
DATELINE RESOURCES LIMITED
ACN 149 105 653
NOTICE OF MEETING

TIME: 10am (Sydney time)

DATE: 20 March 2026

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

This Notice of Meeting and the accompanying Explanatory Statement should be read carefully and in their entirety.

If a Shareholder is in any doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting (or in the accompanying Explanatory Statement) please contact the Company's Company Secretary, Mr John Smith on +61 2 9375 2353.

CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	4
Explanatory Statement (explaining the proposed Resolutions)	6
Glossary	12
Schedule 1 (Material Terms of Broker Options)	13
Schedule 2 (Material Terms of Unquoted Options)	14
Proxy Form	Attached

IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that a Meeting of the Company's shareholders will be held at 10am (Sydney time) on 20 March 2026 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

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7pm (Sydney time) on 18 March 2026.

Voting in person

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

Voting by proxy

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

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

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

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received by no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to Automic.

Corporate representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide Automic with adequate evidence of their appointment, unless this has previously been provided to the Automic.

Poll voting

It is expected that the Chair will call a poll for all Resolutions set out in this Notice. Please refer to the Explanatory Statement for further information on the proposed Resolutions and applicable voting exclusions.

Electronic copies

The Company believes that the best way for Shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. To review or update your current communication preference, simply log on to Automic's website at investor.automic.com.au and select the "Communications" tab. You will need your portfolio login details or your SRN or HIN.

Locating your SRN or HIN

Your SRN or HIN can be found on your Proxy Form. If you require further assistance with locating your SRN or HIN, you are encouraged to contact Automic or your broker as soon as possible, and well in advance of the Meeting.

Update your details

To update information about your shareholding go to the Automic Investor Centre at investor.automic.com.au.

ITEMS OF BUSINESS

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of a total of 2,410,482 Shares (which were issued in consideration for the provision of marketing and communication services) to Mr Patrick O'Reilly, Mr John Legittino and Mr Jeffrey Randle on the terms set out in the Explanatory Statement."

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 purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 111,774,193 Shares (which were issued at an issue price of \$0.31 each) to a number of sophisticated and professional investors on the terms set out in the Explanatory Statement."

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

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

"That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 2,000,000 Broker Options (which were issued in consideration for the provision of lead management services) to Shaw and Partners Limited on the terms set out in the Explanatory Statement."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF UNQUOTED OPTIONS

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

"That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of a total of 4,000,000 Unquoted Options (which were issued in consideration for the provision of geological services) to Mr George Kenline and Mr Anthony Mariano on the terms set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO NON-EXECUTIVE DIRECTOR

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

"That, for the purposes of Listing Rule 10.11 (and for all other purposes), Shareholders approve the proposed issue by the Company of 650,000 Shares at an issue price of \$0.31 each to Mr George Brack, a Non-Executive Director of the Company, or his nominee on the terms set out in the Explanatory Memorandum."

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO NON-EXECUTIVE DIRECTOR

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

"That, for the purposes of Listing Rule 10.11 (and for all other purposes), Shareholders approve the proposed issue by the Company of 480,000 Shares at an issue price of \$0.31 each to Mr Phillips Baker Jr, a Non-Executive Director of the Company, or his nominee on the terms set out in the Explanatory Memorandum."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of any of:

- **Resolution 1** if it is cast by or on behalf of Mr Patrick O'Reilly, Mr John Legittino or Mr Jeffrey Randle;
- **Resolution 2** if it is cast by or on behalf of any person who participated in Institutional Placement;
- **Resolution 3** if it is cast by or on behalf of Shaw and Partners Limited;
- **Resolution 4** if it is cast by or on behalf of Mr George Kenline or Mr Anthony Mariano;
- **Resolution 5** if it is cast by or on behalf of Mr George Brack or any other person who will obtain a material benefit as a result of the issue of Shares to Mr Brack (except a benefit solely by reason of being a holder of ordinary securities in the Company);
- **Resolution 6** if it is cast by or on behalf of Mr Phillips Baker Jr or any other person who will obtain a material benefit as a result of the issue of Shares to Mr Baker Jr (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- **Resolutions 1 to 6** if it is cast by or on behalf of an Associate of any person excluded from voting on any of Resolutions 1 to 6 (inclusive).

However, the Company need not disregard a vote cast in favour of any of **Resolutions 1 to 6** (inclusive) if:

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

Dated: 17 February 2026

By order of the Board



Mr John Smith
Company Secretary

EXPLANATORY STATEMENT

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

1. RESOLUTIONS 1 TO 4 – RATIFICATION OF PRIOR ISSUES OF SHARES & OPTIONS

Information in relation to Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the total number of fully paid ordinary shares it had on issue at the start of that 12-month period.

As none of the issues of Shares and Options the subject of Resolutions 1 to 4 fit within any of the exceptions in Listing Rule 7.2 and, as none of them have been approved or ratified by Shareholders, they effectively use 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 that rule for the 12 months following the issue date.

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 relevant issue of securities is taken to have been approved under Listing Rule 7.1 (and Listing Rule 7.1A, if applicable) such that it does not reduce the company's capacity to issue further equity 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 that end, Resolutions 1 to 4 (inclusive) seek Shareholder ratification of the issue of Shares and Options the subject of these Resolutions for the purposes of Listing Rule 7.4.

If Resolutions 1 to 4 (inclusive) are passed, the issues of equity securities the subject of these Resolutions will be excluded from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the relevant issue date.

If Resolutions 1 to 4 (inclusive) are not passed, the issues of equity securities the subject of these Resolutions will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue.

Background to Resolution 1

As disclosed to ASX on 10 November 2025, the Company issued a total of 2,410,482 Shares to Mr Patrick O'Reilly, Mr John Legittino and Mr Jeffrey Randle in consideration (and in lieu of a \$759,301.83 cash consulting fee) for the provision of marketing and communication services.

As the Shares the subject of this Resolution were issued for nil cash consideration, no funds were raised by the Company.

The Shares the subject of this Resolution were issued out of the Company's then available Listing Rule 7.1 placement capacity.

For further information please see the ASX-prescribed disclosures set out below or the Company's ASX release dated 10 November 2025.

Listing Rule	Required Disclosures for Resolution 1
7.5.1	The Shares the subject of Resolution 1 were issued by the Company to US-based marketing and communication executives Mr Patrick O'Reilly, Mr John Legittino and Mr Jeffrey Randle, with each individual being issued with a total of 803,494 Shares. No recipient is a Related Party of the Company, a member of the Company's Key Management Personnel, a holder of 10% or more of the Company's Shares, an adviser to the Company or an Associate of any such person.
7.5.2	The Company issued a total of 2,410,482 Shares, each of which is a fully paid ordinary share in the equity capital of the Company.
7.5.3	N/A
7.5.4	The Shares the subject of Resolution 1 were issued on 10 November 2025.
7.5.5	The Shares the subject of Resolution 1 were issued for nil cash consideration.
7.5.6	The Shares the subject of Resolution 1 were issued in lieu of a \$759,301.83 cash consulting fee as described above.
7.5.7	N/A
7.5.8	The Company will exclude Mr Patrick O'Reilly, Mr John Legittino and Mr Jeffrey Randle from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 1 will be considered by way of a poll.

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

Background to Resolution 2

As disclosed to ASX on 23 January 2026, the Company secured firm commitments from a number of Australian and US-based Institutional Investors to raise gross proceeds of approximately \$35 million by way of the issue of 111,774,193 Shares at an issue price of \$0.31 per Share (**Institutional Placement**).

In addition to the above noted commitments under the Institutional Placement, recently- appointed Non-Executive Directors Mr George Brack and Mr Phillips Baker Jr committed to apply for 650,000 Shares and 480,000 Shares, respectively, subject to the receipt of Shareholder approval (as to which, please see Resolutions 5 and 6).

The funds raised under the Institutional Placement will be used for continued exploration and development of the Company's Colosseum Gold (and REE) Project in California, including the completion of a Bankable Feasibility Study.

The Shares the subject of Resolution 2 were issued out of the Company's then available Listing Rule 7.1 placement capacity.

Shaw and Partners was paid a lead management fee of 2% of the gross proceeds raised under the Institutional Placement and a selling fee of 4% of the gross proceeds (less \$2 million which was raised under the Chairman's list component of the Institutional Placement) raised under the Institutional Placement.

For further information please see the ASX-prescribed disclosures set out below and the Company's ASX release dated 23 January 2026.

Listing Rule	Required Disclosures for Resolution 2
7.5.1	The Shares the subject of Resolution 2 were issued to (a) clients of Shaw and Partners who acted as Lead Manager and Bookrunner to the Institutional Placement ¹ and (b) various non-affiliated persons under the Chairman's list component of the Institutional Placement. No recipient of any Shares issued under the Institutional Placement (including the Chairman's list component) is a Related Party of the Company, a member of the Company's Key Management Personnel, a holder of 10% or more of the Company's Shares, an adviser to the Company or an Associate of any such person.
7.5.2	The Company issued a total of 111,774,193 Shares, each of which is a fully paid ordinary share in the equity capital of the Company.
7.5.3	N/A
7.5.4	The Shares the subject of Resolution 2 were issued on 30 January 2026.
7.5.5	The Shares the subject of Resolution 2 were issued for \$0.31 each ² .
7.5.6	The funds raised under the Institutional Placement will be used for continued exploration and development of the Company's Colosseum Gold (and REE) Project in California, including the completion of a Bankable Feasibility Study.
7.5.7	N/A
7.5.8	The Company will exclude all participants in the Institutional Placement from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 2 will be considered by way of a poll.

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

¹ In seeking to procure firm commitments under the Institutional Placement, Shaw and Partners identified (and then approached) those of its clients who it believed wished to gain an equity exposure to a gold and REE exploration and project development company and who may also be interested in investing in the Company.

² Shaw and Partners was paid a lead management fee of 2% of the gross proceeds raised under the Institutional Placement and a selling fee of 4% of the gross proceeds (less \$2 million which was raised under the Chairman's list component of the Institutional Placement) raised under the Institutional Placement.

Background to Resolution 3

As part of the fees payable for managing the Institutional Placement, the Company issued 2,000,000 options, the terms of which are set out in Schedule 1 (**Broker Options**) to Shaw and Partners Limited (AFSL 236048) (**Shaw and Partners**) in consideration for the provision of lead management and related financial services in connection with the Institutional Placement.

The Broker Options the subject of Resolution 3 were issued out of the Company's then available Listing Rule 7.1 placement capacity.

For further information please see the ASX-prescribed disclosures set out below or the Company's 2024 entitlement offer prospectus released on ASX on 23 January 2026.

Listing Rule	Required Disclosures for Resolution 3
7.5.1	The Broker Options were issued to Shaw and Partners. Shaw and Partners is not a Related Party of the Company, a member of the Company's Key Management Personnel, a holder of 10% or more of the Company's Shares or an Associate of any such person. It is however an adviser to the Company as described above.
7.5.2	The Company issued a total of 2,000,000 Broker Options, the terms of which are set out in Schedule 1.
7.5.3	Please see Schedule 1.
7.5.4	The Broker Options were issued on 1 February 2026.
7.5.5	The Broker Options were issued for nil cash consideration.
7.5.6	The Broker Options were issued in consideration for the provision lead management and related financial services as described above.
7.5.7	N/A
7.5.8	The Company will exclude Shaw and Partners from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 3 will be considered by way of a poll.

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

Background to Resolution 4

As disclosed to ASX on 13 January 2026, the Company issued a total of 4,000,000 unquoted options the terms of which are set out in Schedule 2 (**Unquoted Options**) to Mr George Kenline (who was issued with 1,000,000 Unquoted Options) and Mr Anthony Mariano (who was issued with 3,000,000 Unquoted Options) in consideration (and in lieu of an approximately \$100,000 cash consulting fee) for the provision of geological consulting services.

As the Unquoted Options were issued for nil cash consideration, no funds were raised by the Company.

The Unquoted Options were issued out of the Company's then available Listing Rule 7.1 placement capacity.

For further information please see the ASX-prescribed disclosures set out below or the Company's ASX release dated 13 January 2026.

Listing Rule	Required Disclosures for Resolution 10
7.5.1	The Unquoted Options were issued by the Company to US-based geologists Mr George Kenline (who was issued with 1,000,000 Unquoted Options) and Mr Anthony Mariano (who was issued with 3,000,000 Unquoted Options). Neither recipient of the Unquoted Options is a Related Party of the Company, a member of the Company's Key Management Personnel, a holder of 10% or more of the Company's Shares, an adviser to the Company or an Associate of any such person.
7.5.2	The Company issued a total of 4,000,000 Unquoted Options, the terms of which are set out in Schedule 2.
7.5.3	Please see Schedule 2.
7.5.4	The Unquoted Options were issued on 7 January 2026.
7.5.5	The Unquoted Options were issued for nil cash consideration.
7.5.6	The Unquoted Options were issued in lieu of an approximately \$100,000 cash consulting fee as described above.
7.5.7	N/A
7.5.8	The Company will exclude Mr George Kenline and Mr Anthony Mariano from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 4 will be considered by way of a poll.

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

2. RESOLUTIONS 5 AND 6 – APPROVAL TO ISSUE SHARES TO NON-EXECUTIVE DIRECTORS

Information in relation to Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in 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.

Background to Resolutions 5 and 6

As detailed above, recently-appointed Non-Executive Directors Mr George Brack and Mr Phillips Baker Jr committed to apply for 650,000 Shares and 480,000 Shares under the Institutional Placement, respectively, subject to the receipt of Shareholder.

For further information please see the ASX-prescribed disclosures set out below and the Company's ASX release dated 23 January 2026.

Listing Rule	Required Disclosures for Resolutions 5 and 6
10.13.1	The Company is seeking approval to issue Shares to Mr George Brack and Mr Phillips Baker Jr, each of whom are Non-Executive Directors of the Company.
10.13.2	Since each of Mr George Brack and Mr Phillips Baker Jr are Non-Executive Directors of the Company, they are considered to be related parties of the Company and thus are caught by Listing Rule 10.11.1.
10.13.3	The Company is seeking approval pursuant to: - Resolution 5 to issue 650,000 fully paid ordinary shares in the capital of the Company to Mr Brack; and - Resolution 6 to issue 480,000 fully paid ordinary shares in the capital of the Company to Mr Phillips Baker Jr.
10.13.4	N/A
10.13.5	The Company intends to issue the Shares the subject of Resolutions 5 and 6 to Messrs Brack and Baker Jr, respectively as soon as possible following the receipt of Shareholder approval (i.e. if given) and in any event will do so within 1 month of the date of the Meeting.
10.13.6	The issue price payable by Messrs Brack and Baker Jr for each Share the subject of Resolutions 5 and 6, respectively is \$0.31 (which is, for the avoidance of any doubt, the same price paid by institutional investors under the Institutional Placement).
10.13.7	The funds raised from the issue of Shares to Messrs Brack and Baker Jr will be used for continued exploration and development of the Company's Colosseum Gold (and REE) Project in California, including the completion of a Bankable Feasibility Study.
10.13.8	N/A – as the issues of Shares the subject of Resolutions 5 and 6 are not being used to remunerate either Mr Brack or Mr Baker Jr.
10.13.9	N/A – as the issue of Shares the subject of Resolutions 5 and 6 are not being conducted under an agreement.
10.13.10	The Company will exclude Mr Brack from voting in favour of Resolution 5 and Mr Baker Jr from voting in favour of Resolution 6 as detailed in the Voting Exclusion Statement.

The Directors unanimously recommend that Shareholders vote **FOR** Resolutions 5 and 6.

Voting in relation to Resolutions 5 and 6 will be considered by way of a poll.

The Chair will cast all available proxies in favour of Resolutions 5 and 6.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in the Listing Rules.

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

Automic means Automic Group, the Company's share registry services provider.

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.

Company means Dateline Resources Limited ACN 149 105 653.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Listing Rules means the Listing Rules of ASX.

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

Proxy Form means the proxy form accompanying the Explanatory Statement.

Related Party has the meaning given in the Listing Rules.

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

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

Shareholder means a registered holder of a Share.

SCHEDULE 1 – MATERIAL TERMS OF BROKER OPTIONS

Term	Detail
Exercise	Each Broker Option confers on the holder the right, but not the obligation, to subscribe for one Share.
Exercise Price	Each Broker Option may be exercised by its holder for \$0.47.
Expiry Date	5pm on the second anniversary of the date on which the Broker Options are issued.
Exercise Minimum	The Broker Options may only be exercised in multiples of at least 100,000 on each occasion.
Exercise Notice	The holder of Broker Options may exercise their Broker Options by delivering to the Company, at any time on or before the Expiry Date: • a written notice of exercise (in the form provided by the Company) specifying the number of Broker Options being exercised; and • evidence of an electronic funds transfer having been made for the Exercise Price for each Broker Option being exercised.
Reorganisation	In the event of a reorganisation of the Company's share capital, the Broker Options will be reorganised in accordance with the specific requirements of the Listing Rules.
Quotation	The Company will not apply for quotation of the Broker Options. However, the Company will, within the time required by the Listing Rules, apply for quotation of any Shares issued on the exercise of any Broker Options.
Participation in future issues	A Broker Option does not entitle its holder to participate in any new issue of securities in the Company unless the Broker Option is exercised and Shares issued before the record date for determining entitlements to that new issue.
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 Broker Option before the record date for determining entitlements to the proposed pro rata issue, the exercise price of each Broker Option is to be reduced in accordance with the Listing Rules.
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 Broker Option before the record date for determining entitlements to the proposed bonus issue, the number of Shares over which the Broker Option is exercisable is increased by the number of Shares which the holder of the Broker Options would have received had the holder exercised some or all of their Broker Options before the relevant record date.

SCHEDULE 2 – MATERIAL TERMS OF UNQUOTED OPTIONS

Term	Detail
Exercise	Each Unquoted Option confers on the holder the right, but not the obligation, to subscribe for one Share.
Exercise Price	Each Unquoted Option may be exercised by its holder for \$0.25.
Expiry Date	5pm on the second anniversary of the date on which the Unquoted Options are issued.
Exercise Minimum	The Unquoted Options may only be exercised in multiples of at least 100,000 on each occasion.
Exercise Notice	The holder of Unquoted Options may exercise their Unquoted Options by delivering to the Company, at any time on or before the Expiry Date: • a written notice of exercise (in the form provided by the Company) specifying the number of Unquoted Options being exercised; and • evidence of an electronic funds transfer having been made for the Exercise Price for each Unquoted Option being exercised.
Reorganisation	In the event of a reorganisation of the Company's share capital, the Unquoted Options will be reorganised in accordance with the specific requirements of the Listing Rules.
Quotation	The Company will not apply for quotation of the Unquoted Options. However, the Company will, within the time required by the Listing Rules, apply for quotation of any Shares issued on the exercise of any Unquoted Options.
Participation in future issues	An Unquoted Option does not entitle its holder to participate in any new issue of securities in the Company unless the Unquoted Option is exercised and Shares issued before the record date for determining entitlements to that new issue.
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 Unquoted Option before the record date for determining entitlements to the proposed pro rata issue, the exercise price of each Unquoted Option is to be reduced in accordance with the Listing Rules.
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 Unquoted Option before the record date for determining entitlements to the proposed bonus issue, the number of Shares over which the Unquoted Option is exercisable is increased by the number of Shares which the holder of the Unquoted Options would have received had the holder exercised some or all of their Unquoted Options before the relevant record date.



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Dateline Resources Limited | ABN 63 149 105 653

Your proxy voting instruction must be received by **10:00am (AEDT) on Wednesday, 18 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

