

DART MINING NL

ACN 119 904 880

BOARD CHARTER

Adopted by the Board of Directors on: 18 January 2007
Amended: 8 March 2007

INTRODUCTION

The Board of Directors of Dart Mining NL (the Company) acknowledges its accountability to shareholders for creating shareholder value within a framework which protects the rights and interests of shareholders and ensures the Company is properly managed. The Board aims to achieve these objectives through the adoption and monitoring of strategies, plans, policies and performance as follows:

1. Strategy

- a. Providing input into, and approval of, the Company's strategic direction and budgets as developed by management.
- b. Directing, monitoring and assessing the Company's performance against strategic and business plans, and ensuring appropriate resources are available.
- c. Approving and monitoring capital management and major capital expenditure, acquisitions and divestments.

2. Risk management & Reporting

- a. Identifying the principal risks of the Company's business.
- b. Reviewing and ratifying the Company's systems of internal compliance and control, risk management and legal compliance and ensuring the integrity and effectiveness of those systems.
- c. Approving and monitoring internal and external financial and other reporting, including reporting to shareholders, the ASX and other stakeholders.

3. Management

- a. Appointment and removal of the Chief Executive Officer (CEO)
- b. Ratifying the appointment and removal of senior executives
- c. Ensuring that the remuneration and conditions of service of senior executives are appropriate.
- d. Establishing and monitoring executive succession planning.
- e. Delegating authority to the Chief Executive Officer.

4. Performance

- a. Approving criteria for assessing performance of senior executives and monitoring and evaluating the performance of senior executives.
- b. Undertaking an annual performance evaluation of itself that compares the performance of the Board with the requirements of this Charter, sets forth the goals and objectives of the Board for the upcoming year and effecting any improvements to this Charter considered necessary or desirable.
- c. Providing advice and counsel to top management.

5. Corporate governance

- a. Ensuring ethical behaviour and compliance with the Company's own governing documents, including the Company's Code of Conduct.
- b. Evaluating the Company's compliance with corporate governance standards.

6. Board Committees

- a. Establishing Board Committees once they become warranted by the scope of the Company's activities.
- b. Adopting Charters setting out the membership, responsibilities and reporting obligations of each Board Committee and evaluating the performance of the Board Committees.

7. Other

- a. Evaluate Board processes and performances.
- b. Performing such other functions as prescribed by law.

DIRECTORS PRACTICE AND ADHERENCE

In performing the responsibilities set out above, the Board should act at all times in a manner designed to create and continue to build sustainable value for shareholders and in accordance with the duties and obligations imposed on them by the Company's Constitution (Appendix 5) and by law.

The Board of Directors of the Company and its controlled entities has resolved unanimously that the Company will at all times aspire to "best practice" in Corporate Governance. Unless otherwise indicated the following practices specified in this charter have been followed throughout the latest reporting period and will remain in force until amended by resolution of the Board.

The Board subscribes to the Code and Conduct detailed in Appendix 2 and statement of Behaviour Standards - Standards Of Business Conduct as set out in Appendix 4.

THE BOARD OF DIRECTORS

Sir Adrian Cadbury in his book "The Company Chairman" asks the question, "*What are boards for?*" and comments, "*the Board's function is to set the company's aims and objectives, and to ensure that they are achieved. The Board is the top decision making body in the enterprise and is the source of authority for the managers who run its operations. The Board is appointed by the shareholders and is accountable to them for the company's progress. It is therefore the vital link between the owners and the managers of the company*".

The Board of the Company endorses that description of a Board's function and resolves to carry out its functions using the following mechanisms:

1. Composition of the Board

The Board composition is structured to provide a blend of qualifications and skills, along with the experience required for managing a company operating within the exploration and mining industry in Australia. The Chairman plays a crucial role in ensuring that the Board works effectively. The Chairman is a non-executive Director maintaining a separation of the roles of Chairman and Chief Executive Officer. Details of the current Directors are set out in Appendix 1 to this charter. The Board presently comprises five Directors, but may be increased to a maximum of twelve, in accordance with the Company's Constitution, for example when additional expertise is required in specific areas.

2. Criteria for Membership

The Board reviews its composition on an annual basis to ensure the Board has the appropriate mix of expertise and experience and ability to represent the interests of all shareholders. In addition to technical expertise the Board aims to have members with high levels of intellectual ability, experience, soundness of judgement and integrity.

In making appointments to the Board the most frequently used nomination criteria were:

- The ability to exercise sound business judgement
- A position of leadership or prominence in a specified field.
- Absence of conflicts of interest or other legal impediments to serving on the Board.
- Willingness to devote the required time.
- Freedom from scheduling, or other conflicts, which would prevent attendance at Board or Committee meetings.
- Appropriate experience.
- Geographic spread.

3. Nomination of Directors

When a vacancy exists, for whatever reason, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the Board selects a panel of candidates with the appropriate expertise and will make use of consultants if deemed necessary.

All Directors are elected by shareholders at the annual general meetings following their appointment and, thereafter, are subject to re-election at least once every three years. There is no maximum fixed term (assuming re-election) and no compulsory retirement age for non-executive Directors.

4. Chief Executive Officer & Managing Director

The Chief Executive Officer, who may also hold the office of Managing Director, is selected by the Board and is subject to annual performance reviews by the non executive Directors. The Chief Executive Officer recommends policy and strategic directions for Board approval and is responsible for the day-to-day operations of the Company. The Chairman and the Chief Executive Officer meet regularly to discuss business and strategic issues, and to set Board agendas.

5. Performance of Directors

The performance of all Directors is reviewed by the Chairman each year. Directors whose performance is judged to be unsatisfactory may be asked to retire.

6. Frequency of Meeting

The Board shall meet at least six times per year and hold as many additional meetings as required to properly carry out their function and as determined by the operations of the Company. Board meetings are normally scheduled to ensure all Directors can attend. There is a formal schedule of matters specifically reserved for decisions by the Board.

The Board has the power to meet by use of telephone or video conference or circulating resolution if deemed appropriate.

Each year at least two Board meetings are to be held in conjunction with a visit to Company operations to assist Directors in their review of the business.

7. Committees

The Board has not established any standing Committees at this time. An Audit and Compliance Committee will be established during the first half of 2007 following the capital raising. Occasional or special purpose Committees are established as required.

8. Independent Professional Advice

Each Director has the right to seek independent, professional advice at the Company's expense, in furtherance of their duties as Directors. Prior written approval of the Chairman is required and will not be unreasonably withheld.

9. Remuneration

The remuneration for non-executive Directors is determined by the full Board within the maximum amount approved by the shareholders in general meeting from time to time. Retirement benefits for current non-executive Directors are considered on a case-by-case basis upon retirement. No additional fees are payable to non-executive Directors for participation on Board sub-committees except in special circumstances as agreed by the Board. The Chairman undertakes an annual review of Directors fees drawing on suitable external advice to determine if they are appropriate and recommending any changes to the full Board. Full disclosure of all elements of director's remuneration is set out in the annual report, and as may be required from time to time.

10. Accountability

The Board's prime responsibility is to ensure the Company's financial performance is satisfactory to its shareholders and to do so within a framework of practices and procedures appropriate to the Company. Those practices and procedures are not the goals; they are the borders within which the corporation's commercial activities can legitimately be conducted.

Each Director "exercises the degree of care and skill that a reasonable person in a like position in a corporation would exercise in the corporation's circumstances".

11. Statutory Obligations

The members of the Board acknowledge the responsibilities imposed upon them by:

- Corporations Act (including Continuous Disclosure Obligations)
- ASX Listing Rules (including Continuous Disclosure Obligations)
- Mining Act
- Common Law
- Industrial Law
- Environmental Law
- Occupational Health & Safety Law

and that the Company will at all times operate within the law and take appropriate legal advice in advance of action whenever there is uncertainty as to the most appropriate course of action.

12. Directors Duties

The Board keeps in mind that as stewards for the shareholders, they have a duty to communicate to those shareholders the Board strategies that have been decided upon and the progress towards achieving the related goals.

Directors are appointed with the aim of the Company achieving the financial or other goals sought by its investors. In addition, the Company takes into account the interests of its employees, customers, suppliers and the communities in which it operates.

It is not only the Corporations Act and the Australian Stock Exchange Listing Rules, but also the Constitution of the Company (Appendix 5) that sets the parameters of the Director's responsibilities. The Board complies with all of its statutory duties and responsibilities.

13. Ethical Standards

The Board has adopted a Code of Conduct for Directors (Appendix 2) and a policy Behaviour Standards - Standards Of Business Conduct (Appendix 4) setting out parameters for ethical behaviour and business practices for Directors, employees and contractors.

14. Share Trading

Persons in possession of confidential information that may materially affect the Company's share price are not permitted to buy or sell shares. By extension, trading in shares by any Director or employee of the Company within the period between the close of each financial quarter and the release of quarterly, half yearly interim and full year profit results by the Company requires the express written approval of the Chairman before any trading is conducted or the entry into share trading agreements, whether "on market" or "off market".

At all times, trading in securities of the Company by Directors of the Company or by senior employees of the Company and its related bodies corporate may only be conducted with the express written approval of the Chairman of the Board of Directors. The approval of the Chairman must be received before trading commences or before the entry into any agreements relating to the sale or purchase of securities in the Company.

The Board has adopted a Continuous Disclosure And Share Trading Restrictions policy as set out in Appendix 3.

15. Communication

Communications with stakeholders are given a high priority. In addition to statutory documents such as Annual and Quarterly reports, the Board is committed to keeping all stakeholders informed in a timely manner, of all material developments that affect the Company. The Company has a formal policy and comprehensive procedures on continuous disclosure (Appendix 3). Once the Board or Management becomes aware of information concerning the Company that would be likely to have a material effect on the price or value of the company's securities (and which does not fall within the exceptions to

the disclosure requirements contained in the Listing Rules), that information is released to the ASX. The Board has appointed the Company Secretary (or in his absence, Legal Counsel) as the person responsible for communication to ASX. All Company announcements, presentations or other briefings are posted on the company's website after release to the Australian Stock Exchange.

The Board also endorses full and regular communication with and between Directors, the Chief Executive Officer, the Company Secretary, Senior Management, the external Auditors and other Professional Advisers, Shareholders and other significant stakeholders. The Board also ensures the Company Secretary maintains a good, open and frank relationship with the ASX and its designated Company officers to ensure compliance and full disclosure.

Full use is made of annual general meetings to inform shareholders of current developments through appropriate presentations and to provide opportunities for questions.

Appendix 1 : BOARD OF DIRECTORS

	DART MINING NL
Chris Bain	Chairman and Non-Executive Director
Bernie Hochwimmer	Executive Director
Dean Turnbull	Executive Director
Stephen Poke	Non-Executive Director
Richard Udovenya	Non-Executive Director

Appendix 2 : BOARD OF DIRECTORS – CODE OF CONDUCT

1. A Director must act honestly, in good faith and in the best interests of the Company as a whole.
2. A Director has to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. A Director must use the powers of office for a proper purpose, in the best interests of the Company as a whole.
4. A Director must recognise that the primary responsibility is to the company's shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Company.
5. A Director must not make improper use of information acquired as a Director.
6. A Director must not take improper advantage of the position of Director.
7. A Director must not allow personal interests, of the interests of any associated person, to conflict with the interests of the Company.
8. A Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
9. Confidential information received by a Director in the course of the exercise of directional duties remains the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law.
10. A Director should not engage in conduct likely to bring discredit upon the Company.
11. A Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

**(From Appendix 1 to the Constitution of the
Australian Institute of Company Directors)**

Appendix 3: CONTINUOUS DISCLOSURE AND SHARE TRADING RESTRICTIONS

OBLIGATION TO DISCLOSE INFORMATION

- 1.1 Dart Mining NL (Dart) listed on the Australian Stock Exchange (ASX) on _____.
- 1.2 The Company is subject to the general principle that information which may affect the price or value of its securities or influence decisions taken by investors to buy or sell its securities must be disclosed publicly in a timely manner.
- 1.3 The ASX Listing Rules and the Corporations Act prescribe the regime under which the Company must immediately notify the ASX of price sensitive information. Price sensitive information is:
“any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities”.
- 1.4 The Corporations Act provides that information will be expected to have a material effect” on the price or value of an entity’s securities if:
“the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, the first mentioned securities”

PURPOSE OF THIS POLICY

- 2.1 The purpose of this policy is to establish a procedure within the Company that facilitates and enhances compliance with its continuous disclosure obligations.
- 2.2 The policy is intended to:
 - assist the Company to fulfil its reporting obligations for continuous disclosure;
 - enable the Company to provide investors with information in the manner expected of listed companies to enable investors to make an informed assessment of the value to the company's shares;
 - enable the Company to balance, in a disciplined way and consistently with its legal obligations, the information needs of investors, with the company's needs to achieve business goals and protect confidential or commercially sensitive information;
 - define the parameters of both formal and informal disclosure such that the Company manages investor expectations and minimises the potential for positive or negative surprises.
- 2.3 Additionally the policy aims to enhance the Company’s credibility amongst investors by applying a disciplined approach to disclosure such that it maintains consistent disclosure levels "in good times and bad" and ensures information for investors is easy to understand and accurate at all times.

ISSUES IN RELATION TO DECIDING ON DISCLOSURE

- 3.1 The continuous disclosure regime involves a high degree of judgment on the part of management of the Company to determine what has to be disclosed to the market and when disclosure must be made. While there are exceptions to the general obligation requiring immediate disclosure of information, judgement is needed to determine of the exceptions apply in any particular circumstance.
- 3.2 The Board of Directors of the Company has determined that a conservative approach to disclosure is to be taken and that the Company will be consistent in terms of the nature of the

disclosures made by it. To enable this to be achieved in a manner consistent with the Company's legitimate commercial interests, it is important that all decisions on the nature and timing of disclosure to the market are made in a controlled fashion in accordance with this policy or as the Board may otherwise determine.

- 3.3 The procedures outlined in this policy must be followed to so that the Chairman, Chief Executive Officer (CEO), Company Secretary, and members of the Board (as appropriate) can be provided with sufficient information in a timely fashion to enable them to make decisions as to whether disclosure is required and, if so, the nature and timing of that disclosure.

4 Procedures to be followed:

- 4.1 All individuals reporting directly to the Chief Executive Officer and individuals reporting directly to them are to be made aware in writing of the detail of this policy and the importance of compliance.

- 4.2 All individuals referred to in 4.1 are to make their immediate subordinates aware of the requirements of this policy and the need for them to ensure management is aware of any information which may need to be disclosed to the market through the ASX. Examples of matters that may require disclosure are:

- significant exploration success;
- entry into major contracts;
- sale or purchase of a major or significant asset;
- industrial disputes or other personnel disruptions;
- profit and loss forecast changes;
- significant changes in business outlook;
- significant litigation commenced or settled;
- an event or matter which might give rise to a substantial insurance claim;
- significant breaches of legislation, particularly trade practices, occupational health and safety and environmental.

- 4.3 The Company Secretary is to be informed immediately any potentially material information becomes available.

- 4.4 If deemed price sensitive, the Company Secretary will make a disclosure recommendation to the Chairman who will decide whether the information provided requires disclosure. If he considers it appropriate the Chairman may consult with other available Directors in making his decision. If disclosure is required, the Company Secretary will make the necessary disclosure to the ASX consulting as required and coordinate any media activity.

- 4.5 The Company Secretary must keep a record of all information disclosed to the ASX.

- 4.6 Material information will be disclosed in the manner required under the ASX Listing Rules and the Corporations Law. This means the Company will make a formal announcement to the Australian Stock Exchange and then only release the information to news services and major media outlets immediately after the ASX has acknowledged receipt. In addition, any announcements will also be posted to the Company web site so that as many shareholders and potential investors as possible will have access to the information.

- 4.7 All press releases to be issued by the Company must be released to the ASX by the Company Secretary prior to release to the press.

5. Non Disclosure of Potentially Material Information

- 5.1 Exceptions to the Company's disclosure obligations apply to confidential information which, although price sensitive, a reasonable person would not expect the Company to disclose and which:
- if disclosed, would result in a breach of a law;
 - relates to an incomplete proposal or negotiation;
 - comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - is generated by the Company for internal management purposes; or
 - is a trade secret.
- 5.2 Whether these requirements are satisfied in a particular case is a matter of judgement. To enable the Company to comply with its obligations and maintain a consistent practice in its market disclosure, the Company Secretary must be informed even where an individual may believe that the information falls into one of these categories. In those circumstances, the Company Secretary should also be provided with all information which may be required to enable a decision to be made as to whether disclosure is required or appropriate.
- 5.3 If price sensitive information is divulged inadvertently (for example during an investors' "road show" or analysts' meeting or), that information must generally be formally disclosed to the ASX immediately after the meeting unless special circumstances apply. If this occurs, the Company Secretary must be informed immediately so that appropriate steps can be taken to determine the appropriate course of action.
- 5.4 Unusual trading activity in Company shares may suggest to the market and to the regulators that information is no longer confidential or that those who possess it are insider trading. This latter situation may be in breach of the law, but not necessarily in breach of confidentiality obligations owed to the Company. It is therefore also proposed that where appropriate confidentiality agreements used by the Company restrict the use, as well as the disclosure, of confidential information.

6 Insider Trading

- 6.1 Insider trading is the trading of securities by a person who is in possession of information that is not generally available to the market and if it were generally available it might have a material effect on the price or value of those securities. Insider trading can result in both civil and criminal penalties, including imprisonment, for the person or persons involved.
- 6.2 The Company has sought to minimise potential for insider trading by Company officers by restricting the period during which the Directors and executive officers can trade shares or convert options.
- (a) Any person, regardless of whether that person is a Director, executive or employee of the Company if in possession of confidential or price sensitive information that may affect the Company's share price are prohibited from trading in shares or options while that information is not generally available.
 - (b) Trading in shares by any Director or employee of the Company within the period between the close of each financial quarter and the release of quarterly, half yearly interim and full year profit results by the Company requires the express written approval of the Chairman before any trading is conducted or the entry into share trading agreements, whether "on market" or "off market".
 - (c) At all times, trading in Company shares or options by:
 - (i) Senior employees of the Company may only be conducted with the express written approval of the Chairman of the Company.
 - (ii) Directors of the Company may only be conducted with the express written approval of the Chairman of the Board of Directors.

The approval of the Chairman must be received before trading commences or before the entry into any agreements relating to the sale or purchase of Company securities.

7 Selective and Differential Disclosure

7.1 The Company will not practice selective or differential disclosure. That is, the Company will not disclose information to selected individuals or groups, such as brokers, analysts or journalists, or in selected situations which it would not be prepared to make available for general use at the same time.

7.2 The Company will not disclose information verbally which it would not be prepared to disclose by formal release to the ASX.

8 Equity and Access

8.1 The Company will respond to legitimate requests for information in the same manner, irrespective of whether the request comes from a small investor, a large investor, an analyst or the media. All requests for information from any shareholder, potential investor, journalist or analyst should be directed to the Company Secretary.

9. One-on-One Meetings

9.1 Only people authorised by resolution of the Board, the Chairman or the Chief Executive Officer may hold one-on-one meetings with journalists, analysts or brokers.

9.2 In any one-on-one meetings, the Company will only discuss information that is in the public domain or information which may not be in the public domain but which is not price sensitive.

9.3 One-on-one meetings can be held between the end of an accounting period and the formal announcement of the results provided there is no discussion of the results of the relevant accounting period.

10. Responding to Market Rumours

10.1 Any request to clarify or comment on a market rumour must be referred to the Company Secretary.

10.2 As a general policy, if the Company is not the source of a market rumour, the Company will not comment on market rumours or speculation unless specifically required to comply with its obligations under the ASX Listing Rules.

10.3 If the Company is the source of a market rumour, the Company will clarify the Company's position formally via the ASX if required under the ASX listing Rules.

11. Duty to Correct/Update Information

11.1 If the Company discovers that a statement it has made is materially incorrect, or subsequent information renders it incorrect, the Company will issue an announcement via the ASX to correct the statement.

11.2 The Company will maintain the accuracy of non-material information that is generally made available to the market. This includes forward-looking statements. Accuracy will be maintained on a regular cycle consistent with the regularity with which the information is distributed e.g. annually, half yearly, quarterly.

12. Enabling Comparisons

- 12.1 If there are any changes in accounting policies, segmental reporting disclosures or the manner in which statistics or performance indicators are compiled or published, the new manner of disclosure will be presented so that investors can readily draw valid comparisons with historical information previously provided in a different format. These changes will be disclosed in the Company's accounts and/or as may be appropriate in the circumstances.

13. Media

All media enquiries should be referred to the Company Secretary who will make any necessary arrangements for contacts with the Company's representatives.

14. Updating the Policy

This policy will be reviewed regularly and revised if circumstances warrant or more often as required by changes to Listing Rules or other legally binding disclosure requirements.

15. The Law

- 15.1 ASX Listing Rule 3.1 provides:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information. This rule does not apply to particular information while each of the following applies.

3.1.1 A reasonable person would not expect the information to be disclosed.

3.1.2 The information is confidential.

3.1.3 One or more of the following conditions applies.

(a) It would be a breach of a law to disclose the information.

(b) The information concerns an incomplete proposal or negotiation.

(c) The information comprises matters of supposition or is insufficiently definite to warrant disclosure.

(d) The information is generated for the internal management purposes of the entity.

(e) The information is a trade secret."

The definition of "aware" in the Listing Rules, and which applies to Listing Rule 3.1 is:

"an entity becomes aware of information if a Director or executive Director has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a Director or executive Director of the entity".

- 15.2 In addition to the requirements of section 777(2) of the Corporations Act which binds listed companies to comply with the ASX Listing Rules, section 1001A of the Corporations Act specifically covers continuous disclosure:

"1001A (1) (Application)

This section applies to a listed disclosing entity if provisions of the listing rules of a securities exchange:

(a) apply to the entity; and

(b) require the entity to notify the securities exchange of information about specified events or matters as they arise for the purpose of the securities exchange making that information available to a stock market conducted by the securities exchange.

1001A (2) (**Contravention or failure to notify**)

The disclosing entity must not contravene those provisions by intentionally, recklessly or negligently failing to notify the securities exchange of information:

- (a) *that is not generally available; and*
- (b) *that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of the securities of the entity.*

1001A (3) (**Offence**)

A contravention of subsection (2) is only an offence if the failure concerned is intentional or reckless."

The key issue following from these provisions is that if any failure to disclose information is an intentional or reckless omission then the contravention is a criminal offence, potentially by the individuals involved as well as the Company.

15.3 For the purposes of section 1001A of the Corporations Act, section 1001C(2) states that

"Information is generally available if:

- (a) *it consists of readily observable matter; or*
- (b) *without limiting the generality of paragraph (a) both the following subparagraphs apply:*
 - (i) *it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in securities of a kind whose price or value might be affected by the information; and*
 - (ii) *since it was made known, a reasonable period for it to be disseminated among such persons has elapsed."*

15.4 Section 1001C(3) of the Corporations Act, states that

"Information is also generally available if it consists of deductions, conclusions or inferences made or drawn from either or both of the following:

- (a) *information referred to in paragraph 2(a);*
- (b) *information made known as mentioned in subparagraph 2(b)(i).*

15.5 Section 1001D of the Corporations Act defines "material effect on price or value": Section 1001D provides that

"For the purposes of section 1001A a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, the first mentioned securities."

15.6 Under other statutory and general law requirements, the Company and individuals involved may also be liable for damages in certain circumstances if disclosure to the market is misleading or deceptive.

Appendix 4: BEHAVIOUR STANDARDS - STANDARDS OF BUSINESS CONDUCT

PURPOSE

The purpose of this procedure is to set down the expectations and standards which the Company sets in its business dealings and conduct of business both internally and externally.

SCOPE

This policy applies to all employees of the Company and independent contractors where this policy is appended to their contract. For independent contractors a Confidentiality Agreement which reflects this policy shall also be signed prior to commencement.

POLICY

The business affairs of the Company shall at all times be conducted in accordance with the law and high ethical standards. It is the responsibility of all employees to ensure that they act in accordance with this principle.

PROCEDURE

a) **Compliance with Law**

Company policy requires that the letter and also, where it is clear, the spirit of all laws in force affecting the business conduct of the Company, Directors and employees be complied with. Where there is any doubt, advice should be sought.

b) **Office Security**

To prevent the loss or unwarranted release of valuable or sensitive information, employees shall ensure that such material is not open to general viewing and is kept secure in record storage areas when not in use. Sensitive documents shall be secured and properly archived when outdated. Sensitive material should not be removed from the office without prior approvals. All Personal Records are to be kept secured.

c) **Inside Information and share trading**

The use of information which is not public and which concerns activities or plans of the Company (**inside information**) for personal gain by Directors and employees of the Company is specifically prohibited. In addition, using inside information for personal gain is generally also prohibited by legislation and can lead to penalties including imprisonment. This is the case, for example, in regard to dealings in any Company securities by any person in possession of non-public price sensitive information concerning the Company.

Persons in possession of confidential information that may affect the Company's share price are not permitted to buy or sell shares. By extension, trading in shares by any Director or employee of the Company may only be conducted in accordance with the Company policy titled "Continuous Trading and Share Trading Restrictions".

d) **Proprietary Information**

As a result of exploration research and development of the operations, there is a considerable body of valuable information which is regarded as confidential. This sensitive information may be of a technical or commercial nature, it is important to the Company's short and long term interests, and to comply with obligations to joint venturers, that all such information remains confidential. Approval would normally be granted where, for example, an employee wished to publish a paper containing research results and either the contents were not regarded as confidential or legal protection had been sought.

In the course of employment an employee may develop or participate in the development of new processes or procedures which will be used by the Company, or an employee may have access to such results. Intellectual property rights in all such work and the information thereby

generated is and remains the property of the Company both during and subsequent to the period of employment unless otherwise agreed in writing by the Chairman.

e) Computer Security

Computer based data and information is a vital Company resource. As such, you must at all times be aware that you are responsible for adequately protecting the data from accidental or unauthorised access, disclosure, modification or deletion.

External software that has not been verified and authorised must not be used on computer resources attached or electronically linked to the Company computer network.

f) Privacy

Requests from outside organisations, eg. banks, finance firms and life assurance offices, for information relating to employment records, credit and personal references, current salaries, addresses, etc, will only be acceded to with the individual's consent.

g) Conflicts of Interest

Directors and employees should not engage in activities or hold property which would involve a material conflict of interest and which might thus inhibit or appear to inhibit impartial business judgement.

h) Improper Payments

Any payment made to a third party, such as an agent or a consultant, in connection with the obtaining of any order or benefit for the Company shall be no more than an amount which by normal commercial standards would be properly and openly payable for the services rendered by the third party. Any payment in the nature of a bribe or "kick-back" is contrary to policy and is prohibited.

i) Gifts and Gratuities

Employees shall not give or receive monetary or other gifts, personal favours or gratuities in connection with the business of the Company, except, in appropriate cases, items of nominal value and reasonable and authorised business related expenditure for entertainment.

j) Accounts and Records

All transactions of the Company shall be properly entered in the corporate records and accounts and no false, misleading or artificial entries shall be made for any reasons.

k) Confidentiality Agreements

All independent contractors to the Company will be required to sign a Confidentiality Agreement. Employees of the Company may also be required to sign a Confidentiality Agreement.

l) Visiting Other Installations

This policy applies at all locations within Australia and outside Australia. During visits to other plants, installations, companies, etc, the Company's employees should familiarise themselves with the Company expectations and Standards of Business Conduct.

Appendix 5: CONSTITUTION

Corporations Act 2001

A COMPANY LIMITED BY SHARES

CONSTITUTION
of
DART MINING NL
ACN 119 904 880

PREPARED FOR

INVESTOR RESOURCES LTD
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CORPORATIONS ACT 2001 (Commonwealth)

COMPANY LIMITED BY SHARES

CONSTITUTION OF

DART MINING NL

A No Liability Company

PRELIMINARY

INTRODUCTION

1. (1) The name of the Company upon the adoption of this Constitution is DART MINING NL.
- (2) The Company is a public company limited by shares.
- (3) The replaceable rules contained in the Corporations Act do not apply to the Company.

DEFINITIONS

2. (1) In this Constitution-
 - "Act" means the *Corporations Act 2001 (Cth)* and includes a reference to the Corporations Regulations;
 - "Alternate Director" means a person appointed as an alternate director under Article 65;
 - "ASX" means Australian Stock Exchange Limited;
 - "Auditor" means the Company's auditor;
 - "Board" means the Directors for the time being of the Company or those of them who are present at a meeting at which there is a quorum;
 - "Business Day" means a day which is a business day for the purposes of the Listing Rules;
 - "Company" means the entity whose name upon registration was DART MINING NL and shall be taken to mean the same entity by whatever name from time to time it may be called;
 - "Constitution" means the constitution of the Company as amended from time to time;
 - "CS Facility" has the same meaning as prescribed CS Facility in the *Act*;
 - "CS Facility Operator" means the operator of a CS Facility;
 - "Director" means a person appointed to and acting in the position of a director of the Company;
 - "Directors" means all or some of the Directors acting as a Board;
 - "Listing Rules" means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX;
 - "Managing Director" means a Director appointed as Managing Director under Article 66(1)(a);
 - "Marketable Parcel" has the same meaning as in the Operating Rules;

"Member" means a person whose name is entered for the time being on the Register as the holder of one or more Shares;

"Mining Purposes" has the same meaning as in section 9 of the *Act*;

"Non-Marketable Parcel" means a parcel of securities which is less than a Marketable Parcel;

"Office" means the Company's registered office;

"Operating Rules" means the operating rules of a CS Facility regulating the settlement, clearing and registration of uncertificated shares as amended, varied or waived (whether in respect of the Company or generally) from time to time;

"Person" and words importing persons include partnerships, associations and corporations, unincorporated and incorporated by Ordinance, Act of Parliament or registration as well as individuals;

"Register" means the register of Members of the Company;

"Registered Address" means the address of a Member specified on a transfer or any other address of which the Member notifies the Company as a place at which the Member is willing to accept service of notices;

"Related Body Corporate" has the same meaning as in section 50 of the *Act*;

"Representative" means a person appointed by a Member to act as its representative under Article 54(1) or under Section 250D of the *Act*;

"Restricted Securities" has the same meaning as in the Listing Rules;

"Seal" means the common seal of the Company (if any);

"Secretary" means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries;

"Securities" includes shares, rights to shares, options to acquire shares and other securities with rights of conversion to equity and debentures, debenture stock, notes and other obligations of the Company;

"Shares" means shares in the share capital of the Company;

"Uncertificated Holding" means a holding of Shares which is not held on any certificated sub-register maintained by or on behalf of the Company; and

"Writing" and "written" includes printing, typing, lithography, facsimile and other modes of reproducing words in a visible form.

INTERPRETATION

3. In this Constitution, unless the contrary intention appears:—
- (1) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (2) words importing natural persons include corporations;
 - (3) a reference to the *Act* is a reference to the *Corporations Act* as modified or amended from time to time;
 - (4) words and expressions defined in the *Act* have the same meaning in this Constitution;
 - (5) headings are for ease of reference only and do not affect the construction of this Constitution; and

(6) an expression in a Article of this Constitution has the same meaning as in a provision of the *Act* which deals with the same matter as the Article.

4. For the purposes of this Constitution, if the provisions of:–

(1) the *Act* and the Listing Rules; or

(2) the *Act* and the Operating Rules,

conflict on the same matter, the provisions of the *Act* shall prevail.

ASX LISTING RULES

5. If the Company is admitted to the Official List of ASX, the following Articles apply:–

(1) notwithstanding anything contained in this Constitution, if the Listing Rules prohibit an act being done, the act shall not be done;

(2) nothing contained in this Constitution prevents an act being done that the Listing Rules require to be done;

(3) if the Listing Rules require an act to be done or not to be done, authority is given for that to be done or not to be done (as the case may be);

(4) if the Listing Rules require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision;

(5) if the Listing Rules require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision; and

(6) if any provision of this Constitution is or becomes inconsistent with the Listing Rules, this Constitution is deemed not to contain that provisions to the extent of the inconsistency.

TYPE OF COMPANY

6. (1) The Company has been formed solely to act as a vehicle for Mining Purposes. The Company is prohibited from engaging in any activity other than those required to pursue Mining Purposes.

(2) The Company has a share capital.

(3) The acceptance by a person of a Share in the Company, whether by issue or transfer, does not constitute a contract by the person to pay:–

(a) calls in respect of the Share; or

(b) any contribution to the debts and liabilities of the Company.

SECURITIES

RIGHTS

7. Subject to the Act, this Constitution and to the terms of issue of Shares, all Shares entitle the holders thereof:–

(1) to receive notice of and to attend and vote at all general meetings of the Company;

(2) to receive dividends; and

- (3) in a winding up to participate equally in the distribution of the assets of the Company (both capital and surplus), subject only to any amounts unpaid on the Share.

VARIATION OF CLASS RIGHTS

8. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or cancelled:-
- (a) with the consent in writing of the holders of the issued shares of that class who are entitled to at least 75% of the votes that may be cast in respect of shares of that class; or
- (b) or by a special resolution passed at a separate meeting of the holders of the shares of that class.
- (2) The provisions of this Constitution relating to meetings of the Company's Members (with the necessary changes) apply to a meeting held under Article 8(1).
- (3) The rights attached to a class of shares are not taken to be varied or abrogated by:-
- (a) the issue of new shares; or
- (b) the conversion of securities to new securities,
- that rank equally with those existing shares unless the new issue is authorised by their respective terms of issue, the Act or the Listing Rules.

COMMISSION AND BROKERAGE

9. (1) The Company may pay brokerage or commission to a person in respect of that person or another person agreeing to take up shares in the Company.
- (2) Payments of brokerage or commission may include any or all of:-
- (a) the payment of cash; or
- (b) the issue of shares; or
- (c) the grant of options; or
- (d) the issue of debentures; or
- (e) a combination of any of the above methods.

BENEFICIAL OWNERSHIP OF SHARES

10. Except as required by law, the Operating Rules or as otherwise provided by this Constitution:-
- (1) the Company shall not recognise any person as holding a Share on any trust; and
- (2) the Company is not bound by or compelled in any way to recognise (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial interest or any other right in respect of any Share or any other rights in respect of a Share except an absolute right of ownership in the registered holder.

JOINT HOLDERS

11. If two or more persons are registered as the holders of any Shares, they are considered to hold the Shares as joint tenants with benefit of survivorship subject to the following provisions:-
- (1) the Company is not bound to register more than three persons as the holders of the shares (except in the case of personal representatives of a deceased Member);
 - (2) the joint holders of the shares are liable severally as well as jointly in respect of all payments which ought to be made in respect of the shares;
 - (3) on the death of any one of the joint holders, the survivor is the only person recognised by the Company as having any title to the shares but the Board may require evidence of death and the estate of the deceased joint holder is not released from any liability in respect of the shares;
 - (4) any one of the joint holders may give a receipt for any dividend, bonus or return of capital payable to the joint holders;
 - (5) the person whose name appears first on the Register is the only joint holder entitled to receive notices from the Company and any notice given to that person is considered to be notice to all the joint holders;
 - (6) the person whose name appears first on the Register is the only joint holder entitled to delivery of any certificate relating to the shares from the Company; and
 - (7) any one of the joint holder may vote at any meeting of the Company either personally or by properly authorised representative, proxy or attorney, in respect of the shares as if that joint holder was solely entitled to the shares. If more than one of the joint holders are present personally or by properly authorised representative, proxy or attorney, on the vote of the joint holder whose name appears first in the Register counts.

SHARE CERTIFICATES

12. (1) The Directors may in their absolute discretion issue a certificate to a Member for Shares or other securities of the Company registered in the name of the Member.
- (2) If the Company participates, or to enable the Company to participate, in any computerised or electronic share transfer system introduced by or acceptable to ASX, the Directors may:-
- (a) provide that shares may be held in certificated or uncertificated form and make any provision they think fit, including for the issue or cancellation of certificates, to enable Members to hold shares in uncertificated form and to convert between certificated and uncertificated holdings;
 - (b) provide that some or all Members are not to be entitled to receive a share certificate in respect of some or all of the shares which the Members hold in the Company;
- (3) The Directors may in their absolute discretion elect whether to maintain a certificated sub-register for any class of Shares.
- (4) Subject to the Listing Rules and the Operating Rules, Shares may be held on any sub-register maintained by or on behalf of the Company.
- (5) Subject to the Listing Rules and the Operating Rules, the Directors may (and must if the Company is listed) order lost, worn out or defaced certificates to be cancelled and, if necessary, replaced by new certificates.
- (6) The Company must comply with the Act, the Listing Rules (if the Company is listed) and the Operating Rules (if the Company is bound those Operating Rules) in issuing certificates, statements of holdings or other documents.

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- (7) Despite any other provision in this Constitution, Directors must do all things it considers necessary, required or authorised by the law, the Listing Rules or the Operating Rules in connection with the any computerised or electronic share transfer system.

DEALINGS IN SECURITIES

ISSUE OF SHARES

13. (1) Subject to the Act, the Listing Rules and this Constitution, and without affecting any special rights conferred on the holders of any shares, any shares or other securities may be issued with preferred, deferred or other special rights, obligations or restrictions, whether in regard to dividends, voting, return of share capital, payment of calls or otherwise, as the Board may determine and on any terms the Board considers appropriate.
- (2) Subject to the Act, any preference shares may, with the sanction of a resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

SALE OF NON-MARKETABLE PARCELS

14. (1) Subject to Article 14(4) and during such periods as the Company is admitted to the Official List of ASX, a Member must not hold less than a Marketable Parcel of shares in the Company unless exempted from this provision by Directors.
- (2) In this Article:–
- “Applicable Member” means a Member holding less than a Marketable Parcel of shares in the Company;
- “the Notice Date” means the date on which the Company sends to an Applicable Member notification of Company’s Plan;
- “the Notice of Sale” means the notice sent to all Applicable Members on the Notice Date;
- “the Plan” means the provisions contained in this Article by which the Directors intend to sell the shares of any Applicable Member who does not wish to be exempted from the Plan;
- “the Specified Date” means the date upon which the Directors are entitled to offer for sale the shares held by the non-exempted Applicable Members, being a date not less than six weeks after the Notice Date;
- (3) Directors shall be required to send a Notice of Sale to all Applicable Members to advise that the Company intends to invoke the Plan on the Specified Date mentioned in the Notice of Sale to sell the Shares registered in the name of each such Applicable Member on behalf of each such Applicable Member.
- (4) If an Applicable Member does not wish to have its shares sold in accordance with this Article 14, such an Applicable Member must advise in writing delivered to the Office prior to the Specified Date that:–
- (a) the Applicable Member wishes to be exempted from the provisions of this Article; or
- (b) the Applicable Member has purchased sufficient additional shares in the capital of the Company so as to increase its holding to least a Marketable Parcel.
- (5) If an Applicable Member has given written notice to the Company that the Applicable Member wishes its shares to be exempted from this Plan, the Applicable Member may at any time revoke or withdraw that notice and the provisions of this Article 14 shall apply thereafter to that Member.

-
- (6) If an Applicable Member does not advise the Company by the Specified Date that the provisions of this Article are not to apply to the Shares registered in the name of the Applicable Member referred to in the Notice of Sale, any of those Shares may be sold by the Company.
 - (7) Any Shares which may be sold pursuant to this Article may be sold on the terms, in the manner and at the time determined by the Directors and for the purposes of a sale pursuant to this Article each Applicable Member:–
 - (a) appoints the Company the Applicable Member's agent for the sale of the Shares held by the Applicable Member;
 - (b) authorises the Company to effect on behalf of the Applicable Member a transfer of the Shares sold;
 - (c) appoints the Company and its Directors jointly and severally as the attorneys for the Applicable Member in the name of the Applicable Member and on behalf of the Applicable Member to execute any instrument or take any other steps as they or any of them may consider appropriate to transfer the Shares sold.
 - (8) The title of the transferee to Shares acquired pursuant to this Article is not affected by any irregularity or invalidity in connection with the sale of Shares to the transferee.
 - (9) The proceeds of any sale of Shares pursuant to this Article less any unpaid calls and interest ("Sale Consideration") will be paid to the relevant Applicable Member or as that Applicable Member may direct.
 - (10) The Sale Consideration received by the Company in respect of all Shares sold pursuant to this Article will be paid into a bank account opened and maintained by the Company for the purposes of this Article.
 - (11) The Company will hold the Sale Consideration in trust for the Applicable Member whose Shares are sold pursuant to this Article and will forthwith notify the Applicable Member in writing that the Sale Consideration in respect of the Applicable Member's Shares has been received by the Company and is being held by the Company pending instructions from the Applicable Member as to how it is to be dealt with. Unless the Applicable Member has waived any entitlement it may have to a share certificate or certificates, the Member's instruction, to be effective, must be accompanied by the share certificate or certificates to which the Sale Consideration relates or, if the certificate or certificates has or have been lost or destroyed, by a statement and undertaking.
 - (12) Subject to the *Act*, the Company will bear all stamp duty, brokerage and government taxes and charges (except for tax on income or capital gains of the Applicable Member) associated with the sale of any Shares pursuant to this Article.
 - (13) The Plan may only be invoked once in any 12 month period after its adoption or renewal.
 - (14) If the Plan has been invoked and there is an announcement of a takeover offer or takeover announcement for Shares, no more sales of Shares may be made pursuant to this Article 14 until after the close of the offers made under the takeover offer or takeover announcement. The Plan may then be invoked again.

CALLS

GENERAL

15. (1) Subject to the *Act* and terms on which partly paid Shares are issued, the Directors may make calls on a Member in respect of any or all of the amount of money unpaid on a Share held by that Member unless and to the extent that the terms of issue of the Share make that amount payable at fixed times.
- (2) A call is taken to have been made when the resolution of the Directors authorising the call is passed. The call may be revoked or postponed at the discretion of the Board at any time prior to the date on

which payment of the call is due. The non-receipt of a notice of any call by, or the accidental omission to give notice of any call to, any Member does not invalidate the call.

- (3) The Directors may require a call to be paid by instalments as provided in Article 16.
- (4) The Company must comply with the Act and the Listing Rules in relation to the dispatch and content of notices to Members on whom a call is made.
- (5) A Member to whom notice of a call is given in accordance with this Article 15 is not under a contractual obligation to pay a call and the Company has no contractual right to recover calls made on its Shares from a Member who fails to pay a call.
- (6) The Directors may, on the issue of Shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

INSTALMENTS AND AMOUNTS WHICH BECOME PAYABLE

16. If:-

- (1) the Directors require a call to be paid by instalments; or
 - (2) an amount becomes payable by the terms of issue of Shares on allotment, or at a time or in circumstances specified in the terms of issue,
- then
- (3) the amount is payable as if it were a call made by the Directors and as if they had given notice of it; and
 - (4) the consequences of late payment or non-payment of the amount are the same as the consequences of late payment or non-payment of a call.

INTEREST AND EXPENSES

17. If an amount called is not paid on or before the due date, the Member liable to pay the amount must also pay:-

- (1) interest on the amount from the due date to the time of actual payment at a rate determined by the Directors (not exceeding 15% per annum); and
- (2) all expenses incurred by the Company as a consequence of the non-payment,

but the Directors may waive payment of the interest and expenses in whole or in part.

NO RIGHT TO RECOVER AMOUNTS DUE

18. The acceptance of Shares in the Company, whether resulting from allotment, transfer or transmission, shall not constitute a contract on the part of the person accepting the Shares to pay any calls in respect of the Shares or to make any contribution towards the debts and liabilities of the Company. The holder of a Share in the Company is not liable to be sued for any calls or contributions but is not entitled to receive any dividend upon any such Share upon which a call is due and unpaid.

PAYMENT OF CALLS IN ADVANCE

19. (1) The Directors may accept from a Member the whole or part of the amount unpaid on a Share before the amount accepted has been called.
- (2) The Company may:-
 - (a) pay interest on any amount accepted, until the amount is payable under a call and at a rate (not exceeding 15% per annum) agreed between the Member and the Directors; and

- (b) subject to any contract between the Company and the Member, repay all or any of the amount accepted in excess of the amount called on the Share.
- (3) Payment of an amount in advance of a call does not entitle the paying Member to any dividend, benefit or advantage, other than the payment of interest under this Article 19, to which the Member would not have been entitled if it had paid the amount when it became due.

FORFEITURE

FORFEITURE

20. (1) A Share in the Company is immediately forfeited if:-
- (a) a call is made on the Share; and
 - (b) the call is unpaid at the end of 14 days after it became payable.
- (2) Promptly after a Share has been forfeited:-
- (a) notice of the forfeiture must be given to the Member in whose name the Share was registered immediately before its forfeiture; and
 - (b) the forfeiture and its date must be noted in the Register.
- (3) Omission or neglect to give notice of or to note the forfeiture as specified in Article 20(2) will not invalidate a forfeiture.
- (4) Unpaid dividends, interest and other money payable by the Company in respect of forfeited Shares will also be forfeited.
- (5) The Directors may, at any time before a forfeited Share is sold, disposed of or cancelled, annul the forfeiture of the Share on conditions determined by them.

EFFECT ON FORMER MEMBER

21. (1) The interest of a person who held Shares which are forfeited Shares is extinguished but, subject to the Listing Rules, the former Member remains liable to pay:-
- (a) all money (including interest and expenses) that was payable by the Member to the Company as at the date of forfeiture in respect of the forfeited Shares; and
 - (b) interest from the date of forfeiture until payment at a rate determined by the Directors (not exceeding 15% per annum).
- (2) A former Member's liability to the Company ceases if and when the Company receives payment in full of all money (including interest and expenses) payable by the former Member in respect of the forfeited Shares. The liability may only be released or waived in accordance with the Listing Rules.

SALE OF FORFEITED SHARES

22. (1) On forfeiture, Shares become the property of the Company and forfeited Shares must be offered for sale by public auction in accordance with the requirements of section 254Q of the *Act* and the Listing Rules.
- (2) At least 14 days, and not more than 21 days, before the day of the sale, the sale must be advertised in a daily newspaper circulating generally throughout Australia. The specific number of shares to be offered need not be specified in the advertisement and it is sufficient to give notice of the sale by advertising to the effect that all Shares on which a call remains unpaid will be sold.

- (3) The Share may be sold credited as paid up to the sum of:-
- (a) the amount paid upon the Share at the time of forfeiture; and
 - (b) the amount of the call; and
 - (c) the amount of any other calls becoming payable on or before the day of sale,
- if the Company by ordinary resolution so determines.
- (4) The Directors may fix a reserve price for the Share that does not exceed the sum of:-
- (a) the amount of the call due and unpaid on the Share at the time of forfeiture; and
 - (b) the amount of any other calls that become payable on or before the date of the sale.
- (5) The Share may be withdrawn from sale if no bid at least equal to the reserve price is made at the sale.

DISPOSAL OF FORFEITED SHARES

23. (1) If:-
- (a) no bid for the Share is received at the sale; or
 - (b) the Share is withdrawn from sale,
- the Share must be held by the Directors in trust for the Company. It must be then disposed of by resolution. Unless otherwise specifically provided by resolution of the Members, the Share must first be offered to Members for a period of 14 days before being disposed of in any other manner.
- (2) At any meeting of the Company, no person is entitled to any vote in respect of the Shares held by the Directors in trust under Article 23(1).
- (3) The Company may:-
- (a) receive the consideration (if any) given for a forfeited Share on any sale or disposition of the Share; and
 - (b) effect a transfer of the Share in favour of a person to whom the Share is sold or disposed of.
- (4) The purchaser of the Share:-
- (a) is not bound to check the regularity of the sale or the application of the purchase price;
 - (b) obtains title to the Share despite any irregularity in the sale; and
 - (c) will not be subject to complaint or remedy by the former holder of the Share in respect of the purchase.

APPLICATION OF PROCEEDS FROM SALE OF SHARE

24. (1) The proceeds of any sale under Article 22 or any disposal under Article 23 must be applied by the Company in the following order:-
- (a) the expenses of the sale;
 - (b) any expenses necessarily incurred in respect of the forfeiture; and
 - (c) the calls on the Share that are due and unpaid.

- (2) The balance remaining after the payment of the amounts mentioned in Article 24(1) must be paid to the Member whose Share has been sold. If there is a Share Certificate, the balance does not have to be paid until the Member delivers the certificate to the Company.

VALIDITY OF TRANSACTIONS

25. (1) A statement in writing signed by a Director and the Secretary stating that a Share has been forfeited and sold or reissued or sold without forfeiture to enforce a lien, is prima facie evidence of the forfeiture of the Share and the right of the Company to sell, re-issue or dispose of that Share.
- (2) If a sale is not held in time because of error or inadvertence, a late sale is not invalid if it is held as soon as practicable after the discovery of the error or inadvertence.
- (3) When a Share is sold pursuant to this Article, the Directors may—
- (a) receive the purchase money or consideration given for the Share;
 - (b) effect a transfer of the Shares or execute or appoint a person to execute, on behalf of the former holder, a transfer of the Share; and
 - (c) register as the holder of the Share the person to whom the Share is sold.

TRANSFER OF SHARES

GENERAL

26. (1) Subject to this Constitution, a Member may transfer Shares held by that Member.
- (2) Subject to Article 26(3), Shares may be transferred by:—
- (a) a written transfer instrument in any usual or common form; or
 - (b) any other form approved by the Directors.
- (3) (a) At the discretion of the Directors, the Company may participate in any computerised or electronic system for market settlement, securities transfer and registration conducted in accordance with the Act, the Listing Rules and the Operating Rules.
- (b) If the Company participates in a system of the kind described in Article 26(3)(a), then despite any other provision of the Constitution:—
- (i) Shares may be transferred, and transfers may be registered, in any manner required or permitted by the Listing Rules or the Operating Rules applying in relation to the system;
 - (ii) the Company must comply with and give effect to those rules; and
 - (iii) the Company may, in accordance with those rules, decline to issue certificates for holdings of Shares.
- (4) A written transfer instrument must be:—
- (a) executed by the transferor;
 - (b) unless the Directors decide otherwise in the case of a fully paid Share, executed by the transferee, and

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- (c) in the case of a transfer of partly paid Shares, endorsed or accompanied by an instrument executed by the transferee or by the transferee's broker to the effect that the transferee agrees to accept the Shares subject to the terms and conditions on which the transferor held them, to become a Member and to be bound by the Constitution.
 - (5) Subject to the *Act*, the written transfer instrument may comprise two documents.
 - (6) Except as provided by any applicable Operating Rules of a CS Facility:–
 - (a) a transferor of Shares remains the holder of the Shares transferred until the transfer is registered and the name of the transferee is entered in the Register in respect of the Shares;
 - (b) a transfer of Shares does not pass the right to any dividends on the Shares until such registration.

TRANSFER PROCEDURE

- 27. (1) For a transfer of Shares that is not a transfer to be effected through a prescribed CS Facility:–
 - (a) the written transfer instrument must be left at the Office or another place acceptable to the Company;
 - (b) the instrument must be accompanied by a certificate for the Shares dealt with in the transfer where a certificate has been issued, unless the Directors waive production of the certificate on receiving satisfactory evidence of the loss or destruction of the certificate; and
 - (c) the Directors may, if the Listing Rules permit, require other evidence of the transferor's right to transfer the Shares.
- (2) For a transfer of a Share that is a transfer to be effected through a prescribed CS Facility a Share transfer must be effected in accordance with the Listing Rules and the Operating Rules.

RIGHT TO REFUSE REGISTRATION

- 28. (1) The Directors may in their absolute discretion refuse to register any transfer of Shares or other securities in any circumstances permitted by the Listing Rules.
- (2) If permitted to do so by the Listing Rules, the Directors may:–
 - (a) request any applicable CS Facility Operator to apply a holding lock to prevent a transfer of shares in the Company from being registered on the CS Facility's sub-register; or
 - (b) refuse to register any transfer where the Company is, or the Directors are, required to do so by the Listing Rules; or
 - (c) refuse to register any transfer to which Article 28(2)(a) does not apply.
- (3) Despite Articles 28(1) and 28(2), if the transfer is to be effected through a prescribed CS Facility, the Company must comply with the Operating Rules of the CS Facility in respect of that transfer and must not refuse or fail to register or give effect to, or delay or in any way interfere with it.
- (4) Subject to Article 28(3), and where the Company is listed, then despite any other provision in this Constitution:–
 - (a) Restricted Securities cannot be disposed of during the escrow period except as permitted by the Listing Rules or ASX;
 - (b) the Company may ask the applicable CS Facility Operator to apply a holding lock to prevent a transfer;

- (c) the Company must refuse to acknowledge a disposal (including registering a transfer) of Restricted Securities during the escrow period except as permitted by the Listing Rules or ASX; and
 - (d) during a breach of the Listing Rules relating to Restricted Securities, or a breach of a Restriction Agreement, the holder of the Restricted Securities is not entitled to any dividend or distribution or voting rights in respect of the Restricted Securities.
- (5) If a person has lodged a transfer which the Directors have refused to register, the Company must, within 5 Business Days after the date of lodgement, give to the lodging person written notice of the refusal and the reasons for it.

TRANSMISSION OF SHARES

TITLE ON DEATH

- 29.
- (1) The legal personal representative of a deceased Member who was the sole holder of Shares is the only person whom the Company will recognise as having any title to the deceased Member's Shares.
 - (2) If a deceased Member was a joint holder of Shares, the other joint holder is the only person who the Company will recognise as having any title to the deceased Member's Shares.
 - (3) The estate of a deceased Member will not be released from any liability to the Company in respect of the Shares.
 - (4) The Company may register or give effect to a transfer to a transferee who dies before the transfer is registered.

ENTITLEMENT TO TRANSMISSION

- 30.
- (1) A person who becomes entitled to a Share in consequence of the death, mental illness or bankruptcy of a Member may, subject to Article 27 and to producing to the Company evidence of its entitlement which is satisfactory to the Directors, elect to:–
 - (a) be registered as the holder of the Share; or
 - (b) transfer the Share to some other person nominated by it.
 - (2) If the person who has become entitled to a Share:–
 - (a) elects to be registered as the holder, then the person must deliver or send to the Company a written notice of election signed by him or her; or
 - (b) elects to transfer the Share, then the person must effect a transfer of the Share.
 - (3) An election to be registered as a holder of a Share under Article 30(1)(a) or a transfer of a Share from a Member or deceased Member under this Article 30 is subject to the same limitations, restrictions and provisions of this Constitution as would apply if the election were a transfer or the transfer were made by the Member or deceased Member himself or herself.
 - (4) A person who:–
 - (a) has become entitled to a Share by operation of law; and
 - (b) has produced evidence of its entitlement which is satisfactory to the Directors,is entitled to the dividends and the rights of the registered holder of the Share.

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- (5) Where two or more persons are jointly entitled to any Share in consequence of the death of the registered holder, they will be considered to be joint holders of the Share.

CHANGES TO SHARE CAPITAL

CONSOLIDATION OR SUBDIVISION

31. For the purpose of giving effect to any consolidation or subdivision of Shares, the Directors may, subject to the Operating Rules, settle any difficulty which arises with respect to fractions of Shares in any manner that they think expedient.

GENERAL MEETINGS

GENERAL

CONVENING

32. (1) A Director may call a meeting of Members.
- (2) The Directors must convene Annual General Meetings in accordance with the *Act*, to be held by the Company at times to be determined by the Directors.
- (3) Members may also requisition or convene general meetings in accordance with the procedures for Member-initiated meetings set out in the *Act*.

NOTICE

33. (1) Members must be given at least 28 days written notice (inclusive of the day on which the notice is served or taken to be served and exclusive of the day for which notice is given) of a general meeting .
- (2) General meetings may be called on less than 28 days notice in accordance with the procedures set out in the *Act*.
- (3) A notice convening a general meeting must:–
- (a) specify the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) state the general nature of the business to be transacted at the meeting;
 - (c) specify a place and facsimile number and may specify an electronic address for the purposes of proxy appointments;
 - (d) comply with any other requirements of the *Act*.

BUSINESS

34. (1) The business of an Annual General Meeting will be to:–
- (a) consider the annual financial report and report of the Directors and Auditor required by the *Act*;
 - (b) elect Directors;
 - (c) where relevant, appoint and fix the remuneration of the Auditor; and
 - (d) transact any other business which under this Constitution may be transacted at a general meeting.

- (2) The Chairperson of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to:-
- (a) ask questions about or make comments on the management of the Company;
 - (b) ask the Auditor or his or her representative questions relevant to the conduct of the audit and the preparation and contents of the Auditor's report for the Company;
 - (c) The Directors may postpone or cancel any general meeting (other than a meeting convened as the result of a requisition under Article 32(3)) at any time before the day of the meeting.
 - (d) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.
- (3) An accidental omission to send a notice of a general meeting (including a proxy appointment form) or the postponement of a general meeting to any Members or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

MEMBER

35. In Articles 36, 37, 40 and 45, "Member" includes a Member present in person or by proxy, attorney or Representative.

QUORUM

36. (1) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (2) A quorum shall be constituted by:-
- (a) when the Company's Members number fifty (50) or less: three (3) persons entitled to attend and vote at a meeting of the Company's Members;
 - (b) when the Company's Members number more than fifty (50): ten (10) persons entitled to attend and vote at a meeting of the Company's Members.
- (3) If a quorum is not present within 30 minutes after the time appointed for a meeting:-
- (a) the meeting is automatically dissolved if it was convened by or on the requisition of Members; or
 - (b) in any other case:-
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

CHAIRPERSON

37. (1) The Chairperson, or in the Chairperson's absence the Deputy Chairperson, of Directors' meetings will be the Chairperson at every meeting of Members.
- (2) If:-

- (a) there is no Chairperson or Deputy Chairperson; or
 - (b) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the meeting; or
 - (c) the Chairperson and Deputy Chairperson are unwilling to act as Chairperson of the meeting.
the Directors present may elect a Chairperson.
- (3) If no election is made pursuant to Article 37(2), then:–
- (a) the Members may elect one of the Directors present as Chairperson; or
 - (b) if no Director is present or is willing to take the Chair, the Members may elect one of the Members present as Chairperson.
- (4) If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.

GENERAL CONDUCT

38. The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting will be determined by the Chairperson, including the procedure for the conduct of the election of Directors.

ADJOURNMENT

39. (1) The Chairperson of a meeting at which a quorum is present:–
- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
 - (b) must adjourn a meeting if the meeting directs him or her to do so.
- (2) An adjourned meeting may take place at a different venue from the initial meeting.
- (3) The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- (4) If a general meeting has been adjourned for more than 30 days, notice of the adjourned meeting must be given to Members as if it were an original meeting, but otherwise it is not necessary to give notice of an adjourned meeting or the business of the adjourned meeting.
- (5) A poll cannot be demanded on any resolution concerning the adjournment of a meeting except by the Chairperson.

DECISIONS

40. (1) Subject to the *Act* in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (2) Subject to any rights or restrictions for the time being attached to any class or classes of shares:–
- (a) on a show of hands every person present who is a Member has one (1) vote at the time of the show of hands; and
 - (b) on a poll every Member present has one (1) vote for each share held by the Member at the time of the poll except for those Members who hold partly paid Shares, each of which confers on a poll only the fraction of one vote which the amount paid (not credited) on the Share bears

to the total amounts paid and payable (excluding amounts credited) on the Share. An amount paid in advance of a call is disregarded for this purpose.

- (3) Where a Member holds a share on which a call or other amount payable to the Company has not been paid when due, that Member:
 - (a) is only entitled to be present at a general meeting and vote if that Member holds, as at the time of the general meeting, other Shares on which no money is then due and payable; and
 - (b) on a poll, is not entitled to vote in respect of that Share but may vote in respect of any Shares held by that Member as at the time of the general meeting on which no money is then due and payable.
- (4) If the share is held jointly and more than one (1) Member votes in respect of the Share, only the vote of the Member whose name appears first in the Register counts.
- (5) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the *Act*.
- (6) A poll may be demanded at the times permitted by the *Act*.
- (7) Unless a poll is demanded:
 - (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or not passed; and
 - (b) an entry to that effect in the minutes of the meeting,is conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (8) The demand for a poll may be withdrawn.
- (9) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

TAKING A POLL

41.
 - (1) Subject to Article 41(5), a poll will be taken when and in the manner that the Chairperson directs.
 - (2) The result of the poll will determine whether the resolution on which the poll was demanded is carried or lost.
 - (3) The Chairperson may determine any dispute about the admission or rejection of a vote, and such determination, if made in good faith, will be final and conclusive.
 - (4) A poll cannot be demanded on any resolution concerning the election of the Chairperson of a meeting.
 - (5) A poll demanded by the Chairperson of any resolution concerning the adjournment of a meeting must be taken immediately.
 - (6) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

CASTING VOTE OF CHAIRPERSON

42. The Chairperson does not have a casting vote (in addition to the Chairperson's vote(s) as a Member, proxy, attorney or Representative) on a show of hands or on a poll.

OFFENSIVE MATERIAL

43. The Chairperson may refuse a person admission to, or require the person to leave and not return to, a meeting if the person:-

- (1) refuses to permit examination of any article in the person's possession; or
- (2) is in possession of any:-
 - (a) electronic or recording device;
 - (b) placard or banner; or
 - (c) other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

AUDITOR'S RIGHT TO BE HEARD

44. The Auditor may:-

- (1) attend any general meeting of the Company;
- (2) be heard at any general meeting of the Company on any part of the business of the meeting that concerns the Auditor in his or her capacity as auditor, even if:-
 - (a) the Auditor retires at the meeting;
 - (b) Members pass a resolution to remove the Auditor from office; and
- (3) authorise a person in writing to attend and speak at any general meeting as the Auditor's representative.

VOTES OF MEMBERS

ENTITLEMENT TO VOTE

45. (1) Subject to this Constitution and to any rights or restrictions attaching to any class of Shares:-
- (a) every Member may vote;
 - (b) subject to Article 49(3) and the *Act*, on a show of hands every Member has one vote;
 - (c) on a poll every Member has:-
 - (i) for each fully paid Share held by the Member, one vote; and
 - (ii) for each partly paid Share held by the Member, a fraction of a vote equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) on the Share.
- (2) During a breach of the Listing Rules relating to Shares which are Restricted Securities, or a breach of a restriction agreement, the holder of the relevant Restricted Securities is not entitled to any voting rights in respect of those Restricted Securities.
- (3) If a Member is of unsound mind or is a person whose estate or property had had a personal representative, trustee or other person appointed to administer it, the Member's personal representative, trustee or other person with the management of the Member's estate or property may exercise any

rights of the Member in relation to a meeting of Members as if the personal representative, trustee or other person was a Member.

UNPAID CALLS

46. A Member is entitled to:–

- (1) vote; or
- (2) be counted in a quorum,

only in respect of Shares on which all calls due and payable have been paid.

JOINT HOLDERS

47. (1) If two or more joint holders purport to vote, the vote of the joint holder whose name appears first in the Register will be accepted, to the exclusion of the other joint holder or holders.
- (2) For the purposes of Article 47(1), several executors or administrators of a deceased Member in whose sole name any Shares are registered will be taken to be joint holders of those Shares.

OBJECTIONS AND LISTING RULES

48. (1) An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.
- (2) An objection must be referred to the Chairperson of the meeting, whose decision made in good faith is final.
- (3) Subject to Article 48(4), a vote which the Chairperson does not disallow pursuant to an objection is valid for all purposes.
- (4) A vote which the Listing Rules require the Company to disregard is not valid.

VOTES BY PROXY

49. (1) Subject to Article 50(1), a Member who is entitled to vote at a meeting of the Company may appoint not more than two proxies to attend and vote at the meeting on that Member's behalf.
- (2) If a Member appoints one proxy, that proxy may, subject to the *Act*, vote on a show of hands.
- (3) If a Member appoints two proxies neither proxy may vote on a show of hands.
- (4) A proxy may demand or join in demanding poll.

INSTRUMENT APPOINTING PROXY

50. (1) A Member who is entitled to vote at a meeting may appoint:–
 - (a) one proxy if the Member is only entitled to one vote; and
 - (b) one or two proxies if the Member is entitled to more than one vote.
- (2) A Member who is a natural person may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney duly authorised in writing.
- (3) A Member which is a corporation may appoint a proxy by a written appointment executed in accordance with section 127 of the *Act* or the appointor's attorney duly authorised in writing.

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- (4) A proxy need not be a Member.
 - (5) If a Member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
 - (6)
 - (a) Except as permitted by the Directors or Chairperson, a form of appointment of proxy is only valid if it complies with the requirements of the *Act*.
 - (b) Schedule 1 sets out a form of appointment of proxy approved by the Directors.
 - (7) A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.
 - (8) A proxy's appointment is valid at an adjourned meeting.

PROXY IN BLANK

51. If an instrument of proxy is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either act as proxy or complete the instrument of proxy by inserting the name of one or more Directors or the Secretary.

LODGEMENT OF PROXY

52. (1) Subject to Article 52(3), the written appointment of a proxy must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- (2) If the appointment purports to be executed under a power of attorney or other authority, the original document or a notarially certified copy of it must be forwarded with the appointment.
- (3) The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

VALIDITY

53. A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
 - (1) died;
 - (2) became of unsound mind;
 - (3) revoked the proxy or power; or
 - (4) transferred the Shares in respect of which the vote was cast,

unless any written notification of the death, unsoundness of mind, revocation or transfer was received by the Company before the relevant meeting or adjourned meeting.

REPRESENTATIVES OF CORPORATIONS

54. (1) Any Member which is a corporation may appoint an individual as its representative as provided by the *Act*.
- (2) The Chairperson of a general meeting may permit a person claiming to be a Representative to exercise his or her powers even if he or she has not produced a certificate evidencing his or her appointment.
- (3) The appointment of a Representative may set out restrictions on the Representative's powers.

POWERS OF ATTORNEY

55. (1) If a Member executes or proposes to execute any document or do any act by or through an attorney which is relevant to the Company or the Member's shareholding in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- (2) 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.
- (3) Any power of attorney granted by a Member will, as between the Company and the Member who granted the power of attorney:–
- (a) continue in force, and
- (b) may be acted on,
- unless express notice in writing of its revocation or of the death of the Member who granted it is lodged with the Company.
- (4) Where a Member proposes that an attorney represent the Member at a general meeting or adjourned meeting, the Member must comply with Article 52(2).

DIRECTORS

NUMBER OF DIRECTORS

56. (1) Subject to the *Act*, the Company may by resolution passed at a general meeting increase or reduce the number of Directors.
- (2) Until the Company resolves otherwise there will be:–
- (a) a minimum of three Directors; and
- (b) a maximum of 12 Directors.
- (3) The Directors and Secretary in office as at the date this Constitution is adopted by the Company continue in office subject to this Constitution.

QUALIFICATION

57. Neither a Director nor an Alternate Director has to hold any Shares, but a Director (and an Alternate Director when acting as a Director) is entitled to notice of and to attend and speak at all general meetings and at every meeting of the holders of Shares of any class of Shares.

POWER TO REMOVE AND APPOINT

58. (1) The Company may, subject to the *Act*, by resolution passed in general meeting:–
- (a) remove any Director before the end of the Director's term of office; and/or
 - (b) appoint another person in the Director's place.
- (2) A person appointed under Article 58(1)(b) will hold office for the remainder of the term for which the Director replaced would have held office if the Director had not been removed.
- (3) Subject to the provisions of this Constitution, the Company may appoint a person as a Director by resolution passed in general meeting.
- (a) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically convened for that purpose may suspend that Director.
 - (b) Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with Article 58(1)(a) or annul the suspension and reinstate the Director.

ADDITIONAL AND CASUAL DIRECTORS

59. (1) Subject to Article 56, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- (2) A Director appointed under Article 59(1) will hold office until the next Annual General Meeting of the Company when the Director may be re-elected but will not be taken into account in determining the number of Directors who must retire by rotation.

REMAINING DIRECTORS

60. (1) The Directors may act even if there are vacancies on the Board.
- (2) If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Director or Directors may act only to:–
- (a) appoint a Director; or
 - (b) convene a general meeting.

FILLING VACATED OFFICE

61. (1) If a Director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.
- (2) If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be considered to have been re-elected unless, at the meeting at which he or she retires:–
- (a) it is resolved not to fill the vacated office; or
 - (b) a resolution for the re-election of the Director is put and lost.

RETIREMENT BY ROTATION

62. (1) Subject to the Listing Rules and Article 66(7), at each Annual General Meeting one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors must retire from office.
- (2) The Directors to retire by rotation at an Annual General Meeting are those Directors who have been longest in office since their last election or appointment.
- (3) Directors elected or appointed on the same day may agree among themselves or determine by lot which of them must retire.
- (4) Subject to Article 66(7), a Director must retire from office at the conclusion of the third Annual General Meeting after the Director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office.
- (5) A retiring Director will be eligible for re-election.

NOMINATION OF DIRECTOR

63. (1) A person is not eligible for election as a Director at a general meeting unless:–
- (a) the person is a Director retiring by rotation who seeks re-election; or
- (b) the person is proposed by at least 50 Members or Members holding between them at least 5% of the votes that may be cast at a general meeting of the Company; and
- (c) the proposing Members or Director leave a notice at the Office which nominates the candidate for the office of Director and includes the written consent of the person nominated.
- (2) A notice given in accordance with Article 63(1) must be left at the Office not less than 30 Business Days before the relevant general meeting.

VACATION OF OFFICE

64. (1) The office of a Director immediately becomes vacant if the Director:–
- (a) ceases to be a Director by virtue of the *Act*;
- (b) is prohibited by the *Act* from holding office or continuing as a Director;
- (c) is prohibited from holding or is removed from the office of Director by an order made under the *Act*;
- (d) becomes bankrupt or makes any general arrangement or composition with his or her creditors
- (e) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (f) resigns from his or her office as Director by notice in writing to the Company;
- (g) is removed by a resolution of the Company; or
- (h) not being engaged abroad on the business of the Company, is absent from Director's meetings for three consecutive months without leave of absence from the Directors.
- (2) A Director who holds any executive office in the Company (including the office of Managing Director) ceases to be a Director when he or she ceases to hold the executive office.

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- (3) A person ceasing to be a Director by virtue of the provisions of Article 64(2) will not thereby be rendered ineligible for appointment or election as a Director under any Article other than Article 66.

ALTERNATE DIRECTORS

65. (1) A Director may, with the approval of the Directors, appoint any person as his or her alternate.
- (2) An Alternate Director is entitled to notice of Directors' meetings while he or she is acting in that capacity and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- (3) An Alternate Director is an officer of the Company and is not an agent of the appointor.
- (4) The provisions of this Constitution which apply to Directors also apply to Alternate Directors, except that Alternate Directors are not entitled in that capacity to any remuneration from the Company.
- (5) The appointment of an Alternate Director:-
- (a) may be revoked at any time by the appointor or by the other Directors; and
- (b) ends automatically when his or her appointor ceases to be a Director.
- (6) Any appointment or revocation under this Article must be effected by written notice delivered to the Secretary.
- (7) For the purposes of Article 69, an Alternate Director does not have an interest in a contract or arrangement or a material personal interest in a matter by reason only of the fact that his or her appointor has such an interest.

EXECUTIVE DIRECTORS

APPOINTMENT

66. (1) (a) The Directors may appoint a Director to the office of Managing Director on such terms as they think fit.
- (b) The Directors may appoint a Director to any other full-time or substantially full-time executive position in the Company on such terms as they think fit.
- (c) A Director appointed under 66(1)(a) or 66(1)(b), and a Director (however appointed) occupying for the time being a full-time or substantially full-time executive position in the Company or a related body corporate, is referred to in this Constitution as an Executive Director.
- (2) The position of Chairperson of Directors may be a full-time executive position if the Directors so resolve.
- (3) If the appointment of an Executive Director is for a fixed term, the term must not exceed five years.
- (4) The Directors may, subject to the terms of the Executive Director's employment contract, suspend, remove or dismiss him or her from executive office and appoint another Director in that place.
- (5) If the Managing Director or the Chairperson (if appointed to a full-time executive position) ceases to be a Director, his or her executive office terminates automatically.
- (6) If an Executive Director is suspended from executive office, his or her duties and obligations as Director are suspended for the same period.
- (7) A Managing Director is not subject to retirement by rotation and is not to be taken into account in determining the rotation of retirement of Directors. Any other Executive Directors are subject to retirement by rotation.

POWERS OF EXECUTIVE DIRECTORS

67. (1) The Directors may confer on an Executive Director any powers exercisable by the Directors, subject to any terms and restrictions determined by the Directors.
- (2) The Directors may authorise an Executive Director to sub-delegate all or any of the powers vested in him or her.
- (3) Any power conferred pursuant to this Article may be concurrent with but not to the exclusion of the Directors' powers.
- (4) The Directors may at any time withdraw or vary any of the powers conferred on an Executive Director.

POWERS AND DUTIES OF DIRECTORS

68. (1) The business of the Company is managed by or under the direction of the Directors who may exercise all powers of the Company that this Constitution, the Act or the Listing Rules do not require to be exercised by the Company in general meeting.
- (2) Without limiting the generality of Article 68(1), the Directors may exercise all the power of the Company to:-
- (a) borrow money;
 - (b) charge any property or business of the Company or all or any of its uncalled capital;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

REMUNERATION OF DIRECTORS

REMUNERATION OF NON-EXECUTIVE DIRECTORS

69. (1) Subject to the Listing Rules, the Directors (other than an Executive Director) may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum from time to time determined by the Company in general meeting.
- (2) The notice convening a general meeting at which it is proposed that Members approve an increase of the aggregate maximum sum must state the amount of the increase and the aggregate maximum sum, and any other matters required by the Listing Rules.
- (3) Subject to the Listing Rules, the aggregate maximum sum will be divided among the Non-Executive Directors in such proportion and manner as the Directors agree and, in default of agreement, equally.
- (4) Non-Executive Directors may not be paid a commission on or a percentage of profits or operating revenue.
- (5) If a Non-Executive Director is required to perform services for the Company which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, the Company may pay the Director a fixed sum determined by the Directors in addition to or instead of the Director's remuneration under Article 69(1). No payment may be made under this Article 69(5) if the effect of the payment would be to exceed the aggregate amount of Director's remuneration determined by the Company in general meeting.

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- (6) The Non-Executive Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the Company's business.
 - (7) The Company may also pay a premium in respect of a contract insuring a person who is or has been a Non-Executive Director against liability incurred by the person as a Director, except in circumstances prohibited by the *Act*.

REMUNERATION OF EXECUTIVE DIRECTORS

70. (1) The remuneration of an Executive Director may from time to time be fixed by the Directors. The remuneration may be by way of salary or commission or participation in profits or by all or any of these modes but may not be by commission on, or a percentage of, operating revenue.
- (2) The Company may pay a premium in respect of a contract insuring a person who is or has been an Executive Director against liability incurred by the person as a Director, except in circumstances prohibited by the *Act*.

BENEFIT TO RETIRING DIRECTORS

71. (1) The Directors may:–
 - (a) pay a gratuity, pension or allowance, on retirement or other vacation of office, to or for the benefit of a Director or to his or her spouse or dependants; and
 - (b) make contributions to any fund and pay any premiums for the purchase or provision of any such gratuity, pension or allowance;in the circumstances provided in, and subject to the approval of Members if so required by, the *Act*.
- (2) The Directors may enter into a contract or arrangement with a prospective, present or former Director for the payment of benefits or the making of contributions of the kinds referred to in Article 71(1).
- (3) The Directors may establish or support or assist in the establishment or support of funds and trusts to provide pension, retirement, superannuation or similar payments or benefits to the Directors.

PROCEEDINGS OF DIRECTORS

DIRECTORS' MEETINGS

72. (1) A meeting of the Directors:–
 - (a) may at any time be convened by the Chairperson, the Deputy Chairperson, or any two Directors; and
 - (b) must be convened by the Secretary on the request of the Chairperson, the Deputy Chairperson, or any two Directors.
- (2) An accidental omission to send a notice of a meeting of Directors to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings at or any resolution passed at the meeting.
- (3) (a) Subject to the *Act*, a Director's meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
 - (c) A Director who participates in a meeting held in accordance with this Article 72(3) is taken to be present and entitled to vote at the meeting.
 - (d) A Director can only withdraw his or her consent to the means of communication between Directors proposed for a Directors' meeting if the Director does so at least 48 hours before the meeting.
- (4) Article 72(3) applies to meetings of Directors' committees as if all committee members were Directors.
 - (5) The Directors may meet together, adjourn and regulate their meetings as they think fit.
 - (6) Subject to the *Act*, a quorum for meetings of Directors may be fixed by the Directors and unless so fixed, is two.
 - (7) Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the Chairperson or the Managing Director may convene a general meeting of Members to deal with the matter.
 - (8) Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

DECISIONS

- 73. (1) Questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to Article 74, each Director has one vote.
- (2) The Chairperson of a meeting has a casting vote in addition to his or her deliberative vote, except where only two Directors are present and entitled to vote on the matter.
- (3) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (4) If the Alternate Director is a Director, he or she also has a vote as a Director.

DIRECTORS' INTERESTS

- 74. (1) A Director who has a material personal interest in a matter that is to be considered at a meeting of Directors must not:–
 - (a) vote on the matter or be present while the matter is being considered at the meeting; and
 - (b) be counted in the quorum in relation to that matterif to do so would be contrary to the *Act*.
- (2) Each Director must disclose to the Company particulars of:–
 - (a) any material contract in which the Director is interested, including the names of the parties to the contract, particulars of the contract, and the Director's interest in the contract; and
 - (b) any material personal interest in a matter that is being considered at a meeting of the board or of Directors.
- (3) Voting by a Director contrary to this Article 74, or failure by a Director to make disclosure under this Article, does not render void or voidable a contract in which the Director has an interest.

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- (4) A Director and any firm, body or entity in which a Director has a direct or indirect interest may in any capacity:-
- (a) enter into any contract or arrangement with the Company;
 - (b) be appointed to and hold any office or place of profit under the Company, other than the office of auditor; and
 - (c) act in a professional capacity, other than as auditor, for the Company,

and provided that he or she makes disclosure as required by this Article 74, may receive and retain for his or her own benefit any remuneration, profits or benefits as if he or she were not a Director.

CHAIRPERSON

75. (1) The Directors may elect a Director as Chairperson of Directors' meetings and may determine the period for which the Chairperson will hold office.
- (2) If no Chairperson is elected or if the Chairperson is not present at any Directors' meeting within 10 minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be Chairperson of the meeting.
- (3) The Directors may elect a Director as Deputy Chairperson to act as Chairperson in the Chairperson's absence.

DIRECTORS' COMMITTEES

76. (1) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees. The Directors may at any time revoke any delegation of power to a committee.
- (2) At least one Member of each committee must be a Director.
- (3) A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- (4) A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- (5) Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

WRITTEN RESOLUTIONS

77. (1) If a majority of the Directors who are eligible to vote on a resolution sign a document containing a statement that they are in favour of the resolution in terms set out in the document, then the resolution is passed when the last Director forming part of that majority signs.
- (2) For the purposes of Article 77(1), separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (3) Any document referred to in this Article may be in the form of a facsimile transmission or electronic notification.
- (4) If a Directors' meeting is taken to have been held in accordance with this Article, the minutes must record that fact.

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- (5) This Article applies to meetings of Directors' committees as if all Members of the committee were Directors.
 - (6) Any document referred to in this Article 77 must be sent to every Director who is entitled to vote on the resolution (whether or not the Director signs the document).

VALIDITY OF ACTS OF DIRECTORS

78. If it is discovered that:–

- (1) there was a defect in the appointment of a person as a Director, Alternate Director or Member of a Directors' committee; or
- (2) a person appointed to one of those positions was disqualified;

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

OTHER OFFICERS

SECRETARY

79. (1) There must be at least one Secretary of the Company appointed by the Directors on conditions determined by them.
- (2) The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

INSURANCE AND INDEMNITY OF APPLICABLE PERSONS

APPLICABLE PERSONS

80. The provisions of Articles 81, 82, 83 and 84 shall apply to Applicable Persons, which expression shall include:–
 - (1) every person who is or has been an Officer of the Company;
 - (2) every person who is or has been an Officer of a Related Body Corporate of the Company;
 - (3) if the Directors determine, an employee or former employee of the Company or a Related Body Corporate of the Company;
 - (4) if the Directors determine and to the extent permitted under the Act, an auditor or former auditor of the Company or a Related Body Corporate of the Company.

INSURANCE

81. (1) To the extent permitted under the Act, the Company may pay, or agree to pay, a premium in respect of a contract insuring any one or more Applicable Persons against any liability incurred by the Applicable Person PROVIDED THAT the liability does not arise out of conduct involving:–
 - (a) a wilful breach of duty in relation to the Company or a Related Body Corporate of the Company; or
 - (b) a contravention of section 182 or 183 of the Act.

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- (2) To the extent permitted under the Act, the Company may pay, or agree to pay, an Applicable Person for costs and expenses incurred by that Applicable Person in defending proceedings, whatever the outcome of the proceedings.

INDEMNITY

82. (1) The Company does not exempt an Applicable Person from a liability to the Company incurred in their capacity as an Applicable Person.
- (2) To the extent permitted by the Act, the Company indemnifies any Applicable Person against non legal costs incurred as an Applicable Person except:—
- (a) for a liability owed to the Company or a Related Body Corporate of the Company;
 - (b) for a liability for a pecuniary penalty order under section 1317G or compensation order under section 1317H or section 1317HA of the Act;
 - (c) for a liability owed to a third party arising out of conduct involving a lack of good faith.
- (3) To the extent permitted by the Act, the Company indemnifies any Applicable Person against legal costs incurred in defending an action for a liability incurred as an Applicable Person except:—
- (a) in defending or resisting proceedings in which the Applicable Person is found to have a liability for which they could not be indemnified under Article 82(2); or
 - (b) in defending or resisting criminal proceedings in which the Applicable Person is found guilty; or
 - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission (and any of its successors) or a liquidator for a court order if the grounds for making the order are found by a court to have been established; or
 - (d) in connection with proceedings for relief to the Applicable Person under the Act in which the Court denies relief.
- (4) Where the costs and expenses incurred by an Applicable Person under Articles 82(1), 82(2) or 82(3) are recovered by the Company under an insurance policy taken out or paid for by the Company pursuant to Article 81, the extent of the indemnification of an Applicable Person shall be reduced accordingly.

LOAN TO AN APPLICABLE PERSON

83. (1) To the extent permitted by the Act, the Directors may give a loan or advance to an Applicable Person to assist with the payment of costs and expenses of the Applicable Person which may be incurred under Article 81, where, in the opinion of the Directors, the costs and expenses are likely to become an amount for which the Company may become liable.
- (2) If, upon a determination of the proceedings, the costs and expenses for which the loan or advance was given are not the liability of the Company, the loan or advance given to the Applicable Person shall be recoverable according to the terms of the loan or advance.

DEFINITION OF "PROCEEDINGS"

84. In Articles 81, 82 and 83, the term "proceedings" means any proceedings and any appeal in relation to any proceedings, whether civil or criminal, being proceedings in which it is alleged that the Applicable Person has done or omitted to do some act, matter or thing in his capacity under which the person has become an Applicable Person (including proceedings alleging that the Applicable Person was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a Related Body Corporate).

ADMINISTRATION

SERVICE OF NOTICES

85. (1) Notice may be given by the Company to any person who is entitled to notice under this Constitution by:-
- (a) serving it on the person;
 - (b) sending it by post, facsimile transmission or electronic notification to the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person; or
 - (c) (except in the case of a notice of meeting of Members which is required to be given individually to each Member entitled to vote at the meeting and to each Director and each Alternate Director), advertising in one or more of the newspapers published in the city of Melbourne, Victoria as determined by the Directors, if in the opinion of the Directors extreme or unusual circumstances make it appropriate to do so.
- (2) A notice sent by post is taken to be served:-
- (a) by properly addressing, prepaying, and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- (3) A notice sent by facsimile transmission or electronic notification is taken to be served:-
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day of its transmission except if transmitted after 5.00 pm in which case is taken to be served on the next day.
- (4) A notice given by advertisement is taken to be served on the date on which the advertisement first appears in a newspaper.
- (5) A notice may be served by the Company on joint holders under Article 85(1)(a) or 85(1)(b) by giving the notice to the joint holder whose name appears first in the Register.
- (6) Every person who is entitled to a Share by operation of law and who is not registered as the holder of the Share is taken to receive any notice served in accordance with this Article by advertisement or on the person from whom it derives title.
- (7) A Share certificate, cheque, warrant or other document may be delivered by the Company either personally or by sending it:-
- (a) in the case of a Member who does not have a Registered Address in Australia, by airmail post, by facsimile transmission, electronic notification or in another way that ensures that it will be received quickly, as appropriate; and
 - (b) in any other case by ordinary post.
- (8) A Member whose Registered Address is not in Australia may specify in writing an address in Australia as the Member's Registered Address within the meaning of this Article.
- (9) A certificate in writing signed by a Director, Secretary or other officer of the Company, or by any person that the Company has engaged to maintain the Register, that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

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- (10) Subject to the *Act* the signature to a written notice given by the Company may be written or printed.
 - (11) All notices sent by post outside Australia must be sent by prepaid airmail post.

PERSONS ENTITLED TO NOTICE

- 86. (1) Notices of every general meeting must be given to:–
 - (a) every Member;
 - (b) every Director and Alternate Director;
 - (c) the auditor; and
 - (d) after making application for listing with the ASX, the ASX.
- (2) No other person is entitled to receive notice of a general meeting.

MINUTES

- 87. (1) The Directors must cause minutes to be made of:–
 - (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with Article 77;
 - (d) appointments of officers, but only if the Directors resolve that a minute of the appointment should be made; and
 - (e) all disclosures of interests made pursuant to Article 74.
- (2) Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body, and if so signed will as between the Directors be conclusive evidence of the matters stated in such minutes.

INSPECTION OF RECORDS

- 88. (1) Except as otherwise required by the *Act*, the Directors may determine whether and to what extent, and at what time and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- (2) A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

COMMON SEAL

- 89. If the Company has a Seal:–
 - (1) the Directors must provide for the safe custody of the Seal;
 - (2) it must not be used except with the authority of the Directors or a Directors' committee authorised to permit use of the Seal;

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- (3) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document; and
 - (4) the Directors may determine by resolution either generally or in any particular case that the signature of any Director or the Secretary to a document to which the Seal or a duplicate seal or certificate seal is affixed may be a facsimile applied to the document by specified mechanical means.

DUPLICATE SEAL

90. If the Company has a Seal, the Company may have one or more duplicate seals of the Seal each of which:–

- (1) must be a facsimile of the Seal with the addition on its face of the words "Duplicate Seal"; and
- (2) must only be used with the authority of the Directors or a Directors' committee.

CERTIFICATE SEAL

91. If the Company has a Seal, the Company may have a certificate seal which:–

- (1) may be affixed to Share, option or other certificates;
- (2) must be a facsimile of the Seal with the addition on its face of the words "Certificate Seal"; and
- (3) must only be used with the authority of the Directors or a Directors' committee.

FINANCIAL MATTERS

AUDIT AND FINANCIAL RECORDS

AUDIT

92. (1) A registered company auditor must be appointed. No appointment of an auditor shall be effective unless the auditor has first tendered to the Company a signed consent to so act.
- (2) The auditor must not be an officer of the Company.
- (3) The first auditor shall be appointed within one (1) month of the registration of the Company by:–
 - (a) the Directors; or
 - (b) the Members,and shall hold office until the first Annual General Meeting of the Company.
- (4) The Company must:–
 - (a) at its first Annual General Meeting appoint an auditor; and
 - (b) at each subsequent Annual General Meeting, if there is a vacancy in the office of auditor, appoint an auditor to fill the vacancy.
- (5) An auditor appointed pursuant to Article 92(4) shall hold office until resignation or removal from office or until the auditor is not capable of acting as auditor for any reason.
- (6) An auditor may be removed by resolution passed at a General Meeting.

- (7) Where an auditor resigns or is removed in accordance with Article 92(6), the Board may appoint another person to be the auditor.
- (8) The auditor appointed pursuant to Article 92(7) shall remain as auditor until the next Annual General Meeting, whereupon his appointment shall be subject to the ratification or otherwise of the Members.

COMPANY TO KEEP FINANCIAL RECORDS

93. (1) The Directors must cause the Company to keep written financial records and to prepare financial documents and reports in accordance with the requirements of the *Act* and, when admitted to the Official List of the ASX, the Listing Rules.
- (2) The Directors must cause the financial records and financial documents of the Company to be audited in accordance with the requirements of the *Act* and, when admitted to the Official List of the ASX, the Listing Rules.

DIVIDENDS

FIX A TIME FOR PAYMENT OF DIVIDENDS

94. The Directors, without the need for confirmation by the Members, may determine that a dividend is payable out of the profits of the Company and fix:–
 - (1) the amount;
 - (2) the time for payment; and
 - (3) the method of payment.

AMEND RESOLUTION TO PAY DIVIDEND

95. The Directors may amend or revoke a resolution to pay a dividend before the date which is 9 Business Days before the record date notified to ASX for determining entitlements to a dividend.

NO INTEREST

96. The Company must not pay interest on a dividend.

DIVIDEND ENTITLEMENT

97. (1) The holder of a partly paid Share is not entitled to a dividend on that Share if a call has been made on that Share and the call is due and unpaid.
- (2) Dividends are payable to the Members in proportion to the number of Shares held by them, irrespective of the amount paid up, or credited as paid up, on the Shares.
- (3) Unless otherwise determined by the Directors, Shares rank for dividend from their date of allotment.
- (4) Subject to the *Act* and the Operating Rules, a transfer of a Share registered after the record date notified to ASX for determining entitlements to a dividend paid or payable in respect of the transferred Share, does not pass the right to that dividend.

RESTRICTED SECURITIES

98. During a breach of the Listing Rules relating to Shares which are Restricted Securities, or a breach of a restriction agreement, the holder of the relevant Restricted Securities is not entitled to any dividend in respect of those Restricted Securities.

DEDUCTIONS FROM DIVIDENDS

99. The Directors may deduct from a dividend payable to a Member all sums presently payable by the Member to the Company on account of calls or otherwise in relation to Shares in the Company.

DISTRIBUTION OF ASSETS

100. (1) The Directors may resolve that a dividend (interim or final) will be paid wholly or partly by the transfer or distribution of specific assets, including fully paid shares in, or debentures of, any other corporation.
- (2) If a difficulty arises in making a transfer or distribution of specific assets, the Directors may:-
- (a) deal with the difficulty as they consider expedient;
 - (b) fix the value of all or any part of the specific assets for the purposes of the distribution;
 - (c) determine that cash will be paid to any Members on the basis of the fixed value in order to adjust the rights of all the Members; and
 - (d) vest any such specific assets in trustees as the Directors consider expedient.
- (3) If a transfer or distribution of specific assets to a particular Member or Members is illegal or, in the Directors' opinion, impracticable, the Directors may make a cash payment to the Member or Members on the basis of the cash amount of the dividend instead of the transfer or distribution of specific assets.

PAYMENT

101. (1) Any dividend or other money payable in respect of Shares may be paid by cheque sent through the mail direct to:-
- (a) the address of the Member shown in the Register or to the address of the joint holder of Shares shown first in the Register; or
 - (b) an address which the Member or joint holders has in writing notified the Company as the address to which dividends should be sent.
- (2) Any joint holder may give an effectual receipt for any dividend or other money paid in respect of Shares held by holders jointly.

ELECTION TO REINVEST DIVIDEND

102. If and to the extent authorised by resolution of the Company in general meeting, the Directors may:-
- (1) establish a plan under which Members or any class of Members may elect to reinvest cash dividends paid by the Company by subscribing for Shares;
 - (2) vary, suspend or terminate the arrangements established under Article 102(1).

ELECTION TO ACCEPT SHARES IN LIEU OF DIVIDEND

103. (1) If and to the extent authorised by resolution of the Company in general meeting, the Directors may resolve, in respect of any dividend which it is proposed to pay on any Shares, that holders of those Shares may elect to:-
- (a) forego their right to share in the proposed dividend or part of the proposed dividend; and
 - (b) instead receive an issue of Shares credited as fully paid.

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- (2) If the Directors resolve to allow the election provided for in Article 103(1), each holder of Shares conferring a right to share in the proposed dividend may, by notice in writing to the Company given in such form and within such period as the Directors may decide, elect to:-
- (a) forego the dividend which otherwise would have been paid to the holder on such of the holder's Shares conferring a right to share in the proposed dividend as the holder specified in the notice of election; and
 - (b) receive instead Shares to be issued to the holder credited as fully paid, on and subject to such terms and conditions as the Directors may determine.
- (3) Following the receipt of duly completed notices of election under Article 103(2), the Directors must:-
- (a) appropriate from the Company's profits or any reserve established for this purpose an amount equal to the aggregate issue price of the Shares to be issued credited as fully paid to those holders of Shares who have given such notices of election; and
 - (b) apply the amount in paying up in full the number of Shares required to be so issued.
- (4) The Directors may not exercise the power conferred on them by this Article 103 unless the Company has sufficient profits to give effect to any elections which could be made under the terms of this Article.
- (5) The Directors may rescind, vary or suspend a resolution of the Directors made pursuant to Article 103(1) and the arrangements implemented pursuant to the resolution.
- (6) The powers given to the Directors by this Article 103 are additional to the provisions for capitalisation of profits provided for by this Constitution. If the Directors exercise their power to capitalise profits under Article 106 then any Member who has elected to participate in arrangements established under this Article 103 is deemed, for the purpose of determining the Member's entitlement to share in the capitalised sum, not to have so elected.

UNCLAIMED DIVIDENDS

104. All dividends unclaimed for one year after the time for payment has passed may be invested by the Directors as they think fit for the benefit of the Company until claimed or until required to be dealt with in accordance with any law relating to unclaimed money.

RESERVES

POWER VESTS IN DIRECTORS

105. (1) The Directors may set aside out of profits such amounts by way of reserves as they think appropriate to pay a dividend.
- (2) The Directors may apply the reserves for any purpose for which profits may be properly applied.
- (3) Pending any application of the reserves, the Directors may invest or use the reserves in the business of the Company or in other investments as they think fit.
- (4) The Directors may carry forward any undistributed profits without transferring them to a reserve.

CAPITALISATION OF PROFITS

106. (1) The Directors may resolve to capitalise profits.
- (2) If the capitalisation is to be accompanied by the issue of Shares or debentures, the Directors may apply the sum capitalised:-

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- (a) in the proportions in which the Members would be entitled if the sum was distributed by way of dividend; or
 - (b) in connection with an employee share scheme adopted by the Company, by applying the sum in paying up in part or full unissued Shares and issuing them in accordance with the rules of that scheme.
- (3) For the purposes of this Article 106, “employee share scheme” has the same meaning as in section 9 of the *Act*.
 - (4) To the extent necessary to adjust the rights of the Members among themselves where Article 106(2)(a) applies or is intended to apply, the Directors may adopt a rounding policy or make cash payments in cases where Shares or debentures become issuable in fractions.

DISSOLUTION

WINDING UP

107. (1) Nothing in this Article prejudices the rights of the holders of shares issued on special terms and conditions.
- (2) If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company:
- (a) divide among the Members in kind all or any of the Company’s assets; and
 - (b) for that purpose, determine how he or she will carry out the division between the different classes of Members,
- but may not require a Member to accept any Shares or other securities in respect of which there is any liability.
- (3) The liquidator may, with the sanction of a special resolution of the Company, vest all or any of any Company’s assets in a trustee on trusts determined by the liquidator for the benefit of the contributories.

The Subscribers listed below are the entities specified in the application for the Company's registration as an entity who consents to become a Member of the Company, and each Subscriber has agreed to the terms of the foregoing Constitution.

Full name, address and occupation of each Subscriber

Christopher John Bain
23 Eleanor Street
ASHBURTON VIC 3147

Dean George Turnbull
323 Circular Creek Road
STANLEY VIC 3747

Bernhard Rupert Hochwimmer
358 East Street
ALBURY NSW 2640

DATED: 22nd June, 2006

SCHEDULE 1 - FORM OF PROXY

I/We/This Company, _____
of _____
hold(s) shares in the capital of **DART MINING NL**.

I/We/This Company appoint(s) as my/our proxy _____
of _____
or failing him or her _____
of _____
or failing him or her, the Chairperson of the general meeting of the Company to be held on
_____ at _____ am/pm to
vote for me/us at that meeting and at any adjournment of it unless this appointment is revoked by me/us in writing.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain from voting as he or she thinks fit.

RESOLUTION	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTIONS

1. To direct the proxy to cast all votes covered by this instrument in a particular manner place a tick or a cross in the relevant box.
2. To direct the proxy to cast some only of the votes covered by this instrument in respect of an item of business in a particular manner, place in the relevant box either the number of votes to be cast in that manner on a poll or the percentage of the total votes covered by this instrument to be cast in that manner on a poll. This direction, if given, is also an instruction to the proxy to vote according to the proxy's discretion on a show of hands.
3. If two proxies are appointed and the proportion of votes which each is to exercise is not stated, each proxy may exercise one half of the appointor's votes (fractions of votes will be disregarded).
4. The instrument appointing the proxy, to be valid, must be received at the registered office of the Company at least 48 hours before the meeting, in the manner prescribed by Article 49 of the Company's Constitution.

I/We/This Company understand(s) that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he or she thinks fit.

DATED: _____

Signature of Member

Signature of Member