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

TIME: 10am (Sydney time)
DATE: 24 September 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.

CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Memorandum (explaining the proposed Resolutions)	6
Glossary	11
Schedule 1	12
Proxy Form	Attached

IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 10am (Sydney time) on 24 September 2021 at:

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

Your vote is important

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

Voting eligibility

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 22 September 2021.

Voting in person

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

Voting by proxy

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.

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 22 September 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 9513 2399
Email address:	info@datelineresources.com.au

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – 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 42,133,333 Shares at \$0.09 per Share to sophisticated and professional investors completed on 30 July 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 1 by or on behalf of any person who participated in the issue of Shares the subject of this Resolution 1 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 1 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.

2. RESOLUTION 2 - 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 10.11 (and for all other purposes), Shareholders approve the issue to Mr Stephen Baghdadi, a Director, or his nominee, of 2,311,111 Shares at \$0.09 per Share on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any vote cast in favour of this Resolution 2 by or on behalf of Mr Stephen Baghdadi and by or on behalf of any person who will obtain a material benefit (except a benefit solely by reason of being a holder of Shares) as a result of the issue of the Shares the subject of this Resolution 2 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:
 - 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.

3. RESOLUTION 3 - ISSUE OF SHARES TO MR ANTHONY FERGUSON

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 10.11 (and for all other purposes), Shareholders approve the issue to Mr Anthony Ferguson, a Director, or his nominee, of 1,111,111 Shares at \$0.09 per Share on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any vote cast in favour of this Resolution 3 by or on behalf of Mr Anthony Ferguson and by or on behalf of any person who will obtain a material benefit (except a benefit solely by reason of being a holder of Shares) as a result of the issue of the 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 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.
-

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 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 by the Company of 7,000,000 Options to PAC Partners Securities Pty Ltd on 30 July 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 4 by or on behalf of PAC Partners Securities Pty Ltd and/or by or on behalf of any person who is an associate of PAC Partners Securities Pty Ltd.

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.

Dated: [●] August 2021
By order of the Board

Mr John Smith
Company Secretary

EXPLANATORY MEMORANDUM

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

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 23 July 2021, the Company announced to ASX that it had received firm commitments to issue a total of 45,555,555 new Shares to a small number of sophisticated and professional investors.

These new Shares, all of which were issued out of the Company's then available ASX Listing Rule 7.1 placement "capacity", were issued for \$0.09 per new Share. The funds raised by the Company from the issuance of the Shares will be used to:

- fund a field and drilling program at the Company's recently acquired Colosseum mine in San Bernardino County in California (**Colosseum**¹);
- fund soil geochemistry and related surveys to continue to evaluate the rare earths potential at Colosseum;
- to pay the costs of the capital raising; and
- for general working capital purposes.

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 1 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:

ASX Listing Rule	Required Disclosure
7.5.1	The Company issued the new Shares the subject of this Resolution 1 to a small number of sophisticated and professional investors each of whom were either clients of PAC Partners Securities Pty Ltd (PAC Partners) ² or were existing institutional investors in the Company.
7.5.2	The Company issued a total of 42,133,333 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue) under the placement of new Shares the subject of this Resolution 1.
7.5.3	N/A

¹ For further information in relation to the Colosseum Gold Mine, please see the Company's announcement given to ASX on 15 March 2021.

² The Company paid PAC Partners a fee of 6% of the amount raised from new investors introduced to the Company by PAC partners and agreed to issue PAC Partners with the 7,000,000 Options (defined below) the subject of Resolution 4, in each case, for managing the placement the subject of Resolution 1.

ASX Listing Rule	Required Disclosure
7.5.4	The new Shares the subject of this Resolution 1 were issued on 30 July 2021.
7.5.5	All of the new Shares the subject of this Resolution 1 were issued by the Company for \$0.09 per Share.
7.5.6	<p>The Company raised a total of \$3,792,000 from the issuance of the new Shares the subject of this Resolution 1.</p> <p>As noted above, the funds raised by the Company will be used:</p> <ul style="list-style-type: none"> • fund a field and drilling program at Colosseum; • fund soil geochemistry and related surveys to continue to evaluate the rare earths potential at Colosseum; • to pay the costs of the capital raising; and • for general working capital purposes.
7.5.7	N/A
7.5.8	Please refer to the voting exclusion statement set out in the Notice of Meeting.
Other	If Shareholders do not approve this Resolution 1, the Company's available placement capacity will be reduced by 42,133,333 Shares for 12 months from the date of issue.

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

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

2. RESOLUTION 2 - ISSUE OF SHARES TO MR STEPHEN BAGHDADI

Pursuant to this Resolution 2, Shareholder approval is being sought for the issue by the Company of 2,311,111 Shares to Mr Stephen Baghdadi, the Company's Managing Director, in the manner set out in the Explanatory Memorandum.

As part of the placement referred to in Resolution 1, Mr Baghdadi committed to apply for \$208,000 worth of new Shares at \$0.09 per Share subject to Shareholder approval under ASX Listing Rule 10.11 being obtained.

The specific disclosures required by ASX Listing Rule 10.13 in relation to this Resolution 2 are set out below:

ASX Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to this Resolution 2 to the extent necessary to issue Shares to Mr Baghdadi, the Company's Managing Director.
10.13.2	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).

ASX Listing Rule	Required Disclosure
10.13.3	The Company is seeking Shareholder approval pursuant to this Resolution 2 to the extent necessary to issue 2,311,111 new Shares to Mr Baghdadi.
10.13.4	N/A.
10.13.5	It is expected that the Shares the subject of this Resolution 2 will be issued by the Company on or about 24 September 2021, and in any event, will be issued within 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of this Resolution 2 will be issued for \$0.09 per Share.
10.13.7	As noted above, the funds raised by the Company will be used: <ul style="list-style-type: none"> • fund a field and drilling program at Colosseum; • fund soil geochemistry and related surveys to continue to evaluate the rare earths potential at Colosseum; • to pay the costs of the capital raising; and • for general working capital purposes.
10.13.8	N/A.
10.13.9	N/A.
10.13.10	Please refer to the voting exclusion statement set out in the Notice of Meeting.
Additional information	If Shareholders do not approve this Resolution 2, the Shares the subject of this Resolution 2 will not be issued to Mr Baghdadi.

The Directors (other than Mr Baghdadi) unanimously recommend that Shareholders vote **FOR** this Resolution 2.

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

3. RESOLUTION 3 - ISSUE OF SHARES TO MR ANTHONY FERGUSON

Pursuant to this Resolution 3, Shareholder approval is being sought for the issue by the Company of 1,111,111 Shares to Mr Anthony Ferguson, a Non-Executive Director of the Company, in the manner set out in the Explanatory Memorandum.

As part of the placement referred to in Resolution 1, Mr Ferguson committed to apply for \$100,000 worth of new Shares at \$0.09 per Share subject to Shareholder approval under ASX Listing Rule 10.11 being obtained.

The specific disclosures required by ASX Listing Rule 10.13 in relation to this Resolution 3 are set out below:

ASX Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to this Resolution 3 to the extent necessary to issue Shares to Mr Ferguson, a Non-Executive Director of the Company.
10.13.2	Since Mr Ferguson 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).
10.13.3	The Company is seeking Shareholder approval pursuant to this Resolution 3 to the extent necessary to issue 1,111,111 new Shares to Mr Ferguson.
10.13.4	N/A.
10.13.5	It is expected that the Shares the subject of this Resolution 3 will be issued by the Company on or about 24 September 2021, and in any event, will be issued within 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of this Resolution 3 will be issued for \$0.09 per Share.
10.13.7	As noted above, the funds raised by the Company will be used: <ul style="list-style-type: none">• fund a field and drilling program at Colosseum;• fund soil geochemistry and related surveys to continue to evaluate the rare earths potential at Colosseum;• to pay the costs of the capital raising; and• for general working capital purposes.
10.13.8	N/A.
10.13.9	N/A.
10.13.10	Please refer to the voting exclusion statement set out in the Notice.
Additional information	If Shareholders do not approve this Resolution 3, the Shares the subject of this Resolution 2 will not be issued to Mr Ferguson.

The Directors (other than Mr Ferguson) 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 OPTIONS

As part of the fees payable to PAC Partners for managing the Company's placement of new Shares the subject of Resolution 1, the Company agreed to issue PAC Partners with 7,000,000 Options, the terms of which are summarised in Schedule 1 (**Options**).

These new Options, all of which were issued out of the Company's then available ASX Listing Rule 7.1 placement "capacity", were issued for nil premium (ie they were issued to PAC Partners for nil consideration per Option).

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 Options the subject of this Resolution 4 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:

ASX Listing Rule	Required Disclosure
7.5.1	The Company issued the new Options the subject of this Resolution 4 to PAC Partners Securities Pty Ltd.
7.5.2	The Company issued a total of 7,000,000 Options (the terms of which are summarised in Schedule 1) to PAC Partners.
7.5.3	Please see Schedule 1.
7.5.4	The new Options issued to PAC Partners on 30 July 2021.
7.5.5	The new Options were issued by the Company for nil consideration.
7.5.6	As noted above, the Company agreed to issue PAC Partners with the Options on completion of a successful capital raising in consideration for their management of that capital raising ³ .
7.5.7	N/A
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 7,000,000 securities 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.

³ It is expected that any funds raised from the exercise of the Options the subject of this Resolution 4 will be used by the Company for general working capital purposes.

GLOSSARY

\$ 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 Memorandum means the explanatory memorandum 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 Memorandum.

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.

SCHEDULE 1 - TERMS AND CONDITIONS OF THE OPTIONS THE SUBJECT OF RESOLUTION 4

Each of the 7,000,000 Options the subject of Resolution 4 will entitle the holder to subscribe for one Share on the following terms and conditions:

Entitlement	Each Option grants the holder the right, but not the obligation, to subscribe for one Share.
Expiry Date	The Options will expire at 5pm (Sydney time) on the second anniversary of their date of issue.
Exercise Price	Each Option has an exercise price of \$0.18 per Option.
Multiples	Options may only be exercised in multiples of 100,000 (or more) on each occasion.
Reorganisation	In the event of a reorganisation of the Company's capital, the Options the subject of Resolution 4 will be reorganised in accordance with the requirements of the ASX Listing Rules (and in particular, ASX Listing Rule 7.22).
Exercise Notice	<p>The holder of Options may exercise their Options by lodging with the Company, at any time before the Expiry Date:</p> <ul style="list-style-type: none">(a) a written notice of exercise specifying the number of Options being exercised; and(b) evidence of an electronic funds transfer having been made for the Exercise Price for each Option being exercised.
Issue of Shares	Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (per Option being exercised), the Company will issue the requisite number of Shares to the holder of the Options being exercised.
Quotation	The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares issued following the exercise of Options within the time required by the Listing Rules.

APPOINTMENT OF PROXY FORM

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 24 September 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.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of Shares to Mr Baghdadi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Shares to Mr Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Options	<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 Resolutions 1, 2, 3 and 4: If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1, 2 and 3 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 Resolutions 1, 2, 3 and 4 (in any case, except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy.

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 Resolutions 1, 2, 3 or 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1, 2, 3 or 4.

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 ☐

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,

so that it is received not less than 48 hours prior to commencement of the Meeting (i.e. by 10am (Sydney time) on 22 September 2021).

Proxy Forms received later than this time will be invalid.
