

Wednesday, 8 May 2024
ASX Market Announcements Office
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Sir/Madam,

NOTICE UNDER SECTION 708AA(2)(F) OF THE CORPORATIONS ACT 2001 (CTH) AS MODIFIED BY ASIC INSTRUMENT 2016/84

De Grey Mining Limited (ABN 65 094 206 292) (ASX: DEG) (**De Grey** or the **Company**) hereby provides notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as modified by Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**).

Where applicable, references in this notice to sections of the Act are to those sections as modified by Instrument 2016/84.

De Grey announced on Wednesday, 8 May 2024 a capital raising via:

- a fully underwritten institutional placement (**Institutional Placement**) under De Grey's Listing Rule 7.1 capacity, as modified by a 'super-size' waiver from ASX; and
- a fully underwritten accelerated non-renounceable pro rata entitlement offer (**Entitlement Offer**) of one new fully paid ordinary share in De Grey (**Entitlement Shares**) for every 7.95 fully paid ordinary shares in De Grey held as at 7:00pm (AEST) on Friday, 10 May 2024 to eligible shareholders with a registered address in Australia, New Zealand and any other permitted jurisdiction nominated by the underwriters and agreed by the Company (**Eligible Shareholders**) (see the Company's ASX announcement dated 8 May 2024 for further details),

(together, the **Offer**).

The Offer is fully underwritten by Canaccord Genuity (Australia) Limited (ABN 19 075 071 466) (**Canaccord**) and Argonaut PCF Limited (ACN 099 761 547) (**Argonaut PCF**) (together, the **Underwriters**) pursuant to an underwriting agreement between the Company, Argonaut Securities Pty Limited (ACN 108 330 650) (**Argonaut Securities**) and the Underwriters (**Underwriting Agreement**). The material terms of the Underwriting Agreement are provided in the Company's ASX announcement dated 8 May 2024. Canaccord and Argonaut Securities are acting as joint lead managers to the Offer (together, the **Joint Lead Managers**).

A retail offer booklet (**Retail Offer Booklet**) for the Entitlement Offer is expected to be dispatched to eligible retail shareholders on Wednesday, 15 May 2024.

De Grey advises that:

1. the Entitlement Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
2. this notice is being given under section 708AA(2)(f) of the Act as modified;
3. as at the date of this notice, De Grey has complied with:

- a) the provisions of Chapter 2M of the Act as they apply to De Grey; and
 - b) sections 674 and 674A of the Act as they apply to De Grey;
4. as at the date of this notice, there is no 'excluded information' of the type referred to in section 708AA(8) or section 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act; and
5. the potential effect of the issue of Entitlement Shares pursuant to the Entitlement Offer on the control of De Grey and the consequences of that effect, will depend on several factors, including existing shareholdings and the extent to which Eligible Shareholders take up their entitlements. However, the Company notes the following:

Structure of Entitlement Offer and Underwriting

- a) 232,863,588 Entitlement Shares (subject to rounding of fractional entitlements) will be issued under the Entitlement Offer, to raise approximately A\$256 million, equating to approximately 9.7% of all the issued shares in the Company following completion of the Entitlement Offer and Institutional Placement.
- b) The Entitlement Offer will be conducted in two parts, an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**). The results of the Institutional Entitlement Offer will be announced to the ASX on Friday, 10 May 2024.
- c) The Company will offer a shortfall top-up facility as part of the Retail Entitlement Offer (**Top-up Facility**). The key terms of the Top-up Facility will be as follows:
 - i. under the Top-up Facility, Eligible Shareholders under the Retail Entitlement Offer (**Eligible Retail Shareholders**) who take up their entitlement in full will be able to apply for additional Entitlement Shares in excess of their entitlement (**Top-up Facility Application**), which represents the lower of that number which represents 50% of their entitlement subject to the Act, the ASX Listing Rules and all other applicable laws and regulations; and
 - ii. to the extent Top-up Facility Applications exceed the number of Entitlement Shares available under the Top-up Facility, the Company will scale back applications:
 - A) in accordance with the policy set out in the Retail Offer Booklet, in the Board's absolute discretion; and
 - B) to ensure compliance with the ASX Listing Rules, the Act and all other applicable laws.
- d) The Entitlement Offer is underwritten by the Underwriters pursuant to the Underwriting Agreement, the key terms of which are summarised in the Company's ASX announcement dated 8 May 2024. In summary, subject to any termination rights in the Underwriting Agreement:
 - i. entitlements to Entitlement Shares for which valid applications are not received before the Institutional Entitlement Offer closes will be taken up or allocated by the Underwriters; and
 - ii. entitlements to Entitlement Shares for which valid applications are not received before the Retail Entitlement Offer closes will be allocated firstly to any Eligible Retail Shareholders who have applied for additional Entitlement Shares under the Top-up Facility, and then any remainder will be taken up or allocated by the Underwriters.

If the Underwriting Agreement is terminated, any sub-underwriting arrangements entered into pursuant to the Underwriting Agreement will also be terminated.

Impact of the Entitlement Offer and the Underwriting on Control of the Company

- e) Based on the substantial holding notices that have been given to the Company and lodged with the ASX on or before the date of this notice, the substantial shareholders of the Company as at the date of this notice are:

Substantial Shareholder	Number of Shares	Voting Power
Gold Road Resources Limited (ACN 109 289) 527 and its associated entities (Gold Road) ¹	281,992,494	19.99%
BlackRock Group and its associated entities ²	137,774,945	7.44%

Notes:

1. Refer to the substantial holder notice dated 19 August 2022.
 2. Refer to the substantial holder notice dated 19 February 2024.
- f) **Gold Road participation** – Gold Road is the Company's largest shareholder and, based on public filings, currently holds voting power of 19.99% of the Company's issued fully paid ordinary shares. Gold Road does not control the Company. As the Entitlement Offer is fully underwritten, it is anticipated that Gold Road's interest in the Company's issued share capital will stay the same or decrease as a result of the Entitlement Offer, depending on their participation. To the extent that Gold Road is invited to participate in the Institutional Placement, does so, and is allocated new shares, it will not be allocated new shares such that its voting power increases above what is permitted under Chapter 6 of the Act, the ASX Listing Rules and all other applicable laws. Following the Institutional Entitlement Offer and Placement, it is expected that Gold Road's voting power would decrease on settlement of the Retail Entitlement Offer component, unless and to the extent it is permitted to maintain or increase its voting power under Chapter 6 of the Act, the ASX Listing Rules and all other applicable laws, including where acting as a sub-underwriter to the Retail Entitlement Offer component (noting, however, that there are no sub-underwriting arrangements with Gold Road at the time of this notice).
- g) **Underwriting** –
- i. The Entitlement Offer is fully underwritten by the Underwriters pursuant to the terms of the Underwriting Agreement. In the event there is a shortfall under the Entitlement Offer (including under any Top-up Facility), those shortfall shares will be taken up or allocated by the Underwriters (including under any sub-underwriting arrangements entered into by the Underwriters pursuant to the Underwriting Agreement).
 - ii. The number of Entitlement Shares that will be required to be taken up or allocated by the Underwriters and sub-underwriters will depend on how many Entitlement Shares are taken up under the Entitlement Offer (including under the Top-up Facility). The take up or allocation will comply with the requirements of Chapter 6 of the Act, the ASX Listing Rules and all other applicable laws.

Yours sincerely



Sarah Standish
Company Secretary

This announcement has been approved for lodgement by the Board of De Grey

For further information, please contact:

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