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**DE GREY MINING LTD**  
**ACN 094 206 292**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11.00am (WST)  
**DATE:** 19 November 2019  
**PLACE:** Quest Kings Park  
54 Kings Park Road  
WEST PERTH WA 6005

*The business of the Meeting affects your shareholding and your vote is important.*

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.00am WST on Sunday, 17 November 2019.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – PETER HOOD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 20.5 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Peter Hood, a Director who was appointed as an additional Director on 16 November 2018, retires, and being eligible, is elected as a Director."*

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#### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – EDUARD ESHUYS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 20.5 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Eduard Eshuys, a Director who was appointed as an additional Director on 23 July 2019, retires, and being eligible, is elected as a Director."*

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5. **RESOLUTION 4 – ELECTION OF DIRECTOR – BRUCE PARNCUTT AO**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 20.5 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Bruce Parncutt AO, a Director who was appointed as an additional Director on 23 July 2019, retires, and being eligible, is elected as a Director."*

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6. **RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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7. **RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES (TOP DRILL)**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,802,748 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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8. **RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES (PLACEMENT)**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 60,343,600 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to

vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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9. **RESOLUTION 8 – APPROVAL TO ISSUE ADVISOR OPTIONS**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to DGO Gold Limited (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of DGO Gold Limited (or its nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Dated: 17 October 2019**

**By order of the Board**



**Simon Lill  
Chairman**

## Voting by proxy

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Your proxy voting instructions must be received by the time and in accordance with the instructions as set out on the enclosed Proxy Form.

### Guidance on Appointing a Proxy

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### Submit your Proxy Vote Online

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Vote online at <https://investor.automic.com.au/#/loginsah>, and simply follow the instructions on the enclosed proxy form.

Or, alternatively;

### Submit your Proxy Vote by Paper

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If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways;

#### BY MAIL

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

## Voting in person

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

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but the Company will need to verify your identity.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6117 9328.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.degreymining.com.au](http://www.degreymining.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

## **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – ELECTION OF DIRECTOR – PETER HOOD**

### **3.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Peter Hood, having been appointed by other Directors on 16 November 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

### **3.2 Qualifications and other material directorships**

Mr. Hood, a Chemical Engineer, has had a distinguished career in the Australian Mining and Chemical Industries. He held the position of Senior Production Engineer at the Kwinana Nickel Refinery from 1971 to 1981, then Mill Superintendent of the WMC Kambalda Nickel and Gold Operations between 1982 to 1985. In 1985, he joined Coogee Chemicals Pty Ltd in the position of General Manager and then as their CEO between 1998 and 2005. He then held the position of CEO of Coogee Resources Ltd before retiring in 2008. Through that period he was part of the management team that oversaw significant growth in Coogee Chemicals company capitalisation. Mr Hood is also a director of Cue Energy Resources Ltd, GR Engineering Ltd and Matrix Composites and Engineering Ltd.

### **3.3 Independence**

Mr Hood has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected the Board considers Mr Hood will be an independent director.

### **3.4 Board recommendation**

The Board supports the election of Mr Hood and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – ELECTION OF DIRECTOR – EDUARD ESHUYS**

### **4.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors,



but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Eduard Eshuys, having been appointed by other Directors on 23 July 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

#### **4.2 Qualifications and other material directorships**

Mr. Eshuys is a highly experienced and well credentialled geologist with over 40 years exploration experience in Australia. His successes as Joseph Gutnick's exploration director are well known. In the late 1980s and early 1990s he led the teams that discovered the Plutonic, Bronzewing and Jundee gold deposits, and the Cawse Nickel Deposit. He has also had involvement in the Maggie Hays and Mariners nickel discoveries in the 1970's. More recently he was the Managing Director and CEO of St Barbara Limited from July 2004 to March 2009. During this time St Barbara Limited grew substantially as a gold producer. Mr Eshuys is also a director of DGO Gold Ltd and NTM Gold Ltd.

#### **4.3 Independence**

DGO Gold Ltd, a company of which Mr Eshuys is a director, is a substantial shareholder in the Company. If elected the Board does not consider Mr Eshuys will be an independent director.

#### **4.4 Board recommendation**

The Board supports the election of Mr Eshuys and recommends that Shareholders vote in favour of Resolution 3.

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### **5. RESOLUTION 4 – ELECTION OF DIRECTOR –BRUCE PARNCUTT AO**

#### **5.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Bruce Parncutt AO, having been appointed by other Directors on 23 July 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

#### **5.2 Qualifications and other material directorships**

Mr. Parncutt was appointed to the board on 23 July 2019. Mr. Parncutt is currently Chairman of investment banking group Lion Capital and has had a career spanning over 40 years in investment management, investment banking and

stock broking, where he has previously held roles as Managing Director of McIntosh Securities, Senior Vice President of Merrill Lynch, Director of Australian Stock Exchange Ltd, President of the Council of Trustees of the National Gallery of Victoria, Board Member and Chairman of the NGV Foundation, member of the Felton Bequest Committee, Council member of Melbourne Grammar School. He has also held a number of listed public companies directorships, including Acrux Ltd, Praemium Limited and Stuart Petroleum Ltd. Mr Parncutt is also a director of DGO Gold Ltd.

In 2016, Mr. Parncutt was recognised as Officer in the Order of Australia in the Queen's Birthday Honours List for distinguished service to the community as a philanthropist (particularly in arts and education) and as an advocate and supporter of charitable causes, and to business and commerce. He is currently a member of The Australian Ballet Board, the University of Melbourne Campaign Board, and the University of Melbourne Centre for Positive Psychology Strategic Advisory Board, and a Trustee of the Helen MacPherson Smith Trust.

### 5.3 Independence

DGO Gold Ltd, a company of which Mr Eshuys is a director, is a substantial shareholder in the Company. If elected the Board does not consider Mr Parncutt will be an independent director.

### 5.4 Board recommendation

The Board supports the election of Mr Parncutt and recommends that Shareholders vote in favour of Resolution 4.

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## 6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

### 6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$60,067,245 (based on the number of Shares on issue and the closing price of Shares on the ASX on 10 October 2019 and excluding any restricted securities that may be on issue).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: DEG).

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

## **6.2 Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

### **(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 6.2(a)(i), the date on which the Equity Securities are issued.

### **(b) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

### **(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 1 October 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

		Dilution			
Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.032	\$0.064	\$0.10
			50% decrease	Issue Price	50% increase
			Funds Raised		
<b>Current</b>	938,550,711 Shares	93,855,071 Shares	\$3,003,362	\$6,006,724	\$9,010,086
<b>50% increase</b>	1,407,826,066 Shares	140,782,606 Shares	\$4,505,043	\$9,010,086	\$13,515,130
<b>100% increase</b>	1,877,101,422 Shares	187,710,142 Shares	\$6,006,724	\$12,013,449	\$18,020,173

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. 938,550,711 existing Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 10 October 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company may use the funds raised towards making (or to securing the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to progress exploration and development activities on its Pilbara mineral tenements, including those under Option agreements; or
- (ii) non-cash consideration to further its existing projects. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(f) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 28 November 2018 (Previous Approval).

The Company has not issued any Shares or Options pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 19 November 2019, the Company otherwise issued a total of 563,242,833 Shares which represents approximately 112.3% of the total diluted number of Equity Securities on issue in the Company on 19 November 2019, which was 501,623,742.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 1.

### 6.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

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## 7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES (TOP DRILL)

### 7.1 General

On 22 May 2018, the Company announced that it had executed an agreement with drilling company Top Drill Pty Ltd for ongoing drilling programs at the Pilbara Gold Project with a combination of RC and diamond drilling.

The Company has reached agreement with Top Drill whereby DEG will issue up to \$1M of equity to Top Drill or its nominee on ongoing invoicing, commencing 1 June 2018.

This will be achieved through the conversion of 30% of its invoiced drilling costs into equity, with the issue price to be determined by a 10% discount to the 5-day VWAP immediately preceding each invoice.

The shares are to be voluntarily escrowed for 6 months from the deemed date of issue, which is the invoice date.

The Company issued 3,802,748 Shares on 22 August 2019 to Top Drill Pty Ltd as part settlement of supplier invoices. Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

## **7.2 ASX Listing Rule 7.1 and 7.4**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## **7.3 ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue, the subject of Resolution 6 in accordance with ASX Listing Rule 7.5:

- (a) 3,802,748 Shares were issued to Top Drill Pty Ltd;
- (b) The Shares were issued and allotted on 22 August 2019;
- (c) the Shares were issued at \$0.065 per Share;
- (d) the Shares are fully paid ordinary shares in the capital of the Company, ranking equally in all respects with the Company's existing Shares on issue;
- (e) the Shares were issued to Top Drill Pty Ltd who is not a related party of the Company;
- (f) the issue was made in order to settle supplier invoices;
- (g) a voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 6. None of the Directors have a material personal interest in the subject matter of Resolution 6. The Board believes that the ratification of the share issue, the subject of Resolution 6, is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 6 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital under Listing Rule 7.1 during the next 12-months without shareholder approval.

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## 8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES (PLACEMENT)

### 8.1 General

On 24 July 2019, the Company announced that it had completed a placement of 60,343,600 Shares at an issue price of \$0.05 per Share (**Capital Raising**).

All monies raised provided funding for the Company's ongoing exploration activities at its Pilbara Gold Project as well as to part fund the acquisition of 100% of Indee Gold. The Capital Raising was completed under the ASX Listing Rule 7.1 15% discretionary limit for new issues of securities.

### 8.2 ASX Listing Rule 7.1 and 7.4

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 60,343,600 Shares issued on 24 July 2019 as part of the Capital Raising (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 7.2 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 8.3 ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue, the subject of Resolution 7 in accordance with ASX Listing Rule 7.5:

- (a) 60,343,600 Shares were issued to institutional, professional and sophisticated investors participating in the Capital Raising;
- (b) The Shares were issued and allotted on 24 July 2019;
- (c) the Shares were issued at \$0.05 per Share;
- (d) the Shares are fully paid ordinary shares in the capital of the Company, ranking equally in all respects with the Company's existing Shares on issue;
- (e) the Shares were issued to institutional, professional and sophisticated investors participating in the Capital Raising who are not a related party of the Company;
- (f) the issue was made in order to fund ongoing exploration and to part fund the acquisition of 100% of Indee Gold;
- (g) a voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 7. None of the Directors have a material personal interest in the subject matter of Resolution 7. The Board believes that the ratification of the share issue, the subject of Resolution 7, is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 7 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital under Listing Rule 7.1 during the next 12-months without shareholder approval.



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## **9. RESOLUTION 8 - APPROVAL TO ISSUE ADVISOR OPTIONS**

### **9.1 General**

Pursuant to Resolution 8, the Company is seeking Shareholder approval for the issue of 10,000,000 Options (**Advisor Options**) to DGO Gold Ltd (**DGO**) in consideration for the provision of corporate advisory services, including facilitating introductions with new institutional investors in relation to recent capital raisings undertaken by the Company.

Resolution 8 seeks Shareholder approval for the grant of the Advisor Options to DGO (or his nominee).

### **1.1 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Advisor Options constitutes giving a financial benefit and DGO is a related party of the Company by virtue of holding more an interest of more than 10% of the total issued capital of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Advisor Options because the agreement to grant the Advisor Options, was reached following arm's length negotiations in relation to the consideration for the provision of corporate advisory services provided by DGO to the Company. The Directors agreed that the negotiations were on arm's length basis and the consideration to be paid is consistent with agreements of this nature in lieu of the services provided.

### **1.2 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Advisor Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### **1.3 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- (a) the Advisor Options will be granted to DGO (or their nominee);

- (b) the number of Advisor Options to be issued is 10,000,000;
- (c) the Advisor Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date/progressively;
- (d) the Advisor Options will be issued for nil cash consideration accordingly no funds will be raised; and
- (e) the terms and conditions of the Advisor Options are set out in Schedule 2;

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Advisor Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Advisor Options to DGO (or its nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

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## GLOSSARY

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**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 6.1.

**Advisor Options** means the Options to be issued pursuant to the passing Resolution 8 on the terms and conditions set out in Schedule 2.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means De Grey Mining Ltd (ACN 094 206 292).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended June 2019.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).]

**WST** means Western Standard Time as observed in Perth, Western Australia.

## SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 19 NOVEMBER 2018

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
Issue – 19 November 2018 Appendix 3B – 19 November 2018	2,355,428	Shares <sup>4</sup>	Previous holders of listed options.	\$0.10 (discount of 7.6%)	Amount raised = \$235,543 Amount spent = \$235,543 Use of funds = Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 23 November 2018 Appendix 3B – 23 November 2018	8,796,393	Shares <sup>4</sup>	7,296,393 issued to previous holders of listed options on conversion of listed options. 1,500,000 (Unlisted option holders – Simon Lill)	\$0.10 (premium of 0.4%)	Amount raised = \$879,639 Amount spent = \$879,639 Use of funds = Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 27 November 2018 Appendix 3B – 27 November 2018	9,439,499	Shares <sup>4</sup>	8,439,499 issued to previous holders of listed options on conversion of listed options. 1,000,000 (Unlisted option holders – Lisa Tornatora)	\$0.10 (discount of 7.6%)	Amount raised = \$943,950 Amount spent = \$943,950 Use of funds = Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 30 November 2018 Appendix 3B – 29 November 2018	16,342,879	Shares <sup>4</sup>	13,842,879 issued to previous holders of listed options on conversion of listed options. 2,500,000 (Unlisted option holders): - 1,500,000 Andrew Beckwith - 1,000,000 Steven Morris	\$0.10 (discount of 11.2%)	Amount raised = \$1,634,288 Amount spent = \$1,634,288 Use of funds = Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 30 November 2018 Appendix 3B – 30 November 2018	5,063,802	Shares <sup>4</sup>	4,563,802 issued to previous holders of listed options on conversion of listed options. 500,000 (Unlisted option holders – Craig Nelmes)	\$0.10 (discount of 11.2%)	Amount raised = \$506,380 Amount spent = \$506,380 Use of funds = Ongoing funding of exploration activities, corporate

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
Issue – 4 December 2018 Appendix 3B – 4 December 2018	2,503,370	Shares <sup>4</sup>	1,903,370 (Listed option holders) 600,000 (Unlisted option holders): - 500,000 Craig Nelmes - 100,000 A Mannino & A Cox	\$0.10 (discount of 3.8%)	Amount raised = \$250,337 Amount spent = \$250,337 Use of funds = Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 10 December 2018 Appendix 3B – 11 December 2018	3,346,549	Shares <sup>4</sup>	Clients of Taylor Collison – participated in the underwriting of the expiring listed options as announced by the Company on 20 November 2018.	\$0.10 (discount of 7.6%)	Amount raised = \$334,655 Amount spent = \$334,655 Use of funds = Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 5 June 2019 Appendix 3B – 5 June 2019	3,299,961	Shares <sup>4</sup>	Top Drill Pty Ltd – for part settlement of drilling activities.	No issue price (non-cash consideration).	Consideration = Nil Current value <sup>3</sup> = \$194,698
Issue – 11 June 2019 Appendix 3B – 13 June 2019	1,134,611	Shares <sup>4</sup>	Unlisted option holders: - 634,611 Craig Nelmes - 500,000 GXB Pty Ltd	\$0.04 (discount of 48.1%)	Amount raised = \$45,384 Amount spent = \$45,384 Use of funds = Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 24 July 2019 Appendix 3B – 24 July 2019	60,343,600	Shares <sup>4</sup>	Clients of Bell Potter – participated in the placement as announced by the Company on 18 July 2019.	\$0.05 (discount of 15.3%)	Amount raised = \$3,017,180 Amount spent = \$3,017,180 Use of funds = Part payment for the acquisition of 100% of Indee Gold, ongoing funding of exploration activities, corporate costs and general working capital.

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
Issue – 15 August 2019 Appendix 3B – 14 August 2019	381,198,423	Shares <sup>4</sup>	Eligible shareholders accepting entitlements pursuant to an entitlement issue prospectus dated 18 July 2019 as well as clients of Bell Potter applying for shortfall.	\$0.05 (discount of 9.1%)	Amount raised = \$19,059,921 Amount spent = \$19,059,921 Use of funds = Part payment for the acquisition of 100% of Indee Gold, ongoing funding of exploration activities, corporate costs and general working capital. Amount remaining = \$9,897,501 Proposed use of remaining funds <sup>2</sup> Ongoing funding of exploration activities, corporate costs and general working capital.
Issue – 22 August 2019 Appendix 3B – 23 August 2019	62,868,318	Shares <sup>4</sup>	59,065,579 (Consideration Shares – to Northwest Nonferrous Australia Mining Pty Ltd in relation to the acquisition of Indee Gold Pty Ltd)  3,802,748 (Top Drill Pty Ltd – for part settlement of drilling activities)	No issue price (non-cash consideration).	Consideration = Nil Current value <sup>3</sup> = \$3,484,869  Consideration = Nil Current value <sup>3</sup> = \$224,362
Issue – 22 August 2019 Appendix 3B – 23 August 2019	3,950,000	Shares <sup>4</sup>	3,950,000 (Directors/related parties – as approved at the Shareholder meeting held in November 2017): - 1,200,000 Andrew Beckwith - 800,000 Simon Lill - 700,000 Philip Tornatora - 500,000 Craig Nelmes - 450,000 Steven Morris - 300,000 Brett Lambert	No issue price (non-cash consideration).	Consideration = Performance based remuneration for services provided to the Company. Current value <sup>3</sup> = \$233,050
Issue – 3 September 2019 Appendix 3B – 4 September 2019	2,600,000	Shares <sup>4</sup>	Participants in a placement as announced by the Company on 4 September 2019.	\$0.05 (discount of 15.3%)	Amount raised = \$130,000 Amount spent = Nil Use of funds = Part payment for the acquisition of 100% of Indee

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
					<p>Gold, ongoing funding of exploration activities, corporate costs and general working capital.</p> <p>Amount remaining = \$130,000</p> <p>Proposed use of remaining funds<sup>2</sup>: Ongoing funding of exploration activities, corporate costs and general working capital.</p>

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
3. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.059) on the ASX on 1 October 2019.
4. Fully paid ordinary shares in the capital of the Company, ASX Code: DEG (terms are set out in the Constitution).



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## SCHEDULE 2 – TERMS AND CONDITIONS OF ADVISOR OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective,

lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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### SCHEDULE 3 – VALUATION OF ADVISOR OPTIONS

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The Advisor Options to be issued to DGO Gold Ltd pursuant to Resolution 8 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Advisor Options were ascribed the following value:

<b>Assumptions:</b>	
Valuation date	11 October 2018
Market price of Shares	6.4 cents
Exercise price	10 cents
Expiry date (length of time from issue)	Each Option will expire at 5:00 pm (WST) on the date that is two (2) years from the date of issue.
Risk free interest rate	0.75%
Volatility (discount)	75%
<b>Indicative value per Advisor Option</b>	1.795 cents
<b>Total Value of Advisor Options</b>	\$179,500

Note: The valuation noted above is not necessarily the market price that the Advisor Options could be traded at and is not automatically the market price for taxation purposes.

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**If you are attending the meeting in person, please bring this with you for Securityholder registration.**

**Holder Number:**

## Vote by Proxy: DEG

Your proxy voting instruction must be received by **11.00am (WST) on Sunday 17 November 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

**Vote online at <https://investor.automic.com.au/#/loginshareholder>**

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.**

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

**Complete the form overleaf in accordance with the instructions set out below.**

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home>. Shareholders not listed by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



Contact	Return your completed form		All enquiries to Automic	
	<b>BY MAIL</b> Automic GPO Box 5193 Sydney NSW 2001	<b>IN PERSON</b> Automic Level 5, 126 Phillip Street Sydney NSW 2000	<b>BY EMAIL</b> meetings@automicgroup.com.au	<b>WEBCHAT</b> <a href="https://automic.com.au/">https://automic.com.au/</a>

STEP 1: Appoint Your Proxy	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of De Grey Mining Limited, to be held at <b>11.00am (WST) on Tuesday 19 November 2019 at Quest Kings Park, 54 Kings Park Road, West Perth WA 6005</b> hereby: <b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
	<p><b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b>          Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p> <p><b>AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS</b>          Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.</p>

STEP 2: Your Voting Direction	<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. ELECTION OF DIRECTOR – PETER HOOD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. ELECTION OF DIRECTOR – EDUARD ESHUYS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. ELECTION OF DIRECTOR – BRUCE PARNCUTT AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. APPROVAL OF 10% PLACEMENT CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. RATIFICATION OF PRIOR ISSUE OF SHARES (TOP DMLL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. RATIFICATION OF PRIOR ISSUE OF SHARES (PLACEMENT)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	8. APPROVAL TO ISSUE ADVISOR OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>			

STEP 3: Sign Here + Contact Details	<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
Email Address:			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Contact Daytime Telephone			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Date (DD/MM/YY)			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			