
DATELINE RESOURCES LIMITED

ACN 149 105 653

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.45 am (Sydney time)

DATE: 28 November 2025

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 Explanatory Statement) please contact the 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)	9
Glossary	25
Schedule 1 (Material Terms of Proposed Constitution)	27
Schedule 2 (Material Terms of Incentive Plan)	30
Schedule 3 (Material Terms of Quoted Options)	34
Proxy Form	Attached

IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 11.45 am (Sydney time) on 28 November 2025 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 7.00 pm (Sydney time) on 26 November 2025.

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. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act (and for all other purposes), Shareholders approve the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."

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

3. RESOLUTION 2 – RE-ELECTION OF MR ANTHONY FERGUSON

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

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

4. RESOLUTION 3 – APPROVAL TO ADOPT PROPOSED CONSTITUTION

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

"That, for the purposes of section 136(2) of the Corporations Act (and for all other purposes), Shareholders approve the repeal of the Existing Constitution and the adoption of the Proposed Constitution in its place on the terms set out in the Explanatory Statement."

5. RESOLUTION 4 – APPROVAL TO ADOPT INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and sections 257B, 259B(2) and 260C(4) of the Corporations Act (and for all other purposes), Shareholders approve the adoption of the Incentive Plan and the potential issue of up to a maximum of 125,000,000 Securities under the Incentive Plan on the terms set out in the Explanatory Statement."

6. RESOLUTION 5 – APPROVAL TO INCREASE FEE POOL FOR NON-EXECUTIVE DIRECTORS

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 10.17 and clause 13.4 of the Existing Constitution (and for all other purposes), the aggregate maximum annual amount the Company may pay its Non-Executive Directors as remuneration for their services as Non-Executive Directors be increased by \$650,000, such that the revised aggregate maximum annual amount becomes \$1,000,000."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF QUOTED 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 13,230,000 Quoted Options (which were issued in consideration for the provision of lead management services) to Mahe Capital Pty Ltd on the terms set out in the Explanatory Statement."

8. RESOLUTION 7A – 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 25,638,111 Shares (which were issued in consideration for the provision of geological consulting services) to Mr Graham Craig on the terms set out in the Explanatory Statement."

9. RESOLUTION 7B – 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 23,670,040 Shares (which were issued in consideration for the provision of geological consulting services) to Mr Peter Cooper on the terms set out in the Explanatory Statement."

10. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES AND QUOTED 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 100,000,000 Shares (which were issued at an issue price of \$0.007 per Share) and 50,000,000 Quoted Options (which were issued for nil cash consideration) to Bola Investments LLC on the terms set out in the Explanatory Statement."

11. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES AND QUOTED 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 100,000,000 Shares (which were issued at an issue price of \$0.007 per Share) and 50,000,000 Quoted Options (which were issued for nil cash consideration) to the Fairfax Group on the terms set out in the Explanatory Statement."

12. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF QUOTED 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 10,000,000 Quoted Options (which were issued in consideration for the provision of consulting services) to John Sobel (Telegraph Advisors) Consulting Services LLC on the terms set out in the Explanatory Statement."

13. RESOLUTION 11 – 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 1,740,000 Shares (which were issued in consideration for the provision of financial and ancillary services) to Mr Richard Revlins on the terms set out in the Explanatory Statement."

14. RESOLUTION 12 – 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 3,000,000 Shares (which were issued in consideration for the provision of geological consulting services) to Luca Consulting LLC on the terms set out in the Explanatory Statement."

15. RESOLUTION 13 – 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 116,279,070 Shares (which were issued at an issue price of \$0.215 per Share) to a number of sophisticated and professional investors on the terms set out in the Explanatory Statement."

16. **RESOLUTION 14 – 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 8,000,000 Shares (which were issued in consideration for the acquisition of a 100% interest in the Argos Strontium Project) to Western Strontium LLC on the terms set out in the Explanatory Statement."

For personal use only

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on **Resolutions 1, 4 and 5** by or on behalf of:

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

However, a person (the **voter**) described above may cast a vote on Resolutions 1, 4 and 5 as proxy for a person who is entitled to vote provided that either:

- the voter is appointed as proxy by writing that specifies the way the proxy is to vote on Resolutions 1, 4 and 5; 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 Resolutions 1, 4 and 5; and
 - expressly authorises the Chair to exercise the proxy as he sees fit even though the (relevant) Resolution is connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report.

Shareholders should note that there is no voting exclusion applicable to **Resolutions 2 or 3**.

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

- **Resolution 4** if it is cast by or on behalf of any person who is eligible to participate in the Incentive Plan;
- **Resolution 5** if it is cast by or on behalf of a Director;
- **Resolutions 6 to 14** (inclusive) if it is cast by or on behalf of any person who participated in the issue of Shares and/or Quoted Options the subject of any of those Resolutions; and
- **Resolutions 4 to 14** (inclusive) if it is cast by or on behalf of an Associate of any person excluded from voting on any of Resolutions 4 to 14 (inclusive).

Please see the Explanatory Statement for the identify (or characterisation) of each specific person excluded from voting in favour of any of **Resolutions 4 to 14** (inclusive).

However, the Company need not disregard a vote cast in favour of any of **Resolutions 4 to 14** (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: 23 October 2025

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the requirements of the Existing 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 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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

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

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

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

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report which accompanies the annual financial report of the Company for the financial year ended 30 June 2025.

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

2.4 Proxy voting restrictions

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

- (a) If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:
you must direct your proxy how to vote on Resolution 1. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on Resolution 1.
- (b) If you appoint the Chair as your proxy (and since the Chair is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report):
you do not need to direct your proxy how to vote on Resolution 1. However, if you do not do so, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to cast the vote as he sees fit even though the Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.
- (c) If you appoint any other person as your proxy:
you do not need to direct your proxy how to vote on Resolution 1, and you do not need to mark any further acknowledgement on the Proxy Form.

Similar restrictions and requirements apply to Resolutions 4 and 5.

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

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

3. RESOLUTION 2 – RE-ELECTION OF MR ANTHONY FERGUSON

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

Mr Ferguson is an investor, entrepreneur and investment banker. Most of Mr Ferguson's career was with Macquarie Group, where he established and led the natural resources team advising on many major mining industry transactions.

Mr Ferguson's career also included three years as Managing Director and Head of Investment Banking at Rothschild Australia and a Global Partner of Rothschild Investment Bank. Before commencing his investment banking career, Tony practised as an engineer and worked at Rio Tinto's Woodlawn Mine.

Mr Ferguson was re-elected as a Director at the Company's 2022 annual general meeting (which was held on 29 November 2022).

Further information in relation to Mr Ferguson's experience and expertise is set out in the Company's annual report for the financial year ended 30 June 2025.

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

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

4. RESOLUTION 3 – APPROVAL TO ADOPT PROPOSED CONSTITUTION

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

Resolution 3 seeks the approval of Shareholders to repeal the Company's existing Constitution which was adopted on or about 22 May 2021 (**Existing Constitution**) and adopt a new constitution (the **Proposed Constitution**), which reflects the current requirements of the Corporations Act, Listing Rules and good governance, in its place.

The Directors believe that it is preferable in the circumstances to simply replace the Existing Constitution with the Proposed Constitution, rather than to amend a multitude of specific provisions of the Existing Constitution.

Since the Proposed Constitution is broadly consistent with the provisions of the Existing Constitution, the Directors believe the variances between the two constitutions are not material nor will they have any adverse impact on Shareholders.

A copy of the Proposed Constitution can be sent to Shareholders upon request to the Company Secretary at info@datelineresources.com.au.

If Resolution 3 is passed, the Company will adopt the Proposed Constitution with effect from the close of the Meeting.

The key differences between the Existing Constitution and the Proposed Constitution include:

- updated provisions to reflect the current position under the Corporations Act, Listing Rules and other applicable rules;
- changes of a drafting, procedural or administrative nature; and
- although the Existing Constitution expressly provides for holding general meetings at two or more venues using technology, the provisions of the Proposed Constitution more clearly (i.e. relative to the Existing Constitution) provide that any general meeting may be held physically, held both physically and virtually and held by entirely virtual means, using meeting technology, provided the technology gives members who elect to attend virtually, as a whole, a reasonable opportunity to attend, participate, be heard and vote and otherwise meets applicable legal requirements.

A summary of the material terms of the Proposed Constitution is set out in Schedule 1.

Additional information

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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.

5. RESOLUTION 4 – APPROVAL TO ADOPT INCENTIVE PLAN

On 16 October 2025, the Company adopted a new omnibus employee share scheme/plan (**Incentive Plan**¹), in order to:

- replace the Company's existing incentive plan with a plan (i.e. the Incentive Plan) that is consistent with the new ESS provisions in the Corporations Act;
- assist the Company with the recruitment, retention, motivation and reward of officers, executives and employees of the Company; and
- assist the Company to more closely align the interests of officers, executives and employees of the Company with the interests of Shareholders.

The Incentive Plan will be administered by the Board in accordance with the terms of the Incentive Plan rules (**Incentive Plan Rules**), a summary of which is set out in Schedule 2.

The Incentive Plan complies with the new ESS provisions in the Corporations Act which provide the Company with enhanced flexibility (i.e. relative to the old ASIC 'Class Order' regime) to offer and issue incentive securities under an incentive scheme.

The Company is seeking Shareholder approval of the Incentive Plan for the purposes of:

- Listing Rule 7.2 (Exception 13(b)), to the extent necessary to permit the Company to issue up to a maximum of 125,000,000 Securities under the Incentive Plan over the next three years without reducing the Company's available Listing Rule 7.1 placement capacity;
- section 257B of the Corporations Act, to the extent necessary to permit the Company to buy-back any Shares issued under the Incentive Plan, where the terms of the relevant issue require or enable the Company to buy-back and cancel those shares;
- section 259B(2) of the Corporations Act, to the extent necessary to permit the Company to acquire a Security Interest over any Securities issued under the Incentive Plan, where the terms of that issue require or enable the Company to acquire such an interest; and
- section 260C(4) of the Corporations Act, to the extent necessary to permit the Company to issue Securities under the Incentive Plan to Related Parties of the Company without needing approval under the financial assistance provisions of the Corporations Act.

Shareholders should note that the Company is not permitted to issue any Securities under the Incentive Plan to Related Parties (or Associates of Related Parties) of the Company without approval under Listing Rule 10.14.

Listing Rule 7.2 (Exception 13(b))

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.

¹ The Incentive Plan is a compliant employee share scheme/plan for the purposes of Division 1A of Part 7.12 of the Corporations Act.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of Equity Securities under an employee incentive scheme if, within three years before the date of issue of those securities, shareholders of that company have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2 (Exception 13(b)) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the company's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)).

Exception 13(b) ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

In accordance with the disclosure requirements of Listing Rule 7.2 (Exception 13(b)), the following additional information is provided by the Company:

Summary of the terms of the Incentive Plan	A summary of the Incentive Plan/Incentive Plan Rules is set out in Schedule 2.
Number of Securities previously issued	As the Incentive Plan has only recently been adopted by the Company, the Company is yet to issue any Securities under the Incentive Plan.
Maximum number of Securities to be issued	The Company seeks approval to issue/grant up to a maximum of 125,000,000 Securities under the Incentive Plan within the next 3 years.
Voting Exclusion Statement	Please see the Voting Exclusion Statement for Resolution 4 in the Notice of Meeting.

Section 257B

Section 257B of the Corporations Act sets out the procedure for various forms of share buy-backs, including an employee share buy-back. In order for the Company to undertake a buy-back of any Shares issued under the Incentive Plan using this procedure (for example, where the terms of the relevant offer require the Company to do so), Shareholder approval under section 257B must be obtained.

The Company has no specific plans to undertake a buy-back of any Shares issued under the Incentive Plan, however this Resolution 4 authorises the Company to do so in the future if necessary.

Section 259B(2)

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in sections 259B(2) or 259B(3) applies.

Section 259B(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme (i.e. such as the Incentive Scheme) approved at a meeting of shareholders.

Accordingly, Shareholder approval is being sought under Resolution 4 to the extent necessary to permit the Company to take security over Shares issued under the Incentive Plan if the Board considers doing so necessary or desirable.

Although it may in the future, Shareholders should note that the Company has no current plans to offer any Shares under the Incentive Plan the terms of which offer require or contemplate a Security Interest being granted in favour of the Company².

Section 260C(2)

The Incentive Plan allows for the grant of loan-funded arrangements whereby the Company may provide limited recourse, secured and interest-free loans (each, an **Acquisition Loan**) to Eligible Participants to use to pay the purchase price payable for the Loan Shares. Such arrangements would however constitute the giving of financial assistance in relation to the acquisition of shares for the purposes of section 260A of the Corporations Act.

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

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

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

Although the Board does not consider that the giving of financial assistance under the Incentive Plan would materially prejudice the interests of the Company or the Shareholders, or the Company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the exemption offered by section 260C(4) of the Corporations Act in the event that it in the future decides to issue Loan Shares.

Although it may in the future, Shareholders should note that the Company has no current plans to offer any Loan Shares under the Incentive Plan.

What happens if Resolution 4 is approved

If Resolution 4 is approved, the Company will be authorised to issue up to a maximum of 125,000,000 Securities under the Incentive Plan over the next three years to persons other than Related Parties (and Associates of Related Parties) of the Company without utilising any of the Company's available Listing Rule 7.1 placement capacity.

The Company would also be authorised to issue Securities under the Incentive Plan the terms of which require or contemplate the Company acquiring a Security Interest in those Securities and/or providing an Acquisition Loan to fund the purchase price applicable to the proposed Loan Shares in either case without needing any further approvals under the Corporations Act.

Please note that the Company will still require approval under Listing Rule 10.15 before it is entitled to issue Securities under the Incentive Plan to persons caught by Listing Rule 10.14.

² An example of where this might occur, however is where the Company issues Shares and provides a loan to the recipient of those Shares to fund the purchase price applicable to those Shares. In such circumstances, the Company may require a Security Interest to be granted to it to ensure that the Shares the subject of the loan are not able to be disposed or otherwise dealt with without the loan being repaid/extinguished.

What happens if Resolution 4 is not approved

If Resolution 4 is not approved, the Company:

- may still issue Securities under the Incentive Plan to non-Related Parties under Listing Rule 7.1. However, any such issuance will reduce the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the date of the issue of the relevant Securities;
- may be restricted from granting Loan Shares unless the giving of financial assistance to acquire those Shares (i.e. the contemporaneous provision of an Acquisition Loan) does not materially prejudice the interests of the Company or the Shareholders, or the Company's ability to pay its creditors; and
- the Company will not be permitted to take security over any Plan Shares including any Loan Shares.

Given the personal interests of all Directors in the outcome of Resolution 4, the Directors decline to make a recommendation to Shareholders regarding Resolution 4.

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the Incentive Plan and by or on behalf of any Associate of any such person as detailed in the Voting Exclusion Statement.

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.

6. RESOLUTION 5 – APPROVAL TO INCREASE FEE POOL FOR NON-EXECUTIVE DIRECTORS

Under clause 13.4 of the Existing Constitution and in accordance with Listing Rule 10.17, the maximum amount payable by way of fees to the Company's Non-Executive Directors in any given financial year is determined by Shareholders from time to time at a general meeting (**Fee Pool**).

The current Fee Pool of \$350,000 was initially set at the time the Company (formally known as Conto Resources Limited (ASX: CNO)) was admitted to the official list of ASX (which occurred in June 2011). Accordingly, Shareholder approval is being sought to increase the Fee Pool by \$650,000 from \$350,000 to \$1,000,000 per financial year.

In accordance with Listing Rule 10.17, the Fee Pool is inclusive of superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits on a pre-tax basis.

The Fee Pool does not however include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid in accordance with the Existing Constitution or Equity Securities issued to a Non-Executive Director under and in accordance with Listing Rule 10.11 or 10.14.

The Directors have determined to increase the Fee Pool to ensure the Company has the flexibility³ to set Non-Executive Director fees at a level which allows it to attract and retain the services of Non-Executive Directors of the highest calibre, particularly as the size, scale and complexity of the Company's operations have expanded considerably in recent periods.

³ Importantly, there is no requirement or obligation that the Company actually pay the full amount of the maximum amount to Non-Executive Directors in any given financial year of the Company.

The remuneration paid to Non-Executive Directors is reviewed annually. Details of Non-Executive Remuneration for the financial year ended 30 June 2025 are set out in the Remuneration Report.

Given the personal interests of all Directors in the outcome of Resolution 5, the Directors decline to make a recommendation to Shareholders regarding Resolution 5.

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any Director (and by or on behalf of any other member of the Company's KMP) and by or on behalf of any Associate of any such person as detailed in the Voting Exclusion Statement.

Voting in relation to Resolution 5 will be considered by way of a poll.

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

7. RESOLUTIONS 6 TO 14 – RATIFICATION OF PRIOR ISSUES OF SHARES & QUOTED 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 Quoted Options the subject of Resolutions 6 to 14 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 6 to 14 (inclusive) seek Shareholder ratification of the issue of Shares and Quoted Options the subject of these Resolutions for the purposes of Listing Rule 7.4.

If Resolutions 6 to 14 (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 6 to 14 (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 (which dates are set out below).

Background to Resolution 6

As disclosed to ASX on 13 February 2025, the Company issued 13,230,000 quoted options, the terms of which are set out in Schedule 3 (**Quoted Options**) to Mahe Capital Pty Ltd (AFSL 517246) (**Mahe Capital**) in consideration for the provision of lead management and related financial services provided by Mahe Capital to the Company in connection with its July 2024 entitlement offer.

Under the terms of the engagement letter between the Company and Mahe Capital, further details of which are set out in the Company's July 2024 entitlement offer prospectus, the Company agreed to issue Mahe Capital with 10 Quoted Options for every \$1 raised from investors introduced to the Company by Mahe Capital under the above referred entitlement offer.

The Quoted Options 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 2024 entitlement offer prospectus released on ASX on 9 July 2024.

Listing Rule	Required Disclosures for Resolution 6
7.5.1	The Quoted Options the subject of Resolution 6 were issued to Mahe Capital. The recipient 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.
7.5.2	The Company issued a total of 13,230,000 Quoted Options, the terms of which are set out in Schedule 3.
7.5.3	Please see Schedule 3.
7.5.4	The Quoted Options the subject of Resolution 6 were issued on 13 February 2025.
7.5.5	The Quoted Options the subject of Resolution 6 were issued for nil cash consideration.
7.5.6	The Quoted Options the subject of Resolution 6 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 Mahe Capital from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 6 will be considered by way of a poll.

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

Background to Resolutions 7A and 7B

As disclosed to ASX on 14 February 2025, the Company issued 49,308,151 Shares to Mr Graham Craig and Mr Peter Cooper in consideration (and in lieu of a \$295,849 cash consulting fee) for the provision of geological consulting 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 14 February 2025.

Listing Rule	Required Disclosures for Resolutions 7A and 7B
7.5.1	The Shares the subject of Resolutions 7A and 7B were issued to Mr Graham Craig (with Mr Craig being issued with 25,638,111 Shares) and Mr Peter Cooper (with Mr Cooper being issued with 23,670,040 Shares). Neither 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 or an Associate of any such person.
7.5.2	The Company issued a total of 49,308,151 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 Resolutions 7A and 7B were issued on 14 February 2025.
7.5.5	The Shares the subject of Resolutions 7A and B were issued for nil cash consideration.
7.5.6	The Shares the subject of Resolutions 7A and 7B were issued in lieu of a \$295,849 cash consulting fee as described above.
7.5.7	N/A
7.5.8	The Company will exclude Messrs Craig and Cooper from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

The Directors unanimously recommend that Shareholders vote **FOR** Resolutions 7A and 7B.

Voting in relation to Resolutions 7A and 7B will be considered by way of a poll.

The Chair will cast all available proxies in favour of Resolutions 7A and 7B.

Background to Resolution 8

As disclosed to ASX on 15 April 2025, the Company secured a firm commitment from Bola Investments LLC (a US-based investor) to raise \$700,000 by way of the issue of 100,000,000 Shares at an issue price of \$0.007 per Share.

This placement was accompanied by the issue of 50,000,000 Quoted Options. Each Quoted Option was issued to the investor for nil cash consideration.

The funds raised from the issue of Shares referred to above were used to progress the Bankable Feasibility Study in relation to the Company's Colosseum Gold (and REE) Project in California.

While the Shares were issued out of the Company's then available Listing Rule 7.1A placement capacity, the Quoted Options the subject of this Resolution were issued out of the Company's then available Listing Rule 7.1 placement capacity.

No capital raising or other material transaction fees were paid by the Company in relation to this placement.

For further information please see the ASX-prescribed disclosures set out below.

Listing Rule	Required Disclosures for Resolution 8
7.5.1	The Shares and Quoted Options the subject of Resolution 8 were issued to Bola Investments LLC (a US-based investor) as part of the above referred placement. The recipient 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.
7.5.2	The Company issued a total of 100,000,000 Shares and 50,000,000 Quoted Options, the terms of which options are set out in Schedule 3.
7.5.3	Please see Schedule 3.
7.5.4	The Shares and Quoted Options the subject of Resolution 8 were issued on 15 April 2025.
7.5.5	The Shares and Quoted Options the subject of Resolution 8 were issued for \$0.007 each and for nil cash consideration each, respectively.
7.5.6	The Shares and Quoted Options the subject of Resolution 8 were issued under the above referred placement.
7.5.7	N/A
7.5.8	The Company will exclude Bola Investments from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 8 will be considered by way of a poll.

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

Background to Resolution 9

As disclosed to ASX on 16 April 2025, the Company secured a firm commitment from Fairfax Group (an Australia-based institutional investor) to raise \$700,000 by way of the issue of 100,000,000 Shares at an issue price of \$0.007 per Share.

This placement was accompanied by the issue of 50,000,000 Quoted Options. Each Quoted Option was issued to the investor for nil cash consideration.

The funds raised from the issue of Shares referred to above were used to progress the Bankable Feasibility Study in relation to the Company's Colosseum Gold (and REE) Project in California.

While the Shares were issued out of the Company's then available Listing Rule 7.1A placement capacity, the Quoted Options the subject of this Resolution were issued out of the Company's then available Listing Rule 7.1 placement capacity.

No capital raising or other material transaction fees were paid by the Company in relation to this placement.

For further information please see the ASX-prescribed disclosures set out below.

Listing Rule	Required Disclosures for Resolution 9
7.5.1	The Shares and Quoted Options the subject of Resolution 9 were issued to the Fairfax Group (an Australian institutional investor) as part of the above referred placement. The recipient 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.
7.5.2	The Company issued a total of 100,000,000 Shares and 50,000,000 Quoted Options, the terms of which options are set out in Schedule 3.
7.5.3	Please see Schedule 3.
7.5.4	The Shares and Quoted Options the subject of Resolution 9 were issued on 15 April 2025.
7.5.5	The Shares and Quoted Options the subject of Resolution 9 were issued for \$0.007 each and for nil cash consideration each, respectively.
7.5.6	The Shares and Quoted Options the subject of Resolution 9 were issued under the above referred placement.
7.5.7	N/A
7.5.8	The Company will exclude Fairfax Group from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 9 will be considered by way of a poll.

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

Background to Resolution 10

As disclosed to ASX on 28 April 2025, the Company issued 10,000,000 Quoted Options to John Sobel (Telegraph Advisors) Consulting Services LLC in consideration (and in lieu of an approximately \$10,000 cash consulting fee) for the provision of consulting services.

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

The Quoted Options 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 28 April 2025.

Listing Rule	Required Disclosures for Resolution 10
7.5.1	The Quoted Options the subject of Resolution 10 were issued to John Sobel (Telegraph Advisors) Consulting Services LLC. The recipient 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.

Listing Rule	Required Disclosures for Resolution 10
7.5.2	The Company issued a total of 10,000,000 Quoted Options, the terms of which are set out in Schedule 3.
7.5.3	Please see Schedule 3.
7.5.4	The Quoted Options the subject of Resolution 10 were issued on 28 April 2025.
7.5.5	The Quoted Options the subject of Resolution 10 were issued for nil cash consideration.
7.5.6	The Quoted Options the subject of Resolution 10 were issued in lieu of an approximately \$10,000 cash consulting fee as described above.
7.5.7	N/A
7.5.8	The Company will exclude Sobel (Telegraph Advisors) Consulting Services from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 10 will be considered by way of a poll.

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

Background to Resolution 11

As disclosed to ASX on 26 June 2025, the Company issued 1,740,000 Shares to Mr Richard Revlins in part consideration (and in lieu of a \$130,500 cash consulting fee) for his assistance in securing the Company's OTCQB Listing.

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 26 June 2025.

Listing Rule	Required Disclosures for Resolution 11
7.5.1	The Shares the subject of Resolution 11 were issued to Mr Richard Revlins. The recipient 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.
7.5.2	The Company issued a total of 1,740,000 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 11 were issued on 19 June 2025.
7.5.5	The Shares the subject of Resolution 11 were issued for nil cash consideration.

Listing Rule	Required Disclosures for Resolution 11
7.5.6	The Shares the subject of Resolution 11 were issued in lieu of a \$130,500 cash consulting fee as described above.
7.5.7	N/A
7.5.8	The Company will exclude Mr Richard Revlins from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 11.

Voting in relation to Resolution 11 will be considered by way of a poll.

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

Background to Resolution 12

As disclosed to ASX on 5 August 2025, the Company issued 3,000,000 Shares to Luca Consulting LLC in consideration (and in lieu of a \$390,000 cash consulting fee) for the provision of geological consulting services relating to the Company's Colosseum Gold (and REE) Project in California.

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 and the Company's ASX release dated 5 August 2025.

Listing Rule	Required Disclosures for Resolution 12
7.5.1	The Shares the subject of Resolution 12 were issued to Luca Consulting LLC. The recipient 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.
7.5.2	The Company issued a total of 3,000,000 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 12 were issued on 5 August 2025.
7.5.5	The Shares the subject of Resolution 12 were issued for nil cash consideration.
7.5.6	The Shares the subject of Resolution 12 were issued in lieu of a \$390,000 cash consulting fee as described above.
7.5.7	N/A
7.5.8	The Company will exclude Luca Consulting from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 12.

Voting in relation to Resolution 12 will be considered by way of a poll.

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

Background to Resolution 13

As disclosed to ASX on 1 September 2025, the Company secured firm commitments from a number of Australian and US-based Institutional Investors to raise gross proceeds of \$25 million by way of the issue of 116,279,070 Shares at an issue price of \$0.215 per Share.

The funds raised from the issue of Shares the subject of this Resolution 13 were (and will continue to be) used for continued exploration and development of the Company's Colosseum Gold (and REE) Project in California.

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

The Company paid a 6% capital raising fee to Shaw and Partners Limited, who acted as Lead Manager and Bookrunner to the above referred institutional placement.

For further information please see the ASX-prescribed disclosures set out below and the Company's ASX release dated 1 September 2025.

Listing Rule	Required Disclosures for Resolution 13
7.5.1	The Shares the subject of Resolution 13 were issued to clients of Shaw and Partners Limited who acted as Lead Manager and Bookrunner to the above referred institutional placement ⁴ . 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 or an Associate of any such person.
7.5.2	The Company issued a total of 116,279,070 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 13 were issued on 5 August 2025.
7.5.5	The Shares the subject of Resolution 13 were issued for \$0.215 each ⁵ .
7.5.6	The funds raised from the issue of Shares the subject of this Resolution 13 were (and will continue to be) used for continued exploration and development of the Company's Colosseum Gold (and REE) Project in California.
7.5.7	N/A
7.5.8	The Company will exclude all participants in the above referred institutional placement from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

⁴ In seeking to procure firm commitments under the above referred institutional placement, Shaw and Partners Limited 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.

⁵ The Company paid a 6% capital raising fee to Shaw and Partners Limited, who acted as Lead Manager and Bookrunner to the above referred institutional placement.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 13.

Voting in relation to Resolution 13 will be considered by way of a poll.

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

Background to Resolution 14

As disclosed to ASX on 16 September 2025, the Company issued 8,000,000 Shares in consideration for the acquisition of a 100% interest in the Argos Strontium Project in California to Western Strontium LLC, the vendor of the project.

The Argos Strontium Project, which is located approximately 100km from the Company's Colosseum Gold (and REE) Project, is considered by the Company to be the largest known strontium deposit in the United States.

The acquisition of Argos Strontium Project complements the Company's growing strategic minerals portfolio by broadening the Company's exposure to critical elements needed for high-tech and defence industries.

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 and the Company's ASX release dated 16 September 2025.

Listing Rule	Required Disclosures for Resolution 14
7.5.1	The Shares the subject of Resolution 14 were issued to Western Strontium LLC. The recipient 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.
7.5.2	The Company issued a total of 8,000,000 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 14 were issued on 17 September 2025.
7.5.5	The Shares the subject of Resolution 14 were issued for nil cash consideration.
7.5.6	The Shares the subject of Resolution 14 were issued in consideration for a 100% interest in the Argos Strontium Project as described above.
7.5.7	N/A
7.5.8	The Company will exclude Western Strontium LLC from voting in favour of this Resolution as detailed in the Voting Exclusion Statement.

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

Voting in relation to Resolution 14 will be considered by way of a poll.

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

GLOSSARY

\$ means Australian dollars.

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

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.

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

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

Company means Dateline Resources Limited ACN 149 105 653.

Convertible Security means a Security exercisable into a Plan Share in accordance with the Incentive Plan Rules and includes an Option or a Performance Right.

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

Directors means the current directors of the Company.

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.

Existing Constitution means the Company's constitution dated on or about 22 May 2021.

Explanatory Statement means the explanatory statement accompanying the Notice.

Fairfax Group means various entities associated with the Fairfax Family Trust.

Invitation has the meaning given in the Incentive Plan Rules.

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.

Loan Shares has the meaning given in the Incentive Plan Rules.

Managing Director means Mr Stephen Baghdadi.

Non-Executive Director means a Director that is not the Managing Director or another Director who is considered by the Company to be an executive Director.

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

Option means an option granted under the Incentive Plan that confers on its holder the right but not the obligation to subscribe for and be issued with (or transferred) one Share in accordance with the terms of the Invitation.

Participant has the meaning given in the Incentive Plan Rules.

Performance Right means a right granted under the Incentive Plan that confers on its holder the right but not the obligation to subscribe for and be issued with (or transferred) one Share in accordance with the terms of the Invitation.

Plan Shares means all Shares (including for the avoidance of doubt, Loan Shares) issued or transferred to a Participant under the Incentive Plan (and in accordance with the Plan Rules), including upon the valid exercise of a Convertible Security.

Proxy Form means the proxy form accompanying the Explanatory Statement.

Related Party has the meaning given in the Listing Rules.

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

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

Securities has the meaning given in the Incentive Plan Rules.

Security Interest means a mortgage, charge, pledge, lien, encumbrance or other third-party interest of any nature.

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 PROPOSED CONSTITUTION

This summary is qualified by the full terms of the Proposed Constitution (a copy of which is available from the Company on request (and free of charge)) and does not purport to be exhaustive or to constitute a definitive statement of the rights of Shareholders. These rights can involve complex questions of law arising from the interaction of the Proposed Constitution with various statutory, common law and Listing Rule requirements. Shareholders should seek legal advice to obtain a definitive assessment of the rights which attach to the Shares in any specific circumstance.

Unless otherwise defined in this Explanatory Statement, capitalised words and terms used below have the meanings given to them in the Proposed Constitution.

Term	Detail
Issue of further Shares	The Company may, subject to the Proposed Constitution, the Corporations Act and the Listing Rules issue further Shares or grant further options or other securities exercisable (or convertible) into Shares or other securities on such terms and in such quantities as the Board in its discretion decides.
Preference shares	The Company may issue preference shares including preference shares which are, or at the election of the Company or a holder are, liable to be redeemed or converted into Shares. The rights attaching to preference shares are those set out in Schedule 1 of the Proposed Constitution unless other rights have been decided by the Board under the terms of issue of any such preference shares.
Classes of Shares	<p>The procedure set out in the Proposed Constitution must be followed to vary any rights attaching to Shares (or any other class of shares). Under the Proposed Constitution, and subject to the Corporations Act, the Listing Rules and the terms of issue of a particular class of shares, the rights attaching to Shares (or any other class of shares) may be varied:</p> <ul style="list-style-type: none">• with the consent in writing of the holders of at least 75% of the issued shares of that class; or• by special resolution passed at a separate general meeting of the holders of the shares of the class.
Transfer of Shares	<p>Subject to the Proposed Constitution and to any restrictions attaching to a Share (including because of the imposition of ASX-imposed escrow), Shares may be transferred by:</p> <ul style="list-style-type: none">• a transfer effected in accordance with the ASX Settlement Operating Rules;• a written instrument of transfer in any form authorised by the Corporations Act; or• any other method of transfer permitted by the Corporations Act or the Listing Rules.

Refusing a transfer	<p>Subject to the Corporations Act, the Listing Rules and the ASX Settlement Operating Rules, the Directors may ask ASX Settlement to apply a holding lock to prevent a transfer, or to refuse to register a paper-based transfer, of Shares where:</p> <ul style="list-style-type: none"> the Company is served with a court order that restricts the relevant Shareholder's capacity to transfer the Shares or the Company has a lien on the Shares the subject of the transfer; registration of the transfer may breach an applicable law and ASX has agreed in writing to the application of a holding lock or that the Company may refuse to register a transfer; or the Shareholder has agreed in writing to the application of a holding lock or that the Company may refuse to register a paper-based transfer.
Non-marketable parcels	<p>In accordance with, and as permitted by, the Listing Rules, the Company may sell Shares that constitute less than a "marketable parcel" (as that term is defined in the Listing Rules) by following the relevant sale of small holdings procedure set out in the Proposed Constitution.</p>
Meetings of members	<p>Every Shareholder is entitled to receive notice of, attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Proposed Constitution, the Corporations Act and the Listing Rules. The Proposed Constitution also makes express provision for the holding of entirely virtual general meetings of the Company</p>
Voting at a general meeting	<p>At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney and entitled to vote is entitled to one vote on a show of hands and, on a poll, one vote for each Share held (with adjusted voting rights for partly paid shares). If the votes on a proposed resolution are equal, the Chairperson of the meeting has a casting vote in addition to any deliberative vote.</p>
Directors (appointment and retirement)	<p>Under the Proposed Constitution, there must be at least 3 Directors, at least 2 of whom must ordinarily reside in Australia, or such greater number not exceeding 10 as the Directors think fit, in office at all times. Directors are elected, re-elected or removed at general meetings of the Company.</p> <p>No Director (excluding the Managing Director (if applicable)) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.</p> <p>The Board may also appoint any eligible person to be a Director, either to fill a casual vacancy on the Board or as an addition to the existing Directors, who will then hold office until the conclusion of the next annual general meeting of the Company following that eligible person's appointment.</p>

Directors (voting)	<p>Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. If the votes are equal on a proposed resolution, the Chairperson of the meeting has a second or casting vote in addition to the Chairperson's deliberative vote. A written resolution is taken to have been passed at a meeting of the Directors if the document containing the resolution is signed by all of the Directors entitled to vote on that resolution.</p>
Directors (remuneration)	<p>Under the Proposed Constitution, the Board may decide the remuneration that each Director is entitled to be paid for his or her services as a Director provided that the aggregate annual fees payable to the non-executive Directors do not exceed the maximum sum that is from time to time approved by Shareholders.</p> <p>Remuneration payable to the Managing Director (which remuneration does not reduce the maximum sum that is available to be paid to the non-executive Directors) and any other executive Director may be by way of salary, bonuses, or any other elements but must not include a commission on, or percentage of operating revenue.</p> <p>Directors are entitled to be paid or reimbursed for all travelling and other expenses properly incurred by them in attending and returning from any meeting of the Directors, any meeting of any committee of the Directors, any general meeting of the Company or otherwise in connection with the business of the Company.</p> <p>If, with the approval of the Directors, any Director performs extra services or makes any special exertions for the benefit of the Company, the Directors may approve the payment to that Director of special and additional remuneration as the Directors think fit, having regard to the value to the Company of the extra services or special exertions.</p>
Directors (powers and duties)	<p>Subject to the Corporations Act and the Proposed Constitution, the Directors are responsible for managing the business of the Company and may exercise all powers of the Company which are not required by the Corporations Act or the Proposed Constitution to be exercised by the Company in a general meeting.</p>
Dividends	<p>Subject to the Corporations Act and to any special rights or restrictions attached to any shares, the Directors may resolve to pay any dividend they think appropriate and to fix the time for payment. Every dividend must be paid equally on all fully paid Shares and proportionately on all partly paid Shares. The Directors may also resolve that dividends are to be paid out of a particular source.</p>

Winding-up		<p>If the Company is wound up, then subject to the Proposed Constitution, the Corporations Act and any rights or restrictions attached to any Share or classes of shares, Shareholders will be entitled to share in any surplus property of the Company in proportion to the number of Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders all or part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shareholder.</p>
Indemnity insurance	and	<p>The Company may indemnify each "officer" (as that term is defined in section 9 of the Corporations Act) of the Company on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by that person as an officer of the Company or of a related body corporate of the Company.</p> <p>The Directors may also and to the full extent permitted by law, authorise the Company to enter into any documentary indemnity in favour of, or insurance policy for the benefit of, a person who is, or has been, an officer of the Company or of a related body corporate of the Company, which indemnity or insurance policy may be on such terms as the Directors approve.</p>
Restricted Securities		<p>The Company must comply with and enforce any Restriction Deed (as that term is defined in the Listing Rules) and/or the terms of any Restriction Notice (as that term is defined in the Listing Rules) and enforce the Proposed Constitution to ensure compliance with the requirements of the Listing Rules or ASX relating to Restricted Securities. During the escrow period applicable to Restricted Securities, the holder of those Restricted Securities must not dispose of, or agree or offer to dispose of, those Restricted Securities, except as permitted by the Listing Rules or ASX.</p>
Issue Cap		<p>The new ESS provisions set the issue cap for securities issued for monetary consideration at the higher of 5% and the number specified in the listed company's constitution. The percentage specified for this purpose in the Proposed Constitution is 10%.</p>

SCHEDULE 2 – MATERIAL TERMS OF INCENTIVE PLAN

The material terms of the Incentive Plan are summarised below:

Term	Detail
Incentive Plan	<p>The Incentive Plan is an employee share scheme for the purposes of Division 1A of Part 7.12 of the Corporations Act.</p> <p>The Incentive Plan (and the Incentive Plan Rules) comply with the ESS provisions in Division 1A of Part 7.12.</p> <p>The Incentive Plan, which will be administered in accordance with the Incentive Plan Rules, provides a rule-based framework under which the Company may offer and issue Securities to officers, executives, employees, consultants of, and other persons connected with, the Company for the purposes noted below.</p>
Eligible Participant	<p>The Incentive Plan Rules define an Eligible Participant (i.e. a person who is eligible to receive an offer of Securities under the Incentive Plan) as one who:</p> <ul style="list-style-type: none">• is a 'primary participant' (as that term is defined in section 1100L of the Corporations Act); and• has been determined by the Board to be eligible to participate in the Incentive Plan. <p>A 'Participant' is an Eligible Participant who has accepted an Invitation from the Board to participate in the Incentive Plan and has been issued with Securities under the Plan.</p>
Purpose	<p>The Company has adopted the Incentive Plan in order to assist the Company:</p> <ul style="list-style-type: none">• with the recruitment, retention, motivation and reward of officers, executives, employees and contractors (and others) of the Company; and• to more closely align the interests of officers, executives, employees and contractors (and others) of the Company with the interests of Shareholders.
Securities	<p>Security means an ESS Interest (as that term is defined in section 1100M of the Corporations Act) in the equity capital of the Company issued or granted to a Participant under the Incentive Plan (and in accordance with the Incentive Plan Rules) and includes a Share, an Option and a Performance Right.</p>
Administration	<p>The Incentive Plan will be administered by the Board in accordance with the Incentive Plan Rules. For the avoidance of doubt, the Board may make further provisions to ensure the efficient operation of the Incentive Plan. The Board may delegate decision making authority to a committee of the Board.</p>

Invitation	<p>Following the determination by the Board that a 'primary participant' is an 'Eligible Participant', the Board may, in its discretion, decide to invite (by way of a formal written 'Invitation') that Eligible Participant to participate in the Incentive Plan. The Invitation may specify, amongst other things:</p> <ul style="list-style-type: none"> • the number and type of Securities which that Eligible Participant may apply for; • the monetary consideration payable (if any) for the issue or grant of the Securities the subject of the Invitation; • the Exercise Price (if any) of the Convertible Securities the subject of the Invitation; • the Vesting Conditions (if any) applicable to the Securities the subject of the Invitation; • the disposal restrictions (if any) applicable to the Securities the subject of the Invitation; and • whether an Acquisition Loan will be provided to support the acquisition of Loan Shares the subject of the Invitation.
Permitted Nominee	<p>As permitted by the ESS provisions in the Corporations Act, an Eligible Participant may (subject to the Board's discretion), nominate another person (i.e. a 'Permitted Nominee') to acquire and hold the Securities the subject of an Invitation on their behalf. A Permitted Nominee may include:</p> <ul style="list-style-type: none"> • a spouse, parent, child or sibling of the Eligible Participant; • a company controlled by the Eligible Participant or by a spouse, parent child or sibling of the Eligible Participant; • a corporate trustee of a self-managed superannuation fund, where the Eligible Participant is a director of the trustee; and • any other 'related person' (as defined in section 1100(L) of the Corporations Act) of the Eligible Participant.
Reorganisation	<p>If there is a reorganisation of the Company's share capital (including any subdivision, consolidation, reduction, return or cancellation of the Company's share capital), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital. Similar adjustments permitted/required by the Listing Rules in the context of rights or bonus issues are also made provision for in the Incentive Plan.</p>
Change of Control	<p>Notwithstanding any other provision of the Incentive Plan Rules, if a change of control occurs, or the Board determines that a change in control is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control transaction.</p>

Loan Shares	The Incentive Plan allows for the provision of an Acquisition Loan to enable the purchase of the Shares.
Trust	The Board may use an employee share trust or other mechanism for the purposes of holding Securities on behalf of Participants.
Buy-Back	Subject to applicable law, the Company may buy-back Securities in accordance with the terms of the Incentive Plan.
Tax	The Incentive Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies.

SCHEDULE 3 – MATERIAL TERMS OF QUOTED OPTIONS

Term	Detail
Exercise	Each Quoted Option confers on the holder the right, but not the obligation, to subscribe for one Share.
Exercise Minimum	The Quoted Options may only be exercised in multiples of at least 25,000 on each occasion.
Exercise Notice	<p>The holder of Quoted Options may exercise their Quoted Options by delivering to the Company, at any time on or before the Expiry Date:</p> <ul style="list-style-type: none"> • a written notice of exercise (in the form provided by the Company) specifying the number of Quoted Options being exercised; and • evidence of an electronic funds transfer having been made for the Exercise Price for each Quoted Option being exercised.
ASX Listing Rules	In the event of a reorganisation of the Company's share capital, the Quoted Options will be reorganised in accordance with the specific requirements of the Listing Rules.
Quotation	The Company has applied for quotation of the Quoted Options on ASX. Furthermore, the Company will, within the time required by the Listing Rules, apply for quotation of any Shares issued on the exercise of any Quoted Options.
Participation in future issues	A Quoted Option does not entitle its holder to participate in any new issue of securities in the Company unless the Quoted 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 Quoted Option before the record date for determining entitlements to the proposed pro rata issue, the exercise price of each Quoted 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 Quoted Option before the record date for determining entitlements to the proposed bonus issue, the number of Shares over which the Quoted Option is exercisable is increased by the number of Shares which the holder of the Quoted Options would have received had the holder exercised some or all of their Quoted 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 **11:45am (AEDT) on Wednesday, 26 November 2025**, 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Dateline Resources Limited, to be held at **11:45am (AEDT) on Friday, 28 November 2025 at The Offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your 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 and at any adjournment thereof.

[illegible]

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

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	RATIFICATION OF PRIOR ISSUE OF SHARES AND QUOTED OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	RE-ELECTION OF MR ANTHONY FERGUSON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	RATIFICATION OF PRIOR ISSUE OF SHARES AND QUOTED OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	APPROVAL TO ADOPT PROPOSED CONSTITUTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	RATIFICATION OF PRIOR ISSUE OF QUOTED OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	APPROVAL TO ADOPT INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	RATIFICATION OF PRIOR ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	APPROVAL TO INCREASE FEE POOL FOR NON-EXECUTIVE DIRECTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	RATIFICATION OF PRIOR ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	RATIFICATION OF PRIOR ISSUE OF QUOTED OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	RATIFICATION OF PRIOR ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a	RATIFICATION OF PRIOR ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	RATIFICATION OF PRIOR ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b	RATIFICATION OF PRIOR ISSUE OF SHARES	<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.

STEP 3 – Signatures and contact details

Individual or Securityholder 1										Securityholder 2										Securityholder 3									
Sole Director and Sole Company Secretary										Director										Director / Company Secretary									
Contact Name:																													
Email Address:																													
Contact Daytime Telephone															Date (DD/MM/YY)														

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).