



Prospectus

Dart Mining NL

ABN 84 119 904 880

For an Offer of one New Share for every three Shares held at 6.5 cents per New Share by way of a renounceable Rights Issue to raise up to \$2.25 million. One free attaching New Option (exercisable at 10 cents and expiring on 31 December 2011) will be issued with every two New Shares issued.

The Rights Issue closes at 5:00pm (AEDT) on 24 January 2011.

This Offer is partially Underwritten by Patersons Securities Limited ABN 69 008 896 311

Important Notice

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about New Shares and New Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The New Shares and New Options offered by this Prospectus should be considered as speculative.

Important notice

This Prospectus is dated 20 December 2010. A copy of this Prospectus has been lodged with ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus.

No securities will be issued or allotted on the basis of this Prospectus later than 13 months after the date of lodgement of this Prospectus.

Dart Mining NL (ASX Code: DTM) ("Dart") will apply to ASX for quotation of the New Shares and New Options. The ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may quote the New Shares and New Options is not to be taken in any way as an indication of the merits of Dart.

Before deciding to invest in Dart, you should read and understand the entire Prospectus and, in particular, in considering Dart's prospects, you should consider the risk factors that could affect Dart's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in Dart involves risks. See 'Risk Factors' in Section 4 for a discussion of certain risk factors that you should consider before deciding to invest in Dart.

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus or has not been released to ASX with the authorisation of Dart.

The Shareholder Application Form and Non-Shareholder Application Form accompanying this Prospectus are important. Please refer to Section 3 of this Prospectus regarding, in the case of Shareholders, the acceptance of your Entitlement or, in the case of Non-Shareholder Applicants, the application for Shortfall Securities. Applications can only be submitted on a valid Application Form or Non-Shareholder Application Form (as the case may be) that is only available with this Prospectus.

Restrictions on distribution

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or to otherwise permit a public offering of Rights or New Shares or New Options in any jurisdiction outside Australia. This Prospectus is not to be distributed in, and no offer of securities is to be made in, countries other than Australia and New Zealand.

Neither the Rights, New Shares nor the New Options have been or will be registered under the US Securities Act of 1933 and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration.

It is the responsibility of any Applicant to ensure compliance with any laws of a country relevant to their Application. Return of a duly completed Shareholder Application Form or Non-Shareholder Application Form (as the case may be) or application by BPay®¹ will be taken by Dart as a representation that there has been no breach of such laws, that the Applicant is an Eligible Shareholder and that the Applicant is a legal resident of Australia or New Zealand.

Shareholders outside Australia and New Zealand should refer to Section 1.10 of this Prospectus for details of how your Entitlement will be dealt with.

¹ Registered to BPAY PTY LTD ABN 69 079 137 518.

Rights trading

If you are a Shareholder, your Rights may have value. If you decide not to exercise all or part of your Rights you should consider whether to sell your Rights. It is important that you either accept or sell your Entitlement in accordance with the instructions in Section 3 of this Prospectus and on the reverse of the Shareholder Application Form.

Individual Applicants are responsible for determining their allocations of Rights and New Shares and New Options before trading in them. Eligible Shareholders who trade in Rights or New Shares or New Options before receiving confirmation of their allocation do so at their own risk.

Shareholders who take no action in respect of their Rights will receive no benefits.

Prospectus availability

This Prospectus is available in electronic form at www.dartmining.com.au but the Offer is only available to persons within Australia and New Zealand. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus.

A printed copy of this Prospectus is available free of charge by calling Dart's Offer Information Line on 1300 730 644 or +612 8280 7471 between 8.30am and 5.30pm (AEDT) Monday to Friday, or the Company Secretary on +61(0)3 9620 0033.

Definitions and glossary, financial amounts and time

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to Australian Eastern Daylight Time ("AEDT"), unless otherwise indicated.

Enquiries

For further information in relation to the Offer, please call Dart's Offer Information Line on 1300 730 644 or +612 8280 7471 between 8.30am and 5.30pm (AEDT) Monday to Friday, or the Company Secretary on +61(0)3 9620 0033.

Corporate directory

Directors

Christopher J Bain (Chairman and Interim Chief Executive Officer)

Bernhard R Hochwimmer (Executive Director)

Dean G Turnbull (Executive Director)

Stephen G Poke (Non-executive Director)

Richard G Udovenya (Non-executive Director)

Secretary

Andrew Draffin

Registered Office

c-/ Draffin Walker & Co
Level 2, 395 Collins Street
Melbourne, Victoria 3000

Lawyers to the Company

ResourcesLaw International
Level 10, 30 Collins Street
Melbourne, Victoria 3000

Lead Manager and Partial Underwriter

Patersons Securities Limited
Level 15, 333 Collins Street
Melbourne, Victoria 3000

Share Registry

Link Market Services Limited
Level 1, 333 Collins Street
Melbourne, Victoria 3000

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Important dates

| | |
|---|------------------|
| Notice of Issue sent to Eligible Shareholders | 22 December 2010 |
| Shares trade 'ex-rights' and Rights trading commences on ASX | 23 December 2010 |
| Record Date to determine Entitlements under the Rights Issue | 31 December 2010 |
| Prospectus and Shareholder Application Form or Non-Shareholder Application Form (as the case may be) despatched | 7 January 2011 |
| Last day of Rights trading | 17 January 2011 |
| Securities quoted on a deferred settlement basis | 18 January 2011 |
| Closing Date for acceptances of Entitlements | 24 January 2011 |
| Allotment and issue of New Shares and New Options and end of deferred settlement trading | 2 February 2011 |
| Despatch of shareholding statements for New Shares and New Options | 2 February 2011 |
| Trading of New Shares and New Options expected to commence | 7 February 2011 |

This timetable is indicative only and subject to change. The Directors reserve the right to vary these dates, including the Closing Date without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Offer any time prior to allotment. In that event, all Application Money will be returned without interest.

Investment highlights

- Dart holds a strategic tenement position at a key structural location in the Lachlan Fold Belt, an important rock unit that extends through South Eastern Australia that hosts many important ore bodies including the Northparkes, Cadia and Ridgeway copper-gold mines
- Dart has discovered a new metallogenic province within the Lachlan Fold Belt in North East Victoria hosting molybdenum-copper-silver mineralised porphyry intrusives
- Drilling to date at Dart's Unicorn molybdenum-copper-silver porphyry (Mo-Cu-Ag) project has confirmed the existence of an extensive and open mineralised system, including 436m @ 0.05% Mo and multiple higher grade zones of up to 0.63% Mo. Significant copper and silver mineralisation is associated with the molybdenum. The geology of Unicorn and these results are comparable to some of the world's largest primary molybdenum projects
- This type of mineralised intrusive often occurs in clusters. Within the Company's large tenement position a number of targets have been identified for immediate follow up
- Funds raised by the Rights Issue will enable the commencement of a resource definition drilling program at Unicorn that is expected to take approximately 6 months and will provide a steady stream of newsflow.

Investment risks

The Directors have considered and identified in Section 4 of the Prospectus the critical areas of risk associated with investing in the Offer. The Directors consider that the key risks to be considered by Eligible Shareholders and potential investors include, among others, no guarantee of exploration success and no guarantee of a profitable development of any discovery.

Competent Person's Statement

Information in this Prospectus that relates to a statement of exploration results of the Company is based on information compiled by Dean Turnbull B.App.Sc. AIG. Mr Turnbull is a Director and full time employee of Dart and has sufficient experience relevant to the style of mineralisation and type of deposits under consideration and to the activity undertaken. He is qualified as competent person as defined in the 2004 Edition of the "Australasian Code for Reporting of Mineral Resources and Ore Reserves" (or "JORC Code"). Mr Turnbull has provided written consent to the inclusion of this information in the form and context in which it appears in this Prospectus.

Message from the Chairman

Dear Shareholder,

On behalf of the Directors of Dart Mining NL, I am pleased to present Eligible Shareholders with an opportunity to participate in the entitlement offer to further advance the Company's exploration program and to meet working capital requirements.

The Company is undertaking a renounceable Rights Issue, and intends to offer one New Share for every three Shares held at 6.5 cents per New Share to raise up to \$2.25 million (assuming the Rights Issue is fully subscribed). One free attaching New Option (exercisable at 10 cents and expiring on 31 December 2011) will be issued with every two New Shares issued.

Dart has achieved much over the past year. The Company has discovered a new metallogenic province in North East Victoria and confirmed the discovery of two mineralised porphyries. Morgan is deeply buried but Unicorn is a large outcropping system. Drilling to date has demonstrated that Unicorn is extensively mineralised with many high grade molybdenum zones accompanied by copper and silver mineralisation.

Dart has only just begun to evaluate Unicorn's economic potential. The purpose of the Rights Issue is to ensure adequate funds are available to undertake an expanded exploration program of the Company's Unicorn Mo-Cu-Ag project and surrounding tenements. The balance of the funds will provide the Company with underlying working capital and strengthen the balance sheet.

The Rights Issue, which is partially underwritten by Lead Manager and Underwriter Patersons Securities Limited, will close on 24 January 2011.

If you are an Eligible Shareholder, you may either:

- take up all of your Rights;
- apply for Additional New Shares and New Options (above your Entitlement);
- sell all of your Rights on ASX;
- take up some of your Rights and sell some of your Rights on ASX;
- transfer all or some of your Rights other than on ASX; or
- do nothing, in which case your Rights will lapse and you will not receive any benefits.

Subject to any scale back applied (refer to Section 1.4), this Offer also provides the potential for Shareholders with small or unmarketable parcels of Shares to increase their shareholding in the Company by applying for Additional New Shares and New Options. In addition Non-Shareholder Applicants are eligible to participate in the Shortfall Offer should all Rights not be taken up.

I encourage you to read this Prospectus in full and to participate in the Rights Issue.

Yours faithfully,



Christopher J. Bain

Chairman and

Interim Chief Executive Officer

1. Details of the Rights Issue

1.1 The Issue

This Prospectus offers Eligible Shareholders a renounceable pro-rata entitlement issue on the basis of one New Share for every three Shares held as at the Record Date at an issue price of 6.5 cents per New Share. One free attaching New Option (exercisable at 10 cents and expiring on 31 December 2011) will be issued with every two New Shares issued.

The Company currently has 104,053,700 Shares on issue (**Existing Shares**) and 14,492,308 million Options which are all currently eligible for conversion (**Eligible Options**). Options granted by the Company to the date of this Prospectus are as follows:

- Unlisted Options granted to advisors to Dart's initial public offering in 2007: 1,800,000 Options, exercisable on or before 31 December 2010 at 20 cents each;
- Options held by Directors (see Section 5.10): 5,000,000 Options, exercisable on or before 31 December 2013 at 15 cents each; and
- Options issued to investors under section 708 of the Corporations Act in conjunction with a placement of Shares (made in December 2010): 7,692,308 Options, exercisable on or before 31 December 2011 at 10 cents each.

To be entitled to participate in the Rights Issue, Eligible Option holders must first exercise their Options in accordance with the terms of those Options and must do so prior to the Record Date.

In the event that all Eligible Option holders exercise their Options prior to the Record Date, the Company will have on issue 118,546,008 Shares. If the Rights Issue is then fully subscribed, this will result in the issue of 39,515,336 New Shares and 19,757,668 New Options (in each case disregarding any rounding up of fractional entitlements) and the amount raised will be \$2,568,497.

In the event that no Eligible Option holders exercise their Options prior to the Record Date, Shareholders holding the Existing Shares will be entitled to participate in the Rights Issue pursuant to this Prospectus, which if fully subscribed will result in the issue of 34,684,567 New Shares and 17,342,284 New Options (in each case disregarding any rounding up of fractional entitlements) and the amount raised will be \$2,254,497 before costs.

1.2 Underwriting

The Issue is partially underwritten by Patersons Securities Limited. A summary of the Underwriting Agreement is set out in Section 5.7 of this Prospectus.

1.3 Entitlement to Rights Issue

Shareholders who are on Dart's share register at the close of business on the Record Date, being 5.00 pm (AEDT) on 31 December 2010, will receive Rights to acquire one New Share for every three Shares held as at the Record Date at an issue price of 6.5 cents per New Share. One free attaching New Option (exercisable at 10 cents and expiring on 31 December 2011) will be issued with every two New Shares issued.

Fractional entitlements will be rounded up to the nearest whole number of New Shares and New Options. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If Dart considers that holdings have been split to take advantage of rounding, Dart reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

A Shareholder Application Form setting out your Entitlement to New Shares and New Options accompanies this Prospectus.

1.4 Applying for Additional New Shares and New Options

Entitlements not taken up may become available as Additional New Shares and New Options. The Directors have decided that all Eligible Shareholders who take up their full Entitlement will be entitled to apply for Additional New Shares and New Options arising out of the shortfall. Eligible Shareholders wishing to apply for Additional New Shares and New Options must complete the relevant section of the Shareholder Application Form, and pay the Application Price for Additional New Shares and New Options applied for by following the instructions on that form.

Non-Shareholder Applicants can apply for Shortfall Securities by completing the Non-Shareholder Application Form attached to this Prospectus and returning it, together with a cheque for the value of those Shortfall Securities (at 6.5 cents per New Share) to the address set out in the form (**Shortfall Offer**). The Directors reserve the right to issue Shortfall Securities at their absolute discretion in consultation with the Lead Manager and partial Underwriter pursuant to the terms of the Underwriting Agreement.

The offer of the Shortfall Securities is a separate offer pursuant to this Prospectus and will remain open after the Closing Date. The issue price of any New Shares (together with one free New Option for each two New Shares issued) offered pursuant to the Shortfall Offer shall be 6.5 cents, being the price at which the Entitlement has been offered to Shareholders pursuant to this Prospectus.

If more Additional New Shares and New Options are applied for than are available from the number of Shares not taken up under the Rights Issue, those applications will be scaled back in a manner determined by the Company and the Underwriter in their absolute discretion. In exercising this discretion, factors such as the number of applications made and the number of available New Shares and New Options will be taken into consideration.

The Directors reserve the right to separately place any New Shares and New Options which are not placed in accordance with the provisions of the Underwriting Agreement, within 3 months after the Closing Date, at their discretion. Those New Shares will be issued at the same issue price as offered to Eligible Shareholders under the Rights Issue and New Options will be granted on the same basis as under the Rights Issue. The offer of any shortfall is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date.

It is possible, particularly if there is an active Rights trading market, that there will be few or no Additional New Shares and New Options available for issue. It is an express term of the Offer that applicants for Additional New Shares and New Options will be bound to accept a lesser number of Additional New Shares and New Options allocated to them than applied for if the Company and the Underwriter determine that a scale back is appropriate. If a lesser number is allocated to them, excess Application Money will be refunded without interest.

Shareholders applying for Additional New Shares and New Options should be aware of the following:

- (a) Shareholders may be allotted a lesser number of Additional New Shares and New Options than applied for;
- (b) Shareholders shall be bound to accept a lesser number of Additional New Shares and New Options if required by the Company or the Underwriter;
- (c) Shareholders must accept a refund of money in respect of any Additional New Shares and New Options applied for but not allotted; and
- (d) no interest will be paid on any money refunded to the Shareholders should the circumstances above occur.

1.5 Use of proceeds

Dart will raise up to \$2.25 million under the Rights Issue (assuming the Offer is fully subscribed) and will use the proceeds as set out in Section 2.

1.6 Actions required by Shareholders

An explanation of the actions required by Shareholders is set out in Section 3.

1.7 Allotment and Application Money

All Eligible Shareholders who accept the Offer will receive their Entitlement in full.

New Shares and New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Shares and New Options to be quoted. It is expected that New Shares and New Options will be issued on 2 February 2011 and trading of the New Shares and New Options on ASX is expected to commence on 7 February 2011.

All Application Money received before New Shares and New Options are issued will be held in a special purpose account. After Application Money is refunded (if required) and New Shares and New Options are issued to Applicants, the balance of funds in the account plus accrued interest will be received by the Company. If the New Shares and New Options are not quoted by ASX within three months after the date of this Prospectus, Dart will refund all Application Money in full.

1.8 Closing Date

The Closing Date for acceptance of your Entitlement is 5.00 pm (AEDT) on 24 January 2011. The Directors reserve the right to vary the Closing Date without prior notice. The Company reserves the right to cancel and not proceed with the Rights Issue at any time prior to allotment.

1.9 Rights trading

Trading of Rights commences on ASX on 23 December 2010 with the last day of trading being on 17 January 2011. All or part of an Eligible Shareholder's Rights may be traded on ASX or otherwise sold between these dates should you choose not to accept all or part of your Entitlement.

1.10 Treatment of Non-qualifying Foreign Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders, and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand. The Prospectus is sent to those Shareholders for information only.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares or New Options.

Recipients may not send or otherwise distribute this Prospectus or the Shareholder Application Form or Non-Shareholder Application Form (as the case may be) to any person outside Australia (other than to Eligible Shareholders).

The Company has appointed the Underwriter as nominee to sell the Non-qualifying Foreign Shareholders' Rights, subject to ASIC's approval, if required. The Underwriter will only sell the rights if there is a viable market in the rights and a premium over the expenses of sale can be obtained.

Any such sale will be at a price and be conducted in a manner that the nominee will determine in its absolute discretion.

The proceeds of sale (in Australian dollars) will be distributed to the Non-qualifying Foreign Shareholders for whose benefits the Rights have been sold in proportion to their shareholdings as at the Record Date (after deducting the costs of the sale and the distribution of the proceeds), save that individual amounts of less than \$10 will be retained by Dart. Neither the Company nor the nominee will be liable for any failure to sell the Rights or to sell the Rights at any particular price. If there is no viable market for the Rights of the Non-qualifying Foreign Shareholders, their Entitlement will be allowed to lapse and the relevant New Shares and New Options will revert to the Underwriter and will form part of the shortfall.

1.11 Rights attaching to New Shares

From issue, the New Shares issued under this Prospectus will rank equally in all respects with existing Shares. A summary of the important rights attaching to Shares as set out in the Company's Constitution is contained in Section 5.4 of this Prospectus.

1.12 Rights attaching to New Options

From issue, the New Options issued under this Prospectus will have an exercise price of 10 cents and will expire on 31 December 2011. A summary of the important terms attaching to the New Options is contained in Section 5.5 of this Prospectus.

1.13 No prospective financial information or forecasts

The Company is a mineral resource exploration and development company. Given the uncertain nature of mineral resource exploration, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

1.14 ASX Listing

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the New Shares and New Options to be offered pursuant to this Prospectus. If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot or issue any New Shares and New Options and will repay all application money (where applicable) as soon as practicable, without interest. A decision by ASX to grant official quotation of the New Shares and the New Options is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the New Shares and New Options now offered for subscription.

1.15 Summary only

The information set out in this Section provides a summary of the information contained in this Prospectus. Applicants should read this Prospectus in its entirety prior to making a decision to accept the Offer. If you have any questions about investing in the Company, please contact your stockbroker, accountant or independent financial adviser.

2. Purpose and effect of the Rights Issue

2.1 Purpose of the Rights Issue and use of funds raised

The purpose of the Offer is to raise up to \$2.25 million (before expenses of the Offer).

The funds raised from the Offer will be used, in addition to the \$1.0 million raised through the Share placement made on 17 December 2010, to fund the Company's activities including:

- Advance the exploration of the Unicorn molybdenum-copper-silver discovery including by drilling;
- Undertake regional exploration including stream sediment sampling, soil grid sampling, geological mapping and geophysics to identify other potential porphyry intrusives;
- Provide working capital; and
- Pay the costs of the Offer.

The estimated use of the proceeds of the Rights Issue (assuming the Rights Issue is fully subscribed) and the funds raised through the 17 December 2010 Share placement will be as follows:

USE OF FUNDS

| Indicative use of funds | Amount (\$) |
|---|--------------------|
| Unicorn drilling (including assays and field support) | \$1,250,000 |
| Project mapping and alteration studies | \$45,000 |
| Metallurgical testing | \$60,000 |
| Preliminary project scoping studies | \$150,000 |
| Regional exploration | \$410,000 |
| Geophysics | \$80,000 |
| RAB drilling regional targets | \$250,000 |
| Working capital | \$839,497 |
| Estimated cost of the Offer and placement | \$170,000 |
| TOTAL | \$3,254,497 |

The proceeds of the Offer, together with existing cash reserves, are expected to be sufficient to fund the activities of Dart to the end of 2011 if \$2.25 million is raised from the Rights Issue. Nevertheless, the above table is a statement of the Company's present intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Company reserves the right to alter the intended use of funds on this basis.

In the event that Eligible Shareholders do not take up all of their Entitlements and any shortfall is not successfully placed, resulting in less than \$2.25 million being raised (for example, if only the underwritten amount of \$1.0 million is raised), the proceeds of the Offer allocated to working

capital and subsequently continued exploration will be reduced. In that case, the Company is likely to need to make other arrangements.

2.2 Effect of the Rights Issue

The principal effects of the Rights Issue (assuming it is fully subscribed) will be to:

- increase the Company's cash reserves by up to \$2.25 million before the costs of the Rights Issue;
- provide the Company with additional capital for the purposes referred to in Section 2.1; and
- increase the total number of issued Shares and Options (refer Section 2.3).

Pro-forma historical financial information is provided in Section 2.4 summarising the effect of the Rights Issue.

2.3 Effect of the Rights Issue on capital structure

The effect of the Rights Issue on the Company's issued Share capital assuming the Offer is fully subscribed will be as follows:

| Ordinary Shares | Number | % Equity |
|------------------------|---------------|-----------------|
| Existing Shares | 104,053,700 | 75% |
| New Shares | 34,684,567 | 25% |
| Totals | 138,738,267 | 100% |

The effect of the Rights Issue on the Company's issued Share capital in the event that only \$1.0 million is raised (being the amount underwritten by the Underwriter) will be as follows:

| Ordinary Shares | Number | % Equity |
|------------------------|---------------|-----------------|
| Existing Shares | 104,053,700 | 87% |
| New Shares | 15,384,616 | 13% |
| Totals | 119,438,316 | 100% |

The effect of the Rights Issue on the Company's issued share capital (including Shares and Options on a fully diluted basis) on the basis that all Existing Options are exercised will be as follows:

| Share capital (fully diluted basis) | Number | % Equity |
|--|--------------------|-----------------|
| Existing Shares | 104,053,700 | 59% |
| Existing Options | 14,492,308 | 8% |
| New Shares | 39,515,336 | 22% |
| New Options | 19,757,668 | 11% |
| Total | 177,819,012 | 100% |

2.4 Effect of the Rights Issue on Dart's financial position

Set out below is the audited Balance Sheet of the Company as at 30 June 2010 and unaudited pro-forma Balance Sheets of the Company after the partial Underwriting of its Rights Issue and, after the Rights Issue assuming the Rights Issue is fully subscribed.

The financial information prepared below is prepared in accordance with Australian equivalents to International Financial Reporting Standards (A-IFRS).

Please note that the statements below do not include:

- Any adjustment for the \$1,000,000 placement (before costs) announced by the Company on 17 December 2010;
- The costs of the Offer and placement estimated at \$170,000; and
- An allowance for funds expended by Dart on exploration and other activities since 30 June 2010.

Pro-forma Balance Sheets

| Assets | Audited 30 June 2010 (\$) | Unaudited Rights Issue underwritten (\$) | Unaudited Rights Issue fully subscribed (\$) |
|--|--|---|---|
| Current Assets | | | |
| Cash and cash equivalents | 1,186,319 | 2,186,319 | 3,440,816 |
| Trade and other receivables | 60,715 | 60,715 | 60,715 |
| Prepayments | 14,683 | 14,683 | 14,683 |
| Total Current Assets | 1,261,717 | 2,261,717 | 3,516,214 |
| Non-Current Assets | | | |
| Other receivables | 40,000 | 40,000 | 40,000 |
| Plant and equipment | 110,423 | 110,423 | 110,423 |
| Deferred exploration and evaluation costs | 4,350,629 | 4,350,629 | 4,350,629 |
| Total Non-Current Assets | 4,501,052 | 4,501,052 | 4,501,052 |
| Total Assets | 5,762,769 | 6,762,769 | 8,017,266 |
| Liabilities | | | |
| Current Liabilities | | | |
| Trade and other payables | 367,091 | 367,091 | 367,091 |
| Provisions | 28,267 | 28,267 | 28,267 |
| Total Current Liabilities | 395,358 | 395,358 | 395,358 |
| Non-Current Liabilities | | | |
| Provisions | - | - | - |
| Total Non-Current Liabilities | - | - | - |
| Total Liabilities | 395,358 | 395,358 | 395,358 |
| Net Assets | 5,367,411 | 6,367,411 | 7,621,908 |
| Equity | | | |
| Contributed equity | 7,984,615 | 8,984,615 | 10,239,112 |
| Reserves | 231,310 | 231,310 | 231,310 |
| Accumulated losses | (2,848,514) | (2,848,514) | (2,848,514) |
| Total Equity | 5,367,411 | 6,367,411 | 7,621,908 |

2.5 Market price of Shares

The highest and lowest market prices of the Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$0.11 (11 cents); 26 October 2010

Lowest: \$0.067 (6.7 cents); 15 December 2010

The volume weighted average sale price on ASX of the Company's Shares during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC was \$0.091 (9.1 cents).

The latest available market sale price of the Company's Shares on the ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.07 (7 cents).

3. Action required by Shareholders

3.1 What Eligible Shareholders may do

The number of New Shares and New Options to which Eligible Shareholders are entitled (your Entitlement) is shown on the accompanying Shareholder Application Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted.

As an Eligible Shareholder, you may:

- take up all of your Entitlement;
- apply for Additional New Shares and New Options (refer Sections 3.3 and 1.4);
- sell all of your Entitlement on ASX (refer Section 3.4);
- take up part of your Entitlement and sell the balance on ASX (refer Section 3.5);
- take up part of your Entitlement and allow the balance to lapse (refer Section 3.6);
- deal with part or all of your Entitlement other than on ASX (refer Section 3.7); or
- allow all or part of your Entitlement to lapse (refer Section 3.8).

Non-qualifying Foreign Shareholders may not take any of the steps set out in Sections 3.2 to 3.7 and should refer to Section 1.10.

3.2 Taking up all of your Entitlement

If you wish to take up all of your Entitlement, complete the accompanying Shareholder Application Form for New Shares in accordance with the instructions set out in that form and arrange for payment of the Application Money in accordance with Section 3.9. If you elect to pay by BPay®, you do not need to return the Shareholder Application Form but you are taken to make the statements on that form.

3.3 Applications for Additional New Shares and New Options

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares and New Options as described in Section 1.4.

Payment of your Application Money in accordance with Section 3.9 should include your payment in respect of the number of Additional New Shares you wish to apply for, as stated on the Shareholder Application Form.

3.4 Selling all your Entitlement on ASX

If you wish to sell all of your Entitlement on ASX, complete the appropriate section on the reverse of the accompanying Shareholder Application Form marked 'Instructions to your Stockbroker' and lodge the Shareholder Application Form with your stockbroker as soon as possible, or otherwise provide instructions to your stockbroker regarding the number of Rights you wish to sell on ASX. You can sell your Rights on ASX from 23 December 2010 until 17 January 2011. The Company accepts no responsibility for any failure by your stockbroker to carry out your instructions.

3.5 Taking up part of your Entitlement and selling the balance on ASX

If you wish to take up only part of your Entitlement, complete the accompanying Shareholder Application Form for the number of New Shares you wish to take up and follow the steps required in accordance with Section 3.2. You may then provide instructions to your stockbroker regarding the number of Rights you wish to sell on ASX.

3.6 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement and allow the balance to lapse, complete the accompanying Shareholder Application Form for the number of New Shares you wish to take up and arrange for payment in accordance with Section 3.9. If you take no further action, the balance of your Entitlement will lapse and you will have forfeited any potential benefit to be gained from selling/trading your Rights.

3.7 Dealing with part or all of your Entitlement other than on ASX

You may transfer all or part of your Rights to another person other than on ASX provided that:

- the purchaser is not a Non-qualifying Foreign Shareholder; or
- the purchaser would not be a Non-qualifying Foreign Shareholder if the purchaser was the registered holder of Shares.

If you wish to transfer all of your Entitlement to another person other than on ASX, forward a completed standard renunciation form (obtainable from the Company's Share Registry) together with your Shareholder Application Form completed by the transferor and the transferee and the applicable transferee's cheque, money order or bank draft for any Application Money for the New Shares they wish to subscribe for to the Company's Share Registry by 5:00pm (AEDT) on 24 January 2011.

If you wish to transfer part of your Entitlement to another person other than on ASX only, but also want to take up some or all of the balance of your Entitlement, you will need to take the steps described above in relation to the Rights you wish to transfer and complete the accompanying Shareholder Application Form together with your payment in respect of the Rights you wish to take up. You will need to lodge the form in accordance with the procedure in Section 3.9.

If the Share Registry receives both a completed renunciation form and a completed Shareholder Application Form in respect of the same Rights, the renunciation will be given effect in priority to the Shareholder Application Form.

3.8 Allow all or part of your Entitlement to lapse

If you are a Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything. However, your Rights may have value and you should consider renouncing (selling) your Rights rather than allowing them to lapse. Entitlements not accepted will form part of the Shortfall Securities which will be dealt with by the Underwriter in accordance with the Underwriting Agreement, and you will receive no benefit.

It is therefore important that, if you wish to receive a benefit, you take action either to accept or sell your Entitlement in accordance with the instructions above and on the back of the accompanying Shareholder Application Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement or choose not to renounce (sell) any of your Rights.

3.9 Payment

The Application Price for New Shares is payable in full on application by a payment of 6.5 cents per New Share. You may pay the Application Money by BPay®, cheque, money order or bank draft.

(a) Payment by BPay®

Those who elect to pay by BPay® must follow the instructions for BPay® described in the Shareholder Application Form (which includes the biller code and your unique customer

reference number) or, if relevant, Non-Shareholder Application Form. Please note that should you choose to pay by BPay® payment:

- (i) you do not need to submit the personalised Shareholder Application Form or Non-Shareholder Application Form but you are taken to make the statements on that form; and
- (ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Money.

Applicants should be aware that their own financial institution may implement earlier cut off times with respect to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the Applicant to ensure that funds submitted through BPay® must be received by no later than 5.00pm (AEDT) on 24 January 2011.

(b) **Payment by cheque, money order or bank draft**

Those who elect to pay by cheque, money order or bank draft must follow the instructions described in the Shareholder Application Form or, if relevant, Non-Shareholder Application Form. You must ensure that:

- (i) your Shareholder Application Form or, if relevant, Non-Shareholder Application Form is complete;
- (ii) your cheque, money order or bank draft for the applicable amount of Application Money must be made in Australian currency, drawn on an Australian branch of a financial institution, be made payable to '**Dart Mining NL Account**' and crossed '**Not Negotiable**';
- (iii) your completed Shareholder Application Form, or if relevant, Non-Shareholder Application Form and cheque, money order or bank draft are received by the Company's Share Registry by no later than 5.00pm (AEDT) on 24 January 2011 at:

Link Market Services Limited, GPO Box 3560, Sydney NSW 2001 Australia – **For Shareholder Application Form**

Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia – **For Non Shareholder Application Form**

Applicants must not forward cash. Receipts for payment will not be issued. You should ensure that sufficient funds are held in relevant account(s) to cover the cheque(s). If the amount of your cheque(s) for Application Money is not sufficient to pay for the number of New Shares and New Options you have applied for, you may be taken to have applied for such lower number of New Shares and New Options as your cleared Application Money will pay for or your Application may be rejected.

3.10 Enquiries

If you have any questions about your Entitlement please contact Dart's Offer Information Line on 1300 730 644 or +612 8280 7471 between 8.30am and 5.30pm (AEDT) Monday to Friday.

Alternatively, contact your stockbroker or other professional adviser.

3.11 Brokerage

No brokerage or stamp duty is payable by Shareholders who accept their Entitlement to New Shares and New Options.

4. Risk factors

The New Shares and New Options offered under this Prospectus are considered speculative because of the inherent risks associated with minerals exploration and appraisal and the current status of the Company's projects. In addition, there are risks inherent in investing in the share market in general.

The Directors have considered and identified in this section of the Prospectus the critical areas of risk associated with investing in the New Shares and New Options. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares and New Options.

This investment is regarded as highly speculative and neither Dart nor any of its Directors or any other party associated with the preparation of this Prospectus guarantees that any specific objectives of Dart will be achieved or that any particular performance of Dart or of its Shares or Options, including those offered by this Prospectus, will be achieved.

4.1 Specific risks

(a) Exploration risk

Mineral exploration is a high risk business with no guarantee of success. Currently there are no JORC-defined mineral resources on the Company's tenements. There is no assurance that exploration on any of the exploration tenements, or on any mining tenements that may be acquired in the future, will result in the discovery of a mineral deposit or economically mineable reserves. In the event of a discovery, development of a mine may not prove to be economically viable due to factors outside the Company's control. There is no guarantee of exploration success and no guarantee of a profitable development of any discovery.

Any exploitation of a deposit will involve the need to obtain the necessary licences or clearances from relevant authorities, and renewals of licences and permits, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Exploration and development may be hampered by mining, heritage and environmental legislation, industrial disputes, cost overruns, land claims and compensation and other unforeseen contingencies.

Future exploration activities of the Company may be affected by a range of factors including:

- geological and geographical conditions;
- adverse weather conditions or limitations on activities due to seasonal weather patterns or physical conditions (for example flood, or bushfire);
- unanticipated operational and technical difficulties;
- industrial and environmental accidents;
- changing government regulations; and
- many other factors beyond the control of the Company.

(b) Operational risks

There are certain risk factors which may affect any exploration, mining and production activities which Dart may wish to undertake in the future including but not limited to:

- the failure to receive the necessary approvals and consents from all relevant authorities and parties;

- the lack of availability of both suitable plant and equipment (including drilling plant and equipment) and the expertise of consultants and contractors;
- unexpected delays in completing assays and metallurgical testwork;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment;
- mechanical failure and breakdowns;
- unanticipated plant and technical and operational difficulties encountered in extraction and production activities; and
- the inability to accurately predict underground geological conditions.

(c) Future Capital Requirements

It is likely that Dart will require further equity or debt (or a combination of both) funding to finance its future activities. No assurance can be given that Dart will be able to procure that funding in a timely manner on terms acceptable to it. If that additional funding cannot be obtained, the Company may need to reduce the scope of its activities, which may adversely affect its business and its financial performance and condition.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain in good standing title to its tenements, and obtaining all required approvals for its activities. In the event that exploration programs were to be unsuccessful, this could lead to a diminution in the value of its tenements, a reduction in the cash reserves of the Company and possible relinquishment of its tenements.

(d) Tenement Title Risk

Exploration licences are granted subject to various conditions including, but not limited to, expenditure conditions. Failure to comply with these conditions may expose the licences to forfeiture. All of the licences in which the Company has an interest will be subject to application for renewal from time to time. Renewals are subject to the discretion of the Minister and may include additional or varied work and expenditure commitments and, compulsory relinquishment of areas presently comprising the Company's tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the Company's business and its financial performance and condition. If a licence is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that licence.

(e) Community and Environmental Risks

Dart welcomes the opportunity to consult with local communities, share information about Dart's activities with those communities and give them a reasonable opportunity to express their views about those activities. However, any community opposition to the Company's activities may have an adverse effect on those activities, and may result in the Company incurring additional cost and experiencing delay in the timely progression of its projects.

The Company takes very seriously its obligations towards the natural environment in which it operates. In that regard, the Company's projects are subject to various Federal and State laws, regulations and restrictions regarding access to Crown land, work proposed to be undertaken, environmental and conservation matters, and the discharge of hazardous waste and materials. Any failure to observe those laws would lead to the risk of liability on the part of the Company. Whilst Dart's work plans, and exploration and possible mining activities generally, will impact on the environment, the Company intends to conduct and manage its activities in a professional

manner that is not only legally required but with environmental sensitivity, in order to minimize damage to the environment and the risk of liability.

The Company's exploration and appraisal programs will, in general, be subject to approval by government authorities. Development of any mineral resources will be dependent on the Company being able to obtain environmental approvals to carry out its planned activities, and then being able to meet all environmental conditions placed on such activities.

(f) Technical and Managerial Personnel

The Company's success depends to a significant extent on retaining its key management personnel. The loss of services of certain such personnel could have a material adverse effect on the Company's future, and could delay the timely progression of the Company's projects. The future and success of the Company also depends on its ability to attract and retain highly qualified technical and managerial personnel. Competition for such personnel can be intense. The inability to attract and retain the necessary technical and managerial personnel could also have a material effect upon the Company's future.

(g) Native Title

Dart's activities within its tenements could be adversely affected by the existence of native title or were native title claims to be made over those areas. As a consequence, Dart's proposed activities may be delayed and additional costs (including the liability for the payment of compensation to traditional landowners) may be incurred. Additionally, the existence and discovery of Aboriginal sites or relics (including those which are known to the Company) may limit or preclude the Company's activities in certain areas. It is therefore possible that, in relation to its tenements, there may be areas over which legitimate legal Aboriginal native title rights exist. If such native title rights do exist, the ability of the Company to gain access to its tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations, may be adversely affected.

(h) Commodity Price and Exchange Rate Risk

As the Company's potential earnings may be derived from the sale of base metals and gold, these earnings will be closely related to the prices of these commodities. The sale of these commodities may expose the Company to commodity price and exchange risk rates. The international prices of base metals and gold are denominated in United States Dollars, which may expose the Company to adverse currency and commodity price fluctuations.

(i) Government Regulation and Policy

The Company's tenements may be subject to extensive regulation by local, state and federal governments in relation to exploration, development, production, exports, taxes and royalties, labour standards, occupational health, water usage, waste disposal, protection and rehabilitation of the environment, mine reclamation, mine safety, toxic and radioactive substances, native title and other matters. Compliance with such laws and regulations will increase the costs of exploring, drilling, developing, constructing, operating and closing mines and other production facilities.

There can be no assurance that future government policy will not change and this may adversely affect the long term prospects of the Company. In addition, future changes in governments, regulations and policies may have an adverse impact on the Company.

4.2 General Risks

(a) General Economic Climate

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption may have an impact on exploration costs.

(b) **Stock Market Conditions**

The New Shares and New Options are expected to be listed on the ASX, where their price may rise or fall. The market for shares of mineral exploration companies quoted on ASX (such as Dart) has historically experienced significant fluctuations in price and trading volumes which may be unrelated to the performance of individual companies. The New Shares allotted and New Options granted under this Prospectus carry no guarantee in respect of profitability, dividends, return of capital, liquidity or the price on which they may trade on ASX. The stock market has in the past and may in the future be affected by a number of matters including:

- commodity prices;
- market confidence;
- supply and demand for money; and
- currency exchange rates.

(c) **Government Policy Changes**

Any material adverse changes in government policies or legislation of Australia may affect the prospects, viability and profitability of the Company.

(d) **Speculative Nature of Investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares and New Options offered under this Prospectus.

Therefore, the New Shares and New Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares and New Options.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares and New Options in the Company.

5. Additional information

5.1 Nature of the Prospectus

This Prospectus is a short form prospectus issued under section 713 of the Corporations Act which allows the issue of a short form prospectus in relation to offers of securities where those securities are of a class which have been quoted for three months before the date of that prospectus.

5.2 Further documents

As a disclosing entity, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office. In addition, any person considering this offer is entitled to receive a copy of the annual financial report most recently lodged with ASIC and any continuous disclosure notices given by the Company after the lodgement of that financial report. The Company will give copies of those documents to any person who requests them free of charge.

5.3 Holding Statements

The Company participates in CHESS and will despatch holding statements in lieu of share and option certificates that set out the number of New Shares and New Options issued to each successful Applicant under this Prospectus.

It is the responsibility of Applicants to determine their allocation before trading in the New Shares and New Options. Applicants who sell New Shares and New Options before they receive their statement do so at their own risk.

5.4 Rights attaching to New Shares

The rights attaching to ownership of Shares (including New Shares) are:

- described in the Constitution; and
- regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the key provisions in the Constitution and the principal rights of shareholders as set out in the Constitution. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of shareholders.

Voting

At a general meeting, every member present in person, or by proxy, attorney or representative, has one vote on a show of hands and on a poll, one vote for each fully paid Share held and in respect of which a member may vote. On a poll, partly-paid shares confer a fraction of a vote pro-rata to the amount paid up and payable on the Share.

A poll may be demanded in accordance with the Corporations Act, namely, by the chairperson of the meeting, by any five Shareholders present in person, or by proxy, attorney or representative, or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of all the Shareholders having the right to vote on the resolution on a poll.

General Meetings

Each Shareholder is entitled to receive notice of, and, except in certain circumstances, to attend and vote at general meetings of the Company and receive all financial reports, notices and other documents required to be sent to Shareholders under the Constitution, the Corporations Act, or the Listing Rules.

Dividends

Subject to any special rights or restrictions attaching to a class of Shares, the profits of the Company, which the Directors from time to time determine to distribute by way of dividend, are divisible amongst the Shareholders in proportion to the number of shares held by them, irrespective of the amount paid up, or credited as paid up on the shares, provided that 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.

Issue of further Shares

The Board of Directors may (subject to the restrictions on the issue of Shares imposed by the Constitution, the Corporations Act and the Listing Rules), issue Shares, grant options in respect of Shares, or otherwise dispose of further Shares as the Board may determine and on any terms the Board considers appropriate.

Transfer of Shares

Holders of Shares may transfer them by proper transfer. The Company may participate in any computerised or electronic system for market settlement, securities transfer and registration conducted in accordance with the Corporations Act, the Listing Rules and the operating rules of a CS Facility (as defined in the Corporations Act), in which case, Shares may be transferred and transfers may be registered in any manner required or permitted by the Listing Rules or those operating rules.

The Directors may refuse to register a transfer of Shares where the refusal to register the transfer is permitted under the Listing Rules.

Winding Up

Subject to any special or preferential rights attaching to any class or classes of shares in the Company, on a winding up of the Company the liquidator may, with the approval of a special resolution, distribute among the Shareholders the whole or any part of the assets of the Company and may determine how such division is to be carried out. The liquidator may also, with the approval of a special resolution, vest the whole or any part of the Company's assets in a trustee on trust for contributories as the liquidator thinks fit.

Sections 254B(2), (3) and (4) of the Corporations Act, prescribe certain terms of issue and entitlements with respect to shares in a "no liability" company. Section 254B(2) provides that a share in a no liability company is issued subject to a term that if the company is wound up and a surplus remains, it must be distributed among the parties entitled to it in proportion to the number of shares held by them irrespective of the amounts paid up on those shares. However, a member who is in arrears in payment of a call on a share, but whose shares have not been forfeited, is entitled to participate in the distribution of that surplus if the full amount outstanding in respect of the call is first paid.

Section 254B(3) provides that if a no liability company is wound up having ceased to carry on business within 12 months after its registration, those of its shares that were issued for cash (to the extent of the capital contributed by subscribing shareholders) must on a winding up rank in priority to shares issued to vendors or promoters, or both, for consideration other than for cash. Additionally, section 254B(4) provides that shareholders that were vendors or promoters of a no liability company are not entitled to any preference upon a winding up of that company at any time, notwithstanding anything contained in the company's constitution or the terms on which the shares were issued.

Liabilities

The Shares offered under this Prospectus are fully paid ordinary shares. There is no liability on a holder of those Shares to contribute any further amount to the Company in respect of those shares.

Small Holdings

Provided the Company complies with certain requirements, the Company may sell the Shares of a holder who has less than a marketable parcel of Shares.

Directors

Details of the powers and duties of Directors are contained in the Constitution.

Directors' Indemnity

Under the Constitution, the Company, to the extent permitted by law, will indemnify each Director and officer (including any person who has previously served in any such capacity) against any liability or cost incurred by the person as an officer of the Company or a related body corporate of the Company, including liability for certain legal costs incurred in defending an action for a liability incurred as a Director or officer, and otherwise subject to the terms and the restrictions set out in the Constitution. The indemnity may be extended to employees or former employees of the Company or a related body corporate by determination of the Directors.

Share Buy Backs

The Company may buy back Shares in itself in accordance with the provisions of the Corporations Act.

Alteration of Constitution

The Constitution of the Company can only be amended by a special resolution passed by at least three quarters of members present and voting at a general meeting of the Company.

5.5 Rights attaching to New Options

The rights attaching to New Options are regulated by the Constitution, the Corporations Act, the Listing Rules and the general law.

The following is a summary of the key terms of the New Options:

- (a) The Company will, in accordance with Listing Rule 2.8, make application to have the New Options listed for Official Quotation.
- (b) Each New Option will have an exercise price of 10 cents (**Exercise Price**).
- (c) Each New Option will automatically lapse if not exercised on or before 31 December 2011 (**Expiry Date**).
- (d) Each New Option shall entitle the holder to subscribe for and be allotted one ordinary share in the capital of the Company upon exercise of the New Option and payment to the Company of the Exercise Price.
- (e) A New Option may be exercised by the option holder at any time prior to the Expiry Date by sending a completed and signed notice of exercise, together with the payment of the Exercise Price and the certificate for the New Options, to the Company. The New Options may be exercised in whole or in part.
- (f) A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds.

- (g) Subject to any restrictions in the Listing Rules, within 3 Business Days of receipt of a properly executed notice of exercise and the required exercise moneys, the number of ordinary shares specified in the notice will be allotted.
- (h) Ordinary shares allotted pursuant to the exercise of the New Options will rank equally with the then issued ordinary shares of the Company.
- (i) The Company undertakes to apply for official quotation by ASX of all ordinary shares allotted pursuant to the exercise of any Options, within 10 Business Days of the date of allotment of those new ordinary shares, provided that the Company is only required to apply for official quotation by the ASX if lots of 1,000 New Options are exercised in aggregate or otherwise at the discretion of the Company.
- (j) There will be no participating entitlements inherent in the New Options to participate in new issues of capital which may be offered to Shareholders during the currency of the New Options. Prior to any new pro rata issue of securities to Shareholders, holders of New Options will be notified by the Company and will be afforded 7 Business Days before the relevant record date (to determine entitlements to the issue), to exercise the New Options.
- (k) In the event of any reorganisation (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any New Options, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (l) If from time to time before the expiry of the New Options the Company makes an issue of ordinary shares to shareholders by way of a bonus issue, other than in lieu of a dividend payment, then upon exercise of a New Option the option holder will be entitled to have issued to it (in addition to the ordinary shares which it is otherwise entitled to have issued to it upon such exercise) additional ordinary shares in the Company. The number of additional ordinary shares is the number of ordinary shares which would have been issued to the option holder if the New Options had been exercised before the record date for the bonus issue.
- (m) The New Options do not confer the right to a change in Exercise Price, or a change to the number of underlying securities over which it can be exercised, other than under paragraphs (k) and (l) above.

5.6 Taxation

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with the acquisition, sale, exercise or non-exercise of Rights, or the subsequent disposal of any New Shares or New Options subscribed for under this Prospectus. The Directors recommend that all Eligible Shareholders consult their own independent professional tax advisors.

5.7 Material Contract: Underwriting Agreement

The Company has executed an underwriting agreement dated 20 December 2010 between the Underwriter and the Company (**Underwriting Agreement**), pursuant to which the Underwriter has agreed to underwrite the first \$1.0 million of Applications received pursuant to the Offer. Upon completion, the Underwriter will receive an underwriting fee of 5% of the amount underwritten and an issue management fee equal to 1.0% of the total amount raised by the Rights Issue. The Underwriter will pay all sub-underwriting fees and selling fees to third parties out of its fees. The Underwriter will also receive payment of reasonable costs and expenses incurred by it

in connection with the Offer. The Company will pay any GST applicable to any fee payable to the Underwriter under the Underwriting Agreement.

The obligation of the Underwriter to partially underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of specified events set out below. Capitalised terms used in this section 5.7 which are not defined in the Glossary share their meaning as set out in the Underwriting Agreement.

- (i) **(Indices fall)**: as at the close of trading on any Business Day after the date of the Underwriting Agreement any of the All Ordinaries Index, S&P/ASX 200 Index, or the S&P/ASX 300 Metals and Mining Index, as published by ASX, is at a level which is 7.5% or more below its respective level at the close of business on the Business Day prior to the date of the Underwriting Agreement; or
- (ii) **(Share Price)**: the closing sale price of the Company's Shares as recorded by ASX (being the last traded price on a Business Day excluding overnight crossings) is below the Price; or
- (iii) **(Prospectus)**: the Company does not lodge the Prospectus on the Lodgement Date or the Prospectus or Offer is withdrawn by the Company; or
- (iv) **(No Official Quotation)**: Official Quotation has not been granted for all the Rights Shares and Options by the Shortfall Notice Deadline Date or, having been granted, is subsequently withdrawn, withheld or qualified; or
- (v) **(Supplementary Prospectus)**:
 - A. the Underwriter, having elected not to exercise its right to terminate its obligations under the Underwriting Agreement as a result of an occurrence as described in clause 13.1(q)(vi) of the Underwriting Agreement, forms the view on reasonable grounds that a supplementary or replacement prospectus should be lodged with ASIC for any of the reasons referred to in section 719 of the Corporations Act and the Company fails to lodge a supplementary or replacement prospectus in such form and content and within such time as the Underwriter may reasonably require; or
 - B. the Company lodges a supplementary or replacement prospectus without the prior written agreement of the Underwriter; or
- (vi) **(Non compliance with disclosure requirements)**: it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:
 - A. the effect of the Offer on the Company; and
 - B. the rights and liabilities attaching to the New Shares and New Options; or
- (vii) **(Misleading Prospectus)**: it transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions of section 713 of the Corporations Act) or if any statement in the Prospectus becomes or misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive; or
- (viii) **(Restriction on allotment)**: the Company is prevented from allotting the Rights Shares and Options within the time required by this Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX

or any court of competent jurisdiction or any governmental or semi-governmental agency or authority; or

- (ix) **(Withdrawal of consent to Prospectus)**: any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in the Prospectus or to be named in the Prospectus, withdraws that consent; or
- (x) **(ASIC application)**: an application is made by ASIC for an order under section 1324B or any other provision of the Corporations Act in relation to the Prospectus, the Shortfall Notice Deadline Date has arrived, and that application has not been dismissed or withdrawn; or
- (xi) **(ASIC hearing)**: ASIC gives notice of its intention to hold a hearing under section 739 or any other provision of the Corporations Act in relation to the Prospectus to determine if it should make a stop order in relation to the Prospectus or ASIC makes an interim or final stop order in relation to the Prospectus under section 739 or any other provision of the Corporations Act; or
- (xii) **(Takeovers Panel)**: the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel, and that application has not been dismissed or withdrawn; or
- (xiii) **(Hostilities)**: there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world; or
- (xiv) **(Authorisation)** any authorisation which is material to anything referred to in the Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter; or
- (xv) **(Indictable offence)**: a director or senior manager of a Relevant Company is charged with an indictable offence; or
- (xvi) **(Termination Events)**: subject to the occurrence of the event described below having a material adverse effect on the Rights Issue, any of the following events occurs:
 - A. **(Default)**: default or breach by the Company under this Agreement of any terms, condition, covenant or undertaking; or
 - B. **(Incorrect or untrue representation)**: any representation, warranty or undertaking given by the Company in this Agreement is or becomes untrue or incorrect; or
 - C. **(Contravention of constitution or Act)**: a contravention by a Relevant Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX; or
 - D. **(Adverse change)**: an event occurs which gives rise to a Material Adverse Effect or any adverse change or any development including a prospective adverse change after the date of this Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company including, without limitation, if any forecast in the Prospectus

becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time; or

- E. **(Error in Due Diligence Results)**: it transpires that any of the Due Diligence Results or any part of the Verification Material was false, misleading or deceptive or that there was an omission from them; or
- F. **(Significant change)**: a "new circumstance" as referred to in section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor; or
- G. **(Public statements)**: without the prior approval of the Underwriter a public statement is made by the Company in relation to the Offer, the Issue or the Prospectus; or
- H. **(Misleading information)**: any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the Issue or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive; or
- I. **(Official Quotation qualified)**: the Official Quotation is qualified or conditional other than as set out in the definition of "Official Quotation"; or
- J. **(Change in Act or policy)**: there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy; or
- K. **(Prescribed Occurrence)**: a Prescribed Occurrence occurs; or
- L. **(Suspension of debt payments)**: the Company suspends payment of its debts generally; or
- M. **(Event of Insolvency)**: an Event of Insolvency occurs in respect of a Relevant Company; or
- N. **(Judgment against a Relevant Company)**: a judgment in an amount exceeding \$25,000 is obtained against a Relevant Company and is not set aside or satisfied within 7 days; or
- O. **(Litigation)**: litigation, arbitration, administrative or industrial proceedings are after the date of this Agreement commenced or threatened against any Relevant Company, other than any claims foreshadowed in the Prospectus; or
- P. **(Board and senior management composition)**: there is a change in the composition of the Board or a change in the senior management of the Company before Completion without the prior written consent of the Underwriter; or
- Q. **(Change in shareholdings)**: a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company; or
- R. **(Timetable)**: there is a delay in any specified date in the Timetable which is greater than 3 Business Days; or
- S. **(Force Majeure)**: a Force Majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 7 days occurs; or

- T. **(Certain resolutions passed)**: a Relevant Company passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter; or
- U. **(Capital Structure)**: any Relevant Company alters its capital structure in any manner not contemplated by the Prospectus; or
- V. **(Investigation)**: any person is appointed under any legislation in respect of companies to investigate the affairs of a Relevant Company; or
- W. **(Market Conditions)**: a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets; or
- X. **(Material Breach)**: if the Company fails to rectify any material breach of the Mandate having been given 10 business days notice in writing by the Underwriter of such breach having occurred.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

As at the date of this Prospectus, the Underwriter does not beneficially hold any Shares in the Company. The Underwriter is not a related party as defined in section 228 of the Corporations Act. The Underwriter has entered into sub-underwriting agreements with sub-underwriters who are clients of the Underwriter (Sub-underwriters). In the event that Shareholders and Non-Shareholder Applicants apply for less than \$1.0 million of New Shares and New Options under the Offer (being the "Underwritten Amount") prior to the Closing Date, then a shortfall will result and the Sub-underwriters will be entitled to subscribe for the Shortfall Securities making up the balance of the Underwritten Amount.

As the Underwritten Amount is fully sub-underwritten, the Underwriter will not acquire voting power in the Company as the result of a shortfall. In the unlikely event that there is a 100% shortfall and each Sub-underwriter subscribes for its full entitlement to the Shortfall Securities, no Sub-underwriter will acquire voting power in the Company of more than 20%. No Sub-underwriter is a related party as defined in section 228 of the Corporations Act.

5.8 Privacy

If you apply for New Shares and New Options, you will provide personal information to the Company. Company laws and tax laws require some of the information to be collected and kept. The Company will collect, hold and use the information provided by you to process your application and to administer your investment in the Company.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process your application.

The Company may disclose your personal information for purposes related to your investment to the Company's agents and service providers. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;

- the Underwriter to confirm applications; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising, on the Shares and for associated actions.

The Company complies with its legal obligations under the *Privacy Act 1988* (Cth).

You may request access to your personal information held by (or on behalf of) the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to or telephoning the Share Registry as follows:

Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235, Australia

Telephone: 1300 554 474 or 02 8280 7111

5.9 Information available to Shareholders

As a disclosing entity, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office. In addition, any person considering this offer is entitled to receive a copy of the following documents, free of charge, and the Company will provide them to any person who so requests during the application period under this Prospectus:

- the 2010 Financial Report of Dart for the year ending 30 June 2010 lodged with ASIC; and
- any other document used to notify ASX of information relating to the Company under the continuous disclosure provisions of the Listing Rules and the Corporations Act after the date of lodgement with ASIC of the annual Financial Report referred to above and before the lodgement of this Prospectus with ASIC.

For details of documents lodged with ASX since the date of lodgement of Dart's annual Financial Report for the year ended 30 June 2010 refer to the table below:

| Date | Announcement |
|------------|--------------------------------------|
| 17/12/10 | Appendix 3B and Cleansing Notice |
| 14/12/10 | Change of Director's Interest Notice |
| 14/12/10 | Change of Director's Interest Notice |
| 14/12/10 | Change of Director's Interest Notice |
| 14/12/10 | Change of Director's Interest Notice |
| 14/12/10 | Change of Director's Interest Notice |
| 10/12/2010 | Details of Company Address |
| 9/12/2010 | Reinstatement to Official Quotation |
| 9/12/2010 | Successful Capital Raising |
| 8/12/2010 | Extension of Suspension Request |
| 6/12/2010 | Suspension from Official Quotation |
| 6/12/2010 | Appendix 3B |
| 2/12/2010 | Trading Halt |
| 26/11/2010 | Results of Meeting |

| | |
|------------|--|
| 26/11/2010 | Annual General Meeting Presentation |
| 26/11/2010 | Chairman's Address to Shareholders |
| 29/10/2010 | Quarterly Activities report |
| 29/10/2010 | Quarterly Cashflow Report |
| 26/10/2010 | Annual Report to shareholders |
| 26/10/2010 | Notice of Annual General Meeting/Proxy Form |
| 30/09/2010 | Full Year Statutory Accounts – Year End 30 June 2010 |

5.10 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the issue of Securities pursuant to this Prospectus; or
- (c) the issue of Securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or issue of Securities pursuant to this Prospectus.

Interests held directly and indirectly by Directors in the Securities of Dart and any Related Body Corporate of it, as at the date of this Prospectus, are:

| Beneficial Owner | Registered holder | Number of Shares | Number of Options |
|---------------------|---|------------------|-------------------|
| Bernhard Hochwimmer | Mrs Louise Rosanne Hochwimmer & Mr Bernhard Rupert Hochwimmer | 662,500 | |
| | B Hochwimmer & Associates Pty Ltd <Hochwimmer Super Fund A/C> | 3,375,000 | |
| | B Hochwimmer & Associates Pty Ltd | 587,500 | 1,000,000 |
| Dean Turnbull | North East Geological Contractors Pty Ltd | 4,655,000 | 1,000,000 |
| Stephen Poke | Tesaneer Pty Ltd | 3,772,500 | 1,000,000 |
| Christopher Bain | Minadco Pty Ltd <Super Fund A/C> & <Bain Family Trust> | 1,478,332 | 1,000,000 |
| | Investor Resources Finance Pty Ltd | | 400,000 |
| Richard Udovenya | Hazelhurst Securities Pty Ltd | 340,000 | |
| | LAH Securities Pty Ltd | | 1,400,000 |

For details of remuneration paid or agreed to be paid to the Directors and their associated entities during the past two financial years, investors are referred particularly to the Remuneration Reports included in the Company's Financial Reports respectively for the years ended 30 June 2009 and 30 June 2010, both lodged at ASIC. A copy of those Financial Reports will be provided free of charge to anyone who asks for it. The rates of remuneration paid or agreed to be paid to the Directors and their associated entities for the period from 1 July 2010 to the date of this Prospectus are unchanged to those rates described in the Company's Financial Report for the year ended 30 June 2010, except that, for the period from 1 July 2010 to 31 December 2010 the Company has agreed to pay Mr Bain remuneration of \$18,000 for his services as the Interim Chief Executive Officer.

5.11 Interests and Consents of Experts and Advisers

The following parties have given (and not before the date of this document withdrawn) their consent to be named in this document in the form and context in which they are named:

- Patersons Securities Limited, in the capacity of Lead Manager and Partial Underwriter;
- ResourcesLaw International, in the capacity of Lawyers to the Company; and
- Link Market Services Limited, in the capacity of Share Registry.

Each of Patersons Securities Limited, ResourcesLaw International and Link Market Services Limited:

- has not authorised or caused the issue of this Prospectus;
- makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offer;
- has not made any statement in this Prospectus, or any statement on which a statement in this Prospectus is based, except where expressly stated above;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and except where expressly stated above; and
- was not involved in the preparation of the Prospectus or any part of it except where expressly attributed to that person.

Patersons Securities Limited has acted as Lead Manager and Partial Underwriter and for this is being paid an underwriting fee of 5% of the funds underwritten under the Offer and will also be paid a management fee equal to 1% of the total amount raised by the Rights Issue. The Underwriter will pay all sub-underwriting fees and selling fees to third parties out of its fees. Patersons Securities Limited is also entitled to reimbursement of out of pocket expenses.

Patersons Securities Limited acted as Lead Manager for a placement of Shares that raised \$1.0 million (before costs) in December 2010, for which the Company has agreed to pay it a fee of \$60,000 plus GST.

ResourcesLaw International has acted as lawyers to the Company in connection with the Offer and is entitled to receive approximately \$20,000 (plus GST). ResourcesLaw International has provided other professional services to the Company during the last two years for which the Company has paid or will pay fees totalling approximately \$51,310 (excluding GST). Richard Udovenya, a non-executive Director, is also a member of the law firm ResourcesLaw International. He also holds a beneficial interest in LAH Securities Pty Ltd ACN 060 438 691 (see Section 5.10).

5.12 Electronic prospectus

Pursuant to class order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of shares and options in response to an electronic application, subject to compliance with certain provisions.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have the entire Prospectus accompanied by the Shareholder Application Form or Non-Shareholder Application Form. If you have not, please contact Dart's Company Secretary (Andrew Draffin) on 03 9620 0033 and Dart will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept a Shareholder Application Form or Non-Shareholder Application Form from a person if it has reason to believe that when that person was given access to the Shareholder Application Form or Non-Shareholder Application Form, it was not provided with an entire copy of the Prospectus and any relevant supplementary or replacement material or any of those documents were incomplete or altered. In such case, the Application Money received will be dealt with in accordance with section 722 of the Corporations Act.

5.13 Directors' authorisation

This Prospectus is authorised by Dart and is lodged with the ASIC pursuant to section 718 of the Corporations Act. Each Director of Dart has given, and has not withdrawn, their consent to the lodgement of this Prospectus with ASIC under the terms of the section 720 of the Corporations Act.



Christopher J Bain
Chairman and Interim Chief Executive Officer
Dated: 20 December 2010

6. Glossary

\$ means Australian dollars.

Additional New Shares and New Options means New Shares and New Options in addition to an Eligible Shareholder's Entitlement for which an Applicant makes an Application.

Applicant means a person who submits an Application.

Application means a valid application made to subscribe for New Shares and New Options in accordance with the Offer.

Application Money means monies received from persons applying for New Shares and New Options pursuant to the terms of the Offer.

Application Price or Offer Price means 6.5 cents per New Share.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or as applicable, the Australian Securities Exchange.

ASX Settlement Operating Rules means the business rules of the securities clearing house which operates CHESS.

Board means the board of Directors.

Business Day means a day on which trading takes place on the stock market of ASX. CHESS means ASX Clearing House Electronic Sub-registry System.

CHESS means the Clearing House Electronic Subregister System, as operated by ASX Settlement Corporation.

Closing Date means 24 January 2011 or such other date as may be determined by the Directors and the Underwriter under this Prospectus.

Company and **Dart** means Dart Mining NL ABN 84 119 904 880.

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Eligible Options is defined in Section 1.1.

Eligible Shareholder means a Shareholder other than a Non-qualifying Foreign Shareholder.

Entitlement means a Shareholder's entitlement to subscribe for New Shares and New Options offered by this Prospectus.

Existing Shares is defined in Section 1.1.

Issue means the issue of New Shares and New Options under this Prospectus.

Listing Rules means the Listing Rules of ASX.

New Option means an option to acquire a Share, exercisable at 10 cents on or before 31 December 2011, to be issued under this Prospectus.

New Share means a fully paid ordinary share in the capital of the Company to be issued under this Prospectus.

Non-qualifying Foreign Shareholder means a Shareholder whose registered address is not in Australia or New Zealand.

Non-Shareholder Applicant means a person who submits an Application that is not a Shareholder.

Non-Shareholder Application Form means the Non-Shareholder Application Form attached to or accompanying this Prospectus that enables Non-Shareholder Applicants to subscribe for New Shares and New Options pursuant to the Shortfall Offer.

Offer means the offer to issue one New Share for every three Shares held at 6.5 cents per New Share. One free attaching New Option will be issued with every two New Shares issued.

Official List means the official list of ASX.

Option means an option to acquire a Share, granted by the Company.

Prospectus means the prospectus constituted by this document.

Record Date means 31 December 2010.

Related Body Corporate means a related body corporate as defined in section 50 of the Corporations Act.

Rights means the right to subscribe for New Shares and New Options under this Prospectus.

Rights Issue has the same meaning as the Offer.

Securities has the same meaning given to that term in the Listing Rules.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share registered on the Record Date.

Shareholder Application Form means the Entitlement and Acceptance Form attached to or accompanying this Prospectus that sets out the Entitlement of Shareholders to subscribe for New Shares and New Options pursuant to the Rights Issue.

Share Registry means Link Market Services Limited ABN 54 083 214 537.

Shortfall Offer means the offer of Shortfall Securities to Non-Shareholder Applicants under the shortfall mechanism as described in Section 1.4.

Shortfall Securities means New Shares and New Options for which successful valid Applications have not been received by the Closing Date.

Sub-underwriter is defined in Section 5.7.

Underwriter means Patersons Securities Limited ABN 69 008 896 311.

Underwriting Agreement means the underwriting agreement dated 20 December 2010 between the Underwriter and the Company.



DART MINING NL

ABN 84 119 904 880

Non-Shareholder Application Form

This is an Application Form for Shares in Dart Mining NL ("The Company") under the terms set out in the Prospectus dated 20 December 2010. Shortfall Securities will be allotted at the Directors' discretion. The Company cannot guarantee the availability of Shortfall Securities for all or any of the applications. This Application Form and your cheque or bank draft must be received by the Share Registry by **5:00pm (AEDT) on 24 January 2011**.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Shares and you should read the entire Prospectus carefully before applying for Shares.

New Shares applied for at **A\$0.065** Price per New Share Application Monies **B A\$**

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

Applicant

Surname/Company Name

Title First Name Middle Name

Joint Applicant #2

Surname

Title First Name Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

TFN/ABN type – if NOT an individual, please mark the appropriate box Company Partnership Trust Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

Unit Number/Level Street Number Street Name

Suburb/City or Town State Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

X

Please note: that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN and any Shares issued as a result of the Offer will be held on the issuer sponsored sub-register.

Telephone Number where you can be contacted during Business Hours Contact Name (PRINT)

Cheques or bank drafts should be made payable to "Dart Mining NL Account" in Australian currency and crossed "Not Negotiable".

Cheque or Bank Draft Number BSB - Account Number

Total Amount **A\$**

LODGEMENT INSTRUCTIONS

You must return your application so it is received before 5:00pm (AEDT) on 24 January 2011 to:
Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

DTM EAC002



Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The shares to which this Non-Shareholder Application Form relates are Dart Mining NL Shares. Further details about the shares are contained in the Prospectus 20 December 2010 issued by Dart Mining NL.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Shortfall Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the shares. You should read the Prospectus before applying for shares.

- | | |
|---|--|
| <p>A Insert the number of Shares you wish to apply for. You may be issued all of the Shares applied for or a lesser number.</p> <p>B Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.</p> <p>C Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.</p> <p>D Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Dart Mining NL will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.</p> | <p>E Please enter your postal address for all correspondence. All communications to you from Dart Mining NL and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.</p> <p>F If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Dart Mining NL's issuer sponsored subregister.</p> <p>G Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.</p> <p>H Please complete the details of your cheque or bank draft in this section. The total amount should agree with the amount shown in section B.</p> <p>Make your cheque or bank draft payable to "Dart Mining NL Account" in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.</p> |
|---|--|

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (AEDT) on 24 January 2011 at:

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

Dart Mining NL Share Offer
C/- Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000
(do not use this address for mailing purposes)

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

| Type of Investor | Correct Form of Registration | Incorrect Form of Registration |
|--|---|--|
| Individual Use given names in full, not initials | Mrs Katherine Clare Edwards | K C Edwards |
| Company Use Company's full title, not abbreviations | Liz Biz Pty Ltd | Liz Biz P/L or Liz Biz Co. |
| Joint Holdings Use full and complete names | Mr Peter Paul Tranche & Ms Mary Orlando Tranche | Peter Paul & Mary Tranche |
| Trusts Use the trustee(s) personal name(s) | Mrs Alessandra Herbert Smith <Alessandra Smith A/C> | Alessandra Smith Family Trust |
| Deceased Estates Use the executor(s) personal name(s) | Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C> | Estate of late Harold Post or Harold Post Deceased |
| Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation | Mrs Sally Hamilton <Henry Hamilton> | Master Henry Hamilton |
| Partnerships Use the partners' personal names | Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C> | Fred Smith & Son |
| Long Names | Mr Hugh Adrian John Smith-Jones | Mr Hugh A J Smith Jones |
| Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s) | Mr Alistair Edward Lilley <Vintage Wine Club A/C> | Vintage Wine Club |
| Superannuation Funds Use the name of the trustee of the fund | XYZ Pty Ltd <Super Fund A/C> | XYZ Pty Ltd Superannuation Fund |

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.