

Prospectus

Dateline Resources Limited
ACN 149 105 653
ASX Code: DTR

An offer by the Company of up to 25,000,416 Shares at an issue price of \$0.05 per Share as consideration for the acquisition of 46,070,767 shares of Golden Phoenix Resources Limited on the terms and conditions set out in the share sale agreement which accompanies this Prospectus.

The Offer and the issue of Consideration Shares under this Prospectus are strictly limited to the Golden Phoenix Vendors only. No offer is being made to existing Shareholders, and there is no general offer being made to the public.

The issue of Consideration Shares offered pursuant to the Offer is conditional on Shareholders' approval of the Offer and is therefore a conditional offer. Refer to Section 2 of this Prospectus for further details.

This document is important and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Consideration Shares being offered under this Prospectus or any other matter, then you should consult your professional adviser.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

**AN INVESTMENT IN THE COMPANY'S SECURITIES SHOULD BE CONSIDERED
SPECULATIVE**

This Prospectus is an important document and should be read in its entirety. It is a prospectus issued pursuant to Section 713 of the Corporations Act. It does not, itself, contain all the information that is generally required to be set out in a full prospectus, but refers to other documents, the information of which is deemed to be incorporated into this Prospectus. The securities offered by this Prospectus should be considered speculative.

IMPORTANT INFORMATION

This Prospectus is dated 28 August 2015 and was lodged with ASIC on that date. Neither ASIC nor ASX or any of their officers, take any responsibility for the contents of this Prospectus. No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that ASX maintains a database of publically disclosed information about the Company, that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to professional advisors with whom potential investors may consult. This Prospectus has been prepared pursuant to Section 713 of the Corporations Act, which allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. It is intended to be read in conjunction with the Share Sale Agreement, the Notice of Meeting and the publicly available information, as described in Section 2.7 below.

Various statements in this Prospectus constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed in this Prospectus.

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this document under the laws applicable in that jurisdiction.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and any person into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained

in this Prospectus. Any information or representation not contained in this Prospectus may not be relied upon as having been authorised by the Company in connection with the Offer. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Prospectus except as required by law and then only to the extent so required.

The information contained in this Prospectus is not investment advice, and this Prospectus does not take into account the investment objectives, financial situation and particular needs of any person. Professional advice should be sought before deciding to invest in any securities the subject of this Prospectus.

There are risks associated with an investment in the Company and the securities offered under this Prospectus should be regarded as a speculative investment. The securities offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Consideration Shares. Applicants should carefully consider the risk factors that affect the Company specifically and the resource, mining and exploration industry in which it operates. Applicants should note that resource exploration is a high risk endeavour.

Certain abbreviations and other defined terms are used throughout this Prospectus. Details of the definitions and abbreviations used are set out in Section 4 of this Prospectus. All financial amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

This Prospectus may be viewed in electronic form online at the Company's website: www.datelineresources.com.au.

The information on the Company's website (outside the electronic Prospectus) does not form part of this Prospectus. Additional copies of the Prospectus are available at the registered office of the Company.

Any person may obtain a copy of this Prospectus or any of the documents referred to in Section 2.7 free of charge by contacting the Company via email on: info@datelineresources.com.au.

Corporate Directory

Directors

Mark Johnson (Chairman)
George Niumataiwalu (Non-Executive Director)
Stephen Baghdadi (Executive Director)
Gregory Hall (Non-Executive Director)

Company Secretary

John Smith

Registered Office

Level 29
2 Chifley Square
Sydney NSW 2000

Head office telephone

(02) 8231 6640

Auditor*

Duncan Dovico Risk & Assurance Pty Ltd
Level 12
90 Arthur Street
North Sydney NSW 2060

Share Registry*

Security Transfers Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Website

www.datelineresources.com.au

*This party is named for information purposes only and was not involved in the preparation of this Prospectus.

1. Overview

1.1 Introduction

The Corporations Act require a prospectus for the offer of shares by a public company unless an exception applies. The Acquisition involves the offer of Consideration Shares to each Golden Phoenix Shareholder. As no exception applies, the Company makes the offer for Consideration Shares to you under this Prospectus and on the terms set out in the Share Sale Agreement.

The Consideration Shares are to be issued (subject to the Acquisition Resolutions being approved by Shareholders) in consideration for the Acquisition.

Golden Phoenix's substantial shareholders, who together hold approximately 60% of the Golden Phoenix Shares on issue have accepted the Offer and signed the Share Sale Agreement.

The Company is already included in the Official List of the ASX and the ASX Listing Rules apply to all securities issued by the Company.

1.2 Purposes, terms and conditions of the Offer

Details regarding the Acquisition and the terms of the Share Sale Agreement are set out in the material that accompanies this Prospectus, including the Share Sale Agreement and the Notice of Meeting. The Notice of Meeting is incorporated by reference into this Prospectus.

The issue of Consideration Shares offered pursuant to the Offer is conditional on, amongst other things, Shareholders' approval of the Acquisition Resolutions and holders of at least 90% of the Golden Phoenix Shares accept the Offer. In the event the 90% condition is satisfied, the Company will, if required, rely upon section 414 of the Corporations Act to acquire the remaining Golden Phoenix Shares.

The Company has prepared this Prospectus to comply with section 706 of the Corporations Act. This Prospectus need only contain the information prescribed by section 713 of the Corporations Act to the extent to which it is reasonable for investors and their professional advisors to expect to find the information in this Prospectus.

1.3 Use of funds raised under the Offer

No funds will be raised by the Offer. The Consideration Shares are to be issued to the Golden Phoenix Vendors as consideration for the Acquisition as described in the Notice of Meeting.

The expenses of the Offer will be met from the Company's existing cash reserves.

1.4 Action required by Shareholders

No action is required by Shareholders.

The Offer and the issue of Consideration Shares under this Prospectus are strictly limited to the Golden Phoenix Vendors. No offer is being made to Shareholders, and there is no general offer being made to the public.

The issue of Consideration Shares offered pursuant to the Offer is conditional on Shareholders' approval of the Acquisition Resolutions. The Offer is therefore a conditional offer.

Golden Phoenix Vendors wishing to accept the Offer and sell their Golden Phoenix Shares must apply for their Respective Proportion of the Consideration Shares using the personalised Application

Form provided to each Golden Phoenix Vendor at the same time as this Prospectus. By lodging the Application Form, each Golden Phoenix Vendor applies for the number of Consideration Shares specified in the Application Form pursuant to the terms of this Prospectus, and acknowledges that they have read and understood the Prospectus, the Notice of Meeting, the Share Sale Agreement, and the investment in the Consideration Shares.

Golden Phoenix Shareholders who do not accept the Offer may, in the event the conditions of the Offer as satisfied, have their Golden Phoenix Shares compulsorily transferred from them under section 414 of the Corporations Act. This may result in additional costs and delay completion of the Acquisition.

1.5 Indicative timetable

Notice of Meeting released to ASX and dispatched to the Company's shareholders	18 August 2015
Prospectus lodgement date	28 August 2015
Notice of Meeting and Prospectus dispatched to Golden Phoenix Shareholders	4 September 2015
General Meeting to approve Acquisition	17 September 2015
Allotment of Consideration Shares	21 September 2015
Expected dispatch of holding statements	21 September 2015
Expected commencement of trading of Consideration Shares on ASX on a normal settlement basis	21 September 2015

The above dates are indicative only and may change in accordance with the terms of the Share Sale Agreement.

As noted above, the Offer is conditional on Shareholders approving the Acquisition Resolutions. If any of these Resolutions is not approved by Shareholders, then the Offer will not proceed and no Consideration Shares will be issued by the Company.

1.6 No cooling off rights apply to the Offer

Cooling off rights do not apply to an investment pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application Form once it has been lodged.

1.7 Enquiries

Any enquiries concerning the Offer should be directed to the Company on (02) 8231 6640, or to Maree Laffan by phone on +61 439 992 319, or by e-mail to mlaffan@goldenphoenix.com.au or mareelaffan@hotmail.com.

2. Information required by section 713 of the Corporations Act

2.1 Effect of the Acquisition on the Company

The Acquisition (if approved by Shareholders) will result in:

- (a) the Company issuing an additional 25,000,416 Shares, increasing the number of Shares on issue from 76,300,000 Shares to 101,300,416 Shares;
- (b) the Golden Phoenix Vendors holding (in aggregate) 24.68% of the Company's Shares, with existing Shareholders holding the balance of 75.32%; and
- (c) related parties of Mr Gregory Hall (a Director of the Company) holding (in aggregate) 9.88% of the Company's issued Shares.

The substantial shareholders of the Company are set out in section 6.5 of the Notice of Meeting.

The effect of the Acquisition and the issue of the Consideration on the Company's substantial Shareholders is set out in section 6.5 of the Explanatory Memorandum to the Notice of Meeting, and that section is incorporated by reference into this Prospectus.

2.2 Effect of Acquisition on Golden Phoenix

Following completion of the Acquisition (if approved by Shareholders), Golden Phoenix and its Related Bodies Corporate will become wholly owned subsidiaries of the Company.

2.3 Pro-forma financial position

A consolidated pro-forma statement of financial position for the Company following completion of the Acquisition and the issue of the Consideration Shares is set out in section 6.2 of the Explanatory Memorandum to the Notice of Meeting, and that section is incorporated by reference into this Prospectus.

2.4 Effect on the capital structure of the Company

The effect of the Acquisition and the issue of the Consideration Shares on the financial position of the Company is set out in section 6.2 of the Explanatory Memorandum to the Notice of Meeting, and that section is incorporated by reference into this Prospectus.

2.5 Rights and liabilities attaching to Consideration Shares

All Consideration Shares issued (if the Acquisition Resolutions are approved by Shareholders) will rank equally in all respects with all existing Shares from the date of their issue.

The rights and liabilities of the Shares are set out in the Company's constitution a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours. In applying for Consideration Shares, each Golden Phoenix Vendor agrees that it and the Consideration Shares to be issued to it are bound by the terms of the Constitution.

Section 6.4 of the Explanatory Memorandum to the Notice of Meeting summarises those rights, and that section is incorporated by reference into this Prospectus.

The Consideration Shares will be quoted on ASX and will be able to be traded on ASX once the shares are registered in the name of the Golden Phoenix Vendors as a result of this Prospectus being issued by the Company.

The Consideration Shares described in this Prospectus will be issued subject to and bound by the terms of this Prospectus, the constitution of the Company (as amended from time to time) and the Listing Rules.

2.6 Continuous disclosure and documents available for inspection

This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 of the Corporations Act enables companies to issue transaction specific prospectuses where those companies are and have been for a period of 12 months disclosing entities.

The Company is a "disclosing entity" for the purposes of section 713 of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company will provide a copy of each of the following documents, free of charge, to any person who asks for it:

- (a) the Annual Report for the financial year ended on 30 June 2013, being the annual financial report most recently lodged with ASIC by the Company;
- (b) the Half-Yearly Report for the half-year ended on 31 December 2013, being the half-year financial report lodged with ASIC after the lodgement of the Annual Report and before the lodgement of the Prospectus; and
- (c) any continuous disclosure notices given by the Company after the lodgement of the Annual Report referred to in paragraph (a) above and before the lodgement of this Prospectus with ASIC,

such notices are listed below under the heading "ASX Releases" in Section 2.7.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

2.7 ASX releases

ASX releases of the Company since its 2014 annual report are listed below:

Date	Announcement
18/08/2015	Notice of Meeting
31/07/2015	Quarterly Cashflow Report
31/07/2015	Quarterly Activities Report
29/06/2015	Change of Registered office address
05/06/2015	Final Director's Interest Notice
05/06/2015	Alternate Director Resignation

Date	Announcement
25/05/2015	Execution of Share Sale Agreement
30/04/2015	Quarterly Activities Report
30/04/2015	Quarterly Cashflow Report
13/03/2015	Change in substantial holding
13/03/2015	Half Year Accounts
30/01/2015	Quarterly Cashflow Report
30/01/2015	Quarterly Activities Report
30/01/2015	Change of Director's Interest Notice
27/01/2015	Change of Director's Interest Notice
19/01/2015	Initial Director's Interest Notice
19/01/2015	Director Appointment Gregory Hall
02/01/2015	Change of Director's Interest Notice
25/11/2014	Change in substantial holding from SXX
25/11/2014	Cleansing Notice
25/11/2014	Appendix 3B
25/11/2014	Placement to Southern Cross N.L.
21/11/2014	Results of Meeting
21/11/2014	Chairman's Address to Shareholders
19/11/2014	Initial Director's Interest Notice
18/11/2014	Appointment of Alternate Director
30/10/2014	Quarterly Activities Report
30/10/2014	Quarterly Cashflow Report

Date	Announcement
15/10/2014	Executive Director Appointment
15/10/2014	Notice of General Meeting/Proxy Form
08/10/2014	Appendix 3B

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from www.asx.com.au.

2.8 Information excluded from continuous disclosure notices

As at the date of this Prospectus, there is no information that has not been disclosed under the continuous disclosure requirements of the Listing Rules and which the Board considers would reasonably require in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching to Shares in the Company.

2.9 Market information on shares

In the last three months the closing price of the Shares on ASX has varied from a low of \$0.009 to a high of \$0.018. The closing price of the Shares on the last ASX trading day prior to the date of this Prospectus was \$0.012.

The volume weighted average sale price on ASX of the Shares during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC is \$0.0142.

The latest available market sale price of the Shares on ASX prior to the day of lodgement of this Prospectus with ASIC was \$0.012 on 27 August 2015.

Golden Phoenix is an unlisted public company. No market information regarding the price of its shares is available as a result.

2.10 Risk factors for holding Shares

Golden Phoenix Vendors should be aware that an investment in the Company is speculative and is subject to various risk factors. A list of the identified major risk factors is set out in section 6.6 of the Explanatory Memorandum to the Notice of Meeting, and that section is incorporated by reference into this Prospectus. However, the Company makes no representation or guarantee in respect of any investment in its Shares (including the Consideration Shares), other than as set out in the Share Sale Agreement.

The list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. Those factors, and others not specifically referred to, may in the future materially affect the financial performance of the Company and the value of the Consideration Shares offered under this Prospectus. The Consideration Shares offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or their market value. In addition, there is no guarantee that there will be any market (whether official or unofficial) for trading of the Company's Shares (including the Consideration Shares).

2.11 Quotation of Consideration Shares

The Consideration Shares will be issued on or about 21 September 2015. The Company will apply for quotation of those shares within 7 days of the date of this Prospectus. If ASX does not grant

permission for the quotation of the Consideration Shares within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the Consideration Shares will be issued and the Acquisition will not occur.

A decision by ASX to grant official quotation of the Consideration Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the Consideration Shares.

The Listing Rules set out various categories of persons who may be issued restricted securities and the circumstances in which those securities are listed as restricted. As no one vendor will either alone, or together with any associates, hold at least 20% of the capital of the Company, the Consideration Shares are not subject to escrow restriction under the Listing Rules.

3. Additional information

3.1 Interests of Directors

Other than as announced to ASX or set out in the Notice of Meeting or this Prospectus, no Director, or any entity in which a Director is a partner or director, has or has had in the 2 years before the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid (in cash, Shares or otherwise) and no other benefit has been given or agreed to be given to any Director or to any entity in which a Director is a partner or a Director, either to induce him to become, or qualify as, a Director or otherwise for services rendered by him or by the entity in connection with the formation or promotion of the Company or the Offer.

3.2 Directors' interests in existing securities

Section 6.1 of the Explanatory Statement to the Notice of Meeting sets out in the interests of Directors in existing securities of the Company, and that section is incorporated by reference into this Prospectus.

3.3 Participation in the Offer by Directors

No Director other than Gregory Hall will participate in the Offer. Mr Hall will participate in the Offer as set out in sections 3 and 4 of the Explanatory Statement to the Notice of Meeting, and these sections are incorporated by reference into this Prospectus.

3.4 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus or the Notice of Meeting.

3.5 Consents of Parties

Each of the parties referred to in this Section does not make, or purport to make, any statement in this Prospectus other than as specified in this section and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name or a statement included in this Prospectus with the consent of that party as specified in this section.

K&L Gates has given and, as at the date of this Prospectus, has not withdrawn its consent to being named in this Prospectus in the form and context in which their name has been included. K&L Gates has not caused the issue of or in any way authorised this Prospectus and takes no responsibility for the issue of this Prospectus.

3.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

- promoter of the Company; or
- underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue

holds, or has held in the 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer or the Offer itself; or
- the Offer,

and no amounts have been paid or agreed to be paid (in cash, Shares or otherwise) and no other benefit has been given or agreed to be given to any of the above persons for services rendered by him or by the entity in connection with the formation or promotion of the Company or the Offer.

K&L Gates have acted as solicitors for the Company in relation to the Offer. The Company estimates that it will pay K&L Gates fees of \$25,000 in relation to the Offer. Further amounts may be paid to K&L Gates in accordance with their usual time based charge out rates.

3.7 Restricted securities

None of the Company's issued securities are 'restricted securities' (as defined in the Listing Rules).

3.8 Broker handling fees

No handling fees are payable in connection with the Offer under this Prospectus.

3.9 Brokerage and stamp duty costs

No brokerage or stamp duty is payable by Applicants on the issue of Consideration Shares under this Prospectus.

3.10 Offers outside Australia

This Prospectus has not been and will not be registered under the securities laws of jurisdictions outside Australia. Accordingly, the Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this document under the laws applicable in that jurisdiction. Persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus has been prepared for publication in Australia and may not be released or distributed in the United States. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended, (**US Securities Act**) or the securities laws of any state of the United States, and may not be offered or sold in the United States, or to, or for the account or benefit of a US Person, except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws.

Recipients of this Prospectus may not send or otherwise distribute this Prospectus, or any Application Form accompanying this Prospectus, to any person.

3.11 Taxation

The Directors do not consider that it is appropriate to provide investors with advice regarding the taxation consequences of accepting the Offer under this Prospectus, or any taxation consequences in relation to the subsequent disposal of the Consideration Shares pursuant to this Prospectus. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to investors in respect of any issue.

The Directors recommend that all Applicants consult their own professional tax advisers.

3.12 Privacy disclosure

By filling out the Application Form the Golden Phoenix Vendors are providing personal information to the Company through its Share Registry. The Corporations Act requires the Company to include information about each security holder (name, address and details of the securities held) in its public register. This information must remain in the register even if you cease to be a security holder in the Company. The Company, and the Registry on its behalf, may collect, hold and use that Information in order to process applications received from the Golden Phoenix Vendors, facilitate dividend payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements. Your personal information may also be provided to the Company's members, agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy.

If you do not provide the information requested in the Application Form, the Company and the Registry may not be able to process or accept your application.

3.13 Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$90,000 comprising ASIC lodgement fees, legal fees, accounting fees, share registry fees and printing and other administrative expenses.

3.14 Legal proceedings

To the Directors' knowledge, there is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

3.15 Material Contracts

The Company has not entered into any material contracts other than those which have been the subject of ASX announcements or referred to in this Prospectus.

3.16 Directors' authorisation

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

3.17 Authority of Directors

The Directors have made all reasonable enquiries in the preparation of this Prospectus and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not

withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of Consideration Shares pursuant to this Prospectus.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Dated 28 August 2015

A handwritten signature in black ink, appearing to read "Mark Johnson".

Mark Johnson.
Chairman
For and on behalf of the Board of Dateline Resources Limited

4. Definitions

\$ or A\$ or AUD means references to dollar amounts in Australian currency;

Acquisition means the acquisition of the Golden Phoenix Shares by the Company;

Acquisition Resolutions means Resolutions 1, 2 and 3 as set out in the Notice of Meeting;

AEST means Australian Eastern Standard Time;

Applicant means each Golden Phoenix Vendor completing an Application Form;

Application Form means the application form provided to each of the Golden Phoenix Vendors in relation to their proportion of the Consideration Shares, the form of which is attached to this Prospectus;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited ACN 008 624 691;

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532;

ASX Settlement Operating Rules means the operates rules of ASX Settlement from time to time;

Business Day means a day that is not a Saturday, Sunday or a public holiday in Sydney, New South Wales;

Company means Dateline Resources Limited ACN 149 105 653;

Consideration Share means a Share issued pursuant the Offer under this Prospectus as consideration for the Acquisition;

Constitution means the constitution of the Company;

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

Directors or Board means the board of directors of the Company;

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting;

Golden Phoenix means Golden Phoenix Resources Limited ACN 124 914 567;

Golden Phoenix Shares means all of the issued shares of Golden Phoenix (being 46,070,767 fully paid ordinary shares), which are held the Golden Phoenix Vendors

Golden Phoenix Vendors means the current shareholders of Golden Phoenix;

Issue Price means the issue price for Consideration Shares of \$0.05 each;

Listing Rules means the listing rules of ASX;

Meeting means the meeting of the Shareholders convened for the purposes of considering the Resolutions to be held on 17 September 2015;

Notice of Meeting means the notice convening the Meeting and the accompanying Explanatory Statement;

Offer means the offer of Consideration Shares described in this Prospectus on the terms as set out in the Share Sale Agreement;

Prospectus means this prospectus as modified or varied by any supplementary prospectus made by the Company and lodged with ASIC from time to time;

Related Bodies Corporate has the meaning provided under section 9 of the Corporations Act.

Resolution means a resolution to be considered at the Meeting as set out in the Notice of Meeting.

Section means a section of this Prospectus;

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

Share Sale Agreement means the share sale agreement between the Company, Golden Phoenix and the Golden Phoenix Vendors, a copy of which accompanies this Prospectus.

**Application form to accept the offer to
sell your shares in Golden Phoenix Resources Limited and be
issued shares in Dateline Resource Limited**

By signing this form (which, where required by any applicable law, accompanies a prospectus lodged by Dateline with ASIC and dated 28 August 2015 (**Prospectus**)), you represent that:

- (a) you have authority to sign this form on behalf of the below named shareholder in Golden Phoenix Resources Limited (**GPR**) (**Seller**) and that the Seller is a party to the share sale agreement between Dateline Resources Limited (**Dateline**), GPR and others dated 25 May 2015 (**SSA**);
- (b) the Seller has reviewed the SSA (including, but not limited to, the warranties set out in Schedule 4 of the SSA) and agrees to be bound by its terms;
- (c) the Seller agrees to be bound by the constitution of Dateline on and from completion of the SSA;
- (d) the Seller was, where required by any applicable law, given access to the Prospectus together with this application form; and
- (e) the issue of the Dateline Shares set out in this application form will not cause Dateline or the Seller to violate the laws of Australia or any other jurisdiction which may be applicable to this issue of Shares in Dateline.

Name:	Number
GPR Shares held	
Number of Dateline Shares to be issued (on the basis of 1 Dateline Share for every 1.8428 GPR Shares held)	

Signature

Print name of person signing on behalf of the above named Seller

Authority of person signing on behalf of the above named Seller

Dated: 2015

Lodgement

Mail your completed Application Form to the following address so that they are received by GPR by no later than 21 September 2015. You should allow sufficient time for this to occur.

Mailing address:

Golden Phoenix Resources Limited
PO Box 591
WEST PERTH WA 6872