



Equity Raising Presentation

5 October 2022



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This Presentation is dated 5 October 2022 and has been prepared by management of De Grey Mining Limited (ABN 65 094 206 292) ("**DEG**", "**De Grey**" or "**Company**") in relation its proposed fully underwritten placement of new fully paid ordinary shares in DEG ("**New Shares**") to certain strategic investors, institutions and other sophisticated and professional investors in accordance with section 708 of the *Corporations Act 2001* (Cth) ("**Corporations Act**") to raise A\$130 million (before costs) ("**Placement**") and its non-underwritten Share Purchase Plan targeting to raise A\$20 million (before costs) ("**SPP**") (the Placement and the SPP together, the "**Offer**"). The SPP will be conducted in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. The SPP is not underwritten and there is no guarantee that the Company will raise the targeted amount. The Company may, in its absolute discretion, raise a higher amount under the SPP. The Company may in its absolute discretion undertake a scale back of applications for shares under the SPP to the extent and in the manner it sees fit (including (but without limiting the Company's discretion) by taking into account, among other factors, the number of eligible shareholders participating, the size of their shareholding at the SPP record date or the number of new shares applied for under the SPP). This Presentation has been authorised for release to ASX by the Board of Directors of DEG ("**Board**").

Summary information

This Presentation is a summary only and contains summary information about DEG and its subsidiaries and their activities, which is current as at the date of this Presentation (unless otherwise indicated), and the information in this Presentation remains subject to change without notice. The information in this Presentation is general in nature and does not purport to be accurate nor complete, nor does it contain all of the information that an investor may require in evaluating a possible investment in DEG, nor does it contain all the information which would be required in a disclosure document or prospectus prepared in accordance with the requirements of the Corporations Act. It has been prepared by DEG with due care but no representation or warranty, express or implied, is provided in relation to the accuracy, reliability, fairness or completeness of the information, opinions or conclusions in this Presentation by DEG or any other party involved in its preparation.

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DISCLAIMERS

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Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek professional advice from their legal, financial, taxation or other independent adviser (having regard to the requirements of all relevant jurisdictions). DEG is not licensed to provide financial product advice in respect of an investment in shares. Cooling off rights do not apply to the acquisition of New Shares.

Financial data

All dollar values are in Australian dollars (A\$ or AUD) unless otherwise stated. Amounts, totals and change percentages are calculated on whole numbers and not the rounded amounts presented. This Presentation includes certain historical financial information extracted from DEG's audited consolidated financial statements and information released to ASX (collectively, the Historical Financial Information). The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by the Australian Accounting Standards (AAS) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

Past performance

Past performance metrics and figures (including past share price performance of DEG), as well as pro forma financial information, included in this Presentation are given for illustrative purposes only and should not be relied upon as (and is not) an indication of DEG's views, or that of any other party involved in its preparation, on DEG's future financial performance or condition or prospects. Investors should note that past performance of DEG, including in relation to the historical trading price of DEG shares, production, mineral resources and ore reserves, costs and other historical financial information cannot be relied upon as an indicator of (and provides no guidance, assurance or guarantee as to) future DEG performance, including the future trading price of New Shares. The historical information included in this Presentation is, or is based on, information that has previously been released to the market.

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This Presentation contains certain "forward-looking statements" and comments about future matters. Forward-looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Offer and the use of proceeds. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements. Any such statements, opinions and estimates in this Presentation speak only as of the date hereof, are preliminary views and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward-looking statements are provided as a general guide only. The forward-looking statements contained in this Presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of DEG, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. Any such forward looking statement also inherently involves known and unknown risks, uncertainties and other factors that may cause actual results, performance and achievements to be materially greater or less than estimated (refer to the "Key Risks" section of this Presentation). These factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic factors, increased capital costs and operating costs, the speculative nature of exploration and project development (including the risks of obtaining necessary licenses and permits, diminishing quantities or grades of reserves and the ability to exploit successful discoveries), general mining and development operation risks, closure and rehabilitation risks, changes to the regulatory framework within which DEG operates or may in the future operate, environmental conditions including extreme weather conditions, geological and geotechnical events, and environmental issues, and the recruitment and retention of key personnel, industrial relations issues and litigation.

Any such forward looking statements are also based on assumptions and contingencies which are subject to change and which may ultimately prove to be materially incorrect, as are statements about market and industry trends, which are based on interpretations of current market conditions. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures and not place undue reliance on such statements (particularly in light of the current economic climate and significant volatility, uncertainty and disruption caused by the COVID-19 pandemic). The forward looking statements in this Presentation are not guarantees or predictions of future performance and may involve significant elements of subjective judgment, assumptions as to future events that may not be correct, known and unknown risks, uncertainties and other factors, many of which are outside the control of DEG.

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DISCLAIMERS

JORC Code

It is a requirement of the ASX Listing Rules that the reporting of ore reserves and mineral resources in Australia comply with the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code"). Investors outside Australia should note that while ore reserve and mineral resource estimates of DEG in this Presentation comply with the JORC Code (such JORC Code-compliant ore reserves and mineral resources being "Ore Reserves" and "Mineral Resources" respectively), they may not comply with the relevant guidelines in other countries and, in particular, do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators (the "Canadian NI 43-101 Standards"); or (ii) Item 1300 of Regulation S-K, which governs disclosures of mineral reserves in registration statements filed with the SEC. Information contained in this Presentation describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian or US securities laws.

Mineral Resources and Ore Reserves

This announcement contains estimates of DEG's Mineral Resources and Ore Reserves. The information in this presentation that relates to DEG's Mineral Resources and Ore Reserves has been extracted from DEG's previous ASX announcements including:

1. ASX Announcement Mallina Gold Project Preliminary Feasibility Study Outcomes dated 8 September 2022 ("PFS")
2. ASX announcement Mallina Gold Project Resource Statement dated 31 May 2022
3. ASX announcement Mallina Gold Project Scoping Study dated 5 October 2021
4. ASX announcement 6.8Moz Hemi Maiden Mineral Resource drives MGP to 9.0Moz dated 23 June 2021

Copies of these announcements are available at www.asx.com.au or <https://degreymining.com.au/asx-releases/>. DEG confirms that it is not aware of any new information or data that materially affects the information included in those announcements and, in relation to the estimates of DEG's Mineral Resources and Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the announcements continue to apply and have not materially changed. DEG confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from those announcements.

Production Targets

This Presentation contains DEG Production Targets and forecast financial information derived from those. Refer to ASX announcement Mallina Gold Project Preliminary Feasibility Study Outcomes dated 8 September 2022. The total life of mine production of the Mallina Gold Project schedule is underpinned by 86.5% Measured and Indicated Resource, with the remaining 13.5% being classified as Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the production target itself will be realised. The stated production target is based on the Company's current expectations of future results or events and should not be solely relied upon by investors when making investment decisions. Further evaluation work and appropriate studies are required to establish sufficient confidence that this target will be met. DEG confirms that the financial viability of the Mallina Gold Project is not dependent on the inclusion of Inferred Mineral Resources in the production schedule.

DEG confirms that it is not aware of any new information or data that materially affects the information included in that announcement. All material assumptions and technical parameters underpinning the estimates in that ASX announcement continue to apply and have not materially changed. DEG confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from those announcements.

Exploration Results

The information in this Presentation that relates to the Company's Exploration Results has been extracted from the Company's previous ASX announcements, including its ASX announcements dated 8 September 2022 and 31 May 2022. Copies of these announcements are available at www.asx.com.au or <https://degreymining.com.au/asx-releases/>. DEG confirms that it is not aware of any new information or data that materially affects the information included in those announcements.

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Statements made in this Presentation are made only as at the date of this Presentation. The information in this Presentation remains subject to change without notice. DEG reserves the right to withdraw the Offer or vary the timetable for the Offer at any time before the issue of the relevant securities without notice.

ACKNOWLEDGMENT OF COUNTRY

At De Grey Mining, we acknowledge the Traditional Custodians of the land upon which we operate, the Kariyarra, Ngarluma, Nyamal, Ngarla and Mallina peoples. We recognise their unique cultural heritage, beliefs and connection to these lands, waters and communities.

We pay our respects to all members of these Indigenous communities, and to Elders past, present and emerging. We also recognise the importance of continued protection and preservation of cultural, spiritual and educational practices.

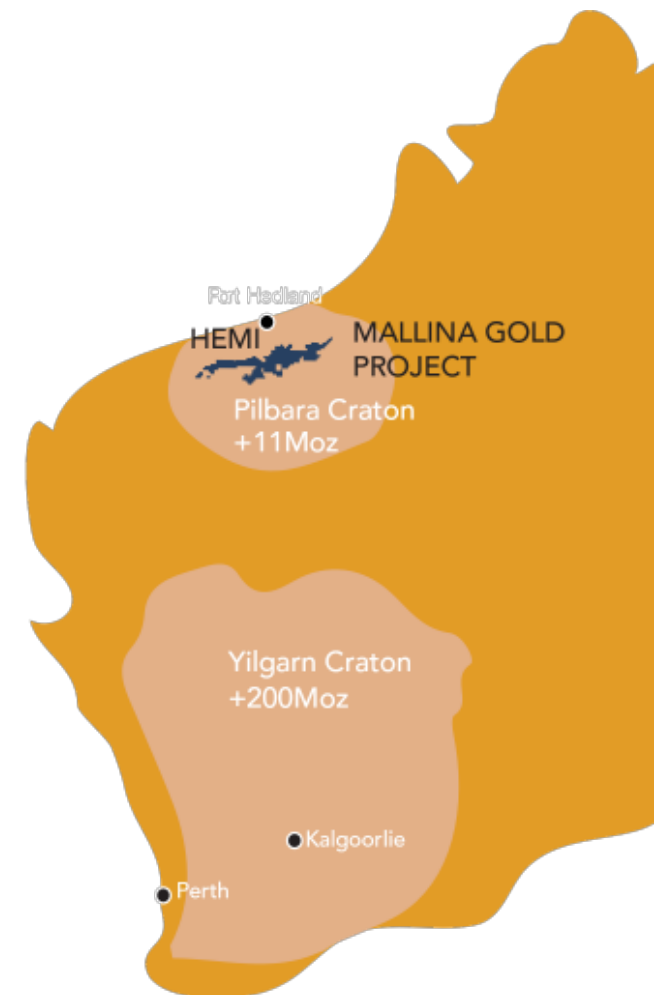
As we value treating all people with respect, we are committed to building successful and mutually beneficial relationships with the Traditional Custodians throughout our areas of operation.



KEY HIGHLIGHTS

De Grey continues to rapidly advance its Tier 1 discovery towards production

- September 2022 Pre-Feasibility Study further improved key metrics of a financially attractive and technically viable Tier 1 global gold development project
- Hemi Mineral Resource Estimate upgraded to 8.5Moz in May 2022 and Mallina Gold Project MRE now 10.6Moz
- Recent release of maiden Ore Reserve of 5.1Moz @ 1.5g/t Au
- Total target Offer proceeds of A\$150m will enable De Grey to advance exploration initiatives, project studies, project funding and pre-development activities¹
- Offer ensures De Grey is fully funded through to completion of a Definitive Feasibility Study (scheduled for Q2 2023) in preparation for a subsequent Final Investment Decision²
- De Grey will have balance sheet strength and flexibility to execute its corporate strategy during the critical project financing phase



1. The targeted total Offer proceeds of A\$150 million includes the A\$20 million the Company is targeting to raise under the SPP. The SPP is not underwritten and there is no guarantee that the Company will raise the targeted amount of A\$20 million. In the event the Company receives valid applications under the SPP in excess of the targeted amount, the Company may, in its absolute discretion, raise more than the target or may scale back the number of New Shares issued under the SPP.

2. Subject to the Company raising the targeted amount of A\$20 million under the SPP. The SPP is not underwritten and there is no guarantee that the Company will raise the targeted amount of A\$20 million. In the event the Company receives valid applications under the SPP in excess of the targeted amount, the Company may, in its absolute discretion, raise more than the target or may scale back the number of New Shares issued under the SPP. See the Company's ASX announcement dated 5 October 2022 for further details of the material terms of the Underwriting Agreement.

EQUITY RAISING OVERVIEW



EQUITY RAISE OVERVIEW

De Grey is conducting an equity raising by virtue of a Placement and SPP

Offer Structure and Size

- De Grey is conducting an equity raising targeting to raise A\$150 million (the “Offer”), comprising:
 - a A\$130 million fully underwritten institutional placement to sophisticated and professional investors (“Placement”); and
 - a non-underwritten Share Purchase Plan (“SPP”) to existing eligible shareholders in Australia and New Zealand¹, up to a maximum of A\$30,000 per shareholder, targeting to raise A\$20 million²
- The Placement will take place in a single tranche and fall within the Company’s placement capacity under ASX Listing Rule 7.1
- 130 million new fully paid ordinary shares (“New Shares”) to be issued under the Placement, representing approximately 9.2% of existing shares on issue

Offer Price

- Offer price of A\$1.00 represents a:
 - 8.3% discount to the last traded price of \$1.090 on Tuesday, 4 October 2022
 - 3.3% discount to the 5-day VWAP of \$1.034 as at Tuesday, 4 October 2022

Use of Funds (see page 10 for details)

- Proceeds from the Offer, together with existing cash, will be applied to completion of a Definitive Feasibility Study (“DFS”) in respect of the Project in preparation for a subsequent Final Investment Decision (“FID”), resource definition drilling and appropriate technical studies to increase Project reserves, discovery and extension drilling of the Project, targeting new discoveries and increased Project resources, structured Project funding process, pre-development activities and corporate costs and general working capital

Ranking

- New Shares issued under the Offer will rank equally with existing shares on issue

Underwriting³

- Canaccord Genuity (Australia) Limited acting as Global Coordinator, Joint Lead Manager, Joint Underwriter & Joint Bookrunner
- Argonaut Securities Pty Limited acting as Joint Lead Manager & Joint Bookrunner and Argonaut PCF Limited acting as Joint Underwriter

1. Eligible shareholders are registered De Grey shareholders, as at 5:00pm (WST) on Tuesday, 4 October 2022, who have a registered address in Australia or New Zealand, do not hold De Grey shares on behalf of a person who resides outside Australia or New Zealand and are not in the United States or acting for the account or benefit of any person in the United States.

2. The targeted total Offer proceeds of A\$150 million includes the A\$20 million the Company is targeting to raise under the SPP. The SPP is not underwritten and there is no guarantee that the Company will raise the targeted amount of A\$20 million. In the event the Company receives valid applications under the SPP in excess of the targeted amount, the Company may, in its absolute discretion, raise more than the target or may scale back the number of New Shares issued under the SPP.

3. See the Company’s ASX announcement dated 5 October 2022 for further details of the material terms of the Underwriting Agreement.

PLACEMENT - SOURCES AND USES OF FUNDS

Proceeds from the Offer will ensure De Grey is fully funded¹ through to completion of the Mallina DFS in preparation for a subsequent FID in CY2023

Use of Funds Description

Exploration initiatives - \$34m

- Increasing the resource base at the Hemi and Regional deposits through extensional drilling
- Assessing the potential for concurrent underground and open pit mining
- New discoveries that could result from extensive and ongoing exploration activities

Completion of the DFS - \$40m

- Increasing the percentage of JORC Indicated mineralisation within the open pit designs at Hemi
- Increasing Ore Reserves at Hemi through targeted resource definition drilling
- Maiden Ore Reserve for the regional deposits through additional technical studies and targeted resource definition drilling

Pre-development activities - \$16m

- Long lead items and early works relating to dewatering bores

General working capital & offer costs - \$77m

- Project funding process including engagement with banks and financial institutions and associated legal, financial and technical advisory fees
- Capacity building and workforce planning activities
- Enhanced balance sheet strength and financial flexibility

Sources of Funds	A\$m
Existing Cash ²	37
Proceeds from Placement	130
Total Sources³	167
Uses of Funds	A\$m
Exploration initiatives	34
Completion of the DFS	40
Pre-development activities	16
General working capital & offer costs	77
Total Uses³	167

1. Subject to the Company raising the targeted amount of A\$20 million under the SPP. The SPP is not underwritten and there is no guarantee that the Company will raise the targeted amount of A\$20 million. In the event the Company receives valid applications under the SPP in excess of the targeted amount, the Company may, in its absolute discretion, raise more than the target or may scale back the number of New Shares issued under the SPP. See the Company's ASX announcement dated 5 October 2022 for further details of the material terms of the Underwriting Agreement.

2. As at 30 September 2022.

3. Excludes any proceeds raised from the SPP, which, subject to the final amount raised, will be applied by the Company consistently with the purposes of the Placement proceeds.

INDICATIVE TIMETABLE

De Grey is conducting an equity raising by virtue of a Placement and SPP

Event	Date
Record Date for eligibility to participate in SPP	Tuesday, 4 October 2022 at 5.00pm
Trading Halt	Wednesday, 5 October 2022
Announcement of Offer & Placement opens	Wednesday, 5 October 2022
Trading halt lifted and announcement of completion of Placement	Thursday, 6 October 2022
Settlement of New Shares issued under the Placement	Wednesday, 12 October 2022
Allotment and commencement of trading of New Shares issued under the Placement	Thursday, 13 October 2022
Dispatch SPP offer booklet and SPP open date	Monday, 17 October 2022
SPP closing date	Friday, 4 November 2022
Announcement of SPP results	Thursday, 10 November 2022
Allotment of New Shares issued under the SPP	Thursday, 10 November 2022

Note: All times referenced are to Perth time, Australia unless denoted otherwise. This timetable is indicative only and the Company may, at its discretion, vary any of the above dates, subject to the ASX Listing Rules and the Corporations Act and other applicable laws. The Company reserves the right to close the SPP early or to withdraw the SPP, in its sole and absolute discretion, by lodging an announcement with the ASX. The commencement of trading and quotation of New Shares is subject to ASX confirmation.

COMPANY OVERVIEW



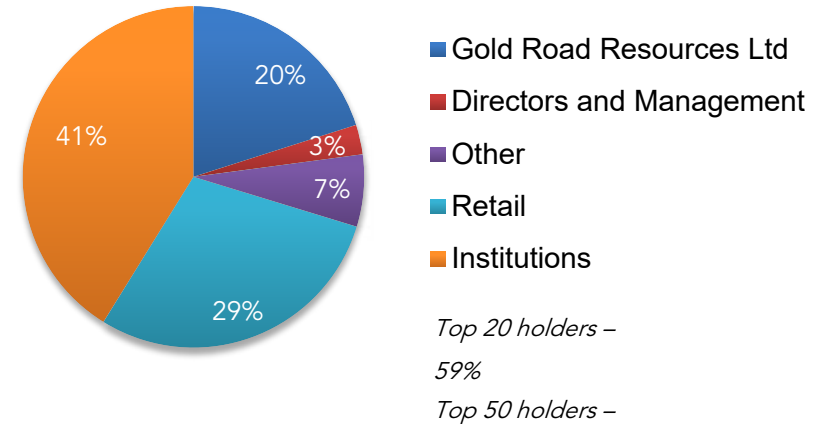
CORPORATE OVERVIEW

Corporate structure

	Current	Pro Forma ¹
Shares on issue (ASX:DEG)	1,411M	1,541M
Options	4.0M	4.0M
Performance rights	1.5M	1.5M
Share price (4 Oct 2022)	\$1.09	\$1.00 ²
Market capitalisation (4 Oct 2022)	\$1.54B	\$1.54B ²
Cash (30 September 2022)	\$37M	\$167M ³

1. Assuming Placement proceeds of A\$130 million only (before costs) and excluding any amounts raised under the SPP.
2. At Offer price of A\$1.00.
3. Pro forma cash post-Offer.

Shareholders (Pre-Offer)



Share price (Last 12 months)



BOARD OF DIRECTORS



Simon Lill
Non-Executive Chairman
Corporate Management
→ Joined October 2013



Glenn Jardine
Managing Director
Mining Engineer
→ Joined May 2020



Peter Hood AO
Non-Executive Director
Chemical Engineer
→ Joined November 2018



Andy Beckwith
Executive Technical Director
Geologist
→ Joined October 2017



Samantha Hogg
Non-Executive Director
Finance / Governance
→ Joined January 2022



Craig Nelmes
Company Secretary
Accountant / Governance
→ Joined October 2013



Paul Harvey
Non-Executive Director
Mining Engineer
→ Joined July 2022

EXPERIENCED MANAGEMENT TEAM



Glenn Jardine
Managing Director



Andy Beckwith
Executive Technical Director



Peter Canterbury
Chief Financial Officer



Phil Tornatora
GM Exploration



Bronwyn Campbell
Community Relations



Allan Kneeshaw
Business Development



John Brockelsby
Risk and HSE



Rod Smith
Studies Manager



Courtney Morgan-Evans
People and Capability



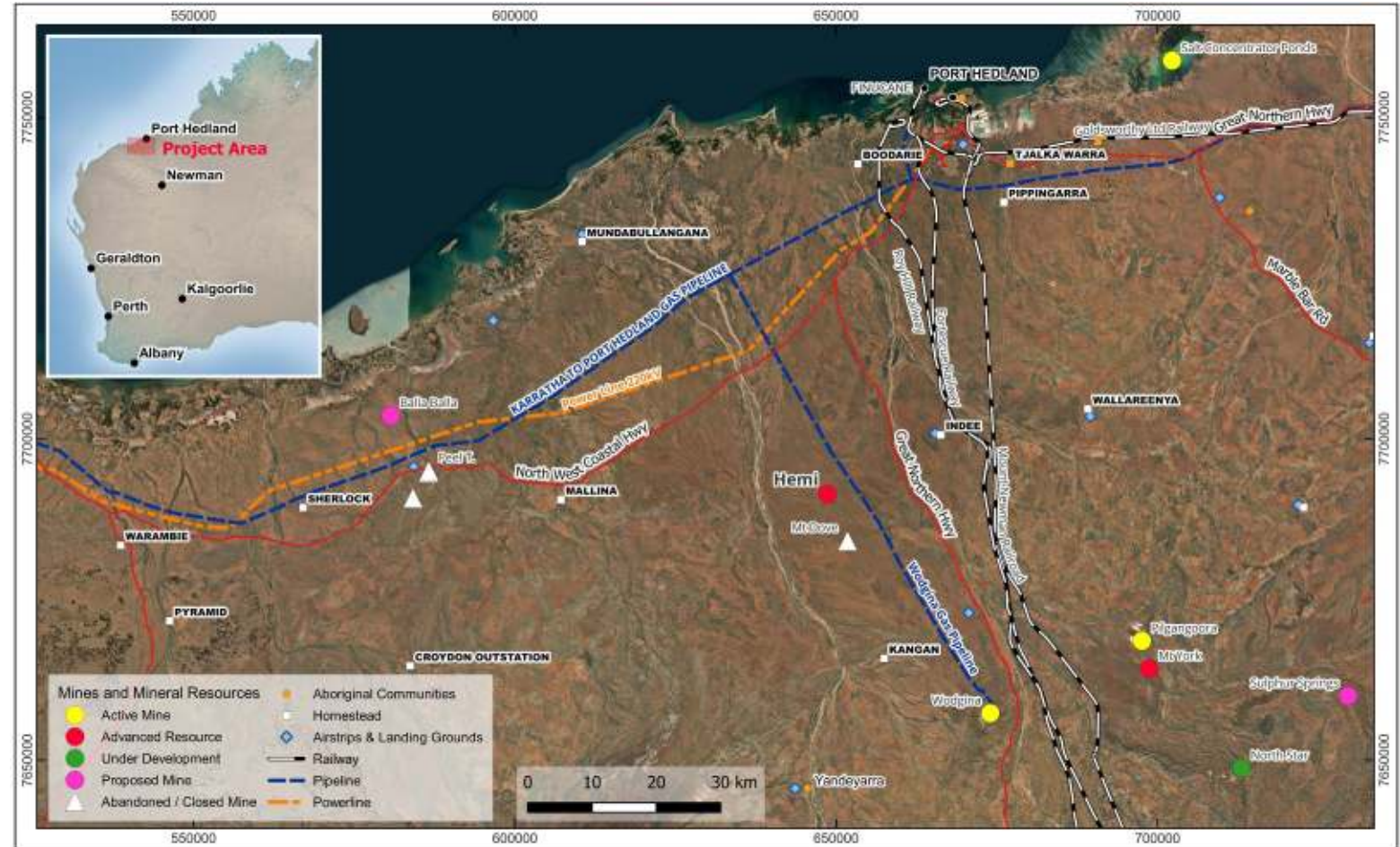
Noel O'Brien
Studies Consultant

A management team with experience spanning exploration, assessment, planning, construction and operation of large scale resources projects

A TIER 1 MINING REGION

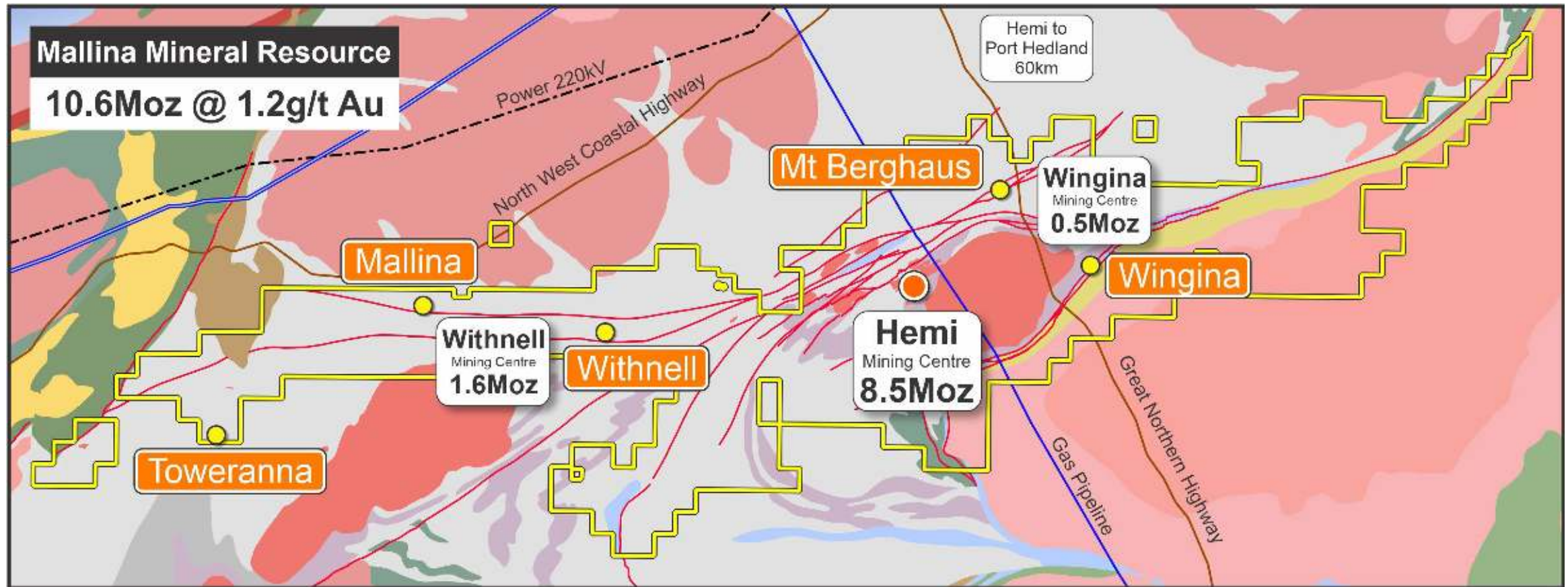
Project favourably located close to existing infrastructure

- Hemi is ideally located 85km by road from Port Hedland, a major mining service centre
- Existing infrastructure located within 20km of Hemi:
 - Two major sealed highways
 - Two gas pipelines
 - 220kV transmission line
- Large scale renewable energy projects currently being established in the region
- Sufficient good quality water



THE MALLINA GOLD PROJECT

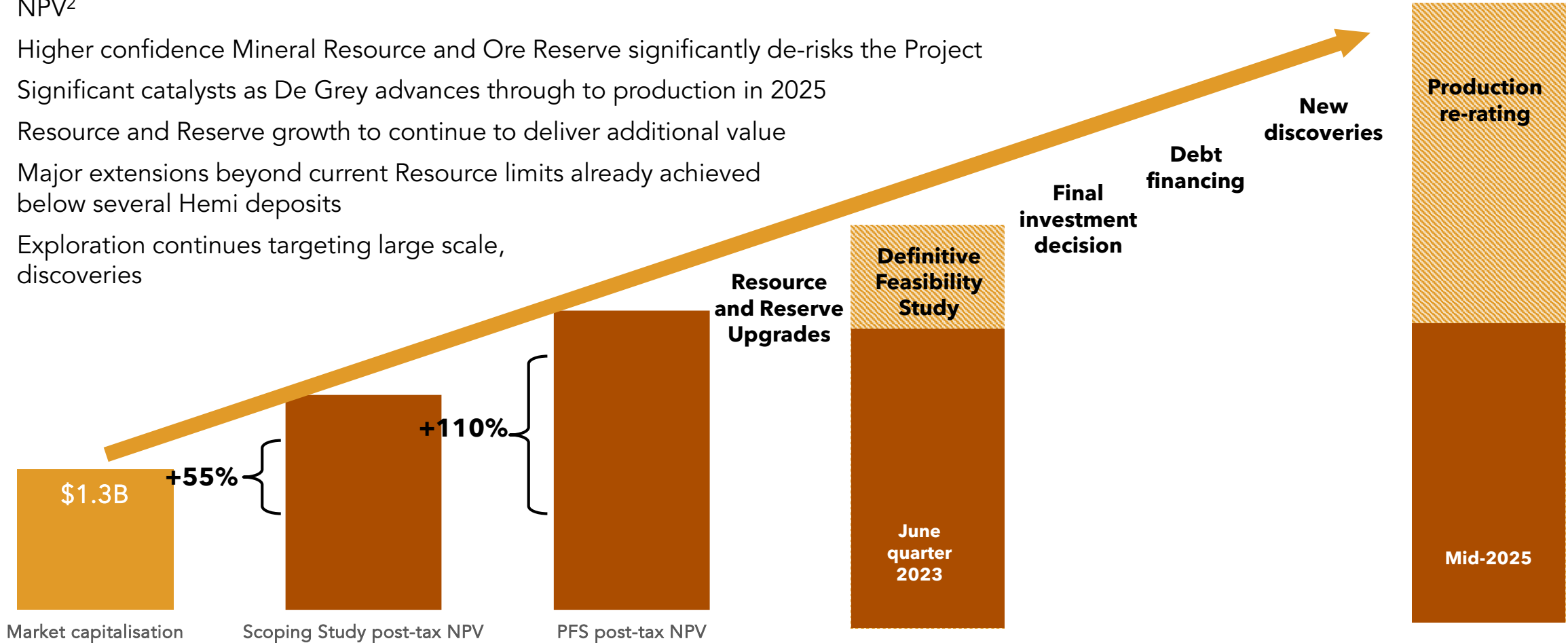
A dominant land position spanning 150km east-west across major structures



A PATH OF VALUE ACCRETION OPPORTUNITIES

Significant value upside as the project continues to de-risk¹

- Current market capitalisation is a significant discount to both the scoping study and PFS NPV²
- Higher confidence Mineral Resource and Ore Reserve significantly de-risks the Project
- Significant catalysts as De Grey advances through to production in 2025
- Resource and Reserve growth to continue to deliver additional value
- Major extensions beyond current Resource limits already achieved below several Hemi deposits
- Exploration continues targeting large scale, discoveries



1. Please note any production re-rating is aspirational.

2. Net Present Value (NPV) is based on assumptions and inputs set out in De Grey's ASX announcement of the Mallina PFS dated 8 September 2022.


MALLINA PRE-FEASIBILITY STUDY

September 2022



PRE-FEASIBILITY STUDY EVALUATION HIGHLIGHTS

Compelling physical metrics¹



**A future top 5
Australian Gold Mine
based on production**



Total
production² **6.4Moz over
13.6 years**




Mining physicals
136Mt @ 1.6g/t Au
processed at 93.6% recovery

Annual production

550koz: first 5 years

540koz: first 10 years



Maiden Ore Reserve
5.1Moz @ 1.5g/t Au

**Plant
throughput**



10Mtpa

1. Outcomes, forecasts and comparisons taken from the Mallina Gold PFS dated 8 September 2022.
2. The mine plan contains approximately 13% Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Production Target itself will be realised.

PRE-FEASIBILITY STUDY EVALUATION HIGHLIGHTS

Compelling financial metrics

Undiscounted free cash flow



\$5,900M: pre-tax

\$4,200M: post-tax

NPV 5%

\$3,900M: pre-tax
\$2,700M: post-tax

IRR



51%: pre-tax

41%: post-tax

Pre-production capital

\$985M cost of plant and infrastructure including \$100M growth allowance plus

\$68M pre-stripping cost

AISC



\$1,220/oz: first 5 years

\$1,280/oz: first 10 years

**Unleveraged
payback
period**

1.6 years: pre-tax
1.8 years: post-tax

CONSULTANTS/PARTNERS

A team of high-quality consultants and partners

Resource estimation and
mining engineering



Process
engineering



Environmental



Metallurgical
testwork



Mine costing



Geotechnical



Geochemical



Power supply



Hydrogeological



Hydrological



Tailings Storage



Energy and
decarbonisation



HEMI MINERAL RESOURCE (MAY 2022)

A highly robust estimate based on extensive drilling

- Based on 323 diamond drill holes (83,933m) and 949 RC holes including pre-collars (232,012m)
- Discovery cost of \$10/oz for Inferred Resources and \$17/oz for Indicated Resources
- Resources within 370m of surface considered suitable for large scale open pit mining
- Limited drilling has been conducted testing the deposits below 370m depth

Depth	Indicated			Inferred			Total		
	Mt	Au g/t	Koz	Mt	Au g/t	Koz	Mt	Au g/t	Koz
0m – 370m	139.1	1.3	5,804	68.9	1.0	2,251	208.0	1.2	8,053
Below 370m	–	–	–	5.2	2.5	417	5.2	2.5	417
Total Hemi	139.1	1.3	5,804	74.1	1.1	2,666	213.3	1.2	8,470

HEMI RESOURCE (MAY 2022) BY DEPOSIT

Significant increases in contained ounces and grade at Diucon and Eagle

Deposit	Indicated			Inferred			Total		
	Mt	Au g/t	Koz	Mt	Au g/t	Koz	Mt	Au g/t	Koz
Aquila	12.9	1.5	610	7.6	1.3	311	20.5	1.4	921
Brolga	37.3	1.3	1,611	24.2	1.1	821	61.6	1.2	2,432
Crow	20.3	1.1	700	12.5	1.2	474	32.8	1.1	1,174
Diucon	29.4	1.4	1,311	8.6	1.2	325	37.9	1.3	1,635
Eagle	16.6	1.2	636	9.9	1.0	312	26.5	1.1	948
Falcon	22.7	1.3	937	11.4	1.2	422	34.1	1.2	1,359
Total Hemi	139.1	1.3	5,804	74.1	1.1	2,666	213.3	1.2	8,470

HIGH RESOURCE CONFIDENCE

Mineral Resources contained within a \$2,500/oz open pit shell at various cut-off grades

Cut-off grade (Au g/t)	Indicated			Inferred			Total			Indicated (%)
	Mt	Au g/t	Koz	Mt	Au g/t	Koz	Mt	Au g/t	Koz	
0.3	133.6	1.3	5,651	26.9	1.1	988	160.5	1.3	6,639	85.1%
0.4	120.2	1.4	5,500	23.5	1.3	950	143.7	1.4	6,450	85.3%
0.5	107.4	1.5	5,315	20.4	1.4	905	127.8	1.5	6,220	85.4%
0.6	95.8	1.7	5,110	17.7	1.5	858	113.5	1.6	5,968	85.6%
0.7	85.5	1.8	4,895	15.4	1.6	810	100.9	1.8	5,705	85.8%

MALLINA PROJECT MINERAL RESOURCE

Australia's largest undeveloped gold project – and still growing

MGP Mining Centre	Total		
	Mt	Au g/t	Koz
Hemi Mining Centre	213.3	1.2	8,470
Withnell Mining Centre	25.6	2.0	1,626
Wingina Mining Centre	11.9	1.4	538
Total	250.7	1.3	10,634

Hemi - 0.3g/t Au Cut-off above 370m depth, 1.5g/t Au Cut-off below 370m depth, assays to 5 April 2022, rounding errors may occur
Withnell & Wingina Mining Centre estimates remain unchanged from February 2020.



HEMI MAIDEN ORE RESERVE

High conversion rate from the current 5.8Moz Indicated Resource at Hemi

Mining Centre	Type	Proved			Probable			Total		
		Mt	Au g/t	Koz	Mt	Au g/t	Koz	Mt	Au g/t	Koz
Hemi Mining Centre	Oxide	-	-	-	7.3	1.7	403	7.3	1.7	403
	Transition	-	-	-	6.0	1.7	329	6.0	1.7	329
	Sulphide	-	-	-	90.1	1.5	4,408	90.1	1.5	4,408
	Total	-	-	-	103.4	1.5	5,139	103.4	1.5	5,139

HIGH OUNCES PER VERTICAL METRE

Gold endowment to underpin strong economics from large scale open pit mining

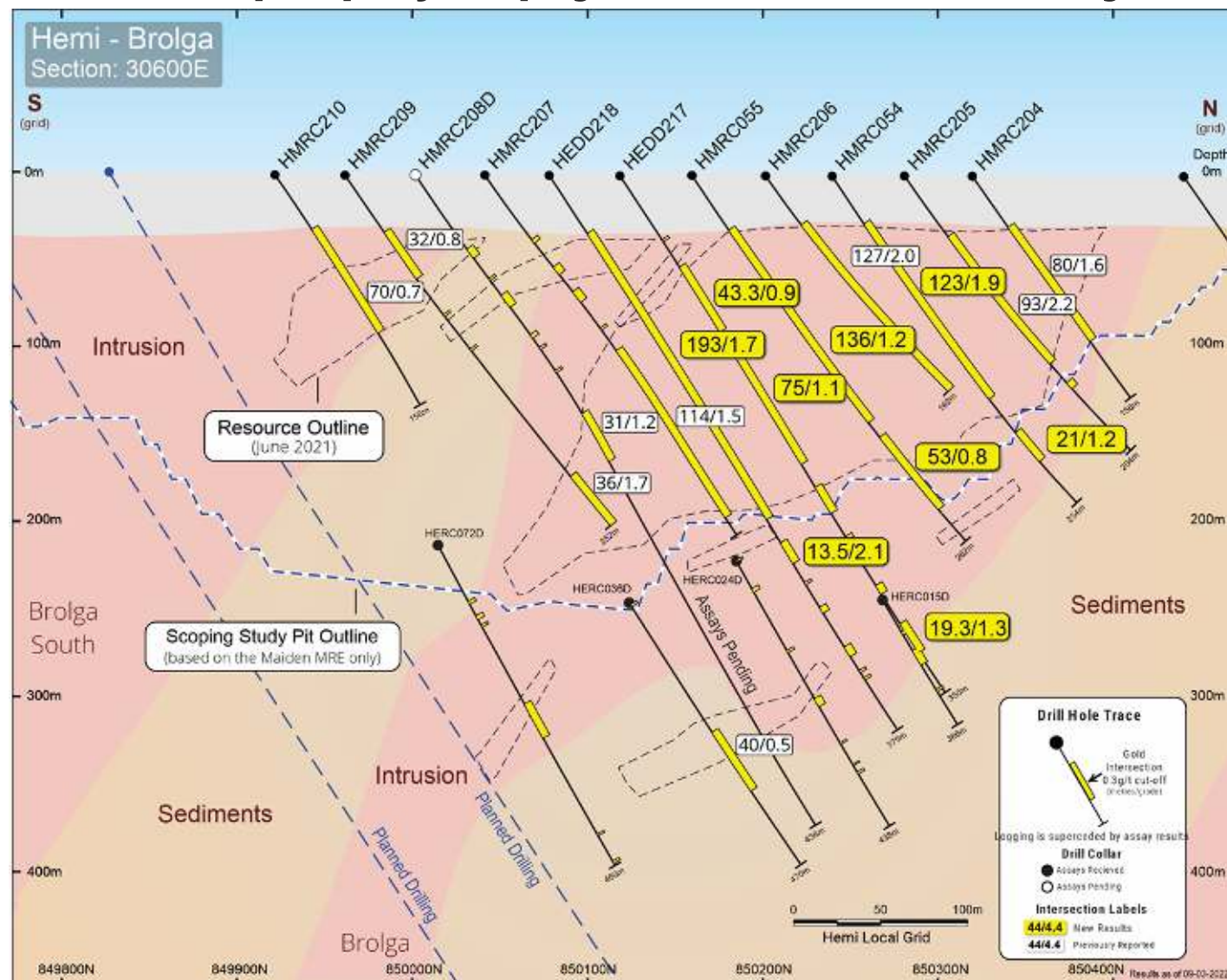
Deposit	Oz/Vm (<370m)
Brolga	6,700 including 10,700 above 200m
Aquila	2,450
Crow	3,100
Falcon	3,800
Diucon	4,700
Eagle	2,800
TOTAL	23,550

Only open pit resources within 370m of surface reported.



BROLGA STARTER PIT

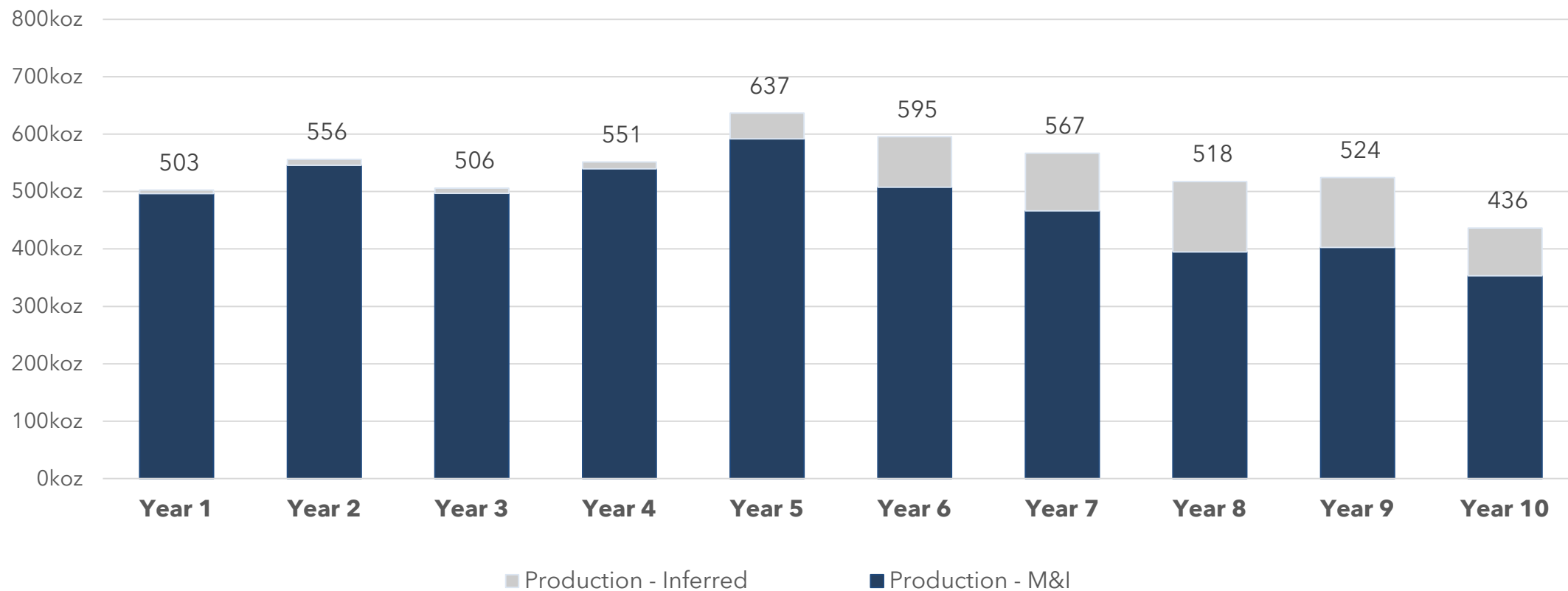
Delivers rapid project payback of less than two years



- Brolga starter pit contains ~1.35Moz and pays back the capital cost of the project
- Starter pit ~600m E-W and ~300m N-S and ~250m deep
- Brolga is a massive, consistent grade, mineralised intrusive
- Resource definition drilling has improved grade and contained gold
- Brolga is open down plunge to the south and south west

ENHANCED PRODUCTION PROFILE

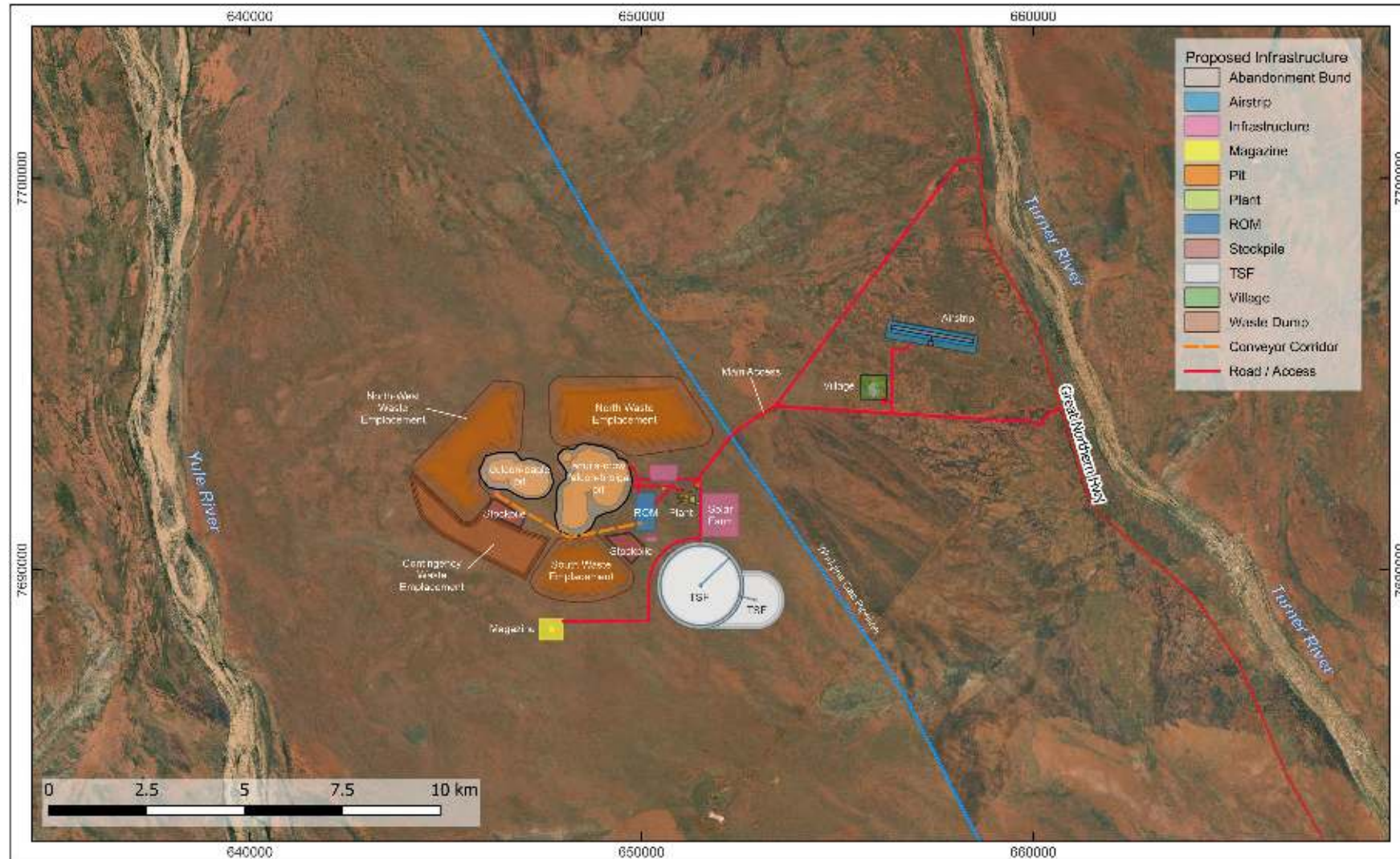
Average production of 540koz per annum over the first 10 years



The mine plan contains approximately 13% Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Production Target itself will be realised.

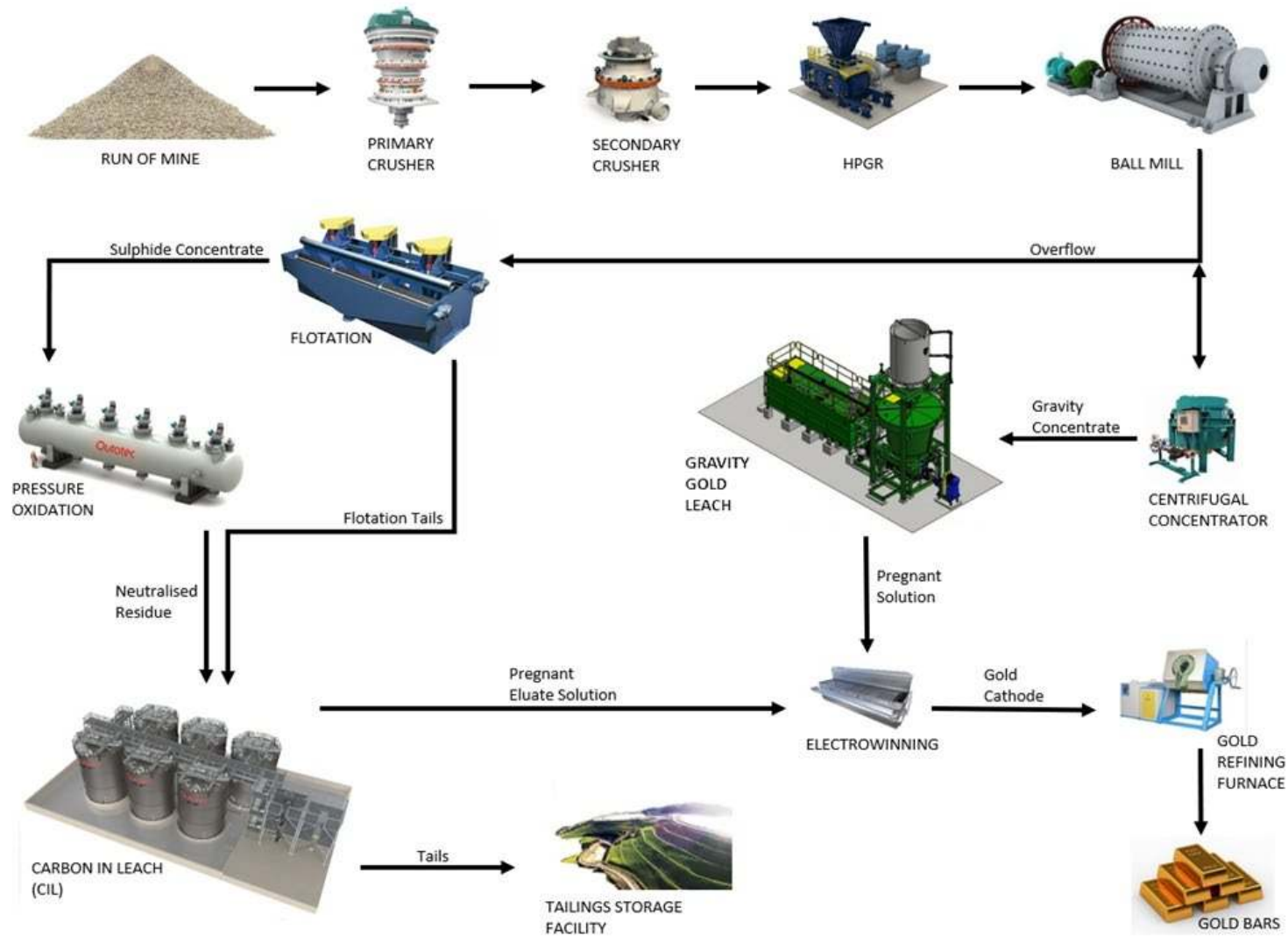
HEMI SITE LAYOUT

Efficient site layout benefits from existing infrastructure



PROCESS FLOWSHEET

Process flowing based on detailed metallurgical testwork



PROCESSING PLANT AND KEY INFRASTRUCTURE

Metallurgical and process engineering workstreams robust and well advanced



HIGH CONFIDENCE PHYSICAL ESTIMATES

Production and mine life significantly increased

	Unit	Scoping Study	Pre-feasibility Study
Life of Mine	Years	10	13.6
Ore tonnes mined	Mt	100	136
Strip ratio (Hemi)	waste:ore	4.9:1	6.1:1
Ore processing rate	Mtpa	10	10
Average processed grade	g/t Au	1.4	1.6
Average metallurgical recovery	%	93.0	93.6
Average gold production (recovered) in first five years ¹	oz pa	473,000	550,000
Average gold production (recovered) in first 10 years ¹	oz pa	427,000	540,000
Recovered gold	Moz	4.3	6.4

1. The mine plan contains approximately 13% Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Production Target itself will be realised.

COMPELLING FINANCIAL FORECASTS

Cash flow, EBITDA and NPV significantly increased

	Unit	Scoping Study	Pre-Feasibility Study
All In Sustaining Costs (AISC)			
Average AISC in first five years	\$/oz	1,111	1,220
Average AISC in first 10 years	\$/oz	1,224	1,280
Net free cashflow (pre-tax)	\$B	3.9	5.9
Net free cashflow (post-tax)	\$B	2.9	4.2
EBITDA – Life of Mine	\$B	4.8	7.1
Payback period (pre-tax)	Years	1.5	1.6
Payback period (pre-tax)	Years	1.8	1.8
NPV ₅ % (pre-tax)	\$B	2.8	3.9
NPV ₅ % (post-tax)	\$B	1.95	2.7
Internal Rate of Return (pre-tax)	%	60	51
Internal Rate of Return (pre-tax)	%	49	41
Capital Cost			
Plant and Infrastructure Capital Cost	\$M	665	885
Plant and Infrastructure Capital Cost Growth Allowance	\$M	170	100
Pre-Strip Capital Costs	\$M	58	68
Total Pre-Production Capital Costs	\$M	893	1,053

Outcomes and forecasts taken from the Mallina Gold PFS dated 8 September 2022. The total life of mine production of the Mallina Gold Project schedule is underpinned by 86.5% Measured and Indicated Resource, with the remaining 13.5% being classified as Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Production Target itself will be realised. The stated Production Target is based on the Company's current expectations of future results or events and should not be solely relied upon by investors when making investment decisions. Further evaluation work and appropriate studies are required to establish sufficient confidence that this target will be met. DEG confirms that the financial viability of the Mallina Gold Project is not dependent on the inclusion of Inferred Mineral Resources in the production schedule.

CAPITAL COST BREAKDOWN

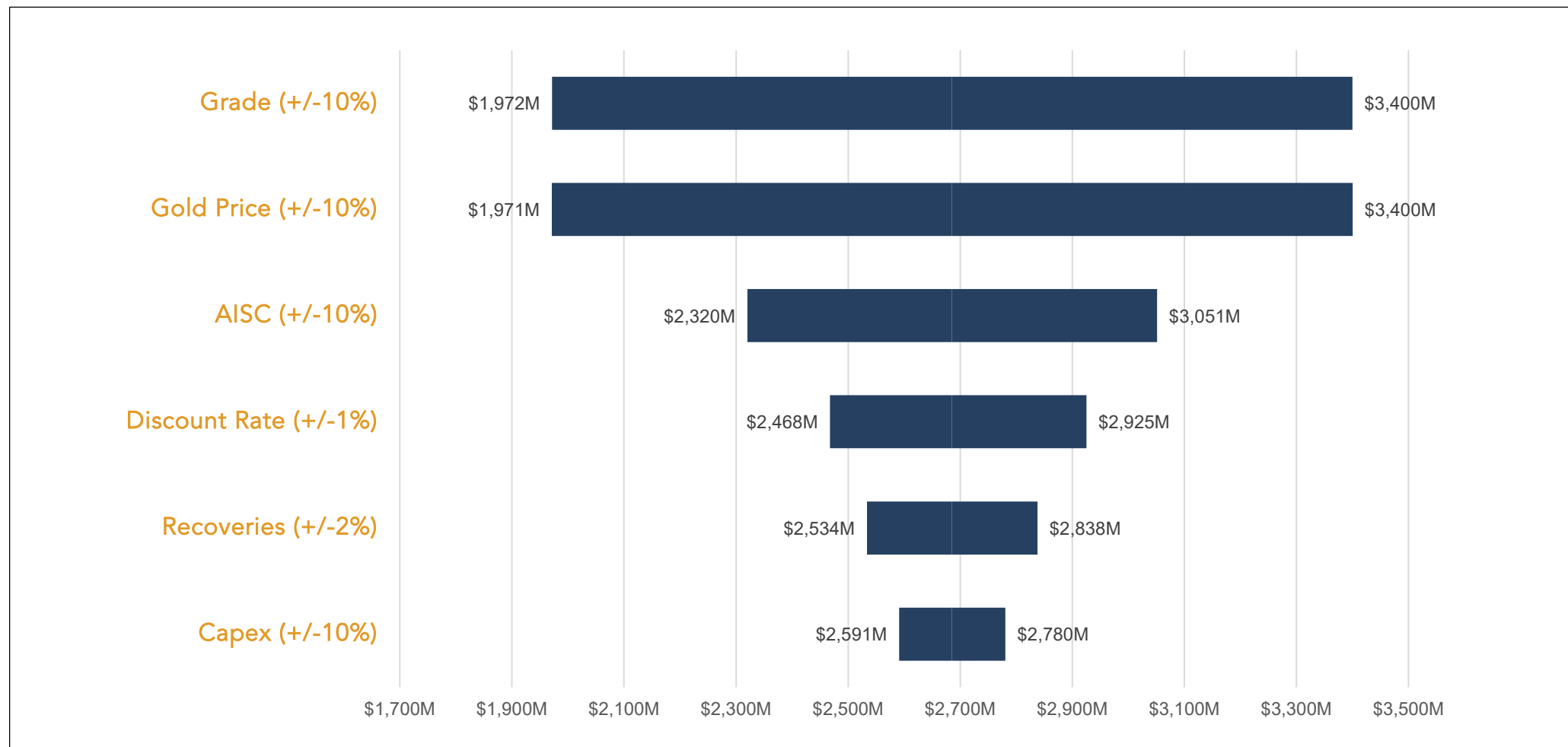
Short capital payback of well under two years maintained

Area	Cost (\$M)
Processing - Plant	489
Processing - Infrastructure	115
Processing - Indirects	41
Infrastructure - Site	122
EPCM/Owner's Costs	117
Subtotal	885
Growth Allowance	100
TOTAL	985

- Estimated total pre-production capital cost has increased by 18% since the October 2021 Scoping Study
- Largest changes related to the cost of the processing plant and process infrastructure
- Reflects general cost inflation being experienced across the industry in the past 12 months:
 - Labour (+15-20%)
 - Diesel (+70%)
 - Steel and materials (+15-20%)
- Stronger early production metrics have essentially offset the increased capital estimate:
 - Short payback period of 1.6 years from Brolga starter pit
- Potential for improved commercial outcomes during construction phase from mid-2023 to mid-2025

KEY PROJECT SENSITIVITIES

Low post-tax sensitivity to capital and metallurgical recovery



PILBARA GENERATION AND INTERCONNECTION

Multiple large renewable projects can bring benefits to all grid connected users

Asian Renewable Energy Hub

Final Investment Decision target: 2025

- \$36bn project size
- 6,500 square kilometre footprint
- 26GW of combined solar and wind power generating capacity developed in phases
- BP (41%), InterContinental Energy (26%), CWP Energy Asia (18%), Macquarie (15%)

Department of JTSI – North West Hydrogen Hub

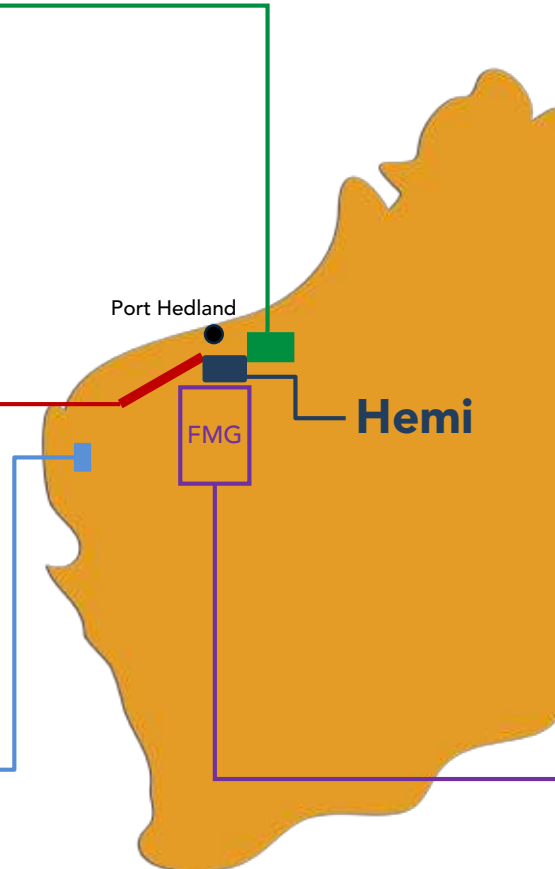
Estimated Launch Date: by 2030

- \$117m of initial government funding
- Five interconnected hubs from Onslow to Port Hedland
- 500km of renewable energy generation
- Designed to produce Hydrogen for export
- Includes provision for transmission connection to Asian Renewable Energy Hub

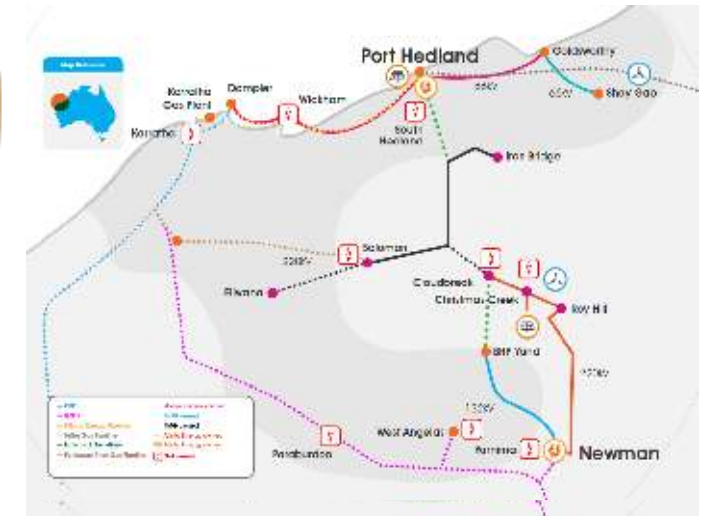
Uaroo Renewable Energy Hub

Estimated Launch Date: by 2030

- Constructed by Fortescue Future Industries
- 5.4GW request submitted to the EPA in early 2022
- Renewable Energy to be used for both hydrogen production and supply into existing FMG power network



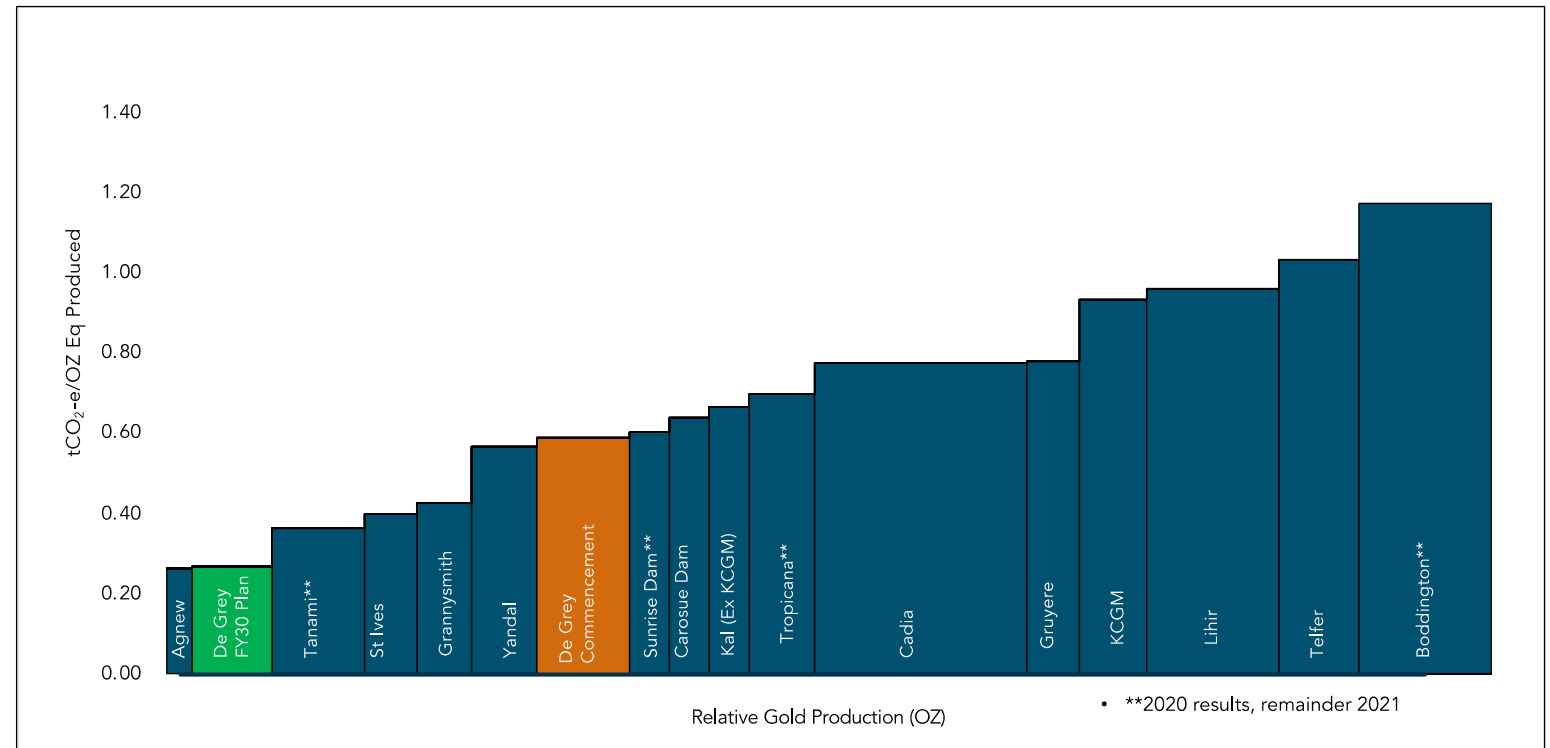
Pilbara interconnections



LOW CARBON EMISSIONS INTENSITY

Carbon emissions per ounce of production low with pathway to halve by 2030

- Potential to make Hemi one of the lowest carbon intensive gold projects in Australia
- Forecast to commence production at a carbon intensity of ~0.6t of CO₂ per annual ounce of gold production
- Pathway to reduce by half to ~0.3t of CO₂ per annual ounce of gold production by 2030
- Achieved by the use of renewable energy sources emerging in the Pilbara and the transition of the mobile equipment fleet from diesel to electric



DELIVERING A SUSTAINABLE PROJECT

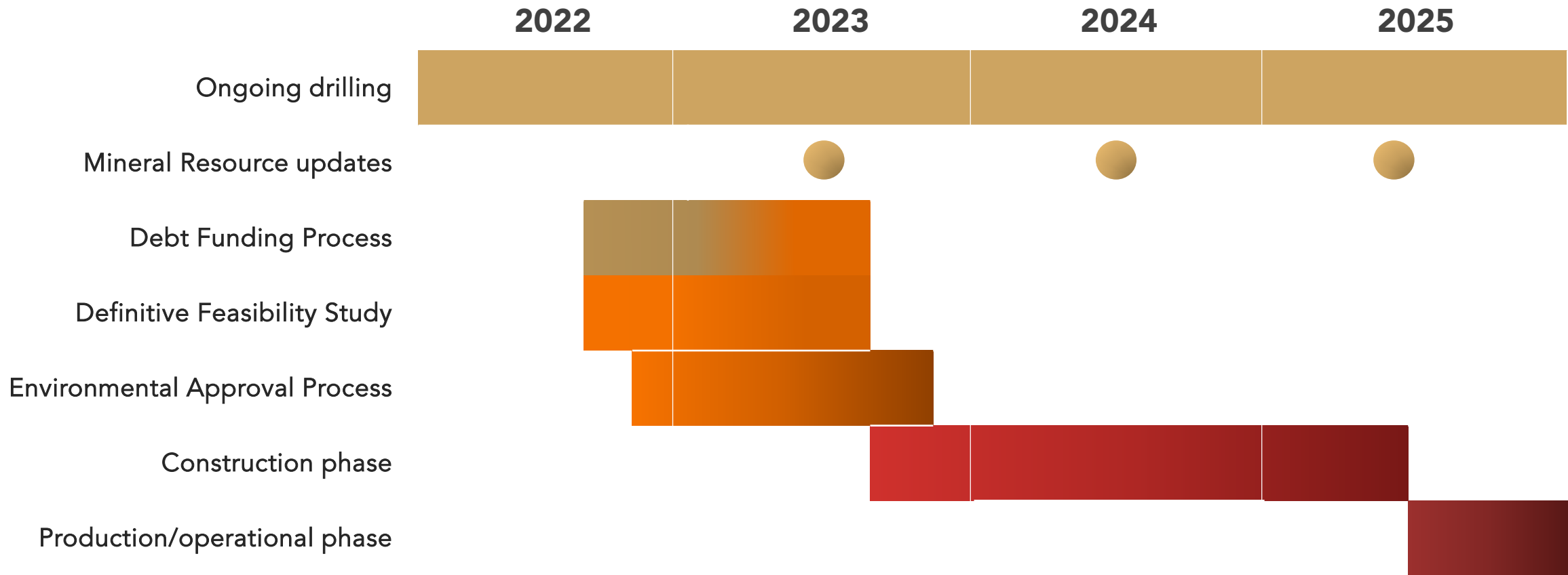
Significant economic contribution to the Pilbara and WA

- Environment, social and governance sub-committee established at Board level
- Extensive cultural heritage surveys conducted and close relationships established with Native Title partners
- Ongoing environmental studies across all aspects of the project including flora, fauna, soils, water and carbon emissions
- Mining Lease and infrastructure licence applications submitted
- Local business register implemented in 2022 to target an increased economic contribution in the Pilbara as development advances
- Increasing engagement with a wide range of Pilbara stakeholders

Key Environmental and Social PFS outcomes	Unit	SS	PFS
LOM State Royalties & Corporate Taxes	\$B	1.3	2.1
LOM Expenditure	\$B	5.1	9.1
LOM Total Economic Value Add	\$B	6.4	11.2

CONCEPTUAL PROJECT SCHEDULE

Targeting a Final Investment Decision within 12 months

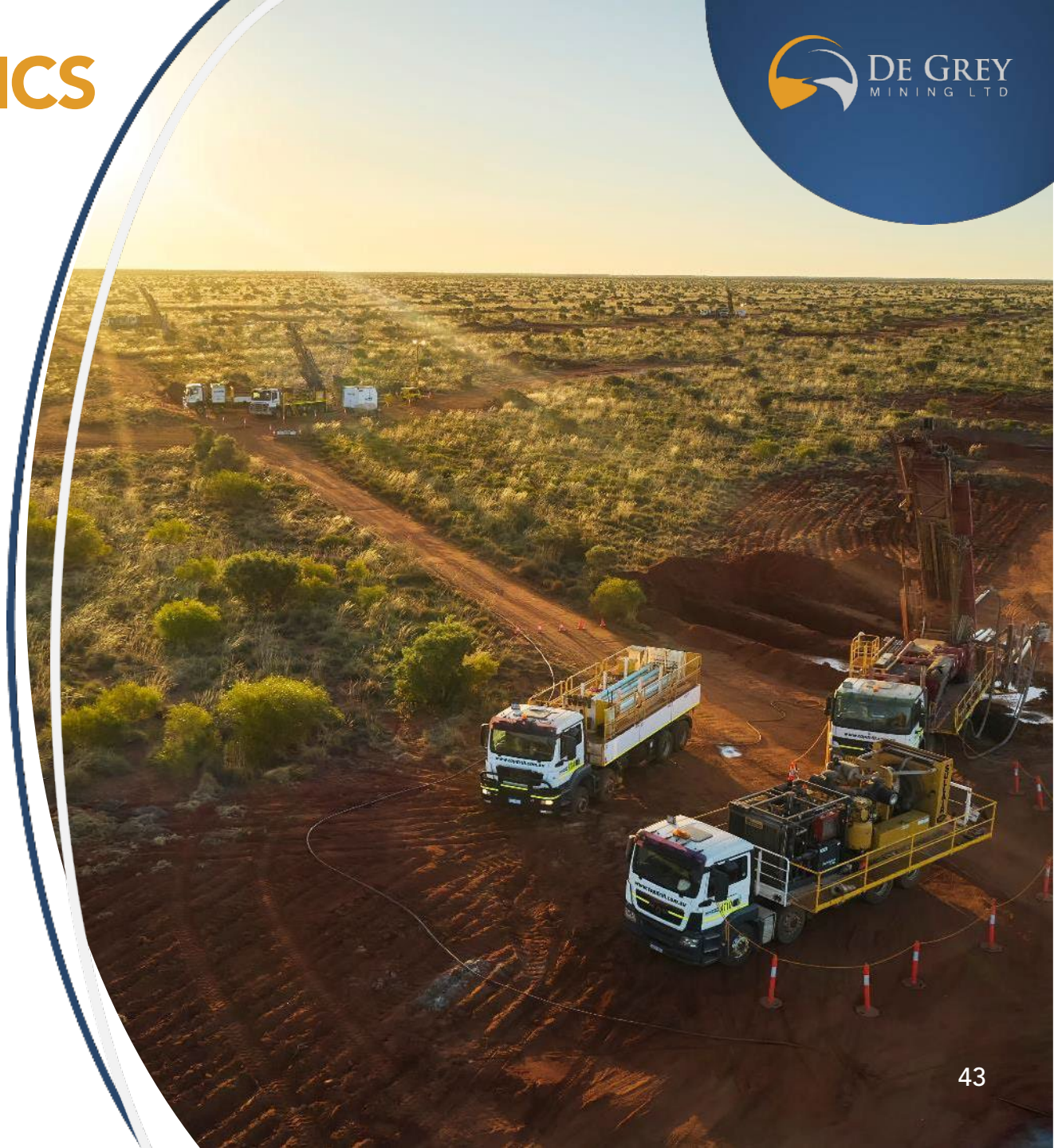


MALLINA GROWTH STRATEGY



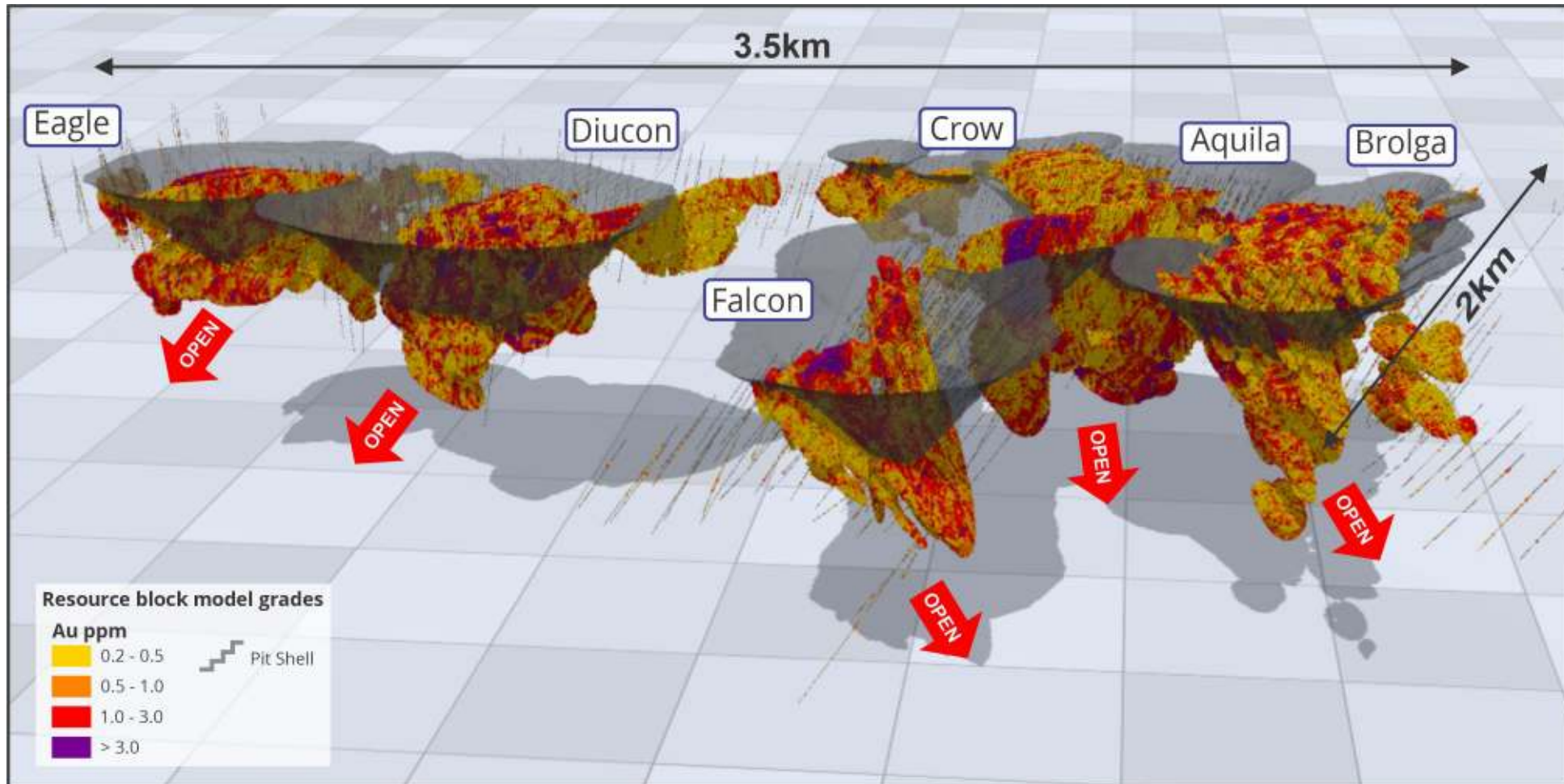
UPSIDE BEYOND PFS METRICS

- 1 Increasing the resource base at the Hemi and Regional deposits through extensional drilling
- 2 Increasing production potential by conducting new pit shell optimisations in areas where resources have been extended
- 3 Increasing the percentage of JORC Indicated mineralisation within the open pit designs at Hemi
- 4 Increasing Ore Reserves at Hemi through targeted resource definition drilling
- 5 Maiden Ore Reserve for the Regional deposits through additional technical studies and targeted resource definition drilling
- 6 Assessing the potential for concurrent underground and open pit mining
- 7 New discoveries that could result from extensive and ongoing exploration activities



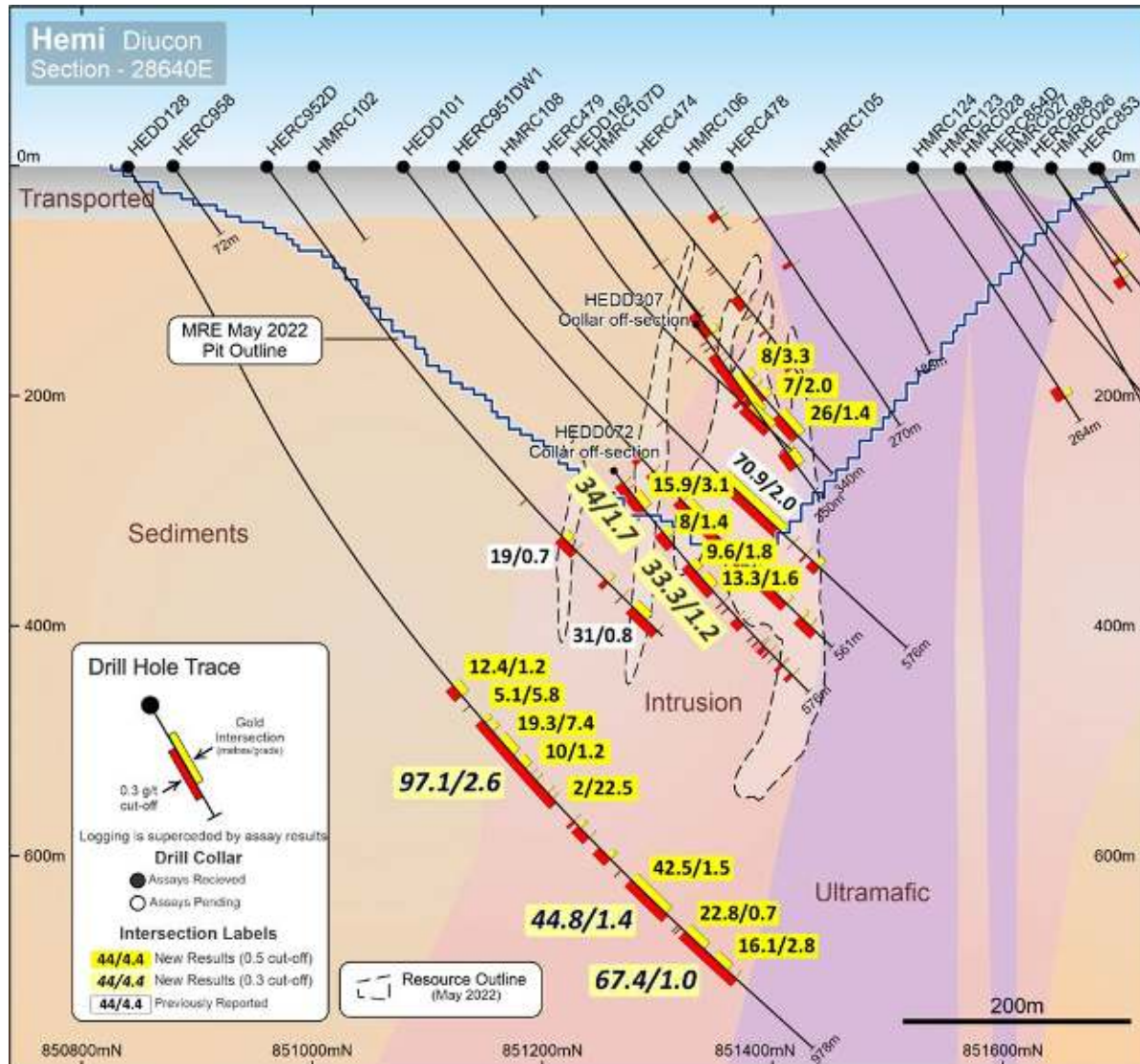
CLEAR EXTENSION POTENTIAL AT HEMI

Hemi deposits remain open at depth and along strike



CLEAR EXTENSION POTENTIAL AT HEMI

Major intersections beneath existing pit shells

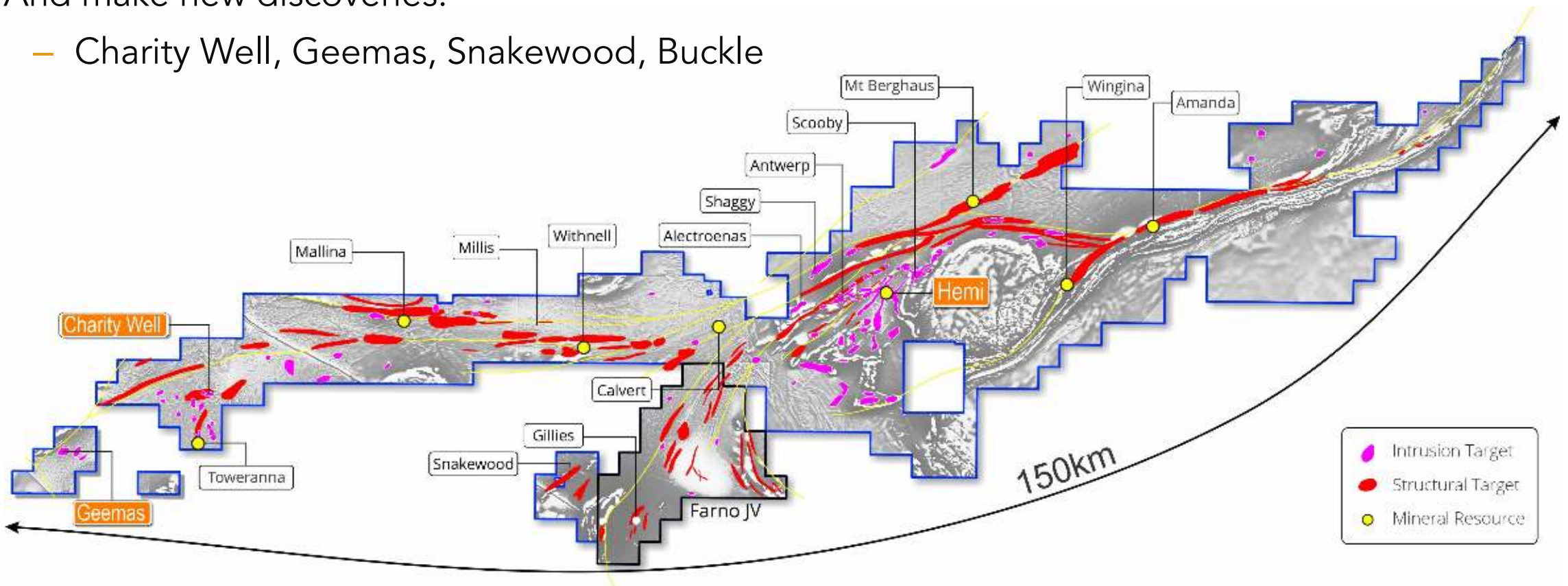


- HEDD128 intersects intrusion over 359.4m @ 1.2g/t Au
- Higher grade intervals include 19.3m @ 7.4g/t Au and 2m @ 22.5g/t Au
- 200m beneath May 2022 Mineral Resource
- Significant Resource growth potential and both open pit and underground mining upside to the PFS
- Hidden beneath lightly mineralised sediments
- Provides encouragement for new discoveries around Hemi where there is abundant near surface anomalism

TRANSFORMATIONAL REGIONAL POTENTIAL

Drilling to date has only effectively tested a small portion of the project area

- Exploration activities continue across the Project aiming to increase existing Resources:
 - Calvert, Withnell, Mallina
- And make new discoveries:
 - Charity Well, Geemas, Snakewood, Buckle



CONSISTENT GROWTH STRATEGY



De Grey becoming a Tier 1 gold producer at Hemi to maximise shareholder value



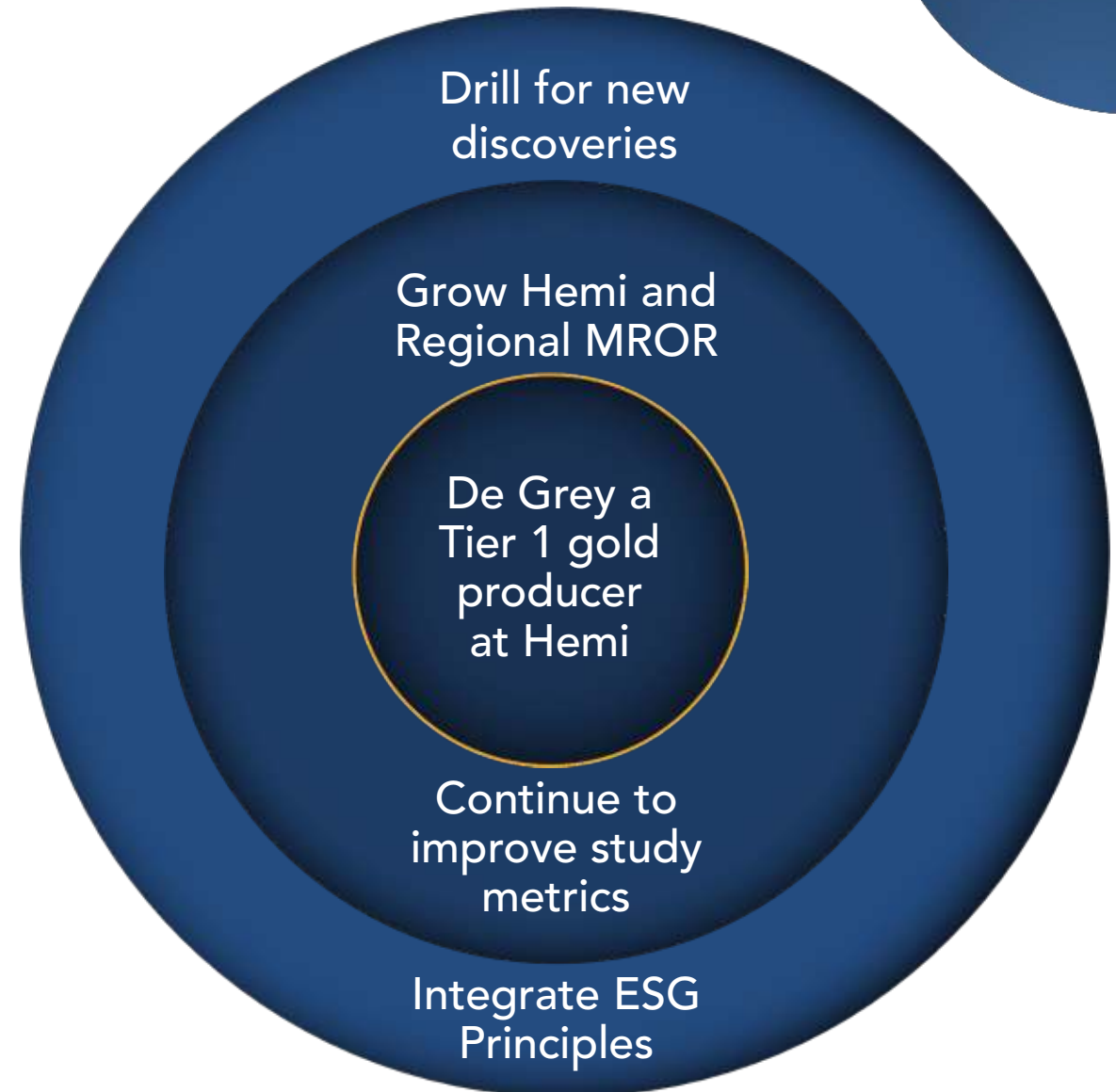
Increase Ore Reserve and Mineral Resource (MROR) scale, confidence level and production target



Continue to make new discoveries near surface and at depth



Continue to grow organisational capability in people and systems to meet strategy



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KEY RISKS AND INTERNATIONAL OFFER JURISDICTIONS



KEY RISKS

Funding risks

- The Company has entered into the Underwriting Agreement with Canaccord Genuity (Australia) Limited (“**Canaccord**”), Argonaut Securities Pty Ltd (“**ASPL**”) and Argonaut PCF Limited (“**APL**”). Pursuant to the Underwriting Agreement, the Company appointed Canaccord and ASPL as joint bookrunners and joint lead managers, and Canaccord and APL have agreed to fully underwrite the Placement. See the Company’s ASX announcement dated 5 October 2022 for further details of the material terms of the Underwriting Agreement.
- If the Underwriting Agreement is terminated and the Offer does not proceed or does not raise the funds required for the Company to meet its stated objectives, the Company would be required to find alternative financing or curtail its activities. In those circumstances, there is no guarantee that alternative funding could be sourced in the time required or at all or that the Company would be able to successfully negotiate the terms of any debt or equity funding arrangements in those circumstances.
- The SPP is not underwritten and there is no guarantee that the Company will raise the targeted amount.
- Further, in the future, the Company will be required to raise additional funds (whether by way of debt and/or equity), so as to:
 - carry out additional exploration activities at its projects;
 - complete future scoping and feasibility studies on its projects;
 - undertake the future development of a mining operation subject to the results of the feasibility studies; and
 - fund corporate, administrative and working capital needs.
- The ability of the Company to meet these future funding requirements, should they arise, will be dependent upon its continued capacity to access capital market funding sources and/or financing facilities via credit markets, including any funder ESG requirements. Funding via additional equity issues may be dilutive to the Company’s existing shareholders and, if available, debt financing may be subject to the Company agreeing to certain debt covenants.
- If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, delay, suspend and/or scale back its exploration programmes and business strategies, as the case may be. There is however no guarantee that the Company will be able to secure any additional funding as and when required or be able to secure funding on terms favourable to the Company. The failure of which would thus have a material adverse effect on the Company’s activities, its solvency and its reputation.

Economic factors, inflation and supply chain risks

- The Company’s performance and the value of its shares may be affected by fluctuations in commodity prices and exchange rates, such as the USD and AUD denominated gold prices and the AUD/USD exchange rates. Financial performance will be highly dependent on the prevailing commodity prices, capital costs, operating costs and exchange rates. These prices along with other inputs to capital and operating costs can fluctuate rapidly and widely, and are affected by numerous factors beyond the control of the Company including, among others, expectations regarding inflation, the financial impact of movements in interest rates, global economic trends and confidence and conditions, each of which are currently experiencing material changes. The mining industry has seen numerous recent examples of material capital and operating cost increases driven by input cost escalation and global supply chain pressures.
- General economic conditions, both domestic and global, may affect the performance of the Company and its shares. Adverse changes in macroeconomic conditions, including global and country-by-country economic growth, the cost and general availability of credit, the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies), general consumption and consumer spending, employment rates and industrial disruption, amongst others, are outside the control of the Company and may result in material adverse impacts on the Company’s business and its operating results.
- The above factors may have an adverse effect on the Company’s exploration activities and the potential for future development and production activities, as well as the ability to source adequate staff and fund those activities. In particular, if activities cannot be funded, there is a risk that tenements may have to be surrendered or not renewed.
- The Company’s ability to progress its business depends upon robust global supply chains and the ability to source adequate staff. The tightening energy market and growing inflation may make the Company’s operations more expensive to run. This may have an impact on the Company’s future profitability and prospects.
- In addition, the conflict between Ukraine and Russia is impacting global energy markets which in turn gives rise to inflationary pressures, potentially making it more difficult for global supply chains to recover following the impact of the COVID-19 pandemic.
- While the Company’s directors and management are closely monitoring these events, it is difficult to state with certainty what the impact of the Ukraine conflict, the ongoing attempts of governments to contain the COVID-19 pandemic through restrictions on its population, and fears of a possible recession, will be on the demand for gold, and the Company’s ability to develop its projects and generate revenue from them in the short to medium term.
- The Company’s future revenues, the economic viability of its projects, the market price for its listed securities, and its ability to raise future capital and source adequate staff may be affected by these factors, which are beyond De Grey’s control.

Resource risks

- Resources estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Additionally, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company’s operations, or result in the inability to satisfy production and economic objectives of the Project. There is no guarantee resources can be converted to reserves.
- Subject to the results of exploration and testing programs to be undertaken, the Company has completed an initial scoping study and a preliminary feasibility study and intends to progressively undertake a number of studies in respect to its projects. These studies may include further scoping, prefeasibility, definitive feasibility and bankable feasibility studies. These studies will be completed within parameters designed to determine the economic feasibility of the projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the projects or the results of other studies undertaken by the Company (e.g. the results of a definitive feasibility study may materially differ to the results of a preliminary feasibility study). Even if a study confirms the economic viability of the projects, there can be no guarantee that the project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. There is no guarantee production will reflect the resource model. Further, the ability of the Company to complete a study may be dependent on the Company’s ability to raise further funds.

KEY RISKS

Development risks

- Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, and contracting risk from third parties providing essential services.
- There can be no guarantee the proposed definitive feasibility study will be completed on time, on budget, or support an economic development of the Project.
- The Company's operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents or force majeure, hostilities or terrorism, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects.
- Development of a commercial mining operation is also dependent on the Company's ability to obtain necessary titles and governmental and other regulatory and third party approvals.
- The risks associated with the development of a mine will be considered in full should the projects reach that stage and will be managed with ongoing consideration of stakeholder interest. The risk also includes that the Company may not be able to obtain adequate insurance at an appropriate price or at all.
- In the event that the crisis management plans are not implemented adequately, the impact of a crisis can be significant and it can attract adverse media reports or reputational damage. The Company may incur additional costs or experience additional delays in responding and recovering. The Company has implemented a Crisis Management Plan and has enacted it to test roles, responsibilities, and responses. The CMP has linkages to the Company's Incident Management and Emergency Management Plans. The CMP, IMP and EMP all aim to reduce the impact on the people and assets of the Company and allow the Company to respond quickly to events and minimise risk.

Exploration risks

- The Company's tenements (including those for which it may have rights to acquire) include a number of prospects which have had significant exploration works undertaken and are considered to be at an advanced stage. The Company intends to continue its extensive exploration work.
- The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.
- There is no assurance that, exploration and development of the mineral interests currently held by the Company or any other projects that may be acquired by the Company in the future, will result in an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that these can be profitably exploited. Potential investors should understand these are high-risk undertakings.

Returns risks

- The Shares to be issued pursuant to this Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares, which are a speculative investment. The last trading price of Shares on ASX prior to the presentation being lodged is not a reliable indicator as to the potential trading price of Shares following completion of the Offer. There is no guarantee of liquidity. Further, the acquisition and disposal of shares will have tax consequences, which will differ depending on the individual financial affairs of each investor; the Company accepts no liability responsibility with respect to tax consequences for investors. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Offer.
- The Company's ability to benefit from any future mining operations will depend on market factors, some of which may be beyond its control. The world market for minerals is subject to many variables and may fluctuate markedly. General economic conditions, movements in interest and inflation rates and currency exchange rates may also have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Regulatory risks

- The Company's interests in tenements are governed by the *Mining Act 1978* (WA) and regulations that are current in Western Australia and are evidenced by the granting of licences or leases.
- Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.
- There are no guarantees that the tenements that are subject to renewal will be renewed or that any applications for exemption from minimum expenditure conditions will be granted, each of which would adversely affect the standing of a tenement. A number of the tenements may be subject to additional conditions, penalties, objections or forfeiture applications in the future. Alternatively, applications, transfers, conversions or renewals may be refused or may not be approved with favourable terms. Any of these events could have a materially adverse effect on the Company's prospects and the value of its assets.
- Further, the Company is subject to other laws and regulations, including relating to exploration, mining, processing, development, tax, labour, subsidies, royalties, environmental impact and land access. Any materially adverse changes to government application, policy or legislation in relevant areas, or community or government attitudes could impact the assets, profitability or viability of the Project.
- The Company is not aware of any reviews or changes that would affect its current or proposed interests in tenements. However, changes in political and community attitudes on matters such as taxation, competition or foreign investment policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's exploration and/or development plans or its rights and obligations in respect of the tenements in which it holds interests. Any such government action may also require increased capital or operating expenditures and could prevent or delay development of the Project.

KEY RISKS

COVID-19 risks

- The global economic outlook is uncertain due to the prevailing COVID-19 pandemic, which has been having, and will likely continue to have, a significant impact on global capital markets, commodity prices and foreign exchange. Uncertainty continues as to the ongoing and future response of government authorities and regulators as well as a likelihood of a global or more localised economic recession of unknown duration or severity. Therefore, the full impact of COVID-19 to the Company is not fully known.
- Any further governmental or industry measures taken in response to COVID-19, and the application of current measures may adversely impact the Company's operations and are likely to be beyond the control of the Company and could have consequential disruption and costs, plus managing the ramp up of exploration activities at the Project as it works towards a definitive feasibility study. In particular a sustained lockdown or sustained community transmission of COVID-19 in Western Australia may have a materially adverse impact on the Company's operations.
- Further supply chain disruptions resulting from the transmission of COVID-19 in the community and measures implemented by governments around the world to limit the transmission of the virus may further adversely impact the Company's share price, operations, financial position, prospects and ability to raise capital.
- Any infections occurring at site or access to site could force activities to be suspended for an unknown period of time which could have an adverse impact on future development plans at the Project.
- The potential effects of these possible outcomes on the Company include, but are not limited to:
 - Closure of and/or reduced capacity at the Company's mines, plant and facilities;
 - Delays or interruption in supply chains leading to an inability to secure or obtain raw materials, finished products, components, or required plant and equipment;
 - Health outcomes for the Company's employees, which could result in the closure of a mine, plant or facility for a period and could adversely affect the availability of technically equipped and qualified personnel;
 - Counterparty non-performance or claims under existing contractual arrangements; and
 - Delays of projects with large associated capital spend, deferral of discretionary capital spend and impact on valuation of assets.
- The Company has a policy in place to address the risks presented by COVID-19 that outlines the risk mitigation strategies to address a range of scenarios. All staff are required to have a COVID-19 test, that registers negative for the presence of COVID-19, prior to visiting site.
- The directors are actively monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on costs, potential and any adverse impact on the Company and its operations.

Access risks

- It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate rights of traditional owners or surface rights holders exist. In this case, the ability of the Company to gain access to tenements (through obtaining consent of any relevant traditional owner, body, group or landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. The Company's mineral titles may also be subject to access by third parties including, but not limited to, the areas' traditional owners. This access could potentially impact the Company's activities and/or may involve payment of compensation to parties whose existing access to the land may be affected by the Company's activities.
- The Company is a party to a number of heritage agreements in relation to the Company's tenements. The agreements set out the Company's obligations in respect of the management and preservation of Aboriginal Sites within the tenements which the Company considers to be on standard terms for an agreement of this type. In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be other areas or objects of Aboriginal heritage. If further Aboriginal heritage sites or objects exist, the Company may need to enter into agreements with the traditional owners of the sites. The ability of the Company to implement its work programme may be adversely affected in both time and cost.

Personnel and labour risks

- Poor ESG decisions, implementation of policies or practices can materially adversely impact the Company's social licence to operate.
- The Company announced that it commissioned an independent board review process and plans to implement the key recommendations of that review. The recommendations are designed to satisfy Corporate Governance Principles associated with independence and diversity. To that end, the Company has recently appointed Ms Samantha Hogg as an independent non-executive director and member of the Audit and Risk Committee, and Mr Paul Harvey as an independent non-executive director. As previously announced as part of a board review, the Company is looking to appoint an independent Chairperson and will continue to review the skill set of the board to ensure it is appropriate for the company in its stage of development.
- The Company's performance may be affected in the short term as new directors familiarise with the responsibilities associated with their respective roles. During this transition phase, trust and communication will need to be established between new directors, key personnel, management and the workforce generally which can cause temporary above average staff turnover.
- The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. Key personnel are important to attaining the business goals of the Company. The Company believes that it has, in general, good relations with its employees and contractors. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment and handover process is not undertaken if replacement is not sought in time.
- Critical functions of the Company's operations may be affected in the short to medium term as replacement key personnel are sought, which can incur additional costs or experience loss of productivity during the recruitment and onboarding phases. The Company is also exposed to a general resources industry risk of not being able to appoint operational personnel on reasonable terms if labour costs in the resources industry increase. In these circumstances the Company's operating and financial performance may be adversely affected.
- There can also be no assurance that the Company's operations or those of its contractors will not be affected by labour related problems in the future, such as disputes relating to wages or requests for increased benefits. There are risks associated with staff including attracting and retaining key personnel and, no matter where located, staff acting out of their permitted authority and with contractors not acting in accordance with the Company's policies.

Health, safety and security risk

- Mining activities have inherent hazards and risks. The Company is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors. The Company provides appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its health and safety management system.
- A serious site health and safety incident may result in significant interruptions and delays in the Project. A health and safety incident which results in serious injury, illness or death may also expose the Company to significant penalties and the Company may be liable for compensation. These liabilities may not be covered by the Company's insurance policies or, if they are covered, may exceed the Company's policy limits or be subject to significant deductibles. Also, any claim under the Company's insurance policies could increase the Company's future costs of insurance.
- Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Company's liquidity and financial results and reputation. In addition, it is not possible to anticipate the effect on the Company's business of any changes to workplace health and safety legislation or directions necessitated by concern for the health of the workforce. Such changes may have an adverse impact on the financial performance and/or financial position of the Company.
- Further, the production processes used in conducting any future mining activities of De Grey can be dangerous. The Company has, and intends to maintain, a range of workplace practices, procedures and policies which will seek to provide a safe and healthy working environment for its employees, visitors and the community. The Company has also taken out and maintains what it considers to be an adequate level of workers compensation insurance.
- The Company has in place a group health and safety management system to ensure significant risks have robust sustainable safety critical controls. If the health and safety management system is not implemented or complied with adequately, there is a risk that serious health and safety incident may occur which can result in delays in the Project as described above.

Third party risks

- The Company, although it has no material litigation on foot, is exposed to the risks of litigation and disputes.
- The Company is and may in the future become a party to further joint venture agreements governing the exploration and development of its projects. There is a risk that one of the Company's joint venture partners or other contractors may default in their joint venture obligations or not act in the best interests of the joint venture. There is a risk of insolvency or managerial failure by any of the contractors or other suppliers used by the Company in any of its activities, or that any of those agreements are terminated in accordance with their terms. There is also a risk of legal or other disputes between the Company and co-venturers or contractors or other suppliers. This may have an adverse effect on the interests and prospects of the Company.

Environmental and climate risks

- The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceed. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. The flora and fauna surrounding the project may require certain adjustments to Project planning.
- Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or noncompliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation.
- There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.
- Climate change is a risk that the Company has considered, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Company include the emergence of new or expanded regulations associated with the transitioning to a lower carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. Climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.
- As the Company is progressing towards a definitive feasibility study, new data may emerge that would require the Company to amend its climate change mitigation strategies which may incur additional costs. The Company will update the market if amended reports or submissions are required in relation to its climate change strategies.

INTERNATIONAL OFFER JURISDICTIONS

International Offer Restrictions

- This document does not constitute an offer of New Shares under the Company's Placement in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below. The following international offer restrictions do not relate to the proposed SPP to be undertaken by the Company.

Canada (British Columbia, Ontario and Quebec provinces)

- This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.
- No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence. No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.
- The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.
- Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.
- Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.
- **Certain Canadian income tax considerations.** Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.
- **Language of documents in Canada.** Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

European Union (France, Germany, Luxembourg and Netherlands)

- This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "**Prospectus Regulation**").
- In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Hong Kong

- **WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).
- No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.
- The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

INTERNATIONAL OFFER JURISDICTIONS

New Zealand

- This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMC Act**"). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:
 - is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
 - meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
 - is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
 - is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
 - is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

- This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

Singapore

- This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "**SFA**") or another exemption under the SFA.
- This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.
- Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

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- No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).
- Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

United Kingdom

- Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.
- The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.
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 - "institutional accredited investors" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act; and
 - dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.