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## **DATELINE RESOURCES LIMITED (COMPANY)**

**ACN 149 105 653**

### **NOTICE OF GENERAL MEETING**

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**TIME:** 10:30am (Sydney time)

**DATE:** 5 April 2024

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

*This Notice of Meeting and the accompanying Explanatory Memorandum should be read in their entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting (or in the accompanying Explanatory Memorandum) please do not hesitate to contact the Company's Company Secretary, Mr John Smith on 02 9375 2353.*

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**CONTENTS**

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Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Memorandum (explaining the proposed Resolutions)	10
Glossary	26
Schedule 1	27
Proxy Form	Attached

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**IMPORTANT INFORMATION**

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**Time and place of Meeting**

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Notice is hereby given that the Meeting will be held at 10:30am (Sydney time) on 5 April 2024 at:

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

**Your vote is important**

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

**Voting eligibility**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 7pm (Sydney time) on 3 April 2024.

**Voting in person**

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

**Voting by proxy**

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

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

- each Shareholder has a right to appoint a proxy;
  - the proxy need not be a Shareholder; and
  - a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of votes each proxy is appointed to exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
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### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as specified);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as specified); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as specified).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Proxies must be:

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

not later than 48 hours before the Meeting (i.e. not later than 10.30am (Sydney time) on 3 April 2024.

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

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

**Fax number:** +61 2 9513 2399

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

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**BUSINESS OF THE MEETING**

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**AGENDA**

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**1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*“That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 11,199,665 Shares at an issue price of \$0.02 per Share to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum.”*

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

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS**

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

*“That, for the purpose of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 13,550,000 Options for nil cash consideration per Option to Novus Capital Limited on the terms set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Novus Capital and/or by or on behalf of any person who is an associate of Novus Capital.

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

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

*“That, for the purpose of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 7,350,000 Options for nil cash consideration per Option to the persons noted in the explanatory notes for this Resolution on the terms set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who participated in the issue of Options the subject of this Resolution and/or by or on behalf of any person who is an associate of any such person.

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
  - it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
  - it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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**4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*“That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 18,043,000 Shares at an issue price of \$0.02 per Share to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum.”*

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

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*“That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 15,000,000 Shares at an issue price of \$0.02 per Share to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum.”*

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

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
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- it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

*“That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 14,309,176 Shares to Noble Investments Superannuation Fund Pty Ltd on the terms set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Noble Investments and/or by or on behalf of an associate of Noble Investments.

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
  - it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
  - it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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**7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*“That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 16,610,620 Shares at an issue price of \$0.02 per Share to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum.”*

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

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*“That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 115,870,963 Shares at an issue price of \$0.012 per Share to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum.”*

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

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

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
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- it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 9. RESOLUTION 9 - PROPOSED ISSUE OF OPTIONS

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

*"That, for the purpose of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 61,614,442 Options for nil cash consideration per Option to a number of sophisticated and professional investors on the terms set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit (except a benefit solely by reason of being a holder of Shares) as a result of, the proposed issue of Options the subject of this Resolution and/or by or on behalf of any person who is an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 9 if:

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
  - it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
  - it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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**10. RESOLUTION 10 - PROPOSED ISSUE OF OPTIONS**

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

*“That, for the purpose of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 10,000,000 Options for nil cash consideration per Option to Baker Young or its nominee on the terms set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Baker Young, or by any person who will obtain a material benefit (except a benefit solely by reason of being a holder of Shares) as a result of, the proposed issue of Options the subject of this Resolution and/or by or on behalf of any person who is an associate of any such person.

However, the Company need not disregard a vote cast in favour of Resolution 10 if:

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- it is cast by the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Dated: 6 March 2024**  
**By order of the Board**

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

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**EXPLANATORY MEMORANDUM**


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

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**1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES**

On 22 May 2023, the Company notified ASX that it had issued 11,199,665 Shares at \$0.02 per Share. These Shares were issued to Mr Peter Cooper, Mr Graham Craig, Mr Jacob Wilkinson and Mr Paul Wolfe with the funds raised from the issuance of these Shares used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.

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

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

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

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

If Resolution 1 is passed, the issue the subject of Resolution 1 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 19 May 2023).

If Resolution 1 is not passed, the issue the subject of Resolution 1 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 19 May 2023).

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

Listing Rule	Required Disclosure
7.5.1	The Company issued the Shares the subject of Resolution 1 to Mr Peter Cooper, Mr Graham Craig, Mr Jacob Wilkinson and Mr Paul Wolfe (none of whom are related parties or associates of related parties of the Company).

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Listing Rule	Required Disclosure
7.5.2	The Company issued a total of 11,199,665 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).
7.5.3	N/A
7.5.4	The Shares the subject of Resolution 1 were issued on 19 May 2023.
7.5.5	The Shares the subject of Resolution 1 were issued by the Company for \$0.02 per Share.
7.5.6	The Company raised a total of \$223,993 from the issuance of the Shares the subject of Resolution 1. These funds were used by the Company to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
7.5.7	N/A
7.5.8	Please refer to the voting exclusion statement set out in the Notice of Meeting.

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

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

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## 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

On 19 May 2023, the Company notified ASX that it had issued 13,550,000 Options in consideration for the broker services performed in relation to the rights issue announced to the market on 10 March 2023 (**Rights Issue**). These Options have an expiry date of 18 May 2026 and have an exercise price of \$0.03.

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

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If Resolution 2 is passed, the issue the subject of Resolution 2 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 18 May 2023).

If Resolution 2 is not passed, the issue the subject of Resolution 2 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 18 May 2023).

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

<b>Listing Rule</b>	<b>Required Disclosure</b>
<b>7.5.1</b>	The Company issued the Options the subject of Resolution 2 to Novus Capital Limited or its nominee ( <b>Novus Capital</b> ).
<b>7.5.2</b>	The Company issued a total of 13,550,000 Options with an expiry date of 18 May 2026 and have an exercise price of \$0.03.
<b>7.5.3</b>	Further detail in relation to the terms of these Options is set out in Schedule 1.
<b>7.5.4</b>	The Options the subject of Resolution 2 were issued on 18 May 2023.
<b>7.5.5</b>	As set out in the offer booklet for the Rights Issue, the Company agreed to grant Novus Capital up to 25,000,000 Options in consideration for its commitment to take up to \$1 million worth of any shortfall under the Rights Issue (with the actual number of Options to be issued by the Company dependent on the extent to which that \$1 million commitment was utilised).  The Options the subject of Resolution 2 were issued by the Company for nil cash consideration.
<b>7.5.6</b>	As noted above, the Options the subject of Resolution 2 were issued by the Company in consideration for the provision to the Company of the above noted broker services.
<b>7.5.7</b>	Pursuant to the terms of the commitment ( <b>Commitment</b> ), the Company agreed to pay Novus Capital a cash fee of \$20,000 plus an additional 2% of the value of any shortfall (up to \$1 million) placed by Novus Capital. In addition, the Company agreed to issue Novus Capital 1 Option for every 2 Shares issued to Novus Capital in reliance on its \$1 million shortfall commitment. The Commitment contains a number of representations and warranties by and undertakings from the Company in favour of Novus Capital that are considered standard for a commitment of this nature. Furthermore, the Company agreed to indemnify Novus Capital and its related bodies corporate against any losses incurred in connection with the Rights Issue.
<b>7.5.8</b>	Please refer to the voting exclusion statement set out in the Notice of Meeting.

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

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

### 3. RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF OPTIONS

On 9 June 2023, the Company notified ASX that it had issued 7,350,000 Options to Mail Enterprises Pty Ltd, Mr Ian Leete & Mrs Helen Leete, and JGS Consulting Pty Ltd in consideration for the reduction of debt. These Options have an expiry date of 12 May 2026 and have an exercise price of \$0.03.

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the issue the subject of Resolution 3 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 9 June 2023).

If Resolution 3 is not passed, the issue the subject of Resolution 3 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 9 June 2023).

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

Listing Rule	Required Disclosure
7.5.1	The Company issued the Options the subject of Resolution 3 to Mail Enterprises Pty Ltd, Mr Ian Leete & Mrs Helen Leete, and JGS Consulting Pty Ltd (none of whom are related parties or associates of related parties of the Company).
7.5.2	The Company issued a total of 7,350,000 Options with an expiry date of 12 May 2026 and have an exercise price of \$0.03.
7.5.3	Further detail in relation to the terms of these Options is set out in Schedule 1.

Listing Rule	Required Disclosure
7.5.4	The Options the subject of Resolution 3 were issued on 9 June 2023.
7.5.5	The Options the subject of Resolution 3 were issued by the Company in consideration for the reduction of approximately \$20,000 worth of debt owed by the Company to the recipients of the Options. These Options have an expiry date of 18 May 2026 and have an exercise price of \$0.03.
7.5.6	As noted above, the Options the subject of Resolution 3 were issued by the Company in consideration for the reduction of \$20,000 worth of debt owed by the Company to the recipients of the Options.
7.5.7	The Options the subject of Resolution 3 were not issued under or pursuant to an agreement.
7.5.8	Please refer to the voting exclusion statement set out in the Notice of Meeting.

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

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

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#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 9 June 2023, the Company notified ASX that it had issued 18,043,000 Shares at an issue price of \$0.02 per Share. These Shares were issued to a number of sophisticated and professional investors with the funds raised from the issuance of these Shares used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 4 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

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If Resolution 4 is passed, the issue the subject of Resolution 4 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 9 June 2023).

If Resolution 4 is not passed, the issue the subject of Resolution 4 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 9 June 2023).

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

<b>Listing Rule</b>	<b>Required Disclosure</b>
<b>7.5.1</b>	The Company issued the Shares the subject of Resolution 4 to a number of sophisticated and professional investors (none of whom are related parties or associates of related parties of the Company) who have previously expressed an interest in participating in placements conducted by the Company.  This was a non-brokered placement of Shares.
<b>7.5.2</b>	The Company issued a total of 18,043,000 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).
<b>7.5.3</b>	N/A
<b>7.5.4</b>	The Shares the subject of Resolution 4 were issued on 9 June 2023.
<b>7.5.5</b>	The Shares the subject of Resolution 4 were issued by the Company for \$0.02 per Share.
<b>7.5.6</b>	The Company raised a total of \$360,860 from the issuance of the Shares the subject of Resolution 4. These funds were used by the Company to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
<b>7.5.7</b>	N/A
<b>7.5.8</b>	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 4.

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

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## **5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES**

On 15 June 2023, the Company notified ASX that it had issued 15,000,000 Shares at an issue price of \$0.02 per Share. These Shares were issued to a number of sophisticated and professional investors with the funds raised from the issuance of these Shares used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 5 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue the subject of Resolution 5 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 15 June 2023).

If Resolution 5 is not passed, the issue the subject of Resolution 5 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 15 June 2023).

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

<b>Listing Rule</b>	<b>Required Disclosure</b>
<b>7.5.1</b>	The Company issued the Shares the subject of Resolution 5 to a number of sophisticated and professional investors (none of whom are related parties or associates of related parties of the Company) who have previously expressed an interest in participating in placements conducted by the Company.  This was a non-brokered placement of Shares.
<b>7.5.2</b>	The Company issued a total of 15,000,000 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).
<b>7.5.3</b>	N/A
<b>7.5.4</b>	The Shares the subject of Resolution 5 were issued on 15 June 2023.
<b>7.5.5</b>	The Shares the subject of Resolution 5 were issued by the Company for \$0.02 per Share.

Listing Rule	Required Disclosure
7.5.6	The Company raised a total of \$300,000 from the issuance of the Shares the subject of Resolution 5. These funds were used by the Company to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
7.5.7	N/A
7.5.8	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 5.

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

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## 6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 4 July 2023, the Company notified ASX that it had issued 14,309,176 Shares. These Shares were issued to Noble Investments Superannuation Fund Pty Ltd (**Noble Investments**) in exchange for Nobel Investments' holding of 15.1% of the shares in Southern Cross Exploration NL (**SXX**).

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 6 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue the subject of Resolution 6 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 29 June 2023).

If Resolution 6 is not passed, the issue the subject of Resolution 6 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 29 June 2023).

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

<b>Listing Rule</b>	<b>Required Disclosure</b>
<b>7.5.1</b>	The Company issued the Shares the subject of Resolution 6 to Noble Investments.
<b>7.5.2</b>	The Company issued a total of 14,309,176 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).
<b>7.5.3</b>	N/A
<b>7.5.4</b>	The Shares the subject of Resolution 6 were issued on 29 June 2023.
<b>7.5.5</b>	The Shares the subject of Resolution 6 were issued by the Company in consideration for Noble Investments' holding of 15.1% of the shares in SXX.
<b>7.5.6</b>	No funds were raised from the issue of Shares the subject of Resolution 6 (but rather the Shares were issued in consideration for the acquisition of Noble Investments' interest in SXX). SXX is unlisted public company. Please see <a href="http://www.sxxgroup.com">www.sxxgroup.com</a> for further information.
<b>7.5.7</b>	N/A
<b>7.5.8</b>	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 6.

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

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## **7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES**

On 11 January 2024, the Company notified ASX that it had issued 16,610,620 Shares at an issue price of \$0.01 per Share. These Shares were issued to a number of sophisticated and professional investors with the funds raised from the issuance of these Shares used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.

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

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

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

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The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue the subject of Resolution 7 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 11 January 2024).

If Resolution 7 is not passed, the issue the subject of Resolution 7 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 11 January 2024).

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

<b>Listing Rule</b>	<b>Required Disclosure</b>
<b>7.5.1</b>	The Company issued the Shares the subject of Resolution 7 to a number of sophisticated and professional investors (none of whom are related parties or associates of related parties of the Company). The recipients of these Shares were Mr Peter Cooper, Mr Graham Craig and JGS Consulting Pty Ltd.
<b>7.5.2</b>	The Company issued a total of 16,610,620 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).
<b>7.5.3</b>	N/A
<b>7.5.4</b>	The Shares the subject of Resolution 7 were issued on 11 January 2024.
<b>7.5.5</b>	The Shares the subject of Resolution 7 were issued by the Company for \$0.01 per Share.
<b>7.5.6</b>	The Company raised a total of \$166,106 from the issuance of the Shares the subject of Resolution 7. These funds were used by the Company to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
<b>7.5.7</b>	N/A
<b>7.5.8</b>	Please refer to the voting exclusion statement set out in the Notice of Meeting.

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

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

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**8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES**

On 21 February 2024, the Company announced that it had received firm commitments to issue a total of 123,228,883 Shares at an issue price of \$0.012 per Share. These Shares were issued to a number of sophisticated and professional investors (none of whom are related parties or associates of related parties of the Company).

Of the 123,228,883 Shares referred to above, 115,870,963 were issued out of the Company's then available Listing Rule 7.1 placement capacity and a further 7,357,920 Shares were issued out of the Company's then available Listing Rule 7.1A placement capacity. The issue of the shares the subject of Resolution 8 was intermediated by stockbroking house Baker Young Limited (**Baker Young**).

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

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

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To this end, Resolution 8 seeks Shareholder ratification of the issue the subject of this Resolution for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue the subject of Resolution 8 will be **excluded** from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 29 February 2024).

If Resolution 8 is not passed, the issue the subject of Resolution 8 will be **included** in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue (which was 28 February 2024).

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

Listing Rule	Required Disclosure
7.5.1	<p>The Company issued the Shares the subject of Resolution 8 to a number of sophisticated and professional investors each of whom were clients of stockbroking house Baker Young.</p> <p>The Company understands that Baker Young invited those of its clients who have previously expressed an interest in obtaining an equity exposure in a gold and rare earths exploration and project development company to participate in the capital raising the subject of Resolution 8.</p>
7.5.2	The Company issued a total of 115,870,963 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).
7.5.3	N/A
7.5.4	The Shares the subject of Resolution 8 were issued on 28 February 2024.
7.5.5	The Shares the subject of Resolution 8 were issued by the Company for \$0.012 per Share.
7.5.6	The Company raised a total of \$1,382,347 from the issuance of the Shares the subject of Resolution 8. These funds will be used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
7.5.7	The placement the subject of Resolution 8 was conducted pursuant to the terms of a mandate letter dated 19 February 2024 ( <b>Mandate Letter</b> ). Under the terms of the Mandate Letter, the Company agreed to pay Baker Young a cash fee of equivalent to 6% of the amount raised under the placement. In addition, the Company agreed to issue Baker Young or its nominee 10,000,000 Options (as to which, see Resolution 10). The Mandate Letter contains a number of representations and warranties by and undertakings from the Company in favour of Baker Young that are considered standard for an arrangement of this nature. Furthermore, the Company agreed to indemnify Baker Young and its related bodies corporate against any losses incurred in connection with the placement the subject of this Resolution 8.
7.5.8	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 8.

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

## 9. RESOLUTION 9 – PROPOSED ISSUE OF OPTIONS

On 21 February 2024, the Company announced to ASX that it had received firm commitments to issue a total of 123,228,883 new Shares to a number of sophisticated and professional investors. As part of this placement, the Company also agreed to grant these investors 61,614,442 Options, the terms of which are set out below.

The proposed issue of the 61,614,442 Options is subject to Shareholder approval under Listing Rule 7.1 because the Company utilised the majority of the Company's then available placement capacity under and in connection with the issuances the subject of Resolution 9.

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

Since the proposed issuance of the Options the subject of Resolution 9 does not fall within any of the exceptions to Listing Rule 7.1 (which are set out in Listing Rule 7.2) and because it exceeds the 15% limit in Listing Rule 7.1, Shareholder approval under Listing Rule 7.1 is required.

If Resolution 9 is passed, it will have the effect of enabling the subject of Resolution 9 to be excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period in ASX Listing Rule 7.1.

If Resolution 9 is not passed, the Company will still be able to proceed with the proposed issuance although that issuance will need to be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 61,614,442 Options for the purposes of Listing Rule 7.1. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required Disclosure
7.3.1	<p>The Company is proposing to issue the Options the subject of Resolution 9 to a number of sophisticated and professional investors (none of whom are related parties or associates of related parties of the Company) who participated in the February 2024 placement the subject of Resolution 8.</p> <p>The Company understands that Baker Young invited those of its clients who have previously expressed an interest in obtaining an equity exposure in a gold and rare earths exploration and project development company to participate in the capital raising the subject of Resolution 8.</p>

Listing Rule	Required Disclosure
7.3.2	The Company is proposing to issue 61,614,442 Options which will be exercisable at any time on or before the 3 <sup>rd</sup> anniversary of their date of issue at \$0.03.
7.3.3	Further detail in relation to the proposed terms of these Options is set out in Schedule 1.
7.3.4	While it is intended that the Options the subject of Resolution 9 will be issued as soon as possible after the Meeting, they will, nonetheless, be issued no later than 3 months after the date of the Meeting.
7.3.5	The Options the subject of Resolution 9 will be issued by the Company for nil cash consideration.
7.3.6	The proceeds received by the Company following the exercise of Options (if any) will be used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
7.3.7	N/A
7.3.8	N/A
7.3.9	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 9.

The Chair will cast all available proxies in favour of Resolution 9.

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## 10. RESOLUTION 10 – PROPOSED ISSUE OF OPTIONS

As noted in the explanatory notes for Resolution 8, the Company has agreed to issue Baker Young or its nominee 10,000,000 Options for its services in assisting the Company intermediate the placement the subject of that Resolution.

The proposed issue of the 10,000,000 Options is subject to Shareholder approval under Listing Rule 7.1 because the Company utilised the majority of the Company's then available placement capacity under and in connection with the issuances the subject of Resolution 8.

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

Since the proposed issuance of the Options the subject of Resolution 10 does not fall within any of the exceptions to Listing Rule 7.1 (which are set out in Listing Rule 7.2) and because it exceeds the 15% limit in Listing Rule 7.1, Shareholder approval under Listing Rule 7.1 is required.

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If Resolution 10 is passed, it will have the effect of enabling the subject of Resolution 9 to be excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period in ASX Listing Rule 7.1.

If Resolution 10 is not passed, the Company will still be able to proceed with the proposed issuance although that issuance will need to be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the date of issue.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 10,000,000 Options for the purposes of Listing Rule 7.1. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required Disclosure
7.3.1	The Company is proposing to issue the Options the subject of Resolution 10 to Baker Young or its nominee.
7.3.2	The Company is proposing to issue 10,000,000 Options which will be exercisable at any time on or before the 3 <sup>rd</sup> anniversary of their date of issue at \$0.03.
7.3.3	Further detail in relation to the proposed terms of these Options is set out in Schedule 1.
7.3.4	While it is intended that the Options the subject of Resolution 10 will be issued as soon as possible after the Meeting, they will, nonetheless, be issued no later than 3 months after the date of the Meeting.
7.3.5	The Options the subject of Resolution 10 will be issued by the Company for nil cash consideration.
7.3.6	<p>The Options are proposed to be issued as required by the terms of the Mandate Letter (i.e. in consideration for Baker Young's services in connection with the placement of shares and options the subject of Resolutions 8 and 9.</p> <p>The proceeds received by the Company following the exercise of Options (if any) will be used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.</p>
7.3.7	Under the terms of the Mandate Letter, the Company agreed to pay Baker Young a cash fee of equivalent to 6% of the amount raised under the placement. In addition, the Company agreed to issue Baker Young or its nominee 10,000,000 Options. The Mandate Letter contains a number of representations and warranties by and undertakings from the Company in favour of Baker Young that are considered standard for an arrangement of this nature.
7.3.8	N/A

Listing Rule	Required Disclosure
7.3.9	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 10.

The Chair will cast all available proxies in favour of Resolution 10.

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**GLOSSARY**

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**\$** means Australian dollars.

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

**Board** means the board of directors of the Company.

**Chair** means the chair of the Meeting.

**Company** means Dateline Resources Limited ACN 149 105 653.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Listing Rules** means the listing rules of ASX.

**Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means the notice of meeting accompanying the Explanatory Memorandum.

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

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the equity capital of the Company.

**Shareholder** means a registered holder of at least 1 Share.

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**SCHEDULE 1-TERMS AND CONDITIONS OF THE OPTIONS THE SUBJECT OF RESOLUTIONS 2, 3, 9 AND 10**


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The Options the subject of Resolutions 2, 3, 9 and 10 will entitle the holder to subscribe for one Share on the following terms and conditions:

<b>Term</b>	<b>Detail</b>
<b>Exercise</b>	Each Option confers on the holder the right, but not the obligation, to subscribe for one Share.
<b>Exercise Minimum</b>	The Options may only be exercised in multiples of at least 100,000 on each occasion.
<b>Exercise Notice</b>	<p>The holder of Options may exercise their Options by delivering to the Company, at any time on or before the Expiry Date:</p> <ul style="list-style-type: none"> <li>(a) a written notice of exercise specifying the number of Options being exercised; and</li> <li>(b) evidence of an electronic funds transfer having been made for the Exercise Price for each Option being exercised.</li> </ul>
<b>Issue of Shares</b>	Within 10 business days of the receipt of the Exercise Notice (accompanied by the Exercise Price per Option being exercised), the Company will issue the requisite number of Shares to the holder of the Options being exercised.
<b>ASX Listing Rules</b>	In the event of a reorganisation of the Company's share capital, the Options the subject of this Schedule will be reorganised in accordance with the requirements of the ASX Listing Rules.
<b>Quotation</b>	The Company will not apply for quotation of the Options on ASX. However, the Company will, within the time required by the Listing Rules, apply for quotation of any Shares issued following the exercise of Options.
<b>Participation in future issues</b>	An Option does not entitle its holder to participate in any new issue of securities in the Company unless the Option is exercised and Shares issued before the record date for determining entitlements to that new issue (if applicable).

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Term	Detail
<b>Pro Rata Issues</b>	If the Company makes a pro rata issue of Shares or other securities (except a bonus issue) to existing Shareholders and no Share has been issued in respect of the Option before the record date for determining entitlements to the proposed pro rata issue, the exercise price of each Option is to be reduced in accordance with the Listing Rules.
<b>Bonus Issues</b>	If the Company makes a bonus issue of Shares or other securities to its Shareholders and no Share has been issued in respect of the Option before the record date for determining entitlements to the proposed bonus issue, the number of Shares over which the Option is exercisable is increased by the number of Shares which the holder of the Options would have received had the holder exercised some or all of their Options before the relevant record date.
<b>Transfer</b>	The Options the subject of this Schedule are not transferable to any other person other than with the prior written consent of the Company.

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**APPOINTMENT OF PROXY FORM**


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

**GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws, as the proxy sees fit, at the Meeting to be held at 10:30am (Sydney time) on 5 April 2024 at the Offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW, and at any adjournment thereof.

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

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**Voting on business of the Meeting**

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>Resolution 1</b>	<b>Ratification of prior issue of Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	<b>Ratification of prior issue of Options</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	<b>Ratification of prior issue of Options</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	<b>Ratification of prior issue of Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	<b>Ratification of prior issue of Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b>	<b>Ratification of prior issue of Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b>	<b>Ratification of prior issue of Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 8</b>	<b>Ratification of prior issue of Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 9</b>	<b>Approval of proposed issue of Options</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 10</b>	<b>Approval of proposed issue of Options</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**Important for Resolutions 1 to 10 (inclusive):** If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1 to 10 (inclusive), the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1 to 10 (inclusive) (in any case, except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1 to 10 (inclusive) and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 0 (inclusive).

**If two proxies are being appointed, the proportion of voting rights this proxy represents is:** \_\_\_\_\_ %

**Signature of Shareholder(s):**

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail:**

YES  NO

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## Instructions for Completing “Appointment of Proxy” Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
  
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
  
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
  
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
  
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) hand to the Company at Level 29, 2 Chifley Square Street Sydney; or
  - (b) post to the Company, PO Box 178 Neutral Bay NSW 2089; or
  - (c) email to the Company at [info@datelineresources.com.au](mailto:info@datelineresources.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting (i.e. by 10:30am (Sydney time) on 3 April 2024.

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

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