
DATELINE RESOURCES LIMITED (COMPANY)

ACN 149 105 653

NOTICE OF GENERAL MEETING

TIME: 10.30am (Sydney time)

DATE: 28 April 2023

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

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in their 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 (or in the accompanying Explanatory Memorandum) please do not hesitate to contact the Company's Company Secretary, Mr John Smith on 0409 134 413.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 10.30am (Sydney time) on 28 April 2023 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 26 April 2023.

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 it 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 specified);
- 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 specified); 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 specified).

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;
- 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 10.30am (Sydney time) on 26 April 2023).

Address: Dateline Resources Limited
L29, 2 Chifley Square
SYDNEY NSW 2000

Postal address: Dateline Resources Limited
PO Box 178
NEUTRAL BAY 2089

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 purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 81,673,479 Shares at an issue price of \$0.02 per Share to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue of Shares the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 1 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- 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 Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – PROPOSED 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 purposes of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 53,826,521 Shares at an issue price of \$0.02 per Share to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit (except a benefit solely by reason of being a holder of Shares) as a result of, the proposed issue of Shares the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 2 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
- 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 Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – PROPOSED 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 purposes of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 67,750,000 Options for nil cash consideration per Option to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit (except a benefit solely by reason of being a holder of Shares) as a result of, the proposed issue of Options the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way;
 - the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
 - 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 Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.
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4. RESOLUTION 4 – PROPOSED 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 purposes of Listing Rule 10.11 (and for all other purposes), Shareholders approve the proposed issue by the Company of 23,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Mark Johnson, the Company's Non-Executive Chairman, or his nominee on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Johnson, 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 proposed issue of Shares the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- 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 Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – PROPOSED 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 purposes of Listing Rule 10.11 (and for all other purposes), Shareholders approve the proposed issue by the Company of 15,000,000 Shares at a deemed issue price of \$0.02 per Share to Mr Stephen Baghdadi, the Company's Managing Director, or his nominee on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr 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 proposed issue of Shares the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 5 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- 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 Resolution 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 6 – PROPOSED 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 purposes of Listing Rule 10.11 (and for all other purposes), Shareholders approve the proposed issue by the Company of 2,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Greg Hall, a Non-Executive Director of the Company, or his nominee on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr Hall, 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 proposed issue of Shares the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 6 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way;
 - the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
 - 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 Resolution 6; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.
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7. RESOLUTION 7 – PROPOSED 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 purposes of Listing Rule 10.11 (and for all other purposes), Shareholders approve the proposed issue by the Company of 2,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Bill Lannen, a Non-Executive Director of the Company, or his nominee on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Lannen, 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 proposed issue of Shares the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 7 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or
- 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 Resolution 7; and
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 8 – PROPOSED 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 purposes of Listing Rule 10.11 (and for all other purposes), Shareholders approve the proposed issue by the Company of 2,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Tony Ferguson, a Non-Executive Director of the Company, or his nominee on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr 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 proposed issue of Shares the subject of this Resolution and/or by or on behalf of an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 8 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on Resolution 8 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 as the Chair decides; or
- 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 Resolution 8; and
 - the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 27 March 2023
By order of the Board

Mr John Smith
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide the 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 2 March 2023, the Company announced to ASX that it had received firm commitments to issue a total of 135,500,000 Shares to a number of sophisticated and professional investors (**Placement**). As part of the Placement, the Company also agreed to grant these investors 67,750,000 Options, the terms of which are set out in Schedule 1.

Of the 135,500,000 Shares referred to above, 81,673,479 were issued out of the Company's then available Listing Rule 7.1 placement capacity at \$0.02 per Share. The proposed issue of the remaining 53,826,521 Shares, as well as the proposed issue of 67,750,000 Options, are subject to Shareholder approval under Listing Rule 7.1.

The funds raised by the Company from the issuances of the Shares referred to above will be used by the Company:

- for further gold and rare earth exploration at the Company's Colosseum Project in California; and
- for general working capital (including to pay the costs of the Placement) purposes.

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that 12 month period.

As the issue the subject of the Placement does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without approval under Listing Rule 7.1 for the 12 months following the date of issue.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further securities without approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue the subject of Resolution 1 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue (which was 7 March 2023).

If Resolution 1 is not passed, the issue the subject of Resolution 1 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue (which was 7 March 2023).

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

Listing Rule	Required Disclosure
7.5.1	<p>The Company issued the Shares the subject of Resolution 1 to a number of sophisticated and professional investors each of whom were either clients of Novus Capital Pty Ltd¹ (Novus Capital) or were existing investors in the Company.</p> <p>In seeking to procure firm commitments under the Placement, Novus Capital identified (and then approached) those of its clients who it believed wished to gain an exposure to a prospective US-based gold and rare earths exploration company and who may also be interested in investing in the Company.</p>
7.5.2	The Company issued a total of 81,673,479 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue) under the Placement.
7.5.3	N/A
7.5.4	The Shares the subject of Resolution 1 were issued on 7 March 2023.
7.5.5	The Shares the subject of Resolution 1 were issued by the Company for \$0.02 per Share.
7.5.6	<p>The Company raised a total of approximately \$1.63 million from the issuance of the Shares the subject of Resolution 1. As noted above, the funds raised by the Company will be used:</p> <ul style="list-style-type: none"> • for further gold and rare earth exploration at the Company's Colosseum Project in California; and • for general working capital (including to pay the costs of the Placement) purposes.
7.5.7	N/A
7.3.8	N/A

¹ The Company paid Novus Capital a fee of 6% of the amount raised under the Placement.

Listing Rule	Required Disclosure
7.5.9	Please refer to the voting exclusion statement set out in the Notice of Meeting.
Other	Voting in relation to this Resolution 1 will be considered by way of a poll.

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

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

2. RESOLUTION 2 – APPROVAL OF PROPOSED ISSUE OF SHARES

On 2 March 2023, the Company announced to ASX that it had received firm commitments to issue a total of 135,500,000 Shares to a number of sophisticated and professional investors under the Placement. As part of the Placement, the Company also agreed to grant these investors 67,750,000 Options, the terms of which are set out in Schedule 1.

Of the 135,500,000 Shares referred to above, 81,673,479 were issued out of the Company's then available Listing Rule 7.1 placement capacity at \$0.02 per Share. The proposed issue of the remaining 53,826,521 Shares, as well as the proposed issue of 67,750,000 Options, are subject to Shareholder approval under Listing Rule 7.1.

The funds raised by the Company from the issuances of the Shares referred to above will be used by the Company:

- for further gold and rare earth exploration at the Company's Colosseum Project in California; and
- for general working capital (including to pay the costs of the placement) purposes.

Broadly speaking, and subject to a limited number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that 12 month period.

Since the proposed issuance of the Shares the subject of Resolution 2 does not fall within any of the exceptions to Listing Rule 7.1 (which are set out in Listing Rule 7.2) and because it exceeds the 15% limit in Listing Rule 7.1, Shareholder approval under Listing Rule 7.1 is required.

If Resolution 2 is passed, it will have the effect of allowing the Placement to be completed and of enabling these remaining Shares to be excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period in ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will be unable to complete the Placement until such time as it has sufficient Listing Rule 7.1 placement capacity to do so.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 53,826,521 Shares to clients of Novus Capital for the purposes of Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required Disclosure
7.3.1	<p>The Company is proposing to issue the Shares the subject of Resolution 2 to a number of sophisticated and professional investors each of whom are clients of Novus Capital.</p> <p>In seeking to procure firm commitments under the Placement, Novus Capital identified (and then approached) those of its clients who it believed wished to gain an exposure to a prospective US-based gold and rare earths exploration company and who may also be interested in investing in the Company.</p>
7.3.2	The Company is proposing to issue 53,826,521 fully paid ordinary shares (each of which will rank equally with all other Shares on issue at the time of their issue) in order to complete the Placement.
7.3.3	N/A
7.3.4	While it is intended that the Shares the subject of Resolution 2 will be issued as soon as possible after the Meeting, they will, nonetheless, be issued no later than 3 months after the date of the Meeting.
7.3.5	The Shares the subject of Resolution 2 will be issued by the Company for \$0.02 per Share.
7.3.6	<p>The Company will receive a total of approximately \$1.07 million from the issuance of the Shares the subject of Resolution 2.</p> <p>As noted above, the funds raised by the Company will be used:</p> <ul style="list-style-type: none"> • for further gold and rare earth exploration at the Company's Colosseum Project in California; and • for general working capital (including to pay the costs of the Placement) purposes.
7.3.7	N/A
7.3.8	N/A
7.3.9	Please refer to the voting exclusion statement set out in the Notice of Meeting.
Other	Voting in relation to this Resolution 2 will be considered by way of a poll.

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

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

3. RESOLUTION 3 – PROPOSED ISSUE OF OPTIONS

As part of the Placement, the Company also agreed to grant 67,750,000 Options, the terms of which are set out in Schedule 1.

The proposed issue of these Options is subject to Shareholder approval under Listing Rule 7.1.

The funds raised by the Company from the exercise of these Options (if any) will be used by the Company for general working capital purposes.

Broadly speaking, and subject to a limited number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that 12 month period.

Since the proposed issuance of the Options the subject of Resolution 3 does not fall within any of the exceptions to Listing Rule 7.1 (which are set out in Listing Rule 7.2) and because it exceeds the 15% limit in Listing Rule 7.1, Shareholder approval under Listing Rule 7.1 is required.

If Resolution 3 is passed, it will have the effect of enabling the Options proposed to be issued in order to complete the Placement to be issued and excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period in ASX Listing Rule 7.1. If Resolution 3 is not passed, the Company will be unable to complete the issue of the Options until such time as it has sufficient Listing Rule 7.1 placement capacity to do so.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 67,750,000 Options to clients of Novus Capital for the purposes of Listing Rule 7.1. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required Disclosure
7.3.1	<p>The Company is proposing to issue the Options the subject of Resolution 3 to a number of sophisticated and professional investors each of whom are clients of Novus Capital.</p> <p>In seeking to procure firm commitments under the Placement, Novus Capital identified (and then approached) those of its clients who it believed wished to gain an exposure to a prospective US-based gold and rare earths exploration company and who may also be interested in investing in the Company.</p>
7.3.2	The Company is proposing to issue 67,750,000 Options which will be exercisable at any time on or before the 3 rd anniversary of their date of issue at \$0.03.
7.3.3	Further detail in relation to the terms of these Options is set out in Schedule 1.

Listing Rule	Required Disclosure
7.3.4	While it is intended that the Options the subject of Resolution 3 will be issued as soon as possible after the Meeting, they will, nonetheless, be issued no later than 3 months after the date of the Meeting.
7.3.5	The Options the subject of Resolution 3 will be issued by the Company for nil cash consideration.
7.3.6	The proceeds received by the Company following the exercise of Options (if any) will be used to further explore the Company's exploration tenements in the US (and particularly at Colosseum) and for general working capital purposes.
7.3.7	N/A
7.3.8	Please refer to the voting exclusion statement set out in the Notice of Meeting.
Other	Voting in relation to this Resolution 3 will be considered by way of a poll.

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

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

4. RESOLUTION 4 – PROPOSED ISSUE OF SHARES TO MR MARK JOHNSON

Pursuant to Resolution 4, Shareholder approval is being sought for the proposed issue of 23,250,000 Shares to Mr Mark Johnson, the Company's Non-Executive Chairman in exchange for the extinguishment/repayment of \$465,000 in outstanding debt owed by the Company to Mr Johnson.

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

- **LR 10.11.1**: a related party;
 - **LR 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;
 - **LR 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;
 - **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
 - **LR 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 ASX's opinion, the issue should be approved by its shareholders,
unless it obtains the approval of its shareholders.
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Since Mr Johnson is a person to whom Listing Rule 10.11.1 applies and because the proposed issuance the subject of Resolution 4 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 4 is passed, it will have the effect of allowing the Company to issue 23,250,000 Shares at a deemed issue price \$0.02 per Share in consideration for the extinguishment/repayment of \$465,000 in outstanding debt owed by the Company to Mr Johnson. If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issuance of Shares and will need to find alternative sources of funding in order to repay the \$465,000 in outstanding debt owed by the Company to Mr Johnson.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 23,250,000 Shares to Mr Johnson for the purposes of Listing Rule 10.11.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 4 to the extent necessary to issue Shares to Mr Johnson, the Company's Non-Executive Chairman.
10.13.2	Since Mr Johnson is a Director of the Company, he enlivens 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 Resolution 4 to the extent necessary to issue 23,250,000 Shares to Mr Johnson.
10.13.4	N/A
10.13.5	It is expected that the Shares the subject of Resolution 4 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 4 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$465,000 worth out outstanding debt owed to Mr Johnson).
10.13.7	As noted above, the new Shares the subject of Resolution 4 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$465,000 worth out outstanding debt owed to Mr Johnson).
10.13.8	N/A
10.13.9	N/A

Listing Rule	Required Disclosure
10.13.10	Please refer to the voting exclusion statement set out in the Notice of Meeting.
Other	Voting in relation to this Resolution 4 will be considered by way of a poll.

The Directors (other than Mr Johnson) unanimously recommend that Shareholders vote **FOR** Resolution 4.

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

5. RESOLUTION 5 – PROPOSED ISSUE OF SHARES TO MR STEPHEN BAGHDADI

Pursuant to Resolution 5, Shareholder approval is being sought for the proposed issue of 15,000,000 Shares to Mr Stephen Baghdadi, the Company's Managing Director in exchange for the extinguishment/repayment of \$300,000 in outstanding debt owed by the Company to Mr Baghdadi.

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

- **LR 10.11.1**: a related party;
- **LR 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;
- **LR 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;
- **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 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 ASX's opinion, the issue should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Since Mr Baghdadi is a person to whom Listing Rule 10.11.1 applies and because the proposed issuance the subject of Resolution 5 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 5 is passed, it will have the effect of allowing the Company to issue 15,000,000 Shares at a deemed issue price \$0.02 per Share in consideration for the extinguishment/repayment of \$300,000 in outstanding debt owed by the Company to Mr Baghdadi.

If Resolution 5 is not passed, the Company will not be able to proceed with the proposed issuance of Shares and will need to find alternative sources of funding in order to repay the \$300,000 in outstanding debt owed by the Company to Mr Baghdadi.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 15,000,000 Shares to Mr Baghdadi for the purposes of Listing Rule 10.11.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 5 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 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 Resolution 5 to the extent necessary to issue 15,000,000 Shares to Mr Baghdadi.
10.13.4	N/A
10.13.5	It is expected that the Shares the subject of Resolution 5 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 5 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$300,000 worth out outstanding debt owed to Mr Baghdadi).
10.13.7	As noted above, the new Shares the subject of Resolution 5 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$300,000 worth out outstanding debt owed to Mr Baghdadi).
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.
Other	Voting in relation to this Resolution 5 will be considered by way of a poll.

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

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

6. RESOLUTION 6 – PROPOSED ISSUE OF SHARES TO MR GREG HALL

Pursuant to Resolution 6, Shareholder approval is being sought for the proposed issue of 2,250,000 Shares to Mr Greg Hall, a Non-Executive Director of the Company in exchange for the extinguishment/repayment of \$45,000 in outstanding debt owed by the Company to Mr Hall.

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

- **LR 10.11.1**: a related party;
- **LR 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;
- **LR 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;
- **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 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 ASX's opinion, the issue should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Since Mr Hall is a person to whom Listing Rule 10.11.1 applies and because the proposed issuance the subject of Resolution 6 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 6 is passed, it will have the effect of allowing the Company to issue 2,250,000 Shares at a deemed issue price \$0.02 per Share in consideration for the extinguishment/repayment of \$45,000 in outstanding debt owed by the Company to Mr Hall.

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issuance of Shares and will need to find alternative sources of funding in order to repay the \$45,000 in outstanding debt owed by the Company to Mr Hall.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 2,250,000 Shares to Mr Hall for the purposes of Listing Rule 10.11.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 6 to the extent necessary to issue Shares to Mr Hall, a Non-Executive Director of the Company.
10.13.2	Since Mr Hall is a Director of the Company, he enlivens 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 Resolution 6 to the extent necessary to issue 2,250,000 Shares to Mr Hall.
10.13.4	N/A
10.13.5	It is expected that the Shares the subject of Resolution 6 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 6 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$45,000 worth out outstanding debt owed to Mr Hall).
10.13.7	As noted above, the new Shares the subject of Resolution 6 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$45,000 worth out outstanding debt owed to Mr Hall).
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.
Other	Voting in relation to this Resolution 6 will be considered by way of a poll.

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

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

7. RESOLUTION 7 – PROPOSED ISSUE OF SHARES TO MR BILL LANNEN

Pursuant to Resolution 7, Shareholder approval is being sought for the proposed issue of 2,250,000 Shares to Mr Bill Lannen, a Non-Executive Director of the Company in exchange for the extinguishment/repayment of \$45,000 in outstanding debt owed by the Company to Mr Lannen.

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

- **LR 10.11.1**: a related party;
- **LR 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;
- **LR 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;
- **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 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 ASX's opinion, the issue should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Since Mr Lannen is a person to whom Listing Rule 10.11.1 applies and because the proposed issuance the subject of Resolution 7 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 7 is passed, it will have the effect of allowing the Company to issue 2,250,000 Shares at a deemed issue price \$0.02 per Share in consideration for the extinguishment/repayment of \$45,000 in outstanding debt owed by the Company to Mr Lannen.

If Resolution 7 is not passed, the Company will not be able to proceed with the proposed issuance of Shares and will need to find alternative sources of funding in order to repay the \$45,000 in outstanding debt owed by the Company to Mr Lannen.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 2,250,000 Shares to Mr Lannen for the purposes of Listing Rule 10.11.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 7 to the extent necessary to issue Shares to Mr Lannen, a Non-Executive Director of the Company.
10.13.2	Since Mr Lannen is a Director of the Company, he enlivens 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 Resolution 7 to the extent necessary to issue 2,250,000 Shares to Mr Lannen.
10.13.4	N/A
10.13.5	It is expected that the Shares the subject of Resolution 7 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 7 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$45,000 worth out outstanding debt owed to Mr Lannen).
10.13.7	As noted above, the new Shares the subject of Resolution 7 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$45,000 worth out outstanding debt owed to Mr Lannen).
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.
Other	Voting in relation to this Resolution 7 will be considered by way of a poll.

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

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

8. RESOLUTION 8 – PROPOSED ISSUE OF SHARES TO MR TONY FERGUSON

Pursuant to Resolution 8, Shareholder approval is being sought for the proposed issue of 2,250,000 Shares to Mr Tony Ferguson, a Non-Executive Director of the Company in exchange for the extinguishment/repayment of \$45,000 in outstanding debt owed by the Company to Mr Ferguson.

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

- **LR 10.11.1**: a related party;
- **LR 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;
- **LR 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;
- **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 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 ASX's opinion, the issue should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Since Mr Ferguson is a person to whom Listing Rule 10.11.1 applies and because the proposed issuance the subject of Resolution 8 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 8 is passed, it will have the effect of allowing the Company to issue 2,250,000 Shares at a deemed issue price \$0.02 per Share in consideration for the extinguishment/repayment of \$45,000 in outstanding debt owed by the Company to Mr Ferguson.

If Resolution 8 is not passed, the Company will not be able to proceed with the proposed issuance of Shares and will need to find alternative sources of funding in order to repay the \$45,000 in outstanding debt owed by the Company to Mr Ferguson.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 2,250,000 Shares to Mr Ferguson for the purposes of Listing Rule 10.11.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 8 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 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 Resolution 8 to the extent necessary to issue 2,250,000 Shares to Mr Ferguson.
10.13.4	N/A
10.13.5	It is expected that the Shares the subject of Resolution 8 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 8 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$45,000 worth out outstanding debt owed to Mr Ferguson).
10.13.7	As noted above, the new Shares the subject of Resolution 8 will be issued for a deemed issue price of \$0.02 per Share (i.e. in exchange for the extinguishment/repayment of \$45,000 worth out outstanding debt owed to Mr Ferguson).
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.
Other	Voting in relation to this Resolution 8 will be considered by way of a poll.

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

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

GLOSSARY

\$ means Australian dollars.

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

Board means the board of directors of the Company.

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 directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Listing Rules means the listing rules of ASX.

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 equity capital of the Company.

Shareholder means a registered holder of at least 1 Share.

SCHEDULE 1 - TERMS AND CONDITIONS OF THE OPTIONS THE SUBJECT OF RESOLUTION 3

The Options the subject of Resolution 3 will entitle the holder to subscribe for one Share on the following terms and conditions:

Term	Detail
Exercise	Each Option confers on the holder the right, but not the obligation, to subscribe for one Share.
Exercise Minimum	The Options may only be exercised in multiples of at least 100,000 on each occasion.
Exercise Notice	<p>The holder of Options may exercise their Options by delivering to the Company, at any time on or 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 the 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.
ASX Listing Rules	In the event of a reorganisation of the Company's share capital, the Options the subject of this Schedule will be reorganised in accordance with the requirements of the ASX Listing Rules.
Quotation	The Company will not apply for quotation of the Options on ASX. However, the Company will, within the time required by the Listing Rules, apply for quotation of any Shares issued following the exercise of Options.
Participation in future issues	An Option does not entitle its holder to participate in any new issue of securities in the Company unless the Option is exercised and Shares issued before the record date for determining entitlements to that new issue (if applicable).
Pro Rata Issues	If the Company makes a pro rata issue of Shares or other securities (except a bonus issue) to existing Shareholders and no Share has been issued in respect of the Option before the record date for determining entitlements to the proposed pro rata issue, the exercise price of each Option is to be reduced in accordance with the Listing Rules.

Term	Detail
Bonus Issues	If the Company makes a bonus issue of Shares or other securities to its Shareholders and no Share has been issued in respect of the Option before the record date for determining entitlements to the proposed bonus issue, the number of Shares over which the Option is exercisable is increased by the number of Shares which the holder of the Options would have received had the holder exercised some or all of their Options before the relevant record date.
Transfer	The Options the subject of this Schedule are not transferable to any other person other than with the prior written consent of the Company.

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 10.30am (Sydney time), on 28 April 2023 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	<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 to 8 (inclusive): If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1 to 8 (inclusive), 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 to 8 (inclusive) (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 to 8 (inclusive) and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 8 (inclusive).

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 178 Neutral Bay NSW 2089; 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 10.30am (Sydney time) on 26 April 2023).

Proxy Forms received later than this time will be invalid.
