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ACN 84 119 904 880

17 October 2014

ASX Market Announcements
ASX Limited
Exchange Centre
20 Bridge Street,
Sydney NSW 2000

Notice of Annual General Meeting, Proxy Form and Annual Report

Please find attached the Company's Notice of Annual General Meeting, Proxy Form and Annual Report for 2014. These documents will be despatched by post today.

Upon release of the documents by the ASX, the Company will make the attachments available on its website:
www.dartmining.com.au

Yours truly,

A handwritten signature in black ink that reads "John Nethersole".

John Nethersole
Company Secretary



DART MINING NL

ABN 84 119 904 880

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

DATE AND TIME OF MEETING:

**Thursday, 20 November 2014
at 1.00pm (AEDT)**

PLACE OF MEETING:

**The Albury Club
519 Kiewa Street
Albury, New South Wales**

This Notice of Annual 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) 8611 5399.

CAR PARKING

Parking available at rear of premises. Access is via Stanley Street, Albury.



DART MINING NL

ABN 84 119 904 880

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Dart Mining NL ("**Company**") will be held at The Albury Club, 519 Kiewa Street, Albury, New South Wales on Thursday, 20 November 2014 at 1.00pm (AEDT).

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.

ITEMS OF BUSINESS:

1. FINANCIAL STATEMENTS

To consider and receive the Company's Financial Report, Directors' Report and the Auditor's Report on the Financial Report, for the year ended 30 June 2014.

2. RESOLUTION 1: REMUNERATION REPORT

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

THAT the Remuneration Report of the Company for the year ended 30 June 2014 is adopted.

Voting exclusion statement

A vote on **Resolution 1** must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report; or
- a closely related party of a KMP.

However, a person described above may cast a vote on the resolution if the vote is not cast on behalf of the persons described above and:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- the vote is cast by the Chairman and the proxy does not specify the way the proxy is to vote but the Chairman is expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

Shareholders who intend to appoint the Company's Chairman as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes on Resolution 1." The proxy form sets out the manner in which the Chairman intends to cast undirected proxies. The proxy form also contains the authority for the Chairman to cast undirected proxies.

3. RESOLUTIONS 2 TO 4: ELECTION OF DIRECTORS

To consider and, if thought fit, to pass the following as three **separate ordinary resolutions**:

Resolution 2: Election of Bruce J Paterson

THAT, for the purposes of clause 59 of the Constitution and for all other purposes, Bruce J Paterson having been appointed to fill a casual vacancy, being eligible for election, be and is hereby elected as a Director of the Company.

Resolution 3: Election of John W Cottle

THAT, for the purposes of clause 59 of the Constitution and for all other purposes, John W Cottle having been appointed to fill a casual vacancy, being eligible for election, be and is hereby elected as a Director of the Company.

Resolution 4: Election of Robert A Hogarth

THAT, for the purposes of clause 59 of the Constitution and for all other purposes, Robert A Hogarth having been appointed to fill a casual vacancy, being eligible for election, be and is hereby elected as a Director of the Company.

4. RESOLUTION 5: 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 36,166,667 fully paid ordinary shares (31,063,697 and 5,102,970 shares issued under ASX Listing Rules 7.1 and 7.1A respectively) at an issue price of \$0.03 per share to the allottees described in the Explanatory Memorandum on the 3 September 2014, 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 respect of **Resolution 5** by the persons who participated in the issue the subject of this resolution and their respective associates.

However, the Company need not disregard a vote cast on the resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. SPECIAL RESOLUTION 6: APPROVAL OF 10% PLACEMENT ISSUE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

THAT, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum to this Notice of Meeting, be and is hereby approved.

Voting exclusion statement

The Company will, in accordance with ASX Listing Rule 14.11 disregard any votes cast in respect of **Resolution 6** by a person who may participate in the 10% Placement Issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote cast on the resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. RESOLUTION 7: ADOPTION OF EMPLOYEE INCENTIVE SCHEME

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

THAT for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme for the issue of shares to eligible employees through the Option Share Trust on the terms and conditions set out in the Explanatory Statement.

Voting exclusion statement

The Company will in accordance with ASX Listing Rule 14.11 disregard any votes cast in respect of **Resolution 7** by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors.

However, the Company need not disregard a vote if

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or,
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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 Chairman, 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:

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Postal Address:

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Facsimile number: +61 2 9287 0309

Online: at Link Market Service's website www.linkmarketservices.com.au in accordance with the instructions given there (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 Annual 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 Annual General Meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Company determines that members holding Shares at 10.00am (AEDT) on Tuesday, 18 November 2014 will be entitled to attend and vote at the Annual 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 Annual General Meeting.

Important information concerning proxy votes on Resolution 1

The Corporations Act prohibits key management personnel (**KMP**) and their closely related parties voting in any capacity on the advisory resolution to adopt the Company's remuneration report and resolutions connected directly or indirectly with the remuneration of the Company's KMP. The Remuneration Report identifies the Company's KMP for the financial year ended 30 June 2014. They are the Directors of the Company (both executive and non-executive) and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Their 'closely related parties' include certain of their family members, dependants and companies they control.

However a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chairman is permitted to vote undirected proxies where the shareholder expressly authorises the Chairman to exercise the proxy.

If the Chairman of the Meeting is your proxy or is appointed you should either:

- direct the Chairman how to vote by mark any of the 'For', 'Against' or 'Abstain' boxes in the proxy form in respect of Resolution 1; or

- if you do not wish to direct the Chairman how to vote in respect of **Resolution 1**, then you must mark the box indicated on page 1 of the proxy form if you wish the Chairman to exercise your proxy vote in respect of those resolutions. Marking this box will constitute an express authorisation by you directing the Chairman to vote your proxy in favour of Resolution 1. This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of Resolution 1. **If you do not mark this box and you have not directed your proxy how to vote, the Chairman will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on these resolutions.**

BODIES CORPORATE

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at meetings of the members in accordance with section 250D of the Corporations Act. 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 certificate setting out the appointment must be lodged with the Company before the AGM or at the registration desk on the day of the AGM.

The attached Proxy Form forms part of this notice. Please call 03 8611 5399 if you have any questions regarding this Notice of Meeting, the Proxy Form or the Explanatory Memorandum.

By Order of the Board

John Nethersole
Company Secretary
15 October, 2014

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 Annual General Meeting to be held at The Albury Club, 519 Kiewa Street, Albury, New South Wales on Thursday, 20 November 2014 at 1.00pm (AEDT).

All of the resolutions to be voted on are ordinary resolutions except for Special Resolution 6. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. A Special Resolution (as defined in the *Corporations Act 2001*(Cth)), means a resolution (1) of which notice as set out in paragraph 249L(1)(c) of that Act has been given and (2) that has been passed by at least 75% of the votes cast by members entitled to vote of the resolution.

This Explanatory Memorandum is an important document and should be read carefully in its entirety by all shareholders together 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: *The Company's Financial Statements and Reports and Shareholder Questions*

The Corporations Act requires the Company to lay its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management of the Company.

The Company's Auditor will also be present at the meeting and shareholders will be given the opportunity to ask the Auditor questions including about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company and the independence of the Auditor.

The Company's 2014 Annual Report is available on its website: www.dartmining.com.au.

ITEM 2 (Resolution 1): *Remuneration Report*

The Annual Report for the year ended 30 June 2014 contains a Remuneration Report which sets out the remuneration policy for the Group and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors. A copy of the report is set out from pages 9 to 14 of the Company's Financial Report for the year ended 30 June 2014 that can be found on the Company website at www.dartmining.com.au.

Under the provisions of the Corporations Act and subject to the qualifications in the paragraph below, the shareholder vote is advisory only and does not bind the Company. Accordingly the Company will not be required to alter any arrangements detailed in the Remuneration Report, should the resolution not be passed. Notwithstanding the legislative effect of this requirement, the Board has determined that it will take the outcome of the vote into consideration when considering the remuneration policy.

In addition, the Corporations Act provides that, if a company's remuneration report receives a 'no' vote of 25 per cent or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days) at which all directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election. Shareholders may recall that not more than 25% of the votes cast at the 2013 AGM's were cast against the resolution.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

ITEM 3 (Resolutions 2 to 4 inclusive): *Election of Directors*

Item 3 on the agenda seeks approval for the election of Bruce J Paterson, John W Cottle and Robert A Hogarth, each of whom, having been appointed to fill casual vacancies under Rule 59 of the Company's Constitution, holds office until the next Annual General Meeting of the Company. The Directors, appointed under these circumstances, may seek election.

Bruce J Paterson, John W Cottle and Robert A Hogarth are eligible for election under Rule 61(1) of the Company's Constitution and each offers himself for election as a Director of the Company.

The Board (other than Bruce J Paterson who has an interest in resolution 2) recommends the election of Bruce J Paterson.

The Board (other than John W Cottle who has an interest in resolution 3) recommends the election of John W Cottle.

The Board (other than Robert A Hogarth who has an interest in resolution 4) recommends the election of Robert A Hogarth.

Bruce J Paterson Chairman, appointed 7 February 2014

Bruce has a law degree from Melbourne University and extensive commercial, legal, public company director and company secretarial experience relating primarily to ASX listed companies and their subsidiaries in Australia and internationally. He had 16 years broad experience at the international gold miner, Newcrest Mining Limited, acting as Commercial Manager - International and before that Company Secretary. Bruce has since spent the past 18 years providing management, commercial, legal and company secretarial advice, together with Non-executive Director services, to a range of public companies, both ASX listed and unlisted, in the mineral resources, energy and innovative technology sectors. These services were spread to corporate operations located in more than 20 countries. His expertise and experience has led to assignments to negotiate major "State" agreements with foreign governments, joint ventures, mineral property purchases and disposals, land access agreements, royalty agreements, option agreements and operating agreements both within Australia and offshore.

Bruce has been appointed Chairman of the Remuneration and Nomination Committee and a member of both the Audit and Risk Management Committee and the Technical Committee.

Bruce is a member of the Australian Institute of Company Directors.

John W Cottle Non-Executive Director, appointed 20 May 2014

John has over 40 years experience in the exploration and mining resource industries both in Australia and internationally. He brings extensive knowledge and experience in large and small scale projects and regional exploration to the Company. This experience has been applied in disciplines encompassing geology, resource and reserve estimation, selective mining, geo-metallurgy and valuation. John received his PhD. in Economic Geology and Geostatistics in 1976. In roles such as Managing Director, CEO and COO, he has managed corporations, implemented strategic development and conducted corporate and equity financing.

John has been appointed Chairman of the Technical Committee.

Robert A Hogarth Non-Executive Director, appointed 7 February 2014

Rob Hogarth, who has an economics degree from Sydney University and is a Fellow of the Institute of Chartered Accountants in Australia, built his mining industry expertise during a 37 year career with KPMG where he was the leader of its Energy and Natural Resources and Major Projects Advisory Practices and lead partner for many of the firm's listed mining clients. Since retiring from KPMG in 2009 he has become a director of AMC Consultants, Pegnel Resources and Federation Training. He sits on a number of audit committees including the Victorian Environment Protection Authority; Manningham City Council; Sustainability Victoria and the Taxi Services Commission.

Rob has been appointed both Chairman of the Audit and Risk Management Committee and a member of the Remuneration and Nomination Committee.

ITEM 4 (Resolution 5): *Ratification of Prior Share Issue*

Background

On 3 September 2014, the Company announced that it had successfully completed a share placement (**Placement**) of 36,166,667 (in aggregate) fully paid ordinary shares to sophisticated and professional investors, at the issue price of A\$0.03 per share, raising A\$1,085,000. 31,063,697 and 5,102,970 of the Placement Shares were issued without shareholder approval under listing rule 7.1 and 7.1A respectively. This resolution seeks to ratify all Placement Shares issued under listing 7.1 and 7.1A (36,166,667).

ASX listing rule 7.1 prohibits a listed entity, from issuing or agreeing to issue securities where the number of securities issued represent more than 15% of its issued capital in a 12 month (rolling) period (**15% Limit**) without shareholder approval unless an exception applies.

Pursuant to listing rule 7.4, an issue of securities made without approval is treated as having been made with approval for the purpose of ASX listing rule 7.1, provided that the issue did not breach the 15% Limit at the time of issue and the holders of ordinary shares subsequently approve the issue.

At the 2013 Annual General Meeting, shareholders approved by way of special resolution, the issue of an additional 10% of issued ordinary securities under listing rule 7.1A. As a sunset clause of 12 months from the date of that Meeting applied to that resolution it will expire prior to the date of the current Annual General Meeting. However, members are required to ratify the issue of 5,102,970 Placement Shares in order to maximise future issues of securities up to the 15% Limit of the Company's issued capital in a 12 month (rolling) period formulated under ASX listing rule 7.1.

Resolution 5 seeks shareholder ratification for the allotment and issue of 36,166,667 (in aggregate) of the Placement shares which will have the effect of "refreshing" the Company's 15% Limit. 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.

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 ratification of the 36,166,667 Placement Shares

(a) Number of securities issue

36,166,667 fully paid ordinary shares were issued and allotted on 3 September 2014 of which 31,063,697 and 5,102,970 were issued under listing rules 7.1 and 7.1A respectively;

(b) The price at which the securities were issue

A\$0.03 per share

(c) The terms of the securities

The shares issued are fully paid ordinary shares in the Company;

(d) the persons to whom the securities were issued

Allottee	No. of Shares
Paul Dominic Ferguson	1,000,000
Kelvin Park Pty Ltd	28,333,334
Mr Russell Mclarty Simpson Elizabeth Vernon Simpson & Ms Meredith Hilary Simpson	3,333,333
Specialised Alloys Services Pty Ltd	2,500,000
J Barlow Consultants Pty Ltd	1,000,000
	<hr/> <hr/>
	36,166,667

These investors are sophisticated or professional investors of the kind contemplated by section 708 of the Corporations Act.

- (e) the intended use of the funds raised

the funds raised from the share issue will be used by the Company for its exploration, research and development expenditure requirements and general working capital.

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

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

ITEM 5 (Special Resolution 6): Approval of 10% Placement Facility

Overview of listing rule 7.1A

ASX Listing Rule 7.1A enables 'eligible entities' to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of its issued share capital during the 12 month period following the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. The ability to issue Equity Securities under the 10% Placement Facility is subject to the special resolution of shareholders at an annual general meeting.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Accordingly, the Company is an eligible entity.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue two classes of Equity Securities, quoted fully paid ordinary shares and unlisted options.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility during the next 12 months. The exact number of Equity Securities to be issued under the 10% Placement Facility will be calculated at the date of issue and determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (set out below).

The Company may use funds raised from any 10% Placement Facility for its exploration costs, research and development expenditure and general working capital.

Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of the issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is required to be provided to Shareholders in relation to the approval of the 10% Placement Facility:

(a) Minimum price of Equity Securities issued under the 10% Placement Facility

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price (VWAP) of equity securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed; or
- (ii) if the securities are not issued within 5 trading days of the date referred to in paragraph (i), the date on which the securities are issued.

(b) Risk of economic and voting dilution of existing ordinary shareholders

If Special Resolution 6 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual General Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2 (Number of shares on issue)	50% decrease in Issue Price \$0.018		Issue Price \$0.036		100% Increase in Issue Price \$0.072	
	10% Voting Dilution	Funds raised \$	10% Voting Dilution	Funds raised \$	10% Voting Dilution	Funds raised \$
243,257,982 (Current)	24,325,798	437,864	24,325,798	875,729	24,325,798	1,751,457
364,886,973 (50% increase in current Variable A)	36,488,697	656,797	36,488,697	1,313,593	36,488,697	2,627,186
486,515,964 (100% increase in current Variable A)	48,651,596	875,729	48,651,596	1,751,457	48,651,596	3,502,915

The table has been prepared on the following assumptions:

- (i) the Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Annual General Meeting and resolution 6 is passed;
- (ii) no unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 13,473,048 unlisted options on issue at the date of this Notice of Meeting;
- (iii) the table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
- (iv) the table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the 15% Limit;
- (v) the price of ordinary securities is deemed for the purposes of the table above to be \$0.036, being the closing price of the Company's listed securities on ASX on 16 September 2014 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at; and
- (vi) the table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.

(c) The date by which the equity securities must be issued

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking)

(d) The purpose for which the equity securities may be issued

The Company may seek to issue the equity securities for the following purposes:

- (i) non-cash consideration for the acquisition of new resources assets and investments (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; and
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital, or if applicable, towards the acquisition of new assets or investments (including expense associated with such acquisition).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.

(e) Details of the allocation policy in respect of any equity securities issued under this approval

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

(f) Additional Information required by ASX Listing Rule 7.3A.6

As the Company has previously obtained approval under Listing Rule 7.1A, the following additional information is required to be provided to Shareholders:

- (i) Total equity securities issued in the 12 months preceding the date of the Annual General Meeting and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period:

36,166,667 fully paid ordinary shares and 2,000,000 options to subscribe for fully paid ordinary shares, representing 12.4% Total Equity Securities; and

- (ii) Details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Annual General Meeting are as follows:

- 3 September 2014 -36,166,667 fully paid ordinary shares which were issued to investors at a price of \$0.03 per share (being a discount to the then market price of Nil%), to raise cash of \$1,085,000 (before costs). Apart from costs of the capital raising, none of that cash consideration has been spent. The Company intends to use that cash on exploration expenditure requirements and general working capital;
- 21 May 2014- 2,000,000 free options to subscribe for fully paid ordinary shares each having an exercise price of \$0.111 were issued to Dean Turnbull (former Executive Director now Manager - Exploration and Environment) as the options were issued for nil consideration no cash was raised. The terms and conditions of the options issued were approved by shareholders at the Annual General Meeting held on 19 November 2013.

The Directors of the Company believe that Special Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

ITEM 6 (Resolution 7): Employee Incentive Scheme

Background

As stated above, ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue more than 15% of the issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies.

ASX Listing Rule 7.2 exception 9(b) excludes from the 15% Limit, issues made under an employee incentive scheme if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of the securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

On 17 June 2014, the Directors resolved to adopt a new employee incentive scheme (**Scheme**) pursuant to which employees may participate in the Scheme by acquiring units in the Option Share Trust. To the extent options are issued to Directors under the Scheme, approval under ASX Listing Rule 10.14 will be required.

Notice requirements for ASX Listing Rule 7.2 exception 9

It is a requirement of ASX Listing Rule 7.2 exception 9 that the notice of meeting proposing to seek shareholder approval under this Listing Rule disclose the terms of the Scheme. As at the date of this Notice of Meeting, no Shares have been issued under the Scheme.

(a) Overview of Scheme

The Scheme offers eligible employees the right to acquire shares in the Company through the **Option Shares Trust (OST)**. The OST will hold Shares in the Company on behalf of eligible employees. Eligible employees will in turn hold units in the OST on the basis of one unit for each Share issued.

Shares are defined in the Scheme to include both shares and rights to shares (i.e. options). Each Option is exercisable into one fully paid ordinary share.

The Company will meet the administrative costs of operating the Scheme.

(b) Eligible employees

Eligible employees means any of the following who have been invited by the Company to participate in the Scheme:

- (a) directors or officers of the Company or any associated body corporate of the Company;
- (b) consultants of the Company or any associated body corporate of the Company
- (c) full or part time employees of the Company or any associated body corporate of the Company.

(c) Issue Price

The issue price of Shares shall be determined by the Directors at the time these are issued.

(d) Share pricing

Eligible employees are issued units at the prevailing market value of the Shares. The Shares will be paid for by the trustee of the OST from contributions by the Company.

Eligible employees may acquire units in the OST via finance provided by the OST on an interest-free, non-recourse loan basis. Loans will be extinguished either on exercise of the Options or sale or transfer of shares to the employee in accordance with Scheme terms.

The current value of Options over Shares in Dart Mining is based on the share price of Dart Mining as at 31 December 2013 calculated by reference to the Black Scholes Option Valuation Calculator.

(e) Exercise and expiry of Options

Each Option will entitle the holder to subscribe for and be issued with one Share ranking equally in all respect with the existing issued Shares in the Company. The Options are exercisable during the exercise period as determined by the Board at the time of issue.

Where an Eligible Employee ceases to be employed by the Company before the Option is exercised, the corresponding unit will be redeemed for the issue price.

The Option will expire on the expiry date determined at the discretion of the Directors.

The Options could be subject to performance hurdles at the discretion of the Directors.

The Company may, but is not obliged to provide loans to participants on terms to be negotiated, if required for the purpose of meeting the costs of exercising the Options.

(f) Cancellation of Shares

The trustee of the OST may resolve to cancel units:

- where the employment of the employee ceases (except for summary dismissal or redundancy), in which case the cancellation will occur within 6 months of notification to the trustee;
- where the employment of the employee ceases due to redundancy, in which case the cancellation will occur within 6 months;
- where the employee is summarily dismissed, in which case the cancellation will be immediate;
- Upon the expiration of 5 years from the issue date; and
- Otherwise at the request of the eligible employee

(g) Rights Issue

Participation in Rights Issues would be subject to the exercise of the options in time to participate. The Company is obliged to provide option holders with a notice in the event of such issues.

(h) Reorganisation

If, prior to the exercise of an Option, the Company enters into a reorganisation of capital, the terms of the Options are to be reconstructed to the extent necessary to comply with any Listing Rules applying to a reorganisation of capital.



By mail:
Dart Mining NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Dart Mining NL and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box) OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **1:00pm on Thursday, 20 November 2014 at The Albury Club, 519 Kiewa Street, Albury, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

Where the Chairman of the Meeting is appointed as my/our proxy, or may be appointed by default, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect to Resolution 1 (except where I/we have indicated a different voting intention below) even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote all available proxies and undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Ratification of Prior Share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr Bruce J Paterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Approval of 10% Placement Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr John W Cottle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7 Adoption of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr Robert A Hogarth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in 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 a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm on Tuesday, 18 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Dart Mining NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**



DART MINING NL

ACN 119 904 880

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: +61 1300 554 474
Facsimile: +61 2 9287 0303
ASX Code: DTM

Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au



COMMUNICATIONS PREFERENCE FORM

Everyone benefits from electronic securityholder communications. As an investor you will benefit from secure, convenient and prompt delivery of information by electing to receive your communications electronically which helps reduce the impact on the environment and costs associated with printing and sending materials by mail.

To receive your securityholder communications electronically via your nominated email address you can log on to the website: www.linkmarketservices.com.au and follow the instructions provided. Alternatively please tick one of the options below, insert your email address in the space provided and return the form.

If you do not wish to update your communication election, please disregard this form.

SELECT YOUR PREFERENCE

ONLINE www.linkmarketservices.com.au

OPTIONS – Please select one only

OPTION 1 All communications electronically, including notification of the annual report and payment statements (if applicable). I have provided my email address below.

OPTION 2 All communications electronically, except payment statements (if applicable) by post. I have provided my email address below.

My email address is:

Personal Information Collection Notification Statement: Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

