



DART MINING N.L.

ABN 84 119 904 880

NOTICE OF GENERAL MEETING

DATE AND TIME OF MEETING:

Thursday 18 June 2015 at 2:30 pm

PLACE OF MEETING:

Chartered Accountants Australia & New Zealand
Level 3, 600 Bourke Street
Melbourne VIC 3000

This Notice of General Meeting 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.



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ABN 84 119 904 880

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Dart Mining N.L. ("**Company**") will be held at 2:30 pm on Thursday, 18 June, 2015 at Chartered Accountants Australia & New Zealand, Level 3, 600 Bourke Street, Melbourne VIC 3000.

ITEMS OF BUSINESS:

1. **RESOLUTION 1: APPOINTMENT OF LUKE ROBINSON AS A DIRECTOR OF THE COMPANY**

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

THAT Luke Robinson, who has consented to act, be appointed as a Director of the Company.

2. **RESOLUTION 2: APPOINTMENT OF JAMES CHIRNSIDE AS A DIRECTOR OF THE COMPANY**

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

THAT James Chirnside, who has consented to act, be appointed as a Director of the Company.

3. **RESOLUTION 3: APPOINTMENT OF RUSSELL SIMPSON AS A DIRECTOR OF THE COMPANY**

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

THAT Russell Simpson, who has consented to act, be appointed as a Director of the Company.

4. **RESOLUTION 4: REMOVAL OF BRUCE PATERSON AS A DIRECTOR OF THE COMPANY**

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

THAT Bruce Paterson be removed as Director of the Company.

5. **RESOLUTION 5 : REMOVAL OF JOHN COTTLE AS A DIRECTOR OF THE COMPANY**

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

THAT John Cottle be removed as Director of the Company.

6. **RESOLUTION 6: REMOVAL OF ROBERT HOGARTH AS A DIRECTOR OF THE COMPANY**

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

THAT Robert Hogarth be removed as Director of the Company.

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.

The Chairman intends to vote all undirected proxies against the proposed resolutions.

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 General Meeting has the right to appoint a proxy to vote on the resolutions 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 General Meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Company determines that members holding Shares at 7.00 pm (AEST) **on 16 June 2015** will be entitled to attend and vote at the 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 and Reply Paid envelope accompanies this Notice of General Meeting.

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 General Meeting or at the registration desk on the day of the General Meeting.

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

By Order of the Board

John Nethersole
Company Secretary
15 May, 2015