

	<p>RIGHTS ISSUE OFFER BOOKLET</p> <p>RIGHTS ISSUE</p>
	<p>Dateline Resources Limited</p> <p>ACN 149 105 653</p>
	<p>This Offer Booklet contains details of the Company's recently announced partially underwritten 1 for 3.5 (equivalent to 2 for 7) non-renounceable rights issue offer of New Shares to raise gross proceeds of up to approximately \$4.2 million</p>
	<p>The Issue Price per New Share under the Rights Issue is \$0.01</p>
	<p>The Rights Issue closes at 5pm (Sydney time) on 5 July 2024</p>
	<p>NOT FOR DISTRIBUTION TO US WIRE SERVICES OR RELEASE IN THE UNITED STATES</p>
	<p>This Offer Booklet is an important document and requires your immediate attention</p> <p>This Offer Booklet and the accompanying Entitlement and Acceptance Form should be read carefully and in their entirety. If you are in any doubt about what to do, you should consult your independent professional adviser without delay</p>
	<p>The Rights Issue is being managed by Mahe Capital Pty Ltd (AFS Licence 517246)</p>

Enquiries

Before deciding to participate in the Rights Issue, Eligible Shareholders should seek advice from their stockbroker, accountant, financial adviser, solicitor, taxation adviser or other independent professional adviser to determine the extent to which an investment in the Company is suitable for you.

If you have any questions on how to:

- (a) complete the entitlement and acceptance form accompanying this Offer Booklet (**Entitlement and Acceptance Form**);
- (b) exercise your pro rata “entitlement¹” to participate in the Rights Issue (your **Entitlement**), either in full or in part; or
- (c) exercise your Entitlement in full and subscribe for New Shares in excess of your Entitlement (**Additional New Shares**²),

please see Sections 2.1 to 2.4 or call the Share Registry on 1300 288 664 (if calling from Australia) or on +61 2 9698 5414 (if calling from New Zealand) during business hours Monday to Friday (Sydney time).

Website

For further information in relation to the Company, please visit the Company’s website at www.datelineresources.com.au or peruse the Company’s continuous and periodic disclosures given to and released on ASX (which are available at www.asx.com.au).

Definitions

Unless defined in the body of this Offer Booklet, (otherwise undefined) capitalised words and terms used in this Offer Booklet have the meanings given to them in the Glossary.

¹ Your Entitlement to New Shares under the Rights Issue is shown on your personalised Entitlement and Acceptance Form.

² A reference in this Offer Booklet to “**New Shares**” includes, as the context requires, a reference to “**Additional New Shares**”.

IMPORTANT INFORMATION

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Offer Booklet is dated 12 June 2024 and the contracts which arise on the acceptance of applications received under it are governed by the laws applicable in New South Wales, Australia and, accordingly, each applicant submits to the non-exclusive jurisdiction of the courts of NSW in this regard. Neither ASX nor ASIC take any responsibility for the contents of this Offer Booklet. Cooling-off rights do not apply to an investment in New Shares. This means that applicants cannot withdraw their application for New Shares once it has been received by the Company.

The Rights Issue is not being conducted under an Australian prospectus or product disclosure statement (**PDS**). Instead, the Company is relying on certain provisions in Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**) that allow the Company to conduct the Rights Issue in Australia without a prospectus or PDS following the provision by the Company of certain confirmations to the market. As a result, it is important for Eligible Shareholders to read and understand the information on the Company and in relation to the Rights Issue made publicly available by the Company, prior to accepting some or all of their Entitlement or accepting all of their Entitlement and applying for Additional New Shares. In particular, Eligible Shareholders should refer to and consider the information in this Offer Booklet and in the Company's continuous and periodic disclosures made available on its website at www.datelineresources.com.au or on ASX at www.asx.com.au (ASX: DTR).

This Offer Booklet contains "forward-looking statements". Forward-looking statements include those statements that contain words such as: "anticipate", "believe", "expect", "forecast", "likely", "intend", "should", "could", "may", "plan", "aim", "will" and other similarly "forward-looking" words. Any forward-looking statement, opinion and/or estimate included in this Offer Booklet is based on assumptions and contingencies which are subject to change without notice and which involve (or are dependent upon the non-occurrence of) various known risks and uncertainties (such as those described in Schedule 1) and any number of unknown risks and uncertainties. Many of these risks and uncertainties are beyond the control of the Company.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in any forward-looking statement. Readers are cautioned therefore not to place undue reliance on any forward-looking statement and, except as required by law or regulation, the Company assumes no obligation to (and will not) update any forward-looking statement. Furthermore, and to the maximum extent permitted by law, the Company and the Lead Manager and their respective directors, officers, employees, agents, associates and advisers (i) expressly disclaim all responsibility and any liability (including in negligence) for any forward-looking statement and (ii) make no representation or warranty, whether express or implied, as to the accuracy or reliability (including the likelihood of fulfilment) of any forward-looking statement.

The information in this Offer Booklet does not include or constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register the Rights Issue, the Entitlements or the New Shares, or otherwise permit an offer of New Shares, in any jurisdiction other than Australia and New Zealand. Furthermore, this Offer Booklet must not be distributed or released in the United States. This Offer Booklet (and any material accompanying it) does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) or the securities laws of any State or other jurisdiction of the United States. Entitlements must not be acquired and/or taken up by persons in the United States and the New Shares must not be offered or sold in the United States except in transactions exempt from, or not subject to the registration requirements of the US Securities Act and the securities laws of any applicable US State or other jurisdiction.

INDICATIVE RIGHTS ISSUE TIMETABLE

Announcement of Rights Issue	12 June 2024
“Ex” date	14 June 2024
Record Date	7pm on 17 June 2024
Offer Booklet sent to Eligible Shareholders	19 June 2024
Opening Date	9am on 20 June 2024
Last day to extend the Closing Date	2 July 2024
Closing Date³	5pm on 5 July 2024
Issue Date⁴	11 July 2024
Trading of New Shares begins⁵	12 July 2024

The above referred times and dates for the Rights Issue are indicative only. The Company, in consultation with the Lead Manager, reserves the right, subject to the Corporations Act and the Listing Rules to change the times and dates of the Rights Issue and to accept late applications (either generally, or in particular cases) without notice. Any extension of the Closing Date will have a consequential impact on the subsequent indicative dates (including the Issue Date) for the Rights Issue.

³ It is expected that the New Shares will begin trading (on a deferred settlement basis) on ASX from market open on the trading day immediately after the Closing Date.

⁴ It is expected that the New Shares will continue to trade (on a deferred settlement basis) on ASX until market close on the Issue Date.

⁵ It is expected that the New Shares will begin trading (on a normal (i.e. “T+2”) settlement basis) on ASX from market open on the trading day immediately after the Issue Date.

LETTER TO SHAREHOLDERS

Introduction

The directors (**Directors**) of Dateline Resources Limited ACN 149 105 653 (ASX: DTR) (**Company**) are pleased to offer Eligible Shareholders the opportunity to participate in the Company's recently announced partially underwritten non-renounceable rights issue offer of New Shares as set out in this offer booklet (**Offer Booklet**).

The Rights Issue offer set out in this Offer Booklet is available to all Shareholders who are, as at 7pm (Sydney time) on 17 June 2024 (**Record Date**), registered with an address in Australia or New Zealand and who can make (and by submitting their Entitlement and Acceptance Form will be deemed by the Company to have made) the representations set out in Section 2.7 (each, an **Eligible Shareholder**).

Key details

The Company is inviting Eligible Shareholders the opportunity to participate in the Company's recently announced partially underwritten non-renounceable rights issue offer of new fully paid ordinary shares in the Company (each, a **New Share**) on the ratio of 1 New Share for every 3.5 existing shares in the Company (each, a **Share**) held on the Record Date (**Rights Issue**)⁶.

The issue price under the Rights Issue is \$0.01 per New Share (**Issue Price**).

Under the Rights Issue, the Company's Non-Executive Chairman (and "substantial"⁷ Shareholder), Mr Mark Johnson has committed to take up his Entitlement in full (which commitment equates to approximately \$0.84 million worth of New Shares).

Shareholders should note that the commitment given in respect of the Rights Issue by Mr Johnson will be satisfied by way of a debt for equity set-off whereby a total of approximately \$0.84 million in outstanding debt owed by the Company to Mr Johnson will be extinguished in exchange for approximately \$0.84 million worth of New Shares.

In addition, the Company's Managing Director (and substantial Shareholder), Mr Stephen Baghdadi has committed to take up his Entitlement in full (which commitment equates to approximately \$0.57 million worth of New Shares) and to underwrite up to a further \$0.177 million worth of any shortfall that exists on completion of the Rights Issue. Accordingly, Mr Baghdadi's total commitment under the Rights Issue is up to \$0.75 million.

Mr Baghdadi's participation in the Rights Issue will be by way of new cash contributions.

⁶ The Rights Issue offer ratio of 1 for 3.5 is equivalent to an offer ratio of 2 for 7.

⁷ Under the Corporations Act, a "substantial" Shareholder is a person who holds (or who has a Relevant Interest in) 5% or more of all of the Shares on issue on a particular date.

Use of funds

The purpose of the Rights Issue is to raise gross proceeds of up to approximately \$4.2 million to be used by the Company:

- (a) to fund further gold and rare earths exploration at the Company's Colosseum Project;
- (b) to complete a mine planning study in relation to the Company's Colosseum Project⁸;
- (c) to reduce (including by way of the debt for equity set off referred to above) a reasonable proportion of the Company's outstanding debt; and
- (d) for general working capital (including to pay the costs of the Rights Issue) purposes.

Additional New Shares

An Eligible Shareholder (other than an Eligible Shareholder who is a substantial Shareholder or a Related Party (or an Associate of a Related Party) of the Company, none of whom are entitled to apply for Additional New Shares) may apply for "**Additional New Shares**" (i.e. New Shares in excess of their Entitlement) under the Rights Issue.

The allocation of Additional New Shares will be subject to the availability of Additional New Shares and the Company's absolute discretion. However, the Company intends (if applicable) to allocate Additional New Shares to existing Eligible Shareholders who apply for them in priority to the allocation of any shortfall that exists on completion of the Rights Issue to Mr Baghdadi under the partial underwriting commitment he has given to the Company⁹.

In the event the Rights Issue is oversubscribed, the Company intends, subject to the requirements of the Corporations Act and the Listing Rules (and any other applicable law or regulation), to scale-back applications for Additional New Shares received from Eligible Shareholders in proportion to their proportionate interest in Shares as at the Record Date.

⁸ Please see the Company's ASX release dated 6 June 2024 for further information.

⁹ Please see section 1.6 for further information.

Shortfall

New Shares that correspond to the number of Entitlements not taken up under the Rights Issue will form part of the “shortfall” (**Shortfall**)¹⁰.

Lead Manager

The Company has appointed independent full-service broking firm Mahe Capital Pty Ltd (AFS Licence 517246) (**Lead Manager**) to manage the Rights Issue and to place any Shortfall. Please see Section 3.4 for further information.

No Entitlements trading

Since the Rights Issue is “non-renounceable”, Entitlements are not tradeable on ASX or otherwise transferable by or between Eligible Shareholders. This means that you will not receive any value for any Entitlements that you do not take up.

Ineligible Shareholders

As required by Listing Rule 7.7.1(b), the Company will advise Ineligible Shareholders of the Rights Issue and of their ineligibility to participate.

The Company will also apply to ASIC for a nominee as required by section 615 of the Corporations Act. Please see Section 3.5 for further information.

Concluding remarks

Further information in relation to the Rights Issue and its expected impact on the Company is detailed in this Offer Booklet.

On behalf of the Directors, I invite Eligible Shareholders to consider this investment opportunity carefully¹¹ and, once again, thank Shareholders for their ongoing support.

Yours sincerely



Mark Johnson, AO
Non-Executive Chairman

¹⁰ Said differently, the “Shortfall” (if any) will be equal to the total number of Entitlements to be issued under the Rights Issue (which number includes the number of entitlements that would have been issued to Ineligible Shareholders had they been eligible to participate in the Rights Issue) less the sum of the total number of Entitlements that are exercised, the total number of Additional New Shares that are applied for by Eligible Shareholders and the total number of New Shares subscribed for by Mr Baghdadi pursuant to his approximately \$0.177 million underwriting commitment.

¹¹ In particular, the Directors encourage you to consider the risks associated with an investment in the Company (some of which are set out in Schedule 1) before deciding to participate in the Rights Issue.

1. DETAILS OF THE RIGHTS ISSUE

1.1 The Rights Issue

Under the Rights Issue, Eligible Shareholders are entitled to subscribe for 1 New Share (at the Issue Price of \$0.01 per New Share) for every 3.5 Shares held at 7pm (Sydney time) on the Record Date¹². Fractional entitlements to New Shares will be rounded down to the nearest whole New Share.

Details on how to accept your Entitlement (or part of it) and how to accept all of your Entitlement and apply for Additional New Shares are set out in Section 2. This Offer Booklet will be sent to Eligible Shareholders together with an Entitlement and Acceptance Form.

1.2 Size of the Rights Issue

The table below sets out the expected impact (subject to the effects of rounding and starting with the number of Shares on issue on the Record Date (which is 1,457,546,951)) of the Rights Issue on the Company's capital structure.

	New Shares to be issued under various scenarios	Total number of Shares on issue on completion of the Rights Issue
New Shares to be issued assuming the full amount sought under the Rights Issue is raised	416,441,983	1,873,988,934
New Shares to be issued assuming half of the total amount sought under the Rights Issue is raised	208,220,991	1,665,767,942
New Shares to be issued under the Rights Issue based on Director commitments alone ¹³	158,752,238	1,616,299,189

The Company also has a total 214,160,130 options (with various exercise prices and expiry dates) on issue. The Rights Issue is not expected to have an impact on the total number of options on issue.

¹² The Rights Issue offer ratio of 1 for 3.5 is equivalent to an offer ratio of 2 for 7.

¹³ As the Company has received commitments from Mr Johnson and Mr Baghdadi to subscribe for up to approximately \$0.84 million and \$0.75 million worth of New Shares, respectively, the minimum number of New Shares the Company will issue under the Rights Issue is 158,752,238 (i.e. $\$1,587,522.38 \div \0.01). Please see Section 1.6 for further information.

1.3 Use of funds raised under the Rights Issue

The purpose of the Rights Issue is to raise gross proceeds of up to approximately \$4.2 million to be utilised by the Company for the following purposes¹⁴:

Use of funds raised	Amount	Percentage
Further gold and rare earths exploration at Colosseum	\$1 million	24%
Complete a mine planning study in relation to the Colosseum Project	\$1.4 million	34%
Reduce the Company's outstanding debt	\$1 million	24%
For general working capital purposes/costs of the offer	\$0.80 million	18%
Total	\$4.2 million	100%

Eligible Shareholders should note that the table referred to above assumes that the Company is able to raise the full amount sought by the Company under the Rights Issue. In the event that the Rights Issue is not fully subscribed (and therefore the Company raises less than approximately \$4.2 million), the funds allocated to each proposed use will, save for the extinguishment of up to approximately \$0.84 million in debt the Company owes to Mr Johnson (which extinguishment will occur regardless of the total amount raised under the Rights Issue), be reduced in a manner determined by the Directors.

1.4 Pro forma balance sheet

The pro forma balance sheet set out in Schedule 2 shows the expected impact of the Rights Issue on the Company to give Eligible Shareholders information on the Company's pro forma assets and liabilities. The pro forma balance sheet is presented in an abbreviated form, insofar as it does not include all the disclosures required by Australian (or international) Accounting Standards applicable to annual financial statements. The pro forma balance sheet is based off the Company's financial statements for the half year ended 31 December 2023 and has been prepared on the basis of the Company's normal accounting policies. The pro forma balance sheet is not intended to represent the Company's actual financial position on completion of the Rights Issue and should be read together with the Company's periodic and continuous disclosures.

¹⁴ Eligible Shareholders should note that the estimated expenditures referred to in the table in Section 1.3 are subject to modification by the Company depending on a number of factors.

1.5 No Entitlements trading

Since the Rights Issue is “non-renounceable”, Entitlements are not tradeable on ASX or otherwise transferable by or between Eligible Shareholders. This means that Eligible Shareholders will not receive any value for any Entitlements that they do not take up.

1.6 Firm and partial underwriting commitments

The Company has received firm commitments to subscribe for up to a total of approximately \$1.59 million worth of New Shares (equivalent to approximately 159 million New Shares) under the Rights Issue from:

- (a) (Commitment to take up Entitlement) Mr Johnson, who has committed to take up his approximately \$0.84 million Entitlement in full;
- (b) (Commitment to take up Entitlement) Mr Baghdadi, who has committed to take up his approximately \$0.57 million Entitlement in full; and
- (c) (Partial underwriting commitment) Mr Baghdadi, who has also committed to subscribe for up to approximately \$0.177 million worth of any shortfall that exists on completion of the Rights Issue.

Shareholders should note that Mr Johnson’s commitment will be satisfied by way of a debt for equity “set off” whereby up to approximately \$0.84 million in outstanding debt owed by the Company to Mr Johnson will be extinguished in exchange for up to approximately \$0.84 million worth of New Shares.

1.7 Potential effect on the control of the Company

Given that:

- (a) the Issue Price (i.e. the issue price per New Share under the Rights Issue) is set at reasonable discount to the 30-day VWAP for Shares traded on ASX;
- (b) the Company has made it a term of the Rights Issue that Eligible Shareholders (other than Eligible Shareholders who are substantial Shareholders) can apply for Additional New Shares; and
- (c) the Company will allocate Additional New Shares to existing Eligible Shareholders who apply for them in priority to the allocation of any shortfall that exists on completion of the Rights Issue to Mr Baghdadi,

the Company (and despite the Director commitments referred to in Section 1.6) does not expect the Rights Issue to have a material (or adverse) impact on the “control” (as that term is defined in section 50AA of the Corporations Act) of the Company.

The table below shows the impact on the Company if no Eligible Shareholder (i.e. other than Mr Johnson and Mr Baghdadi who have together committed to subscribe for up to a total of approximately \$1.59 million worth of New Shares under the Rights Issue) participates in the Rights Issue.

Name of Shareholder	Relevant Interest (as at date of Offer Booklet)	Relevant Interest (as a % of existing Shares)	Maximum New Shares that may be acquired	Relevant Interest (on completion of Rights Issue)	Relevant Interest (as a % of Shares on completion)
Mark Johnson	293,132,835	20.11%	83,752,238	376,885,073	23.32%
Stephen Baghdadi	200,489,838	13.76%	75,000,000	275,489,838	17.04%
SXX	95,832,698	6.57%	Nil	95,832,698	5.93%
Other holders	868,091,580	59.56%	N/A	868,091,580	53.71%
Total	1,457,546,951	100%	158,752,238	1,616,299,189	100%

Note: The Company considers the occurrence of the above scenario (i.e. that the only participants in the Rights Issue are Mr Johnson and Mr Baghdadi pursuant to their commitments as described in Section 1.6) to be **highly unlikely**.

The table below shows the impact on the Company if the Company only manages to raise approximately \$2.1 million¹⁵ (i.e. approximately half of the total amount sought to be raised) under the Rights Issue (i.e. rather than the approximately \$4.2 million sought).

Name of Shareholder	Relevant Interest (as at date of Offer Booklet)	Relevant Interest (as a % of existing Shares)	Maximum New Shares that may be acquired	Relevant Interest (on completion of Rights Issue)	Relevant Interest (as a % of Shares on completion)
Mark Johnson	293,132,835	20.11%	83,752,238	376,885,073	22.63%
Stephen Baghdadi	200,489,838	13.76%	75,000,000	275,489,838	16.54%
SXX	95,832,698	6.57%	Nil	95,832,698	5.75%
Other holders	868,091,580	59.56%	49,468,753	917,560,333	55.08%
Total	1,457,546,951	100%	208,220,991	1,665,767,942	100%

Note: The Company considers the occurrence of the above scenario (i.e. that the Company is only able to raise half of the amount sought (which amount includes the sums committed by Mr Johnson and Mr Baghdadi) to be possible but **reasonably unlikely**.

¹⁵ The number of Shares on issue on completion of the Rights Issue under this scenario (i.e. if the Company is only able to raise approximately \$2.1 million of the approximately \$4.2 million the Company is seeking to raise under the Rights Issue) includes the up to 158,752,238 New Shares the Company will issue to Messrs Johnson and Baghdadi based on their commitments.

1.8 Rights Issue pursuant to section 708AA of the Corporations Act

The Rights Issue is being conducted by the Company in accordance with section 708AA of the Corporations Act which allows the Company to make the Rights Issue in Australia without a prospectus provided certain statutory conditions are satisfied.

This Offer Booklet is not a prospectus under the Corporations Act (or under any other Australian or foreign law) and has not been (and will not be) lodged with the Australian Securities and Investments Commission (**ASIC**) (or with any other Australian or foreign regulatory authority).

The Company is a “disclosing entity” for the purpose of section 111AC of the Corporations Act and as such it is subject to financial reporting and continuous disclosure obligations under Chapter 2M and Chapter 6CA of the Corporations Act, respectively and under the listing rules of ASX (**Listing Rules**).

The financial reporting and continuous disclosure obligations referred to in the preceding paragraph require the Company to lodge financial statements and other reports periodically and to notify ASX (in the form of an announcement) of information about specified events and matters as they arise in each case to allow ASX to disseminate that information to market participants.

In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions set out in Listing Rule 3.1A) to notify ASX immediately once it becomes aware of any information concerning the Company which a “reasonable person” would expect to have a material effect on the price or value of its securities.

For the Company to rely on the disclosure exemption in section 708AA of the Corporations Act (which allows the Company to conduct the Rights Issue without a prospectus or PDS), the Company is required to lodge a “cleansing notice” under section 708AA(2)(f) of the Corporations Act with ASX. The cleansing notice is required, amongst other things, to:

- (a) set out any information that has been excluded from disclosure under the Listing Rules that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the New Shares;
- (b) certify to the market that the Company has complied with the financial reporting and continuous disclosure provisions of the Corporations Act; and
- (c) state the potential effect the issue of the New Shares the subject of the Rights Issue will have on the control of the Company and the consequences of that effect.

The Company lodged a cleansing notice in relation to the Rights Issue with ASX on 12 June 2024.

1.9 Issue and quotation of New Shares

It is expected that the Company will issue (and will apply for quotation on ASX of) the New Shares the subject of the Rights Issue on 11 July 2024. Accordingly, it is expected that trading of the New Shares will, subject to ASX consent, begin from market open on 12 July 2023.

The fact that ASX may quote the New Shares the subject of the Rights Issue should not be taken in any way as an indication of the merits of the Company or of the investment opportunity to which the New Shares relate.

If the Company's application for quotation of the New Shares is not approved by ASX, the Company will not issue any New Shares under the Rights Issue and all application monies received will be refunded (without interest).

The Company, the Lead Manager and the Share Registry and each of their respective related bodies corporate, affiliates, directors, officers, employees, agents, consultants and advisers will have no responsibility and disclaim all liability to the maximum extent permitted by law to persons who trade New Shares (and, if applicable, Additional New Shares) they believe have been issued to them before they receive an updated holding statement, whether on the basis of a confirmation provided by the Company or the Share Registry or otherwise or who trade or purport to trade New Shares (and/or, if applicable, Additional New Shares) in error or which they do not hold or are not entitled to hold. If you are in any doubt in relation to these matters, you should seek professional advice.

1.10 Eligible Shareholders

The offer set out in this Offer Booklet is available to all Shareholders who are, as at 7pm (Sydney time) on the Record Date of 17 June 2024, registered (in accordance with the records of Automic Group (**Share Registry**)) with an address in Australia or New Zealand and who can (and do) make the representations set out in section 2.7.

Shareholders registered with an address outside of Australia or New Zealand or who are unable to make the representations set out in section 2.7 are not "Eligible Shareholders" (i.e. they are "**Ineligible Shareholders**") and therefore cannot participate in the Rights Issue. This Offer Booklet and an Entitlement and Acceptance Form will only be sent to Eligible Shareholders.

Australia

The Rights Issue is being conducted by the Company in Australia in accordance with section 708AA of the Corporations Act.

New Zealand

The New Shares the subject of the Rights Issue are not being offered to the public in New Zealand other than to existing Shareholders with a registered address in New Zealand to whom the offer for issue of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and therefore may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Ineligible Shareholders

In accordance with Listing Rule 7.7.1 and section 9A of the Corporations Act, the Company has decided that it is unreasonable to extend the Rights Issue to any retail Shareholder with a registered address outside Australia or New Zealand. Accordingly, the Rights Issue is not being extended to, and no Entitlements or New Shares will be issued to, Shareholders who have a registered address outside of Australia or New Zealand. The Company will send details of the Rights Issue to each Ineligible Shareholder and will advise them that they will not be entitled to participate in the Rights Issue¹⁶.

1.11 Overseas Shareholders

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register the Rights Issue, the Entitlements or the New Shares, or otherwise permit a public offering of the Entitlements or New Shares, in any jurisdiction other than Australia and New Zealand. This Offer Booklet (and any material accompanying it) must not be distributed or released in the United States.

This Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The Entitlements and the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any State or other jurisdiction of the United States. The Entitlements may not be acquired and/or taken up by persons in the United States and the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to the registration requirements of the US Securities Act.

¹⁶ Please note that the Company reserves the right to reject any application for New Shares that it believes is from an Ineligible Shareholder.

1.12 Discretion

The Company may however, in its absolute discretion, make offers to certain Shareholders in jurisdictions other than those in Australia and New Zealand (and if it does so will only offer those Shareholders such number of New Shares that is equivalent to the entitlement to New Shares under the Rights Issue that those Shareholders would have received had they been eligible to participate in the Rights Issue (i.e. had they been registered in either Australia or New Zealand)) provided that the relevant Shareholder is able to receive such an offer without any lodgement, disclosure document or other legal formality in the jurisdiction in which they reside.

1.13 Nominee holders

Shareholders who are nominees, trustees or custodians are advised to seek advice as to whether they may participate in the Rights Issue on behalf of their beneficial holders. It is the responsibility of any such Shareholder to ensure compliance with any laws of a country relevant to the particular application. Nominees and custodians may not distribute this Offer Booklet, and may not permit any beneficial Shareholder to participate in the Rights Issue, in any country outside of Australia and New Zealand except with the consent of the Company.

1.14 Rights and liability attaching to New Shares

The New Shares will, from issue, rank equally with existing Shares. Details of the rights and liabilities attaching to Shares are set out in the Company's constitution a copy of which is available by contacting the Company.

1.15 Privacy Act

If you complete an application for New Shares, you will be providing personal information to the Company (directly or via the Share Registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder and to send corporate communications to you as a Shareholder and carry out administration. Please contact the Share Registry if you wish to access, correct, and update the personal information that the Company holds about you. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and certain rules such as the Listing Rules.

You should note that if you do not provide the information required on the application for New Shares, the Company may not be able to process your application.

2. APPLYING FOR NEW SHARES

2.1 Your choices

If you are an Eligible Shareholder, you may:

- (a) exercise part of your Entitlement (see Section 2.2);
- (b) exercise your Entitlement in full (see Section 2.3);
- (c) exercise your Entitlement in full and apply for Additional New Shares (see Section 2.4); or
- (d) do nothing (see Section 2.5).

2.2 Exercise part of your Entitlement

If you wish to exercise part of your Entitlement (and therefore to allow the unexercised balance of your Entitlement to lapse¹⁷) complete the online version of your personalised Entitlement and Acceptance Form in accordance with the instructions detailed on that form (including by specifying the number of New Shares that you wish to subscribe for) and pay the corresponding application monies electronically (i.e. either by BPAY® or by Electronic Funds Transfer (EFT)) such that the online Entitlement and Acceptance Form is submitted and the requisite application monies are received by the Share Registry by 5pm (Sydney time) on the Closing Date.

The online version of the Entitlement and Acceptance Form is available at <https://investor.automic.com.au/#/home>.

2.3 Exercise your Entitlement in full

If you wish to exercise your Entitlement in full complete the online version of your personalised Entitlement and Acceptance Form in accordance with the instructions detailed on that form and pay the application monies for the full amount shown on your form electronically (i.e. either by BPAY® or by Electronic Funds Transfer (EFT)) such that the online Entitlement and Acceptance Form is submitted and the requisite application monies are received by the Share Registry by 5pm (Sydney time) on the Closing Date.

The online version of the Entitlement and Acceptance Form is available at <https://investor.automic.com.au/#/home>.

¹⁷ Your interest in the Company will be diluted in proportion with the extent of your Entitlement that you allow to lapse. You will not receive any value for any lapsed Entitlements.

2.4 Exercise your Entitlement in full and apply for Additional New Shares

If you wish to exercise your Entitlement in full and apply for Additional New Shares complete the online version of your personalised Entitlement and Acceptance Form in accordance with the instructions detailed on that form (including by specifying the number of Additional New Shares that you also wish to subscribe for) and pay the corresponding application monies electronically (i.e. either by BPAY® or by Electronic Funds Transfer (**EFT**)) such that the online Entitlement and Acceptance Form is submitted and the requisite application monies are received by the Share Registry by 5pm (Sydney time) on the Closing Date.

The online version of the Entitlement and Acceptance Form is available at <https://investor.automic.com.au/#/home>.

2.5 Not take up any of your Entitlement

If you do not wish to accept any part of your Entitlement, you do not need to take any further action¹⁸.

2.6 Payment for New Shares

The Issue Price for each New Share subscribed for is payable on application. Application monies received will be held on trust for applicants until the issue of the New Shares.

Any application monies received for more than your final allocation of New Shares will be refunded (except where the amount is less than \$5.00, in which case it will be retained) by the Company on or about 15 July 2024.

No interest will be paid by the Company on any application monies received or refunded. Interest earned on application monies (if any) will be for the benefit of the Company.

Paying your application monies electronically

Please follow the payment instructions on (or, if applicable, generated on electronic submission of) the Entitlement and Acceptance Form carefully. Following submission of the online Entitlement and Acceptance Form, a unique reference number will be generated to facilitate the payment of your application monies and to process your application for New Shares (and, if applicable Additional New Shares).

¹⁸ Your proportionate interest in the Company will be diluted in proportion to the extent of your lapsed Entitlement. You will not receive any value for any lapsed Entitlements.

Applicants using BPAY® or who pay their application monies by EFT should be aware of their financial institution's cut-off time (i.e. the time before which payment must be made to enable it to be process overnight) and ensure that the application monies are received by 5pm (Sydney time) on the Closing Date.

Regardless of the number of New Shares (and, if applicable Additional New Shares) specified on your Entitlement and Acceptance Form, you will be deemed to have subscribed for such number of New Shares (and, if applicable Additional New Shares) as your application monies will pay for in full.

2.7 Entitlement and Acceptance Form is binding

A submitted Entitlement and Acceptance Form will constitute a binding commitment to subscribe for New Shares (and, if applicable Additional New Shares) under the Rights Issue¹⁹. By submitting an Entitlement and Acceptance Form you will be deemed to have represented that you (and any person on whose behalf you are acting):

- (a) have full legal capacity and power to perform all of your obligations under the Entitlement and Acceptance Form;
- (b) agree to provide (or direct your nominee or custodian to provide) any requested substantiation of your holding of Shares as at the Record Date;
- (c) have read and understood this Offer Booklet and agree to be bound by the terms of the Rights Issue, the Entitlement and Acceptance Form and the Company's constitution;
- (d) authorise the Company to register you as the holder of the number of New Shares actually issued to you on completion of the Rights Issue;
- (e) acknowledge that once the Company receives your Entitlement and Acceptance Form or any application monies, you may not withdraw your application or funds provided except as allowed by law;
- (f) agree to apply for and be issued with up to the number of New Shares specified by you in the Entitlement and Acceptance Form or for which you have submitted payment of any application monies;
- (g) authorise the Company, the Lead Manager and the Share Registry and any of their respective officers or agents to do anything on your behalf necessary to allow the New Shares to be issued to you;
- (h) declare that you were the registered holder of the number of Shares indicated on your Entitlement and Acceptance Form as being held by you on the Record Date;

¹⁹ If the Entitlement and Acceptance Form is not completed correctly, it may (but need not necessarily be) still be treated by the Company as a valid application.

- (i) acknowledge that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
- (j) acknowledge that an investment in the Company is speculative and involves many risks (many of which are outside of the control of the Company and the Directors) and that any such investment may result in the loss of some or all of your invested capital;
- (k) acknowledge that neither the Company, the Lead Manager nor any of their respective related bodies corporate, affiliates, directors, officers, employees, agents, consultants or advisers guarantees the performance of the Company (or of the New Shares) or the repayment of capital;
- (l) authorise the Company (or any person acting on its behalf) to correct any minor error in your Entitlement and Acceptance Form and, furthermore, you acknowledge that the Company's corrections, amendments, decisions and/or discretions in this regard are final and binding on you;
- (m) acknowledge that the Company reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed, is not accompanied by the correct application monies or that is received after the Closing Date;
- (n) are not in the United States and/or are not otherwise a person (such as a "US person") to whom it would be illegal to make an issue offer of or to issue New Shares (and, if applicable Additional New Shares) under any applicable laws and regulations;
- (o) represent and warrant that you are and that you are eligible to participate in the Rights Issue as an Eligible Shareholder and that there has been no (and will not be any) breach of any applicable laws or regulatory requirements in relation to you or your application;
- (p) acknowledge that none of the Entitlements and/or New Shares have been, nor will be, registered under the US Securities Act (or the securities laws of any State or other jurisdiction in the US) and accordingly, the Entitlements and/or New Shares may not be offered, sold or otherwise transferred, except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
- (q) undertake that if in the future you decide to sell your New Shares on ASX that you will only do so in regular way transactions where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States.

3. GENERAL INFORMATION

3.1 Risks

An investment in the New Shares the subject of the Rights Issue should be regarded as a speculative investment. Accordingly, Eligible Shareholders who are considering whether to participate in the Rights Issue should (i) carefully consider all of the disclosures made by the Company (which are available at www.asx.com.au) and the risks associated with any investment in the Company (some of which are described in Schedule 1), (ii) carefully consider the merits of such an investment in the context of their individual risk profile, investment objectives and financial circumstances and (iii) consult their stockbroker, accountant, financial adviser, solicitor, taxation adviser or other independent professional adviser (and do so before deciding whether to participate in the Rights Issue).

Eligible Shareholders should also be aware that there are many risks associated with investment in the securities of companies listed on a stock exchange. In almost all cases, the value of listed securities can be expected to fluctuate (meaning, in the Company's case, that the prevailing price of Shares on ASX may be higher or lower than the Issue Price) depending on various factors including the general condition of the local economy, general worldwide economic and political (including geopolitical) conditions, changes in government policies, taxation and regulatory changes, investor sentiment, movements in interest rates, industrial disruption, environmental incidents and natural disasters and many other factors any of which may affect the listed company's financial performance and condition and/or the price or value of its securities²⁰.

In deciding whether to participate in the Rights Issue, the Directors recommend that Eligible Shareholders carefully consider the risk factors set out in Schedule 1.

3.2 Tax consideration for investors

The Directors do not consider it appropriate to give advice regarding the taxation consequences of subscribing for (or acquiring) any of the securities the subject of the Rights Issue. Furthermore, none of the Company, its Directors or its advisers accept any responsibility or liability for any taxation consequences applicable to an investment in the New Shares (and, if applicable, an investment in Additional New Shares) and as such the Directors recommend that all prospective investors consult their own tax advisers before participating in the Rights Issue.

²⁰ In the case of the Company, most (if not all) of these variables are beyond the control of the Company and the Directors.

3.3 Commitment and underwriting fees

There are no commitment or underwriting fees payable by the Company to either Mr Johnson or Mr Baghdadi.

3.4 Lead Manager

The Lead Manager will manage the Rights Issue²¹ and will seek to place any New Shares that were offered to but that were not taken up by Eligible Shareholders under the Rights Issue (**Shortfall Placement**). Under the terms of the mandate agreed between the Company and the Lead Manager, the Company has agreed to pay the Lead Manager the following:

- (a) a management fee of 1% of the total amount raised under the Rights Issue;
- (b) a lead manager fee of between \$30,000 and \$60,000 depending on the total amount raised under the Rights Issue by the Lead Manager;
- (c) a placement fee of 5% fee of the total amount raised under the Shortfall Placement (if applicable) by the Lead Manager; and
- (d) 1 unquoted option, exercisable for \$0.02 at any time on or before 5 July 2024, for every 2 New Shares issued under the Shortfall Placement.

The mandate referred to above also contains a number of representations and warranties by and undertakings from the Company in favour of the Lead Manager that are considered to be standard for a fundraising mandate of this nature. Furthermore, the Company has agreed to indemnify the Lead Manager and its related bodies corporate against any losses incurred by the Lead Manager and its related bodies corporate in connection with the Rights Issue.

3.5 Appointment of nominee

Since there is a possibility that the Company's Non-Executive Chairman, Mr Mark Johnson will need to rely on the exception in Item 10 of section 611 of the Corporations Act, the Company is required to appoint an ASIC-approved nominee which will be instructed to arrange for the sale of Entitlements which would have otherwise been issued to Ineligible Shareholders (i.e. had they been Eligible Shareholders) and remit the proceeds of that sale (if any) less expenses to Ineligible Shareholders on a pro rata basis. The Company has sought (or will shortly seek) ASIC approval of the nominee in accordance with section 615 of the Corporations Act.

The Company considers it unlikely that the sales process referred to above will generate a positive premium, net of expenses.

²¹ For the avoidance of doubt, the Lead Manager is not providing any underwriting or other commitment to subscribe for New Shares under the Rights Issue or under the Shortfall Placement.

3.6 Right in relation to post-Rights Issue Shortfall

Any New Shares (including Additional New Shares) offered under the Rights Issue that are not subscribed for by Eligible Shareholders and that remain “unissued” following the complete utilisation (as applicable) of the underwriting commitment given by Mr Baghdadi (i.e. as detailed in Section 1.6) on completion of the Rights Issue will form part of the post-Rights Issue Shortfall.

In accordance with Exception 3 of Listing Rule 7.2, the Directors reserve the right, subject to the Corporations Act and the Listing Rules, to place the Shortfall at their discretion within 3 months of the Closing Date at an issue price not less than the Issue Price to persons who are not Related Parties (or Associates of Related Parties) of the Company.

The Company anticipates that it will pay the arranger of (but not the underlying placees under) any placement of the Shortfall a fee which may include cash (i.e. based on a percentage of the amount raised under the Shortfall placement) or options over unissued New Shares or a combination of both.

3.7 Responsibility for this Offer Booklet

No party other than the Company has authorised or caused the issue of this Offer Booklet or takes any responsibility for, or makes or gives any statements, representations, warranties or undertakings in, this Offer Booklet. No person is authorised to give any information, or to make any representation in connection with the Rights Issue that is not contained in the Offer Booklet. Any information that is not in this Offer Booklet may not be relied on as having been authorised by the Company or by any of its related bodies corporate, affiliates, directors, officers, employees, agents, consultants or advisers.

Except as required by law, and only to the extent so required, none of the Company, the Lead Manager or any of their respective related bodies corporate, affiliates, directors, officers, employees, agents, consultants and advisers warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

3.8 No cooling-off rights

Cooling-off rights do not apply to an investment in New Shares (or, if applicable, to an investment in Additional New Shares). This means that applicants cannot withdraw their application for New Shares (and, if applicable, for Additional New Shares) once it has been received by the Company.

3.9 No brokerage or stamp duty

No brokerage or stamp duty is payable by Eligible Shareholders who participate in the Rights Issue.

3.10 Timetable

For detail in relation to the key indicative times and dates applicable to the Rights Issue, please see the corporate action timetable for the Rights Issue set out in this Offer Booklet under the heading “Indicative Rights Issue Timetable”.

3.11 Date of this Offer Booklet

This Offer Booklet is dated 12 June 2024.

Statements in this Offer Booklet are made only as of the date of this Offer Booklet unless otherwise stated, and the information in this Offer Booklet remains subject to change without notice. Unless required by law, the Company will not update this Offer Booklet.

3.12 Not a recommendation

The information in this Offer Booklet does not constitute a financial advice or a recommendation to subscribe for New Shares and nor does this Offer Booklet purport to contain all of the information that an Eligible Shareholder may require to evaluate the merits of making an investment in the New Shares (and, if applicable, Additional New Shares). Prospective investors should note that neither the New Shares nor any Additional New Shares carry any guarantee with respect to the payment of dividends, the return of capital or their post-issue market price or liquidity profile.

3.13 Withdrawal of Rights Issue

The Company reserves the right, subject to all applicable legal requirements, to withdraw the Rights Issue and the information in this Offer Booklet at any time, subject to applicable laws, in which case the Company will refund all application monies received in accordance with the Corporations Act and without interest.

3.14 Further information

Further information in relation to the Rights Issue can be obtained by calling the Share Registry on 1300 288 664 (if calling from Australia) or on +61 2 9698 5414 (if calling from New Zealand) during business hours Monday to Friday (Sydney time).

3.15 Authorisation

This Offer Booklet has been authorised for release by the Board.



Mark Johnson, AO
Non-Executive Chairman

GLOSSARY

Unless defined in the body of this Offer Booklet, (otherwise undefined) capitalised words and terms used in this Offer Booklet have the meanings given to them in the Glossary below.

Term	Meaning
Associate	has the meaning given in sections 11 to 17 of the Corporations Act
ASX	means ASX Limited, or as the context requires, the financial market operated by it
Closing Date	the date on which the Rights Issue closes
Issue Date	the date on which the New Shares the subject of the Rights Issue are expected to be issued to successful applicants
Related Party	has the meaning given in section 228 of the Corporations Act
Related Body Corporate	has the meaning given in section 9 of the Corporations Act
Relevant Interest	has the meaning given in section 608 of the Corporations Act
Shareholder	a holder of 1 or more Shares

SCHEDULE 1 (RISK FACTORS)

This Section describes some of the potential risks associated with the Company's business and with an investment in the New Shares. It does not purport to list every risk that may be associated with the Company and/or an investment in the New Shares (either now or in the future). The occurrence and/or consequence of some of the risks described in this Section are partially or completely outside of the control of the Company and the Directors.

The selection of risks set out in this Section is based on an assessment of a combination of the probability of the risk occurring, the Company's ability to mitigate that risk and the impact on the Company of the risk if it were to occur. That assessment is based on the knowledge of the Company and the Directors as at the date of this Offer Booklet. Please note however that there is no guarantee or assurance that the importance of the different risks will not change or that other risks will not emerge.

Before applying for New Shares under this Offer Booklet, Eligible Investors should satisfy themselves that they have sufficient understanding of the risks to which the Company and the New Shares are subject and should consider whether the New Shares being offered under the Rights Issue are a suitable investment for them having regard to their own personal circumstances, investment objectives, financial situation and tax position.

If Eligible Investors are uncertain as to whether the New Shares represent a suitable investment for them, they should seek professional advice from their stockbroker, lawyer, accountant or other independent and appropriately qualified professional adviser before deciding whether to invest. Investors should also note that past performance and historical results are not an indication of future expected performance or future expected results.

Company-specific risks

Capital and operating costs

The Company's operational and financial condition may vary with fluctuations in the Company's capital and operating costs. An unanticipated increase in the Company's capital or operating costs could have a material adverse impact on the Company's financial condition (and any such increase could be expected to negatively impact the price or value of the Company's securities). The Company's main operating expenses include but are not limited to contractor costs, drilling costs, input costs and energy costs. Material changes in the costs of the Company's operating activities as well as its cost of capital could occur as a result of unforeseen events, the occurrence of which may also adversely affect the Company's financial condition. In past resource cycles, operating and capital costs have tended to increase as commodity prices have increased. The Company (like most peers in the mining and exploration industries) is currently experiencing rapidly rising operating expenses.

Additional requirements for capital

The Company will require further capital in addition to the amount raised under the Rights Issue. Any additional equity financing will dilute shareholdings, and any new or additional debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale-back the extent of its project development activities. There is however no guarantee that the Company will be able to secure any additional funding (whether debt or equity) or be able to secure funding on terms favourable to the Company.

Mineral resources and reserves uncertainty

Estimating the quantity and quality of mineral resources and reserves is an inherently uncertain process. Any mineral resources and reserves (if applicable) the Company has stated are and will be estimates and may not prove to be an accurate indication of the quantity or quality of gold (and other minerals) the Company may ultimately be able to extract. Furthermore, the Company's potential future earnings, profitability and financial condition will also likely be dependent on the successful discovery of additional resources and reserves and either the commercialisation (or monetisation by sale) of these discoveries.

Uncertainty of development of projects

The development of each of the each of the Company's projects is subject to numerous risks, including in relation to the anticipated timing and cost of development, the availability of funding to support development, and the receipt of any additional permits or licences to allow for that development. The eventuality of any of these risks may adversely affect the Company's operational performance and financial condition (and therefore, the price or value of its securities).

The Company's medium and long-term plans at the Company's Colosseum are dependent upon the Company being able to convert known mineralisation into mineable reserves and then being able to extract these mineable reserves in a safe and profitable manner. There is a risk that unexpected challenges or delays will arise, or that ore quality will differ from the Company's estimates, increasing the costs of production and/or resulting in lower revenue.

The Company's plans in its recently acquired Argos Strontium Project will be entirely dependent on the outcome of future exploration in relation to that project.

Gold Links disposal

As noted by the Company in various ASX releases (in particular, please see the Company's ASX release dated 8 August 2023), the Company is entitled to further payments from the purchaser of Gunnison Gold Pty Ltd (the vehicle that owns the Gold Links mine and associated assets in Colorado) as various milestones are satisfied. There can be no certainty that these milestones will be satisfied (and thus, no certainty that the Company will receive its remaining entitlements).

Commodity prices

The Company's ability to explore, develop and ultimately generate revenue from the sale of commodities from its various projects is highly dependent on the market price of various commodities (and in particular, the market price for gold). If commodity prices decline precipitously, the Company may be unable to raise further capital to explore or develop any of its projects.

Licences, permits and approvals – General & Colosseum specific

The Company requires certain licences, permits and approvals to develop and explore its various exploration and development projects. Such licences, permits and approvals may expire periodically and will be subject to renewal. Obtaining and maintaining the numerous permits issued by the various government agencies and regulatory bodies that impose strict regulations in connection with minerals exploration, project development and mining may take longer than currently planned or may never be received. Any such material delays could be expected to adversely impact the price or value of the Company's securities.

There are also a number of conditions and regulatory requirements that the Company must satisfy with respect to its tenements to maintain its interest in those tenements in good standing, including meeting specified reporting commitments, as well as other conditions requiring ongoing compliance. Consequently, the Company could lose title to, or its interest in, these assets if the imposed conditions are not met. If any of these risks materialise, the Company's operational and financial condition (as well as the price or value of its securities) may be adversely affected.

From time to time, the Company engages with relevant regulators regarding the terms of its regulatory permissions/consents. Currently the Company is in discussion with several US regulators about the Bureau of Land Management approved Plan of Operation for the Colosseum Project. To the extent those discussions result in significant changes to the Plan of Operation, the operational/financial viability of the Colosseum Project may be adversely affected.

Environmental risks

Environmental risks are inherent in all minerals exploration and mining operations. The Company seeks to conduct its operations and activities to the highest standard of environmental obligations, including in compliance with all relevant environment laws and regulations. The Company seeks to adopt practices which the Company believes are appropriate to minimise the potential of causing environmental damage in all the Company's operations, but no assurance can be made that the Company will not be affected by environmental claims or associated issues in the future. The Company is unable to predict the effect on its operations of any additional or amended environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations on any of its tenements.

Foreign exchange

Significant changes in the Australian Dollar and United States Dollar exchange rates may have a significant impact on the Company's ability to fund the capital expenditure required to conduct the Company's operations. The majority of the Company's local expenses are incurred in US dollars. As such, any investment in the Company will be subject to variations in the rate of exchange between these exchange rates as determined in the international markets.

Force majeure

Force majeure is a term used to refer to an event beyond the control of a party claiming that the event has occurred. Significant events – such as war, acts of terrorism, loss of power, cyber security breaches or natural disasters (such as earthquakes, fire or floods or the outbreak of epidemic disease) could all materially disrupt the Company's operations or otherwise harm its business.

General risks

Changes in or the occurrence of any of the following general risks may also significantly (and adversely) impact the Company, its performance and the value or market price of the New Shares being offered under the Rights Issue:

- economic conditions in Australia, the United States and internationally;
- changes in fiscal and monetary policy by governments and monetary authorities;
- changes in tax and other laws (and changes in the manner in which those taxes and other laws are administered);
- natural disasters;
- COVID-19 virus;
- war or terrorist attacks;
- opposition of environmental or community groups to the Company's activities; and
- the inability of the Company to obtain or maintain any necessary regulatory approvals.

Equity market fluctuations

Investors are strongly advised to regard an investment in the New Shares as a long-term proposition and to be aware that, as with any equity investment, substantial fluctuations in the value of their investment may occur. This means that the market price of the New Shares may decrease or increase from time to time.

Concluding remarks on risk

An investment in the New Shares must be regarded as a highly speculative investment. The above noted risk factors, along with others not mentioned in this Offer Booklet, may in the future materially (and adversely) affect the Company's financial and operational condition and the value of the New Shares. The New Shares being offered under the Rights Issue carry no guarantee with respect to the payment of dividends, the return of capital, the Company's performance (including in relation to its exploration results) or the market price or value of the New Shares.

SCHEDULE 2 (PRO FORMA BALANCE SHEET)

DATELINE RESOURCES LIMITED
PRO FORMA
CONSOLIDATED BALANCE SHEET

	31-Dec-23	Rights Issue 100% Take Up	PRO FORMA BALANCE 100% Take Up	Rights Issue 0% Take Up	PRO FORMA BALANCE 0% Take Up
	\$	\$	\$	\$	\$
Current Assets					
Cash & cash equivalents	536,176	3,160,270	3,696,446	587,523	1,123,699
Trade & other receivables	63,455	-	63,455	-	63,455
Financial assets	1,104,867	-	1,104,867	-	1,104,867
Total Current Assets	1,704,498	3,160,270	4,864,768	587,523	2,292,021
Non-Current Assets					
Investments	437,276	-	437,276	-	437,276
Plant & equipment land & buildings	453,380	-	453,380	-	453,380
Exploration & evaluation expenditure	6,853,950	-	6,853,950	-	6,853,950
Financial assets	1,170,372	-	1,170,372	-	1,170,372
Total Non-Current Assets	8,914,978	-	8,914,978	-	8,914,978
TOTAL ASSETS	10,619,476	3,160,270	13,779,746	587,523	11,206,999
Current Liabilities					
Trade & other payables	400,562	-	400,562	-	400,562
Financial liabilities to related parties	3,387,920	(837,523)	2,550,397	(837,523)	2,550,397
Short term loans	821,062	(162,477)	658,585	(162,477)	658,585
Total Current Liabilities	4,609,544	(1,000,000)	3,609,544	(1,000,000)	3,609,544
TOTAL LIABILITIES	4,609,544	(1,000,000)	3,609,544	(1,000,000)	3,609,544
NET ASSETS	6,009,932	4,160,270	10,170,202	1,587,523	7,597,455
Equity attributable to the equity holders of the Company					
Contributed equity	63,586,913	4,160,270	67,747,183	1,587,523	65,174,436
Reserves	4,226,999	-	4,226,999	-	4,226,999
Accumulated losses	(61,803,980)	-	(61,803,980)	-	(61,803,980)
TOTAL EQUITY	6,009,932	4,160,270	10,170,202	1,587,523	7,597,455