CORPORATE GOVERNANCE STATEMENT
As at 30 October 2026

The Board of Directors of Dateline Resources Limited (the "Company" or "DTR") seeks to act professionally and ethically while executing its responsibilities as it guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board of the Company has considered the principles of good corporate and best practice recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Principles and Recommendations). ASX Listing Rule 4.10.3 requires the Company to disclose the extent to which it follows or diverges from these best practice recommendations in its Annual Report.

The Role of the Board & Management

The Company has formalised and disclosed the roles and responsibilities of the Board and those delegated to senior management.

The Board is responsible for the overall corporate governance of DTR, including its ethical behaviour, strategic direction, establishing goals for management and monitoring the achievement of those goals with a view to optimising company performance and maximising shareholder value.

The role of management is to support the Chief Executive Officer and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

Scheduled meetings of the Board are to be held throughout the year and the Board meets on other occasions to deal with matters that require attention between scheduled meetings. The responsibility for the operation and administration of the Company is delegated by the Board to the Chief Executive Officer.

The Board is responsible for:

- Appointment of the Chief Executive Officer and other senior executives and the determination of their terms and conditions including remuneration and termination;
- Driving the strategic direction of the Company, ensuring resources are available to meet objectives and monitoring management's performance;
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- Approving and monitoring budget and the adequacy and integrity of financial and other reporting;
- Approving the annual, half yearly and quarterly accounts;
- Approving significant changes to the organisational structure;
- Approving the issue of any securities of the Company;
- Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making; and

- Recommending to shareholders the appointment of the external auditor and meeting with the external auditor.

DTR has obligations to its stakeholder to ensure the Company is managed with appropriate due diligence and that all necessary processes are implemented to minimise risk and maximise business opportunities.

To this end, all commercial arrangements, capital expenditure, operational expenditure and other commitments are appropriately documented and have been authorised by the Board.

The composition of the Board is determined in accordance with the Company constitution and the following principals and guidelines:

- The Board should comprise of at least three Directors with a majority of Non-Executive Directors;
- The Board should comprise of Directors with an appropriate range of qualifications and expertise; and
- The Board should meet formally at least four times per annum and informally on an as required basis with all Directors being made aware of, and having available, all necessary information, to participate in an informed discussion of all agenda items.

Directors in Office

At the date of this statement the following Directors are in office:

Name	Position	Independent
Mr. Tony Ferguson	Non-Executive Director	Yes
Mr Gregory Hall	Non-Executive Director	Yes
Mr Stephen Baghdadi	Managing Director & Chief Executive Officer	No
Mr George Brack	Non-Executive Director	Yes
Mr. Phillips Baker Jnr	Non-Executive Director	Yes

The skills, experience, expertise and tenure of each director are disclosed in the Directors' Report within each Annual Report issued by the Company.

Director Independence

The Company recognises that independent Directors are important in verifying to shareholders that the Board is properly fulfilling its role and is diligent in holding senior management accountable for its performance.

Directors of Dateline Resources Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

In making this assessment, the Board considers all relevant facts and circumstances. Relationships that the Board will take into consideration when evaluating independence are whether a Non-Executive Director:

- is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;

- is employed, or has previously been employed in an executive capacity by the Company or another Company member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- has within the last three years been a principal of a material professional advisor or a material consultant to the Company or another Company member, or an employee materially associated with the service provided;
- is a material supplier or customer of the Company or other Company member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
- has a material contractual relationship with the Company or another Company member other than as a Director.

After considering all facts and circumstances mentioned above in regards to evaluating the independent status of a director, at the date of signing this report the Company deems Mr Ferguson to be independent.

After considering all facts and circumstances mentioned above in regards to evaluating the independent status of a director, at the date of signing this report the Company deems Mr Hall to be independent.

After considering all facts and circumstances mentioned above in regards to evaluating the independent status of a director, at the date of signing this report the Company deems Mr Brack to be independent.

After considering all facts and circumstances mentioned above in regards to evaluating the independent status of a director, at the date of signing this report the Company deems Mr Baker to be independent.

After considering all facts and circumstances mentioned above in regards to evaluating the independent status of a director, at the date of signing this report the Company deems Mr Baghdadi not to be independent as he holds the position of Managing Director and Chief Executive Officer.

During the current financial year the Board has met to consider appointments to management and the Board and have considered the balance of skills and experience required of Board members for the size and state of development of DTR. The Board believes that it has the right numbers and skill sets within its board members for the current size of the Company and is confident that each non-executive director brings independent judgement to bear on Board decisions. If additional skill sets are considered to be necessary, the Board seeks candidates from the wider market and chooses the most appropriate person for the role required.

Where additional skills are considered necessary for specific purposes, access is made to independent professional advice at the expense of the Company.

Chairman and Chief Executive Officer

The ASX Corporate Governance Council Recommendations recommend that the chair be independent and that the roles of chair and Chief Executive Officer should not be exercised by the same individual. Mr Mark Johnson AO passed away on September 27, 2026 and the position of Chairman is currently vacant as at the date of this statement.

Appointment to the Board

The Board of Directors undertakes the role of a Nomination Committee which identifies and recommends potential director appointments. Where a casual vacancy arises during the year, the Board has procedures to select the most suitable candidate with the appropriate experience and expertise to ensure a balanced and effective board. Any director appointed during the year to fill a casual vacancy or as an addition to the current Board, holds office until the next Annual General Meeting and is then eligible for re-election by the shareholders.

New directors receive a letter of appointment which sets out the terms of their appointment. On appointment, an induction program is available to directors that include individual sessions with members of the executive team.

Evaluation of Senior Executives

Senior executives have a formal job description and letter of appointment describing the term of office, duties, rights, responsibilities and entitlements upon termination.

The performance of senior executives is reviewed annually before the budgets are approved for the next financial year. This process is a formal one with the executive's performance assess against company and personal benchmarks. Benchmarks are agreed with the respective senior executives and reviews are based upon the degree of achievement against those benchmarks.

Induction procedures are in place to allow new senior executives to participate fully and actively in management decision-making. The induction program includes an orientation of:

- The Company's financial position, strategies, operations and risk management policies; and
- The respective rights, duties responsibilities and roles of the Board and senior executives.

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Ethical Business Practices

The Board is bound by the Company's Board Charter and Code of Conduct (as disclosed in the Company's Corporate Governance Plan). The Board understands the obligations for ethical and responsible decision making. All Directors and Officers are expected to:

a) comply with the law;
b) act in the best interests of the Company;
c) be responsible and accountable for their actions; and
d) observe the ethical principles of honesty and fairness, including prompt disclosure of potential conflicts.

The Board has procedures in place for reporting any matters that may give rise to unethical practices or conflicts between the interests of a director or senior executive and those of the

Company. These procedures are reviewed as required by the Board. The Company has adopted a Conflict of Interest Policy, as a part of the Code of Conduct, that clarifies the processes for directors and senior executives to determine and disclose when a conflict of interest exists.

Shareholding and Trading

The Board encourages directors and senior executives to own shares in the Company to further link their interests with the interests of all shareholders. Trading of shares by directors and senior executives is prohibited under certain circumstances and as described in the ASX Listing Rules and during certain periods of the financial year. A director or senior executive must not deal in the company's shares at any time when he or she has unpublished information which, if generally available, might affect the share price. Directors and senior executives are required to first obtain consent from the Chairman or Company Secretary before dealing in the Company's securities.

The Company has a separate Securities Trading Policy which can be viewed the Company's website www.datelineresources.com.au

Safeguard Integrity

The Board of Directors performs the duties of the Audit and Risk Committee and operates under a charter to enable it to perform its role and responsibilities. Where appropriate, the Company's external auditors are invited to attend Board meetings relating to Audit and Risk matters. As the Board is comprised of four independent Non-Executive Directors, and one Executive Director, the Company does not comply with ASX Recommendation 4.2 which recommends that the audit committee is structured as follows:

- consists only of non-executive directors
- consists of a majority of independent directors
- is chaired by an independent chair, who is not chair of the board
- has at least three members

The Board considers that the Company is not of a size at the moment that justifies having a separate audit committee and additional independent non-executive directors. Though the Company intends to seek out and appoint additional independent directors to the Board when size and scale of the Company justify and warrant their inclusion, for the time being the Company maintains a mix of Directors from different backgrounds with complementary skills and experience. The qualifications of the Directors together with their attendances at Board Meetings are disclosed in the Directors' Report within this Annual Report.

The Board is responsible to fulfil its responsibilities in relation to the identification of the areas of significant business risks and monitor the following:

- the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- compliance with all applicable laws, regulations and company policy;
- the effectiveness and adequacy of internal control process;
- the performance of the Company's external auditors and their appointment and removal;
- the independence of the external auditor and the rotation of the lead engagement partner; and
- the identification and management of business risks.

The Executives of the Company provide the Board with additional assurances regarding the reliability of the financial information for inclusion in the financial statements. The Chief Executive Officer in his Executive and Financial capacity is required to declare to the Board that in his or her opinion the Financial Statements and the note to the Accounts within the Annual Report are in accordance with the Corporations Act 2001, comply with the Accounting Standards and the Corporations Regulations 2001 and give a true and fair view of the financial position of the Company and are based upon a sound system of risk management and internal compliance and control prior to the signing of the Directors' Declaration in the Annual Report.

Independent Advice

The Board recognises that in certain circumstances individual directors may need to seek independent professional advice, at the expense of the Company. Any advice received will be made available to other directors.

Timely and Balanced Disclosure

The Board recognises the need to comply with ASX Listing Rule 3.1 concerning continuous disclosure.

At each meeting of directors, consideration is given as to whether notice of material information concerning the Company, including its financial position, performance, ownership and governance has been made available to all investors.

The Continuous Disclosure Policy also requires senior executives in possession of disclosable information to comply with the policy.

Communication with Shareholders

The Board aims to ensure that shareholders, on behalf of whom they act, are informed of all major developments affecting the Company's activities and its state of affairs, including information necessary to assess the performance of the directors.

Communication with shareholders is achieved through the distribution of the following information:

- The Annual Report distributed to shareholders;
- The Half Yearly Report and Quarterly Reports which are available on the Company's website;
- The Annual General Meeting and General Meetings called to obtain shareholder approval for board action as appropriate. Shareholders are encouraged to attend and participate at the Company's Annual General Meeting and General Meetings;
- Letters to shareholders when considered appropriate and informative;
- Announcements on the Australian Securities Exchange; and
- Investor information on the Company's website www.datelineresources.com.au

The Company strives to ensure that company announcements via the ASX are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner.

Shareholders' Role

The shareholders of the Company are responsible for voting on the election of directors at the Annual General Meeting in accordance with the constitution.

All directors (other than the Executive Directors) are subject to re-election by rotation, no later than every three years.

The Annual General Meeting also provides shareholders with the opportunity to express their views on matters concerning the Company and to vote on other items of business for resolution by shareholders.

The Company's auditor, DFK Laurence Varney Auditors Pty Ltd, make available a member of the firm to be in attendance at the Annual General Meeting and to be available to answer shareholder questions in relation to the audit.

Risk Management

The entire Board is responsible for overseeing the risk management function. The Board is responsible for ensuring the risks and opportunities are identified on a timely basis. The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategies and policies, internal compliance and internal control.

The Board has mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Implementation of Board approved operating plans and budgets;
- Board monitoring of progress against these budgets, including the monitoring of key performance indicators of both financial and non-financial nature; and
- The establishment of committees to report on specific risks when identified.

Internal Risk Management System Compliance

The Board has not received a report from management as to the effectiveness of the Company's management of its material business risks. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be items for deliberation at Board Meetings. The Company has identified a series of operational risks which it believes to be inherent in the industry in which the Company operates. These include:

- changed operating, market or regulatory environments;
- fluctuations in commodity demand;
- fluctuations in exchange rates and inflation rates; and
- increasing costs of operations.

The Board requires that the Chief Executive Officer and Chief Financial Officer, or equivalent, every year, to provide a statement confirming that a sound system of risk management and internal control is in place and that the system is operating effectively in all material respects in relation to financial risks. The Board has received that assurance.

Monitoring Performance

The Board and senior executives monitor the performance of the Company through the preparation of monthly management accounts. The monthly management accounts are prepared using accrual accounting and report each segment's result. The monthly

management accounts are compared to monthly budgets, which have been prepared on the basis of capital availability and exploration results.

The monitoring of the Company's performance by the Board and management assists in identifying the correct allocation of resources to maximise the overall return to shareholders.

A performance evaluation of executives was not undertaken during the year however the Board has a process for performance evaluation when it is appropriate to be conducted.

Details of the structure of non-executive directors' and senior executives' remuneration are included in the Remuneration Report within the Directors' Report in each Annual Report.

During the year the board undertook a performance review of the Board of Directors, managed by the Chair at the time, Mr Johnson. The conclusions of the self-assessment of the Board's performance during the previous year and any recommendations for improvement which become apparent from that review, are discussed by the Board.

The performance evaluation was undertaken using the process disclosed above.

Nomination and Remuneration

Nomination Committee

The role of the Nomination Committee is undertaken by the full Board of Directors. The Board has adopted a Nomination Committee Charter to ensure that the responsibilities of the Board are discharged in an appropriate manner.

The role of the Nomination Committee is to support and advise the Board in:

- determining the appropriate size and composition of the Board;
- determining the terms and conditions of appointment to and retirement from the Board;
- developing appropriate criteria for Board membership
- reviewing membership of the Board and proposing candidates for consideration by the Board; and
- arranging a review of the Board's own performance.

The Board met during the year and considered that for the size of the Company and state of its development, the number of directors and their skills and experience were appropriate. The Board is aware of the need to continually assess the skills available to the Board. Where additional skills are considered necessary, candidates for director are sought from the wider market place with a view to selecting the most appropriate candidate for the chosen role.

Remuneration Committee

The role of the Remuneration Committee is undertaken by the full Board of Directors. The Board has adopted a Remuneration Committee Charter to ensure that the responsibilities of the Board are discharged in an appropriate manner.

The role of the Remuneration Committee is to determine the Company's remuneration plans, policies and practices, including compensation arrangements for non-executive directors, executive directors and senior executives. It is also responsible for considering general remuneration policies and practices, recruitment and termination policies and superannuation requirements.

Gender Diversity

The Company has adopted a diversity policy as part of their Corporate Governance Plan. The Company recognises the benefits arising from board diversity, and is committed to providing a diverse workplace that embraces and promotes diversity.

DTR is an equal opportunity employer and chooses candidates after widely canvassing the market on the basis of selecting the most appropriate candidate based on merit and suitability for the role.

Currently the Company does not have any employees as the operations are managed by the Board. The operations are carried out through the engagement of independent consultants. There are currently no women on the Board of DTR Resources or employed by the Company.

Given the Company's size and that it has no employees, the Board does not consider it appropriate to formalise the establishment of measurable diversity objectives. As the operations grow, the Board will give consideration to the setting of such objectives and their achievement through the appointment of appropriate candidates to the Board and senior executive positions as they become available.