct in relation to the audit.

BDJ Partners Audit Pty Limited

....

Steven Dadich
Director
27 March 2013

Shareholder Information

Information relating to shareholders at 26 March 2013

Substantial Shareholders

	Number of Shares	**%**
Eupene Nominees Pty Limited	9,258,492	5.87

Distribution of Ordinary Shareholders -Analysis of Holdings as at 16 March 2012

Security Classes	Holdings Ranges			Holders	Total Units	%
Fully Paid Ordinary	1	-	1,000	63	31,046	0.02
	1,001	-	5,000	197	635,645	0.42
	5,001	-	10,000	220	1.889,421	1.19
	10,001	-	100,000	654	26,133,514	16.58
	100,001>			244	128,921,417	81.79
	Totals			**1,378**	**157,629,043**	**100.00**

Top 20 Holdings of Ordinary Shares (CUX) as at 24 March 2013

Holder Name	Shares	%
NATIONAL NOMINEES LIMITED	8,477,962	5.38
GADEN NOMINEES PTY LTD <GADEN FAMILY A/C>	7,124,795	4.52
EUPENE NOMINEES PTY LTD <EUPENE FAMILY SUPER A/C>	6,028,571	3.83
EXCESS PTY LIMITED <N J WALKER A/C>	5,458,447	3.46
ACN 108 884 779 PTY LTD <CLEARY FAMILY SUPER FUND A/C>	3,892,326	2.47
EUPENE NOMINEES PTY LIMITED	3,229,921	2.05
KALE CAPITAL CORPORATION LTD	2,915,541	1.85
PANSTYN INVESTMENTS PTY LTD	2,720,970	1.73
MR CHRIS CONNELLAN <C A CONNELLAN S/F A/C>	2,539,435	1.61
MR PETER WILLIAM WALKER	2,179,482	1.38
MR ARVID JOHN BUSKAS	2,028,571	1.29
MR ROBERT A CLEARY	2,000,000	1.27
ROSENTHAL HOLDINGS PTY LTD <PETER S ROSENTHAL FAMILY A/C>	2,000,000	1.27
MR PATRICK YENSON	1,816,568	1.15
KAPUTAR PASTORAL CO PTY LTD	1,771,563	1.12
PHILLIAN PTY LIMITED <AUSTEN FAMILY TRUST NO 1>	1,609,433	1.02
MR PETER MICHAEL NICHOLSON	1,340,161	0.85
MR BRIAN MAXWELL CANN & MRS GAYLE CANN <BM&G CANN SM S/FUND 888 A/C>	1,300,000	0.83
FAULKNER CAPITAL GROUP PTY LTD <FAULKNER INVESTMENT A/C>	1,250,000	0.79
BUDBERTH PTY LTD <IPSEITY S/F A/C>	1,200,000	0.76
MR JOHN TREVOR HENDERSON	1,200,000	0.76
	62,083,746	39.39
Total Shares on Issue	**157,629,043**	

Unmarketable Parcels

As at 24 March 2013 there were 560 shareholders with an unmarketable share parcel of less than 15,152 shares at the prevailing share price of 3.3 cents.

Restricted Securities - There are no restricted securities.

Top 20 Holdings of Listed Options (CUXO) as at 24 March 2013 (Exercise 15 cents expiring 30 Nov 14)

Holder Name	Holdings	%
EUPENE NOMINEES PTY LTD <EUPENE FAMILY SUPER A/C>	3,014,285	8.473
EXCESS PTY LIMITED <N J WALKER A/C>	2,729,223	7.672
EUPENE NOMINEES PTY LIMITED	1,614,960	4.540
M & K KORKIDAS PTY LTD <M&K KORKIDAS P/L S/FUND A/C>	1,570,070	4.413
MR ARVID JOHN BUSKAS	1,247,619	3.507
MR PETER WILLIAM WALKER	1,089,741	3.063
WILLIAM GEOFFREY KROON	1,000,000	2.811
BADGER BOX PTY LTD <R 47 SUPERFUND A/C>	810,000	2.277
MR MALCOLM KEITH SMARTT & MS JANICE LEONIE SMARTT <SMARTT S/F A/C>	700,000	1.968
ROSENTHAL HOLDINGS PTY LTD <PETER S ROSENTHAL FAMILY A/C>	666,667	1.874
BUDBERTH PTY LTD <IPSEITY S/F A/C>	600,000	1.687
GOLD VAULT INTERNATIONAL PTY LTD	600,000	1.687
MR DAVID GREGORY GREER	545,000	1.532
MR ROBERT LEWIS RICHARDSON & MS SUSANNE BRINT <THE RATHROAM STAFF FUND A/C>	522,619	1.469
MR RONALD GRAEME BROWN	500,000	1.405
MR TERENCE ROBERT BROWN & MS KAYE MAREE GLOVER <KMG SUPERANNUATION FUND A/C>	500,000	1.405
MR ANTHONY FRANCIS GREVE LE BRUN	500,000	1.405
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	500,000	1.405
SESNA PTY LTD	500,000	1.405
MR KEVIN WAIDE	500,000	1.405
Total of top 20 holders	19,710,184	55.41
Total number on issue	**35,574,642**	

Voting Rights

There are no restrictions on voting rights. On a show of hands every member present in person or by proxy shall have one vote and upon a poll each share shall have one vote. Where a member holds shares which are not fully paid, the number of votes to which that member is entitled on a poll in respect of those part paid shares shall be that fraction of one vote which the amount paid up bears to the total issued price thereof. Option holders have no voting rights until the options are exercised.

Dividends - The Company has not paid any dividends in the period

Distribution of Ordinary Shareholders -Analysis of Holdings as at 16 March 2012

Security Classes	Holdings Ranges	Holders	Total Units	%
Fully Paid Ordinary	1 - 1,000	63	31,046	0.02
	1,001 - 5,000	197	635,645	0.42
	5,001 - 10,000	220	1.889,421	1.19
	10,001 - 100,000	654	26,133,514	16.58
	100,001>	244	128,921,417	81.79
	Totals	**1,378**	**157,629,043**	**100.00**

Corporate Governance

Statement of Corporate Governance

Unless disclosed below, all the best practice recommendations of the ASX Corporate Governance Council have been applied for the entire financial year ended 31 December 2012.

Board Composition

The skills, experience and expertise relevant to the position of each director who is in office at the date of the annual report and their term of office are detailed in the directors' report.

The names of independent directors of the company are:

Malcolm Smartt
Robert L Richardson
Peter Walker

When determining whether a non-executive director is independent the director must not fail any of the following materiality thresholds:

— less than 10% of company shares are held by the director and any entity or individual directly or indirectly associated with the director;
— no sales are made to or purchases made from any entity or individual directly or indirectly associated with the director; and
— none of the directors' income or the income of an individual or entity directly or indirectly associated with the director is derived from a contract with any member of the economic entity other than income derived as a director of the entity.

Independent directors have the right to seek independent professional advice in the furtherance of their duties as directors at the company's expense. Written approval must be obtained from the chair prior to incurring any expense on behalf of the company.

The company does not have a formally constituted nomination committee.

Ethical Standards

The Board acknowledges and emphasises the importance of all directors and employees maintaining the highest standards of corporate governance practice and ethical conduct.

Directors and employees are required to:

- act honestly and in good faith;
- exercise due care and diligence in fulfilling the functions of office;
- avoid conflicts and make full disclosure of any possible conflict of interest;
- comply with the law;
- encourage the reporting and investigating of unlawful and unethical behaviour; and
- comply with the share trading policy outlined in the Code of Conduct.

Directors are obliged to be independent in judgment and ensure all reasonable steps are taken to ensure due care is taken by the Board in making sound decisions.

Trading Policy

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 to:

- 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 reporting period.

Except for the Trading Window periods described in the preceding paragraph, all other times are considered to be “Closed Periods” in terms of Australian Stock Exchange Listing Rule 12.12.1 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

Audit Committee

The Directors have established an Audit Committee, which is comprised of Messrs RL Richardson, RA Cleary and PW Walker, all of whom are Non-Executive Directors and Mr MK Smartt, 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.

Performance Evaluation

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.

Board Roles and Responsibilities

The Board is first and foremost accountable to provide value to its shareholders through delivery of timely and balanced disclosures.

The Board is ultimately responsible for ensuring its actions are in accordance with key corporate governance principles.

The functions of the Board include:

- review and approval of corporate strategies, the annual budget and financial and business plans;
- overseeing and monitoring organisational performance and the achievement of the Company's strategic goals and objectives thereby advancing the interests of the Shareholders and stakeholders;
- monitoring financial performance including approval of the annual and half-year financial reports and liaison with the Company's auditor;
- appointment of and assessment of, the Chief Executive Officer and the members of the senior management and technical teams;
- ensuring that there are effective management processes in place and approving major corporate initiatives;
- enhancing and protecting the reputation of the Company;
- ensuring the significant risks facing the Company and its controlled entity have been identified;
- appropriate and adequate control, monitoring and reporting mechanisms are in place;
- otherwise monitoring and reviewing the Company's controls and systems including those concerned with occupational health and safety and environment and human resource matters, so as to ensure compliance with laws and the highest ethical standards; and
- ensuring that the Shareholders are appropriately informed of the progress of the Company.

Diversity Policy

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 -

	2012	Percentage
Women on the Board	0	0%
Women in Senior Management Role	1	16%
Women Employees	2	20%

Shareholder Rights

Shareholders are entitled to vote on significant matters impacting on the business, which include the election and remuneration of directors, changes to the constitution and receipt of annual and interim financial statements. Shareholders are strongly encouraged to attend and participate in the Annual General Meetings of Crossland Uranium Mines Ltd, to lodge questions to be responded by the Board and/or the CEO, and are able to appoint proxies.

The Directors are keen to ensure that all Shareholders are kept fully informed. All announcements will be available on the Company's web site http://www.crosslanduranium.com.au after release to ASX.

Risk Management

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 CEO 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.

Remuneration Policies

The remuneration policy sets the terms and conditions for the key management personnel All executives receive a base salary, superannuation and retirement benefits. The Board reviews executive packages annually by reference to company performance and executive performance. The policy is designed to attract the highest calibre executives and reward them for performance which results in long-term growth in shareholder value.

Executives are also entitled to participate in the employee share and option arrangements.

The amount of remuneration for all key management personnel for the company are detailed in the directors report under the heading Key Management Personnel Compensation. All remuneration paid to executives is valued at the cost to the company and expensed. Shares given to executives are valued as the difference between the market price of those shares and the amount paid by the executive. Options are valued using the Black-Scholes methodology.

The Board expects that the remuneration structure implemented will result in the company being able to attract and retain the best executives to run the consolidated group. It will also provide executives with the necessary incentives to work to grow long-term shareholder value.

The payment of bonuses, options and other incentive payments are reviewed by the Board as part of the review of executive remuneration and a recommendation is put to the Board for approval.

Remuneration Committee

The company does not have a formally constituted remuneration committee

SCHEDULE 1 – TENEMENTS CURRENT

Project Area	Tenement	Name/Location	Status	Granted Date	Renewal Date	Area (sq km unless otherwise specified)	Registered Holder/ Applicant
Charley Creek	EL 24281	Charley Creek	Granted	07-Feb-05	06-Feb-13	129.2(41sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 25230	Cockroach Dam	Granted	09-Nov-06	08-Nov-14	504.3(178sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 25657	Cluffs Dam	Granted	30-Aug-07	29-Aug-13	397.8(130sub-blocks)	WDR Base Metals Pty Ltd
Charley Creek	EL 27283	Mount Chapple	Granted	17-Nov-09	16-Nov-15	1561(500sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 27284	Mount Chapple North	Granted	17-Nov-09	16-Nov-15	983.7(313sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 27338	Aileron	Granted	24-Dec-09	23-Dec-15	189.8(60sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 27358	Hamilton Downs	Granted	17-Nov-09	16-Nov-15	412.7(131sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 27359	Hamilton Downs North	Granted	17-Nov-09	16-Nov-15	123(39sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 28154	Hamilton South 1	Granted	20-Apr-11	19-Apr-17	191.5(76sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 28155	Hamilton South 2	Granted	02-Feb-11	01-Feb-17	32.7(14sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 28224	Hamilton North 2	Granted	08-Mar-11	07-Mar-17	50.4(16sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 28225	Glen Helen	Granted	13-May-11	12-May-17	163.7(52sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 28226	Hamiltopn North 3	Granted	08-Mar-11	07-Mar-17	123(39sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	EL 28434	Hamilton Homestead	Granted	28-Jul-11	27-Jul-17	381(125sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Charley Creek	EL 28795	Amburla 1	Granted	12-Dec-11	11-Dec-17	50.4(16sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Charley Creek	EL 28796	Amburla 2	Granted	21-Dec-11	20-Dec-17	255.7(81sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Charley Creek	EL 28866	Everard	Granted	21-Feb-12	20-Feb-18	56.7(18sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)

SCHEDULE 1 – TENEMENTS CURRENT

Project Area	Tenement	Name/Location	Status	Granted Date	Renewal Date	Area (sq km unless otherwise specified)	Registered Holder/ Applicant
Charley Creek	EL 28875	Snake Dam	Granted	21-Feb-12	20-Feb-18	31.5(10sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Charley Creek	EL 28964	Mount Harris 1	Granted	26-Jul-12	25-Jul-18	788.6(249sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Charley Creek	EL 28965	Mount Harris 2	Granted	26-Jul-12	25-Jul-18	98(31sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Charley Creek	GEP 27831	GeoThermal	Granted	23-Feb-11	22-Feb-16	730(250sub-blocks)	Crossland Diamonds Pty Ltd
Charley Creek	ELA 28500	Tjunkuba Hills	Application	06-Dec-10		217.9(69sub-blocks)	Crossland Nickel Pty Ltd
Charley Creek	ELA 29789	Mulga Bore	Application	16-Nov-12		44.1(14sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Chilling	EL 22738	Buchanan	Granted	15-Jan-09	14-Jan-15	539.2(162sub-blocks)	Crossland Mines Pty Ltd
Chilling	EL 24557	Mount Thomas	Granted	07-Dec-05	06-Dec-13	66.8(20sub-blocks)	Crossland Mines Pty Ltd
Chilling	EL 25076	Allia	Granted	18-Sep-06	17-Sep-14	369.9(111sub-blocks)	Crossland Mines Pty Ltd
Chilling	EL 25077	Litchfield	Granted	09-Nov-06	08-Nov-14	79.3(24sub-blocks)	Crossland Mines Pty Ltd
Chilling	EL 25078	Tipperary	Surrendered	18-Sep-06	17-Sep-12	(sub-blocks)	Crossland Mines Pty Ltd
Chilling	EL 28433	Nancar	Granted	28-Oct-11	27-Oct-17	77.5(32sub-blocks)	Crossland Mines Pty Ltd (55%) , Panconoz Pty Ltd (45%)
Bolldwood/ Highland Rocks	EL 27373	Bloodwood	Granted	21-Dec-09	20-Dec-15	86(27sub-blocks)	Paradigm Mexico Pty Ltd
Bolldwood/ Highland Rocks	ELA 27374	HR	Application	29-May-09		188.4(59sub-blocks)	Paradigm Mexico Pty Ltd
Bolldwood/ Highland Rocks	ELA 27571	HR NorthWest	Application	25-Aug-09		1087(340sub-blocks)	Paradigm Mexico Pty Ltd
Bolldwood/ Highland Rocks	ELA 27572	HR South	Application	25-Aug-09		1052(330sub-blocks)	Paradigm Mexico Pty Ltd
Bolldwood/ Highland Rocks	ELA 27375	HR NorthEast	Application	29-May-09		377.3(118sub-blocks)	Paradigm Mexico Pty Ltd

SCHEDULE 1 – TENEMENTS CURRENT

Project Area	Tenement	Name/Location	Status	Granted Date	Renewal Date	Area (sq km unless otherwise specified)	Registered Holder/ Applicant
Mount Stafford	EL 28492	Mount Stafford	Granted	28-Jul-11	27-Jul-17	847.9(271sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Mount Stafford	ELA 29660	Ennugan North	Application	11-Sep-12		365.9(115sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Mount Stafford	ELA 29661	Anzac Dam	Application	11-Sep-12		57.3(18sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Mount Stafford	ELA 29662	Ennigan South	Application	11-Sep-12		44.1(14sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Mount Stafford	ELA 29758	Leichhardt	Application	29-Oct-12		652.2(210sub-blocks)	Crossland Nickel Pty Ltd (55%), Panconoz Pty Ltd (45%)
Gypsum Cliffs	ELA 2012/00130	Tirari Desert	Application	14-May-12		768(sub-blocks)	Crossland Mines Pty Ltd
Gypsum Cliffs	ELA 2012/00133	Mona Downs	Application	14-May-12		997(sub-blocks)	Crossland Mines Pty Ltd
Gypsum Cliffs	ELA 2012/00134	McGrath Hill	Application	14-May-12		670(sub-blocks)	Crossland Mines Pty Ltd
LAKE WOODS	EL 28198	Lake Woods South	Granted	20-Apr-11	19-Apr-15	1034.9(317sub-blocks)	Crossland Diamonds Pty Ltd
LAKE WOODS	EL 28199	Lake Woods North	Granted	29-Apr-11	28-Apr-15	1032.8(317sub-blocks)	Crossland Diamonds Pty Ltd
KALABITY	EL 4461	Kalabity	Granted	29-Mar-10	28-Mar-14	125	Platsearch NL

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