

Prospectus

Dateline Resources Limited

ACN 149 105 653

For a renounceable pro rata offer to Eligible Shareholders of approximately 972 million New Shares at an issue price of \$0.006 per New Share on the basis of 2 New Shares for every 3 Existing Shares held, together with 1 attaching New Option for every 2 New Shares issued, to raise up to approximately \$5.83 million before issue costs.

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall.

The Offer is subject to a minimum subscription of \$1,974,691, for which the Company has received commitments to subscribe for.

ASX Code: DTR

The Offer is lead managed by Mahe Capital Pty Limited (AFSL 517246)

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in securities offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notice

This Prospectus is dated 9 July 2024 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the Company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website at www.datelineresources.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 7.5 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 8.14 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions please call the Company on +61 2 9375 2353 or info@datelineresources.com.au between 8.00am and 5.00pm (Sydney time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

Table of Contents

1	TIMETABLE TO THE OFFER	4
2	KEY OFFER TERMS AND CAPITAL STRUCTURE	4
3	CHAIRMAN'S LETTER.....	5
4	INVESTMENT OVERVIEW AND KEY RISKS.....	6
5	PURPOSE AND EFFECT OF THE OFFER	10
6	RISK FACTORS	13
7	ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS.....	17
8	DETAILS OF THE OFFER.....	20
9	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES.....	24
10	ADDITIONAL INFORMATION	28
11	DIRECTORS' RESPONSIBILITY AND CONSENT	35
12	GLOSSARY	36
13	PRO FORMA STATEMENT OF FINANCIAL POSITION	38

Corporate Directory

Directors

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

Company Secretary

Mr John Smith

Website

www.datelineresources.com.au

Registered Office

Level 29
2 Chifley Square
Sydney, NSW, 2000
Tel: +61 2 9375 2353
Email: info@datelineresources.com.au

Share Registry*

Automic Group
www.automicgroup.com.au

Lead Manager

Mahe Capital Pty Limited (AFSL 517246)

Solicitor to the Offer

Atkinson Corporate Lawyers

Auditor*

DKF Laurence Varnay Auditors Pty Limited

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

1 TIMETABLE TO THE OFFER

Ex date - Shares trade ex Entitlement (Ex Date)	10 July 2024
Rights trading commences on a deferred settlement basis	
Record date to determine Entitlement (Record Date)	11 July 2024
Prospectus with Entitlement and Acceptance Form dispatched	16 July 2024
Offer opens for receipt of Applications	
Rights trading ends at close of trading	18 July 2024
New Shares quoted on a deferred settlement basis from market open	19 July 2024
Last day to extend the Offer Closing Date	22 July 2024
Closing date for acceptances	25 July 2024
Notify ASX of results of the Offer	1 August 2024
Issue of New Securities	
Normal trading of New Securities expected to commence	2 August 2024
Dispatch of shareholding statements	
Last date to issue Shortfall Shares (see section 8.5)	25 October 2024

Note: The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 3 months after the date of this Prospectus. As such the date the New Securities are expected to commence trading on ASX may vary.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

	Minimum Subscription	Full Subscription
Shares currently on issue	1,457,546,951	1,457,546,951
New Shares offered under this Prospectus, on a 2 for 3 basis ¹	329,115,115	971,697,967
New Options offered under this Prospectus	164,557,557	485,865,650
Issue price per New Share	\$0.006	\$0.006
Amount raised under this Prospectus (before costs) ¹	\$1,974,691	\$5,830,388
Total Shares on issue following the Offer	1,786,712,066	2,429,328,252
Total Options on issue following the Offer	372,717,687	694,025,780

¹ This assumes no further Shares are issued prior to the Record Date

3 CHAIRMAN'S LETTER

On behalf of Dateline Resources Limited, I am pleased to invite you to participate in the renounceable pro-rata entitlement offer (**Offer**) at an issue price of \$0.006 per New Share to raise up to approximately \$5.83 million (before costs).

The issue price represents a 33% discount to the closing price on the ASX prior to the announcement to ASX on 8 July 2024 and 39% discount to the 30-day VWAP.

For every two new Shares subscribed, participating Shareholders will be issued 1 attaching New Option with an exercise price of \$0.02 and expiring 2 years from issue.

Shareholders will have the opportunity to apply for additional Shares, in excess of their Entitlement. The rights issue is renounceable, and the rights will start trading from 11 July 2024.

The Offer is subject to a minimum subscription of \$1,974,691 for which the Company has received commitments from Chairman Mark Johnson AO (\$1,172,531) and Managing Director Stephen Baghdadi (\$802,159). Mahe Capital has been appointed to place any Shortfall after any applications by Eligible Shareholders.

Funds raised under the Offer will be used to further advance the Company's Colosseum Gold and Rare Earths Project, including exploration to grow the gold mineral resource estimate, completing a mine study plan for Colosseum and commencing a feasibility study based on the outcome of the study plan, and to also strengthen the Company balance sheet by reducing debt. The Company will also advance discussions with federal agencies about co-funding exploration for Rare Earths Elements.

This Prospectus and personalised Acceptance Form should be read carefully and in their entirety. Eligible Shareholders should also consider the key risk factors outlined in section 6 of this Prospectus, including ongoing requirements for funding to complete the proposed exploration and mine plan, exploration risk and general market risks.

On behalf of your Board, I invite you to consider this investment opportunity and thank you for your ongoing support for the Company.

Yours faithfully,



Mr Mark Johnson AO
Chairman
Dateline Resources Limited

4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information
What is the purpose of this Prospectus?	The purpose of this Prospectus is to make the Offer to Eligible Shareholders.	Section 5
What is the Offer?	<p>2 New Shares for every 3 Existing Shares held on the Record Date at an issue price of \$0.006, with 1 attaching New Option (with an exercise price of \$0.02 and expiring 2 years from issue) for every 2 New Shares issued.</p> <p>The Offer seeks to issue up to approximately 971,697,967 New Shares and 485,848,984 New Options to raise up to approximately \$5.83 million (before costs) if fully subscribed. Up to a further \$9.72 million may be raised if all New Options are exercised.</p> <p>Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall.</p> <p>The Offer is subject to a minimum subscription of \$1,974,691, for which the Company has received commitments for.</p> <p>The Company may also place additional New Securities using its available capacity under Listing Rule 7.1.</p>	Section 8
Am I an Eligible Shareholder?	<p>The Offer is made to Eligible Shareholders, being Shareholders who:</p> <ul style="list-style-type: none">(a) are the registered holder of Shares as at 5.00pm (AEDT) on the Record Date; and(b) have a registered address in Australia or New Zealand. <p>Shareholders who are not eligible to participate in the Offer may not participate in the Offer.</p>	Section 8.5
Can I trade my rights?	Yes, the Offer is renounceable. Trading of Entitlement will commence on 11 July 2024 and end on 19 July 2024.	Section 7.4
How will the proceeds of	The Company will use the funds raised under the Offer as follows:	Section 5.2

Question	Response	Where to find more information																			
the Offer be used?	<table border="1"> <thead> <tr> <th>Use of funds (\$'000) (approx.)^{1, 2}</th> <th>Minimum Subscription</th> <th>Full Subscription</th> </tr> </thead> <tbody> <tr> <td>Fund exploration at the Company's Colosseum Gold and Rare Earths Project;</td> <td>303</td> <td>2260</td> </tr> <tr> <td>Complete a mine planning study in relation to the Company's Colosseum Project</td> <td>300</td> <td>1,400</td> </tr> <tr> <td>Reduce (including by way of the debt for equity set off referred to above) a reasonable proportion of the Company's outstanding debt</td> <td>1,172</td> <td>1350</td> </tr> <tr> <td>General working capital (including to pay the costs of the Rights Issue and other expenses incurred in the ordinary course of business) purposes</td> <td>200</td> <td>820</td> </tr> <tr> <td>Total use of funds</td> <td>1,975</td> <td>5,830</td> </tr> </tbody> </table>	Use of funds (\$'000) (approx.) ^{1, 2}	Minimum Subscription	Full Subscription	Fund exploration at the Company's Colosseum Gold and Rare Earths Project;	303	2260	Complete a mine planning study in relation to the Company's Colosseum Project	300	1,400	Reduce (including by way of the debt for equity set off referred to above) a reasonable proportion of the Company's outstanding debt	1,172	1350	General working capital (including to pay the costs of the Rights Issue and other expenses incurred in the ordinary course of business) purposes	200	820	Total use of funds	1,975	5,830		
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Question	Response	Where to find more information
	<p>towards the costs of the Offer and then proportionally as set out above.</p> <p>3 General working capital is intended to accelerate and/or extend/continue the above initiative as required, and corporate administration and operating costs (including directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs).</p> <p>4 See section 10.5 for further details relating to the estimated expenses of the Offer.</p>	
<p>What are the key risks of a subscription under the Offer?</p>	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <p>(a) Minimum amount - The Offer is subject to a minimum subscription of \$1,974,691, of which \$1,172,531 is committed through Mr Johnson setting off his Entitlement against debts owed by the Company to him. The Company will, in the event the Minimum Subscription is raised, only be able to undertake limited exploration, and will be reliant on further capital raisings or farm-outs to continue exploration.</p> <p>(b) Funding risk - the Company is a junior explorer that is reliant on raising new capital or farming out projects to fund exploration programs. There is a risk that the Company may not, for reasons outside its control, be able to raise sufficient funds to complete the proposed exploration programs.</p> <p>(c) The Company's projects are exploration and early-stage development projects that require significant work programs, including exploration and studies prior to development and production, if ever. There are significant risks that the proposed exploration early-stage development programs may not result in economically feasible outcomes.</p> <p>(d) General market conditions - the Company's Share price is subject to a variety of factors which are outside the Company's control.</p>	<p>Section 6</p>

Question	Response	Where to find more information
Is the Offer underwritten?	No, although Directors Johnson and Baghdadi have agreed to take up Entitlement for \$1,974,691.	
What will be the effect of the Offer on control of the Company?	<p>The effect of the Offer on control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders and the number of Shortfall Shares placed in the Shortfall Offer.</p> <p>Mr Johnson currently holds approximately 20.11% of the Company's issued Shares. Assuming no Entitlement is issued other than to Messrs Johnson and Baghdadi and no Shortfall Shares are issued, the maximum voting power Mr Johnson could acquire as a result of the Offer is 27.17%.</p> <p>The Directors (other than Mr Johnson) consider the risk of Mr Johnson acquiring control of the Company to be low, given the steps taken to ensure Entitlement is taken up and Shortfall Shares placed, including by appointing Mahe Capital as lead manager to the Offer.</p>	Section 5.4
How do I apply for New Shares and Shortfall Shares under the Offer?	Applications for New Shares and Shortfall Shares can be made by Eligible Shareholders paying the Application amount by BPAY for the number of Entitlement and Shortfall Shares applied for.	Section 7.2
Can I sell my Entitlements under the Offer?	Yes, the Offer is renounceable meaning any Entitlement may be transferred. Trading of Entitlement will commence on 11 July 2024 and end on 19 July 2024.	Section 7.1
How will the Shortfall Shares be allocated?	<p>Eligible Shareholders can apply for Shortfall Shares.</p> <p>The Directors reserve the right to place any Shortfall Shares at their discretion within 3 months of the Closing Date.</p>	Section 8.5
How can I obtain further information?	Contact the Company on +61 2 9375 2353 info@datelineresources.com.au at any time between 8.00am and 5.00pm (AEDT) Monday to Friday until the Closing Date. Alternatively, consult your adviser.	

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Introduction

The Company is seeking to raise up to approximately \$5.83 million before issue costs under the Offer at a price of \$0.006 per Share on the basis of 2 New Shares for every 3 Existing Shares held as at the Record Date, with 1 New Option (exercise price \$0.02 expiring 2 years from date of issue) for every two New Shares issued.

The Offer is subject to a minimum subscription of \$1,974,691.

Shareholders may, in addition to their Entitlement apply for Shortfall Shares.

The Company reserves the right to, using its available capacity under the Listing Rules, issue additional securities on the same terms as the Offer.

5.2 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer as follows:

Use of funds (\$'000) (approx.) ¹	Minimum Subscription	Full Subscription
Fund further gold and rare earths exploration at the Company's Colosseum Project;	303	2260
Complete a mine planning study in relation to the Company's Colosseum Project	300	1,400
Reduce (including by way of the debt for equity set off referred to above) a reasonable proportion of the Company's outstanding debt	1,172	1,350
General working capital (including to pay the costs of the Rights Issue) purposes	200	820
Total use of funds	1,975	5,830

Notes:

- 1 This table is a statement of the proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the Company's decisions. The Company reserves the right to vary the way funds are applied.
- 2 Funds raised will, in the event less than Full Subscription is received, be allocated firstly towards the costs of the Offer and debt deduction, and then proportionally as set out above.
- 3 General working capital is intended to accelerate and/or extend/continue the above initiative as required, and corporate administration and operating costs (including directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs and general trade creditors).

4 See section 10.5 for further details relating to the estimated expenses of the Offer.

This Prospectus also removes any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date.

5.3 Statement of financial position

Set out in section 13 is the reviewed Statement of Financial Position of the Company and the Pro-Forma Statement of Financial Position, as at 31 December 2023 and on the basis of the following assumptions:

- (a) the Offer was effective on 31 December 2023;
- (b) no further Shares are issued other than all Shares offered under this Prospectus;
- (c) take up of the Offer assuming Minimum Subscription and Full Subscription are received; and
- (d) \$1,172,531 is used to reduce debt.

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 section 13. The pro-forma financial information is unaudited and presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

5.4 Effect of the Offer on the Company's securities

Assuming that no further Shares are issued prior to the Record Date, at the close of the Offer the capital structure of the Company will be:

Shares	Minimum Subscription		Full Subscription	
	Number	%	Number	%
Existing Shares	1,457,546,951	81.58	1,457,546,951	60.00
New Shares offered under this Prospectus	329,115,115	18.42	971,731,301	40.00
Total Shares	1,786,712,066	100.00	2,429,278,252	100.00

Assuming that no further Options are issued prior to the Record Date, at the close of the Offer, the number of Options on issue will be:

Convertible securities	Minimum Subscription		Full Subscription	
	Number	%	Number	%
Options currently on issue	208,160,130	55.85	208,160,130	29.99
Options to be offered under the Offer	164,557,558	44.15	485,865,650	70.01

Total Options 372,717,688 100 694,025,780 100

5.5 Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement.

The following persons currently have a relevant interest in 5% or more of the Company's Shares:

Holder	Current		Minimum Subscription	
	Shares	Voting power	Shares	Voting Power
Johnson	293,132,835	20.11%	488,554,725	27.34%
Baghdadi	200,539,838	13.76%	334,233,063	18.71%
Southern Cross Exploration NL	95,832,698	6.57%	95,832,698	5.36%
HSBC Nominees (Australia) Limited	80,349,082	5.51%	80,349,082	4.50%

Assuming only the Minimum Subscription is issued (an outcome the Directors consider unlikely given the Offer terms, the appointment of the Lead Manager to place Shortfall Shares and the dispersion strategies adopted to place Shortfall Shares), the maximum voting power Mr Johnson may have as a result of the Offer will be 27.34%. Mr Johnson has advised the Company that he does not intend to exercise any control over the Company as a result.

As the Offer is renounceable, for the purposes of Listing Rule 7.7.1(c) and section 615 of the Corporations Act, the Company has applied to ASIC to appoint Mahe Capital as nominee to arrange for the sale of the Entitlements that would have been given to Ineligible Shareholders and to account to them for the net proceeds of the sale.

5.6 Dilution

Shareholders who do not participate in the Offer will have their holdings diluted by up to 66%, assuming full subscription under the Offer and Shortfall Offer.

6 RISK FACTORS

The New Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below and together with information contained elsewhere in this Prospectus and to consult with your professional advisers before deciding whether to apply for the New Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.1 Company specific risks

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the future operating and financial performance of the Company. These risks can impact on the value of an investment in the securities of the Company. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

(a) Capital and operating costs

The Company's operational and financial condition may vary with fluctuations in the Company's capital and operating costs. An unanticipated increase in the Company's capital or operating costs could have a material adverse impact on the Company's financial condition (and any such increase could be expected to negatively impact the price or value of the Company's securities). The Company's main operating expenses include but are not limited to contractor costs, drilling costs, input costs and energy costs. Material changes in the costs of the Company's operating activities as well as its cost of capital could occur as a result of unforeseen events, the occurrence of which may also adversely affect the Company's financial condition. In past resource cycles, operating and capital costs have tended to increase as commodity prices have increased. The Company (like most peers in the mining and exploration industries) is currently experiencing rapidly rising operating expenses.

(b) Additional requirements for capital

The Company will require further capital in addition to the amount raised under the Rights Issue. Any additional equity financing will dilute shareholdings, and any new or additional debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale-back the extent of its project development activities. There is however no guarantee that the Company will be able to secure any additional funding (whether debt or equity) or be able to secure funding on terms favourable to the Company.

(c) Mineral resources and reserves uncertainty

Estimating the quantity and quality of mineral resources and reserves is an inherently uncertain process. Any mineral resources and reserves (if applicable) the Company has stated are and will be estimates and may not prove to be an accurate indication of the quantity or quality of gold (and other minerals) the Company may ultimately be able to extract. Furthermore, the Company's potential future earnings, profitability and financial condition will also likely be dependent on the successful discovery of additional resources and reserves and either the commercialisation (or monetisation by sale) of these discoveries.

(d) Uncertainty of development of projects

The development of each of the Company's projects is subject to numerous risks, including in relation to the anticipated timing and cost of development, the availability of funding to support development, and the receipt of any additional permits or licences to allow for that development. The eventuality of any of these risks may adversely affect the Company's operational performance and financial condition (and therefore, the price or value of its securities).

The Company's medium and long-term plans at the Company's Colosseum are dependent upon the Company being able to convert known mineralisation into mineable reserves and then being able to extract these mineable reserves in a safe and profitable manner. There is a risk that unexpected challenges or delays will arise, or that ore quality will differ from the Company's estimates, increasing the costs of production and/or resulting in lower revenue.

The Company's plans in the Argos Strontium Project will be entirely dependent on its ability to complete the transaction and the outcome of future exploration in relation to that project.

(e) Gold Links disposal

As noted by the Company in various ASX releases (in particular, please see the Company's ASX release dated 8 August 2023), the Company is entitled to further payments from the purchaser of Gunnison Gold Pty Ltd (the vehicle that owns the Gold Links mine and associated assets in Colorado) as various gold production milestones are satisfied. There can be no certainty that these milestones will be satisfied (and thus, no certainty that the Company will receive its remaining entitlements).

(f) Contingent liability

As disclosed in the Company's 2023 annual report, the sale of the Company's Gold Links Gold Mine and Lucky Strike mill included the novation to Fossil Creek Mines LLC (FCM) of various debts associated with the project. In doing so the Company has agreed, if FCM fails to pay Park Creek Mineral Management LLC (PCMM) US\$500,000 by 1 July 2024, to pay that liability on behalf of FCM.

There is a risk that FCM may not make the payment, in which case the Company will be liable to PCMM. If the Company makes the payment, then it will seek that payment from FCM. There is a risk that it may not be recoverable.

(g) Commodity prices

The Company's ability to explore, develop and ultimately generate revenue from the sale of commodities from its various projects is highly dependent on the market price of various commodities (and in particular, the market price for gold). If commodity prices decline precipitously, the Company may be unable to raise further capital to explore or develop any of its projects.

(h) Licences, permits and approvals - General & Colosseum specific

The Company requires certain licences, permits and approvals to develop and explore its exploration and development projects. Such licences, permits and approvals may expire periodically and will be subject to renewal. Obtaining and maintaining the numerous permits issued by the various government agencies and regulatory bodies that impose strict regulations in connection with minerals exploration, project development and mining may take longer than currently planned or may never be received. Any such material delays could be expected to adversely impact the price or value of the Company's securities.

Specifically, a portion of the Colosseum Gold Mine is located on federal land that was previously managed by the Bureau of Land Management (BLM) and is now managed by the National Parks Service (NPS). NPS assumed management of the federal land where the mine is located, subject to existing Valid and Existing Rights (VER). The Colosseum mine has an approved Plan of Operation that governs all its mining and exploration related activities at the site. The Plan of Operation was approved when the mine was under the management of the BLM. The Company's understanding is that the Plan of Operation constitutes a VER and that the Colosseum VER's remain valid and operable, notwithstanding the change in the administrators of the federal land. Discussions are ongoing with both the BLM and the NPS on clarifying this issue. To the extent those discussions result in changes to the Plan of Operation, the operational/financial viability of the Colosseum Project may be adversely affected.

There are also a number of conditions and regulatory requirements that the Company must satisfy with respect to its tenements to maintain its interest in those tenements in good standing, including meeting specified reporting commitments, as well as other conditions requiring ongoing compliance. Consequently, the Company could lose title to, or its interest in, these assets if the imposed conditions are not met. If any of these risks materialise, the Company's operational and financial condition (as well as the price or value of its securities) may be adversely affected.

6.2 Industry risks

(a) Environmental risks

Environmental risks are inherent in all minerals exploration and mining operations. The Company seeks to conduct its operations and activities to the highest standard of environmental obligations, including in compliance with all relevant environment laws and regulations. The Company seeks to adopt practices which the Company believes are appropriate to minimise the potential of causing environmental damage in all the Company's operations, but no assurance can be made that the Company will not be affected by environmental claims or associated issues in the future. The Company is unable to predict the effect on its operations of any additional or

amended environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations on any of its tenements.

(b) Foreign exchange

Significant changes in the Australian Dollar and United States Dollar exchange rates may have a significant impact on the Company's ability to fund the capital expenditure required to conduct the Company's operations. The majority of the Company's local expenses are incurred in US dollars. As such, any investment in the Company will be subject to variations in the rate of exchange between these exchange rates as determined in the international markets.

(c) Force majeure

Force majeure is a term used to refer to an event beyond the control of a party claiming that the event has occurred. Significant events - such as war, acts of terrorism, loss of power, cyber security breaches or natural disasters (such as earthquakes, fire or floods or the outbreak of epidemic disease) could all materially disrupt the Company's operations or otherwise harm its business.

(d) General risks

Changes in or the occurrence of any of the following general risks may also significantly (and adversely) impact the Company, its performance and the value or market price of the New Shares being offered under the Rights Issue:

- (i) economic conditions in Australia, the United States and internationally;
- (ii) changes in fiscal and monetary policy by governments and monetary authorities;
- (iii) changes in tax and other laws (and changes in the manner in which those taxes and other laws are administered);
- (iv) natural disasters;
- (v) COVID-19 virus;
- (vi) war or terrorist attacks;
- (vii) opposition of environmental or community groups to the Company's activities; and
- (viii) the inability of the Company to obtain or maintain any necessary regulatory approvals.

6.3 Equity market fluctuations

Investors are strongly advised to regard an investment in the New Shares as a long-term proposition and to be aware that, as with any equity investment, substantial fluctuations in the value of their investment may occur. This means that the market price of the New Shares may decrease or increase from time to time.

7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

7.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 7.2);
- (b) subscribe for all of your Entitlement and apply for Shortfall Shares (see section 7.3);
- (c) sell all of your Entitlement (see section 7.4);
- (d) take up part of your Entitlement and sell the balance (see section 7.5);
- (e) take up part of your Entitlement and transfer the balance other than on ASX (see section 7.6); or
- (f) allow all or part of your Entitlement to lapse (see section 7.1).

7.2 Subscribe for all or part of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares and attaching Options offered by this Prospectus before deciding to apply for New Shares. If you do not understand this Prospectus you should consult your adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Shares and attaching Options you are entitled to subscribe for.

7.3 Subscribe for all of your Entitlement and apply for Shortfall Shares

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by following the instructions set out in the accompanying Entitlement and Acceptance Form. See section 8.5 for details of the manner in which Shortfall Shares will be allocated.

Refer to your personalised instructions on your Entitlement and Acceptance Form to pay by BPAY or electronic funds transfer. Shareholders must ensure that payment is received by no later than 5pm AEDT on 26 July

Any refund of application monies will be returned to Applicants as soon as practicable following the issue of all Shortfall Shares.

7.1 Sell all of your Entitlement

Complete the section marked “Instructions to Stockbroker” on the Entitlement and Acceptance Form, which accompanies this Prospectus, in accordance with the instructions contained on the form and lodge it with your stockbroker as soon as possible.

Rights trading will commence (on a deferred settlement basis) on ASX on 11 July 2024. Sale of your Rights must be completed by 19 July 2024 when Rights trading is expected to cease.

7.2 Take up part of your Entitlement and sell the balance on ASX

Please complete the Entitlement and Acceptance Form, which accompanies this Prospectus, by inserting the number of New Shares for which you wish to accept (being less than as specified on the Entitlement and Acceptance Form) and complete the section marked “Instructions to Stockbroker” on the back of the form in respect of that part of your Entitlement you wish to sell.

Forward the form to your stockbroker and pay the correct application funds through BPAY in respect of the New Shares accepted by 5 pm AEDT on 26 July 2024.

Rights trading will commence on ASX on 11 July 2024. Sale of your Rights must be completed by 19 July 2024 when Rights trading is expected to cease.

7.3 Take up part of your Entitlement and transfer the balance other than on ASX

If you are a Shareholder and hold Existing Shares on the issuer sponsored sub-register, forward a completed renunciation form (obtainable through your stockbroker or the Share Registry) together with your personalised Entitlement and Acceptance Form completed by the transferee to the Company’s share registry (at the postal address shown on the Entitlement and Acceptance Form) by 19 July 2024 and pay the application monies through BPAY by 5 pm AEDT on 26 July 2024.

If you are a Shareholder and hold Existing Shares registered on CHESS, you should contact your sponsoring broker.

7.4 Allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Shares and your Entitlement will become Shortfall Shares.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

7.5 Payment methods

BPAY

Refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders do not need to complete and return the Entitlement and Acceptance Form; however must ensure that payment is received by no later than 5.00pm AEDT on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by 5.00pm AEDT on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer

Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company shall not be responsible for any delay in the receipt of the BPAY payment.

EFT

Eligible Shareholders resident in New Zealand can pay their Application by electronic funds transfer. Refer to your personalised instructions on your Entitlement and Acceptance Form or contact the Company Secretary. Shareholders do not need to complete and return the Entitlement and Acceptance Form; however must ensure that payment is received by no later than 5.00pm AEDT on the Closing Date.

7.6 Entitlement and Acceptance Form is binding

Making a payment in respect of an Application by BPAY or EFT constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By making a payment in respect of an Application by BPAY or EFT, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon the receipt of application monies and issue of the New Shares.

If the payment of the application monies is for the wrong amount, it may still be treated as a valid application for New Shares (including Shortfall Shares). The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the application monies received by the Company.

8 DETAILS OF THE OFFER

8.1 Shares offered for subscription

By this Prospectus the Company makes a renounceable pro rata offer to Eligible Shareholders on the basis of 2 New Shares for every 3 Existing Shares held as at the Record Date at a price of \$0.006 per New Share, with 1 New Option for every 2 New Shares issued, to raise up to approximately \$5.83 million before issue costs. Fractional entitlements will be rounded down to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at section 7.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the securities offered under this Prospectus are summarised in section 9.

8.2 Minimum subscription

The Offer is subject to a minimum subscription of \$1,974,691. Applications received will, in the event the minimum subscription is not within 4 months of the date of this Prospectus, be dealt with in accordance with the Corporations Act.

8.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period.

Instructions for accepting your Entitlement are set out in section 7 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

8.4 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 5.00pm (AEDT) on the Record Date; and
- (b) have a registered address in Australia or New Zealand.

8.5 Shortfall

Any New Shares not applied for under the Offer will become Shortfall Shares. The Directors reserve the right to issue any Shortfall Shares at their discretion within 3 months after the Closing Date (**Shortfall Offer**).

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

Eligible Shareholders may apply for Shortfall Shares by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Other investors who are not Eligible Shareholders may apply for Shortfall Shares using the Shortfall Application Form attached to this Prospectus. Persons outside Australia doing so represent to the Company that they can apply for Shortfall Shares in circumstances which do not require the offer for Shortfall Shares or this Prospectus to be registered.

It is possible that there may be no Shortfall Shares available for issue.

Subject to the above, the Directors reserve the right at their absolute discretion and subject to the Corporations Act and Listing Rules, to:

- (a) issue Shortfall Shares at their discretion by applying a policy of allocating Shortfall Shares in a manner that is in the Company's best interests; and
- (b) to reject any application for Shortfall Shares or to issue a lesser number of Shortfall Shares than that applied for.

It is an express term of the Shortfall Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable after the Closing Date.

8.6 New Zealand Shareholders

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

8.7 Treatment of Ineligible Shareholders and sale for Ineligible Shareholders' Entitlement

Given the small number of Ineligible Shareholders and the cost of complying with applicable regulations outside Australia and New Zealand, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action

has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

For the purposes of section 615 of the Corporations Act, the Company has sought ASIC approval to appoint Mahe Capital as nominee to sell Foreign Shareholders' Entitlements and to account to them for the net proceeds of the sale.

The proceeds of sale (in Australian dollars) will be distributed to the Non-Eligible Foreign Shareholders for whose benefits the Rights have been sold in proportion to their shareholdings as at the Record Date (after deducting the costs of the sale).

8.8 Beneficial holders, nominees, trustees and custodians

The foreign selling restrictions under the Offer summarised in section 8.7 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia or New Zealand are responsible for ensuring that applying for New Shares does not breach securities laws in the relevant overseas jurisdictions.

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

8.9 Allotment and application money

New Shares will be issued only after the Minimum Subscription has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 2 August 2024 and normal trading of the New Shares on ASX is expected to commence on 3 August 2024.

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

8.10 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the securities offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the securities offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the securities offered under this Prospectus is not to be taken in any way as an indication of ASX's view as to the merits of the Company or new securities.

Quotation, if granted, of the securities offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

8.11 Market prices of Existing Shares on ASX

The 30 day VWAP and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	30 day VWAP	Last market sale price
Price (\$)	\$0.099	\$0.009
Date		5 July 2024

8.12 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

8.13 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for

New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

8.14 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

8.15 Enquiries

Any queries regarding the Offer or Entitlement and Acceptance Form should be directed to the Company on +61 2 9375 2353 or info@datelineresources.com.au.

You can also contact your adviser with any queries in relation to the Offer.

9 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

9.1 Rights and liability attaching to Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and

- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Except as otherwise required by the Corporations Act and to the terms on which shares are on issue and the rights and restrictions attaching to shares, the Directors may from time to time:

- declare dividends (whether final or interim) to be paid to members on such terms, including the amount and the time for and the method of payment, as the Directors think fit; or
- determine that a dividend is payable, fix the amount and time for payment.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Liquidation rights

The Company has one class of shares on issue, ordinary shares. Each ordinary Share ranks equally in the event of liquidation.

(g) Variation of rights

Subject to the Corporations Act and Listing Rules, the rights attached to the Shares may be varied in accordance with the Corporations Act

(h) Election of directors

At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(i) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(j) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(k) Shareholder liability

As the Shares offered under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(l) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(m) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

9.2 Rights and liability attaching to Options

Options offered under this Prospectus are subject to the following terms:

- (a) Each Option entitles the holder to be issued one Share.

- (b) The exercise price of the Options is \$0.02.
- (c) The expiry date of an Option is 2 years from when Options in that class are first issued.
- (d) The Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Option.
- (e) The Options are freely transferable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.
- (f) The holder of an Option may not exercise less than 25,000 Options at any one time unless the holder has less than that number of Options in which event the Holder must exercise all of the Options together:
- (g) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Share Registry to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (h) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (i) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in:
 - (i) the exercise price of the Option; or
 - (ii) period of exercise of the Option; or
 - (iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Option can be exercised.
- (j) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
- (k) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

10 ADDITIONAL INFORMATION

10.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the Official List during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 30 June 2023 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

The Company confirms that, to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Prospectus, there is no information

- (a) that has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and
- (b) is information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to New Shares.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial statements of the Company for the financial year ended 30 June 2023 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any continuous disclosure notices given by the Company after the lodgement of the financial statements referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours or from asx.com.au.

The Company has lodged the following announcements with ASX since its 2023 annual report was lodged with ASX on 13 October 2023:

Date	Announcement
05/07/2024	Cancel - Proposed issue of securities - DTR
05/07/2024	Withdrawal of Rights Issue
19 Jun 2024	Dispatch of Letter to Shareholders re Rights Issue
14/06/2024	Appointment of Lead Manager to Non-Renounceable Rights Issue
12 Jun 2024	Cleansing Notice
12 Jun 2024	Offer Booklet Non-Renounceable Rights Issue
12 Jun 2024	Proposed issue of securities - DTR
12 Jun 2024	Renounceable Issue
7 Jun 2024	Trading Halt
7 Jun 2024	Pause in Trading
6 Jun 2024	1.1m oz gold for updated Colosseum Resource Estimate
31 May 2024	Application for quotation of securities - DTR

28 May 2024	Proposed issue of securities - DTR
16 May 2024	Wide high grade gold intercepts at Colosseum
8 May 2024	Change of Director's Interest Notice
30 Apr 2024	Quarterly Activities/Appendix 5B Cash Flow Report
30 Apr 2024	Notification of cessation of securities - DTR
8 Apr 2024	Notification regarding unquoted securities - DTR
5 Apr 2024	Results of Meeting
2 Apr 2024	Exceptional Intersect of 88 metres @ 4.18g/t Au at Colosseum
20 Mar 2024	Amended - USGS MP & Colosseum zircons are Indistinguishable
19 Mar 2024	USGS - Mt. Pass & Colosseum zircons are indistinguishable
12 Mar 2024	Half Yearly Report and Accounts
12 Mar 2024	Gold drilling program expanded at Colosseum Mine
6 Mar 2024	Notice of General Meeting/Proxy Form
29 Feb 2024	Dateline Corporate Presentation
29 Feb 2024	Cleansing Notice
29 Feb 2024	Application for quotation of securities - DTR
21 Feb 2024	Proposed issue of securities - DTR
21 Feb 2024	\$1.48m Capital Raising to Advance Colosseum Exploration
19 Feb 2024	Trading Halt
13 Feb 2024	Wide intersection 70.1 metre @ 6.53g/t Gol at Colosseum Mine
2 Feb 2024	Response to ASX Appendix 5B Query
30 Jan 2024	Quarterly Appendix 5B Cash Flow Report
30 Jan 2024	Quarterly Activities Report
22 Jan 2024	Colosseum Drilling
11 Jan 2024	Application for quotation of securities - DTR
10 Jan 2024	Proposed issue of securities - DTR

30 Nov 2023	Results of Meeting
30 Nov 2023	Chair's Address to Shareholders
6 Nov 2023	Change of Director's Interest Notice
6 Nov 2023	Change of Director's Interest Notice
3 Nov 2023	Application for quotation of securities - DTR
31 Oct 2023	Closing of Rights Issue
30 Oct 2023	Quarterly Appendix 5B Cash Flow Report
30 Oct 2023	Quarterly Activities Report
30 Oct 2023	Notice of Annual General Meeting/Proxy Form
20 Oct 2023	Colosseum REE Update
16 Oct 2023	Dispatch of Letter to Shareholders re Rights Issue

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from www.asx.com.au.

10.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration is as set out below.

	Annual remuneration ¹	Shares	Entitlement
Mark Johnson		293,132,835	195,421,890
2024	-		
2023	\$45,000		
Stephen Baghdadi		200,539,838	133,693,225
2024	\$480,000		
2023	\$480,000		
Greg Hall		4,349,995	2,899,997
2024	-		
2023	\$45,000		

Tony Ferguson		21,378,333	14,252,222
2024	-		
2023	\$45,000		
Bill Lannen		4,713,023	3,142,015
2024	-		
2023	\$45,000		

Notes:

- 1 The Chairman and Directors' current annual remuneration includes annual directors' fees and consultancy fees paid to directors and excludes superannuation.

The Company's Shareholders have approved a remuneration-sacrifice share plan, under which Directors may elect to be paid up to half of their annual remuneration through the issue of Shares at an issue price equal to the VWAP for the 90 day period prior to the relevant Shares being issued.

As at 30 June 2024, the Company owes Mr Johnson \$3,528,528 including interest of \$651,902. The loans are unsecured and subject to interest of 10% per annum. See the Company's 2023 annual report for more information.

Further information on the remuneration and other benefits received by the Directors over the last two years is set out in the Company's 2022 and 2023 annual reports; copies of which are available from www.asx.com.au.

The Constitution provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

10.3 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Mahe Capital Pty Limited has acted as lead manager to the Offer. In respect of this work, the Company will pay Mahe Capital:

- (a) 10 New Options for every \$1 placed to investors introduced by Mahe Capital under this Prospectus;
- (b) a lead manager fee of:
 - (i) \$30,000 if less than \$2m is raised under this Prospectus;
 - (ii) \$45,000 if between \$2m and \$3m is raised under this Prospectus; and
 - (iii) \$60,000 if more than \$3.5m is raised under this Prospectus,from investors introduced by Mahe Capital; and
- (c) a placement fee of 6% on all amounts placed to investors introduced by Mahe Capital under this Prospectus;

Mahe Capital may elect to be paid the lead manager and placement fees through the issue of securities on the same terms as the Offer. This agreement is made without Shareholder approval and using the Company's existing capacity under Listing Rule 7.1. For the purposes of section 706 of the Corporations Act and so that securities issued to Mahe Capital under its mandate can be offered for sale, the securities are offered to Mahe Capital or its nominees under this Prospectus.

Mahe Capital has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus.

Atkinson Corporate Lawyers has acted as solicitor to the Offer. In respect of this work, the Company will pay \$10,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Atkinson Corporate Lawyers has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus.

10.4 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and

- (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this 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 Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Mahe Capital Pty Limited	Lead Manager
Atkinson Corporate Lawyers	Lawyer

10.5 Expenses of the Offer

The total (cash) expenses of the Offer (assuming the full amount is raised and no further Shares are issued or Options exercised) are estimated to be between \$72,800 (Minimum Subscription) and \$342,541 (Full Subscription), consisting of the following:

Cost ¹	Minimum Subscription (\$)	Full Subscription (\$)
Legal fees	10,000	10,000
ASX and ASIC fees	12,800	21,200
Capital raising fees	30,000	291,341 ²
Registry, printing, postage and other expenses	20,000	20,000
Total	72,800	342,541

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

2 This assumes that only Messrs Johnson and Baghdadi take up their Entitlement and the Lead Manager places the full Shortfall.

10.6 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any other legal proceedings pending or threatened against the Company of a material nature.

11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 9 July 2024



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Signed for and on behalf of Dateline Resources Limited

By Mark Johnson AO
Chairman

12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
AEDT	Australian Eastern Standard Time
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Closing Date	the date set out in section 1.
Company or DTR	Dateline Resources Limited (ACN 149 105 653).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Entitlement or Right	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Ex Date	the date set out in section 1.
Existing Share	a Share issued as at 5.00pm (AEDT) on the Record Date.
Full Subscription	approximately \$5.83 million before costs.

Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Listing Rules	the listing rules of the ASX.
Mahe Capital or Lead Manager	Mahe Capital Pty Limited.
Minimum Subscription	means \$1,974,691.
New Option	means an Option on the terms set out in section 9.2 and offered under this Prospectus.
New Shares	Shares issued pursuant to this Prospectus.
Offer	an offer made under this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Opening Date	the date set out in section 1.
Option	an option to be issued a Share.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	a fully paid ordinary share in the Company.
Share Registry	Automatic Group.
Shareholder	the registered holder of Shares in the Company.
Shortfall Offer	has the meaning given in section 8.5.
Shortfall Shares	New Shares for which valid Applications have not been received for Entitlement by the Closing Date.
US person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.

13 PRO FORMA STATEMENT OF FINANCIAL POSITION

DATELINE RESOURCES LIMITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	31-Dec-23	Rights Issue 100% Take Up	PRO FORMA BALANCE 100% Take Up	Rights Issue Minimum Committment Take Up	PRO FORMA BALANCE Minimum Committment Take Up
	\$	\$	\$	\$	\$
Current Assets					
Cash & cash equivalents	536,176	4,457,657	4,993,833	802,159	1,338,335
Trade & other receivables	63,455	-	63,455	-	63,455
Financial assets	1,104,867	-	1,104,867	-	1,104,867
Total Current Assets	<u>1,704,498</u>	<u>4,457,657</u>	<u>6,162,155</u>	<u>802,159</u>	<u>2,506,657</u>
Non-Current Assets					
Investments	437,276	-	437,276	-	437,276
Plant & equipment land & buildings	453,380	-	453,380	-	453,380
Exploration & evaluation expenditure	6,853,950	-	6,853,950	-	6,853,950
Financial assets	1,170,372	-	1,170,372	-	1,170,372
Total Non-Current Assets	<u>8,914,978</u>	<u>-</u>	<u>8,914,978</u>	<u>-</u>	<u>8,914,978</u>
TOTAL ASSETS	<u>10,619,476</u>	<u>4,457,657</u>	<u>15,077,133</u>	<u>802,159</u>	<u>11,421,635</u>
Current Liabilities					
Trade & other payables	400,562	-	400,562	-	400,562
Financial liabilities to related parties	3,387,920	(1,172,531)	2,215,389	(1,172,531)	2,215,389
Short term loans	821,062	-	821,062	-	821,062
Total Current Liabilities	<u>4,609,544</u>	<u>(1,172,531)</u>	<u>3,437,013</u>	<u>(1,172,531)</u>	<u>3,437,013</u>
TOTAL LIABILITIES	<u>4,609,544</u>	<u>(1,172,531)</u>	<u>3,437,013</u>	<u>(1,172,531)</u>	<u>3,437,013</u>
NET ASSETS	<u>6,009,932</u>	<u>5,630,188</u>	<u>11,640,120</u>	<u>1,974,690</u>	<u>7,984,622</u>
Equity attributable to the equity holders of the Company					
Contributed equity	63,586,913	5,830,188	69,417,101	1,974,690	65,561,603
Reserves	4,226,999	-	4,226,999	-	4,226,999
Accumulated losses	(61,803,980)	-	(61,803,980)	-	(61,803,980)
TOTAL EQUITY	<u>6,009,932</u>	<u>5,830,188</u>	<u>11,840,120</u>	<u>1,974,690</u>	<u>7,984,622</u>