

ASX ANNOUNCEMENT

17 December 2021

Listing Rule 12.7 Non-Compliance

The Board of De Grey Mining Limited (ASX: DEG, “De Grey”, “Company”) provides the following update with respect to proposed changes to the composition of the De Grey board of directors, as well as the resignation of Joint Company Secretary Mr. Patrick Holywell.

De Grey was included in the ASX 300 on 4 September 2020 and became non-compliant with LR 12.7 on 30 September 2021. Specifically, the non-compliance is with respect to Recommendation 4.1 of the Corporate Governance Council which states that:

The board of a listed entity should:

(a) have an audit committee which:

(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and

(2) is chaired by an independent director, who is not the chair of the board.

At this point in time, whilst the Audit committee consists entirely of non-executive directors, it does not currently have a majority of independent directors, nor is it chaired by an independent director.

This was noted in the 2021 Annual Report (*Chairman’s Letter*) which stated that the Board had undertaken a Board review and was seeking to change the Board in keeping with the Corporate Governance Council’s recommendations.

The board selection process is not only seeking to comply with the recommendations of the Corporate Governance Council, but also to ensure that there is an appropriate balance of skills, experience, expertise and diversity on the board that can support De Grey’s aspiration to become a Tier 1 gold producer with the world class Mallina Gold Project.

That process is now well advanced with interviews well underway for both a Chairman and two independent non-executive directors, in turn allowing for suitable independence on the various sub-committees.

The new appointments are expected to be announced during January 2022, with compliance of LR 12.7 to then follow.

As part of the overall review process the Company also wishes to advise that Mr. Patrick Holywell has resigned as Joint Company Secretary of De Grey. Pat has been a valuable member of the team through the last 3 years. The Company thanks him for his support and efforts during this time and wishes him all the best in his future endeavours.

This announcement has been authorised for release by the Board of Directors.

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