



Notice of General Meeting and Explanatory Memorandum

Dark Horse Resources Limited

ACN: 068 958 752

Date of Meeting: 7 September 2020

Time of Meeting: 11:30am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld
4000

Notice is hereby given that a General Meeting of Shareholders of Dark Horse Resources Ltd ACN 068 958 752 (the **Company**) will be held at the offices of HopgoodGanim, Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld 4000 on Monday 7 September 2020, at 11:30am (Brisbane time).

Agenda

ORDINARY BUSINESS

Resolution 1. Ratification of the Placement of 450,000,000 Shares

To consider and if thought fit, pass the following Ordinary Resolution with or without modification:

"That in accordance with the provisions of Listing Rule 7.4 and for all other purposes, shareholders ratify the previous issue by the Company on 22 June 2020 of a total of 450,000,000 fully paid ordinary shares under either Listing Rules 7.1 or 7.1A at an issue price of \$0.0015 per share, to those recipients and in those proportions and on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting."

See Explanatory Memorandum for further information about this Resolution.

A Voting Exclusion Statement for Resolutions 1 and 2 is set out below.

Resolution 2. Ratification of the issue of 199,729,752 Shares

To consider and if thought fit, pass the following Ordinary Resolution with or without modification:

"That in accordance with the provisions of Listing Rule 7.4 and for all other purposes, shareholders ratify the previous issue by the Company of a total of 199,729,752 fully paid ordinary shares under Listing Rule 7.1 at various issue prices between and including \$0.0015 per share and \$0.004 per share, at various times between 9 December 2019 and 24 July 2020, to those recipients and in those proportions and on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting."

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution.

A Voting Exclusion Statement for Resolutions 1 and 2 is set out below.

Resolution 3. Approval for the conversion of up to \$240,000 in debt owed to DGR Global Limited through the issue of Shares

To consider and if thought fit, pass the following Ordinary Resolution with or without modification:

"That for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of up to 80,000,000 fully paid ordinary shares at an issue price of \$0.003 per share to DGR Global Ltd, in satisfaction of up to \$240,000 in debt owed to DGR Global Ltd, and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution.

A Voting Exclusion Statement for Resolution 3 is set out immediately below.

VOTING EXCLUSION STATEMENTS

Resolutions 1 and 2

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of **Resolutions 1, or 2** by:

- a person who participated in the issue or is a counterparty to the agreement being approved by the relevant Resolution (being Resolutions 1 or 2, as the case may be); and
- any associate of those participants or counterparties.

However, this does not apply to a vote cast in favour of the relevant Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the chair to vote on the relevant 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 the person excluded from voting, on the relevant Resolution; and
 - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of **Resolution 3** by:

- any person who is to receive the securities the subject of the Resolution, and any other person who will receive a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- any associate of those participants or counterparties.

However, this does not apply to a vote cast in favour of the relevant Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the chair to vote on the relevant 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 the person excluded from voting, on the relevant Resolution; and
 - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SPECIAL BUSINESS

Resolution 4. Change of Company Name

To consider and if thought fit, pass the following Special Resolution with or without modification:

"That for the purposes of section 157(1) of the Corporations Act and for all other purposes, approval be given for the name of the Company to be changed to NewPeak Metals Limited."

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board

Karl Schlobohm
Company Secretary
4 August 2020

Explanatory Memorandum

This Explanatory Memorandum is provided to the Shareholders of Dark Horse Resources Ltd ACN 068 958 752 (the **Company**) to explain the Resolutions to be put to Shareholders at the General Meeting to be held at HopgoodGanim, Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld 4000 on Monday 7 September 2020 at 11:30am (Brisbane time).

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions to be put to the Meeting as contained in the Notice of Meeting. The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in the **Definitions** section of this Explanatory Memorandum.

ORDINARY BUSINESS

Resolution 1: Ratification of the Placement of 450,000,000 Shares

1. General

On 17 and 25 June 2020 the Company announced to ASX a placement of 450 million Shares at an issue price of \$0.0015 per Share (the **Placement Shares**), to various qualified institutional and sophisticated investors (the **Placement**).

2. Listing Rules 7.1, 7.1 A and 7.4

In broad terms, Listing Rule 7.1 (subject to certain exceptions), limits the number of equity securities that a listed company can issue in any 12 month period without the approval of its shareholders, to a number equal to 15% of the fully paid ordinary securities that it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A an eligible entity can seek approval from its members, by way of a Special Resolution passed its annual general meeting, to effectively increase this 15% limit by an extra 10%. This will mean that during the relevant 12 month period the listed entity can issue up to 25% of the fully paid ordinary securities that it had on issue at the start of the relevant 12 month period (subject to certain conditions).

The Company is an eligible entity for these purposes, and obtained Shareholder approval for the additional 10% capacity under Listing Rule 7.1 A, at its 2019 Annual General Meeting.

Of the Placement completed on 22 June 2020, the Company issued without Shareholder approval:

- 226,038,176 Shares in reliance on Listing Rule 7.1; and
- 223,961,824 Shares in reliance on Listing Rule 7.1A.

Listing Rule 7.4 allows the shareholders of a listed company to approve the issue of equity securities after that issue has been made. If that approval is granted, the relevant issue will be excluded from the calculation of the listed company's remaining capacity under Listing Rules 7.1 and 7.1 A.

The Company wishes to retain as much flexibility as possible to utilise its combined capacity under Listing Rule 7.1 and Listing Rule 7.1A, in order to take advantage of commercial opportunities as they may arise. Accordingly, the Company now seeks Shareholder approval to ratify the issue of the Placement Shares in accordance with Listing Rule 7.4.

If Resolution 1 is not passed, 226,038,176 Shares will be included when calculating the Company's capacity under Listing Rule 7.1, and 223,961,824 Shares will be included when calculating the Company's capacity under Listing Rule 7.1 A.

3. Information required by Listing Rule 7.5

Listing Rule 7.5 sets out the requirements for notices of meeting at which shareholder approval is sought for the purposes of Listing Rule 7.4. For the purposes of Listing Rule 7.5 the Company notes as follows:

- (1) The Company issued 450,000,000 Placement Shares which are fully paid ordinary shares in the capital of the Company. The Placement Shares are not subject to escrow restrictions, and were issued on the same terms as and rank *pari passu* with the Shares that were already on issue. The rights and liabilities of all Shareholders are set out in the Constitution of the Company. The Constitution can be obtained from the Company's website at the following link <https://www.darkhorseresources.com.au/corporate-governance/>.
- (2) The Placement Shares were issued to the various parties listed in the column headed "Allottee/Subscriber" in Table 1 below.
- (3) The Placement Shares were issued on 22 June 2020.
- (4) The price at which Placement Shares were issued was \$0.0015.
- (5) The proceeds of the Placement, along with the proceeds to be raised from a Share Purchase Plan that followed the Placement (see ASX announcement 25 June 2020), will be used to:
 - i. pay the € 150,000 acquisition price of the Sotkamo Finland Gold and Sweden Tungsten Exploration Permits (see ASX announcement 9 June 2020);
 - ii. fund an initial drilling program at the Finland Tampere Gold Project;
 - iii. continue efforts to source a joint venture partner for the Cachi and Los Openas Gold projects in Argentina, or to identify alternative funding mechanisms to enable drilling of each property; and
 - iv. provide working capital.
- (6) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

Table 1

Allottee/Subscriber	No. of Resolution 1 Ratification Shares
MILLWEST INVESTMENTS PTY LTD	10,000,000
ROJUL NOMINEES PTY LTD	20,000,000
PAUL GABRIEL SHARBANEE	40,000,000
CALE HOOKER	20,000,000
MR DARREN PETER GORDON	15,000,000
HAWTHORN GROVE INVESTMENTS PTY LTD	24,000,000
JOHN STERGIOU	10,000,000
DERANNE PTY LTD	3,000,000
ONTARIO PTY LTD	3,000,000
KENSINGTON TRUST SINGAPORE LTD	150,000,000
MRS KATHRYN VALERIE VAN DER ZWAN	10,000,000
DINCA INVESTMENTS PTY LTD	10,000,000
TPJ MOWBRAY PTY LTD	5,000,000
KILKEE PTY LTD	6,666,667
EQUITY TRUSTEES SUPERANNUATION LIMITED	10,000,000
MR KEVIN LEARY & MRS HELEN LEARY	33,333,334
MR JOHN WALTERS & MRS BERNADETTE PARKER	10,000,000

MR KEVIN LEARY & MRS HELEN LEARY	6,666,666
MR STEPHEN LEARY & MRS PENELOPE LEARY	6,666,667
MRS JUDITH HONDRIS	20,000,000
EQUITY TRUSTEES SUPERANNUATION LIMITED	10,000,000
MR STEEVE LINDECKER & MRS WEENA LINDECKER	1,333,333
IN A NEW YORK MINUTE PTY LTD	3,333,333
DENARO PTY LTD	2,000,000
HONEYBEE ANHM PTY LTD	2,500,000
HUNTERLAND HJDN PTY LTD	2,500,000
FREYABEAR FHMN PTY LTD	2,500,000
QUATTRO STAGIONE PTY LTD	2,500,000
MR ANDREW WILSON & MRS JILLIAN WILSON	5,000,000
REXROTH HOLDINGS PTY LTD	5,000,000
TOTAL	450,000,000

4. Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 2: Ratification of the issue of 199,729,752 Shares

1. Background

In order to preserve its cash position, between 9 December 2019 and 24 July 2020 the Company:

- paid for a number of services; and
- satisfied a number of debts,

through the issue of equity to the relevant service providers or creditors (the **Ratification Shares**). The Ratification Shares were issued by the Company in reliance on Listing Rule 7.1.

2. Listing Rules 7.1 and 7.4

As summarised above, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders. Listing Rule 7.4 allows the shareholders of a listed company to approve the issue of equity securities after that issue has been made. For further discussion of these Listing Rules see the text under the heading **Listing Rules 7.1, 7.1A and 7.4 in Resolution 1: Ratification of Placement of 450,000,000 Shares** of this Explanatory Memorandum.

Under Resolution 2 the Company seeks to ratify the issue of the Ratification Shares in accordance with Listing Rule 7.4.

If Resolution 2 is passed, the Ratification Shares will be excluded when calculating the Company's remaining capacity under Listing Rule 7.1. If Resolution 2 is not passed, the Ratification Shares will be included when calculating the Company's capacity under Listing Rule 7.1.

3. Information required by Listing Rule 7.5

Listing Rule 7.5 sets out the requirements for notices of meeting at which shareholder approval is sought for the purposes of Listing Rule 7.4. For the purposes of Listing Rule 7.5 the Company notes as follows:

- (1) The Company issued 199,729,752 Ratification Shares which are fully paid ordinary shares in the capital of the Company. The Ratification Shares are not subject to escrow restrictions, and were issued on the same terms as and rank *pari passu* with, the Shares that were already on issue. The rights and liabilities of all Shareholders are set out in the Constitution of the Company. The Constitution can be obtained from the Company's website at the following link <https://www.darkhorseresources.com.au/corporate-governance/>.

- (2) The Ratification Shares were issued to the various parties listed in the column headed "Allottee/Subscriber" in Table 2 below, on those dates between 9 December 2019 and 18 May 2020 indicated in the column headed "Date of Issue".
- (3) The price at which the Ratification Shares were issued to the various parties named in Table 2 above, is set out in the column headed "Issue Price".
- (4) The Ratification Shares did not bring in new cash into the Company but helped to preserve the Company's cash position by being issued in consideration for:
 - i. the provision of services to the Company; and
 - ii. the cancellation of a number of debts owed by the Company.

Otherwise these services would have had to be paid for in cash, and the debts would have had to be settled in cash.

- (5) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

Table 2

Allottee/Subscriber	Date of Issue	Issue Price	No of Resolution 2 Ratification Shares
WHITE LOTUS SOLUTIONS PTY LTD	9 December 2019	\$0.004	18,750,000
ANTONIO TORRE	3 February 2020	\$0.0031	1,314,937
JULIO PULISICH	3 February 2020	\$0.0031	1,314,937
WHITE LOTUS SOLUTIONS PTY LTD	3 February 2020	\$0.0031	16,129,032
FAIRGROUND PTY LTD	3 February 2020	\$0.0031	32,258,065
NEIL STUART	3 February 2020	\$0.0031	7,763,145
RED CLOUD CLONDIKE STRIKE INC.	3 February 2020	\$0.0031	21,560,839
ALKAT PTY LTD <BOWEN WELSH A/C>	29 April 2020	\$0.002	20,000,000
GREGORY KING	18 May 2020	\$0.003	3,833,334
CHRISTOPHER DREDGE	18 May 2020	\$0.003	5,833,334
GREGORY KING	24 July 2020	\$0.003	3,833,334
CHRISTOPHER DREDGE	24 July 2020	\$0.003	5,833,334
MR MARCELO SANCHEZ & MR RAMIRO SANCHEZ DEL GASSO	24 July 2020	\$0.0015	27,996,200
JASON MCNAMARA	24 July 2020	\$0.003	833,333
METAL NEWS INC	24 July 2020	\$0.0025	531,928
MILLBOHM CONSULTING GROUP PTY LTD	24 July 2020	\$0.0015	1,944,000
MILLWEST INVESTMENTS PTY LTD	24 July 2020	\$0.0015	27,000,000
ONTARIO PTY LTD	24 July 2020	\$0.0015	3,000,000
TOTAL			199,729,752

4. Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 3: Approval for the conversion of up to \$240,000 in debt owed to DGR Global Limited through the issue of Shares

1. Background

Over the period since November 2019, DGR Global Limited (DGR) has accrued unpaid management fees for the provision of administrative, IT, accounting, and general office services paid for by DGR Global, together with minor outlays made on the Company's behalf from time to time for expenses such as travel. As at the date of this Notice of Meeting the amount outstanding is approximately \$210,000 with charges continuing to accrue monthly.

The Company and DGR have agreed that DGR will accept the issue of the issue of Shares to DGR in full and final satisfaction of the amount outstanding as at the date of the Meeting (the **DGR Conversion Shares**).

2. Listing Rules 7.1 and 10.11

In broad terms, Listing Rule 10.11 provides that without shareholder approval, a listed entity must not issue or agree to issue equity securities to a person in any of the classes of persons listed in Listing Rule 10.11. One of those classes of persons, is made up persons who are holders of 10% or more of the voting shares in the listed entity, and have nominated a director to the board of the listed entity.

The Company notes that DGR currently holds approximately 10% of the issued voting shares of the Company, and has two (2) nominee Directors on the Board, being Messrs Mather and Moller.

Accordingly, Shareholder approval in accordance with Listing Rule 10.11 is needed and is being sought for the issue of the DGR Conversion Shares.

If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 (see **Listing Rules 7.1, 7.1A and 7.4** in the section of this Explanatory Memorandum headed **Resolution 1: Ratification of Placement of 450,000,000 Shares** for a further discussion of Listing Rule 7.1). By obtaining approval under Listing Rule 10.11, the DGR Conversion Shares will be excluded when calculating the Company's remaining capacity under Listing Rule 7.1.

However, if Resolution 3 is not passed then the DGR Conversion Shares cannot be issued and the amount outstanding to DGR will eventually need to be repaid in cash.

The Company notes that as DGR does not control the Company, DGR is not a related party of the Company. Accordingly, Shareholder approval for the purposes of Chapter 2E of the Corporations Act will not be required for the issue of the DGR Conversion Shares.

3. Information required by Listing Rule 10.13

Listing Rule 10.13 sets out the requirements for notices of meeting at which shareholder approval is sought for the purposes of Listing Rule 10.11. For the purposes of Listing Rule 10.13 the Company advises as follows:

- (1) The DGR Conversion Shares are being issued to DGR. The DGR Conversion Shares will not be subject to escrow restrictions, and will be issued on the same terms as and rank *pari passu* with the Shares that are already on issue. The rights and liabilities of all Shareholders are set out in the Constitution of the Company. The Constitution can be obtained from the Company's website at the following link <https://www.darkhorseresources.com.au/corporate-governance/>.
- (2) The Company believes that DGR falls within Listing Rule 10.11.3 because DGR currently holds approximately 10% of the issued voting shares of the Company, and has two (2) nominee Directors on the Board, being Messrs Mather and Moller.

- (3) If approval is given, the Company intends to issue and allot the DGR Conversion Shares within one (1) month of the date of the Meeting.
- (4) The exact number of DGR Conversion Shares being issued will be determined in accordance with the following formula:

$$A = B/C$$

where:

A is the number of DGR Conversion Shares to be issued;

B is the aggregate of the DGR Principal and DGR Interest outstanding as at the day of issue of the DGR Conversion Shares; and

C is \$0.003

By way of example, on the basis of the amount owed to DGR as at the date of this Notice of Meeting (being approximately \$210,000) if Resolution 3 is passed, DGR would be issued 70 million Shares in full satisfaction of the amount outstanding.

- (5) The amount outstanding has come about by virtue of accrued unpaid management fees for the provision of administrative, IT, accounting, and general office services all paid for by DGR Global, together with minor outlays made on the Company's behalf from time to time, for expenses such as travel.
- (6) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

4. Takeover Provisions

Subject to certain exceptions section 606 of the Corporations Act prohibits a person from acquiring a relevant interest in the issued voting shares of a listed company where, as a result, that person's voting power in the company increases:

- (1) from below 20% to more than 20%; or
- (2) from a starting point that is above 20% and below 90%.

Where the issue of the DGR Conversion Shares would result in DGR breaching section 606 of the Corporations Act, the Directors will limit the number of DGR Conversion Shares to be issued to a number which will not result in DGR breaching section 606.

5. Directors' Recommendation

Messrs Beckton and Mason recommend that Shareholders vote in favour of this Resolution. As Messrs Mather and Moller are directors of DGR they have abstained from making a recommendation.

SPECIAL BUSINESS

Resolution 4: Change of Company Name

Pursuant to Resolution 4 the Company seeks shareholder approval for the change of the name of the Company to NewPeak Metals Limited.

As outlined in various market releases made by the Company since January 2020, the Board has implemented a slight change in strategy involving the acquisition of further projects (eg. the Sotkamo gold and tungsten projects in Europe) as an evolution of the Company's gold focus and as a way of providing a level of geographic diversity across its asset portfolio. As part of this initiative, the Board is proposing to change the Company's name to NewPeak Metals Limited.

In accordance with Section 157(1) of the Corporations Act, a company may change its name by Special Resolution. If Resolution 4 is passed, the Company will lodge the prescribed forms with ASIC requesting that ASIC alter the registration details of the Company to reflect the name change. The change of name will take effect from the day on which ASIC alters the details of the Company's registration.

The Company also seeks approval under Section 136(2) of the Corporations Act to amend the Company's constitution to reflect the change of name.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Definitions

ASX means the ASX Limited ACN 008 624 691;

Board means the board of directors of the Company;

Company means Dark Horse Resources Ltd ACN 068 958 752;

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

DGR means DGR Global Limited;

Director means a director of the Company;

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

Meeting or **General Meeting** means the general meeting to be held on Monday 7 September 2020;

Notice of Meeting means this Notice of Meeting convening the Meeting and the Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of a company by members entitled to vote on the resolution;

Resolution means a resolution proposed at a general meeting of the Company;

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

Shareholder means a holder of Shares in the Company;

Special Resolution means a resolution passed by at least 75% of the votes cast at a general meeting of a company by members entitled to vote on the resolution;

trading days has the meaning given to it in Chapter 19 of the Listing Rules; and

VWAP means volume weighted average price of the Shares traded on the ASX over a stated number of trading days.

ENQUIRIES

Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Karl Schlobohm (Company Secretary), at Level 27, 111 Eagle Street Brisbane QLD 4000, or on (07) 3303-0620 or kschlobohm@darkhorseresources.com.au

Notes

Entitlement to Vote

The Board has determined, in accordance with the Corporations Regulations 2001 that for the purposes of determining those Shareholders entitled to attend and vote at the General Meeting of the Company, shall be those persons recorded in the register of Shareholders as at 7:00pm on 5 September 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to Vote

You may vote by attending the General Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the General Meeting on the date and at the place set out above.

Voting by Proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on their behalf. Where a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company. Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the *Corporations Act 2001* (Cth).

If a representative of the Company is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share registry.

Signing instructions

You must sign the proxy 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 security holder may sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document, 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.

To vote by proxy, the proxy form provided with this notice (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not less than forty eight (48) hours before the scheduled time for the Meeting. Any proxy form received after that time will not be valid for the scheduled Meeting.

Completed proxies can be returned by:

- (a) posting in the reply-paid envelope provided;
- (b) posting to Dark Horse Resources Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- (c) hand delivery to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000;
- (d) faxing to Link Market Services Limited on fax number (02) 9287 0309;
- (e) lodging online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference.