

# NOTICE OF EXTRAORDINARY GENERAL MEETING

#### and

# **EXPLANATORY MEMORANDUM**

#### DATE AND TIME OF MEETING:

Thursday, 4 June 2020 at 11.00am (Melbourne time)

# PLACE OF MEETING:

# by Teleconference

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (03) 9642 0655.

# DART MINING NL

ABN 84 119 904 880

#### NOTICE OF EXRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of shareholders of Dart Mining NL ("Company") will be held via a live webcast/teleconference on Thursday, 4 June 2020 at 11.00am (Melbourne Time). The meeting is being held in this manner due to the continuing developments in relation to COVID-19. All resolutions at the Extraordinary General Meeting will be decided based on proxy votes. As the Australian Government's ban on public gatherings has been implemented, Dart Mining is not able to allow shareholders to physically attend the Extraordinary General Meeting.

The Extraordinary General Meeting will be made accessible to shareholders via a live webcast/teleconference which will include the facility for shareholders to ask question in relation to the business of the meeting.

You can join the meeting by registering your interest with the Company Secretary by emailing: jedwards@dartmining.com.au.

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms used in this Notice of Meeting.

# **AGENDA**

#### **ITEMS OF BUSINESS:**

#### 1. RESOLUTION 1: RATIFICATION OF PRIOR SHARE ISSUE

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**THAT**, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 5,400,000 fully paid ordinary shares to the allottees described in the Explanatory Memorandum to this Notice of Meeting that were each paid in full on application to the amounts and on the dates referred to in that Explanatory Memorandum, be and is hereby ratified and approved.

#### 2. RESOLUTION 2: RATIFICATION OF PRIOR OPTION ISSUE

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**THAT**, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 2,700,000 unlisted options, on the terms and conditions described in the Explanatory Memorandum to this Notice of Meeting be and is hereby ratified and approved.

# 3. RESOLUTION 1: RATIFICATION OF PRIOR SHARE ISSUE

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**THAT**, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 4,240,000 fully paid ordinary shares to the allottees described in the Explanatory Memorandum to this Notice of Meeting that were each paid in full on application to the amounts and on the dates referred to in that Explanatory Memorandum, be and is hereby ratified and approved.

#### **VOTING EXCLUSION STATEMENT**

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast in favour of **Resolution 1, 2 or 3** by or on behalf of the person or class of persons who participated in the issue the subject of this resolution and their associates.

However, the Company need not disregard a vote cast in favour of the resolution by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the chair vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# **PROXY NOTES**

Sections 250BB and 250BC of the *Corporations Act 2001* (Cth) ("Corporations Act") apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting. Broadly:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue.

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Corporations Act, the Company specifies the following for the purposes of receipt of proxy appointments:

Street Address: Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000

Postal Address: Dart Mining NL, C/- Automic Group, GPO Box 5193, Sydney NSW 2001

**Online:** at Automic's website <a href="www.investor.automic.com.au">www.investor.automic.com.au</a> in accordance with the instructions given (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website). Each member entitled to vote at the Extraordinary General Meeting has the right to appoint a proxy to vote on the resolution to be considered at the meeting. The member may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution not later than 48 hours before the time of the commencement of the Extraordinary General Meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Company determines that members holding Shares at 11.00am (Melbourne time) on Tuesday, 2<sup>nd</sup> June 2020 will be entitled to attend (by teleconference) the Extraordinary General Meeting.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form. If you have multiple holdings, please complete a Proxy Form for each holding.

A Proxy Form accompanies this Notice of Extraordinary General Meeting.

### **BODIES CORPORATE**

A body corporate appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at meetings of the members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on the body corporate's behalf all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The attached Proxy Form forms part of this notice. Please call (03) 9642 0655 if you have any questions regarding this Notice of Meeting, the Proxy Form or the Explanatory Memorandum.

By Order of the Board

Julie Edwards
Company Secretary
16 April 2020

# **DART MINING NL**

#### ABN 84 119 904 880

#### **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of Dart Mining NL ("Company") in connection with the business to be conducted at the Company's Extraordinary General Meeting to be held via Teleconference on Thursday, 4 June 2020 at 11.00am (Melbourne time).

All of the resolutions to be voted on are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

This Explanatory Memorandum is an important document and should be read carefully in its entirety by all shareholders, and in conjunction with the accompanying Notice of Meeting. Shareholders are strongly advised to consult their legal or financial advisers if they require further advice in connection with the matters contained in this Explanatory Memorandum.

#### ITEMS OF BUSINESS: EXPLANATORY NOTES TO THE RESOLUTIONS

# ITEM 1 (Resolution 1): Ratification of Prior Share Issue

#### Background

On 31 January 2020, the Company issued 5,400,000 fully paid ordinary shares to sophisticated investors in a private placement.

**Resolution 1** seeks shareholder ratification for the allotment and issue on the date referred to above of 5,400,000 shares which will have the effect of "refreshing" the Company's 10% limit for the issue of securities under the ASX Listing Rules. Not only will this approval give the Company the capacity to raise additional capital (to the 10% limit) without the need for shareholder approval, it provides the benefit of giving the Company flexibility in its funding endeavours.

#### Resolution 1: Specific information required by ASX Listing Rule 7.1.A

For the purposes of ASX Listing Rule 7.4 the following information is provided in relation to the share issues described in **Resolution 1**:

- (a) 5,400,000 fully paid ordinary shares were issued and allotted on 31 January 2020;
- (b) the issue price of each of those Shares is A\$0.10;
- (c) the Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Share issue was made to various sophisticated investors, who are not a related party to the Company;
- (e) the funds raised from the share issue were used by the Company for its exploration expenditure requirements and general working capital.

A Voting Exclusion Statement is set out in the Notice of Extraordinary General Meeting which this Explanatory Memorandum accompanies.

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

# ITEM 2 (Resolution 2): Ratification of Prior Option Issue

#### Background

On 31 January 2020, the Company issued 2,700,000 free unlisted options, exercisable at 25 cents and expiring on 30 June 2021, to sophisticated investors on the basis of one option for every two shares subscribed and paid for in full in a private placement on 31 January 2020.

Resolution 2 seeks shareholder ratification for the allotment and issue on the date referred to above of 2,700,000 options which will have the effect of "refreshing" the Company's 10% limit for the issue of securities under the ASX Listing Rules. Not only will this approval give the Company the capacity to raise additional capital (to the 10% limit) without the need for shareholder approval, it provides the benefit of giving the Company flexibility in its funding endeavours.

Resolution 2: Specific information required by ASX Listing Rule 7.1.A

For the purposes of ASX Listing Rule 7.4 the following information is provided in relation to the options issued described in Resolution 2:

- (a) 2,700,000 unlisted options were issued on 31 January 2020
- (b) the options were issued for no consideration;
- (c) the options were issued on the terms and conditions set out in Schedule 1;
- (d) the Share issue was made to various sophisticated investors, who are not a related party to the Company; and
- (e) No funds were raised.

A Voting Exclusion Statement is set out in the Notice of Extraordinary General Meeting which this Explanatory Memorandum accompanies.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

# ITEM 3 (Resolution 3): Ratification of Prior Share Issue

#### Background

On 15 April 2020, the Company issued 4,240,000 fully paid ordinary shares to sophisticated investors in a private placement.

Resolution 3 seeks shareholder ratification for the allotment and issue on the date referred to above of 4.240,000 shares which will have the effect of "refreshing" the Company's 10% limit for the issue of securities under the ASX Listing Rules. Not only will this approval give the Company the capacity to raise additional capital (to the 10% limit) without the need for shareholder approval, it provides the benefit of giving the Company flexibility in its funding endeavours.

Resolution 3: Specific information required by ASX Listing Rule 7.1.A

For the purposes of ASX Listing Rule 7.4 the following information is provided in relation to the share issues described in Resolution 1:

- (a) 4,240,000 fully paid ordinary shares were issued and allotted on 31 January 2020;
- (b) the issue price of each of those Shares is A\$0.05;
- (c) the Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing Shares on issue:
- (d) the Share issue was made to various sophisticated investors, who are not a related party to the Company; and
- (e) the funds raised from the share issue were used by the Company for its exploration expenditure requirements and general working capital.

A Voting Exclusion Statement is set out in the Notice of Extraordinary General Meeting which this Explanatory Memorandum accompanies.

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

#### **Definitions**

Terms used in this Explanatory Memorandum and the accompanying Notice of Meeting have the following meanings:

\$ means Australian dollars

**EGM** means extraordinary general meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange.

Company and Dart means Dart Mining NL (ACN 119 904 880)

Constitution means the constitution of the Company from time to time.

Corporations Act means the Corporations Act 2001 (Cth) as amended, varied or replaced from time to time.

**Director** means a director of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Listing Rule means the official listing rules of the ASX as amended from time to time.

Market Price has the meaning given to that term in the Listing Rules.

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Options means options to subscribe for Shares.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Resolution means a resolution proposed at the Meeting.

Share means an ordinary fully paid share in the issued capital of the Company;

**Shareholder** means a holder of Shares in the Company.

#### SCHEDULE 1 - TERMS AND CONDITIONS OF OPTIONS

#### 1. Entitlement

- (a) Each Option entitles the Optionholder to subscribe for, and be allotted, one fully paid ordinary Share.
- (b) A Share issued on the exercise of the Option shall be an ordinary share and will be fully paid up on payment of the Exercise Price. A Share issued on exercise of the Option shall rank equally with all existing ordinary Shares on issue, as at the exercise date, and will be issued subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on thereon by ASX.

# 2. Exercise of Option

- (a) Each Option is exercisable at any time from the date of grant until its expiry at 5.00 pm (Melbourne Time) on 30 June 2021.
- (b) The exercise price shall be 25 Cents ("Exercise Price").
- (c) The Option shall be exercisable by the Optionholder executing a notice of exercise of Option in a form required by DTM ("Exercise Notice") and delivering same to the registered address of the Company at the time of exercise or by delivering same to the Company's share registry, in both cases accompanied by payment of the Exercise Price for the Option as applicable during the Exercise Period during which the Option is exercised. Any Exercise Notice may be sent by facsimile to the Company or such share registrar and payment of the Exercise Price may be made by electronic transfer of funds to a bank account nominated by the Company from time to time by whatever method may be acceptable to the Company. Any funds transferred by electronic transfer of funds will be deemed received by the Company at the time at which the electronic transfer of funds is made by the Optionholder provided that such funds are duly received by the Company or the share registry in due course.
- (d) If the Option is not exercised before the end of the Exercise Period the Option will lapse.

#### 3. Quotation

- (a) Unless otherwise required by ASX, the Company will not apply to ASX for official quotation of the Option and it will remain unlisted.
- (b) If the Shares of the Company are quoted on ASX, the Company will apply to ASX for, and will use its best endeavours to obtain quotation of all Shares issued on the exercise of the Option within the time limits required pursuant to the ASX Listing Rules. The Optionholder by these terms of grant acknowledges that admission to quotation of any Share issued on exercise of the Option is within the discretion of ASX and that the Company gives no assurance that such quotation will be granted.

# 4. Participation in Securities Issues

Subject only to the provisions of clause 5 below (Participation in a Reorganisation of Capital) and subject to the provisions of any order of the Court to the contrary, the holder of the Option is not entitled to participate in new issues of securities by the Company or by any of its subsidiaries or controlled entities without first having exercised the Option.

#### 5. Participation in a Reorganisation of Capital

- (a) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the ASX Listing Rules applying to a restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on shareholders of the Company.
- (b) In any reorganisation as referred to in (a) the Option and all other Options of the same class ("**the Options**") will be treated in the following manner:
  - in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

- (ii) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- (iii) in the event of a return of the share capital of the Company, the number of Options will remain the same and exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (iv) in the event or a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
- (v) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
- (vi) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on the holders of Shares.

### 6. Adjustment to Options and Exercise Price

- (a) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in this clause to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (b) The method of adjustment for the purpose of this clause shall be in accordance with the ASX Listing Rules from time to time.
- (c) If there is a pro rata bonus issue to the holders of the underlying securities, then, on the exercise of any Option, the number of Shares received will include the number of bonus Shares that would have been issued if the Option had been exercised prior to the record date (within the meaning of the ASX Listing Rules) for the bonus issue. The exercise price will not change.

#### 7. Transfer

The Option is fully transferable subject only to any restrictions placed on transfer by the ASX in accordance with the ASX Listing Rules or which may be imposed by any resolution pursuant to which the Option shall have been granted or approved for grant.



# **EGM** Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

# [HolderNumber]

Holder Number: [HolderNumber]

# [EntityRegistrationDetailsLine1Envelope] [EntityRegistrationDetailsLine2Envelope] [EntityRegistrationDetailsLine3Envelope] [EntityRegistrationDetailsLine4Envelope] [EntityRegistrationDetailsLine5Envelope] [EntityRegistrationDetailsLine6Envelope]

# Vote by Proxy: DTM

Your proxy voting instruction must be received by **11.00am (Melbourne time) on Tuesday, 2 June 2020,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

# SUBMIT YOUR PROXY VOTE ONLINE

# Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- 🗸 It's Quick and Secure: provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- Receive Vote Confirmation: instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



# SUBMIT YOUR PROXY VOTE BY PAPER

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

# YOUR NAME AND ADDRESS

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

# **VOTING UNDER STEP 1 - APPOINTING A PROXY**

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

# **DEFAULT TO THE CHAIRMAN OF THE MEETING**

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

# **VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

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

#### APPOINTMENT OF SECOND PROXY

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

# SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

# **CORPORATE REPRESENTATIVES**

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

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

# POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



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**BY MAIL** 

GPO Box 5193

Sydney NSW 2001

Automic

#### IN PERSON

Automic Level 5, 126 Phillip Street

Sydney NSW 2000



BY EMAIL

meetings@automicgroup.com.au

# All enquiries to Automic

**WEBCHAT** 

https://automic.com.au/



1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

Complete and return this	form as instructed	d only if you do not vote online
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I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Dart Mining NL, to be held at 11:00am (Melbourne time) on Thursday, 4 June 2020 by teleconference hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy 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 and at any adjournment thereof.

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

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

	Reso	lutions	For	Against	Abstain							
Voting n	1.	Ratification Of Prior Share Issue										
Your	2.	Ratification Of Prior Option Issue										
STEP 2: Dii	3.	Ratification Of Prior Share Issue										
S	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.											

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED																													
Individual or Securityholder 1										Securityholder 2										Securityholder 3									
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STEP 3: Sign Here + Contact Details

[HolderNumber]