

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

TIME: 10.30 am (Sydney time)
DATE: 4 December 2020
PLACE: The Offices of K&L Gates
Level 31, 1 O'Connell Street
Sydney NSW 2000

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr John Smith on +61 2 9375 2353.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 10.30 am (Sydney time) on 4 December 2020 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 at 7.00 pm (Sydney time) on 2 December 2020.

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 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 directed); and
- 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; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

Proxies must be:

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

not later than 48 hours before the Meeting (i.e. not later than 10:45 am (Sydney time) on 2 December 2020).

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

Postal address: Dateline Resources Limited
PO Box 553
SOUTH HURSTVILLE NSW 2221

Fax number: +61 2 8231 6487

Email address: info@datelineresources.com.au

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given to adopt the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020.”

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

Voting Exclusion Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MARK 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 clause 13.2 of the Constitution and for all other purposes, Mr Mark Johnson, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 - GRANT OF OPTIONS TO MR MARK 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 ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant to Mr Mark Johnson, a Director, or his nominee, of 123,151,171 Options under the Company's Employee Incentive Plan, on the terms set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of any person who is eligible to participate in the Company's Employee Incentive Plan and by any of their associates. However, the Company need not disregard a vote on this Resolution 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 4 - GRANT OF OPTIONS TO MR STEPHEN BAGHDADI

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant to Mr Stephen Baghdadi, a Director, or his nominee, of 123,151,171 Options under the Company's Employee Incentive Plan, on the terms set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of any person who is eligible to participate in the Company's Employee Incentive Plan and by any of their associates. However, the Company need not disregard a vote on this Resolution 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 5 - GRANT OF OPTIONS TO MR GREGORY HALL

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant to Mr Gregory Hall, a Director, or his nominee, of 123,151,171 Options under the Company's Employee Incentive Plan, on the terms set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of any person who is eligible to participate in the Company's Employee Incentive Plan and by any of their associates. However, the Company need not disregard a vote on this Resolution 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 6 - GRANT OF OPTIONS TO MR TONY 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 ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant to Mr Tony Ferguson, a Director, or his nominee, of 123,151,171 Options under the Company's Employee Incentive Plan, on the terms set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any person who is eligible to participate in the Company's Employee Incentive Plan and any of their associates. However, the Company need not disregard a vote on this Resolution 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 person 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 7 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

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

Voting Exclusion: The Company will disregard any votes cast on this Resolution by:

- any person who is expected participate in, or who will obtain a material benefit as a result of, the proposed issue of securities (except a benefit solely by reason of being a holder of Shares); or
- an associate of those persons.

However, the Company will not disregard a vote 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; or
- 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: 21 October 2020

By order of the Board

Mr John Smith
Company Secretary

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

If at least 25% or more of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report in two consecutive annual general meetings, the Company will be required (at that second annual general meeting) to put to Shareholders a resolution proposing the calling of an extraordinary general meeting at which all of the Directors (other than the Managing Director) must go up for re-election (**Spill Resolution**).

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

All of the Directors who were in office when the Directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

2.3 Previous voting results

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

2.4 Proxy voting restrictions

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

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

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

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

You do not need to direct your proxy how to vote on this Resolution. However, if you do **not** direct the Chair how to vote, you **must** mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his or her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

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

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MARK JOHNSON

Mr Mark Johnson will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

Mr Johnson has served as a Director since 24 April 2013 and was last re-elected at the Company's 2018 AGM held on 30 November 2018.

Mr Johnson has worked in banking and corporate finance for more than 40 years. He retired as Deputy Chairman of Macquarie Bank in mid-2007 and now divides his time between work in the private and public sectors.

Mr Johnson is a senior adviser to Gresham Partners, the Chairman of Alinta Energy Ltd and from 2003 to 2013 was one of the three Australian members of the APEC Business Advisory Council.

Mr Johnson intends to vote any undirected proxies held by him in favour of Resolution 2.

The Directors (other than Mr Johnson) unanimously recommend that Shareholders vote **FOR** this Resolution 2.

4. RESOLUTION 3 - GRANT OF OPTIONS TO MR MARK JOHNSON

In October 2020, the Company adopted a new employee incentive plan (**Employee Incentive Plan**) pursuant to which it proposes to grant Awards to key employees, executives and Directors to incentivise them and to seek to ensure that their interests are sensibly and appropriately aligned with those of the Shareholders.

A summary of the Company's new Employee Incentive Plan is attached to this Explanatory Statement at Schedule 2.

Pursuant to this Resolution 3, Shareholder approval is being sought for the grant by the Company of 123,151,171 Options to Mr Mark Johnson, the Company's Non-Executive Chairman, under and in accordance with the terms of the Employee Incentive Plan and in the manner set out in this Explanatory Statement.

The specific disclosures required by ASX Listing Rule 10.15 in relation to this Resolution 3 are attached to this Explanatory Statement at Schedule 1.

The Chair intends to vote any undirected proxies held by him in favour of Resolution 3.

The Directors (other than Mr Johnson) unanimously recommend that Shareholders vote **FOR** this Resolution 3.

5. RESOLUTION 4 - GRANT OF OPTIONS TO MR STEPHEN BAGHDADI

Pursuant to this Resolution 4, Shareholder approval is being sought for the grant by the Company of 123,151,171 Options to Mr Stephen Baghdad, the Company's Managing Director, under and in accordance with the terms of the Employee Incentive Plan and in the manner set out in this Explanatory Statement.

The specific disclosures required by ASX Listing Rule 10.15 in relation to this Resolution 4 are attached to this Explanatory Statement at Schedule 1.

The Chair intends to vote any undirected proxies held by him in favour of Resolution 4.

The Directors (other than Mr Baghdadi) unanimously recommend that Shareholders vote **FOR** this Resolution 4.

6. RESOLUTION 5 - GRANT OF OPTIONS TO MR GREGORY HALL

Pursuant to this Resolution 5, Shareholder approval is being sought for the grant by the Company of 123,151,171 Options to Mr Gregory Hall, a Director of the Company, under and in accordance with the terms of the Employee Incentive Plan and in the manner set out in this Explanatory Statement.

The specific disclosures required by ASX Listing Rule 10.15 in relation to this Resolution 5 are attached to this Explanatory Statement at Schedule 1.

The Chair intends to vote any undirected proxies held by him in favour of Resolution 5.

The Directors (other than Mr Hall) unanimously recommend that Shareholders vote **FOR** this Resolution 5.

7. RESOLUTION 6 - GRANT OF OPTIONS TO MR TONY FERGUSON

Pursuant to this Resolution 6, Shareholder approval is being sought for the grant by the Company of 123,151,171 Options to Mr Tony Ferguson, a Director of the Company, under and in accordance with the terms of the Employee Incentive Plan and in the manner set out in this Explanatory Statement.

The specific disclosures required by ASX Listing Rule 10.15 in relation to this Resolution 6 are attached to this Explanatory Statement at Schedule 1.

The Chair intends to vote any undirected proxies held by him in favour of Resolution 6.

The Directors (other than Mr Ferguson) unanimously recommend that Shareholders vote **FOR** this Resolution 6.

8. RESOLUTION 7 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

8.1 General

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

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

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

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

The effect of Resolution 7 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Company is seeking shareholder approval of Resolution 7 by way of a special resolution. A special resolution is one which requires at least 75% of votes cast on that resolution to be in favour of that resolution in order for it to be passed.

8.2 ASX Listing Rule 7.1A

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

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

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

Shareholder approval was first obtained under ASX Listing Rule 7.1A at the Company's Annual General Meeting on 29 November 2013 and was subsequently re-approved at each Annual General Meeting held since then (including at the Company's 2019 AGM held on 14 November 2019). In accordance with ASX Listing Rule 7.1A.1, this Shareholder approval obtained at the Company's 2019 AGM will expire 4 December 2020. Accordingly, the Company is seeking Shareholder approval for the 10% Placement Capacity under ASX Listing Rule 7.1A for the 12-month period following this Meeting, by way of Resolution 7.

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

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

$$(A \times D) - E$$

Where:

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

8.3 Technical Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

(a) Minimum Price

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

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph 6.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(c) Risk of voting dilution

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

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

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

Number of Shares on Issue	Issue Price (per share)	Dilution		
		\$0.002 50% decrease in Issue Price	\$0.003 Issue Price (current)	\$0.006 100% increase in Issue Price
8,210,078,076 (current Variable A)	Shares issued - 10% voting dilution	821,007,808	821,007,808	821,007,808
	Funds Raised	\$1,231,512	\$2,463,023	\$4,926,047
12,315,117,114 (50% increase in Variable A)	Shares issued - 10% voting dilution	1,231,511,711	1,231,511,711	1,231,511,711
	Funds Raised	\$1,847,268	\$3,694,535	\$7,389,070
16,420,156,152 (100% increase in Variable A)	Shares issued - 10% voting dilution	1,642,015,615	1,642,015,615	1,642,015,615
	Funds Raised	\$2,463,023	\$4,926,047	\$9,852,094

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

The table above uses the following assumptions:

1. The current variable A as at the date of this Notice is 8,210,078,076 Shares.
2. The issue price set out above is the closing price of the shares on ASX as at the date of this Notice.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

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

(d) Purpose of Issue under 10% Placement Capacity

Funds raised pursuant to an issue of Equity Securities under the Company's ASX Listing Rule 7.1A Placement Capacity may be used (i) to fund the Company's gold exploration business, (ii) to fund an acquisition of new assets or investments (including any expenses associated with any such acquisition) and (iii) for general working capital purposes.

(e) Allocation under the 10% Placement Capacity

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

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

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

(f) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval under ASX Listing Rule 7.1A on 14 November 2019.

For the purposes of ASX Listing Rule 7.3A.6, the Company notes that no Shares were issued in the past twelve months under ASX Listing Rule 7.1A.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rules 3.10.5A for release to the market.

(h) Voting exclusion

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

The Directors unanimously recommended that Shareholders vote **FOR** this Resolution 7. The Chair will cast all available proxies in favour of Resolution 7.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Dateline Resources Limited (ACN 149 105 653).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the financial year ended 30 June 2020.

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

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

Shareholder means a registered holder of a Share.

APPOINTMENT OF PROXY FORM

DATELINE RESOURCES LIMITED
ACN 149 105 653

ANNUAL GENERAL MEETING

I/We

of:

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

Name:

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

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:45 am (Sydney time), on 4 December 2020 at The Offices of K&L Gates, Level 31 1 O'Connell Street, Sydney NSW, and at any adjournment thereof.

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

Voting on business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Mark Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of grant of Options to Mr Mark Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of grant of Options to Mr Stephen Baghdadi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of grant of Options to Mr Gregory Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of grant of Options to Mr Tony Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of additional placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Important for Resolution 1, If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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

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 553 South Hurstville NSW 2221 ; or
 - (c) email to the Company at info@datelineresources.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting (i.e. 10:45 am (Sydney time) on 2 December 2020).

Proxy Forms received later than this time will be invalid.

Schedule 1 - Information Required by Listing Rule 10.15

The information set out below is provided in relation to each of Resolutions 3, 4, 5 and 6:

ASX Listing Rule	Required Disclosure
10.15.1	<p>The Company is seeking Shareholder approval pursuant to the following Resolutions to the extent necessary to grant Options to each of the following persons:</p> <ul style="list-style-type: none"> • Resolution 3 - Mr Mark Johnson; • Resolution 4 - Mr Stephen Baghdadi; • Resolution 5 - Mr Gregory Hall; and • Resolution 6 - Mr Tony Ferguson
10.15.2	<p>Since each of Messrs Johnson, Baghdadi, Hall and Ferguson are Directors of the Company, they each enliven ASX Listing Rule 10.11.1 (ie they are each a "related party" (as that term is defined in the Corporations Act) of the Company)</p>
10.15.3	<p>The Company is seeking Shareholder approval pursuant to the following resolutions to the extent necessary to grant the following number of Options to the following persons:</p> <ul style="list-style-type: none"> • Resolution 3 - 123,151,171 Options to be granted to Mr Johnson • Resolution 4 - 123,151,171 Options to be granted to Mr Baghdadi • Resolution 5 - 123,151,171 Options to be granted to Mr Hall • Resolution 6 - 123,151,171 Options to be granted to Mr Ferguson
10.15.4	<p>None of the Directors referred to above (other than Mr Baghdadi (as to which, see below)) have received Director's fees from the Company since the date of their appointment to the Board.</p> <p>Mr Baghdadi's current total remuneration package (including superannuation) is \$180,000 per annum. There is no "at risk" component to Mr Baghdadi's remuneration package.</p> <p>For further information in relation to the remuneration arrangements of the above referred Directors can be found in the remuneration section of the Company's 2020 annual report.</p>
10.15.5	<p>Since the Employee Incentive Plan has only just been adopted by the Company, there have not been any previous grants made by the Company under the Employee Incentive Plan.</p>
10.15.6	<p>While the Options will be granted as soon as practicable following the Meeting, the Options proposed to be granted to each of Messrs Johnson, Baghdadi, Hall and Ferguson will vest (ie they will become capable of exercise) in three separate tranches subject to the satisfaction of the following three performance/vesting hurdles:</p> <ol style="list-style-type: none"> 1. one third of the Options granted to each of the above named Directors will vest immediately following the commencement of production by the Company (or any of its subsidiaries) of ore at the rate of 30,000 tonnes per annum;

ASX Listing Rule	Required Disclosure
	<p>2. an additional one third of the Options granted to each of the above named directors will vest immediately following the Company reporting that its proven JORC reserve has increased to 60,000 tonnes of gold bearing ore; and</p> <p>3. the remaining one third of the Options granted to each of the above named Directors will vest immediately following the commencement of production by the Company (or any of its subsidiaries) of ore at the rate of 60,000 tonnes per annum.</p> <p>Subject to the achievement of the above referred performance hurdles, no amount is payable by a Director in order to exercise their Options. The expiry date for the Options referred to above is 5pm (Sydney time) on 3rd anniversary of the grant date.</p> <p>The Company has chosen to grant Options to each of the Company's Directors as it believes such grants are a cost-effective means of incentivising each of these Directors and further align their interests with those of all Shareholders.</p> <p>The value of each award of Options the subject of Resolutions 3, 4, 5 and 6 is estimated to be \$116,849.16¹ (based on the Black & Scholes Option Pricing Model²). This valuation assumes that the performance/vesting hurdles in relation to each of the 3 tranches have been achieved.</p>
10.15.7	The Options the subject of Resolutions 3, 4, 5 and 6 will be granted by the Company by no later than 31 December 2020.
10.15.8	The Options the subject of Resolutions 3, 4, 5 and 6 will be granted by the Company to each recipient for nil consideration.
10.15.9	A summary of the material terms of the Employee Incentive Plan (which was adopted by the Company in October 2020) is attached to this Explanatory Statement at Schedule 2.
10.15.10	N/A
10.15.11	<p>Shareholders should note that the details of any securities issued under the Company's Employee Incentive Plan (including the securities the subject of Resolutions 3 to 6 (inclusive)) will be published in the Company's annual report for the period in which the securities were issued, along with a statement reminding Shareholders that the securities issued to Messrs Johnson, Baghdadi, Hall and Ferguson were approved at the Meeting.</p> <p>Furthermore, any additional persons who may be covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of securities under the Company's Employee Incentive Plan after the passage of Resolutions 3, 4, 5 and 6 and who were not named in this Notice of Meeting will not participate in the Company's Employee</p>

¹ This equates to approximately \$0.0009 per option.

² This calculation also assumes (i) that all options are issued on 4 December 2020, (ii) a 60-day VWAP of \$0.002 for DTR's quoted ordinary shares and (iii) an expiry date of 4 December 2023.

ASX Listing Rule	Required Disclosure
	Incentive Plan until approval is obtained under that rule at a future general meeting or future AGM.
10.15.12	Voting exclusion statements in relation to each of Resolutions 3, 4, 5 and 6 are included beneath each Resolution set out in the Notice of Meeting that accompanies this Explanatory Statement.
Additional information	<p>Issues under employee incentive schemes, such as the Company's new Employee Incentive Plan, are taken into account for the purposes of the 15% limit in ASX Listing Rule 7.1, unless an issue of securities under the employee incentive scheme (or the employee incentive scheme itself) has been approved by the company's shareholders within the preceding three years. Accordingly, if Shareholders pass any of Resolutions 3 to 6 (inclusive), any future issuances of Equity Securities under the Employee Incentive Plan (including the issue of securities the subject of this Resolutions 3 to 6 (inclusive)) will fall within Exception 13 of Listing Rule 7.2 (meaning that any such issue of Equity Securities will not reduce the Company's then available Listing Rule 7.1 placement capacity).</p> <p>If Shareholders do not pass any of Resolutions 3 to 6 (inclusive), the securities the subject of these Resolutions will not be issued and any separate issuance of Awards (noting that the Company may only issue Awards under the Employee Incentive Plan without Shareholder approval to persons who are not covered by ASX Listing Rule 10.14) under the Company's Employee Incentive Plan will reduce the Company's then available ASX Listing Rule 7.1 placement capacity by the size of that issuance.</p> <p>Shareholders should also note that:</p> <ul style="list-style-type: none"> • the Options the subject of Resolutions 3, 4, 5 and 6 will not quoted on ASX; • Shares issued on exercise of the Options will rank equally in all respects with the Company's other Shares quoted on ASX; and • the Company will apply for quotation of any Shares issued on exercise of the Options referred to in Resolutions 3, 4, 5 and 6.

Schedule 2 - Summary of Employee Incentive Plan

Dateline Resources Limited ACN 149 105 653 (the **Company**) has implemented an employee option plan (**Plan**) which will enable the Board, from time to time and in its absolute discretion, to make an offer to any employee, consultant or director (including any prospective employee, consultant or director) (**Participant**) to participate.

Under the terms of the Plan, the Company may offer Participants options over ordinary shares in the capital of the Company (**Options**).

The Plan allows the Board complete discretion in determining the issue price, any vesting conditions, or vesting events, which must be satisfied before an Option vests, the exercise price, and any restrictions on disposal of any options. This includes a discretion to determine that, where a Participant ceases to be employed by the Company or a related entity, their unvested options lapse, or their vested options must be transferred to a person nominated by the Board, or to allow the Participant to retain some or all of their Options.

For the first Options to be issued under the Plan, is anticipated that the Options will be issued for no consideration and will have an exercise price equal to 150% of the volume weighted average price of listed ordinary shares in the Company, as calculated over 60 trading days immediately preceding the date of the issue of the Options and will have a term of just less than 4 years. The first Options issued under the Plan will be subject to vesting conditions determined by the Board.

The shareholders of the Company have agreed that an option pool be created under which up to 10% of the total diluted capital of the Company may be offered to incentivise employees under the Plan.

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