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**DATELINE RESOURCES LIMITED**

ACN 149 105 653

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**TIME:** 10am (Sydney time)

**DATE:** 22 June 2018

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

*This Notice of Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr John Smith on +61 2 8231 6640.*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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Notice is hereby given that the Meeting will be held at 10am (Sydney time) on 22 June 2018 at:

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

### Your vote is important

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

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm (Sydney time) on 22 June 2018.

### Voting in person

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

### Voting by proxy

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

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 member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise 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 (ie as directed); and
- 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; and
- 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 (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way (ie as directed).

### **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 on the resolution; 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.

### **Lodgement of proxies**

Proxies must be:

- lodged by posting or delivering them by hand to the address specified below; or
- sent to the fax number specified below; or
- sent to the email address specified below,

and must be received no later than 48 hours before the Meeting (ie 10am (Sydney time) on 20 June 2018).

Address:	Dateline Resources Limited Level 29, 2 Chifley Square SYDNEY NSW 2000
Postal address:	Dateline Resources Limited PO Box 553 SOUTH HURSTVILLE NSW 2221
Fax number:	+61 2 8231 6487
Email address:	info@datelineresources.com.au

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## BUSINESS OF THE MEETING

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### Agenda

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#### 1. RESOLUTION 1 – ISSUE OF SHARES TO INSTITUTIONAL INVESTORS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000,000 fully paid ordinary shares to sophisticated or professional investors on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by any person who is expected to participate in the issue or by any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of that person being a holder of ordinary shares in the Company), and by an associate of either of those classes of excluded persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 2. RESOLUTION 2 – RATIFICATION OF SHARE ISSUE TO GOLD LINKS VENDORS

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, the issue of 30,000,000 fully paid ordinary shares to the Gold Links Vendors on 28 February 2018 and otherwise as described in the Explanatory Statement be ratified.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by each of the Gold Links Vendors or by an associate of any of the Gold Links Vendors.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 3. RESOLUTION 3 – RATIFICATION OF SHARE ISSUE TO MR KERRY VINCI

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, the issue of 30,000,000 fully paid ordinary shares to Mr Kerry Vinci on 28 February 2018 and otherwise as described in the Explanatory Statement be ratified.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Kerry Vinci or by an associate of Mr Kerry Vinci.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**4. RESOLUTION 4 – RATIFICATION OF SHARE ISSUE TO THE GOLD LINKS MINING CORP**

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, the issue of 28,000,000 fully paid ordinary shares to The Gold Links Mining Corp on 12 March 2018 and otherwise as described in the Explanatory Statement be ratified.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by The Gold Links Mining Corp or by an associate of The Gold Links Mining Corp.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**5. RESOLUTION 5 – ISSUE OF SHARES AND OPTIONS TO THE GOLD LINKS MINING CORP**

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 7.1 and for all other purposes, approval is given for the Company to issue 2,000,000 fully paid ordinary shares AND 10,000,000 options (each exercisable on or before 5pm on 31 December 2020 at an exercise price of \$0.025) to The Gold Links Mining Corp on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by The Gold Links Mining Corp or by a person who will obtain a material benefit as a result of the proposed issue to The Gold Links Mining Corp (except a benefit solely by reason of that person being a holder of ordinary shares in the Company), and by an associate of either of those excluded persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**DATED: 14 MAY 2018**

**By order of the Board**



**Mr John Smith  
Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. RESOLUTION 1 – ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS

As announced to ASX on 4 May 2018, the Company has been considering various fundraising initiatives to raise funds to pay for the recently acquired Raymond and Carter Mines in Colorado, USA. While discussions with various potential investors are ongoing (noting however, that, as at the date of this Notice, no agreement has been reached), the Company would like to have the ability to be able to unconditionally issue in excess of 15% of its equity capital to those potential investors should an agreement be reached (ie without that future issue being subject to shareholder approval). Accordingly, Shareholder approval is being sought now under Listing Rule 7.1 to permit the Company to issue up to 300,000,000 Shares to sophisticated or professional investors (as those terms are defined in sections 708(8) and 708(11), respectively of the Corporations Act). The following information is required by Listing Rule 7.3 in relation to the proposed issue:

<b>Maximum number of securities to be issued:</b>	The maximum number of Shares to be issued by the Company is 300,000,000.
<b>Issue Date:</b>	If Resolution 1 is passed, the Shares the subject of Resolution 1 will be issued as soon as practicable after an agreement has been reached with investors, but in any event, within 3 months of Shareholder approval being obtained.
<b>Issue Price:</b>	The issue price for new Shares the subject of Resolution 1 will be at least 80% of the volume weighted average price of the Company's existing Shares traded on ASX over the 5 trading days (on which trades are actually recorded) preceding the proposed date of issue.
<b>Name of person:</b>	The Shares the subject of this Resolution 1 will only be issued to persons who are (i) either sophisticated or professional investors (as those terms are defined in sections 708(8) and 708(11), respectively of the Corporations Act) and (ii) not related parties (as that term is defined in section 228 of the Corporations Act) of the Company.
<b>Terms of Securities:</b>	The Shares the subject of this Resolution 1 will be fully paid ordinary shares in the equity capital of the Company and will rank equally with the existing Shares on issue.
<b>The use of the funds raised:</b>	The Company is seeking to raise funds to pay the purchase price payable by the Company for the recently acquired Raymond and Carter Mines in Colorado, USA (for further information in relation to these exciting acquisitions, please see the Company's ASX announcement dated 13 March 2018) and to provide for the Company's general working capital requirements.

A voting exclusion statement in relation to this Resolution has been included in this Notice.

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

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## 2. RESOLUTION 2 – RATIFICATION OF SHARE ISSUE TO GOLD LINKS VENDORS

On 19 February 2018, the Company announced that it had negotiated improved terms with the Gold Link Vendors in relation to the acquisition of the Gold Links mine in Colorado, USA. Accordingly, the consideration payable by the Company for the Gold Links mine now comprises of:

- the issue 30 million fully paid ordinary shares in the Company;
- the payment of US\$2.5 million on 31 December 2022 or before at a rate of US\$50.00 per gold ounce equivalent mined. This amount is fixed and payable at 31 December 2022 if not paid earlier by royalties; and
- further cash payments of up to US\$2.5 million at a rate of US\$50.00 per gold ounce equivalent mined within 100 years of the agreement. This is contingent on mining operations.

Accordingly, on 28 February 2018, a total of 30 million Shares were issued to the Gold Links Vendors (each of whom received 6 million Shares). The Gold Link Vendors are:

- Mr Jacob Hunter Wilkinson
- Ms Robbin Lorin Fullmer
- Mr Jon R Fullmer and Mrs Patricia Fullmer <Fullmer A/C>
- Mr Robert Glenn Gydesen
- Mr Kyle Aaron Robbins

Under Listing Rule 7.4 an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with approval for the purposes of Listing Rule 7.1 if the original issue did not breach the 15% limit under Listing Rule 7.1 and shareholders subsequently approve the issue.

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares to the Gold Links Vendors being sought by this Resolution 2:

- (a) the number of Shares issued was 30,000,000;
- (b) while the deemed issue price of the Shares was 3.3 cents per Share, these Shares were issued to the Gold Links Vendors in consideration for the acquisition of the Gold Links mine;
- (c) the Shares issued were fully paid ordinary shares in the equity capital of the Company which will rank equally with the existing Shares on issue; and
- (d) the persons issued the Shares were:
  - 6,000,000 shares to Mr Jacob Hunter Wilkinson;
  - 6,000,000 shares to Ms Robbin Lorin Fullmer;
  - 6,000,000 shares to Mr Jon R Fullmer and Mrs Patricia Fullmer
  - 6,000,000 shares to Mr Robert Glenn Gydesen; and
  - 6,000,000 shares to Mr Kyle Aaron Robbins.

A voting exclusion statement in relation to this Resolution has been included in this Notice.

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

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## 3. RESOLUTION 3 – RATIFICATION OF SHARE ISSUE TO MR KERRY VINCI

On 19 February 2018, the Company announced that it had negotiated improved terms with Mr Kerry Vinci in relation to the acquisition of the Sooner Lucky Strike mine and mill in Colorado, USA. Accordingly, the consideration payable by the Company for the Sooner Lucky Strick mine and mill now comprises of:

- For personal use only
- o the issue 30 million fully paid ordinary shares in the Company;
  - o the payment of US\$2.5 million on 31 December 2022 or before at a rate of US\$50.00 per gold ounce mined. This amount is fixed and payable at 31 December 2022 if not paid earlier by royalties; and
  - o further payments of up to US\$2.5 million at a rate of US\$50.00 per gold ounce equivalent mined within 100 years of this agreement. This is contingent on mining operations.

Accordingly, on 28 February 2018, 30 million Shares were issued to Mr Kerry D. Vinci.

Under Listing Rule 7.4 an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with approval for the purposes of Listing Rule 7.1 if the original issue did not breach the 15% limit under Listing Rule 7.1 and shareholders subsequently approve the issue.

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to ratification of the issue of Shares to Mr Kerry D. Vinci being sought by this Resolution 3:

- (a) the number of Shares to be issued was 30,000,000;
- (b) while the deemed issue price of the Shares was 3.3 cents per Share, these Shares were issued to Mr Kerry Vinci in consideration for the acquisition of the Sooner Lucky Strike mine and mill;
- (c) the Shares issued were fully paid ordinary shares in the equity capital of the Company which will rank equally with the existing Shares on issue; and
- (d) the person issued the Shares was Mr Kerry Vinci.

A voting exclusion statement in relation to this Resolution has been included.

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

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#### 4. RESOLUTION 4 – RATIFICATION OF SHARE ISSUE TO THE GOLD LINKS MINING CORP

On 19 February 2018, the Company also announced that it had negotiated the acquisition of approximately 900 acres of land giving the Company freehold title over the Gold Links property that it currently controls via a lease. A total of 30 million fully paid ordinary shares and 10 million options exercisable at a 2.5 cents each with an expiry date of 31 December 2020 (each, an **Option**) will be issued to The Gold Links Mining Corp in consideration for this property. Accordingly, on 12 March 2018, 28 million shares were issued to The Gold Links Mining Corp.

It is the issue of these 28 million Shares without approval under Listing Rule 7.1 for which the Company is now seeking ratification of under this Resolution 4. In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to the issue of Shares to The Gold Links Mining Corp:

- (a) the number of Shares issued was 28,000,000;
- (b) while the deemed issue price of the Shares was 3.3 cents per Share, these Shares were issued to The Gold Links Mining Corp as part consideration for the acquisition of the 900 acres of land described in this Notice;
- (c) the Shares issued were fully paid ordinary shares in the equity capital of the Company which will rank equally with the existing Shares on issue; and
- (d) the person issued the Shares was The Gold Links Mining Corp.

A voting exclusion statement in relation to this Resolution has been included in this Notice.

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

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**5. RESOLUTION 5 – ISSUE OF NEW SHARES AND OPTIONS TO THE GOLD LINKS MINING CORP**

Shareholder approval is being sought for the purposes of Listing Rule 7.1 to permit the issue of 2,000,000 Shares and 10 million Options to The Gold Links Mining Corp (an unrelated party of the Company) as final payment for the 900 acres of land described in this Explanatory Statement (and for which the Company was unable to issue on 12 March 2018 because it had insufficient placement capacity under Listing Rule 7.1 at that time).

Listing Rule 7.1 provides that subject to certain exceptions, a listed company may not issue shares or options to subscribe for shares equal to more than 15% of that company's issued share capital in any 12 months without obtaining Shareholders' approval.

Shareholder approval is being sought in this Resolution 5 so that the issue of additional Shares and Options to The Gold Links Mining Corp does not reduce the Company's capacity for additional share issues in the next 12 months. The following information is required by Listing Rule 7.3 in relation to these issues:

<b>Maximum number of securities to be issued:</b>	The maximum number of Shares and Options to be issued by the Company is 2,000,000 and 10,000,000, respectively.
<b>Issue Date:</b>	If Resolution 5 is passed, the Shares and Options will be issued as soon as practicable after the date of the Meeting, but in any event within 3 months of that date.
<b>Issue Price:</b>	The Shares and Options the subject of this Resolution 5 will be issued as the balance of the amount payable for the acquisition of the property described in this Resolution 5.
<b>Name of person:</b>	The Shares and Options the subject of this Resolution 5 will be issued to The Gold Links Mining Corp or its nominee.
<b>Terms of Securities:</b>	The 2,000,000 Shares will be fully paid ordinary shares in the equity capital of the Company (and will rank equally with the existing Shares on issue) and the 10,000,000 Options will each be exercisable for a new Share on or before 5pm on 31 December 2020 at an exercise price of \$0.025. In the event of a reorganisation of the Company's capital, the Options will be reorganised in accordance with the requirements of the Listing Rules and in particular Listing Rule 7.22. See Schedule 1 for further detail.
<b>The use of the funds raised:</b>	No funds will be raised by the issue of the Shares or Options the subject of this Resolution 5.

A voting exclusion statement in relation to this Resolution has been included in this Notice.

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

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## GLOSSARY

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**\$ or \$A** means Australian dollars.

**ASIC** means the Australian Securities and Investments Commission.

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Dateline Resources Limited ACN 149 105 653.

**Constitution** means the Company's constitution.

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

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Gold Links Vendors are:**

- Mr Jacob Hunter Wilkinson
- Ms Robbin Lorin Fullmer
- Mr Jon R Fullmer and Mrs Patricia Fullmer <Fullmer A/C>
- Mr Robert Glenn Gydesen
- Mr Kyle Aaron Robbins

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

**Listing Rules** means the Listing Rules of ASX.

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

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Shareholder** means a registered holder of a Share.

**US\$** means U.S. dollars.

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**SCHEDULE 1 - TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTION 5**

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Each of the 10,000,000 Options the subject of Resolution 5 will entitle the holder to subscribe for one Share on the following terms and conditions:

- (a) Each Option gives the holder the right to subscribe for one Share.
- (b) Each Option will expire at 5pm (Sydney time) on 31 December 2020 (**Expiry Date**).
- (c) Each Option has an exercise price of \$0.025 per Option (**Exercise Price**).
- (d) The Options are not transferable.
- (e) Options may only be exercised in multiples of 100,000 (or more) on each occasion.
- (f) In the event of a reorganisation of the Company's capital, the Options the subject of Resolution 5 will be reorganised in accordance with the requirements of the Listing Rules (and in particular Listing Rule 7.22)
- (g) The holder of Options may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise specifying the number of Options being exercised (**Exercise Notice**); and
  - (ii) a cheque or evidence of an electronic funds transfer having been made for the Exercise Price for each Option being exercised.
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (per Option being exercised), the Company will issue the requisite number of Shares.
- (i) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares issued following the exercise of Options within the time required by the Listing Rules.

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**APPOINTMENT OF PROXY FORM**

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**DATELINE RESOURCES LIMITED**  
**ACN 149 105 653**

**EXTRAORDINARY GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10am (Sydney time), on 22 June 2018 at The Offices of K&L gates, Level 31, 1 O'Connell Street, Sydney NSW, and at any adjournment thereof.

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

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**Voting on business of the Extraordinary General Meeting**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 Issue of shares to institutional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of share issue to Gold Links Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of share issue to Mr Kerry Vinci	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of share issue to Gold Links Mining Corp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of shares and options to Gold Links Mining Corp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

**Signature of Shareholder(s):**

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail:** YES  NO

## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) hand to the Company at Level 29 2 Chifley Square Sydney; or
  - (b) post to the Company, PO Box 553 South Hurstville NSW 2221; or
  - (c) facsimile to the Company on facsimile number +61 2 8231 6487; or
  - (d) email to the Company at [info@datelineresources.com.au](mailto:info@datelineresources.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting (ie 10am (Sydney time) on 20 June 2018.

**Proxy Forms received later than this time will be invalid.**