
DATELINE RESOURCES LIMITED

ACN 149 105 653

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.45 am (Sydney time)
DATE: 27 November 2026
PLACE: The Offices of K&L Gates
Level 31, 1 O'Connell Street
Sydney NSW 2000

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

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

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

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Company's Annual General Meeting will be held at 11.45 am (Sydney time) on Friday, 27 November 2026 at:

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

Your vote is important

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

Voting eligibility

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7.00 pm (Sydney time) on Wednesday, 25 November 2026.

Voting in person

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

Voting by proxy

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

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

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

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

Voting by proxy

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

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

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

Power of attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is provided 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 evidence has previously been provided to 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 2026 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 2026."

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 GREG HALL

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

"That, for the purposes of clause 14.4 of the Constitution (and for all other purposes), Mr Greg Hall, a Director who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ELECTION OF GEORGE BRACK

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 14.2(c) of the Constitution (and for all other purposes), Mr George Brack, a Director who was appointed to the Board on 5 January 2026, retires at the end of the Meeting, and being eligible, is elected as a Director."

5. RESOLUTION 4 – ELECTION OF PHILLIPS BAKER JR

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 14.2(c) of the Constitution (and for all other purposes), Mr Phillips Baker Jr, a Director who was appointed to the Board on 5 January 2026, retires at the end of the Meeting, and being eligible, is elected as a Director."

6. RESOLUTION 5 – 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 125,000,000 Shares (which were issued at an issue price of \$0.40 per Share) to a number of sophisticated and professional investors on the terms set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS

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

"That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 3,000,000 Broker Options (which were issued in consideration for the provision of lead management services) to Shaw and Partners Limited on the terms set out in the Explanatory Statement."

VOTING PROHIBITION STATEMENT | CORPORATIONS ACT

The Company will disregard any votes cast on **Resolution 1** 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 Resolution 1 as proxy for a person who is entitled to vote on that Resolution provided that either:

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

VOTING EXCLUSION STATEMENT | LISTING RULES

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

- **Resolutions 5 and 6** (inclusive) if it is cast by or on behalf of any person who participated in the issue of Shares and/or Options the subject of any of those Resolutions; and
- **Resolutions 5 and 6** (inclusive) if it is cast by or on behalf of an Associate of any person excluded from voting on any of Resolutions 5 and 6 (inclusive).

Please see the Explanatory Statement for the identity (or characterisation) of each specific person excluded from voting in favour of any of **Resolutions 5 and 6** (inclusive).

However, the Company need not disregard a vote cast in favour of any of **Resolutions 5 and 6** (inclusive) if:

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

Shareholders should note that no voting exclusions are applicable to **Resolutions 2, 3 or 4**.

By order of the Board

A handwritten signature in black ink, appearing to read "J. Smith". The signature is stylized with a large, looped initial "J" and a cursive "Smith".

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 Constitution, the business of the Meeting will include the receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 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 2026.

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.

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 GREG HALL

Mr Greg Hall, a Director, will retire in accordance with clause 14.4 of the Constitution and, being eligible, seeks re-election as a Director.

Mr Hall is an exploration geologist with over 40 years of international experience. From 1988 to 2005, he was employed by the Placer Dome group of companies, serving as Chief Geologist-World Wide during the last 5 years of his tenure. Placer Dome was later acquired by Barrick Gold Corporation.

During his career, Mr Hall played a significant part in the discoveries of Gold Field's Granny Smith Gold Mine and Rio Tinto's Yandi Iron Ore Mine. In addition, Mr Hall was involved in the discoveries of Keringal and Wallaby in Australia's Eastern Goldfields, as well the definition of AngloGold Ashanti's Sunrise Gold Mine.

Mr Hall was re-elected as a Director at the Company's 2023 annual general meeting (which was held on 30 November 2023).

Further information in relation to Mr Hall's experience and expertise is set out in the Company's annual report for the financial year ended 30 June 2026.

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

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

4. RESOLUTION 3 – ELECTION OF GEORGE BRACK

Clause 14.2 of the Constitution allows the Board to appoint a person as an addition to the Board at any time, provided that that appointment does not cause the number of Directors to exceed 10.

Any person appointed to the Board under clause 14.2 of the Constitution holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting.

As announced on 5 January 2026, the Board appointed Mr George Brack as an addition to the Board and as consequence of clause 14.2 of the Constitution, Mr Brack will cease to be a Director at the end of the Meeting unless he is elected as a Director by Shareholders at the Meeting.

Mr Brack is a mining executive and finance professional with over 30 years of experience in the North American mining sector. Mr Brack is currently the Chair of the Board of Wheaton Precious Metals (NYSE: WPM), where he has served for the past 16 years. Mr Brack's previous directorships including serving as Chair or director of multiple successful mining companies – including Capstone Copper (TSX: CS) (Lead Independent Director until 2023) and Red Back Mining amongst others. Mr Brack's career has included senior positions in mining investment banking and corporate development, including as Vice President of Corporate Development at Placer Dome, with a focus on strategic mergers and acquisitions and project financing.

Further information in relation to Mr Brack's experience and expertise is set out in the Company's annual report for the financial year ended 30 June 2026.

The Directors (excluding Mr Brack) unanimously recommend that Shareholders vote **FOR** Resolution 3.

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

5. RESOLUTION 4 – ELECTION OF PHILLIPS BAKER JR

Clause 14.2 of the Constitution allows the Board to appoint a person as an addition to the Board at any time, provided that that appointment does not cause the number of Directors to exceed 10.

Any person appointed to the Board under clause 14.2 of the Constitution holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting.

As announced on 5 January 2026, the Board appointed Mr Phillips Baker Jr as an addition to the Board and as consequence of clause 14.2 of the Constitution, Mr Baker Jr will cease to be a Director at the end of the Meeting unless he is elected as a Director by Shareholders at the Meeting.

Mr Baker Jr is a highly regarded U.S. mining leader with over 30 years of executive experience. He was the Chief Executive Officer of Hecla Mining Company (NYSE: HL) for 23 years (2001 to 2024) and served on Hecla's Board during that period. Under his leadership, Hecla grew into the largest primary silver producer in the United States and expanded its portfolio with long-life gold assets, including the Casa Berardi mine in Quebec. In 2017, Mr Baker Jr was awarded the William Lawrence Saunders Gold Metal by the American Institute of Mining, Metallurgical and Petroleum Engineers (AIME), recognising his significant contributions to the industry.

Further information in relation to Mr Baker Jr's experience and expertise is set out in the Company's annual report for the financial year ended 30 June 2026.

The Directors (excluding Mr Baker Jr) unanimously recommend that Shareholders vote **FOR** Resolution 4.

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

6. RESOLUTIONS 5 AND 6 – RATIFICATION OF PRIOR ISSUES OF SHARES AND BROKER 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 or Broker Options the subject of Resolutions 5 and 6 fit within any of the exceptions in Listing Rule 7.2 and, as none of these issues 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 relevant 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 issue under Listing Rule 7.1. To that end, Resolutions 5 and 6 (inclusive) seek Shareholder ratification of the issue of Shares and Broker Options the subject of these Resolutions for the purposes of Listing Rule 7.4.

If Resolutions 5 and 6 (inclusive) are passed, the issue 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 (which dates are set out below).

If Resolutions 5 and 6 (inclusive) are not passed, the issue 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 5

As announced on 1 April 2026, the Company secured firm commitments from a number of leading Australian and US-based Institutional Investors to raise gross proceeds of \$50 million by way of the issue of 125,000,000 Shares at an issue price of \$0.40 per Share (**Institutional Placement**). The Institutional Placement was managed by Shaw and Partners Limited (AFSL 236048) (**Shaw and Partners**).

The funds raised under the Institutional Placement were (and will continue to be) used for advancing enabling and site development works, progressing procurement of key processing infrastructure, supporting final optimisation workstreams, providing the equity component for a future project finance facility and continued exploration at both the Company's Colosseum Gold (and REE) Mine and Music Valley Project.

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

Shaw and Partners were paid a management fee of 2% of the gross proceeds raised under the Placement and a selling fee of 4% of the gross proceeds (excluding the approximately \$3,000,000 raised under the Chairman's list component of the Institutional Placement) raised under the Institutional Placement. In addition to paying the above-referred capital raising fee, the Company also issued Shaw and Partners with 3,000,000 Broker Options (as to which, please see Resolution 6).

For further information please see the ASX-prescribed disclosures set out below and the Company's ASX release dated 1 April 2026.

Listing Rule	Required Disclosures for Resolution 5
7.5.1	The Shares issued under the Institutional Placement were issued to clients of Shaw and Partners who acted as Lead Manager and Bookrunner to the Institutional Placement¹ and to various non-affiliated persons under the Chairman's list component of the Institutional Placement. No recipient of any Shares issued under the Institutional Placement (including the Chairman's list component) is or was 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. Furthermore, and for the purposes of ASX Guidance Note 21, none of the recipients of Shares under the Institutional Placement (including the Chairman's list component) is/was an adviser to the Company or was issued with 1% or more of the Company's issued share capital, with that 1% calculated on a post-issue basis.
7.5.2	The Company issued a total of 125,000,000 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 5 were issued on 10 April 2026.
7.5.5	The Shares the subject of Resolution 5 were issued for \$0.40 each.
7.5.6	The funds raised from the issue of Shares under the Institutional Placement were (and will continue to be) used for the purposes referred above under the heading 'Background to Resolution 5'.
7.5.7	N/A
7.5.8	The Company will exclude all participants in the Institutional Placement from voting in favour of Resolution 5 as per the Voting Exclusion Statement set out in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 5.

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.

Background to Resolution 6

¹ In seeking firm commitments under the Institutional Placement, Shaw and Partners 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.

In addition to the cash fees paid by the Company to Shaw and Partners for managing the Institutional Placement, the Company also issued Shaw and Partners with 3,000,000 options, the terms of which are set out in Schedule 1 (**Broker Options**).

The Broker Options the subject of Resolution 6 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 1 April 2026.

Listing Rule	Required Disclosures for Resolution 6
7.5.1	The Broker Options the subject of Resolution 6 were issued to Shaw and Partners who acted as Lead Manager and Bookrunner to the Institutional Placement. Shaw and Partners is not a Related Party of the Company, a member of the Company's Key Management Personnel, a holder of 10% or more of the Company's shares or an Associate of any such person. Shaw and Partners does however provide lead management and other financial services to the Company.
7.5.2	The Company issued a total of 3,000,000 Broker Options, the terms of which are set out in Schedule 1.
7.5.3	Please see Schedule 1.
7.5.4	The Broker Options were issued on 10 April 2026.
7.5.5	The Broker Options were issued for nil cash consideration.
7.5.6	The Broker Options were issued in consideration for the provision of lead management and related financial services in connection with the Institutional Placement.
7.5.7	N/A
7.5.8	The Company will exclude Shaw and Partners from voting in favour of Resolution 6 as per the Voting Exclusion Statement set out in the Notice of Meeting.

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.

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.

Constitution means the Company's constitution adopted on 28 November 2025.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

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.

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 2026.

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

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

Shareholder means a registered holder of a Share.

SCHEDULE 1 – MATERIAL TERMS OF BROKER OPTIONS

Term	Detail
Exercise	Each Broker Option confers on the holder the right, but not the obligation, to subscribe for one Share.
Exercise Price	The Broker Options have an Exercise Price of \$0.60 each.
Expiry Date	The Broker Options expire at 5pm (Sydney time) on 10 April 2028.
Exercise Minimum	Broker Options may only be exercised in multiples of at least 50,000 (i.e. unless the number of Broker Options held is less than 50,000, in which case, the holder must exercise that lesser number of Broker Options held).
Exercise Notice	The holder of Broker Options may exercise their Broker Options by delivering to the Company, at any time on or before the Expiry Date: • a written notice of exercise (in the form provided by the Company) specifying the number of Broker Options being exercised; and • evidence of an electronic funds transfer having been made for the Exercise Price for each Broker Option being exercised.
ASX Listing Rules	In the event of a reorganisation of the Company's share capital, the Broker Options will be reorganised in accordance with the specific requirements of the Listing Rules.
Quotation	The Company will not apply for quotation of the Broker Options on ASX. The Company will however, within the time required by the Listing Rules, apply for quotation of any Shares issued on the exercise of any Broker Options.
Participation in future issues	A Broker Option does not entitle its holder to participate in any new issue of securities in the Company unless the Broker Option is exercised and Shares issued before the record date for determining entitlements to that new issue.
Pro Rata Issues	If the Company makes a pro rata issue of Shares or other securities (except a bonus issue) to existing Shareholders and no Share has been issued in respect of the Broker Option before the record date for determining entitlements to the proposed pro rata issue, the exercise price of each Broker Option is to be reduced in accordance with the Listing Rules.

Term	Detail
Bonus Issues	If the Company makes a bonus issue of Shares or other securities to its Shareholders and no Share has been issued in respect of the Broker Option before the record date for determining entitlements to the proposed bonus issue, the number of Shares over which the Broker Option is exercisable is increased by the number of Shares which the holder of the Broker Options would have received had the holder exercised some or all of their Broker Options before the relevant record date.

Your proxy voting instruction must be received by **11:45am (AEDT) on Wednesday, 25 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> 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)

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, 27 November 2026 at The Offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000** hereby:

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

[illegible]

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

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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CTR

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF MR GREG HALL	☐	☐	☐
3	ELECTION OF GEORGE BRACK	☐	☐	☐
4	ELECTION OF PHILLIPS BAKER JR	☐	☐	☐
5	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
6	RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS	☐	☐	☐

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

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)

 /

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

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