
DATELINE RESOURCES LIMITED (COMPANY)
ACN 149 105 653
NOTICE OF GENERAL MEETING

TIME: 10am (Sydney time)
DATE: 7 October 2022
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 Mark Ohlsson on 0400 801 814.

CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Memorandum (explaining the proposed Resolutions)	12
Glossary	33
Schedule 1	34
Proxy Form	Attached

IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 10am (Sydney time) on Friday, 7 October 2022 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 Shareholders as at 7pm (Sydney time) on Wednesday, 5 October 2022.

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 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 member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

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;
- the appointed proxy is not the chair of the meeting;
- 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;
- 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 10am (Sydney time) on Wednesday, 5 October 2022).

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

BUSINESS OF THE MEETING

AGENDA

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 purpose of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 2,200,000 Shares at an issue price of \$0.11 per Share 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 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 any person who is an associate of any such person.

However, the Company need not disregard a vote on Resolution 1 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – 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 purpose of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 2,918,644 Shares for nil cash consideration per Share 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 2 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 any person who is an associate of any such person.

However, the Company need not disregard a vote on Resolution 2 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
 - it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 7,200,000 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 on Resolution 3 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – 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 5,000,000 Options for nil cash consideration per Option to Spinrite 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 4 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 on Resolution 4 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – 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 2,000,000 Options for nil cash consideration per Option to G Kenline 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 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 on Resolution 5 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 6 – 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 1,000,000 Options for nil cash consideration per Option to LN Consulting 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 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 on Resolution 6 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 7 – 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 2,000,000 Options for nil cash consideration per Option to Minewater LLC 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 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 on Resolution 7 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
 - it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
-

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 purpose of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 43,361,119 Shares at an issue price of \$0.10 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 any person who is an associate of any such person.

However, the Company need not disregard a vote on Resolution 8 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 9 – PROPOSED 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 purpose of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 18,395,706 Shares at an issue price of \$0.10 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 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 Shares 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 on Resolution 9 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
 - it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 15,625,000 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 10 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 on Resolution 10 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. RESOLUTION 11 - 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 10,937,500 Options for nil cash consideration per Option to Novus Capital (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 11 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 on Resolution 11 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. RESOLUTION 12 - PROPOSED ISSUE OF SHARES AND OPTIONS TO MR JOHNSON

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 10.11 (and for all other purposes), Shareholders approve the issue to Mr Mark Johnson, the Company's Non-Executive Chairman, or his nominee, of 2,000,000 Shares at \$0.10 per Share and 500,000 Options for nil cash consideration in each case on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any vote cast in favour of Resolution 12 by or on behalf of Mr Mark Johnson and by or on behalf of 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 issue of the Shares 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 on Resolution 12 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
 - it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
-

13. RESOLUTION 13 - PROPOSED ISSUE OF SHARES AND OPTIONS TO MR FERGUSON

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 10.11 (and for all other purposes), Shareholders approve the issue to Mr Tony Ferguson, a Director, or his nominee, of 2,000,000 Shares at \$0.10 per Share and 500,000 Options for nil cash consideration in each case on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any vote cast in favour of Resolution 13 by or on behalf of Mr Tony Ferguson and by or on behalf of 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 issue of the Shares 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 on Resolution 13 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

14. RESOLUTION 14 - PROPOSED ISSUE OF SHARES TO SOUTHERN CROSS

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 10.11 (and for all other purposes), Shareholders approve the issue to Southern Cross, a substantial holder of Shares, or its nominee, of 6,650,000 Shares at \$0.10 per Share on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any vote cast in favour of Resolution 14 by or on behalf of Southern Cross and by or on behalf of 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 issue of the Shares 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 on Resolution 14 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
 - it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 7 September 2022

By order of the Board

Mr Mark Ohlsson
Company Secretary

EXPLANATORY MEMORANDUM

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.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 26 April 2022, the Company announced to ASX that it had issued 2,200,000 Shares at \$0.11 per Share. These Shares were issued to JGS Consulting, Hanian Investments and Delta Gamma Future with the funds raised by the Company 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 14 April 2022).

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 14 April 2022).

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 JGS Consulting Pty Ltd, Hanian Investments Pty Ltd and Delta Gamma Future.
7.5.2	The Company issued a total of 2,200,000 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue).

Listing Rule	Required Disclosure
7.5.3	N/A
7.5.4	The Shares the subject of Resolution 1 were issued on 14 April 2022.
7.5.5	The Shares the subject of Resolution 1 were issued by the Company for \$0.11 per Share.
7.5.6	The Company raised a total of \$242,000 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 26 April 2022, the Company announced to ASX that it had issued 2,918,644 Shares in consideration for services rendered (i.e. rather than for cash consideration). These Shares were issued to Abundant Water Wells, A Mariano, M Bren, J Theil and C Fletcher (in each case, at a notional price of \$0.118 per Share) following the provision by these persons of services related to the Company's US exploration and mine development activities.

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.

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 14 April 2022).

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 14 April 2022).

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 2 to Abundant Water Wells, A Mariano, M Bren, J Theil and C Fletcher.
7.5.2	The Company issued a total of 2,918,644 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 2 were issued on 14 April 2022.
7.5.5	The Shares the subject of Resolution 2 were issued by the Company in consideration for services rendered in relation to the Company's US exploration and mine development activities. The Shares the subject of Resolution 2 were issued by the Company for nil cash consideration.
7.5.6	N/A
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 2.

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

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

On 27 April 2022, the Company announced to ASX that it had granted 7,200,000 Options in consideration for the provision of \$600,000 (in aggregate) in working capital loans by Rimoyne, Mail Enterprises, John Wardman & Associates and I Leete (i.e. these Options were granted for nil cash consideration). These Options have an expiry date of 27 April 2024 and have an exercise price of \$0.11.

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 27 April 2022).

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 27 April 2022).

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 Rimoyne Pty Ltd, Mail Enterprises Pty Ltd, John Wardman & Associates Pty Ltd and I Leete.
7.5.2	The Company issued a total of 7,200,000 Options with an expiry date of 27 April 2024 and have an exercise price of \$0.11.
7.5.3	Further detail in relation to the terms of these Options is set out in Schedule 1.
7.5.4	The Options the subject of Resolution 3 were issued on 27 April 2022.
7.5.5	The Options the subject of Resolution 3 were issued by the Company in consideration for the provision of \$600,000 (in aggregate) of working capital loans to the Company. The Options the subject of Resolution 3 were issued by the Company for nil cash consideration.
7.5.6	As noted above, the Options the subject of Resolution 3 were issued by the Company in consideration for the provision to the Company of the above noted working capital loans.
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 available proxies in favour of Resolution 3.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

On 6 July 2022, the Company announced to ASX that it had granted 5,000,000 Options in consideration for the provision of a \$500,000 working capital loan by Spinite Pty Ltd (i.e. these Options were granted for nil cash consideration). These Options have an expiry date of 30 June 2024 and have an exercise price of \$0.10.

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.

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 30 June 2022).

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 30 June 2022).

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 4 to Spinite Pty Ltd.
7.5.2	The Company issued a total of 5,000,000 Options with an expiry date of 30 June 2024 and have an exercise price of \$0.10.
7.5.3	Further detail in relation to the terms of these Options is set out in Schedule 1.
7.5.4	The Options the subject of Resolution 4 were issued on 30 June 2022.
7.5.5	The Options the subject of Resolution 4 were issued by the Company in consideration for the provision of a working capital loan.

Listing Rule	Required Disclosure
	The Options the subject of Resolution 4 were issued by the Company for nil cash consideration.
7.5.6	As noted above, the Options the subject of Resolution 4 were issued by the Company in consideration for the provision to the Company of the above noted working capital loan.
7.5.7	The Options the subject of Resolution 4 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 4.

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

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

On 6 July 2022, the Company announced to ASX that it had granted 2,000,000 Options in consideration for services rendered by G Kenline (i.e. these Options were granted for nil cash consideration). These Options have an expiry date of 30 June 2024 and have an exercise price of \$0.20.

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 30 June 2022).

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 30 June 2022).

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 5 to G Kenline.
7.5.2	The Company issued a total of 2,000,000 Options with an expiry date of 30 June 2024 and have an exercise price of \$0.20.
7.5.3	Further detail in relation to the terms of these Options is set out in Schedule 1.
7.5.4	The Options the subject of Resolution 5 were issued on 30 June 2022.
7.5.5	The Options the subject of Resolution 5 were issued by the Company in consideration for services rendered in relation to the Company's US exploration and mine development activities. The Options the subject of Resolution 5 were issued by the Company for nil cash consideration.
7.5.6	As noted above, the Options the subject of Resolution 5 were issued by the Company in consideration for the provision to the Company of the above noted services (i.e. by the recipient of the Options).
7.5.7	The Options the subject of Resolution 5 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 5.

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

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

On 6 July 2022, the Company announced to ASX that it had granted 1,000,000 Options in consideration for services rendered by LN Consulting (i.e. these Options were granted for nil cash consideration). These Options have an expiry date of 30 June 2024 and have an exercise price of \$0.15.

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 30 June 2022).

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 30 June 2022).

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 6 to LN Consulting.
7.5.2	The Company issued a total of 1,000,000 Options with an expiry date of 30 June 2024 and have an exercise price of \$0.15.
7.5.3	Further detail in relation to the terms of these Options is set out in Schedule 1.
7.5.4	The Options the subject of Resolution 6 were issued on 30 June 2022.
7.5.5	The Options the subject of Resolution 6 were issued by the Company in consideration for services rendered in relation to the Company's US exploration and mine development activities. The Options the subject of Resolution 6 were issued by the Company for nil cash consideration.
7.5.6	As noted above, the Options the subject of Resolution 6 were issued by the Company in consideration for the provision to the Company of the above noted services (i.e. by the recipient of the Options).
7.5.7	The Options the subject of Resolution 6 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 6.

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

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

On 6 July 2022, the Company announced to ASX that it had granted 2,000,000 Options in consideration for services rendered by Minewater LLC (i.e. these Options were granted for nil cash consideration). These Options have an expiry date of 30 June 2024 and have an exercise price of \$0.13.

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 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 30 June 2022).

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 30 June 2022).

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 7 to Minewater LLC.
7.5.2	The Company issued a total of 2,000,000 Options with an expiry date of 30 June 2024 and have an exercise price of \$0.13.
7.5.3	Further detail in relation to the terms of these Options is set out in Schedule 1.
7.5.4	The Options the subject of Resolution 7 were issued on 30 June 2022.
7.5.5	The Options the subject of Resolution 7 were issued by the Company in consideration for services rendered in relation to the Company's US exploration and mine development activities.

Listing Rule	Required Disclosure
	The Options the subject of Resolution 7 were issued by the Company for nil cash consideration.
7.5.6	As noted above, the Options the subject of Resolution 7 were issued by the Company in consideration for the provision to the Company of the above noted services (i.e. by the recipient of the Options).
7.5.7	The Options the subject of Resolution 7 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 7.

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

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 19 August 2022, the Company announced to ASX that it had received firm commitments to issue a total of 62,500,000 Shares to a number of sophisticated and professional investors. As part of this placement, the Company also agreed to grant these investors 15,625,000 Options, the terms of which are set out below.

Of the 62,500,000 Shares referred to above, 43,361,119 were issued out of the Company's then available Listing Rule 7.1 placement capacity at \$0.10 per Share. A further 743,175 Shares were issued out of the Company's then available Listing Rule 7.1A placement capacity (also) at \$0.10 per Share.

The proposed issue of the remaining 18,395,706 Shares, as well as the proposed issue of 15,625,000 Options, are subject to Shareholder approval under Listing Rule 7.1.

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

- 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 effectively uses up part of the 15% limit in Listing Rule 7.1, 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 26 August 2022).

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 26 August 2022).

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 8 to a number of sophisticated and professional investors each of whom were either clients of Novus Capital Pty Ltd (Novus Capital) ¹ or were existing investors in the Company. In arranging the transaction the subject of Resolution 8, Novus Capital identified those of its clients it believed were seeking an exposure to precious and rare earth exploration companies and who are likely to be supportive long-term investors in the Company.
7.5.2	The Company issued a total of 43,361,119 fully paid ordinary shares (each of which ranked equally with all other Shares on issue at the time of their issue) under the placement of Shares referred to above.
7.5.3	N/A
7.5.4	The Shares the subject of Resolution 8 were issued on 26 August 2022.
7.5.5	The Shares the subject of Resolution 8 were issued by the Company for \$0.10 per Share.
7.5.6	The Company raised a total of approximately \$4.34 million from the issuance of the Shares the subject of Resolution 8. As noted above, the funds raised by the Company 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.
7.5.7	N/A

¹ The Company paid Novus Capital a fee of 6% of the amount raised from new investors introduced to the Company for managing the placement referred to in this Resolution and has also agreed to issue Novus Capital with 10,937,500 Options (as to which, see the explanatory notes for Resolution 11).

Listing Rule	Required Disclosure
7.5.8	Please refer to the voting exclusion statement set out in the Notice of Meeting.
Other	If Shareholders do not approve Resolution 8, the Company's available placement capacity will be reduced by 43,361,119 Shares for 12 months from the date of issue.

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 SHARES

On 19 August 2022, the Company announced to ASX that it had received firm commitments to issue a total of 62,500,000 Shares to a number of sophisticated and professional investors. As part of this placement, the Company also agreed to grant these investors 15,625,000 Options, the terms of which are set out below.

Of the 62,500,000 Shares referred to above, 43,361,119 were issued out of the Company's then available Listing Rule 7.1 placement capacity at \$0.10 per Share. A further 743,175 Shares were issued out of the Company's then available Listing Rule 7.1A placement capacity at \$0.10 per Share.

The proposed issue of the remaining 18,395,706 Shares, as well as the proposed issue of 15,625,000 Options, are subject to Shareholder approval under Listing Rule 7.1.

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

- 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.

Since the proposed issuance of the Shares 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 Shares proposed to be issued in order to complete the placement referred to above 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 18,395,706 Shares to clients of Novus Capital 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 Shares the subject of Resolution 9 to a number of sophisticated and professional investors each of whom are clients of Novus Capital. In arranging the transaction the subject of Resolution 9, Novus Capital identified those of its clients it believed were seeking an exposure to precious and rare earth exploration companies and who are likely to be supportive long-term investors in the Company.
7.3.2	The Company is proposing to issue 18,395,706 fully paid ordinary shares (each of which will rank equally with all other Shares on issue at the time of their issue).
7.3.3	N/A
7.3.4	While it is intended that the Shares 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 Shares the subject of Resolution 9 will be issued by the Company for \$0.10 per Share.
7.3.6	The Company will receive a total of approximately \$1.84 million from the issuance of the Shares the subject of Resolution 9. As noted above, the funds raised by the Company 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.
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.

10. RESOLUTION 10 – PROPOSED ISSUE OF OPTIONS

On 19 August 2022, the Company announced to ASX that it had received firm commitments to issue a total of 62,500,000 Shares to a number of sophisticated and professional investors. As part of this placement, the Company also agreed to grant these investors 15,625,000 Options, the terms of which are set out below.

Of the 62,500,000 Shares referred to above, 43,361,119 were issued out of the Company's then available Listing Rule 7.1 placement capacity at \$0.10 per Share. A further 743,175 Shares were issued out of the Company's then available Listing Rule 7.1A placement capacity at \$0.10 per Share.

The proposed issue of the remaining 18,395,706 Shares, as well as the proposed issue of 15,625,000 Options, are subject to Shareholder approval under Listing Rule 7.1.

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

- 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.

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.

If Resolution 10 is passed, it will have the effect of enabling the Options proposed to be issued in order to complete the placement referred to above 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 15,625,000 Options to clients of Novus Capital 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 a number of sophisticated and professional investors each of whom are clients of Novus Capital. In arranging the transaction the subject of Resolution 10, Novus Capital identified those of its clients it believed were seeking an exposure to precious and rare earth exploration companies and who are likely to be supportive long-term investors in the Company.
7.3.2	The Company is proposing to issue 15,625,000 Options which will be exercisable at any time on or before the 3rd anniversary of their date of issue at \$0.135.

Listing Rule	Required Disclosure
7.3.3	Further detail in relation to the 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	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 10.

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

11. RESOLUTION 11 – PROPOSED ISSUE OF OPTIONS

On 19 August 2022, the Company announced to ASX that it had received firm commitments to issue a total of 62,500,000 Shares to a number of sophisticated and professional investors. As part of this placement, the Company also agreed to grant Novus Capital 10,937,500 Options, the terms of which are set out below.

The proposed issue of the 10,937,500 Options is subject to Shareholder approval under Listing Rule 7.1 because the Company utilised all of the Company's then available placement capacity under and in connection with the issuances the subject of Resolutions 8, 9 and 10.

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

- 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.

Since the proposed issuance of the Options the subject of Resolution 11 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 11 is passed, it will have the effect of enabling the Options proposed to be issued to Novus Capital (or its nominee) 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 11 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 10,937,500 Options to Novus Capital 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 11 to Novus Capital in consideration for Novus Capital managing and arranging the issuances the subject of Resolutions 8, 9 and 10. This issuance is in addition to the 6% fee the Company agreed to pay Novus Capital for managing and arranging the issuances the subject of Resolutions 8, 9 and 10.
7.3.2	The Company is proposing to issue 10,937,500 Options which will be exercisable at any time on or before the 3 rd anniversary of their date of issue at \$0.135.
7.3.3	Further detail in relation to the terms of these Options is set out in Schedule 1.
7.3.4	While it is intended that the Options the subject of Resolution 11 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 11 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 11.

The Chair will cast all available proxies in favour of Resolution 11.

12. RESOLUTION 12 - PROPOSED ISSUE OF SHARES AND OPTIONS TO MR MARK JOHNSON

Pursuant to Resolution 12, Shareholder approval is being sought for the proposed issue of 2,000,000 Shares and 500,000 Options to Mr Mark Johnson, the Company's Non-Executive Chairman.

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- **LR 10.11.1**: a related party;
- **LR 10.11.2**: a person who is, or was at any time in the 6 months before the issue or agreement, a "substantial (30%+)" holder in the company;
- **LR 10.11.3**: a person who is, or was at any time in the 6 months before the issue or agreement, a "substantial (10%+)" holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 10.11.5**: a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Since Mr Johnson is a person to whom Listing Rule 10.11.1 applies and because the proposed issuance the subject of Resolution 12 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 12 is passed, it will have the effect of allowing the Company to issue 2,000,000 Shares at \$0.10 per Share and 500,000 Options for nil cash consideration to Mr Johnson. If Resolution 12 is not passed, the Company will not be able to proceed with the proposed issuance of Shares and Options the subject of Resolution 12.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 2,000,000 Shares and 500,000 Options to Mr Johnson for the purposes of Listing Rule 10.11. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 12 to the extent necessary to issue Shares and Options to Mr Johnson, the Company's Non-Executive Chairman.
10.13.2	Since Mr Johnson is a Director of the Company, he enlivens Listing Rule 10.11.1 (i.e. he is a "related party" (as the term is defined in the Corporations Act) of the Company).

Listing Rule	Required Disclosure
10.13.3	The Company is seeking Shareholder approval pursuant to Resolution 12 to the extent necessary to issue 2,000,000 Shares and 500,000 Option to Mr Johnson.
10.13.4	Each Option which will be exercisable at any time on or before the 3 rd anniversary of their date of issue at \$0.135. Further detail in relation to the terms of these Options is set out in Schedule 1.
10.13.5	It is expected that the Shares and Options the subject of Resolution 12 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 12 will be issued for \$0.10 per Share. The Options will be granted for nil cash consideration.
10.13.7	The proceeds received by the Company following the issue of Shares to Mr Johnson will be used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
10.13.8	N/A
10.13.9	N/A
10.13.10	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors (other than Mr Johnson) unanimously recommend that Shareholders vote **FOR** Resolution 12.

The Chair will cast all available proxies in favour of Resolution 12.

13. RESOLUTION 13 - PROPOSED ISSUE OF SHARES AND OPTIONS TO MR FERGUSON

Pursuant to Resolution 13, Shareholder approval is being sought for the proposed issue of 2,000,000 Shares and 500,000 Options to Mr Tony Ferguson, a Non-Executive Director of the Company.

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- **LR 10.11.1**: a related party;
 - **LR 10.11.2**: a person who is, or was at any time in the 6 months before the issue or agreement, a "substantial (30%+)" holder in the company;
 - **LR 10.11.3**: a person who is, or was at any time in the 6 months before the issue or agreement, a "substantial (10%+)" holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
 - **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
-

- **LR 10.11.5:** a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Since Mr Ferguson is a person to whom Listing Rule 10.11.1 applies and because the proposed issuance the subject of Resolution 13 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 13 is passed, it will have the effect of allowing the Company to issue 2,000,000 Shares at \$0.10 per Share and 500,000 Options for nil cash consideration to Mr Ferguson. If Resolution 13 is not passed, the Company will not be able to proceed with the proposed issuance of Shares and Options the subject of Resolution 13.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 2,000,000 Shares and 500,000 Options to Mr Ferguson for the purposes of Listing Rule 10.11. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 13 to the extent necessary to issue Shares and Options to Mr Ferguson, a Non-Executive Director of the Company.
10.13.2	Since Mr Ferguson is a Director of the Company, he enlivens Listing Rule 10.11.1 (i.e. he is a "related party" (as the term is defined in the Corporations Act) of the Company).
10.13.3	The Company is seeking Shareholder approval pursuant to Resolution 13 to the extent necessary to issue 2,000,000 Shares and 500,000 Options to Mr Ferguson.
10.13.4	Each Option which will be exercisable at any time on or before the 3 rd anniversary of their date of issue at \$0.135 Further detail in relation to the terms of these Options is set out in Schedule 1.
10.13.5	It is expected that the Shares and Options the subject of Resolution 13 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 13 will be issued for \$0.10 per Share. The Options will be granted for nil cash consideration
10.13.7	The proceeds received by the Company following the issue of Shares to Mr Ferguson will be used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
10.13.8	N/A
10.13.9	N/A

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

The Directors (other than Mr Ferguson) unanimously recommend that Shareholders vote **FOR** Resolution 13.

The Chair will cast all available proxies in favour of Resolution 13.

14. RESOLUTION 14 - PROPOSED ISSUE OF SHARES TO SOUTHERN CROSS

Pursuant to Resolution 14, Shareholder approval is being sought for the proposed issue of 6,650,000 Shares to Southern Cross Exploration NL (**Southern Cross**), a "substantial" (as that word is defined in Listing Rule 10.11.3) holder of Shares in the Company.

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- **LR 10.11.1**: a related party;
- **LR 10.11.2**: a person who is, or was at any time in the 6 months before the issue or agreement, a "substantial (30%+)" holder in the company;
- **LR 10.11.3**: a person who is, or was at any time in the 6 months before the issue or agreement, a "substantial (10%+)" holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- **LR 10.11.4**: an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 10.11.5**: a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Since Southern Cross is a person to whom Listing Rule 10.11.3 applies and because the proposed issuance the subject of Resolution 14 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 14 is passed, it will have the effect of allowing the Company to issue 6,650,000 Shares to Southern Cross at \$0.10 per Share. If Resolution 14 is not passed, the Company will not be able to proceed with the proposed issuance of Shares the subject of Resolution 14.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 6,650,000 Shares to Southern Cross for the purposes of Listing Rule 10.11. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required Disclosure
10.13.1	The Company is seeking Shareholder approval pursuant to Resolution 14 to the extent necessary to issue Shares to Southern Cross, a substantial holder of the Company's shares.
10.13.2	Since Southern Cross is a holder of approximately 18% of the Shares, and because Mr Baghdadi (a Director) is also a director and substantial shareholder of Southern Cross, it enlivens Listing Rule 10.11.3.
10.13.3	The Company is seeking Shareholder approval pursuant to Resolution 14 to the extent necessary to issue 6,650,000 Shares to Southern Cross.
10.13.4	N/A
10.13.5	It is expected that the Shares the subject of Resolution 14 will be issued shortly after the Meeting, and in any event, will be issued by no later than 1 month after the date of the Meeting.
10.13.6	The new Shares the subject of Resolution 14 will be issued for \$0.10 per Share.
10.13.7	The proceeds received by the Company following the issue of Shares to Southern Cross will be used to continue to advance the Company's exploration and development projects in the United States and for general working capital purposes.
10.13.8	N/A
10.13.9	N/A
10.13.10	Please refer to the voting exclusion statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 14.

The Chair will cast all available proxies in favour of Resolution 14.

GLOSSARY

\$ 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.

SCHEDULE 1 - TERMS AND CONDITIONS OF THE OPTIONS THE SUBJECT OF RESOLUTIONS 3, 4, 5, 6, 7, 10, 11, 12 AND 13

The Options the subject of Resolutions 3, 4, 5, 6, 7, 10, 11 and 12 will entitle the holder to subscribe for one Share on the following terms and conditions:

Term	Detail
Exercise	Each Option confers on the holder the right, but not the obligation, to subscribe for one Share.
Exercise Minimum	The Options may only be exercised in multiples of at least 100,000 on each occasion.
Exercise Notice	The holder of Options may exercise their Options by delivering to the Company, at any time on or before the Expiry Date: (a) a written notice of exercise specifying the number of Options being exercised; and (b) evidence of an electronic funds transfer having been made for the Exercise Price for each Option being exercised.
Issue of Shares	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.
ASX Listing Rules	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.
Quotation	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.
Participation in future issues	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).
Pro Rata Issues	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.

Term	Detail
Bonus Issues	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.
Transfer	The Options the subject of this Schedule are not transferable to any other person other than with the prior written consent of the Company.

APPOINTMENT OF PROXY FORM

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 am (Sydney time), on 7 October 2022 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 Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of prior issue of Shares	☐	☐	☐
Resolution 2	Ratification of prior issue of Shares	☐	☐	☐
Resolution 3	Ratification of prior issue of Options	☐	☐	☐
Resolution 4	Ratification of prior issue of Options	☐	☐	☐
Resolution 5	Ratification of prior issue of Options	☐	☐	☐
Resolution 6	Ratification of prior issue of Options	☐	☐	☐
Resolution 7	Ratification of prior issue of Options	☐	☐	☐
Resolution 8	Ratification of prior issue of Shares	☐	☐	☐
Resolution 9	Approval of proposed issue of Shares	☐	☐	☐
Resolution 10	Approval of proposed issue of Options	☐	☐	☐
Resolution 11	Approval of proposed issue of Options	☐	☐	☐
Resolution 12	Approval of proposed issue of Shares and Options	☐	☐	☐
Resolution 13	Approval of proposed issue of Shares and Options	☐	☐	☐
Resolution 14	Approval of proposed issue of Shares	☐	☐	☐

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 12 (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 12 (inclusive) and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 12 (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 ☐

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,

so that it is received not less than 48 hours prior to commencement of the Meeting (i.e. by 10am (Sydney time) on 5 October 2022).

Proxy Forms received later than this time will be invalid.
