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Underwritten A\$600M Equity Raising to Fully Fund Equity Component of Hemi Project Financing^{1 2}

Highlights

- **Launch of fully underwritten A\$600 million¹ Equity Raising comprising:**
 - an institutional placement to raise approximately A\$344m (“Placement”); and
 - a 1 for 7.95 pro-rata accelerated non-renounceable entitlement offer to raise approximately A\$256m (“Entitlement Offer”) (together the “Equity Raising”)
- **Issue price of A\$1.10 per new share, representing a discount of 13.0% to the last closing share price and a 10.4% discount to the theoretical ex-rights price³ (“TERP”)**
- **In combination with existing cash on hand, the Equity Raising proceeds are expected to fully fund the equity component of the Hemi Gold Project (“Project” or “Hemi”) financing, representing a material de-risking milestone for the Project’s development^{1 2}**
- **Proactively finalising the equity component of the project financing will allow for more effective planning and management of the capital works plan including the near-term ordering of additional long-lead items and major contractor appointments**
- **Project execution workstreams continue to de-risk the critical path schedule and capital cost with no indications of any material changes to the Hemi DFS capital cost estimate**
- **Equity funding solution satisfies a key typical pre-condition of access to debt financing, with expected receipt of credit approved term sheets from debt financiers remaining on schedule for mid-2024**
- **Leverages the optimal project financing structure and commercial arrangements for shareholders as discussions continue with financiers**
- **State and Federal environment approvals progress in line with the Project’s Level of Assessment as stated in the DFS**
- **Brownfield exploration continues to provide very strong results with potential for significant Resource conversion, including at Ashburton. Studies on potential additional production from Hemi underground and Regional deposits are progressing**
- **Exciting greenfield exploration across greater Hemi and regional areas, including the Egina Joint Venture, is underway**
- **Investor conference call at 9:30am WST/11:30am EST today – instructions on page 6**

1 Approximate gross Equity Raising proceeds, exclusive of offer costs.

2 Based on current information, estimates and assumptions, including as to time and cost.

3 TERP is the theoretical price at which De Grey’s ordinary shares should trade at immediately after the ex-date for the Entitlement Offer based only on the last traded price and issuance of De Grey’s ordinary shares at the Offer Price under the Placement & Entitlement Offer.



De Grey Mining Limited (ASX: DEG, "**De Grey**" or "**Company**") is pleased to announce the launch of a fully underwritten Equity Raising to be conducted via an approximately A\$256 million 1 for 7.95 pro-rata accelerated non-renounceable entitlement offer and an approximately A\$344 million institutional placement.

The Equity Raising will be conducted at a fixed price of A\$1.10 per share ("**Offer Price**"), representing a:

- 13.0% discount to the last closing price of A\$1.265 per share on 7 May 2024; and
- 10.4% discount to the TERP of A\$1.227 on 7 May 2024.

Proceeds from the Equity Raising, together with existing cash, are expected to fully fund the equity component of the Hemi project financing and will be applied to:

- Long lead Items
 - Ordering of long-lead major equipment items and manufacturing and fabrication of facilities ahead of construction
- Engineering and Early works (where approvals allow)
 - Detailed engineering studies, finalise contracting strategy & tendering major contracts
 - Dewatering bore drilling, monitoring & fabrication of bore headwork, and expansion of camp facilities
- Initial Project infrastructure costs
 - Construction of site camp and airport facilities, communications infrastructure and roads
- Initial Project construction costs
 - Civil works, equipment (outside long lead items), piping/steel/concrete, installation works, instrumentation and process control systems, freight, insurance, engineering, procurement and construction management (EPCM) costs and owner's costs
- Commissioning working capital
- Exploration and Studies
 - Continued exploration activities over a 3-year period through to anticipated Hemi steady-state production phase
 - Exploration across greater Hemi and regional areas including Egina JV and drilling related exploration at Ashburton
 - Relevant studies on underground and regional projects
- Corporate costs
 - Anticipated corporate costs over a three year period through to anticipated Hemi steady-state production phase
 - Ongoing development of the organisation to support Hemi's development and other development opportunities
- General working capital and offer costs

The underwritten Equity Raising de-risks the equity component of the Hemi project financing. Proactively finalising the equity component of the project financing allows better planning and management of the forward capital works plan including near-term ordering of long-lead items and contractor appointments.

The Equity Raising will also satisfy a key expected pre-condition of access to debt financing. Expected receipt of credit approved term sheets from debt financiers remains on schedule for mid-2024.

State and Federal environment approvals are progressing as stated in line with the Project's Level of Assessment as stated in the Definitive Feasibility Study for the Project released to the ASX on 28 September 2023 ("DFS").

Project execution workstreams continue including the ordering of long lead items, key contractor appointments and advancing engineering and design activities with no material changes to capital cost assumptions as stated in the DFS.

Full construction activities are expected to commence at Hemi in the second half of calendar year 2024 and based on an estimated two-year construction period, De Grey is targeting first gold production in the second half of 2026.

In parallel with Hemi project development activities, De Grey will continue to focus on growth and exploration including greenfield exploration across greater Hemi and Regional areas including the Egina Joint Venture, with relevant studies on potential production from Hemi underground and Regional deposits underway. Brownfield exploration activities continue to provide very strong results with the potential for significant Resource conversion including at Ashburton.

De Grey Managing Director, Glenn Jardine, commented:

"The underwritten Equity Raising represents a landmark milestone and a key de-risking event for De Grey. This Equity Raising will underpin our ongoing project debt financing workstreams which are progressing well. The significant level of support received from key stakeholders to date provides strong validation of the high-quality nature of Hemi and our strategy of becoming a material Australian gold producer."

Equity Raising Details

The Equity Raising will result in the issue of 545,482,954 new ordinary fully paid shares (subject to rounding), representing approximately 29% of existing De Grey shares on issue. New shares issued under the Equity Raising will rank equally with existing De Grey shares as at their date of issue and De Grey will seek quotation of the new shares on the ASX.

The Placement is fully underwritten and will take place in a single tranche within the Company's placement capacity (as modified by an ASX 'super-size' waiver) and accordingly, no shareholder approval is required in connection with the Placement. New shares issued under the Placement do not have rights to participate in the Entitlement Offer. 312,619,366 new shares (subject to rounding) are expected to be issued under the Placement.

Under the fully underwritten Entitlement Offer, eligible shareholders are invited to subscribe for 1 new share for every 7.95 shares held as at the record date of 7:00pm (Sydney time) 10 May 2024 ("**Record Date**"). 232,863,588 new shares (subject to rounding) are expected to be issued under the Entitlement Offer.

Eligible institutional shareholders will be invited to participate in the accelerated institutional component of the Entitlement Offer ("**Institutional Entitlement Offer**") which is being conducted today (8 May 2024). The Institutional Entitlement Offer is expected to raise approximately A\$174.2 million. Under the Institutional Entitlement Offer, eligible institutional and sophisticated shareholders can choose to take up all, part, or none of their entitlement. Entitlements not taken up under the Institutional Entitlement Offer will be offered to eligible institutional and sophisticated investors at the Offer Price.

The retail component of the Entitlement Offer ("**Retail Entitlement Offer**") will be open from 15 May 2024 to 5:00pm (Sydney time) 27 May 2024 to eligible retail shareholders with a registered address in Australia or New Zealand (or persons that the Company has determined in its discretion are eligible retail shareholders) as at the Record Date, not being US persons or acting for the account or benefit of persons in the US.

Eligible retail shareholders who take up their entitlement in full can also apply for additional shares in excess of their entitlement up to a maximum of 50% of their entitlement under a 'top-up' facility. Additional new shares will only be available where there is a shortfall between applications received from eligible retail shareholders and the number of new shares proposed to be issued under the Retail Entitlement Offer. Applications for additional new shares may be scaled back in accordance with the policy set out in the offer booklet in respect of the Retail Entitlement Offer ("**Retail Offer Booklet**"), in De Grey's absolute discretion.

The Retail Offer Booklet is expected to be lodged on the ASX on 15 May 2024. The Retail Offer Booklet and accompanying personalised Entitlement and Acceptance Form will be sent electronically to those eligible retail shareholders who have elected to receive electronic communications from the Company.

Some De Grey Directors intend to participate in the Entitlement Offer for either full or part of their entitlements.

Eligible shareholders who do not take up their entitlement under the Entitlement Offer in full or in part will not receive any value in respect of those entitlements not taken up. The Entitlement Offer is non-renounceable, and rights are not transferrable and will not be traded on the ASX or otherwise.

Further details of the Equity Raising are set out in the Company's investor presentation lodged with the ASX today and will be set out in the Retail Offer Booklet that will be provided to eligible retail shareholders.

Advisors

Canaccord Genuity (Australia) Limited is acting as Global Coordinator, Joint Lead Manager, Joint Underwriter and Joint Bookrunner to the Equity Raising. Argonaut Securities Pty Limited is acting as

Joint Lead Manager and Joint Bookrunner, and Argonaut PCF Limited is acting as Joint Underwriter to the Equity Raising. Azure Capital Pty Ltd is acting as Corporate Adviser to the Company and Gilbert + Tobin is acting as Legal Adviser to the Company.

Underwriting Agreement

The Equity Raising is fully underwritten by Canaccord Genuity (Australia) Limited (ABN 19 075 071 466) and Argonaut PCF Limited (ACN 099 761 547) (together, the "**Joint Underwriters**") on the terms and conditions of an underwriting agreement with the Company ("**Underwriting Agreement**"). The material terms of the Underwriting Agreement are disclosed in Annexure A of this announcement.

Timetable*

Event	Date
Trading halt and announcement of the Equity Raising	Wednesday, 8 May 2024
Placement and Institutional Entitlement Offer opens	Wednesday, 8 May 2024
Announcement of results of Placement and Institutional Entitlement Offer	Friday, 10 May 2024
Trading Halt lifted and shares recommence trading on ASX on an ex-entitlement basis	Friday, 10 May 2024
Record date for Entitlement Offer	7:00pm Friday, 10 May 2024
Settlement of the Placement and Institutional Entitlement Offer	Wednesday, 15 May 2024
Retail Entitlement Offer opens, Retail Entitlement Offer Booklet and Acceptance Form made available	Wednesday, 15 May 2024
Allotment and commencement of trading of new shares issued under the Placement and Institutional Entitlement Offer	Thursday, 16 May 2024
Retail Entitlement Offer closes	5:00pm Monday, 27 May 2024
Announce results of the Retail Entitlement Offer	Wednesday, 29 May 2024
Allotment of new shares under the Retail Entitlement Offer	Monday, 3 June 2024
Commencement of trading of new shares issued under the Retail Entitlement Offer	Tuesday, 4 June 2024

*All times referenced are to Sydney time, Australia unless denoted otherwise. The above timetable is indicative only and De Grey reserves the right to amend any or all of these events, dates and times in its absolute discretion, subject to the Corporations Act 2001 Cth (Corporations Act), ASX Listing Rules and other applicable laws. Any extension to the closing date for the Retail Entitlement Offer will have a consequential effect on the anticipated date for issue of new shares under the Retail Entitlement Offer. De Grey also reserves the right not to proceed with the whole or part of the Placement or Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Placement or Entitlement Offer without prior notice at any time prior to allotment of new shares. In that event, the relevant application monies will be refunded without interest in accordance with the Corporations Act and this Retail Offer Booklet. Quotation of the new shares is subject to ASX discretion.

Additional information

Additional information in relation to the Equity Raising and the Company can be found in the investor presentation released to the ASX simultaneously with this announcement, which contains important

information, including a breakdown of sources and uses of funds, key risks and foreign selling restrictions with respect to the Equity Raising.

Nothing contained in this announcement constitutes investment, legal, tax or other advice. Investors should seek appropriate professional advice before making any investment decision. All amounts are in Australian dollars unless otherwise indicated.

An Appendix 3B for the proposed issue of new shares under the Equity Raising will follow this announcement. Further details on the fees payable to the Joint Underwriters are set out in the Appendix 3B.

Investor conference call

De Grey Managing Director Glenn Jardine, Chief Financial Officer Peter Canterbury and Hemi Project Director Peter Holmes will be hosting a conference call for investors to discuss the equity financing and provide a Project update.

The conference call will be held at 9:30am AWST / 11:30am AEST today, Wednesday 8 May 2024. Interested parties are invited to pre-register for the conference call using the following link where you will then be provided with a dial-in number, pass code and a unique access pin. This information will also be emailed to you as a calendar invite.

<https://s1.c-conf.com/diamondpass/10038885-7wnhg.html>

A recording of the conference call is expected be made available on the De Grey website within the next 24 hours.

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

For further information, please contact:

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ADDITIONAL INFORMATION

Not an offer in the United States

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

Forward looking statements disclaimer

This announcement includes forward looking statements. Often, but not always, forward looking statements can generally be identified by the use of forward looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "continue", and "guidance", or other similar words and may include, without limitation, statements regarding the outcome and effects of the Equity Raising and the use of proceeds, expectations in respect to funding, indications of, and guidance or outlook on, future earnings or financial position or performance, plans, strategies and objectives of management, anticipated production or construction commencement dates and expected costs or production outputs.

Forward looking statements inherently involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance and achievements to differ materially from any future results, performance or achievements. Relevant factors may include, but are not limited to, the ability to obtain debt finance on appropriate terms, obtaining environmental approvals and the time and conditions attached to the same, 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 the Company 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.

Forward looking statements are based on the Company and its management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect the Company's business and operations in the future. The Company does not give any assurance that the assumptions on which forward looking statements are based will prove to be correct, or that the Company's business or operations will not be affected in any material manner by these or other factors not foreseen or foreseeable by the Company or management or beyond the Company's control.

Although the Company attempts and has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in forward looking statements, there may be other factors that could cause actual results, performance, achievements or events not to be as anticipated, estimated or intended, and many events are beyond the reasonable control of the Company. Accordingly, readers are cautioned not to place undue reliance on forward looking statements. Forward looking statements in these materials speak only at the date of issue. Subject to any continuing obligations under applicable law or any relevant securities exchange listing rules, in providing this information the Company does not undertake any obligation to publicly update or revise any of the forward looking statements or to advise of any change in events, conditions or circumstances on which any such statement is based.

Annexure A – Underwriting Agreement

De Grey has executed the Underwriting Agreement with Canaccord Genuity (Australia) Limited (ABN 19 075 071 466) (“**Canaccord**”), Argonaut PCF Limited (ACN 099 761 547) (“**APL**”) and Argonaut Securities Pty Ltd (ACN 108 330 650) (“**ASPL**”) (APL and ASPL together, “**Argonaut**”) (together, the “**Joint Lead Managers**”). 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 Equity Raising.

The Underwriting Agreement is on customary terms for these types of arrangements.

The obligations of the Joint Lead Managers are subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement.

The Company and the Joint Lead Managers have given certain representations, warranties and undertakings in connection with (amongst other things) the Equity Raising.

The Company has agreed, subject to certain carve outs, to indemnify and hold harmless each Joint Lead Manager, their affiliates and related body corporates and each employee, officer, agent and adviser of the Joint Lead Managers (or any of their affiliates or related bodies corporate) from and against any claim, demand, loss, damage or liability of any kind other than indirect or consequential loss or damage (including loss of profit), all costs (including all legal costs on a full indemnity basis), and all expenses related, directly or indirectly to the Equity Raising.

A Joint Lead Manager (APL and ASPL jointly for Argonaut's purposes) may, by notice to the Company, terminate its obligations under the Underwriting Agreement on the occurrence of certain customary termination events for an agreement of this nature. These include, but are not limited to, if:

- **(Environmental approvals)** a government agency determines, or advises the Company in writing that it has determined, that one or more required environmental approvals for construction at Hemi will not be granted or approved (in any time frame);
- **(Listing)** the Company ceases to be admitted to the official list of ASX or its shares cease to be quoted on ASX, or it is announced by ASX or the Company that such an event will occur;
- **(timetable)** any specified event in the timetable which is delayed for more than 2 business days without prior written approval of the Joint Lead Managers, unless the delay is caused solely by a Joint Lead Manager seeking to terminate;
- **(market or gold fall)** if at market close on a day:
 - prior to the Placement and Institutional Entitlement Offer settlement date, the S&P/ASX 200 Index or the A\$ gold price falls to a level that is 10% below the level as at the market open on the date of the Underwriting Agreement; or
 - prior to the Retail Entitlement Offer settlement date, the S&P/ASX 200 Index or the A\$ gold price falls to a level that is 12.5% below the level as at the market open on the date of the Underwriting Agreement for three consecutive trading days;
- **(ASX approval)** unconditional approval (or conditional approval, provided such condition would not cause or contribute to a Material Adverse Change (defined below)) by ASX for official quotation of the new shares is refused or is not granted by the time required to conduct the Offer in accordance with the timetable or, if granted, is modified (in a manner which would cause or contribute to a Material Adverse Change) or withdrawn;
- **(ASIC application)** ASIC applies for an order under Part 9.5 in relation to the Equity Raising or any offer document or holds or commences a hearing or investigation in relation to the Company, the Equity

Raising, any offer documents, or prosecutes or commences proceedings against the Company or any of its officers, employees or agents in relation to the Equity Raising, or gives notice of intention to do any of those, except in each case in circumstances where the existence of the application, hearing, inquiry, investigation, prosecution or notice has not become public and it has been withdrawn by the date that is the earlier of 5 business days immediately preceding the Retail Entitlement Offer settlement date or the date that is 2 business days after the application is received;

- **(Takeovers Panel)** the Takeovers Panel makes, or an application is made to the Takeovers Panel seeking, a declaration of unacceptable circumstances that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, except in circumstances where the application has not become public and it has been withdrawn by the date that is the earlier of 5 business days immediately preceding the Retail Entitlement Offer settlement date or the date that is 2 business days after the application is received;
- **(insolvency)** the Company or a subsidiary is insolvent or there is an act or omission, or a circumstance arises, which is likely to result in the Company or a subsidiary becoming insolvent;
- **(capital structure)** there is an alteration to the Company's capital structure without the prior consent of the Joint Lead Managers or as otherwise provided in the Underwriting Agreement or contained within the documents given to ASX on the announcement date by or on behalf of the Company in relation to the Equity Raising ("**Information Documents**") or disclosed to the Joint Lead Managers pursuant to the terms of the Underwriting Agreement;
- **(Information Documents)** any statement in an Information Document is or becomes false, misleading or deceptive in any material respect or likely to mislead or deceive; any Information Document does not contain all information required to comply with all applicable laws; or any Information Document is withdrawn;
- ***(Breach)** the Company fails to perform or observe any of its obligations under the Underwriting Agreement including (for the avoidance of doubt) without limitation not receiving or obtaining consent from the Joint Lead Managers where required by the terms of the Underwriting Agreement;
- ***(Disruption in financial markets)** any of the following occurs:
 - a general moratorium on commercial banking activities in any one or more of the members of the Australia, New Zealand, Canada, a member state of the European Union (Netherlands, Germany, France or Luxembourg), Hong Kong, Japan, Norway, Singapore, Switzerland, United Kingdom or the United States is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
 - trading in all securities quoted or listed on the ASX, the New York Stock Exchange or the London Stock Exchange is suspended or limited in a material respect (for one day or a substantial part of one day) during the bookbuild; or
 - the occurrence of any other adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in any one or more of the members of the Australia, New Zealand, Canada (British Columbia, Quebec and Ontario only), a member state of the European Union (Netherlands, Germany, France or Luxembourg), Hong Kong, Japan, Norway, Singapore, Switzerland, United Kingdom or the United States or any change or development involving a prospective adverse change in any of those conditions or markets,

excluding any change or disruption that results from the existing Israel-Palestine/Iran or Russia-Ukraine hostilities or an escalation of the existing Israel-Palestine/Iran or Russia-Ukraine hostilities.

- ***(hostilities)** major hostilities not existing at the date of this agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving Australia, New Zealand, Canada, a member state of the European Union, a member of the North Atlantic Treaty Organization, Hong Kong, Japan, Norway, Singapore, Switzerland, United Kingdom, the United States, China, Russia, Ukraine, Iran, Israel or a state of emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world;
- ***(breach of representation or warranty)** a representation or warranty made or given by the Company under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive; and
- ***(Material Adverse Change)** any change, effect, event, occurrence or development which, individually or in the aggregate, may be reasonably expected to result in, or has resulted in, after the date of this agreement (and in the opinion of the Joint Lead Managers (acting reasonably) is), a material adverse change, in the business, assets, liabilities, financial position or performance, operations, management, outlook or prospects of the Company (**Material Adverse Change**) occurs.

Those termination events which contain an asterisk (*) are subject to the qualifier that the Joint Lead Manager has reasonable grounds to believe or actually does believe, that the event:

- has, or is likely to have, a material adverse effect on the financial position or performance, shareholders' equity, profits, losses, results, condition, operations or prospects of the Company or the Group; or the success or outcome of the Equity Raising; or the ability of a Joint Lead Manager to market or effect settlement of, the Equity Raising (irrespective of whether or not the Equity Raising has opened); or the market price of Shares on ASX; or a decision of an investor to invest in Shares; or
- has given or could reasonably be expected to give rise to a contravention by, or a liability of, a Joint Lead Manager under any applicable law or regulation.

The Underwriting Agreement also contains a number of representations and warranties from the Company and the Joint Lead Managers that are considered standard for an agreement of this type.

Moratorium

The Underwriting Agreement includes a moratorium as agreed between the parties which provides that the Company must not, without the prior consent of the Joint Lead Managers (such consent not to be unreasonably withheld or delayed), at any time after execution of the Underwriting Agreement and before the expiration of 90 days after the issue of new shares under the Equity Raising, issue, agree to issue, offer for subscription or grant any option over, or indicate in any way that it may or will issue, agree to issue, offer for subscription or grant any option over, any shares, units, options or other securities of the Company (or securities convertible or exchangeable into equity of the Company) other than as disclosed to the Joint Lead Managers pursuant to the terms of the Underwriting Agreement, or permit any group member to do any of the foregoing, or do anything economically equivalent to any of the foregoing, other than under the Equity Raising, the Underwriting Agreement or as otherwise described in the Offer Booklet, provided that nothing prevents the Company issuing securities pursuant to:

- the exercise or conversion of any security on issue as at the date of the Underwriting Agreement;
- any employee incentive scheme in operation at the date of the Underwriting Agreement; or

- any distribution reinvestment plan,

in each case other than in a manner described in the management questionnaire or the Information Documents or any public information lodged with ASX on or before the date of the Underwriting Agreement.

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