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**DATELINE RESOURCES LIMITED (COMPANY)**  
**ACN 149 105 653**  
**NOTICE OF GENERAL MEETING**

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**TIME:** 10am (Sydney time)  
**DATE:** 21 May 2021  
**PLACE:** The Offices of K&L Gates  
Level 31, 1 O'Connell Street  
Sydney NSW 2000

*This Notice of Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company's Company Secretary, Mr John Smith on +61 2 9375 2353.*

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## IMPORTANT INFORMATION

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### **Time and place of Meeting**

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Notice is hereby given that the Meeting will be held at 10am (Sydney time) on Friday, 21 May 2021 at:

The Offices of K&L Gates  
Level 31, 1 O'Connell Street  
Sydney NSW 2000

### **Your vote is important**

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The business of the Meeting affects your Shareholding and your vote is important.

### **Voting eligibility**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 7pm (Sydney time) on Wednesday, 19 May 2021.

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
  - the proxy need not be a Shareholder; and
  - a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
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### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Proxies must be:

- lodged by posting them or delivering them by hand to the address specified below; or
- received at the fax number specified below; or
- received at the email address specified below,

not later than 48 hours before the Meeting (i.e. not later than 10am (Sydney time) on Wednesday, 19 May 2021).

Address:	Dateline Resources Limited L29, 2 Chifley Square SYDNEY NSW 2000
Postal address:	Dateline Resources Limited PO Box 553 SOUTH HURSTVILLE NSW 2221
Fax number:	+61 2 8231 6487
Email address:	<a href="mailto:info@datelineresources.com.au">info@datelineresources.com.au</a>

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**BUSINESS OF THE MEETING**

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**AGENDA**

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**1. RESOLUTION 1 - REPLACEMENT OF CONSTITUTION**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

*"That, for the purposes of section 136(2) of the Corporations Act (and for all other purposes), approval is given for the Company to repeal its existing Constitution and adopt the Proposed Constitution in its place in the form as signed by the Chair of the Meeting for identification purposes."*

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**2. RESOLUTION 2 - CONSOLIDATION OF SHARE CAPITAL**

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

*"That, for the purposes of section 254H(1) of the Corporations Act (and for all other purposes), the Shares of the Company be consolidated through the conversion of every 25 Shares held by a Shareholder into 1 Share and, where this Share Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share or zero, as applicable, with the Share Consolidation to take effect in accordance with the timetable set out in the Explanatory Statement."*

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**3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*"That, for the purpose of ASX Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 526,000,000 Shares to professional and sophisticated investors completed on 9 April 2021 on the terms set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of any person who participated in the issue of Shares the subject of this Resolution 3 and/or by or on behalf of any person who is an associate of any such person.

However, the Company need not disregard a vote on this Resolution 3 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
  - it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
  - it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
    - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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**4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS**

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

*"That, for the purpose of ASX Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue of 95,000,000 Shares and 250,000,000 Options in each case to the facilitators/arrangers of the Company's recent Colosseum Gold Mine acquisition on the terms set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of any person who participated in the issue of Shares and Options the subject of this Resolution 4 and/or by or on behalf of any person who is an associate of any such person.

However, the Company need not disregard a vote on this Resolution 4 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**5. RESOLUTION 5 - ISSUE OF SHARES TO MR FRANCIS LANNEN**

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

*"That, for the purpose of ASX Listing Rule 10.14 (and for all other purposes), Shareholders approve the issue to Mr Francis William Lannen, a Director, or his nominee, of 2,463,023 Shares under the Company's Employee Incentive Plan, on the terms set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of any person who is eligible to participate in the Company's Employee Incentive Plan and/or by or on behalf of any person who is an associate of any such person.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
  - it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
  - it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
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- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6. RESOLUTION 6 - ISSUE OF SHARES TO MR STEPHEN BAGHDADI

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

*"That, for the purpose of ASX Listing Rule 10.14 (and for all other purposes), Shareholders approve the issue to Mr Stephen Baghdadi, a Director, or his nominee, of 16,420,156 Shares under the Company's Employee Incentive Plan on the terms set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any vote cast in favour of this Resolution 6 by or on behalf of any person who is eligible to participate in the Company's Employee Incentive Plan and/or by or on behalf of any person who is an associate of such person.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. RESOLUTION 7 - NOVATION OF REPAYMENT OBLIGATIONS

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

*"That, Shareholders approve the novation of the Company's obligation to repay Southern Cross Exploration N.L. (SXX), the Company's largest Shareholder and second largest creditor, a total of \$1,217,521, to Mr Mark Johnson, the Company's Non-Executive Chairman, second largest Shareholder and largest creditor, such that the Company will owe, and be required to repay this total amount of \$1,217,521 to, Mr Johnson instead of to SXX, on the terms set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of SXX or by or on behalf of Mr Johnson and/or by or on behalf of any person who is an associate of either person.

**Note:** Resolutions 7 and 8 are inter-conditional Resolutions (meaning that the transaction the subject of this Resolution 7 will not proceed unless Resolution 8 is also passed (and vice versa) by Shareholders).

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**8. RESOLUTION 8 - ISSUE OF CONVERTIBLE NOTES TO MR MARK JOHNSON**

To consider, and if thought fit, to pass, the following as an **ordinary resolution**:

*"That, for the purpose of ASX Listing Rule 10.11 (and for all other purposes), Shareholders approve the issue by the Company of up to 3,853,552 Convertible Notes to Mr Mark Johnson, the Company's Non-Executive Chairman, or his nominee, in consideration for the cancellation/extinguishment by Mr Johnson of the total amount owing by the Company to Mr Johnson on the terms set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any vote cast in favour of this Resolution 8 by Mr Johnson or his relevant nominee, any other person who will obtain a material benefit as a result of the proposed issue of Convertible Notes (except a benefit solely by reason of being a Shareholder), and/or by or on behalf of any person who is an associate of such person.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Note:** Resolutions 7 and 8 are inter-conditional Resolutions (meaning that the transaction the subject of this Resolution 8 will not proceed unless Resolution 7 is also passed (and vice versa) by Shareholders).

**Dated: 21 April 2021**

**By order of the Board**



**Mr John Smith  
Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions.

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### 1. RESOLUTION 1 - REPLACEMENT OF CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders.

Resolution 1 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it appropriately reflects the current provisions of the Corporations Act and ASX Listing Rules.

The Directors believe that it is preferable in the circumstances to simply replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the differences between the Constitution and the Proposed Constitution are administrative or minor in nature including but not limited to:

- updating the name of the Company;
- updating now redundant references to the "ASTC Settlement Rules"; and
- adding other provisions now required by the ASX Listing Rules.

The Directors believe these amendments are not material nor will they have any adverse impacts on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however a summary of the key provisions of the Proposed Constitution is attached to this Explanatory Statement at Schedule 1.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution will also be sent to Shareholders upon request to the Company Secretary (+61 2 9375 2353). Shareholders are invited to contact the Company if they have any queries or concerns.

The Directors unanimously recommend that Shareholders vote **FOR** this Resolution 1.

The Chair will cast all available proxies in favour of Resolution 1.

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### 2. RESOLUTION 2 – CONSOLIDATION OF SHARE CAPITAL

The Company is seeking Shareholder approval to consolidate the Company's issued Share capital through the conversion of every 25 Shares into 1 Share (**Share Consolidation**).

The Company has approximately 8,831,078,076 Shares on issue with a share price immediately prior to the date of finalising this Notice of approximately \$0.004 per Share. This is a disproportionately large number of shares to share price ratio.

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The Directors consider it more appropriate to have a smaller number of Shares on issue and a correspondingly higher Share price. The Directors also consider that the Share Consolidation will result in a more appropriate and effective capital structure for the Company and potentially a Share price more appealing to a wider range of investors, particularly institutional investors, globally.

Although the Share Consolidation should have no impact on the underlying value of the Company, Shareholders should appreciate that the value of the Company's Shares on ASX (and in turn the Company's market capitalisation) post-Share Consolidation is subject to a range of factors beyond the control of the Company. Shareholders should also appreciate that share consolidations are a matter of personal preference, and that not everyone is keen on them.

### **Regulatory requirements**

Section 254H(1) of the Corporations Act allows the Company to convert all or any of its Shares into a larger or smaller number of Shares provided that an ordinary resolution in relation to the proposed conversion is passed by Shareholders at a general meeting.

Pursuant to and in accordance with ASX Listing Rule 7.20, the information below is provided in relation to this resolution:

#### **(a) Impact on capital structure**

##### **(i) Shares**

If Resolution 2 is approved, every 25 Shares on issue will be consolidated into 1 Share (subject to the effects of rounding). Overall, this will result in the number of Shares on issue reducing from 8,831,078,076 to approximately 353,243,123<sup>1</sup> (subject to rounding).

As the Share Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares is reduced (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Share Consolidation will have no effect on the percentage interest in the Company of each Shareholder or of the value of their Shareholding.

The Share Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

##### **(ii) Options**

As at the date of this Explanatory Statement, the Company has a total of 742,620,684 unlisted Options with various exercise prices and expiry dates on issue<sup>2</sup>. If the Share Consolidation is approved, all of these Options will be reorganised in accordance with the requirements of ASX Listing Rule 7.22.1 such that all of these Options will be consolidated in the same ratio as the

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<sup>1</sup> This number excludes the Shares the subject of Resolution 5 and 6 proposed to be issued to Mr Lannen and Mr Baghdadi, respectively.

<sup>2</sup> 492,620,684 of these Options have an expiry date of 5pm (Sydney time) on 11 December 2024 and an exercise price of \$0.00383, 150,000,000 of these Options have an expiry date of 5pm (Sydney time) on 28 February 2022 and an exercise price of \$0.006 and 100,000,000 of these Options have an expiry date of 5pm (Sydney time) on 28 February 2023 and an exercise price of \$0.008. All of these Options also have other conditions the satisfaction of which must occur prior to these Options being able to be exercised by the holder.

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Share Consolidation and the exercise price of the Options will be amended in inverse proportion to that consolidation ratio.

For example, a holding of 100,000,000 Options with an exercise price of \$0.10 each prior to the Share Consolidation would result in a holding of 4,000,000 Options with an exercise price of \$2.50 each immediately after the Share Consolidation.

On completion of the Share Consolidation, if it is approved by Shareholders at the Meeting, the Company will have approximately 29,704,187 unlisted Options on issue as set out below:

Options	Expiry Date	Exercise Price
19,704,187	11 December 2024	\$0.096
6,000,000	28 February 2022	\$0.15
4,000,000	28 February 2023	\$0.20

The Share Consolidation will not result in any change to the substantive rights and obligations of existing holders of Options, for further details of which please see the Company's notice of meeting and explanatory statement in relation to the Company's 2020 annual general meeting given to ASX on 30 October 2020.

**(b) Fractional Entitlements**

Where the Share Consolidation (and associated consolidation of the Company's Options) results in an entitlement to a fraction of a Share or Option (as applicable), that fraction will be rounded down to the nearest whole number of Shares, or Options or zero, as applicable.

**(c) Holding Statements**

Taking effect from the date of the Share Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Share Consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Share Consolidation.

**(d) Taxation**

The Share Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Share Consolidation will be the sum of the cost bases of the original Shares pre-Share Consolidation. The acquisition date of Shares held after the Share Consolidation will be the same as the date on which the original Shares were acquired. This Notice of Meeting and Explanatory Statement does not consider the tax implications in respect of Shares or other securities held on revenue account, as trading stock or by non-resident Shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Share Consolidation.

**(e) Indicative Timetable**

If approved by Shareholders, the Share Consolidation will take effect in accordance with the following indicative timetable (subject to change):

Key Event	Indicative Date
General Meeting to approve Share Consolidation	21 May 2021
Notification to ASX that Share Consolidation has been approved and Effective date	21 May 2021
Last day for trading in pre-Share Consolidation Shares	24 May 2021
Trading in Shares on a post-Share Consolidation and deferred settlement basis commences	25 May 2021
Record date (last day to register transfers of Shares on a pre-Share Consolidation basis)	26 May 2021
First day for Company to update Share register and send new holding statements	27 May 2021
Completion of despatch of new holding statements. Deferred settlement trading ends	2 June 2021
Normal trading starts in Shares on a post-Share Consolidation basis commences	3 June 2021

The Directors unanimously recommend that Shareholders vote **FOR** this Resolution 2.

The Chair will cast all available proxies in favour of Resolution 2.

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**3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES**

In March and April 2021, the Company announced to ASX that it had issued (in three separate tranches) a total of 526,000,000 new Shares to a small number of sophisticated and professional investors.

These new Shares, all of which were issued out of the Company's available ASX Listing Rule 7.1 placement "capacity", were issued for \$0.0025 per Share. The funds raised by the Company from the issuance of the Shares will be used to:

- assist the Company fund the acquisition of the Colosseum Gold Mine in San Bernardino County, California<sup>3</sup>; and
- for general working capital purposes.

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<sup>3</sup> For further information in relation to the Colosseum Gold Mine, please see the Company's announcement given to ASX on 15 March 2021.

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An issue of securities without approval under Listing Rule 7.1 will be treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach the 15% limit under Listing Rule 7.1 and shareholders subsequently ratify the issue under Listing Rule 7.4. The issue of Shares the subject of this Resolution 3 was made within the Company's available Listing Rule 7.1 placement capacity.

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided by the Company:

<b>ASX Listing Rule</b>	<b>Required Disclosure</b>
<b>7.5.1</b>	The Company issued the Shares the subject of this Resolution 3 to a small number of sophisticated and professional investors none of whom were related parties of the Company.
<b>7.5.2</b>	The Company issued a total of 526,000,000 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).
<b>7.5.3</b>	N/A
<b>7.5.4</b>	425,000,000 of the Shares the subject of this Resolution 3 were issued by the Company on 16 March 2021, 10,000,000 of the Shares the subject of this Resolution 3 were issued by the Company on 26 March 2021 and 91,000,000 of the Shares the subject of this Resolution 3 were issued by the Company on 9 April 2021.
<b>7.5.5</b>	All of the Shares the subject of this Resolution 3 were issued by the Company for \$0.0025 per Share.
<b>7.5.6</b>	The Company raised a total of \$1,087,500 from the issuance of the Shares the subject of this Resolution 3. Funds raised by the Company will be used: <ul style="list-style-type: none"> <li>• assist the Company fund the acquisition of the Colosseum Gold Mine in California, USA; and</li> <li>• for general working capital purposes.</li> </ul>
<b>7.5.7</b>	N/A
<b>7.5.8</b>	Please refer to the voting exclusion statement set out in the Notice of Meeting.
<b>Other</b>	If Shareholders do not approve this Resolution 3, the Company's available placement capacity will be reduced by the number of Shares issued for 12 months from the date of issue.

The Directors unanimously recommend that Shareholders vote **FOR** this Resolution 3.

The Chair will cast all available proxies in favour of Resolution 3.

#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS

On 26 March 2021, the Company announced to ASX that it had agreed to issue 95,000,000 Shares and 250,000,000 Options (the key terms of which are set out below) to the facilitators/arrangers of the Company's Colosseum Gold Mine acquisition.

The new Shares and Options, which were issued out of the Company's available ASX Listing Rule 7.1 placement "capacity", were issued to the facilitators/arrangers of the Company's Colosseum Gold Mine acquisition for no cash consideration (i.e. they were issued by the Company in lieu of the payment of a cash brokerage fee or commission).

An issue of securities without approval will be treated as having been made with approval for the purposes of that rule if the issue did not breach the 15% limit under Listing Rule 7.1 and shareholders subsequently ratify the issue under Listing Rule 7.4<sup>4</sup>.

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided by the Company:

ASX Listing Rule	Required Disclosure
7.5.1	The Company issued the Shares and Options the subject of this Resolution 4 to the facilitators/arrangers of the Company's recent Colosseum Gold Mine acquisition <sup>5</sup> .
7.5.2	The Company issued a total of 95,000,000 fully paid ordinary shares, each of which ranked equally with all other Shares on issue at the time of their issue and 250,000,000 Options.
7.5.3	<ul style="list-style-type: none"> <li>150,000,000 Options that were granted to the facilitators/arrangers are exercisable into Shares at any time on or before 5pm on 28 February 2022 for \$0.006 each subject to the Company having obtained regulatory approval to complete its maiden drilling at the Colosseum Gold Mine; and</li> <li>100,000,000 Options that were granted to the facilitators/arrangers are exercisable into Shares at any time on or before 5pm on 28 February 2023 for \$0.008 each subject to the Company proving up an indicative JORC resource of at least 1m ounces of gold at the Colosseum Gold Mine.</li> </ul>
7.5.4	The Shares and Options the subject of this Resolution 4 were issued by the Company on 26 March 2021.
7.5.5	The Shares and Options the subject of this Resolution 4 were issued by the Company for nil cash consideration.
7.5.6	The Shares and Options the subject of this Resolution 4 were issued by the Company in lieu of a cash brokerage fee/commission.
7.5.7	N/A

<sup>4</sup> The issue of Shares the subject of Resolution 4 was made within the Company's available Listing Rule 7.1 placement capacity.

<sup>5</sup> No recipient of the Shares and Options the subject of this Resolution 4 is or was a related party of the Company or an associate of a related party of the Company.

ASX Listing Rule	Required Disclosure
7.5.8	Please refer to the voting exclusion statement set out in the Notice
Other	If Shareholders do not approve this Resolution 4, the Company's available placement capacity will be reduced by the number of Shares and Options issued for 12 months from the date of issue.

The Directors unanimously recommend that Shareholders vote **FOR** this Resolution 4.

The Chair will cast all available proxies in favour of Resolution 4.

## 5. RESOLUTION 5 - ISSUE OF SHARES TO MR FRANCIS LANNEN

Pursuant to this Resolution 5, Shareholder approval is being sought for the issue by the Company of 2,463,023 Shares to Mr Francis Lannen, a Director of the Company, under and in accordance with the terms of the Employee Incentive Plan and the terms of a loan to be made available by the Company to Mr Lannen to fund the consideration payable for those 2,463,023 Shares.

A summary of the Company's Employee Incentive Plan and the terms of the loan being made available by the Company to Mr Lannen to fund the consideration payable for the 2,463,023 Shares are attached to this Explanatory Statement at Schedule 2. The Shares the subject of this Resolution 5 will be issued to Mr Lannen on a post-Share Consolidation Basis. The specific disclosures required by ASX Listing Rule 10.15 in relation to this Resolution 5 are set out below:

ASX Listing Rule	Required Disclosure
10.15.1	The Company is seeking Shareholder approval pursuant to Resolution 5 to the extent necessary to issue Shares to Mr Lannen under the Company's Employee Incentive Plan.
10.15.2	Since Mr Lannen is a Director of the Company, he enlivens ASX Listing Rule 10.11.1 (i.e. he is a 'related party' (as the term is defined in the Corporations Act) of the Company).
10.15.3	The Company is seeking Shareholder approval pursuant to this Resolution 5 to the extent necessary to issue 2,463,023 Shares to Mr Lannen under the Company's Employee Incentive Plan.
10.15.4	Mr Lannen's current total remuneration package (including superannuation) is nil per annum. There is no 'at risk' component to Mr Lannen's remuneration package.
10.15.5	The Company's Employee Incentive Plan was adopted by the Company in October 2020 with the first issue of securities under the Company's Employee Incentive Plan approved by Shareholders at the Company's 2020 AGM. Since that time, and pursuant to the approvals obtained at that AGM, the Company has issued/granted the following number of Options to the following persons: <ul style="list-style-type: none"> <li>• 123,151,171 Options to Mr Mark Johnson;</li> <li>• 123,151,171 Options to Mr Stephen Baghdadi;</li> <li>• 123,151,171 Options to Mr Gregory Hall; and</li> <li>• 123,151,171 Options to Mr Tony Ferguson.</li> </ul>

ASX Listing Rule	Required Disclosure
	All of these Options were issued to the above noted Directors for nil consideration.
10.15.6	Not applicable.
10.15.7	It is expected that the Shares the subject of this Resolution 5 will be issued by the Company on or about 28 May 2021 and in any event, by no later than the date which is 3 years after the date of the Meeting
10.15.8	The issue price for the Shares to be issued to Mr Lannen will be the closing price on ASX of Shares as at the close of trading on the date of the Meeting. As noted below, the total consideration payable for these Shares will be loan funded by the Company (as to which, see below).
10.15.9	A summary of the material terms of the Employee Incentive Plan (which was adopted by the Company in October 2020) is attached to this Explanatory Statement at Schedule 2.
10.15.10	Not applicable.
10.15.11	<p>Shareholders should also note that details of any securities issued under the Company's Employee Incentive Plan (including the securities the subject of this Resolution 5) will be published in the Company's annual report for the period in which the securities were issued, along with a statement reminding Shareholders that the securities issued to Mr Lannen were approved at the Meeting.</p> <p>Furthermore, any additional persons who may be covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of securities under the Company's Employee Incentive Plan after the passage of Resolution 5 and who were not named in the Notice of Meeting will not participate in the Company's Employee Incentive Plan until approval is obtained under that rule at a future general meeting or future AGM.</p>
10.15.12	Please refer to the voting exclusion statement set out in the Notice of Meeting.
<b>Additional information</b>	<p>The Shares the subject of this Resolution 6 will be issued to Mr Baghdadi on a post-Share Consolidation basis.</p> <p>If Shareholders do not approve this Resolution 5, the Shares the subject of this Resolution will not be issued to Mr Lannen.</p>

The Directors (other than Mr Lannen) unanimously recommend that Shareholders vote **FOR** this Resolution 5.

The Chair will cast all available proxies in favour of Resolution 5.

## 6. RESOLUTION 6 - ISSUE OF SHARES TO MR STEPHEN BAGHDADI

Pursuant to this Resolution 6, Shareholder approval is being sought for the issue by the Company of 16,420,156 Shares to Mr Stephen Baghdadi, the Company's Managing Director, under and in accordance with the terms of the Employee Incentive Plan and the terms of a loan to be made available by the Company to Mr Baghdadi to fund the consideration payable for those 16,420,156 Shares in each case in the manner set out in the Explanatory Statement.

A summary of the Company's Employee Incentive Plan and the terms of the loan being made available by the Company to Mr Baghdadi to fund the consideration payable for the 16,420,156 Shares are attached to this Explanatory Statement at Schedule 2. The Shares the subject of this Resolution 6 will be issued to Mr Baghdadi on a post-Share Consolidation Basis. The specific disclosures required by ASX Listing Rule 10.15 in relation to this Resolution 6 are set out below:

ASX Listing Rule	Required Disclosure
10.15.1	The Company is seeking Shareholder approval pursuant to this Resolution 6 to the extent necessary to issue Shares to Mr Baghdadi under the Company's Employee Incentive Plan.
10.15.2	Since Mr Baghdadi is a Director of the Company, he enlivens ASX Listing Rule 10.11.1 (i.e. he is a 'related party' (as the term is defined in the Corporations Act) of the Company).
10.15.3	The Company is seeking Shareholder approval pursuant to this Resolution 6 to the extent necessary to issue 16,420,156 Shares to Mr Baghdadi under the Company's Employee Incentive Plan.
10.15.4	Mr Baghdadi's current total remuneration package (including superannuation) is \$480,000 per annum. There is no 'at risk' component to Mr Baghdadi's remuneration package.
10.15.5	<p>The Company's Employee Incentive Plan was adopted by the Company in October 2020 with the first issue of securities under the Company's Employee Incentive Plan approved by Shareholders at the Company's 2020 AGM. Since that time, and pursuant to the approvals obtained at that AGM, the Company has issued/granted the following number of Options to the following persons:</p> <ul style="list-style-type: none"> <li>• 123,151,171 Options to Mr Mark Johnson;</li> <li>• 123,151,171 Options to Mr Stephen Baghdadi;</li> <li>• 123,151,171 Options to Mr Gregory Hall; and</li> <li>• 123,151,171 Options to Mr Tony Ferguson.</li> <li>• All of these Options were issued to the above noted Directors for nil consideration.</li> </ul>
10.15.6	Not applicable.
10.15.7	It is expected that the Shares the subject of this Resolution 6 will be issued by the Company on or about 28 May 2021 and in any event, by no later than the date which is 3 years after the date of the Meeting.



ASX Listing Rule	Required Disclosure
10.15.8	The issue price for the Shares to be issued to Mr Baghdadi will be the closing price on ASX of Shares as at the close of trading on the date of the Meeting. As noted below, the total consideration payable for these Shares will be loan funded by the Company (as to which, see below).
10.15.9	A summary of the material terms of the Employee Incentive Plan (which was adopted by the Company in October 2020) is attached to this Explanatory Statement at Schedule 2.
10.15.10	Please see Schedule 2.
10.15.11	<p>Shareholders should also note that details of any securities issued under the Company's Employee Incentive Plan (including the securities the subject of this Resolution 5) will be published in the Company's annual report for the period in which the securities were issued, along with a statement reminding Shareholders that the securities issued to Mr Baghdadi were approved at the Meeting.</p> <p>Furthermore, any additional persons who may be covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of securities under the Company's Employee Incentive Plan after the passage of Resolution 5 and who were not named in the Notice of Meeting will not participate in the Company's Employee Incentive Plan until approval is obtained under that rule at a future general meeting or future AGM.</p>
10.15.12	Please refer to the voting exclusion statement set out in the Notice of Meeting.
<b>Additional information</b>	<p>The Shares the subject of this Resolution 6 will be issued to Mr Baghdadi on a post-Share Consolidation basis.</p> <p>If Shareholders do not approve this Resolution 6, the Shares the subject of this Resolution 6 will not be issued to Mr Baghdadi.</p>

The Directors (other than Mr Baghdadi) unanimously recommend that Shareholders vote **FOR** this Resolution 6.

The Chair will cast all available proxies in favour of Resolution 6.

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## 7. RESOLUTION 7 - NOVATION OF REPAYMENT OBLIGATION

As at 21 May 2021 (i.e. the date of the Meeting), the Company will owe SXX, the Company's largest Shareholder<sup>6</sup> (and second largest creditor), a total of approximately \$1,217,521<sup>7</sup>.

Of the total amount the Company owes to SXX:

- \$122,014 relates to historical expenses paid by SXX for and on behalf of the Company (noting this particular amount owed to SXX is unsecured and interest free); and
- \$1,095,507 (i.e. the remainder of the amount owed to SXX), is owed to SXX pursuant to an unsecured loan which accrues interest at the rate of 10.0% per annum.

SXX has requested the Company agree to novating the debt to Mr Mark Johnson, the Company's Non-Executive Chairman, second largest Shareholder<sup>8</sup> and largest creditor as part of a broader restructuring and debt consolidation transaction. As such, the Company is seeking Shareholder approval to permit the novation of the Company's obligation to repay SXX the total amount of \$1,217,521 to Mr Johnson, such that the Company will owe, and be required to repay this total amount (subject to any necessary adjustments) to Mr Johnson, instead of to SXX.

The Company believes that it is appropriate to agree to the novation to consolidate the Company's debts to one lender (i.e. to Mr Johnson), instead of two lenders (i.e. both SXX and Mr Johnson). This will then allow the Company to convert the total amount owing and payable by the Company to Mr Johnson (which amount will total on completion of the novation the subject of Resolution 7, including any accrued but unpaid interest, approximately \$3,853,552) into Convertible Notes (as to which, see Resolution 8 below).

Both SXX and Mr Johnson have agreed to the proposed novation the subject of this Resolution 7<sup>9</sup>. On completion of the proposed novation, SXX's debts to Mr Johnson will be reduced to approximately \$1,000<sup>10</sup>.

**Note:** Resolutions 7 and 8 are inter-conditional Resolutions (meaning that the transaction the subject of this Resolution 7 will not proceed unless Resolution 8 is also passed (and vice versa) by Shareholders).

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<sup>6</sup> As at the date of this Explanatory Statement, SXX has a "relevant interest" (as that term is defined in the Corporations Act) in a total of 2,460,165,022 Shares (equivalent to approximately 27.25% of the Company's total issued Share capital).

<sup>7</sup> The Company's unreviewed report for the half year ended 31 December 2020 was given to ASX on 16 March 2021 and is available at [www.asx.com.au](http://www.asx.com.au). Further information in relation to the amounts owing to SXX (as well as to Mr Johnson), is set out in notes 8 and 12 of the financial statements included in this half year report.

<sup>8</sup> As at the date of this Explanatory Statement, Mr Johnson has a "relevant interest" (as that term is defined in the Corporations Act) in a total of 1,676,570,415 Shares (equivalent to approximately 18.98% of the Company's total issued Share capital).

<sup>9</sup> On or about 20 April 2021, the parties entered into a debt novation deed the primary purpose of which is to novate the sums owed by Dateline to SXX to Mr Johnson in consideration for the cancellation/extinguishment by Mr Johnson of certain loans owed to him by SXX.

<sup>10</sup> This remaining debt may be reduced, subject to Mr Johnson's approval, by SXX transferring Shares that it holds to Mr Johnson (ie in satisfaction of that debt or a portion of that debt). Any changes to Mr Johnson's relevant interest in Shares will be notified to ASX as required by the ASX Listing Rules and Corporations Act.

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The Directors (other than Mr Johnson) recommend that Shareholders vote **FOR** this Resolution 7.

The Chair will cast all available proxies in favour of Resolution 7.

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## **8. RESOLUTION 8 - ISSUE OF CONVERTIBLE NOTES TO A RELATED PARTY**

The Company is proposing, subject to Shareholder approval, to issue up to a maximum of 3,853,552 unsecured Convertible Notes to Mr Mark Johnson, a Director of the Company, in accordance with the convertible note subscription agreement entered into by the Company and Mr Johnson on or about 20 April 2021 (**Subscription Agreement**).

The consideration for the issuance the subject of this Resolution 8 is the cancellation/extinguishment by Mr Johnson's of all amounts owing by the Company to Mr Johnson (or his nominee) immediately after the completion of the debt novation the subject of Resolution 7<sup>11</sup>.

### **(a) ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associated of a person referred to in ASX Listing Rules 10.11.1 or 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in the ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Convertible Notes to Mr Johnson (or his nominees) falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. Mr Johnson is a 'related party' of the Company for the purposes of ASX Listing Rule 10.11 given his position as Director of the Company.

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<sup>11</sup> The total amount owing to Mr Johnson following the novation the subject of Resolution 7 is estimated by the Company to be up to approximately \$3,853,552 (including any accrued but unpaid interest (if any)).

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**(b) ASX Listing Rule 10.13**

The specific disclosures required by ASX Listing Rule 10.13 in relation to this Resolution 8 are set out below:

<b>Requirement</b>	<b>Required Disclosure</b>
<b>10.13.1</b>	Mr Mark Johnson (or his nominee).
<b>10.13.2</b>	Related party given Mr Johnson's position as director of the Company (ASX Listing Rule 10.11.1).
<b>10.13.3</b>	Up to 3,853,552 Convertible Notes will be issued to Mr Johnson.
<b>10.13.4</b>	The material terms of the Convertible Notes are summarised in Schedule 3 of the Explanatory Memorandum.
<b>10.13.5</b>	If Shareholders approve this Resolution 8, the Company expects to issue the 3,853,552 Convertible Notes to Mr Johnson on or about 28 May 2021, but in any event will issue the Convertible Notes by no later than 1 month after the date of the Meeting.
<b>10.13.6</b>	Not applicable. The Company intends to issue the 3,853,552 Convertible Notes the subject of this Resolution 8 to Mr Johnson in consideration for the cancellation/extinguishment by Mr Johnson of all amounts owing and payable by the Company to Mr Johnson <sup>12</sup> .
<b>10.13.7</b>	Not applicable. The Company intends to issue the 3,853,552 Convertible Notes the subject of this Resolution 8 to Mr Johnson in consideration for the cancellation/extinguishment by Mr Johnson of all amounts owing and payable by the Company to Mr Johnson.
<b>10.13.8</b>	Not applicable.
<b>10.13.9</b>	The materials terms of the Convertible Notes Subscription Agreement are summarised in Schedule 3 of the Explanatory Memorandum.
<b>10.13.10</b>	Please refer to the voting exclusion statement set out in the Notice.
<b>Other</b>	If Shareholders do not approve this Resolution 8, the Convertible Notes the subject of this Resolution 8 will not be issued to Mr Johnson and the amounts owing by the Company to Mr Johnson will not be cancelled/extinguished.

**Note:** Resolutions 7 and 8 are inter-conditional Resolutions (meaning that the transaction the subject of this Resolution 8 will not proceed unless Resolution 7 is also passed (and vice versa) by Shareholders).

The Directors (other than Mr Johnson) unanimously recommend that Shareholders vote **FOR** this Resolution 8.

The Chair will cast all available proxies in favour of Resolution 8.

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<sup>12</sup> The total amount owing to Mr Johnson following the novation the subject of Resolution 7 is estimated by the Company to be up to approximately \$3,853,552 (including any accrued but unpaid interest (if any)).

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**GLOSSARY**

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Dateline Resources Limited ACN 149 105 653.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means the notice of meeting accompanying the Explanatory Statement.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a registered holder of a Share.

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**APPOINTMENT OF PROXY FORM**


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**DATELINE RESOURCES LIMITED**  
**ACN 149 105 653**
**GENERAL MEETING**

I/We 

of: 

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name: 
**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at am (Sydney time), on Friday, 21 May 2021 at the Offices of K&L Gates, Level 31 1 O'Connell Street, Sydney NSW, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**


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**Voting on business of the Annual General Meeting**

		FOR	AGAINST	ABSTAIN
Resolution 1	Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Consolidation of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Shares to Mr Lannen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Shares to Mr Baghdadi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Novation of Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue of convertible notes to Mr Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**Important for Resolution 1,** If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on 1.

**If two proxies are being appointed, the proportion of voting rights this proxy represents is:** \_\_\_\_\_ %

**Signature of Shareholder(s):**
**Individual or Shareholder 1**


Sole Director/Company Secretary

**Shareholder 2**


Director

**Shareholder 3**


Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail:**
**YES**  **NO** 


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## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
  
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
  
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
  
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
  
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) hand to the Company at Level 29, 2 Chifley Square Street Sydney; or
  - (b) post to the Company, PO Box 553 South Hurstville NSW 2221 ; or
  - (c) email to the Company at [info@datelineresources.com.au](mailto:info@datelineresources.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting (i.e. by 10am (Sydney time) on Wednesday, 19 May 2021).

**Proxy Forms received later than this time will be invalid.**

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## Schedule 1 - Summary of material provisions of Company's Proposed Constitution

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### **Rights attaching to Shares**

A summary of the material provisions of the Company's Proposed Constitution is detailed below. This summary is qualified by the full terms of the Proposed Constitution (a copy of which is available from the Company on request and free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders.

#### **(a) Issue of further Shares**

The Board may, subject to the Constitution, the Corporations Act and the ASX Listing Rules issue, or grant options for, or otherwise dispose of, Shares in the Company on such terms as the Board decides.

#### **(b) Preference Shares**

The Company may issue preference shares including preference shares which are, or at the option of the Company or a holder are, liable to be redeemed or convertible into Shares. The rights attaching to preference shares are those set out in Schedule 1 of the Constitution unless other rights have been decided by the Board under the terms of issue of any such preference shares.

#### **(c) Classes of Shares**

The procedure set out in the Constitution must be followed to vary any rights attaching to Shares (or any other class of shares). Under the Constitution, and subject to the Corporations Act, ASX Listing Rules and the terms of issue of a particular class of shares, the rights attaching to Shares (or any other class of shares) may be varied:

- with the consent in writing of the holders of at least 75% of the issued shares of that class; or
- by special resolution passed at a separate general meeting of the holders of the shares of the class.

#### **(d) Transfer of Shares**

Subject to the Constitution and to any restrictions attaching to a Shareholder's Shares (including because of the imposition of ASX-imposed escrow), Shares may be transferred by:

- a transfer effected in accordance with the ASX Settlement Operating Rules;
- a written instrument of transfer in any form authorised by the Corporations Act; or
- any other method of transfer permitted by the Corporations Act or ASX Listing Rules.

#### **(e) Refusing a transfer**

Subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules, the Directors may in their absolute discretion ask ASX Settlement to apply a holding lock to prevent a transfer under the ASX Settlement Operating Rules, or refuse to register a paper-based transfer, of a Share, where, amongst other things:

- the Company is served with a court order that restricts the relevant Shareholder's
-



capacity to transfer the Shares or the Company has a lien on the Shares the subject of the transfer;

- registration of the transfer may breach an applicable law and ASX has agreed in writing to the application of a holding lock or that the Company may refuse to register a transfer; or
- the Shareholder has agreed in writing to the application of a holding lock or that the Company may refuse to register a paper-based transfer.

**(f) Non-marketable parcels**

In accordance with, and as permitted by the ASX Listing Rules, the Company may sell Shares that constitute less than a "marketable parcel" (as that term is defined in the ASX Listing Rules) by following the relevant sale of small holdings procedures set out in the Constitution.

**(g) Meetings of members**

Every Shareholder is entitled to receive notice of, attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

**(h) Voting at a general meeting**

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney and entitled to vote is entitled to one vote on a show of hands and, on a poll, one vote for each Share held by the Shareholder (with adjusted voting rights for partly paid shares). If the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to any deliberative vote.

**(i) Directors - appointment and retirement**

Under the Constitution, there must be at least 3 Directors, at least 2 of whom must ordinarily reside in Australia, or such greater number not exceeding 10 as the Directors think fit, in office at all times. Directors are elected, re-elected or removed at general meetings of the Company.

No Director (excluding the Managing Director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

The Board may also appoint any eligible person to be a Director, either to fill a casual vacancy on the Board or as an addition to the existing Directors, who will then hold office until the conclusion of the next annual general meeting of the Company following that eligible person's appointment.

**(j) Directors - voting**

Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. If the votes are equal on a proposed resolution, the chairperson of the meeting does not have a second or casting vote in addition to the chairperson's deliberative vote. A written resolution is taken to have passed at a meeting of the Directors if the document containing the resolution is signed by all of the Directors entitled to vote on that resolution.

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(k) **Directors - remuneration**

Under the Constitution, the Board may decide the remuneration to which each Director is entitled to be paid for his or her services as a Director provided the annual fees payable to Non-Executive Directors do not exceed in aggregate the maximum sum that is from time to time approved by Shareholders in a general meeting in accordance with the ASX Listing Rules.

Remuneration payable by the Company to the Managing Director (which Director's remuneration does not reduce the maximum sum that is available to be paid to Non-Executive Directors) and any other executive Directors may be by way of salary, bonuses, or any other elements but must not include a commission on, or percentage of operating revenue.

Directors are entitled to be paid or reimbursed for all travelling and other expenses properly incurred by them in attending and returning from any meeting of the Directors, any meeting of any committee of the Directors, any general meeting of the Company or otherwise in connection with the business of the Company.

If, with the approval of the Directors, any Director performs extra services or makes any special exertions for the benefit of the Company, the Directors may approve the payment to that Director of special and additional remuneration as the Directors think fit, having regard to the value to the Company of the extra services or special exertions.

(l) **Powers and duties of Directors**

Subject to the Corporations Act and this Constitution, the Directors are responsible for managing the business of the Company and may exercise all powers of the Company which are not required to be exercised by the Company in a general meeting by the Corporations Act or this Constitution.

(m) **Dividends**

Subject to the Corporations Act and to any special rights or restrictions attached to any shares, the Directors may resolve to pay any dividend they think appropriate and to fix the time for payment.

Every dividend must be paid equally on all fully paid Shares and proportionately on all partly paid Shares. The Directors may also resolve that dividends are to be paid out of a particular source or sources.

(n) **Winding up**

If the Company is wound up, then subject to the Constitution, the Corporations Act and any rights or restrictions attached to any Share or classes of shares, Shareholders will be entitled to share in any surplus property of the Company in proportion to the number of Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders all or part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shareholder.

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(o) **Indemnity and insurance**

The Company may indemnify each "officer" (as that term is defined in section 9 of the Corporations Act) of the Company on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by that person as an officer of the Company or of a related body corporate of the Company.

The Directors may also and to the full extent permitted by law, authorise the Company to enter into any documentary indemnity in favour of, or insurance policy for the benefit of, a person who is, or has been, an officer of the Company or of a related body corporate of the Company, which indemnity or insurance policy may be on such terms as the Directors approve.

(p) **Restricted Securities**

The Company must comply with and enforce any Restriction Deed (as that term is defined in the ASX Listing Rules) and/or the terms of any Restriction Notice (as that term is defined in the ASX Listing Rules) and enforce the Constitution to ensure compliance with the requirements of the ASX Listing Rules or ASX relating to Restricted Securities. During the escrow period applicable to Restricted Securities, the holder of those Restricted Securities must not dispose of, or agree or offer to dispose of, those Restricted Securities, except as permitted by the Listing Rules or ASX.

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## Schedule 2 - Summary of Employee Incentive Plan and Loan

The Company adopted a new employee/executive incentive plan (**Plan**) in October 2020.

The Plan enables the Board, from time to time and in its absolute discretion, to make offers of securities (such as Shares, Options or performance rights) in the Company to any employee, consultant or Director (including any prospective employee, consultant or director) of the Company (**Participant**).

The offer of securities to a Participant under the Plan may be made subject to any vesting, performance or other condition the Board determines appropriate in the circumstances. The first issuances/grants of securities under the Plan were approved by Shareholders at the Company's 2020 AGM held on 4 December 2020<sup>13</sup>.

The Plan also permits the Company to issue Shares to Participants, with the consideration payable by the Participant for those Shares funded by an interest free and limited recourse loan advanced by the Company. In this light, and in order to encourage Share ownership by the Directors, the Company has offered each of Mr Francis Lannen and Mr Stephen Baghdadi separate loans (each, a **Loan**) to fund the total acquisition cost for the Shares the subject of Resolution 5 and Resolution 6 (ie assuming that Shareholders pass each of those Resolutions).

The material terms of the Loans to be provided to Mr Lannen and Mr Baghdadi are as follows:

<b>Material Loan Term</b>	<b>Description / Meaning / Definition</b>
<b>Loan Amount</b>	The amount to be lent by the Company to each of Mr Lannen and Mr Baghdadi is the amount determined by multiplying the total number of Shares proposed to be issued to each of Mr Lannen and Mr Baghdadi by the closing price on ASX of Shares on 21 May 2021.
<b>Outstanding Amount</b>	The total amount owing to the Company less any repayments that have been made by or on behalf of either Mr Lannen or Mr Baghdadi in respect of their Loans
<b>Interest Rate</b>	Nil (however, if either Mr Lannen or Mr Baghdadi is in material breach of the terms of their Loan, their Loan will accrue interest the "Default Interest Rate")
<b>Repayment Date</b>	The earlier of: <ul style="list-style-type: none"> <li>(a) 3 months from the date the Director ceases to be a Director or ceases to be employed by the Company; and</li> <li>(b) the date which is 2 days after the date on which the Director sells the Shares the subject of the Loan</li> </ul>
<b>Repayment Amount</b>	If the Director is not a "bad leaver" (as that term is defined in the Loan agreement), the Director may: <ul style="list-style-type: none"> <li>(a) offer, in consideration for the cancellation/extinguishment by the Company of the Outstanding Amount, the Shares the subject of the Loan back to the Company and the Company and the Director must do all things necessary to</li> </ul>

<sup>13</sup> Please see the Company's notice of meeting and explanatory statement in relation to the Company's 2020 annual general meeting given to ASX on 30 October 2020 for further detail. The loan agreements between the Company and each of Mr Baghdadi and Mr Lannen are dated on or about 20 April 2021.

<b>Material Loan Term</b>	<b>Description / Meaning / Definition</b>
	<p>cancel those Shares in accordance with the Corporations Act or transfer those Shares to a third party buyer; or</p> <p>(b) repay the Outstanding Amount.</p> <p>If the Director is a "bad leaver" (as that term is defined Loan agreement), the Director must repay the Outstanding Amount attributable to their Loan.</p>
<b>Sale or Transfer</b>	The Director is not permitted to sell, transfer or otherwise deal in the Shares the subject of their Loan without the Company's consent
<b>Security</b>	Each Loan is unsecured (although the Company may apply a holding lock to the Shares the subject of each Loan in its absolute discretion)
<b>Default Interest Rate</b>	The rate set by the NSW Government for the purposes of section 101 of the <i>Civil Procedure Act 2005</i> (NSW)

### Schedule 3 - Material terms of the Convertible Notes

The following is a summary of the material terms of the Convertible Notes:

<b>Condition</b>	<b>Summary</b>
<b>Face Value</b>	A\$1.00 plus any interest which the Company elects to capitalise per Convertible Note.
<b>Interest</b>	<ul style="list-style-type: none"> <li>(a) accrues daily at the Interest Rate from and including the Issue Date on the Face Value of each outstanding Convertible Note until it becomes due and payable;</li> <li>(b) is calculated on a non-compounding basis;</li> <li>(c) is calculated on actual days elapsed and a year of 365 days; and</li> <li>(d) shall be payable in cash: <ul style="list-style-type: none"> <li>(i) annually on the anniversary of the Issue Date; and</li> <li>(ii) on the Repayment Date,</li> </ul> unless the Company elects to capitalise the requisite interest payment. </li> </ul>
<b>Interest Rate</b>	5% per annum.
<b>Security</b>	The Convertible Notes are unsecured debt obligations of the Company.
<b>Transferability</b>	The Convertible Notes are fully transferrable by the Subscriber subject to the Subscriber (or subsequent transferor) notifying the Company of the transfer and providing evidence of the same so that the Company may update its records and if necessary issue updated Certificates to the Subscriber and/or the relevant Noteholder/s.
<b>Issue Date</b>	The date which is not more than 1 month after the Meeting Date.
<b>Repayment Date (if not Converted)</b>	The Repayment Date will be 5 years from the Issue Date if the Convertible Notes are not Converted beforehand.
<b>Conversion</b>	<p>Each Convertible Note:</p> <ul style="list-style-type: none"> <li>(a) is convertible at any time during the Conversion Period at the election of the Noteholder by notice to the Company; and</li> <li>(b) is convertible or may be redeemed in cash (by electronic funds transfer) in either case at the election of the Company on the Repayment Date.</li> </ul> <p>Notice by a Noteholder of an election to Convert Convertible Notes is effected by the Noteholder giving a Conversion Notice to the Company at any time during the Conversion Period. Unless it would result in a Contravention, Conversion must occur within 10 days of the Company receiving the Conversion Notice and no later than the Repayment Date (if the Conversion Notice is received less than 10 days prior to the Repayment Date).</p>
<b>Conversion Notice</b>	A written notice provided in the form of Schedule 3.

<b>Conversion Price</b>	The Convertible Notes will Convert into a number of new Shares to be issued to the Noteholder, such number to be calculated by dividing the aggregate Face Value of the Convertible Notes being Converted by the lesser of (i) the 60 day volume weighted average price for Shares calculated over the 60 trading days prior to the Meeting Date and (ii) the closing price for Shares on the trading day immediately preceding the Meeting Date, in either case, subject always to the floor price of \$0.075 per Share (on a post-Share Consolidation basis), and rounding up to the nearest whole Share.
<b>Meeting Date</b>	The date on which Shareholders are asked to consider a resolution in relation to the issuance of the Convertible Notes the subject of this agreement to the Subscriber under and in accordance with ASX Listing Rule 10.11.
<b>Conversion Period</b>	The period beginning on the Issue Date and concluding on the Repayment Date.
<b>Ranking</b>	The Shares issued on Conversion will rank parri passu and form one class with the other Shares on issue at the Issue Date.
<b>Takeover prohibition under section 606 of the Corporations Act</b>	<p>The Convertible Notes will not be capable of Conversion if the Conversion would result in a contravention of section 606(1) of the Corporations Act by the Noteholder or Subscriber (<b>Contravention</b>).</p> <p>If a Conversion elected under a Conversion Notice by a Noteholder would result in either the Subscriber or a Noteholder being in Contravention, then at the election of the Company (in its absolute discretion):</p> <ul style="list-style-type: none"> <li>(a) the Conversion shall be deferred until such time or times thereafter that the Conversion would not result in a Contravention;</li> <li>(b) the Company will convene a meeting of Shareholders to seek approval for the purpose of, and in accordance with, Item 7 of section 611 of the Corporations Act for the issue of the Shares pursuant to the Conversion; or</li> <li>(c) the Company will redeem the Convertible Notes by paying the Face Value that is attributable to those Convertible Notes to the Noteholder in cash (in immediately available funds) and, in any event, must do so immediately if Shareholders do not approve the relevant resolution under Item 7 of section 611 of the Corporations Act.</li> </ul>
<b>Reconstruction</b>	If at any time the issued capital of the Company is reconstructed, these terms and conditions must be varied to the extent necessary to comply with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.