



ASX Announcement

23 August 2019

Appendix 3B and Cleansing Statement

De Grey Mining Limited (ASX: DEG, "Company") advises that it has issued 66,818,327 fully paid ordinary shares. An Appendix 3B is attached herewith with respect to the new securities issued and the Company hereby notifies ASX under section 708A(5)(e) of the Act that as at today's date:

- (a) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- (c) the Company has complied with Section 674 of the Act; and
- (d) there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

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 | Listed fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 59,065,579
2. 3,802,748
3. 3,950,000 |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

<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, the shares will rank equally with the ordinary shares currently on issue.</p>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. Deemed issue price of 5.0879 cents per share 2. Deemed issue price of 6.5 cents per share 3. Nil
<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. Issue of Consideration Shares to the vendor in relation to the acquisition of Indee Gold Pty Ltd as approved at the General Meeting of Shareholders on 16 July 2019 2. Settlement of supplier invoices 3. Fully paid ordinary shares issued pursuant to the exercise of vested Performance Rights which were the subject of shareholder approval in 2017
<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 <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, 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>28 November 2018</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>3,802,748</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	59,065,579 (approved at GM 16/7/19)				
6f	Number of +securities issued under an exception in rule 7.2	3,950,000				
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.	N/A				
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	Listing Rule 7.1: 66,624,306 Listing Rule 7.1A: 87,180,436				
7	+Issue dates 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.	22 August 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>935,950,711</td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	935,950,711	Ordinary Shares
Number	+Class					
935,950,711	Ordinary Shares					

+ See chapter 19 for defined terms.

	Number	+Class
9		Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable) *
	14,250,000	Unlisted options, exercise price \$0.10 expiry 31/10/2020
	33,333,333	Unlisted options, exercise price \$0.20 expiry 30/11/2019
	12,500,000	Unlisted options, exercise price \$0.25 expiry 30/11/2019
	17,250,000	Unlisted options, exercise price \$0.30 expiry 30/05/2021
	2,750,000	Performance rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

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 sub-registers) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
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

+ See chapter 19 for defined terms.

- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

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 (*Only the fully paid ordinary shares - item 3*)
- (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

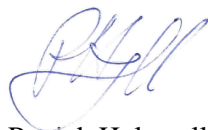
- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting 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

⁺ See chapter 19 for defined terms.

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: 23 August 2019

Print name:

Patrick Holywell
Company Secretary

+ See chapter 19 for defined terms.

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	362,728,100 fully paid ordinary shares
<p><i>Add</i> the following:</p> <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> 	<p>124,169 fully paid ordinary shares issued upon conversion of previously issued options (AGM approved 28 November 2018) on 18 September 2018.</p> <p>607,548 ordinary fully paid shares as part settlement of supplier invoices (AGM approved 28 November 2018) on 18 September 2018.</p> <p>492,950 fully paid ordinary shares issued on 17 October 2018 as part settlement of supplier invoices (AGM approved 28 November 2018).</p> <p>1,419,167 fully paid ordinary shares issued on 30 October 2018 upon conversion of previously issued options</p> <p>1,829,856 fully paid ordinary shares issued on 7 November 2018 upon conversion of previously issued options</p> <p>2,547,883 fully paid ordinary shares issued on 13 November 2018 upon conversion of previously issued options</p> <p>5,558,205 fully paid ordinary shares issued on 16 November 2018 upon conversion of previously issued options</p> <p>2,355,428 fully paid ordinary shares issued on 19 November 2018 upon conversion of previously issued options</p> <p>8,796,393 fully paid ordinary shares issued on 23 November 2018 upon conversion of previously issued options</p> <p>9,439,499 fully paid ordinary shares issued on 27 November 2018 upon conversion of previously issued options</p> <p>16,342,879 fully paid ordinary shares issued on 29 November 2018 upon conversion of previously issued options</p> <p>5,063,802 fully paid ordinary shares issued on 30 November 2018 upon conversion of previously issued options</p> <p>3,346,549 fully paid ordinary shares issued on 10 November 2018 the shortfall of previously issued listed options</p> <p>2,503,370 fully paid ordinary shares issued on 4 December 2018 upon conversion of previously issued options</p> <p>1,134,611 fully paid ordinary shares issued on 11 June 2019 upon conversion of previously issued options</p>

+ See chapter 19 for defined terms.

	<p>3,299,961 fully paid ordinary shares issued on 5 June 2019 as part settlement of supplier invoices (GM approved on 16 July 2019).</p> <p>381,198,414 fully paid ordinary shares issued on 14 August 2019 pursuant to a pro-rata renounceable entitlement offer.</p> <p>59,065,579 fully paid ordinary shares issued on 22 August 2019 (approved at GM on 16 July 2019). <i>This notice.</i></p> <p>3,950,000 fully paid ordinary shares issued on 22 August 2019 (approved at 2017 GM). <i>This notice.</i></p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	871,804,363

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	130,770,654
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> 	<p>60,343,600 fully paid ordinary shares issued on 24 July 2019 pursuant to a placement.</p> <p>3,802,748 fully paid ordinary shares issued 22 August 2019 as settlement of supplier invoices. <i>This notice.</i></p>
“C”	64,146,348
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	130,770,654
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	64,146,348
Total [“A” x 0.15] – “C”	66,624,306 <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>	871,804,363
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	87,180,436
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert 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> 	Nil
“E”	Nil
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	87,180,436
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	87,180,436 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.