

NEWS RELEASE

27 October 2020

AGM NOTICE AND SHAREHOLDER LETTER

Deep Yellow Limited (**Deep Yellow** or **Company**) advises that an Annual General Meeting of Shareholders will be held at the Country Woman's Association Building, 1176 Hay Street West Perth on Thursday 26 November 2020 at 2:30pm (WST).

Refer to the following Notice of Annual General Meeting and a letter to Shareholders advising further details of the meeting and accessing meeting documents.

Yours faithfully



MARK PITTS

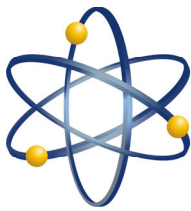
Company Secretary
Deep Yellow Limited

This ASX announcement was authorised for release by Mr Mark Pitts, Company Secretary, for and on behalf of the Board of Deep Yellow Limited.

DYL: ASX & NSX (Namibia)
DYLLF: OTCQX (USA)

For further information contact:

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Managing Director/CEO
T: +61 8 9286 6999
E: john.borshoff@deepyellow.com.au



Deep Yellow Limited

26 October 2020

Dear Shareholder

Deep Yellow Limited (**Deep Yellow** or the **Company**) is convening an Annual General Meeting (**Meeting**) to be held at the Country Women's Association of WA Building, 1176 Hay Street, West Perth, Perth Western Australia on Thursday, 26 November 2020 at 2.30pm (AWST).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with any appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**Notice**). Instead, a copy of the Notice will be available under the "ASX announcements" section and the Shareholder Meetings tab on Deep Yellow's website at <https://deepyellow.com.au/investor-centre/shareholder-meetings/>

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. **Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.**

Your proxy voting instruction must be received by 2.30pm (AWST) on Tuesday, 24 November 2020, 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.

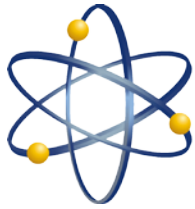
The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services, on 1300 850 505 (within Australia) or +61 03 94154000 (overseas).

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://deepyellow.com.au/investor-centre/asx-announcements/>

The Company appreciates the understanding of shareholders during this time.

Regards

Mark Pitts
Company Secretary



Deep Yellow Limited

NOTICE OF ANNUAL GENERAL MEETING

(Includes Explanatory Memorandum)

DATE OF MEETING: Thursday, 26 November 2020

TIME OF MEETING: 2:30 pm WST

PLACE OF MEETING: THE COUNTRY WOMENS
ASSOCIATION OF WA
BUILDING
1176 Hay Street, West Perth
Western Australia

**This Notice of Annual General Meeting and Explanatory Memorandum
should be read in its entirety.**

**If Shareholders are in doubt as to how they should vote, they should
seek advice from their accountant, solicitor or other professional
adviser without delay.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Deep Yellow Limited ('Company') will be held at the Country Women's Association WA Building, 1176 Hay Street West Perth, Western Australia on Thursday, 26 November 2019 at 2:30 pm.

The Explanatory Memorandum to this Notice of Meeting is incorporated in, comprises part of and should be read in conjunction with this Notice of Meeting. Please note terms used in this Notice of Meeting have the same meaning as set out in the glossary of the Explanatory Memorandum accompanying this Notice.

AGENDA

FINANCIAL REPORT

To receive and consider the financial report for the year ended 30 June 2020, and the Directors' and Auditors' Reports thereon as included in the 2020 Annual Report.

RESOLUTION 1 REMUNERATION REPORT

To consider and, if thought fit, to approve the following resolution as an **ordinary resolution**:

"That the Remuneration Report as set out in the Annual Report for the year ended 30 June 2020 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are urged to read the Explanatory Memorandum for further information.

Voting Prohibition Statement

1. The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote on Resolution 1 if
 - (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
 - (b) it is not cast on behalf of a Restricted Voter.
2. Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:
 - (a) the vote is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; or
 - (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

RESOLUTION 2 RE-ELECTION OF MS G SWABY

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That G Swaby who retires in accordance with clause 6.1(f) of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director."

There are no voting exclusions in relation to Resolution 2.

RESOLUTION 3 APPROVAL OF ISSUE OF SHARES AND LOAN TO MR J BORSHOFF

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

- (a) *the issue and allotment to Mr J Borshoff of ordinary shares under the Deep Yellow Limited Loan Share Plan (Share Plan) as described in the Explanatory Memorandum; and*

- (b) *the provision of a Loan to Mr J Borshoff to assist him to acquire the shares under the Share Plan as described in the Explanatory Memorandum.”*

RESOLUTION 4 APPROVAL OF ISSUE OF SHARES AND LOAN TO MS G SWABY

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

- (a) the issue and allotment to Ms G Swaby of ordinary shares under the Deep Yellow Limited Loan Share Plan (Share Plan) as described in the Explanatory Memorandum; and*
- (b) the provision of a Loan to Ms G Swaby to assist her to acquire the shares under the Share Plan as described in the Explanatory Memorandum.”*

Voting Exclusion for Resolutions 3 and 4

The Company will disregard any votes cast in favour of Resolutions 3 and 4 respectively by or behalf of:

- a) a person (director) who is to receive securities in relation to the entity;
- b) any director of the entity who is eligible to participate in the Deep Yellow Limited Loan Share Plan; or
- c) any associates or closely a related party of those persons (such as close family member members and any companies the person controls).

Notwithstanding the above, the Company will not disregard a vote on Resolutions 3 and 4 respectively if it is cast by:

- d) a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- e) the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- f) 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 Prohibition Statement

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolutions 3 and 4 respectively if the appointment does not specify the way the proxy is to vote on the Resolution, unless the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 3 and 4. Shareholders may also choose to direct the Chair to vote against Resolutions 3 and 4 or to abstain from voting.

RESOLUTION 5 GRANT OF OPTIONS TO MR RUDOLF BRUNOVŠ

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, Shareholders approve the issue of Options to the value of \$25,000 to Mr Rudolf Brunovš (a Director), or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement for Resolution 5 is set out below Resolution 8.

RESOLUTION 6 GRANT OF OPTIONS TO MR MERVYN GREENE

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, Shareholders approve the issue of Options to the value of \$25,000 to Mr Mervyn Greene (a Director), or his nominee, on the terms and conditions set out in the Explanatory Memorandum."

A voting exclusion statement for Resolution 6 is set out below Resolution 8.

RESOLUTION 7 GRANT OF OPTIONS TO MR JUSTIN REID

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, Shareholders approve the issue of Options to the value of \$25,000 to Mr Justin Reid (a Director), or his nominee, on the terms and conditions set out in the Explanatory Memorandum."

A voting exclusion statement for Resolution 7 is set out below Resolution 8.

RESOLUTION 8 GRANT OF OPTIONS TO MR CHRISTOPHE URTEL

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, Shareholders approve the issue of Options to the value of \$25,000 to Mr Christophe Urtel (a Director), or his nominee, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion for Resolutions 5 to 8 (inclusive)

The Company will disregard any votes cast in favour of Resolutions 5, 6, 7 or 8 respectively by or behalf of:

- a) a person (director) who is to receive securities in relation to the entity; or
- b) any associates of the persons excluded from voting pursuant to paragraph (a) above.

Notwithstanding the above, the Company will not disregard a vote on Resolution 5, 6, 7 or 8 respectively if it is cast by:

- c) a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- d) the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- e) 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 Prohibition Statement

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 5, 6, 7 or 8 respectively if the appointment does not specify the way the proxy is to vote on the Resolution, unless the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 5 to 8 (inclusive). Shareholders may also choose to direct the Chair to vote against Resolution 5 to 8 (inclusive) or to abstain from voting.

RESOLUTION 9 APPROVAL OF 7.1A MANDATE

To consider, and if thought fit, to pass with or without amendment, the following resolution as a special resolution:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of securities equal to 10% of the issued capital of the Company at the time of the issue, calculated in accordance with the formula prescribed in the Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act.

By order of the Board



Mark Pitts
Company Secretary
Dated: 23 October 2020

Important information about the holding of the Annual General Meeting to address **COVID -19 virus health and safety requirements**

The Board of Directors have elected to hold a physical meeting and have undertaken to implement certain protocols and practices to ensure the safe conduct of the Annual General Meeting in line with general health advisory recommendation.

Please note the following:

- Deep Yellow Limited's Annual General Meeting will be held at The Country Women's Association WA Building at 1176 Hay Street, West Perth WA as noted on the front page of this Notice.
- **Shareholders are encouraged to vote by proxy.**
- No refreshments will be served at the Meeting.
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- The minimum number of Directors and the Secretary will attend the Meeting in person (taking into account social distancing practices).
- Questions for the Board of Directors can be emailed to info@deepyellow.com.au and must be received no later than 5pm (WST) on Thursday, 19 November 2020.

GENERAL NOTES

The Directors have determined in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (WST) on 24 November 2020.

HOW TO VOTE

Shareholders can vote by either:

- * attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- * appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

PROXIES

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- * appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- * provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If two proxies are appointed and the appointment does not specify the proportion or number of votes that the proxy may exercise, section 249X of the Corporations Act takes effect so that each proxy may exercise half of the Shareholder's votes.

If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. Should any Resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that Resolution as they think fit. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. A Restricted Voter who is appointed as a proxy will only vote on Resolution 1 and Resolutions 3 to 5 (inclusive) in the circumstances set out in the Notice of Meeting in relation to each of these Resolutions respectively. Shareholders should note that the Chair intends to vote any undirected proxies in favour of all of these Resolutions.

A Proxy Form accompanies this Notice of Meeting and to be effective must be received **by no later than 3.30 pm on 24 November 2020**:

- * Computershare Investor Services, GPO Box 242, Melbourne Victoria 3001 **OR** By facsimile: 1800 783 447 or +61 3 9473 2555
- * Deep Yellow Limited, Unit 17, Spectrum Building, 100 – 104 Railway Road, Subiaco Western Australia 6008
- * **Electronically:**
Submit proxy voting instructions online at www.investorvote.com.au (refer to the enclosed Voting Form)
For intermediary online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call: (within Australia) 1300 850 505 / (outside Australia) +61 (03) 9415 4000

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the meaning given to them in the Glossary in Annexure A to this Explanatory Memorandum. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

ANNUAL ACCOUNTS AND REPORTS

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2020 together with the Directors' Declaration and Report in relation to that financial year and the auditor's report on those financial statements. Appropriate time will be devoted to the consideration of these financial statements and reports of the Company for the year ended 30 June 2020. No Resolution is required to be moved in respect of this item.

The Company's auditor will be in attendance to take questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 ADOPTION OF THE REMUNERATION REPORT

The Board is submitting its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Resolution. The Remuneration Report forms part of the Directors' Report, included in the 2020 Annual Report. The Remuneration Report:

- * explains the Board's policy for determining the nature and amount of remuneration of Executive Directors and senior executives of the Company;
- * explains the relationship between the Board's remuneration policy and the Company's performance;
- * sets out remuneration details for each Director and the senior executives of the Company (who are defined as being key management personnel); and
- * details and explains any performance conditions applicable to the remuneration of Executive Directors and senior executives of the Company.

The vote on this Resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (excluding the Managing Director) must offer themselves for re-election. If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting ('spill meeting') within 90 days of the second AGM. All of the Directors who were in office when the relevant Directors' Report was approved, other than the Managing Director, will (if required) need to stand for re-election at the spill meeting.

The Company will disregard any votes cast on Resolution 1 by any person, defined as Key Management Personnel (**KMP**) and their Closely Related Parties. KMP of the Company includes each of the Directors and members of management as described in the Company's Annual Report.

At the Company's 2019 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

The Board considers that its current practices of setting executive and non-executive remuneration are well within normal industry expectations and allows the Company to attract and retain the services of the highly skilled key management personnel that it requires. As such the Directors recommend that shareholders vote in favour of the Company's Remuneration Report at Resolution 1.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 **by either marking For, Against or Abstain** on the voting form.

Please note if you appoint the Chair of the Meeting as your proxy, the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chairman of the meeting intends to vote undirected proxies that are able to be voted, in favour of the adoption of the Remuneration Report.

The Remuneration Report is set out in the Deep Yellow Limited Annual Report 2020 and is also available on the Company's website (www.deeptyellow.com.au).

EXPLANATORY MEMORANDUM

RESOLUTION 2 RE-ELECTION OF GILLIAN SWABY

Pursuant to clause 6.1(f) of the Company's Constitution, Directors are required to retire on a rotational basis. Being eligible, they can offer themselves for re-election to the Board by Shareholders.

Ms G Swaby retires from office in accordance with the Company's Constitution and, being eligible, she now offers herself for re-election to the Board.

G Swaby is an experienced mining executive with a broad skillset across a range of corporate, finance and governance areas. She has spent more than 30 years working with natural resources companies in numerous roles including Chief Financial Officer, Company Secretary, Director and corporate advisor. G Swaby holds a Bachelor of Business (Accounting) and is a Fellow of the Australian Institute of Company Directors (AICD), the Institute of Chartered Secretaries and Administrators, and the Governance Institute of Australia.

Further details in relation to Ms Swaby are set out in the Company's Director Report included in the 2020 Annual Report.

The remainder of the Board recommend that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 2.

RESOLUTIONS 3 and 4 APPROVAL OF ISSUE OF SHARES AND LOAN TO MR J BORSHOFF AND MS G SWABY

Pursuant to Resolutions 3 and 4 the Company is seeking approval under ASX Listing Rule 10.14.1 for the proposed issue of ordinary shares to Mr J Borshoff and Ms G Swaby, whom are both Directors, under the Share Plan (**Loan Shares**) and for the proposed loan to Mr J Borshoff and Ms G Swaby to assist them to acquire such shares under the Share Plan, on the terms set out below.

The Board considers it highly desirable for shareholders if J Borshoff and G Swaby are directly aligned to shareholders through the award of shares under the Share Plan. The Board further believes that the Share Plan is the most appropriate mechanism to deliver this equity component. Loan Shares issued through the Share Plan provides for immediate share ownership, linking a significant proportion of rewards for both executives to ongoing share price performance and returns to shareholders over the period of the vesting period.

Overview of remuneration

J Borshoff is employed as a consultant by Scamac Management Services Pty Ltd (SMS). SMS has been engaged by Deep Yellow to provide consulting services.

Under the consulting agreement SMS received a base annual fee of \$399,753 and a short term incentive fee (STI) of up to 25% of the base fee payable in cash (\$102,500). Remuneration for the prior year also incorporated Share Based Payments valued at \$359,511. All of these amounts are payable for Mr Borshoff's services as a Director. The STI will be payable subject to the achievement of annual key performance measures, which will be set by the Board each year.

G Swaby is employed as a consultant by Strategic Consultants Pty Ltd (Strategic). Strategic has been engaged by Deep Yellow to provide consulting services.

Under the consulting agreement Strategic is paid on a fee for services basis of \$1,850 per day. In the year to 30 June 2020 an amount of \$326,248 was paid in fees and \$262,975 in Share Based Payments for Ms Swaby's services as a Director.

The Board has proposed to issue an additional award of Loan Shares to Mr Borshoff and Ms Swaby which will be subject to an assessment of performance as against KPIs on 1 July 2020.

Loan Shares to be issued to Mr Borshoff will vest in three equal tranches over three years and have a 5 year life for the STI portion and a 7 year life for the LTI portion.

Loan Shares to be issued to Ms Swaby will vest equally over two years for the STI portion and have a 5 year life. Loan Shares to be issued to Ms Swaby will vest equally over three years for the LTI portion and have a 5 year life. *(Details of the proposed Loan Share Grant are set out in the table under Equity Incentive Award)*

Current Equity Interests

	Total Shares held	Loan Share Plan - Shares	
		Vested	Unvested
J Borshoff	9,842,030	4,474,236 ¹	5,319,407 ¹
G Swaby	6,551,943	385,675 ²	3,145,894 ²

1. Issued pursuant to the DYL Share Loan Plan and subject to a limited recourse loan (As at the date of this Notice an amount of 840,000 unvested shares have not met vesting conditions and will be forfeited)
2. Issued pursuant to the DYL Share Loan Plan and subject to a limited recourse loan (As at the date of this Notice an amount of 420,000 unvested shares have not met vesting conditions and will be forfeited)

EXPLANATORY MEMORANDUM

Equity Incentive Award

Shareholder approval is being sought to award 5.455 million shares under the Share Plan. The Board has determined that the appropriate performance measures are aligned to share price performance.

The shares will vest as set out in the following table, subject to meeting proposed STI and LTI measures and in respect of Shares to be issued to J Borshoff, subject to and the consulting agreement with SMS still being in force as at the vesting date and in respect of Shares to be issued to G Swaby, subject to the consulting agreement with Strategic still being in force as at the vesting date.

	STI - Vest 30/11/21	STI - Vest 30/11/22	STI - Vest 30/11/23	LTI - Vest 30/11/21	LTI - Vest 30/11/22	LTI - Vest 30/11/23	Share price hurdle*	Total
Borshoff	340,032	340,032	340,032			624,424	1,841,711	3,487,231
Swaby	215,311	215,311		133,971	133,971	133,972	1,135,953	1,968,129
Total	555,343	555,343	340,032	133,971	133,971	759,396	2,977,304	5,455,360

*Vest 30 November 2023. Share price hurdle at 1.4 times the Company's share price at close on the AGM date.

Overview of the proposed share issue and loan

Number of Shares	The number of shares that J Borshoff receives will be 3,487,231. The number of shares that G Swaby receives will be 1,968,129
Value of Loan Shares	The value of the shares has been determined using a Black & Scholes Option Pricing Model. (See Worked Example below) This model accords with the AASB2 Share Based Payment standard treatment, whereby the Loan Shares are treated as an in-substance option. Worked Example (i) the exercise price for each Loan Share is \$0.33; (ii) each Loan Share has an expiry date of as noted, and it is assumed that they will be exercised immediately prior to the expiry date; (iii) the closing price of Shares traded on ASX on 23 October 2020 was \$0.32; (iv) a risk-free rate of 0.40% has been adopted; (v) a volatility factor of 80% has been adopted.

The table below sets out the estimated value of the Loan Shares and the estimated financial benefit to be received by Messrs Borshoff and Swaby, applying the above valuation, as at 23 October 2020.

Director	Loan Shares	Value per Security	Expiry Date	Total value
Borshoff	STI	\$0.209	30 Nov 2025	\$213,200
	LTI Service Based	\$0.236	30 Nov 2027	\$147,600
	LTI Hurdle Based	\$0.187	30 Nov 2027	\$344,400
Swaby	STI	\$0.209	30 Nov 2025	\$90,000
	LTI Service Based	\$0.209	30 Nov 2025	\$84,000
	LTI Hurdle Based	\$0.177	30 Nov 2025	\$201,400

Issue Price

The market value of the shares can only be determined post their issuance after the AGM. This is because the shares are required to be issued at the market share price post the AGM.

Accordingly, the value of the Loan Shares may differ from the value stated above.

The key inputs to the valuation model are the share price at the issue date of the shares, the expected volatility in the share price, the dividend yield expected on the shares, the risk-free interest rate and the life of the loan.

The Shares will be issued at a price equal to the 5-day VWAP for the period including the day of issue. A Loan will be provided equal the 5 VWAP issue price times the total number of shares to be issued.

EXPLANATORY MEMORANDUM

Rights attaching to the Shares	Subject to the terms of the Share Plan, the Shares will carry the same rights as other ordinary shares in the Company.				
Date of issue	If shareholder approval is obtained, the shares are expected to be allotted on or about 27 November 2020 and, in any event no later than 1 month after the AGM.				
Vesting Conditions	The shares will be split into 4 tranches and will vest as per the following table. Further details of the split between STI and LTI grants are set out above under the heading 'Equity Incentive Award'.				
	Share Award	Tranche	Performance condition		Vesting Date
	689,314	1	N/A		30 November 2021
	689,314	2	N/A		30 November 2022
	1,099,428	3	N/A		30 November 2023
	2,977,304	4	Share Price hurdle at 1.4 times the share price at close on the AGM date		30 November 2023
Performance testing	An assessment of performance will be made on or before 1 July 2021, testing of the vesting conditions for each tranche will occur once on the relevant vesting date. There is no re-testing of the vesting conditions.				
Loan terms	The Company or a subsidiary of the Company will provide an interest free limited recourse loan to both J Borshoff and G Swaby equal to the full value of the Loan Shares to be acquired in accordance with the terms of the Share Plan. The Loan Shares are being provided for both an STI and an LTI award and the resulting loan term is different for each. The Loan must be repaid by Mr Borshoff on the earlier of 5 years (STI portion) and 7 years (LTI portion) after the issuance of the shares; and 5 years after the issuance of the shares for G Swaby and the occurrence of: (a) in the case of vested shares, the date being 12 months after: - the SMS consulting agreement ceases for any reason in respect to J Borshoff or - the Strategic consulting agreement ceases for any reason in respect termination of G Swaby's engagement with the Company; or (b) one of the circumstances set out in the summary of the Share Plan in Annexure B. J Borshoff and G Swaby may repay the Loan at any time after the shares are vested but in no case, more than the respective terms after the issue date of the shares. Neither party are required to provide a mortgage, charge or other security interest over the shares to secure the loan. Further details of the terms of the Loan to be provided to J Borshoff and G Swaby under the Share Plan are set out in summary of the Share Plan in Annexure B.				
Dividends	While a Loan remains outstanding any dividends received on the shares will be automatically applied, on an after-tax basis, towards the repayment of the Loan.				
Trading restrictions	Neither J Borshoff nor G Swaby will transfer, encumber, hedge or otherwise deal with shares acquired under the Share Plan until the Loan in respect of those shares has been paid in full or arrangements satisfactory to the Board are made for repayment of the Loan in full from the proceeds of sale of the shares.				
Cessation of SMS consulting agreement	In accordance with the terms of the Share Plan, if the SMS agreement ends and/or J Borshoff ceases to be key personnel of SMS, his unvested shares are forfeited, unless otherwise determined by the Board.				
Cessation of Strategic Consulting agreement	In accordance with the terms of the Share Plan, if the Strategic agreement ends or G Swaby ceases to be a key personal of Strategic, her unvested shares are forfeited, unless otherwise determined by the Board.				
Control Event	Where a Change of Control event occurs (as defined in the Share Plan rules as summarised in Annexure B), all unvested shares will automatically vest.				

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Forfeiture Conditions	The circumstances in which the Shares issued may be forfeited under the Share Plan are set out in summary of the Share Plan in Annexure B. Specifically, if the performance based vesting conditions are not met then the shares will be forfeited, with the forfeited shares treated as full consideration for the repayment of the Loan. In this case, J Borshoff and G Swaby would forfeit any value attached to the shares.
Additional Information for ASX Listing Rules	J Borshoff and G Swaby are the only directors currently entitled to participate in the Share Plan. The Share Plan was refreshed by shareholders at the 2019 AGM. J Borshoff received 5 million shares, subject to various vesting conditions, under the Deep Yellow Limited Loan Share Plan in 2016, 1.5 million shares in 2017, 1.8 million shares in 2018 and 2.94 million shares in 2019; G Swaby received 0.75 million shares in 2017, 1.155 million shares in 2018 and 1.74 million shares in 2019. All issues under this plan are set out in this table. Other than those issues, no person referred to in ASX Listing Rule 10.14 has received securities under the Share Plan. ASX Listing Rule 7.1 provides that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period. However, if approval is given under ASX Listing Rule 10.14 pursuant to Item 6, approval will not be required under ASX Listing Rule 7.1. This means that shares issued pursuant to this approval will not use up any part of the 15% capacity available under ASX Listing Rule 7.1.

Additional Regulatory Requirements - ASX Listing Rules

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities under an employee incentive scheme by specified persons, which per 10.14.1 includes both Messrs Borshoff and Swaby as Director's of the Company. The proposed issue of Loan Shares does not fall within any of the exceptions to Listing Rule 10.14 on the assumption that the issue of securities will be satisfied by the issue of new ordinary shares.

If resolutions 3 and 4 are approved by shareholders the Company will be able to proceed with the issue of the respective Loan Shares as outlined. If shareholder approval is not obtained the Loan Shares will not be issued and the Company will need to consider other forms of incentivising the Messrs Borshoff and Swaby.

Details of any securities issued under the scheme will be published in the Company's annual report relating to a period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Share Plan provides that Shares acquired under the plan may be satisfied by the issue of new shares or the acquisition of shares (whether on-market or off-market). Resolutions 3 and 4 are being put to shareholders to preserve the flexibility for the Company to satisfy the acquisition of shares by J Borshoff and G Swaby by the issue of new shares.

Regulatory Requirements - Corporations Act

The issue of new shares or the acquisition of shares (whether on-market or off-market) under the Share Plan, may constitute the giving of a financial benefit to a related party of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act.

There are various exceptions to the requirement for member approval. This includes, in accordance with section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- * the circumstances of the Company in giving the remuneration; and
- * the related party's circumstances (including the responsibilities involved in the office or employment).

The Board is of the view that, given the Shares will be issued or acquired under the Share Plan, and in their determination will be reasonable and in line with commercial fees ordinarily accruing and forming part of a remuneration package, the exception in section 211 of the Corporations Act will apply to the issue of the Shares

Accordingly, the Company is not seeking the approval of Shareholders under section 208 of the Corporations Act.

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Directors' recommendation

The Board (other than J Borshoff and G Swaby) considers that the proposed issue of shares under the Share Plan is appropriate and is in the best interests of the Company and its shareholders, as the issue of shares strengthens the alignment of both J Borshoff and G Swaby's interests with shareholders, and the shares provide a strong link between the reward for executive performance and Company performance over the long term. As the Loan Shares are subject to vesting conditions, if such conditions are not met the Loan Shares will be forfeited.

The Board also considers that obtaining shareholder approval to allow the Company to deal with shares under the Share Plan upon either of J Borshoff and G Swaby ceasing employment in accordance with the Share Plan is appropriate and in the best interests of the Company and its shareholders. It will provide the Company with the ability to ensure its ongoing compliance with section 200B of the Corporations Act and with the terms of the issue of those shares.

No recommendation on how to vote on Resolution 3 is made by J Borshoff in light of his direct interest. No recommendation on how to vote on Resolution 4 is made by G Swaby in light of her direct interest.

A voting exclusion applies to this resolution.

The Board (other than J Borshoff and G Swaby) recommends that shareholders vote in favour of resolutions 3 and 4. The Chairman of the AGM intends to vote all available proxies in favour of resolutions 3 and 4.

RESOLUTIONS 5, 6, 7, & 8 – ISSUE OF SECURITIES TO DIRECTORS

Background

The Company is proposing to issue, pursuant to ASX Listing Rule 10.11, Options to the Non-executive Directors as a component of their remuneration (Director Options), in order to retain their services and keep cash payments to a minimum.

Given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of the Directors and the performance and value of the Company are closely related.

Following consultation with BDO, an independent remuneration advisor, it was proposed that the level of Director fees payable to the Non-executive Directors be increased through the use of equity in the form zero priced options (ZEPOs). The number of ZEPOs will be based on a modest value of \$25,000, they will vest on 1 July 2021 have a NIL exercise price and have an expiry date being 1 July 2025.

Chapter 2E of the Corporations Act

The grant of Director Options to Messrs Brunovs, Greene, Reid and Urtel will constitute the giving of a financial benefit to a related party of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act.

There are various exceptions to the requirement for member approval. This includes, in accordance with section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- the circumstances of the Company in giving the remuneration; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Board (being the Executive Directors) are of the view that, in light of the consultation with the independent remuneration advisor, that the exception in section 211 of the Corporations Act is relevant to the financial benefits to be granted to Messrs Brunovs, Greene, Reid and Urtel as they are considered reasonable remuneration.

Accordingly, the Company is not seeking the approval of members under section 208 of the Corporations Act.

Reasons shareholder approval is required

Notwithstanding that the Company is not seeking approval from members under section 208 of the Corporations Act, Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party, which per 10.11.1 includes each of Messrs Brunovs, Greene, Reid and Urtel as Directors of the Company. The proposed issue of Director Options does not fall within any of the exceptions to Listing Rule 10.12 on the assumption that the provision of benefits will be satisfied by the issue of equity securities to the related parties (or their nominees).

Furthermore, Shareholder approval of the issue of the Director Options under Listing Rule 10.11 means that the grant of the Director Options will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 5, 6, 7 and 8 are not passed, the Company will not be able to proceed with the respective issue of the Director Options to Messrs Brunovs, Greene, Reid and Urtel (or their respective nominees) and will need to consider paying cash or other means of remunerating the Non-Executive Directors.

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Technical Information required by Listing Rule 10.13

- (a) The Director Options will be issued to Messrs Rudolf Brunovs; Mervyn Greene; Justin Reid and Christophe Urtel (or their nominees), all of whom are Directors;
- (b) The maximum number of Director Options to be issued to each of Messrs Rudolf Brunovs; Mervyn Greene; Justin Reid and Christophe Urtel (or their nominees) will be based on a value of \$25,000 as at the date of the AGM. (For example – if the value of the Company's shares is 33 cents at the date of the AGM, each of Messrs Rudolf Brunovs; Mervyn Greene; Justin Reid and Christophe Urtel (or their nominees) will receive 75,758 Director Options);
- (c) The Director Options will be issued not later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur on the same date.
- (d) The Director Options will be issued on the terms and conditions set out in Annexure C;
- (e) The Director Options will be exercisable at any time on or before 5:00pm (WST) on 1 July 2025 ("Expiry Date");
- (f) The Exercise Price of the Director Options will be NIL;
- (g) No loans are being provided to the recipients of the Director Options for the acquisition of the securities.
- (h) The Directors current total remuneration package is as follows:

Director	Salary and fees inclusive of superannuation and share based payments
Rudolf Brunovs	\$ 115,716
Mervyn Greene	\$ 82,463
Justin Reid	\$ 87,213
Christophe Urtel	\$ 87,217

- (i) The Director Options are not issued under an agreement.
- (j) The Director Options will be issued for nil cash consideration in lieu of an additional \$25,000 in Director fees. Accordingly, no funds will be raised from the issue of the Director Options.

Directors' recommendation and basis of recommendation

The value of \$25,000 which will be used to form the basis of the number of Director Options to be issued to each Director has been determined having considered the input and value the Directors provide to the Company and their respective remuneration packages.

Given the speculative nature of the Company's activities and the small management team responsible for its running, the performance of the Directors and the performance and value of the Company are closely related.

Because Directors are related parties of the Company, Shareholder approval for the purpose of Listing Rule 10.11 is required before any Shares or Attaching Options can be issued to the Directors.

Each of the Non-executive Directors abstain from making a recommendation in respect of the Resolutions that relate to the issue of Director Options to themselves (or their nominees).

Mr John Borshoff and Ms Gillian Swaby recommend that Shareholders vote in favour of the Resolutions relating to the issue of Options to each of the Non-executive Directors.

The Chairman intends to vote all available proxies in favour of Resolution 5 to 8.

RESOLUTION 9 APPROVAL OF 7.1A MANDATE – ADDITIONAL ISSUANCE CAPACITY

General

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 securities it had on issue at the start of that period.

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However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 5.2(b)(i), the date on which the Equity Securities are issued.

Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to advance its exploration and feasibility programs, project development and general working capital purposes.

Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 9 October 2020.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

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		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.16	\$0.32	\$0.48
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	245,052,016 Shares	24,505,202 Shares	\$3,920,832	\$7,841,665	\$11,762,497
50% increase	367,578,024 Shares	36,757,802 Shares	\$5,881,248	\$11,762,497	\$17,643,745
100% increase	490,104,032 Shares	49,010,403 Shares	\$7,841,665	\$15,683,329	\$23,524,994

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 245,052,016 Shares on issue as at the date of this Notice of Meeting;
2. The issue price set out above is the closing market price of the Shares on the ASX on 9 October 2020.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;

EXPLANATORY MEMORANDUM

- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Previous approval under Listing Rule 7.1A

The Company has not previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A.

Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

EXPLANATORY MEMORANDUM

ANNEXURE A

GLOSSARY OF TERMS

In this Explanatory Memorandum the following expressions have the following meanings:

\$ means Australian dollars, the legal currency of Australia;

AGM means Annual General Meeting

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Associates has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

Board means the board of Directors.

Business Day means a business day as defined in the Listing Rules.

Child Entity has the meaning given to that term in the Listing Rules.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company or **DYL** or **Deep Yellow** means Deep Yellow Limited ACN 006 391 948.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of DYL from time to time.

Key Management Personnel or **KMP** has the meaning given to the term key management personnel in the Accounting Standards.

Listing Rules means the Listing Rules of ASX, as amended from time to time.

Loan means an amount provided by the Company or one of its subsidiaries equal to the 5 VWAP of trading in the Company's shares up to and including the issue date, times the total number of shares to be issued.

Loan Shares means the Shares the subject of Resolutions 3 and 4.

Meeting or **Annual General Meeting** means the annual general meeting of Shareholders convened by this Notice.

Notice or **Notice of Meeting** means the notice of annual general meeting that accompanies this Explanatory Memorandum.

Resolution means a resolution referred to in the Notice of Meeting.

Restricted Voter means Key Management Personnel and their Closely Related Parties.

Share means a fully paid ordinary share in the capital of DYL.

Share Plan means the Deep Yellow Limited Loan Share Plan

Shareholder or **DYL Shareholder** means a holder of one or more Shares.

VWAP has the meaning ascribed to the term “volume weighted average price” in the Listing Rules.

WST means Australian Western Standard Time.

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Annexure B

SHARE PLAN

SUMMARY OF TERMS AND CONDITIONS OF THE SHARE PLAN

1. The Deep Yellow Limited Loan Share Plan (**Share Plan**) is extended to employees of Deep Yellow Limited (the **Company**) and its subsidiaries (including a director employed in an executive capacity) and any contractors, or any other person as the Board may in its discretion determine (each a **Participant**).
2. The Board will determine from time to time at its discretion:
 - a) the purchase price to acquire the ordinary shares, which must not be less than the market value determined under Australian tax legislation (**Purchase Price**);
 - b) whether the shares will be subject to conditions and the terms thereof, including vesting conditions (paragraph 6 below), dealing restrictions (paragraph 7 below) and circumstances in which the Shares can be forfeited (paragraph 8 below); and
 - c) any other terms or conditions to be attaching to the shares or the invitation to participate in the Plan as the Board considers appropriate.

3. At the discretion of the Board, the Company may, when making an invitation, offer the Participant a limited recourse loan for the purpose of acquiring shares (Loan) on terms and conditions in accordance with the Plan.

Unless otherwise determined by the Board, the Loan will not bear interest.

Unless otherwise specified in an Invitation, the Loan is to be repaid on the first to occur of the following:

- a) the date specified in the invitation;
- b) if determined by the Board, any date after the date on which the Participant has been notified by the Company that some or all of the shares have vested under the Plan;
- c) if the Participant sells some or all vested Shares to which the Loan relates, the date on which the Participant is entitled to receive the proceeds of the sale of those Shares;
- d) if determined by the Board to be repayable as a result of a Control Event occurring in respect of the Company or the Participant transferring to work for the Company or any of its subsidiaries outside Australia; or
- e) any material breach by the Participant where the breach is not remedied within 30 days of the Company's notice to the Participant to do so.

Until the Loan is repaid in full, the Company has a lien over all the Shares held by the Participant to which the Loan relates, all dividends and other amounts paid or payable on those Shares, and all securities issued in respect of those Shares as part of a bonus or entitlement issue. The Board may also determine that a Participant give a mortgage over the Shares as security for the Loan.

4. A Participant may repay all of a Loan at any time in respect of Shares for which all applicable Vesting Conditions have been satisfied.
5. The Company will apply the after - tax amount of dividends (and other distributions) paid in cash in respect of the Shares towards repayment of the Loan.
6. At the discretion of the Board, the Company may, when making an invitation, determine that the shares offered will be subject to vesting conditions.

The nature and terms of the Vesting Conditions shall be at the discretion of the Board and may include conditions relating to continuing employment, performance of the Participant or the Company or the occurrence of specific events.

Where the Company or its subsidiaries acquires or divests a material business, the Board may make special rules that apply to Participants in relation to Shares held pursuant to the Plan, including varying Vesting Conditions or deeming a Participant to remain an employee of a Group Company for a specific period.

7. At the discretion of the Board, the Company may, when making an invitation, determine that the Shares offered will be subject to restrictions on transfer, encumbrances or other dealings (Dealing). A Participant must not Deal with Shares acquired under the Plan until the Loan in respect of those Shares has been paid in full (or in the case of a sale, arrangements satisfactory to the Board have been made for the proceeds of sale to be applied towards repayment of the Loan in full) and any further period of Dealing restriction imposed by the Board under the terms of an Invitation has ended.

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8. At the discretion of the Board, the Company may, when making an invitation, determine that Shares offered may be forfeited in specified circumstances.

Under the Plan, Shares may be forfeited if the vesting conditions are not satisfied. Subject to law, the Board is also able to take action to prevent a Participant obtaining unfair benefits where shares vest as a result of fraud, dishonesty or breach of obligations of any person, a material misstatement of the financial statements of the Company or its subsidiaries, or any other act or omission.

9. If a Participant ceases employment or a contract for services comes to an end with Deep Yellow Limited, the Participant's unvested shares will be forfeited, unless otherwise determined by the Board. On forfeiture the shares will be either bought back and cancelled or sold on market, any consideration received will be automatically applied to the loan repayment. Any excess disposal proceeds will be retained by the Company (i.e. the Participant will not benefit from the excess. If there is a shortfall (i.e. proceeds less than the loan balance), the proceeds received will be treated as full and complete payment of the loan. The Board may provide for a different treatment of shares on cessation of employment in an invitation.
10. Loans granted under the Plan will be on a limited recourse basis. If the Participant does not repay the outstanding balance of the Loan when due, the Company may sell the shares on behalf of the Participant. If the amount received on the sale of the shares is less than the outstanding balance of the Loan, the net proceeds of sale will be accepted in full satisfaction of the Loan, and the Participant will have no further liability under the Loan. If a Participant forfeits his or her interest in shares to the Company, the Participant's liability to repay the Loan will be satisfied.
11. If a takeover of scheme arrangement for the Company occurs, all the shares will automatically vest, unless otherwise specified in the terms of the invitation.
12. Subject to the requirements of the Corporations Act and the Company's constitution, the Company in its discretion may buy back shares held by a Participant if the shares are forfeited in accordance with the Plan, the Participant fails to repay the Loan when due, the Participant ceases to be employed by Deep Yellow Limited (where the shares have not been forfeited) or the Participant requests that the Company buy-back those shares. Any forfeited shares or shares the subject of a Loan non-repayment which are bought back will be bought back for the prevailing market price.

EXPLANATORY MEMORANDUM

ANNEXURE C TERMS AND CONDITIONS OF DIRECTOR OPTIONS

- (a) **Entitlement**
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price**
The amount payable upon exercise of each Option will be NIL. (**Exercise Price**)
- (c) **Expiry Date**
Each Option will expire at 5:00 pm (WST) on 1 July 2025 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Vesting Date**
Each Option will vest on 1 July 2021 at 5:00 pm (WST) (**Vesting Date**).
- (e) **Exercise Period**
The Options are exercisable at any time following the Vesting Date on or prior to the Expiry Date (**Exercise Period**).
- (f) **Notice of Exercise**
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (g) **Exercise Date**
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (h) **Timing of issue of Shares on exercise**
Within 15 Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors, and during that interim period the Option holder consents to a holding lock being applied to the relevant Shares until the prospectus is issued.
- (i) **Shares issued on exercise**
Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (j) **Reconstruction of capital**
If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) **Participation in new issues**
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **Change in exercise price**
An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) **Transferability**
The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



DYL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

**Phone:**

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:30pm (AWST) on Tuesday, 24 November 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Deep Yellow Limited hereby appoint



the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Deep Yellow Limited to be held at the Country Womens Association WA Building, 1176 Hay Street, West Perth, Western Australia on Thursday, 26 November 2020 at 2:30pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 3 to 8 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 3 to 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 3 to 8 by marking the appropriate box in step 2.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Remuneration Report	☐	☐	☐
2 Re-election of Ms G Swaby	☐	☐	☐
3 Approval of issue of Shares and Loan to Mr J Borshoff	☐	☐	☐
4 Approval of issue of Shares and Loan to Ms G Swaby	☐	☐	☐
5 Grant of Options to Mr Rudolf Brunovs	☐	☐	☐
6 Grant of Options to Mr Mervyn Greene	☐	☐	☐
7 Grant of Options to Mr Justin Reid	☐	☐	☐
8 Grant of Options to Mr Christophe Urtel	☐	☐	☐
9 Approval of 7.1A Mandate	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

