

## General Meeting Notice and Proxy Form

Dear Shareholders

A shareholder general meeting is scheduled to be held in Perth on Thursday 9 November 2023 at 2:00PM (AWST) (Meeting), at the offices of the Company, Ground Floor, 2 Kings Park Road, West Perth, Western Australia.

The Board has made the decision to hold a physical meeting. The Company will notify Shareholders via the Company's website at [degreymining.com.au](http://degreymining.com.au) and the Company's ASX Announcement Platform at [asx.com.au](http://asx.com.au) (ASX: DEG) if changing circumstances impact the planning or arrangements for the Meeting.

### Notice of Meeting

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy.

The Meeting documents (consisting of the Notice of Meeting and Explanatory Statement) are available from the De Grey website [www.degrymining.com.au](http://www.degrymining.com.au). Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

### Voting by Proxy

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement, as well as the Online Proxy Form.

If you are not registered and in order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://degreymining.com.au/investor-centre/> and log in with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

**The Company strongly encourages Shareholders to complete their Proxy Voting Online** prior to the Meeting, with your proxy voting instruction required to be received by 2.00pm (AWST) on Tuesday, 7 November 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.



If you are unable to access any of the important Meeting documents and information please contact the Company's share registry, Automic on, 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

**This announcement has been authorised for release by the Chair of the De Grey Board.**

**For further information, please contact:**

<p><b>Glenn Jardine</b> <b>Managing Director</b> +61 8 6117 9328 <a href="mailto:admin@degreymining.com.au">admin@degreymining.com.au</a></p>	<p><b>Craig Nelmes</b> <b>Company Secretary</b> +61 8 6117 9328 <a href="mailto:admin@degreymining.com.au">admin@degreymining.com.au</a></p>	<p><b>Michael Vaughan</b> <b>(Media enquiries)</b> Fivemark Partners +61 422 602 720 <a href="mailto:michael.vaughan@fivemark.com.au">michael.vaughan@fivemark.com.au</a></p>
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**DE GREY MINING LTD**  
**ACN 094 206 292**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 2:00pm (WST)  
**DATE:** 9 November 2023  
**PLACE:** Ground Floor, 2 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 4:00pm (WST) on 7 November 2023.***

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 234,269,778 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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#### **2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 SHARES**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 50,825,453 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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#### **3. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY – MR SIMON LILL**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 47,620 Shares to Mr Simon Lill (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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#### **4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – MR PAUL HARVEY**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 142,860 Shares to Mr Paul Harvey (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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## 5. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – MS EMMA SCOTNEY

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 333,335 Shares to Ms Emma Scotney (or her nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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## 6. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – MR PETER HOOD

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 95,240 Shares to Mr Peter Hood (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

### Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<b>Resolution 1 – Ratification of prior issue of Tranche 1 Shares</b>	A person who participated in the issue (namely the Placement participants) or an associate of that person or those persons.
<b>Resolution 2 – Approval to issue Tranche 2 Shares</b>	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).
<b>Resolution 3 – Issue of Shares to Related Party – Mr Simon Lill</b>	Mr Simon Lill (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
<b>Resolution 4 – Issue of Shares to Related Party - Mr Paul Harvey</b>	Mr Paul Harvey (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
<b>Resolution 5 – Issue of Shares to Related Party – Ms Emma Scotney</b>	Ms Emma Scotney (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
<b>Resolution 6 – Issue of Shares to Related Party - Mr Peter Hood</b>	Mr Peter Hood (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (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, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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.

### **Voting in person**

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

***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. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES

#### 1.1 Background

As announced on 28 September 2023, the Company is undertaking a fully underwritten placement, comprising two tranches of Shares at an issue price of \$1.05 per Share to raise \$300,000,000 (before costs) (**Placement**).

Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord**) and Argonaut PCF Limited (ACN 099 761 547) (**Argonaut PCF**) (together, the **Joint Underwriters**) have agreed to fully underwrite the Placement on the terms and conditions of an underwriting agreement with the Company (**Underwriting Agreement**). Pursuant to the Underwriting Agreement, the Company also appointed Canaccord and Argonaut Securities Pty Ltd (ACN 108 330 650) (**ASPL**) as joint bookrunners and joint lead managers.

The Joint Underwriters will receive a 2% underwriting fee of the amount raised under the Placement (excluding the participation of Gold Road Resources Limited (ACN 109 289 527) (**Gold Road**)), along with a 1% management fee, with the potential for a further 0.5% success incentive fee, to be paid at the Company's discretion, for joint lead manager services rendered during the Placement. Further material terms of the Underwriting Agreement are disclosed in the Company's announcement dated 28 September 2023.

As announced, the Company intended that the Placement would take place in two tranches as follows:

- (a) tranche 1, which was issued on 5 October 2023, to raise approximately \$245,983,267 via the issue of 234,269,778 Shares utilising the Company's placement capacity under ASX Listing Rule 7.1 (**Tranche 1**); and
- (b) tranche 2, to be issued, subject to the requisite Shareholder approvals at the Meeting, to raise approximately \$54,016,733 via the issue of 51,444,508 Shares (**Tranche 2**).

Mr Simon Lill, Mr Paul Harvey, Ms Emma Scotney and Mr Peter Hood, Directors of the Company, have agreed to participate in Tranche 2 of the Placement for an aggregate of \$619,055, subject to Shareholder approval being obtained for Resolutions 3 to 6, respectively.

#### 1.2 General

On 5 October 2023, the Company issued 234,269,778 Shares at an issue price of \$1.05 per Share under Tranche 1 to raise \$245,983,267 (**Tranche 1 Shares**).

The issue of the Tranche 1 Shares did not breach Listing Rule 7.1 at the time of the issue.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the

approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Tranche 1 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Shares.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Shares.

### **1.3 Technical information required by Listing Rule 14.1A**

If Resolution 1 is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Shares.

If Resolution 1 is not passed, the Tranche 1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Shares.

### **1.4 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the Tranche 1 Shares were issued to professional and sophisticated investors who are clients of Canaccord and ASPL. The recipients were identified through a bookbuild process, which involved Canaccord and ASPL seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Gold Road, a major shareholder who held an 18.06% interest in the Company prior to the Placement, has received 49,438,097 Tranche 1 Shares (3.17% of the Shares on issue prior to the Placement) under the Placement. Following the issue of the Tranche 1 Shares, Gold Road's interest in the Company shall be 331,430,591 Shares (18.45%);



- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that other than Gold Road, none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (d) 234,269,778 Tranche 1 Shares were issued and the Tranche 1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Shares were issued on 5 October 2023;
- (f) the issue price was \$1.05 per Tranche 1 Shares. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Shares;
- (g) the purpose of the issue of the Tranche 1 Shares was to raise \$245,983,267, which will be applied towards:
  - (i) finalising detailed engineering, updating the Hemi Gold Project execution plan, refining the contracting strategy, advancing major project tenders and progressing the approvals processes;
  - (ii) ordering of long-lead major equipment items ahead of planned construction activities;
  - (iii) undertaking early works (where approvals allow) ahead of a final investment decision;
  - (iv) continuing exploration drilling across both the Greater Hemi and regional areas; and
  - (v) general working capital purposes and costs of the Placement; and
- (h) the Tranche 1 Shares were not issued under an agreement.

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## **2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 SHARES**

### **2.1 General**

As disclosed in Section 1.1 above, on 28 September 2023 the Company announced a fully underwritten Placement of Shares to raise \$300,000,000 (before costs).

The Company is seeking Shareholder approval to issue 50,825,453 Shares under Tranche 2 of the Placement at an issue price of \$1.05 per Share to raise up to \$53,366,726 (**Tranche 2 Shares**).

Listing Rule 7.1 is summarised in section 1.2 above.

The proposed issue of the Tranche 2 Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## **2.2 Technical information required by Listing Rule 14.1A**

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares. In addition, the issue of the Tranche 2 Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Shares and the Company will be forced to find other avenues to raise funding to achieve its previously announced strategic objectives.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Shares.

## **2.3 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Tranche 2 Shares will be issued to professional and sophisticated investors who are clients of Canaccord and ASPL. The recipients will be identified through a bookbuild process, which will involve Canaccord and ASPL seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Gold Road, a major shareholder who held an 18.06% interest in the Company prior to the Placement, received 49,438,097 Tranche 1 Shares (3.17% of the Shares on issue prior to the Placement) and will be issued such number of Shares representing 19.9% of the Shares offered pursuant to Tranche 2 of the Placement. Following the issue of the Tranche 2 Shares, Gold Road's interest in the Company shall be 19.9%;
- (c) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, other than Gold Road, none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (d) the maximum number of Tranche 2 Shares to be issued is 50,825,453. The Tranche 2 Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 2 Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX

waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Shares will occur on the same date;

- (f) the issue price of the Tranche 2 Shares will be \$1.05 per Tranche 2 Shares. The Company will not receive any other consideration for the issue of the Tranche 2 Shares;
- (g) the purpose of the issue of the Tranche 2 Shares is to raise capital, which the Company intends to apply in the manner set out in Section 1.4(g);
- (h) the Tranche 2 Shares are not being issued under an agreement; and
- (i) the Tranche 2 Shares are not being issued under, or to fund, a reverse takeover.

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### **3. RESOLUTIONS 3-6 – ISSUE OF SHARES TO RELATED PARTIES UNDER THE PLACEMENT**

#### **3.1 General**

As set out in Section 1.1 above, the Directors (or their nominees) wish to participate in the Placement in the following proportions:

- (a) Mr Simon Lill (or his nominee) intends to subscribe for \$50,000 worth of Shares, being 47,620 Shares (the subject of Resolution 3);
- (b) Mr Paul Harvey (or his nominee) intends to subscribe for \$150,000 worth of Shares, being 142,860 Shares (the subject of Resolution 4);
- (c) Ms Emma Scotney (or her nominee) intends to subscribe for \$350,000 worth of Shares, being 333,335 Shares (the subject of Resolution 5);
- (d) Mr Peter Hood (or his nominee) intends to subscribe for \$100,000 worth of Shares, being 95,240 Shares (the subject of Resolution 6),

on the same terms as unrelated participants in the Placement (**Participation**).

Accordingly, Resolutions 3 to 6 seeks Shareholder approval for the issue of an aggregate of 619,055 Shares to the Directors (or their nominees), as a result of the Participation on the terms set out below.

#### **3.2 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 Participation will result in the issue of Shares which constitutes giving a financial benefit and each of the Directors, is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

### **3.3 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 3 to 6 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

### **3.4 Technical information required by Listing Rule 14.1A**

If Resolutions 3 to 6 are passed, the Company will be able to proceed with the issue of the Shares under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.4(g) above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 to 6 are not passed, the Company will not be able to proceed with the issue of the Shares under the Participation and no further funds will be raised in respect of the Placement.

### 3.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 3 to 6:

- (a) the Shares under the Participation will be issued to:
  - (i) Mr Simon Lill (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as Mr Lill is a related party of the Company by virtue of being a Director;
  - (ii) Mr Paul Harvey (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as Mr Harvey is a related party of the Company by virtue of being a Director;
  - (iii) Ms Emma Scotney (or her nominee), who falls within the category set out in Listing Rule 10.11.1, as Ms Scotney is a related party of the Company by virtue of being a Director; and
  - (iv) Mr Peter Hood (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as Mr Hood is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Shares to be issued under the Participation is:
  - (i) 47,620 Shares (\$50,000) to Mr Simon Lill (or his nominee);
  - (ii) 142,860 Shares (\$150,000) to Mr Paul Harvey (or his nominee);
  - (iii) 333,335 Shares (\$350,000) to Ms Emma Scotney (or her nominee); and
  - (iv) 95,240 Shares (\$100,000) to Mr Peter Hood (or his nominee);
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued 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 Listing Rules) and it is anticipated the Shares will be issued on the same date;
- (e) the issue price will be \$1.05 per Share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of Shares under the Participation is to raise capital, which the Company intends to use in the manner set out in Section 1.4(g) above;
- (g) the Shares to be issued under the Participation are not intended to remunerate or incentivise the Director;
- (h) the Shares are not being issued under an agreement; and
- (i) a voting exclusion statements are included in Resolutions 3 to 6 of the Notice.

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## GLOSSARY

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**\$** means Australian dollars.

**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.

**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.

**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.

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

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

**Gold Road** means Gold Road Resources Limited (ACN 109 289 527).

**Joint Underwriters** means Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Argonaut PCF Limited (ACN 099 761 547).

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

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

**Participation** has the meaning given to it in Section 3.1.

**Placement** has the meaning given to it in Section 1.1.

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

**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.

**Tranche 1** has the meaning given to it in Section 1.1.

**Tranche 1 Shares** has the meaning given to it in Section 1.2.

**Tranche 2** has the meaning given to it in Section 1.1.

**Tranche 2 Shares** has the meaning given to it in Section 2.1.

**Underwriting Agreement** has the meaning given to it in Section 1.1.

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

Your proxy voting instruction must be received by **02.00pm (AWST) on Tuesday, 07 November 2023**, 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

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 sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

**Joint holding:** Where the holding is in more than one name, all 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>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### 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)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



