
DATELINE RESOURCES LIMITED (COMPANY)

ACN 149 105 653

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10 am (Sydney time)

DATE: 30 November 2023

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

This Notice of Meeting should be read in its 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 Explanatory Statement) please contact the Company Secretary, Mr John Smith on +61 2 9375 2353.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 10 am (Sydney time) on 30 November 2023 at:

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

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7.00 pm (Sydney time) on 28 November 2023.

Voting in person

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

Voting by proxy

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

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

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

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 directed);
- 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 directed); 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 directed).

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

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

Proxies must be:

- lodged by posting them or delivering them by hand to the address specified below; or
- 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 am (Sydney time) on 28 November 2023).

Address: Dateline Resources Limited
Level 29, 2 Chifley Square
SYDNEY NSW 2000

Postal address: Dateline Resources Limited
Level 29, 2 Chifley Square
SYDNEY NSW 2000

Email address: info@datelineresources.com.au

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, Shareholder approval is given to adopt the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023."

Note: the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF MR GREGORY HALL

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

"That, for the purposes of clause 13.3 of the Constitution and for all other purposes, Mr Gregory Hall, a Director who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

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

5. RESOLUTION 4 – ISSUE OF SHARES TO MR GREGORY HALL

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes (including for the purposes of section 260C(4) of the Corporations Act), Shareholders approve the issue of 5,000,000 Shares under the Company's Employee Incentive Plan to Mr Gregory Hall, a Director, or his nominee, on the terms and subject to the conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – ISSUE OF SHARES TO MR ANTHONY FERGUSON

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes (including for the purposes of section 260C(4) of the Corporations Act), Shareholders approve the issue of 5,000,000 Shares under the Company’s Employee Incentive Plan to Mr Anthony Ferguson, a Director, or his nominee, on the terms and subject to the conditions set out in the Explanatory Statement.”

7. RESOLUTION 6 – ISSUE OF SHARES TO MR WILLIAM LANNEN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes (including for the purposes of section 260C(4) of the Corporations Act), Shareholders approve the issue of 5,000,000 Shares under the Company’s Employee Incentive Plan to Mr William Lannen, a Director, or his nominee, on the terms and subject to the conditions set out in the Explanatory Statement.”

8. RESOLUTION 7 – APPROVAL OF EMPLOYEE INCENTIVE PLAN

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

“That, for the purposes of Exception 13(b) of Listing Rule 7.2 and for all other purposes (including for the purposes of section 260C of the Corporations Act), Shareholders approve the adoption of the Company’s Employee Incentive Plan and the potential issue of up to 177, 088,567 Equity Securities under the Employee Incentive Plan, on the terms and subject to the conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – AMENDMENT TO CONSTITUTION (EMPLOYEE INCENTIVE PLAN)

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

“That, for the purposes of section 136 of the Corporations Act and for all other purposes, Shareholders approve the proposed amendments to the Constitution in the manner set out in Section 7.1 of the Explanatory Statement, with the proposed amendments to take effect from the conclusion of the Meeting.”

10. RESOLUTION 9 – AMENDMENT TO CONSTITUTION (VIRTUAL MEETINGS)

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

“That, for the purposes of section 136 of the Corporations Act and for all other purposes, Shareholders approve the proposed amendments to the Constitution in the manner set out in Section 8.1 of the Explanatory Statement, with the proposed amendments to take effect from the conclusion of the Meeting.”

11. RESOLUTION 10 – APPOINTMENT OF NEW EXTERNAL AUDITOR

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

“That, for the purposes of section 327B of the Corporations Act and for all other purposes, Shareholders approve the appointment of DFK Laurence Varney as the auditor of the Company and its controlled entities with that appointment to take effect from the conclusion of the Meeting.”

VOTING EXCLUSION STATEMENTS

The Company will disregard any votes cast on **Resolution 1** by or on behalf of:

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

However, a person (the **voter**) described above may cast a vote on Resolution 1 as proxy for a person who entitled to vote provided that either:

- the voter is appointed as proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- the voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on Resolution 1; and
 - expressly authorises the Chair to exercise the proxy as he sees fit even though Resolution 1 is connected directly or indirectly with the remuneration of members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report.

The Company will disregard any votes cast in favour of **Resolution 3** by or on behalf of:

- any person who is expected to participate in, or who might obtain a material benefit (except a benefit solely by reason of being a Shareholder) as a result of, the potential issue of Equity Securities the subject of Resolution 3; and
- an associate of any such person.

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard any votes cast in favour of **Resolutions 4 to 6** (inclusive) by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 and 10.14.3 who is eligible to participate in the Company's Employee Incentive Plan 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 any of Resolutions 4 to 6 (inclusive) by:

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

Furthermore, and in accordance with section 250BD of the Corporations Act, the Company will also disregard any votes cast on any of Resolutions 4 to 6 (inclusive) by a person appointed as proxy if the proxy is either:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and
the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the above voting prohibition does not apply if:

- the proxy is the Chair and the appointment appointing the Chair as proxy is made by a person who is entitled to vote on the relevant Resolution; and
- the appointment expressly authorises the Chair to exercise the proxy even though the relevant Resolution is connected directly or indirectly with the remuneration of members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report.

The Company will disregard any votes cast in favour of **Resolution 7** by or on behalf of any person who is eligible to participate in the Company's Employee Incentive Plan 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 7 by:

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

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders should note that there are no voting exclusions applicable to any of **Resolutions 2, 8, 9 or 10**.

Dated: 27 October 2023

By order of the Board

**John Smith
Company Secretary**

EXPLANATORY STATEMENT

This Explanatory Statement sets out the information which the Directors believe to be material to Shareholders in deciding whether to approve the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

Shareholders should read these documents carefully and raise any matters of interest with the Chair when this item is considered at the Meeting. No resolution is required to be moved in respect of this item of business. Shareholders may also submit a written question to be answered by the auditor provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company Secretary (who will pass all questions to the auditor) by no later than five business days before the Meeting.

The auditor will attend the Meeting and will answer written questions submitted prior to the Meeting.

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report which accompanies the annual financial report of the Company for the financial year ended 30 June 2023.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

2.2 Voting consequences

If at least 25% or more of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report in two consecutive annual general meetings, the listed company will be required (at that second annual general meeting) to put to shareholders a resolution proposing the calling of a general meeting at which all of the directors (other than the managing director) must stand for re-election (**Spill Resolution**).

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

All of the directors who were in office when the directors' report was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

2.3 Previous voting results

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

2.4 Proxy voting restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

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

you must direct your proxy how to vote on Resolution 1. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on Resolution 1.

- (b) If you appoint the Chair as your proxy (and since the Chair is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report):

you do not need to direct your proxy how to vote on Resolution 1. However, if you do not direct the Chair how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to cast the vote as he sees fit even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

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

you do not need to direct your proxy how to vote on Resolution 1, and you do not need to mark any further acknowledgement on the Proxy Form.

Given the personal interests of all Directors in the outcome of Resolution 1, the Board declines to make a recommendation to Shareholders regarding Resolution 1.

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

3. RESOLUTION 2 – RE-ELECTION OF MR GREGORY HALL

Mr Gregory Hall, a Director, will retire in accordance with clause 13.3 of the Constitution and, being eligible, seeks re-election as a Director.

Mr Gregory Hall is an exploration geologist with over 50 years' of experience. From 1988 to 2006, Mr Hall was employed by the Placer Dome group of companies, serving as Chief Geologist during the last 5 years of his tenure there. Over the course of his career, Mr Hall was also involved in the discoveries of Gold Fields' Granny Smith gold mine and Rio Tinto's Yandi iron ore mine.

Further information in relation to Mr Hall's experience and expertise is set out in the Company's annual report for the financial year ended 30 June 2023.

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

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

4. RESOLUTION 3 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

4.1 General

Listing Rule 7.1A provides that an “eligible entity” may seek shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital through placements in the 12 months following the entity’s annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the eligible entity’s “normal” 15% placement capacity under Listing Rule 7.1.

An eligible entity is one that, as at the date of the relevant annual general meeting:

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

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

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company’s fully paid ordinary securities on issue under the 10% Placement Capacity during the 12 month period following the Meeting, without subsequent Shareholder approval and without using any of the Company’s (15%) Listing Rule 7.1 placement capacity.

4.2 Listing Rule 7.1A

Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising the 10% Placement Capacity in addition to the eligible entity’s annual (15%) placement capacity under Listing Rule 7.1.

Listing Rule 7.1A.1 provides that Shareholder approval obtained under Listing Rule 7.1A for the 10% Placement Capacity applies for the period commencing on the date of the annual general meeting at which the approval is obtained and expiring on the first of the following to occur:

- the date which is 12 months after the date of the annual general meeting at which the approval is obtained; and
- the date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company’s activities) or Listing Rule 11.2 (disposal of the Company’s main undertaking).

Shareholder approval was first obtained under Listing Rule 7.1A at the Company’s annual general meeting on 29 November 2013 and the Company has obtained approval under that rule (including at the Company’s previous annual general meeting) on multiple occasions since that time.

In accordance with Listing Rule 7.1A.1, Shareholder approval, if it is given at the Meeting, is expected to expire on 30 November 2023. Accordingly, the Company is seeking Shareholder approval for the 10% Placement Capacity under Listing Rule 7.1A for the 12-month period following the Meeting, by way of Resolution 3.

The Equity Securities issued under Listing Rule 7.1A must be in the same class as an existing class of quoted Equity Securities. As at the date of this Explanatory Statement, the Company has only one class of quoted Equity Securities on issue, being the Shares (ASX Code: DTR).

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

(A x D) - E

Where:

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

4.3 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information set out below is provided in relation to Resolution 3.

Period approval valid

If Shareholders approve Resolution 3, the 10% Placement Capacity will be available to the Company from the date of the Meeting until the first of the following to occur:

- 12 months after the time and date of the Meeting (which will be 10am on 30 November 2024); and
- (if applicable) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

Minimum price

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

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 ASX trading days of the date referred to immediately above, the date on which the Equity Securities are issued.

Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity in order to raise funds for general working capital purposes, for exploration and development purposes in relation to its existing US-based gold and rare earths exploration and development assets, to pay (either in full or in part) the acquisition costs associated with any new assets or investments (including any expenses associated with any such acquisition).

Risk of voting dilution

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

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula in Listing Rule 7.1A.2 on the basis of the current market price of Shares and the number of Shares on issue as at the date of the Explanatory Statement.

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

Number of Shares on Issue	Issue Price (per share)	Dilution		
		\$0.005 50% decrease in Issue Price	\$0.010 Issue Price (current)	\$0.020 100% increase in Issue Price
885,442,837 (current Variable A)	Shares issued - 10% voting dilution	88,544,284	88,544,284	88,544,284
	Funds Raised	\$442,721	\$885,443	\$1,770,886
1,328,164,256 (50% increase in Variable A)	Shares issued - 10% voting dilution	132,816,426	132,816,426	132,816,426
	Funds Raised	\$664,082	\$1,328,164	\$2,656,329
1,770,885,674 (100% increase in Variable A)	Shares issued - 10% voting dilution	177,088,567	177,088,567	177,088,567
	Funds Raised	\$885,443	\$1,770,886	\$3,541,771

The number of Shares on issue (i.e. variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- The current variable A as at the date of this Explanatory Statement is 885,442,837 Shares.
- Shareholders should note that the Company is currently conducting a rights issue under which it may issue up to a further 885,442,837 Shares (**Rights Issue**).
- The issue price set out above is the issue price for new shares under the Rights Issue (i.e. 1c).
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The calculations set out above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own Shareholding depending on their specific financial circumstances.
- The table set out below does not show any dilution pursuant to any approvals contemplated in the Notice (noting, however, that if the Company raises half and all of the amount it is seeking under the Rights Issue, the Company will have the number of Shares on issue as shown in rows 2 and 3 above, respectively).

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Allocation under the 10% Placement Capacity

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

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

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

Previous approval under Listing Rule 7.1A

The Company last obtained approval under Listing Rule 7.1A on 29 November 2022 (i.e. at the Company's FY22 annual general meeting). For the purposes of Listing Rule 7.3A.6, the Company provides the following information:

- on 16 September 2023, the Company issued 33.33 million new Shares (equivalent to approximately 3.91% of the Company's issued equity capital as at 15 September 2023) under Listing Rule 7.1A to a number of sophisticated and professional investors, none of were related parties (or associates of related parties) of the Company. These new Shares were issued at \$0.021 per Share (equivalent to an approximately 0% discount to closing price of Shares (which was \$0.021) on the date immediately prior to the date on which the issue price was agreed by the Company).

In aggregate, the Company raised gross proceeds of \$699,999.99 from the issuance of 33,333,333 new Shares in accordance with Listing Rule 7.1A during the period after the Company's 2022 AGM.

These funds were used by the Company:

- to further gold and rare earths exploration activities at the Company's Colosseum Gold Project in California; and
- for general working capital (including to pay the costs of the above noted placements) purposes.

Of the approximately \$700,000 raised by the Company, the Company has spent approximately \$650,000.

The Company expects to utilise the remaining approximately \$50,000 raised under the above mentioned placement for general working capital purposes.

Listing Rule 14.1A

If Shareholders pass Resolution 3, the Company will be able to place additional Equity Securities (in the form of new Shares) in the Company up to the combined 25% limit allowed by Listing Rules 7.1 and 7.1A without being required to obtain any further Shareholder approvals.

If Shareholders do not pass Resolution 3, the Company will not be able to access the extra 10% Placement Capacity and will not be able to place new Equity Securities in the Company in excess of the 15% limit in Listing Rule 7.1 (i.e. unless that excess is placed in accordance with an exception to Listing Rule 7.1).

Shareholders should further note that the Company will comply with the requirements of Listing Rule 7.1A.4 in connection with any future issue of Equity Securities under Listing Rule 7.1A.

Voting exclusion

A voting exclusion statement is included in the Notice. As at the date of this Explanatory Statement, the Company has not invited any existing Shareholder (or any other investor) to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

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

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

5. RESOLUTIONS 4 TO 6 – ISSUE OF SHARES TO DIRECTORS

5.1 General

The Company has agreed, subject to receipt of Shareholder approval, to issue 5,000,000 Shares to each of Messrs Hall, Ferguson and Lannen (or their nominees) on the terms and subject to the conditions set out in the Company's employee incentive plan (**Employee Incentive Plan**) and as detailed in this Explanatory Statement.

The Employee Incentive Plan was adopted in 2020 to assist with the attraction, motivation and retention of senior employees and directors of the Company and its subsidiaries and to align the interests of those senior employees and directors of the Company and its subsidiaries with the interests of Shareholders.

Shareholders should note that the proposed issue of Shares to Mr Gregory Hall under Resolution 4 is subject to his re-election under Resolution 2.

5.2 Requirements of Listing Rule 10.14

Listing Rule 10.14 states that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme without the prior approval of shareholders by an ordinary resolution:

- 10.14.1: a director of the entity;
- 10.14.2: an associate of a director of the entity; or
- 10.14.3: a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The proposed grant of Shares to the relevant Directors falls within Listing Rule 10.14.1 (i.e. as each recipient is a "related party" of the Company) and therefore requires Shareholder approval under Listing Rule 10.14.

Resolutions 4 to 6 (inclusive) seek Shareholder approval of the proposed issues of Shares for the purposes of Listing Rule 10.14 (and, as set out below, for the purposes of section 260C(4) of the Corporations Act).

5.3 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 6 are approved, the Company will be permitted to issue the requisite number of Shares under the Employee Incentive Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

As approval pursuant to Listing Rule 7.1 is not required for the proposed issue of Shares (i.e. because approval is being sought under Listing Rule 10.14), the proposed issue of Shares will not (i.e. provided that Shareholders approval Resolutions 4 to 6) use up any of the Company's 15% annual placement capacity under that rule.

If any of Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the proposed issue of Shares to the relevant Director (or to any of the Directors the subject of Resolutions 4 to 6, as the case may be) and will have to consider other forms of remuneration for the relevant Director/s.

5.4 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolutions 4 to 6:

10.15.1	The Company is seeking Shareholder approval to the extent necessary to allow it to issue new Shares to each of Messrs Hall, Ferguson and Lannen.
10.15.2	Since each of Messrs Hall, Ferguson and Lannen are directors of the Company, they each trigger Listing Rule 10.14.1.
10.15.3	The Company is seeking Shareholder approval to the extent necessary to allow it to issue 5,000,000 (FPO) Shares to each of the above-named Directors under the Company's Employee Incentive Plan.
10.15.4	Each of the Directors the subject of Resolutions 4 to 6 is currently entitled to director's fees of \$45,000 per annum.
10.15.5	<p>Since its adoption in October 2020, the Company has issued 4,926,047 options to each of Messrs Hall and Ferguson and has issued 2,465,023 Shares to Mr Lannen in each case under the Employee Incentive Plan.</p> <p>While the options referred to above were issued for nil cash consideration, the Shares issued to Mr Lannen were issued for \$0.10 each (with the consideration payable funded by way of a non-recourse loan provided by the Company to Mr Lannen).</p>
10.15.6	The securities the subject of Resolutions 4 to 6 are fully paid ordinary shares in the Company.
10.15.7	Provided that Shareholders approve Resolutions 4 to 6, it is expected that the new Shares the subject of Resolutions 4 to 6 will be issued on or about 1 December 2023 and in any event, will be issued by no later than the date which is 36 months after the date of the Meeting.

10.15.8	The issue price for the Shares the subject of Resolutions 4 to 6 will be \$0.01 per new Share. As described Schedule 1, the total consideration payable by the relevant Director for the Shares the subject of the relevant Resolution will be funded by the Company by way of an unsecured loan.
10.15.9	A summary of the material terms of the Company's Employee Incentive Plan is set out in Schedule 1.
10.15.10	Please see Schedule 1 for the information required by Listing Rule 10.15.10.
10.15.11	<p>Details of any securities issued under the Employee Incentive Plan will be published in the Company's annual report for the period in which those securities were issued, along with a statement reminding Shareholders that the issue of the Shares the subject of Resolutions 4 to 6 was approved at the Meeting.</p> <p>Any additional persons covered by Listing Rule 10.14 who become eligible to participate in an issue of securities under the Employee Incentive Plan after Resolutions 4 to 6 are approved and who were not named in the Notice will not participate until Shareholder approval is obtained under that rule.</p>
10.15.12	Please see the Notice for the requisite voting exclusion statements.
Other	Voting on Resolutions 4 to 6 will be determined by a poll at the Meeting rather than by way of a show of hands.

5.5 Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person acquire shares in the company or a holding company of the company if:

- the giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- the assistance is approved by shareholders under section 260B of the Corporations Act; or
- the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to the prohibition against financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

As noted above and set out in Schedule 1, the terms of each proposed offer of Shares to the relevant Directors envisages the giving of financial assistance by the Company to the relevant Directors in the form of limited recourse loans to acquire the Shares.

Accordingly, and since the Board does not consider that the giving of financial benefit under the Employee Incentive Plan will materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors, Shareholder approval is also being sought under each of Resolutions 4 to 6 to the extent necessary to enable the Company to qualify for the employee share scheme exemption in section 260C(4) of the Corporations Act.

The Directors (excluding Messrs Hall, Ferguson and Lannen) recommended that Shareholders vote **FOR** Resolutions 4 to 6.

The Chair will cast all available proxies in favour of each of Resolutions 4 to 6.

6. RESOLUTION 7 – APPROVAL OF EMPLOYEE INCENTIVE PLAN

6.1 General

Broadly speaking, and subject to a 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 securities it had on issue at the start of that period.

Exception 13(b) of Listing Rule 7.2 however allows a listed company to issue securities to persons not caught by Listing Rule 10.14 (and without reducing its 15% Listing Rule 7.1 placement capacity) if, within 3 years before the proposed issue, the listed company received shareholder approval for the relevant scheme (and, technically, for an issue of securities under the scheme) and the notice of meeting in which that approval was sought, includes:

- a summary of the scheme;
- the number of securities issued under the scheme since the date of the last approval under Exception 13(b) of Listing Rule 7.2;
- the maximum number of securities proposed to be issued under the scheme following the approval; and
- a voting exclusion statement.

Accordingly, as the Company expects that it may in the future (although it has not yet made any decision in this regard) wish to issue incentive securities under the Employee Incentive Plan to Participants who are not related parties or associates of related parties of the Company (and because it does not wish for any such issues to reduce its then available Listing Rule 7.1 placement capacity), the Company considers it prudent to seek Shareholder approval of the Employee Incentive Plan and the potential issue of up to 177,088,567 Equity Securities for the purposes of Exception 13(b) of Listing Rule 7.2.

6.2 Technical information required by Exception 13(b) of Listing Rule 7.2

As noted above, and in order for the Company to avail itself of Exception 13(b) of Listing Rule 7.2, the Company is seeking Shareholder approval of the Employee Incentive Plan (and the potential issue of up to 177,088,567 Equity Securities under that plan) to the extent necessary to permit it to issue up to that number of Equity Securities under the Employee Incentive Plan without reducing its then available Listing Rule 7.1 placement capacity. In support of this Resolution 7, the Company notes that:

- a summary of the Employee Incentive Plan is set out in Schedule 1;
- the number of securities issued under the plan since the date of the last approval was 2,465,023 (which securities were Shares that were issued to Mr Lannen, as disclosed above);
- while no decision in this regard has been made, the Company is seeking approval to issue up to a total of 177,088,567¹ Equity Securities under the Employee Incentive Plan; and
- a voting exclusion statement is set out in the Notice.

Furthermore, Shareholders should note that:

- no Equity Securities will be issued pursuant to this approval to persons caught

¹177,088,567 is equivalent to 10% of the Company's issued share capital (i.e. of 1,770,885,674) assuming that the Rights Issue is either fully subscribed for or that the Company is able to issue all of any shortfall that remains on completion of the Rights issue (i.e. as it is permitted to do under Exception 3 of Listing Rule 7.2). See also the Explanatory Statement in respect of Resolution 8.

by any of Listing Rules 10.14.1 to 10.14.3 (or their associates);

- if Shareholder approval is not obtained, any issue of Equity Securities to non-related party Participants will reduce the Company's Listing Rule 7.1 placement capacity; and
- (if Shareholder approval is obtained) the benefit of Exception 13(b) of Listing Rule 7.2 will cease on the earlier of 3 years from the date of the Meeting and the date on which the Company makes any materially changes the terms of the Employee Incentive Plan.

6.3 Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person acquire shares in the company or a holding company of the company if:

- the giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- the assistance is approved by shareholders under section 260B of the Corporations Act; or
- the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to the prohibition against financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

As noted above and set out in Schedule 1, the Company's Employee Incentive Plan contemplates the potential provision of non-recourse loans in connection with (i.e. to facilitate the acquisition of) an offer of Shares to a relevant Participant. Accordingly, and since the Board does not consider that the giving of financial benefit under the Employee Incentive Plan in this manner will materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors, Shareholder approval is also being sought under Resolution 7 to the extent necessary to enable the Company to qualify for the employee share scheme exemption in section 260C(4) of the Corporations Act.

The Directors recommended that Shareholders vote **FOR** Resolution 7.

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

7. RESOLUTION 8 – AMENDMENT TO CONSTITUTION (EMPLOYEE INCENTIVE PLAN)

7.1 General

The *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022*, which received royal assent on 31 March 2022 (and which came into effect on 1 October 2022), introduces a new Division 1A into Part 7.12 of the Corporations Act in relation to offers of securities under employee share schemes (**ESOP Act**).

The ESOP Act, which replaces the former ASIC Class Order regime, provides regulatory relief from the securities disclosure, licensing, advertising, anti-hawking and on-sale requirements in the Corporations Act which would otherwise apply to the making offers of securities under the Employee Incentive Plan.

In order to rely on the ESOP Act, and therefore in order to be entitled to issue securities without disclosure to eligible participants under the Employee Incentive Plan, the Company will need to comply with the requirements in the ESOP Act in relation to the manner in which offers are made and to ensure that any such offer, or aggregate of offers made, do not result in the Company issuing more securities than is permitted by the ESOP Act (**Issue Cap**).

The Issue Cap is the maximum percentage of the Company's share capital that it is permitted to issue over a 3-year period under the Employee Incentive Plan. Under the previous ASIC Class Order regime, the Issue Cap was fixed at 5%. Under the new ESOP

Act, the Company must not issue more securities (as a percentage of the Company's issued capital) than is specified in the Constitution or, if no percentage is specified, 5% of its issued capital.

This means that the Company has the ability to increase the percentage of its share capital that it is permitted to issue under the Employee Incentive Plan, from the default position of 5%, by specifying the Issue Cap in the Constitution. As a consequence, and to enhance the Company's ability to incentivise eligible Participants under the Employee Incentive Plan, the Company proposes to include an Issue Cap of 10% in the Constitution.

Accordingly, the Company is proposing to amend its Constitution by inserting a new clause 22.6(d), which reads as follows:

"For the purposes of section 1100V of Division 1A of Part 7.12 of the Corporations Act, the issue cap percentage for the Company is 10%."

The ESOP Act also broadens the classes of person who are eligible to participate in the Employee Incentive Plan. These additional classes include any service providers to the Company, and certain related persons to the primary participant, including a family member, or a corporation or trust controlled by the primary participant.

As a result, the Company is proposing to broaden the class of persons who may participate in the Employee Incentive Plan, so as to avoid unnecessarily excluding a category of persons that the Board may, in the future, wish to make an offer of securities to either in recognition of their service to the Company or to incentivise them.

Accordingly, the Company is proposing to amend its Constitution by amending clauses 22.6(a) and 22.6(b) as shown below. These amendments are shown in the image below (noting that anything in red represents newly inserted text, and anything with a strikethrough indicates deleted text):

22.6 Share incentive plans

- (a) The Board may establish share incentive plans on the terms that they decide, under which securities of the Company (or of a related body corporate) are issued to, or held for the benefit of, any Directors (including non-executive Directors) or senior executives of the Company, ~~or any employees or~~ contractors~~service providers~~ of the Company (or of a related body corporate) or certain related persons of the primary participant, being any person defined as a related person by section 1100L(1)(b) of the Corporations Act.
- (b) Subject to the discretion of the Board, the rules of the share incentive plan and applicable Law, securities may be issued to or held for the benefit of a nominee with which a Director, senior executive, employee, ~~or contractor~~service provider or related person of the primary participant is associated.
- ~~(c)~~ The Board may amend, suspend or terminate a share incentive plan at any time.
- ~~(d)~~ For the purposes of section 1100V of Division 1A of Part 7.12 of the Corporations Act, the issue cap percentage for the Company is 10%.

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders.

Therefore, Resolution 8 is a special resolution that can only be passed if at least 75% of the votes cast by Shareholders entitled to vote on Resolution 8 are in favour of it.

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

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

8. RESOLUTION 9 – AMENDMENT TO CONSTITUTION (VIRTUAL MEETINGS)

8.1 General

The Board of the Company wishes to further amend its existing Constitution so that the Company has the option to hold virtual general meetings using technology that gives Shareholders as a whole a reasonable opportunity to participate.

Accordingly, the Company is proposing to delete existing clause 12.23² in its entirety and replaces it with the following:

- (a) *Subject to the Corporations Act, the Listing Rules and any applicable law, a general meeting may be held:*
 - (i) *at one or more venues using any technology that gives Members as a whole a reasonable opportunity to participate;*
 - (ii) *virtually and in-person at one or more venues using any technology that gives Members as a whole a reasonable opportunity to participate; or*
 - (iii) *virtually only using any technology that gives Members as a whole a reasonable opportunity to participate.*
- (b) *If, before or during a general meeting of Members, any technical difficulty occurs such that the Members, as a whole, do not have a reasonable opportunity to participate, the Chairperson of the meeting may:*
 - (i) *adjourn the meeting until the technical difficulty is resolved; or*
 - (ii) *where a quorum remains present (either at the place at which the Chairperson of the meeting is in attendance or by technology contemplated by this clause 12.23) and able to participate, subject to the Corporations Act, continue the meeting (in which case no Member may object to the meeting being held or continuing).*

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders.

Therefore, Resolution 9 is a special resolution that can only be passed if at least 75% of the votes cast by Shareholders entitled to vote on Resolution 9 are in favour of it.

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

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

8.2 Additional note in relation to Resolutions 8 and 9

Prior to the Meeting, a copy of the amended Constitution will be available for review by Shareholders at the Company's registered office during normal business hours. A copy of the amended Constitution can also be sent to Shareholders upon a request being made to the Company Secretary at info@datelineresources.com.au.

A complete signed copy of the amended Constitution will be tabled at the Meeting.

9. RESOLUTION 10 – APPOINTMENT OF EXTERNAL AUDITOR

9.1 General

On 15 February 2023, the Company announced to ASX that due to the audit rotation provisions contained in Part 2M.4 (and in particular, section 324A) of the Corporations

² Existing clause 12.23 simply provides that "The Company may hold a general meeting at 2 or more venues using any technology that gives Members a reasonable opportunity to participate."

Act, the Company appointed DFK Laurence Varney (with Mr Faizal Ajmat as Managing Partner) as auditor of the Company and its controlled entities.

The appointment of DFK Laurence Varney comes after the conclusion of HLB Mann Judd's role as auditor of the Company and its controlled entities. HLB Mann Judd (with Mr Mark Muller as Managing Partner) commenced auditing the Company's accounts in December 2015.

In accordance with section 327C of the Corporations Act, DFK Laurence Varney is entitled to hold office, subject to the requirements of the Corporations Act, until the conclusion of the Meeting, unless Shareholders approve DFK Laurence Varney's appointment as auditor (in which case, it may continue to act as auditor).

The fees payable to DFK Laurence Varney for the annual audit services are not expected to exceed approximately \$50,000 (excluding GST), per annum.

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

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

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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

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

Company means Dateline Resources Limited ACN 149 105 653.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Proxy Form means the proxy form accompanying the Explanatory Statement.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the financial year ended 30 June 2023.

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

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

Shareholder means a registered holder of a Share.

SCHEDULE 1

Background

The Company adopted the Employee Incentive Plan in October 2020.

The Employee Incentive Plan enables the Board, from time to time and in its absolute discretion, to make offers of securities (such as Shares, options or performance rights) in the Company to any employee, consultant or Director (including any prospective employee, consultant or director) of the Company (**Participant**).

The offer of securities to a Participant under the Employee Incentive Plan may be made subject to any vesting, performance or other condition the Board determines appropriate. The first issuances/grants of securities under the Plan were approved by Shareholders at the Company's 2020 annual general meeting held on 4 December 2020³.

The plan also allows the Company to issue Shares to Participants, with the consideration payable for those Shares funded by a limited recourse loan provided by the Company. In this light, and in order to encourage further Share ownership by the Directors, the Company has offered each Messrs Hall, Ferguson and Lannen separate loans (each, a **Loan**) to fund the total cost of their award.

The material terms of each Loan to be provided to the relevant Directors are as follows:

Loan Amount	The amount to be lent by the Company to Messrs Hall, Ferguson and Lannen is \$50,000 (i.e. 5,000,000 multiplied by \$0.01) each.
Outstanding Amount	The Loan Amount less any repayments that have been made by or on behalf of any of Messrs Hall, Ferguson and Lannen in respect of their Loans.
Interest Rate	8.3% (however, if a Director is in material breach of the terms of their Loan, their Loan will accrue interest the Default Interest Rate.
Repayment Date	The earlier of: <ul style="list-style-type: none">• 3 months from the date the Director ceases to be a Director or ceases to be employed by the Company; and• the date which is 2 days after the date on which the Director sells the Shares the subject of the Loan.
Repayment Amount	<p>If the Director is not a "bad leaver" (as that term is defined in the Loan agreement), the Director may:</p> <ul style="list-style-type: none">• offer, in consideration for the cancellation/extinguishment by the Company of the Outstanding Amount, the Shares the subject of the Loan back to the Company and the Company and the Director must do all things necessary to cancel those Shares in accordance with the Corporations Act or transfer those Shares to a third party buyer; or• repay the Outstanding Amount. <p>If the Director is a "bad leaver" (as that term is defined Loan agreement), the Director must repay the Outstanding Amount.</p>

³ Please see the Company's meeting documents in relation to the Company's 2020 annual general meeting given to ASX on 30 October 2020 for further detail.

Sale or Transfer

The Director is not permitted to sell, transfer or otherwise deal in the Shares the subject of their Loan without the Company's consent.

Security

Each Loan is unsecured (although the Company may apply a holding lock to the Shares the subject of each Loan in its discretion).

Default Interest Rate

The rate set by the NSW Government for the purposes of section 101 of the *Civil Procedure Act 2005* (NSW)

APPOINTMENT OF PROXY FORM

ANNUAL GENERAL MEETING

I/We	
------	--

of	
----	--

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

Name

--

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

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10 am (Sydney time) on 30 November 2023 at The Offices of K&L Gates, Level 31 1 O'Connell Street, Sydney NSW, and at any adjournment thereof.

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

Voting on business of the Annual General Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Gregory Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Mr Gregory Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Mr Anthony Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Mr William Lannen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Amendment to Constitution (Employee Incentive Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Amendment to Constitution (Virtual Meetings)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Appointment of External Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Important for Resolutions 1 and 4 to 6, If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1 and 4 to 6 and 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 and 4 to 6 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 1 and 4 to 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 any of Resolutions 1 and 4 to 6 and your votes will not be counted in calculating the required majority if a poll is called on any of these Resolutions.

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

Signature of Shareholder(s):**Individual or Shareholder 1**

--

Sole Director/Company Secretary

Shareholder 2

--

Director

Shareholder 3

--

Director/Company Secretary

Date: _____**Contact name:** _____**Contact ph (daytime):** _____**E-mail address:** _____**Consent for contact by e-mail:** YES NO

Instructions for Completing 'Appointment of Proxy' Form

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

so that it is received not less than 48 hours prior to commencement of the Meeting (i.e. 10 am (Sydney time) on 28 November 2023).

Proxy Forms received later than this time will be invalid.