

Dateline Resources Limited

ACN 149 105 653

SUPPLEMENTARY PROSPECTUS

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 9 July 2024 (**Prospectus**) issued by Dateline Resources Limited (**Company**).

This Supplementary Prospectus is dated 28 August 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day. Neither ASIC nor ASX (and their respective officers) take any responsibility as to the contents of this Supplementary Prospectus.

To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

1 ISSUE OF FURTHER SECURITIES UNDER THE PROSPECTUS

The Company advises that, as a result of excess demand under the Shortfall Offer it has today agreed to issue additional securities under the Prospectus utilising the Company's existing capacity under Listing Rule 7.1 (**Follow-on Placement**):

	Amount raised	New Shares	New Options
Shortfall Offer	\$1,270,390	211,731,732	105,865,862
Follow-on Placement	\$392,610	65,434,944	32,717,472

Additional funds raised will be used for the purposes set out in section 2.2 below.

The Follow-on Placement is made without Shareholder approval and, as noted above, issued using the Company's existing Listing Rule 7.1 capacity.

The New Options will be listed under the ASX code DTRO.

Attached to this Supplementary Prospectus is an announcement made by the Company to ASX today.

The Company now closes the Shortfall Offer and no further issues will be made under the Prospectus.

2 AMENDMENTS TO PROSPECTUS

The following sections of the Prospectus are amended as follows:

2.1 Capital structure

Sections 2 and 5.4 of the Prospectus are amended to reflect the current number of securities on issue:

Shares on issue prior to the Offer	1,457,546,951
New Shares issued under the Prospectus	1,037,132,911
Total Shares on issue	2,494,679,862
Total Options on issue prior to the Offer	214,160,130
New Options issued under the Prospectus ¹	540,314,427
Total Options on issue	754,474,557
Amount raised under the Prospectus (before costs)	\$6,222,798

1 This includes 21,748,000 New Options issued to Mahe Capital. See section 10.3 of the Prospectus for further information.

2.2 Use of funds

Sections 4 and 5.2 of the Prospectus are amended to reflect the increased amount raised:

Use of funds (approx.)	Amount (A\$'000)
Fund exploration at the Company's Colosseum Gold and Rare Earths Project	2,260
Complete a mine planning study in relation to the Company's Colosseum Project	1,400
Reduce (including by way of the debt for equity set off) the Company's outstanding debt	1,350
General working capital (including to pay the costs of the Rights Issue and other expenses incurred in the ordinary course of business) purposes	1,213
Total use of funds	6,223

2.3 Statement of financial position

Set out in the annexure to this Supplementary Prospectus is the unaudited Statement of Financial Position and Pro-forma Statement of Financial Position for the Company, as at 30 June 2024 and on the basis of the following assumptions:

- (a) the Offer was effective on 30 June 2024;
- (b) no further Shares are issued other than all Shares issued under this Prospectus;
- (c) \$6,222,798 is received under the Prospectus;
- (d) \$1,172,531 is used to reduce debt; and
- (e) (cash) costs of the Offer are \$228,050.

The pro-forma Statement of Financial Position has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company set out in the annexure to this Supplementary Prospectus. The pro-forma financial information is unaudited and in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

2.4 Dilution

Shareholders who did not participate will have their holdings diluted by 41.51% as a result of the Offers.

2.5 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Supplementary Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Supplementary Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Supplementary Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Supplementary Prospectus;
- (b) has not caused or authorised the issue of this Supplementary Prospectus;
- (c) has not made any statement in this Supplementary Prospectus or any statement on which a statement in this Supplementary Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Supplementary Prospectus, other than the references to

their name and the statement(s) and/or report(s) (if any) specified below and included in this Supplementary Prospectus with the consent of that person.

Name	Role
Mahe Capital Pty Limited	Lead Manager

2.6 Expenses of the Offer

The total (cash) expenses of the Offer are estimated to be \$228,050, consisting of the following:

Cost ¹	A\$
Legal fees	11,250
ASX and ASIC fees	21,200
Capital raising fees ²	175,600 ²
Printing, postage and other expenses	20,000
Total	228,050

¹ These expenses have or will be paid by the Company.

² The Company has also agreed to issue 10 New Option for every \$1 raised under the Prospectus to Mahe Capital, or 21,748,000 New Options.

The Directors do not consider the circumstances disclosed in this Supplementary Prospectus to be materially adverse from the point of view of an investor, and no withdrawal rights will be offered to investors.

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC.

Dated: 28 August 2024



Mark Johnson AO

Chairman

On behalf of Dateline Resources Limited

\$1.66 million Rights Issue Shortfall Placed

Highlights

- **\$1.27 million raised in placement of rights issue shortfall**
- **To accommodate demand, an additional \$392k placed on same terms**
- **Shortfall and follow on placement are in addition to \$4.56 million rights issue announced on 31 July 2024**
- **Funds will be used to advance the Colosseum gold and rare earths project, including completion of a gold scoping study**

Dateline Resources Ltd (**ASX: DTR**) (**Dateline** or the **Company**) is pleased to announce that the shortfall from the renounceable rights issue announced on 8 July 2024 has been placed and raised additional \$1,270,390 (before costs). To accommodate a portion of the excess demand from the book build, the Company has agreed to undertake a placement to raise additional \$392,610 on the same terms as the rights issue (**Follow-on Placement**).

Following completion of the Follow-on Placement, the total amount raised under this tranche will be \$1,663,000 (before costs). This is in addition to \$4.56 million raised from the rights issue, as advised to the market on 31 July 2024.

Under the Follow-on Placement, the Company will issue 65,434,944 new Shares and 32,717,472 DTRO options. These will be issued without shareholder approval using the Company's existing capacity under Listing Rule 7.1.

The final results from the Rights Issue and the details of the Follow-on Placement are set out below:

	Funds raised	Shares	Options*
Rights issue (31 July)	\$4,559,798	759,966,244	379,983,122
Shortfall placed	\$1,270,390	211,731,723	105,865,862
Follow-on Placement	\$392,610	65,434,944	32,717,472
Total	\$6,222,798	1,037,132,911	518,566,456

*The number of new Shares and Options issued is subject to rounding. A further 21,748,000 DTRO will be issued to the Lead Manager as described in the Prospectus.

Contact

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Capital Structure (ASX: DTR)

Shares on Issue 2.2
Top 20 Shareholders 64.5%
Board & Management 38.5%

Board of Directors

Mark Johnson AO
Non-Executive Chairman
Stephen Baghdadi
Managing Director
Greg Hall
Non-Executive Director
Tony Ferguson
Non-Executive Director
Bill Lannen
Non-Executive Director

Colosseum Gold-REE Project*

(100% DTR, California, USA)
27.1Mt @ 1.26g/t Au for 1.1Moz Au
Over 67% in Measured & Indicated
Mineralisation open at depth
Mining studies underway
Rare earths potential with geology
similar to nearby Mountain Pass mine
* ASX announcement 6 June 2024



The proceeds from the rights issue and the Follow-on Placement will be used for:

- Advancing the Colosseum mine project, including further exploration and completing a scoping study;
- reducing debt and,
- general working capital and to cover costs associated with the offers.

The additional securities from the shortfall and the Follow-on Placement are expected to be issued on 27 August 2024.

Mahe Capital Pty Ltd (ACN 634 087 84)(**Mahe Capital**) acted as Lead Manager to the Rights Issue and advised Dateline on the Rights Issue and the Follow-on Placement.

A supplementary prospectus, amended Appendix 3B to include the Follow-on Placement and an Appendix 2A accompany this announcement.

This announcement has been authorised for release on ASX by the Company's Board of Directors.

For more information, please contact:

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About Dateline Resources Limited

Dateline Resources Limited (ASX: DTR) is an Australian publicly listed company focused on mining and exploration in North America. The Company owns 100% of the Colosseum Gold-REE Project in California.

The Colosseum Gold Mine is located in the Walker Lane Trend in East San Bernardino County, California. On 6 June 2024, the Company announced to the ASX that the Colosseum Gold mine has a JORC-2012 compliant Mineral Resource estimate of 27.1Mt @ 1.26g/t Au for 1.1Moz. Of the total Mineral Resource, 455koz @ 1.47/t Au (41%) are classified as Measured, 281koz @1.21g/t Au (26%) as Indicated and 364koz @ 1.10g/t Au (33%) as Inferred.

The Colosseum is located less than 10km north of the Mountain Rare Earth mine. Work has commenced on identifying the source of the mantle derived rocks that are associated with carbonatites and are located at Colosseum.

SCHEDULE 2 PRO FORMA STATEMENT OF FINANCIAL POSITION

DATELINE RESOURCES LIMITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION	30-Jun-24	Rights Issue Including Shortfall & Follow-on Placement	PRO FORMA BALANCE
	\$	\$	\$
Current Assets			
Cash & cash equivalents	849,473	5,050,267	5,899,740
Trade & other receivables	288,986	-	288,986
Financial assets	1,684,555	-	1,684,555
Total Current Assets	2,823,014	5,050,267	7,873,281
Non-Current Assets			
Plant & equipment land & buildings	547,621	-	547,621
Exploration & evaluation expenditure	6,520,400	-	6,520,400
Right of use assets	137,960	-	137,960
Total Non-Current Assets	7,205,981	-	7,205,981
TOTAL ASSETS	10,028,995	5,050,267	15,079,262
Current Liabilities			
Trade & other payables	888,731	-	888,731
Financial liabilities to related parties	4,128,527	(1,172,531)	2,955,996
Lease liabilities	53,792	-	53,792
Short term loans	1,286,062	-	1,286,062
Total Current Liabilities	6,357,112	(1,172,531)	5,184,581
Non Current Liabilities			
Lease liabilities	86,217	-	86,217
Total Non-Current Liabilities	86,217	-	86,217
TOTAL LIABILITIES	6,443,329	(1,172,531)	5,184,581
NET ASSETS	3,585,666	6,222,798	9,894,681
Equity attributable to the equity holders of the Company			
Contributed equity	65,325,502	6,222,798	71,548,300
Reserves	3,021,491	-	3,021,491
Accumulated losses	(64,761,327)	-	(64,761,327)
TOTAL EQUITY	3,585,666	6,222,798	9,808,464