



Notice of  
Extraordinary General Meeting  
11:00am (AEST) on 26 June 2024

Held online as a virtual meeting

**Notice of Extraordinary General Meeting**

Notice is hereby given that an Extraordinary General Meeting of **Dart Mining NL** ABN 84 119 904 880 is to be held at 11:00 am (AEST) on Wednesday 26 June 2024.

**This is an important document. Please read it carefully.**

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

Dart Mining NL ABN 84 119 904 880 (**Company** or **Dart**) is holding an Extraordinary General Meeting (EGM) online as a virtual meeting. Shareholders may participate in the EGM by connecting to a zoom meeting which will include the facility for shareholders to observe, make comments or ask questions in relation to the business of the meeting, and to vote.

If you wish to attend the EGM, you must register. You can then join the EGM in one of two ways:

1. If your e-mail address has been provided to Dart for you to receive communications by e-mail: by clicking on this link:

<https://us06web.zoom.us/meeting/register/tZEsd-2uqTgiGtaqNISBNgdms3oVZmp5ZBgN>

You will then be asked to register for the EGM.

2. If your e-mail address has not been provided to Dart: to register for the EGM, go to [www.zoom.us](http://www.zoom.us) then select 'join a meeting' and enter the following meeting ID: 851 0467 3802

You may register at any time up to 11.00am (AEST) on 25 June 2024, being 24 hours before the appointed time of the EGM.

All resolutions at the Extraordinary General Meeting will be decided based on a poll rather than by a show of hands. Shareholders are however strongly encouraged to lodge a directed Proxy Form prior to the meeting. Shareholders will not be able to physically attend the Extraordinary General Meeting.

If you have any difficulty, please e-mail the Company Secretary: [jedwards@dartmining.com.au](mailto:jedwards@dartmining.com.au).

## Ordinary Business of the Meeting

### Share Capital Approvals

#### 1. Resolution 1: Ratification of Prior Share Placement – October 2023

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue by the Company of 20,833,334 Shares, on the terms and conditions described in the Explanatory Statement to this Notice of Meeting on the dates referred to in that Explanatory Statement, be and is hereby ratified and approved".

#### 2. Resolution 2: Ratification of Prior Share Placement – April 2024

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue by the Company of 30,853,240 Shares, on the terms and conditions described in the Explanatory Statement to this Notice of Meeting on the dates referred to in that Explanatory Statement, 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 Resolutions 1 and 2 by or on behalf of:

- The persons who participated in the issue the subject of the resolution; or
- An associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to 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:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a 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.

By order of the Board

**Julie Edwards**

Company Secretary  
20 May 2024

## Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Dart Mining NL (**Dart** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Extraordinary General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact Dart or seek advice from your professional advisors.

### Resolution 1: Ratification of Prior Share Placement Issue

#### Background

On 26 October 2023, the Company issued 20,833,334 fully paid ordinary shares to professional and sophisticated investors in a private placement.

**Resolution 1** seeks shareholder ratification for the allotment and issue on the dates referred to above of 20,833,334 Shares which will have the effect of “refreshing the Company’s 15% 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 15% limit) without the need for shareholder approval, it provides the benefit of giving the Company flexibility in its funding endeavours.

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 26 month period to 15% of the fully paid ordinary Securities it had on issue at the start of that period. This issue does not fit within any of these exceptions and, as it has not yet been approved by shareholder, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company’s capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 26 month period following the issue date. Listing Rule 7.4 allows shareholders to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company’s capacity to use further Equity Securities without shareholder approval under that rule. Dart wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

The Company proposes Resolution 1 to ratify a previous issue of Shares in accordance with Listing Rule 7.4. The Company confirms that the allotment and issue of the Shares the subject of Resolution 1 did not breach Listing Rule 7.1.

#### Resolution 1: Specific information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5 the following information is provided in relation to the share issues described in Resolution 1:

- (a) 20,833,334 fully paid ordinary shares were issued and allotted on 26 October 2023;
- (b) the issue price of each of those Shares was 0.018 cents;
- (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 and professional 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 June 2024 Extraordinary General Meeting which this Explanatory Statement accompanies.

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

## **Resolution 2: Ratification of Prior Share Placement Issue**

### **Background**

On 23 April 2024, the Company issued 30,853,240 fully paid ordinary shares to professional and sophisticated investors in a private placement.

**Resolution 2** seeks shareholder ratification for the allotment and issue on the dates referred to above of 30,853,240 Shares which will have the effect of “refreshing the Company’s 15% 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 15% limit) without the need for shareholder approval, it provides the benefit of giving the Company flexibility in its funding endeavours.

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 26 month period to 15% of the fully paid ordinary Securities it had on issue at the start of that period. This issue does not fit within any of these exceptions and, as it has not yet been approved by shareholder, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company’s capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 26 month period following the issue date. Listing Rule 7.4 allows shareholders to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company’s capacity to use further Equity Securities without shareholder approval under that rule. Dart wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

The Company proposes Resolution 2 to ratify a previous issue of Shares in accordance with Listing Rule 7.4. The Company confirms that the allotment and issue of the Shares the subject of Resolution 2 did not breach Listing Rule 7.1.

### **Resolution 2: Specific information required by ASX Listing Rule 7.5**

For the purposes of ASX Listing Rule 7.5 the following information is provided in relation to the share issues described in Resolution 2:

- (a) 30,853,240 fully paid ordinary shares were issued and allotted on 23 April 2024;
- (b) the issue price of each of those Shares is 0.034 cents;
- (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 and professional 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 June 2024 Extraordinary General Meeting which this Explanatory Statement accompanies.

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

## Further Information

For further information, please contact the Company at [jedwards@dartmining.com.au](mailto:jedwards@dartmining.com.au)

## Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 7 pm (AEST) on 24 June 2024.

**Voting at the virtual meeting:** To vote at the virtual meeting, register your intention to attend and you will be provided with a voting form, attend the Meeting at the time, date set out above.

**Voting by proxy:** To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 11:00 am (AEST time) on 24 June 2024.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 11:00 am (AEST) on 24 June 2024.

**Voting by corporate representative:** A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

**Voting by attorney:** Pursuant to Article 55 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The Company may require the Member to lodge a certified copy of the instrument for retention by the Company and ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

**Key Management Personnel:** the Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with a member of Key Management Personnel (**Informed Consent**).

## SCHEDULE: DEFINITIONS AND INTERPRETATION

### 1 Definitions

In this Notice and Explanatory Statement, unless the context otherwise requires, the following terms have the following meanings:

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

**ASX** means ASX Limited or the securities market operated by ASX Limited, as the context requires;

**Board** means the board of Directors;

**Business Day** means a day (other than Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne, Victoria;

**Chair** means the chair of the Meeting;

**Company** means Dart Mining NL ACN 119 904 880;

**Constitution** means the constitution of the Company;

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

**Director** means a current director of the Company;

**Equity Securities** has the meaning given in the Listing Rules;

**Explanatory Statement** means the explanatory statement that accompanies this Notice of Extraordinary General Meeting;

**Key Management Personnel** has the meaning given by section 9 of the Corporations Act;

**Listing Rules** means the official listing rules of ASX

**Meeting, EGM or Extraordinary General Meeting** means the general meeting convened by this Notice of Extraordinary General Meeting;

**Notice or Notice of Meeting or Notice of Extraordinary General Meeting** means this notice of Extraordinary General Meeting, including as the context allows, the Explanatory Statement;

**Proxy Form** means the proxy form enclosed with this Notice;

**Resolution** means a resolution contained in this Notice;

**Section** means a section of this Explanatory Statement;

**Securities** means any Shares or Options issued by the Company;

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

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

### 2 Interpretation

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this Notice and Explanatory Statement, except where the context makes it clear that a rule is not intended to apply.

- 1.1 Words and phrases which are defined by the Corporations Act have the same meaning in this Notice and Explanatory Statement.
- 1.2 A reference to:
  - (a) a legislative provision or legislation (including subordinate legislation) is to that provision or legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (b) a document or agreement is to that document, agreement or provision as amended, supplemented, replaced or novated;
  - (c) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
  - (d) anything (including a right, obligation or concept) includes each part of it; and
  - (e) \$ is to the lawful currency in Australia unless otherwise stated.
- 1.3 A singular word includes the plural, and vice versa and a word which suggests one gender includes the other genders.
- 1.4 If a word or phrase is defined, any other grammatical form of that word or phrase has a corresponding meaning.
- 1.5 If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- 1.6 All references to time are references to the time in Melbourne, Victoria.



Dart Mining NL | ABN 84 119 904 880

# Proxy Voting Form

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

Your proxy voting instruction must be received by **11.00am (AEST) on Monday, 24 June 2024**, 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

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.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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 Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all 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>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

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



