ACN 119 904 880

Notice of
Extraordinary General Meeting
11:00am (AEST) on 8 July 2022

Held online as a virtual meeting

Notice of July 2022 Extraordinary General Meeting

Notice is hereby given that the July 2022 Extraordinary General Meeting of Dart Mining NL (the Company or Dart Mining) is to be held at 11:00 am (AEST) on 8 July 2022.

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 ("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/tZYtcumoqjspGdRC8RVTlppgppPaAQquclj-

   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 then select 'join a meeting' and enter the following meeting ID: 820 5004 0330

You may register at any time up to 11.00am (AEST) on 7 July 2022, 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**.

Ordinary Business of the Meeting

Adoption of Employee Incentive Scheme

1. Resolution 1: Ordinary Resolution to adopt Employee Option Plan

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

"That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, the Company adopt the DTM Employee Option Plan, and approve the issue of securities in accordance with the terms and conditions set thereunder, as described in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

a) a person who is eligible to participate in the employee incentive scheme; or

b) any associates 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.

Issue of Securities to Board and Management

2. Resolution 2: Ordinary Resolution issue Options to James Chirnside

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

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 3,900,000 DTM001 Executive Options in the Company to Mr James Chirnside, the Managing Director of the Company (or his nominee) on the terms set out in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 2. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

c) Mr James Chirnside (or his nominee) and any other person who will obtain 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 entity); or

d) any associates 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.

3. Resolution 3: Ordinary Resolution issue Options to Carl Swensson

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

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 600,000 DTM001 Executive Options in the Company to Carl Swensson, Non-Executive Director of the Company (or his nominee) on the terms set out in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

a) Mr Carl Swensson (or his nominee) and any other person who will obtain 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 entity); or

b) any associates 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.

4. Resolution 4: Ordinary Resolution issue Options to Richard Udovenya

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

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 600,000 DTM001 Executive Options in the Company to Richard Udovenya, Non-Executive Director of the Company (or his nominee) on the terms set out in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

a) Mr Richard Udovenya (or his nominee) and any other person who will obtain 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 entity); or

b) any associates 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.

5. Resolution 5: Ordinary Resolution issue Options to Ben Hines

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

"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 900,000 DTM001 Executive Options in the Company to Ben Hines, the Head of Exploration of the Company (or his nominee) on the terms set out in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

a) Mr Ben Hines (or his nominee) and any other person who will obtain 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 entity); or

b) any associates 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.

Share Capital Approvals

6. Resolution 6: Ordinary Resolution to ratify May 2022 Placement Shares

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, Shareholders approve and ratify the issue of 10,769,230 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice"

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

e) Any person who participated in the share issue; or

f) Any associates 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.

7. Resolution 7: Ordinary Resolution to ratify May 2022 Placement Options

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, Shareholders approve and ratify the issue of 3,589,743 Options exercisable at $0.13 expiring 19 May 2024 in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice"

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

g) Any person who participated in the share issue; or

h) Any associates 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.

8. Resolution 8: Ordinary Resolution to approve additional placement capacity

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

"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 20,500,000 Shares in the Company, to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 8. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

b) Any associate of that person or 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.

Other Business

9. Other Business

To transact any other business which may be legally brought before this General Meeting, in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

James Chirnside
Chairman & Managing Director
Dart Mining NL
1 June 2022

Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Dart Mining NL (Dart Mining 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 Mining or seek advice from your professional advisors.

Resolution 1: Approval of Employee Incentive Scheme

The Company has previously adopted an Employee Performance Rights Plan (**EPRP**) which allows the Company to issue Performance Rights in the Company.

The Company is proposing to adopt a new Employee Incentive Scheme, being an Employee Option Plan (Resolution 1) (the **EOP**), to complement the existing Employee Performance Rights Plan (the **EPRP**) (together, the **Schemes**). Together, the Company intends to use these Schemes for the purpose of better aligning shareholder returns to employee remuneration as well as ensuring that the Company is able to attract and retain high calibre staff without incurring materially increased cash operational expenditure.

The Schemes allow the Company flexibility in the terms of employee securities that may be issued, being:

- EPRP: Performance Rights which are securities that convert into Shares on the achievement of a performance target, however the terms of the existing EPRP require that the Employee does not pay for the Performance Right or the conversion of the Performance Right into a Share; and
- EOP: Options which are securities that can be converted into Shares on the payment by the holder to the Company of the exercise price – providing additional working capital to the Company.

Should Shareholders approve Resolutions 1 the Company will be able to issue Options under the EOP without reducing the Company's share issuance capacity pursuant to ASX Listing Rule 7.1 or 7.1A under the provisions of ASX Listing Rule 7.2 Exception 13.

The Schemes are designed to provide incentives to the employees and Directors of the Company and to recognise their contribution to the Company's success. Under the current circumstances the Directors consider that these Schemes are a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as increased cash-based remuneration.

The Company notes, for the purpose of ASX Listing Rule 7.2 Exception 13, that:

- since the approval of the EPRP by Shareholders in January 2021, the Company has issued no Performance Rights pursuant to the EPRP without shareholder approval in reliance of ASX LR 7.2 Exception 13, however the Company did issue 3,400,000 Performance Rights with separate shareholder approval (as these were issued to parties to which ASX Listing Rule 10.11 applied); and
- as this Resolution 1 seeks approval of a new EOP, no securities have been issued pursuant to the EOP as at the date of this Notice.

A summary of the terms of the Employee Option Plan, the subject of Resolution 1, is provided as follows:

Terms	Description
Employee Option Plan Issued Options	The Board may in its absolute discretion, without being bound to do so, at intervals determined by the Board, issue written invitations to apply for EOP Options to Eligible Persons selected by the Board. Subject to the Listing Rules and the Corporations Act, unless the Eligible Person is a director or related party of the Company, shareholder approval is not required for the issuance of securities under the EOP.
Eligible Persons	Only an Eligible Person may participate in the EOP, being any person considered by the Board to be an employee, contractor, or director, or an associate of an employee, contractor, or director (including past or prospective employees, contractors, or directors) of the Company or a subsidiary of the Company.
Restrictions on making an Offer	No Offer will be made to the extent that any such Offer would contravene the Company's Constitution, the Listing Rules, the Corporations Act or any other applicable law or regulation.
Rights attaching to Shares	Upon conversion of any EOP Option, the Shares issued will be fully paid ordinary shares (Shares) and will rank pari passu with the Company's existing Shares. The Company will apply for quotation of any Shares issued on conversion of the EOP Options, unless the Board agrees otherwise at the time of the issue of the EOP Options.
Takeover	In the event that a takeover or other similar corporate action is made, the Board may, in its absolute discretion, give notice to the holders of EOP Options allowing holders to convert their EOP Options irrespective of whether any vesting conditions have been met.
Participation in New Issues	A Participant may only participate in issues of securities by the Company if the Option has been exercised and a Share allotted in respect of the exercise of that Option before the record date for determining entitlements to the security issue.
Plan Administration	The Board will administer the EOP and may determine any appropriate documentation and procedures for administration of the Plan. The Board may delegate to any one person or persons (including a trustee) the exercise of the powers or discretion of the Board in administering the EOP. The Board has unfettered discretion subject only to the terms of the EOP and any statutory or regulatory restraints.
Listing Rules	In any event of inconsistency between the EOP and/or the terms of issue of any of the EOP Options and the Listing Rules, the Listing Rules prevail to the extent of any inconsistency and the terms of the EOP Options and/or the EOP will be deemed modified accordingly without further action by the Company, the Board, or the holder of the Option being required.
Termination or Suspension of the Plan	The Board may from time to time terminate or suspend the operation of the EOP and may, at any time, cancel the EOP. Any such suspension or termination will not prejudice the rights of holders of EOP Options who were granted those EOP Options prior to such termination or suspension.

Maximum Number of EOP Options	The EOP and the relevant ASIC Class Order places limitations on the maximum number of securities which may be issued under all the Company's employee incentive schemes (being the existing Employee Performance Rights Plan, and subject to the passing of Resolution 1, the EOP). The Company cannot issue further Options under the EOP, where the total securities issued under the EOP or EPRP in the past three years relying on ASIC Class Order CO 14/1000 exceeds 5% of the issued capital of the Company at the time of the proposed issue of securities under those plans. Where CO 14/1000 is not relied upon, the number of EOP Options on issue under the Plan at any one time cannot exceed 15% of the fully diluted share capital of the Company at that time. Accordingly, for the purpose of ASX Listing Rule 7.2 Exception 13, the maximum number of securities that may be on issue under the EOP is calculable as above, and as at the date of this notice would indicatively be 18,673,639 securities.

Director Recommendation on Resolution 1

Resolution 1 seeks the adoption of a new Employee Incentive Scheme, the EOP. The Directors consider that the ability to issue EOP Options under the Employee Option Plan assists the Company in attracting and retaining industry leading talent across its global operations by being able to remunerate in line with market expectations, and align key performance indicators of employees to shareholder wealth. Accordingly, Directors recommend that Shareholders vote in favour of Resolution 1.

Resolutions 2 to 5: Approval of Issue of DTM001 Executive Options

In parallel with the proposed adoption of the new EOP (pursuant to Resolution 1), the Company proposes to issue to the Directors, and the Head of Exploration a total of 6 million DTM001 Executive Options (**DTM001**).

Material Terms of DTM001

A summary of the material terms of DTM001 are provided below.

Full Class Name	DTM001 Executive Options
Exercise Price	$0.13 per DTM001 converting into one Share each
Expiry Date	3 years from the date of issue
Vesting Conditions	• One third of all DTM001 are to be issued as Vested Options; • One third of all DTM001 vest on the date that is eight (8) months following their issue; and • One third of all DTM001 vest on the date that is 16 months following their issue; However, unless otherwise determined by the Company, if the holder ceases to be an employee, contractor, or director, or an associate of an employee, contractor, or director, any Unvested Options lapse immediately on that event, and any Vested Options remain on issue and exercisable until their expiry
Transferability	DTM001 may only be transferred by the holder to another entity with consent from the Company
Listing Rules	In any event of inconsistency between the terms of DTM001 and the Listing Rules, the Listing Rules prevail to the extent of any inconsistency and the terms of DTM001 will be deemed modified accordingly without further action by the Company, the Board, or the holder of DTM001 being required.

Other Terms	All other terms of DTM001 are on terms customary for a security of this nature.

Regulatory Framework

Resolutions 2 to 4: Issue of DTM001 Executive Options to Directors

ASX Listing Rule 10.11.1 provides that a company must not issue equity securities to a Related Party without the approval of shareholders. Messrs Chirnside, Swensson, and Udovenya are related party by virtue of being a director as set out in Listing Rule 10.11.1. Pursuant to Listing Rule 7.2 Exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

If any of Resolutions 2, 3 or 4 are passed by Shareholders, the Company will issue Options to Messrs Chirnside, Swensson and Udovenya respectively (or their respective nominees). If any of Resolutions 2, 3 or 4 are not passed by Shareholders, the Company will not issue Options to Messrs Chirnside, Swensson and Udovenya respectively (or their respective nominees). However, each of Resolutions 2, 3 and 4 are separate and not contingent on the passing each other resolution.

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within exception set out in Sections 210 to 216 of the Corporations Act.

Having considered the circumstances of the Company and the related party as required by section 211 of the Corporations Act, the Directors (other than the Director of concern in each resolution) confirm that, in their opinion, the issue of Options represents reasonable remuneration to the directors, and accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.

Resolution 5: Issue of DTM001 Executive Options to Head of Exploration

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceed 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

The Company is proposing to issue DTM001 to Mr Hines pursuant to Resolution 5 with shareholder approval pursuant to ASX Listing Rule 7.1.

Listing Rule Disclosure Requirements

In respect of each of Resolutions 2 to 4, the information required by ASX Listing Rule 10.13 is provided as follows:

Resolution 2: Approval to issue Options to James Chirnside

Name of Recipient	Mr James Chirnside, Chairman and Managing Director of the Company, or his nominee
Category of Recipient	Mr Chirnside is a director of the Company, and is accordingly a party to which ASX Listing Rule 10.11.1 applies.

Number and Class of Securities	3,600,000 DTM001 Executive Options
Summary of Material Terms of Security	Refer to above summary of DTM001 Executive Options terms
Date of Issue	Within one month of shareholders approving Resolution 2
Price or Consideration	The DTM001 is being issued to Mr Chirnside as part of his remuneration package, and accordingly the DTM001 are being issued at no cash consideration. The Company indicatively estimates the value of the Options to be $0.025 per Option based on a Black-Scholes valuation method. However, should Mr Chirnside exercise his DTM001, the Company will receive $468,000 from such exercise.
Purpose of Issue	The DTM001 is being issued as part of Mr Chirnside's remuneration as the Chairman and Managing Director of the Company.
Total Remuneration Package	Mr Chirnside is currently entitled to $231,000 per annum (inclusive of superannuation) in cash as remuneration for his services as the Chairman and Managing Director (excluding DTM001).
Material Terms of Agreement	No further terms.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

Resolution 3: Approval to issue Options to Carl Swensson

Name of Recipient	Mr Carl Swensson, Non-Executive Director of the Company, or his nominee
Category of Recipient	Mr Swensson is a director of the Company, and is accordingly a party to which ASX Listing Rule 10.11.1 applies.
Number and Class of Securities	600,000 DTM001 Executive Options
Summary of Material Terms of Security	Refer to above summary of DTM001 Executive Options terms
Date of Issue	Within one month of shareholders approving Resolution 3
Price or Consideration	The DTM001 is being issued to Mr Swensson as part of his remuneration package, and accordingly the DTM001 are being issued at no cash consideration. The Company indicatively estimates the value of the Options to be $0.025 per Option based on a Black-Scholes valuation method. However, should Mr Swensson exercise his DTM001, the Company will receive $78,000 from such exercise.
Purpose of Issue	The DTM001 is being issued as part of Mr Swensson remuneration as a Non-Executive Director of the Company.
Total Remuneration Package	Mr Swensson is currently entitled to $33,000 per annum (inclusive of superannuation) in cash as remuneration for his services as non-executive director of the Company (excluding DTM001).

Material Terms of Agreement	No further terms.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

Resolution 4: Approval to issue Options to Richard Udovenya

Name of Recipient	Mr Richard Udovenya, Non-Executive Director of the Company, or his nominee
Category of Recipient	Mr Udovenya is a director of the Company, and is accordingly a party to which ASX Listing Rule 10.11.1 applies.
Number and Class of Securities	600,000 DTM001 Executive Options
Summary of Material Terms of Security	Refer to above summary of DTM001 Executive Options terms
Date of Issue	Within one month of shareholders approving Resolution 4
Price or Consideration	The DTM001 is being issued to Mr Udovenya as part of his remuneration package, and accordingly the DTM001 are being issued at no cash consideration. The Company indicatively estimates the value of the Options to be $0.025 per Option based on a Black-Scholes valuation method. However, should Mr Udovenya exercise his DTM001, the Company will receive $78,000 from such exercise.
Purpose of Issue	The DTM001 is being issued as part of Mr Udovenya remuneration as a Non-Executive Director of the Company.
Total Remuneration Package	Mr Udovenya is currently entitled to $33,000 per annum (inclusive of superannuation) in cash as remuneration for his services as non-executive director of the Company (excluding DTM001).
Material Terms of Agreement	No further terms.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

In respect of Resolutions 5, the information required by ASX Listing Rule 7.3 is provided as follows:

Name of Recipient	Mr Ben Hines, the Head of Exploration of the Company
Number and Class of Securities	900,000 DTM001 Executive Options
Summary of Material Terms of Security	Refer to above summary of DTM001 Executive Options terms
Date of Issue	Within three months of shareholders approving Resolution 5

Price or Consideration	The DTM001 is being issued to Mr Hines as part of his remuneration package, and accordingly the DTM001 are being issued at no cash consideration. The Company indicatively estimates the value of the Options at $0.025 per Option based on a Black-Scholes valuation method. However, should Mr Hines exercise his DTM001, the Company will receive $117,000 from such exercise.
Purpose of Issue	The DTM001 is being issued as part of Mr Hines remuneration as the Head of Exploration of the Company.
Material Terms of Agreement	No further terms.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

Director Recommendation on Resolutions 2 to 5

The Board believes that the issue of the Options to the Directors, and the Head of Exploration is beneficial for the Company as it allows the Company to remunerate those key management personnel in a manner which better aligns their interests towards shareholder wealth, and does not impose an additional cash cost to the Company. Accordingly, the Directors, other than the Director of concern in each resolution, recommend that Shareholders vote in favour of Resolutions 2 to 5.

Voting Exclusion Statement

Various Voting Exclusion Statements apply to each of Resolutions 2 to 5. Please refer to the Voting Exclusion Statements under each Resolution in the Notice for further information on the exclusions.

Resolutions 6 to 8: Share Capital Approvals

Resolutions 6 and 7: Ratification of Securities Issued in May 2022 Placement

Resolutions 6 and 7 seek to ratify prior issues of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities which amount to no more than 15% (or 10% in the case of ASX Listing Rule 7.1A) of the Company's issued capital in the 12 month period immediately preceding the date of the issue or agreement per ASX Listing Rule 7.1 and 7.1A. The effect of the ratification proposed by Resolutions 6 and 7 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity, and the separate 10% ASX Listing Rule 7.1A capacity that the Company continues to have available from the 2021 AGM.

ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be treated as having been issued with approval under ASX Listing Rule 7.1, effectively 'refreshing' the issue capacity noted above.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake an acquisition using it securities as consideration, to conduct a capital raising, or for other purposes.

In the event that Resolutions 6 and 7 are not passed, the Company will not have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4 and accordingly these securities will continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity and 10% ASX Listing Rule 7.1A capacity.

Where Resolutions 6 and 7 are passed, the Company will have 'refreshed' its capacity to issue securities pursuant to ASC Listing Rule 7.4, and accordingly these securities will not continue to 'take up' part of the total 15% ASX Listing Rule 7.1. capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity and full 10% ASX Listing Rule 7.1A capacity.

The Company provides the following information with respect to Resolutions 6 and 7 pursuant to ASX Listing Rule 7.5:

Resolution 6: May 2022 Placement Shares

Number of Securities	10,769,230 Fully Paid Ordinary Shares
Price	$0.065 per share ($700,000)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with all existing Shares on issue
Date of Issue	19 May 2022
Persons Issued To	Mr Jim Mellon being an existing investor in the Company
Purpose of Issue / Use of Funds	The Company will apply the funds raised towards general working capital.
Material Terms of Relevant Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 7: May 2022 Placement Options

Number of Securities	3,589,743 Options exercisable at $0.13 expiring 19 May 2024
Price	Nil cash consideration as securities issued on a one Option for every three Shares basis as part of the May 2022 Placement. The Company indicatively estimates the value of the Options to be $0.018 using a Black-Scholes valuation methodology.
Terms of Securities	Options exercisable at $0.13 expiring 19 May 2024, being two years from their date of issue. The Options will be unlisted but freely transferable. The Shares issued on conversion will be fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares.
Date of Issue	19 May 2022
Persons Issued To	Mr Jim Mellon being an existing investor in the Company
Purpose of Issue / Use of Funds	The Options were issued as part of the to the May 2022 Placement on a one Option for every three Shares basis. Although no further funds were raised from the specific issue of the Options, if all Options are exercised, the Company will raise a further $466,667 which will be applied towards general working capital.

Material Terms of Relevant Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 8: Ordinary Resolution to Approve Additional Placement Capacity

Outside of the existing placement capacity that is available to the Company under ASX Listing Rules 7.1 and 7.1A, the Company proposes to seek an additional placement capacity of up to 20,500,000 Shares (representing ~15% of the issued capital of the Company at the date of this Notice) on the terms set out below. As at the date of this Notice, the Company has not identified parties whom may participate in this placement, nor does the Company have any certainty that it will conduct such a placement. The purpose of this Resolution 8 is simply to seek shareholder approval to have the capacity to issue these Shares should appropriate parties be identified, and the Directors deem that method of capital raising to be appropriate at that time. As required by ASX Listing Rule 7.1, any placement conducted pursuant to this approval must be completed within three months of the date of approval from Shareholders.

If Shareholders approve Resolution 8, the Company will have the ability to issue up to 20,500,000 Shares on the terms set out below without further shareholder approval and without reducing the Company's existing placement capacity pursuant to ASX Listing Rule 7.1 or 7.1A. If Shareholders do not approve Resolution 8, the Company may still conduct a placement, however such placement will either require further later shareholder approval prior to completion, or will utilise the Company's placement capacity pursuant to ASX Listing Rule 7.1 or 7.1A.

The Company provides the following information with respect to Resolution 8 pursuant to ASX Listing Rule 7.3:

Number of Securities	Up to 20,500,000 Shares (being ~15% of the issued capital of the Company as at the date of this notice)
Date of Issue	The Shares will be issued no later than 3 months after the date of the Meeting (if ever issued).
Price	Not less than 80% of the volume weighted average price of the Company's Shares on the ASX over the last five trading days on which trades in the Shares were recorded before the day on which the issue is to be made
Terms of Securities	The Shares will be Fully Paid Ordinary Shares that rank equally with all existing Shares on issue.
Purpose of Issue / Use of Funds	The Company will utilise funds raised for general working capital purposes.
Persons Issued To	The Company has not yet identified parties who may participate in this Placement, however: • The Company will not issue any securities to related parties or other parties to which the restriction in ASX Listing Rule 10.11 applies; and • The Company expects that participants will be sophisticated, wholesale, and/or professional investors exempt from offer document disclosure pursuant to Section 708 of the Corporations Act.

Material Terms of Relevant Agreement	No relevant agreement currently exists.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Further Information

For further information, please contact the Company at 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 6 July 2022.

Voting in person: To vote in person, attend the Meeting at the time, date and place 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 6 July 2022.

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 in 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 6 July 2022.

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 the remuneration of a member of Key Management Personnel (Informed Consent).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide 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;
EOP means Employee Option Plan;
EPRP means Employee Performance Rights Plan;
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;
Schemes means collectively, the EOP and EPRP;
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 | 84 119 904 880

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by 11.00am (AEST) on Wednesday, 6 July 2022, 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 KMP.

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

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:

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

VIRTUAL EGM

VIRTUAL PARTICIPATION AT THE EGM:

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/tZYtcumoqjspGdRC8RVTlppgppPaAQquclj-

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 then select 'join a meeting' and enter the following meeting ID: 820 5004 0330

You may register at any time up to 11.00am (AEST) on 7 July 2022, being 24 hours before the appointed time of the EGM.

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 1: Appoint Your Proxy

COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Dart Mining NL, to be held at 11.00am (AEST) on Friday 8 July hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1.	Ordinary Resolution to adopt Employee Option Plan	☐	☐	☐
2.	Ordinary Resolution issue Options to James Chirnside	☐	☐	☐
3.	Ordinary Resolution issue Options to Carl Swensson	☐	☐	☐
4.	Ordinary Resolution issue Options to Richard Udovenya	☐	☐	☐
5.	Ordinary Resolution issue Options to Ben Hines	☐	☐	☐
6.	Ordinary Resolution to ratify May 2022 Placement Shares	☐	☐	☐
7.	Ordinary Resolution to ratify May 2022 Placement Options	☐	☐	☐
8.	Ordinary Resolution to approve additional placement capacity	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

AUTOMIC

DTM