



7 September 2017

ASX/MEDIA RELEASE

Share Issues Completed and Appendix 3B

De Grey Mining Limited (ASX: DEG, "Company") advises that it has completed the issue of the following securities;

- 7,595,324 shares in settlement of supplier's invoices at an issue price of \$0.044 per share further to and in accordance with resolution 4 approved by shareholders at a meeting on 26 June 2017. These shares are escrowed for 6 months from the date of issue;
- 52,210,000 shares raising \$2.61 Million (before costs) at an issue price of \$0.05 per share further to the Company's announcement dated 30 August 2017; and
- 5,000,000 shares at an issue price of \$0.058 per share on the exercise of options, raising an additional \$0.29 Million.

An Appendix 3B is attached with respect to the new securities issued.

The Company wishes to confirm that in accordance with section 708A(11) of the Corporations Act 2001, a Cleansing Prospectus has been lodged with ASIC so as to allow secondary trading of the securities referred to above.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Craig Nelmes', with a long horizontal flourish extending to the right.

Craig Nelmes
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

DE GREY MINING LIMITED

ABN

65 094 206 292

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | 1. Fully paid ordinary shares
2. Fully paid ordinary shares
3. Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 7,595,324 ordinary fully paid shares
2. 52,210,000 ordinary fully paid shares
3. 5,000,000 ordinary fully paid shares on option conversion |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. Ordinary shares
2. Ordinary shares
3. Ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, all ordinary shares rank equally with existing quoted shares (DEG)</p>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. Issued at \$0.044 per share 2. Issued at \$0.05 per share 3. Issued at \$0.058 cents per share on option conversion
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1 In part settlement of supplier's invoices for RC drilling activities completed on 2 July 2017, and approved by shareholders at a general meeting held 26 June 2017 (Resolution 4). 2 Ongoing funding of exploration activities, scoping and pre-feasibility studies, corporate and general working capital (refer to ASX announcement dated 30 August 2017). 3 Conversion of 5,000,000 unquoted options
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2016</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>30,820,844 Ordinary fully paid shares</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>21,389,156 Ordinary fully paid shares</p>

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	7,595,324 ordinary fully paid shares Approval at General meeting of Shareholders, held on 26 June 2017						
6f	Number of +securities issued under an exception in rule 7.2	5,000,000 ordinary fully paid shares on conversion of previously issued options						
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes, issue price \$0.05 on 6 September 2017; VWAP - \$0.0562, being 112.4% of the issue price; Source - IRESS.						
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1						
7	+Issue dates <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.</small>	1 6 September 2017 2 6 September 2017 3 7 September 2017						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>266,101,564¹</td> <td>Ordinary Shares</td> </tr> <tr> <td>23,621,103</td> <td>Options, exercise price \$0.10 expiry 30/11/2018</td> </tr> </tbody> </table>	Number	+Class	266,101,564 ¹	Ordinary Shares	23,621,103	Options, exercise price \$0.10 expiry 30/11/2018
Number	+Class							
266,101,564 ¹	Ordinary Shares							
23,621,103	Options, exercise price \$0.10 expiry 30/11/2018							

¹7,595,324 ordinary shares are subject to a voluntary escrow for a period of six months, ending 6 March 2018

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) *	2,125,000	Unlisted options, exercise price \$0.08 expiry 25/11/2017
	23,934,611	Unlisted options, exercise price \$0.04 expiry 10/06/2019
	7,350,000	Unlisted options, exercise price \$0.10 expiry 30/11/2018
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares have the same rights to dividends as existing ordinary shares.	

Part 2 -Pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19 Closing date for receipt of acceptances or renunciations	N/A
20 Names of any underwriters	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

 - There is no reason why those +securities should not be granted +quotation.

 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: **7 September 2017**

Print name: **Craig Nelmes**
Company Secretary

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	144,433,082 fully paid ordinary shares (<i>post consolidation</i>)
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<i>Post consolidation</i> 21,733,158 fully paid ordinary shares issued with shareholder approval (obtained at 2016 AGM) on 21 October 2016 7,130,000 fully paid ordinary shares (under LR 7.2 Exception 15) issued 6 December 2016. 28,000,000 fully ordinary shares issued with shareholder approval (obtained at a GM held on 26 June 2017) on 21 April 2017 7,595,324 fully paid ordinary shares issued with shareholder approval (obtained at a GM held on 26 June 2017) on 6 September 2017 5,000,000 fully paid ordinary shares issued on 7 September 2017 upon conversion of previously issued options
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	213,891,564

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	32,083,735
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	30,820,844 Ordinary fully paid shares (<i>under this Appendix 3B</i>)
“C”	30,820,844
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	32,083,735
<i>Note: number must be same as shown in Step 2</i>	
Subtract “C”	30,820,844
<i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	1,262,891
	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	213,891,564
Step 2: Calculate 10% of “A”	
“D” <i>Note: this value cannot be changed</i>	0.10
Multiply “A” by 0.10	21,389,156
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	21,389,156 Ordinary fully paid shares (<i>under this Appendix 3B</i>)
“E”	21,389,156

+ See chapter 19 for defined terms.

<i>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</i>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	21,389,156
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	21,389,156
Total [“A” x 0.10] – “E”	- <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.