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## DATELINE RESOURCES LIMITED

ACN 149 105 653

## NOTICE OF ANNUAL GENERAL MEETING

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**TIME:** 10:00am (Sydney time)

**DATE:** 21 November 2014

**PLACE:** The Board Room  
The Royal Automobile Club of Australia  
89 Macquarie Street  
Sydney NSW 2000

*This Notice of Meeting should be read in its entirety. If Shareholders are in 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 Secretary, Mr John Smith on +61 2 8231 6640.*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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Notice is given that the Meeting will be held at 10:00am (Sydney time) on 21 November 2014 at:

The Board Room  
The Royal Automobile Club of Australia  
89 Macquarie Street  
Sydney NSW 2000

### Your vote is important

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

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on 19 November 2014.

### Voting in person

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

### Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; 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*

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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); and
- 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; and
- 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 a 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; and
- the appointed proxy is not the chair of the meeting; and
- 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.

#### ***Lodgement of proxies***

Proxies must be:

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

and must be received not later than 48 hours before the Meeting (i.e. 10.00am (Sydney time) on 19 November 2014).

Address: Dateline Resources Limited  
L4 20 Loftus Street  
SYDNEY NSW 2000

Postal address: Dateline Resources Limited  
PO Box 553  
SOUTH HURSTVILLE NSW 2221

Fax number: +61 2 8231 6487

Email address: [info@datelineresources.com.au](mailto:info@datelineresources.com.au)

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given to adopt the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GEORGE NIUMATAIWALU

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

*"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr George Niumataiwalu, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – 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 clause 13.4 of the Constitution and for all other purposes, Mr Stephen Baghdadi, a Director who was appointed on 3 July, 2014 retires, and being eligible, is re-elected as a Director."*

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5. **RESOLUTION 4 – ISSUE OF OPTIONS 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 purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,500,000 Options to Mr Stephen Baghdadi on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Baghdadi and any associates of Mr Baghdadi.

However, the Company will not disregard a vote if:

- (a) 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; or
- (b) 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.

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6. **RESOLUTION 5 – RATIFICATION OF SHARE ISSUE TO SOUTHERN CROSS EXPLORATION N.L.**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 7,500,000 Shares to Southern Cross on 4 July, 2014 at \$0.04 per Share and otherwise as described in the Explanatory Statement be ratified and approved."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Southern Cross and any associates of Southern Cross.

However, the Company will not disregard a vote if:

- (a) 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; or
- (b) 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.

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7. **RESOLUTION 6 – APPROVAL OF FUTURE SHARE ISSUE TO SOUTHERN CROSS EXPLORATION N.L.**

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 7,500,000 Shares to Southern Cross at \$0.04 per Share and otherwise as described in the Explanatory Statement be approved."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Southern Cross and any associates of Southern Cross.

However, the Company will not disregard a vote if:

- (a) 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; or
- (b) 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.

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## 8. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by:

- (a) any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder if the Resolution is passed; and
- (b) an associate of those persons.

However, the Company will not disregard a vote if:

- (c) 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; or
- (d) 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.

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**Dated: 14 October 2014**

**By order of the Board**

**Mr John Smith**  
**Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.datelineresources.com.au>.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

If at least 25% or more of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors (**Spill Resolution**) at the second annual general meeting.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors who were in office when the Directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors.

## 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

## 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- (a) If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

**You must direct your proxy how to vote** on this Resolution. Undirected proxies granted to these persons will **not** be voted and will **not** be counted in calculating the required majority if a poll is called on this Resolution.

- (b) If you appoint the Chair as your proxy (where the Chair is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

**You do not need to direct your proxy how to vote** on this Resolution. However, under the Proxy Form you expressly authorise the Chair to exercise his or her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

- (c) If you appoint any other person as your proxy:

**You do not need to direct your proxy how to vote** on this Resolution.

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## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GEORGE NIUMATAIWALU

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. Any Director appointed by the Directors to fill a casual vacancy or as an addition to the existing Directors under clause 13.4 of the Constitution is not taken into account when determining the Directors who are to retire by rotation under clause 13.2 of the Constitution.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has two Directors who were elected at a general meeting of the Shareholders, and accordingly one of them must retire.



As Mr Mark Johnson and Mr George Niumataiwalu were both last elected as Directors at last year's annual general meeting of the Shareholders, it has been determined by agreement between these Directors that Mr Niumataiwalu will retire.

Mr Niumataiwalu retires by rotation and seeks re-election.

The Directors (excluding Mr Niumataiwalu) unanimously recommend that Shareholders vote **FOR** this Resolution 2.

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**4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR STEPHEN BAGHDADI**

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Stephen Baghdadi will retire in accordance with clause 13.4 of the Constitution and being eligible seeks re-election.

The Directors (excluding Mr Baghdadi) unanimously recommend that Shareholders vote **FOR** this Resolution 3.

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**5. RESOLUTION 4 – ISSUE OF OPTIONS - MR STEPHEN BAGHDADI**

**5.1 General**

The ASX requires, under ASX Listing Rule 10.11, that Shareholders approve the grant of new securities to a Director.

The Company seeks Shareholder approval for the issue of 7,500,000 Options to Mr Baghdadi.

Mr Baghdadi was appointed to the Board with effect from 3 July, 2014 and has taken on a role as an executive Director with effect from 14 October, 2014. As a result, the Company has agreed to issue Mr Baghdadi with 7,500,000 Options as part of his remuneration package.

The Board (excluding Mr Baghdadi who absented himself from the deliberations) have formed the view that Mr Baghdadi's remuneration package is reasonable given the circumstances of the Company and Mr Baghdadi (including the responsibilities involved in his office). As a result, the Company is not seeking additional Shareholder approval for the purposes of section 208 of the Corporations Act.

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Options to Mr Baghdadi:

- (a) the person to be issued the Options is Mr Baghdadi;
- (b) the maximum number of Options to be issued to Mr Baghdadi is 7,500,000;
- (c) the Options will be issued to Mr Baghdadi promptly following the date of the Annual General Meeting and in any event no later than 1 month after the date of the Annual General Meeting;

- (d) the Options will not have an issue price. They will be issued for no consideration. The Options will be exercisable at 4 cents and will expire on the date that is 18 months from the date of the Annual General Meeting;
- (e) no funds will be raised from the issue of the Options. It is anticipated that any funds raised from the exercise of the Options (if this occurs) will be used by the Company to further advance its projects and for other working capital;

If approval is given to the issue of Options under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Further, the issue of Options to Mr Baghdadi will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

A voting exclusion statement in relation to this Resolution has been included in this Notice.

The Directors (excluding Mr Baghdadi) unanimously recommend that Shareholders vote **FOR** this Resolution 4.

## 5.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- (a) If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

**You must direct your proxy how to vote** on this Resolution. Undirected proxies granted to these persons will **not** be voted and will **not** be counted in calculating the required majority if a poll is called on this Resolution.

- (b) If you appoint the Chair as your proxy (where the Chair is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

**You do not need to direct your proxy how to vote** on this Resolution. However, under the Proxy Form you expressly authorise the Chair to exercise his or her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

- (c) If you appoint any other person as your proxy:

**You do not need to direct your proxy how to vote** on this Resolution.

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## 6. RESOLUTION 5 – RATIFICATION OF SHARE ISSUE TO SOUTHERN CROSS EXPLORATION N.L.

On 2 July 2014 the Company announced that it had entered into an agreement with Southern Cross for Southern Cross to subscribe for 15,000,000 Shares in the Company, representing 19.7% of the Company's issued capital (following completion of the placement), at an issue price of 4 cents per Share.

The placement was to be conducted in two tranches. The first tranche of 7,500,000 Shares was completed on Friday, 4 July 2014. The second tranche (of a further 7,500,000 Shares) is to be completed by 31 December 2014.

ASX Listing Rule 7.1 restricts the number of equity securities that a listed entity may issue in any 12 month period, without the approval of shareholders, to 15% of the number of ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions. The entity does not need to include within the 15% limit any ordinary securities issued in the 12 month period that were issued with the approval of shareholders for the purposes of ASX Listing Rule 7.1.

Under ASX Listing Rule 7.4 an issue of securities without approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1 if the original issue did not breach the 15% limit under ASX Listing Rule 7.1 and shareholders subsequently approve the issue.

The first tranche of the placement was made without Shareholder approval under ASX Listing Rule 7.1, with 6,130,000 Shares issued using the entirety of the Company's capacity under ASX Listing Rule 7.1A as approved by Shareholders on 29 November, 2013, and the balance of the Shares (being 1,370,000 Shares), issued without Shareholder approval under the Company's capacity under ASX Listing Rule 7.1.

It is the issue of these 7,500,00 Shares issued without Shareholder approval under ASX Listing Rule 7.1 for which the Company is seeking approval under Resolution 5.

Shareholder approval of Resolution 5 will provide the Company flexibility in considering any further fundraising, and will enable the Company to raise further funds at any time during the next 12 months by issuing up to the full 15% of its issued share capital in accordance with ASX Listing Rule 7.1. The Share issue approved in accordance with Resolution 5 will not be included within the Company's 15% limit under ASX Listing Rule 7.1.

In addition to this, Shareholder approval of Resolution 5 will increase the Company's ability to issue Equity Securities under the approval sought in Resolution 6, because the Share issue approved in accordance with Resolution 5 will have been issued with the approval of Shareholders under ASX Listing Rule 7.4. For further details of how the 10% Placement Capacity is calculated, see section 8 below.

In accordance with the requirements of ASX Listing Rule 7.5, the following information is provided in relation to the issue of Shares to Southern Cross on 2 July 2014:

- (a) the number of Shares to be issued was 7,500,000;
- (b) the issue price of the Shares was 4 cents per Share, resulting in a total issue price of \$300,000;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company which will rank equally with all other Shares on issue;
- (d) the person issued the Shares was Southern Cross; and
- (e) the funds raised by the Company are being used for working capital purposes.

A voting exclusion statement in relation to this Resolution has been included in this Notice.

The Directors (excluding Mr Baghdadi, as he is also a director of Southern Cross) unanimously recommend that Shareholders vote **FOR** this Resolution 5.

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**7. RESOLUTION 6 – APPROVAL OF FUTURE SHARE ISSUE TO SOUTHERN CROSS EXPLORATION N.L.**

Under Resolution 5, the Company is seeking Shareholder approval to the issue the second tranche of the placement to Southern Cross (of a further 7,500,000 Shares).

Shareholder approval of Resolution 6 will provide the Company flexibility in considering any further fundraising, and will enable the Company to raise further funds at any time during the next 12 months by issuing up to the full 15% of its issued share capital in accordance with ASX Listing Rule 7.1, without the further Share issue approved in accordance with Resolution 6 being included within the Company's 15% limit under ASX Listing Rule 7.1.

In accordance with the requirements of ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares to Southern Cross:

- (a) the maximum number of Shares to be issued is 7,500,000;
- (b) the Shares will be issued to Southern Cross before 31 December 2014;
- (c) the issue price of the Shares is 4 cents per Share, resulting in a total issue price of \$300,000;
- (d) the person to be issued the Shares is Southern Cross;
- (e) the Shares to be issued are fully paid ordinary shares in the capital of the Company which will rank equally with all other Shares on issue;
- (f) the funds raised by the Company will be used for working capital purposes.

A voting exclusion statement in relation to this Resolution has been included in this Notice.

The Directors (excluding Mr Baghdadi, as he is also a director of Southern Cross) unanimously recommend that Shareholders vote **FOR** this Resolution 6.

The Company reserves right to proceed with the issue of the second tranche of the placement to Southern Cross if Shareholders do not approve Resolution 6, if permissible under the ASX Listing Rules.

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**8. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY**

**8.1 General**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period of 12 months after the annual general meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: DTR).

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$
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Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - (ii) plus the number of partly paid Shares that became fully paid in the 12 months;
  - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and
  - (iv) less the number of Shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under ASX Listing Rule 7.1 or 7.4.

## 8.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) **Minimum price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) **Risk of voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for Equity Securities may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Issue	Dilution		
		\$0.014 50% decrease in Issue Price	\$0.028 Issue Price (current)	\$0.056 100% increase in Issue Price
68,800,000 (current Variable A)	Shares issued - 10% voting dilution	6,880,000	6,880,000	6,880,000
	Funds Raised	\$96,320	\$192,640	\$385,280
103,200,000 (50% increase in current Variable A)	Shares issued - 10% voting dilution	10,320,000	10,320,000	10,320,000
	Funds Raised	\$144,480	\$288,960	\$577,920
137,600,000 (100% increase in current Variable A)	Shares issued - 10% voting dilution	13,760,000	13,760,000	13,760,000
	Funds Raised	\$192,640	\$385,280	\$770,560

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata

rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The table above assumes the following:**

1. There are currently 68,800,000 existing Shares as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on ASX on 14 October 2014
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

**(c) Date of issue**

Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

**(d) Purpose of issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for expanding the Company's existing business (including expenses associated with further exploration in relation to the Company's Udu Project, pursuing other acquisitions that have a strategic fit or will otherwise add value to Shareholders (including expenses associated with such acquisitions) and general working capital; or
- (ii) as non-cash consideration for acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the Company's financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2013 annual general meeting held on 29 November 2013.

During the 12 month period preceding the date of the Meeting, being on and from 21 November 2013, the Company issued a total of 7,500,000 Equity Securities which represents approximately 12.24% of the total diluted number of Equity Securities on issue in the Company on 21 November 2013.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.



### 8.3 Voting exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

The Directors unanimously recommend that Shareholders vote **FOR** this Resolution 7.

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## GLOSSARY

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\$ means Australian dollars.

**10% Placement Capacity** has the meaning given in section 8.1 of the Explanatory Statement.

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

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, 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.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**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.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

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

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

**Remuneration Report** means the remuneration report set out in the Directors' report section of the Company's annual financial report for the financial year ended 30 June 2014.

**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.

**Southern Cross** means Southern Cross Exploration NL (ACN 000 716 012).

**Variable A** means "A" as set out in the calculation in section 8 of the Explanatory Statement.

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**SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 21 NOVEMBER 2013**

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<b>Date</b>	<b>Quantity</b>	<b>Class</b>	<b>Recipient</b>	<b>Issue price and discount to Market Price (if applicable)</b>	<b>Form of Consideration</b>
Issue - 4 July 2014 Appendix 3B - 4 July 2014	7,500,000	Shares	Southern Cross Exploration N.L.	\$0.04 Not Applicable	\$300,000

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: DTR (terms are set out in the Constitution).
3. The cash balance of the Company on 21 November 2013 was approximately \$670,000. The aggregate amount raised from issues of Equity Securities listed in Schedule 1 is \$300,000. The cash balance of the Company as at the date of this Notice is approximately \$170,000. The amount spent since 21 November 2013 to the date of this Notice has been approximately \$800,000. These funds have been spent on the Company's exploration activities at the Udu Project and operating expenses of the Company. The amount raised from issues of Equity Securities listed in Schedule 1 that remains unspent as at the date of this Notice is \$170,000. It is proposed that these funds will be used, together with the Company's other cash reserves, for further exploration activities and ongoing operating expenses of the Company. This statement as it relates to the future use of funds is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

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## APPOINTMENT OF PROXY FORM

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

### ANNUAL 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 10:00 am (Sydney time), on 21 November 2014 at The Royal Automobile Club of Australia, 89 Macquarie Street, Sydney NSW, and at any adjournment thereof.

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

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

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr George Niumataiwalu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Stephen Baghdadi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Options – Mr Stephen Baghdadi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Share Issue to Southern Cross Equities N.L.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Share Issue to Southern Cross Equities N.L.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Capacity	<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 and 4,** If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 or Resolution 4 and the Chair is, or may by default be, appointed your proxy, you expressly authorises the Chair to exercise the proxy on Resolutions 1 and 4 even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 4 20 Loftus Street Sydney; or
  - (b) post to the Company, PO Box 553 South Hurstville NSW 2221; or
  - (c) facsimile to the Company on facsimile number +61 2 8231 6487; or
  - (d) email to the Company at [info@datelineresources.com.au](mailto:info@datelineresources.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting (i.e. 10.00am (Sydney time) on 21 November 2014).

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