



7 December 2012

PERFORMANCE SHARE RIGHTS

Namibian-focussed advanced stage uranium explorer Deep Yellow Limited ('DYL' or the 'Company') (ASX: DYL) is pleased to advise that it has issued 5,500,000 performance share rights in Deep Yellow Limited to its Managing Director Mr Greg Cochran. The issue has been made following the receipt of approval at the Company's recent Annual General Meeting.

The Performance Share Rights were issued in accordance with the terms of Mr Cochran's Contract of Employment as part of his long term incentive and are consistent with the rules of the Deep Yellow Limited Awards Plan (Awards Plan). The Performance Share Rights are subject to certain vesting conditions and various Test Dates and are subject at all times to the recipient remaining employed by the Company.

Of the total number of Performance Share Rights issued to Mr Cochran 1,000,000 (18%) will vest if the recipient remains employed by the Company at each Test Date; 3,500,000 (64%) will vest in full or partially if the price of the Company's listed shares meet certain price hurdles and the balance of 1,000,000 (18%) will only vest if certain operational milestones, which are to be set by the Board, are met.

Details of the Performance Rights were set out in the Explanatory Statement accompanying the Notice for the Annual General Meeting, and are summarised in the attached Appendix 3b.

Mark Pitts
Company Secretary

For further information on the Company and its projects - visit the website at www.deeptyellow.com.au

About Deep Yellow Limited

Deep Yellow Limited is an ASX-listed, advanced stage uranium exploration company with projects in the southern African nation of Namibia. It also has a listing on the Namibian Stock Exchange.

Deep Yellow's focus is in Namibia where its operations are conducted by its 100% owned subsidiary Reptile Uranium Namibia (Pty) Ltd (RUN). Its flagship is the Omahola Project currently under Pre-Feasibility Study with concurrent resource drill-outs on the high grade Ongolo Alaskite – MS7 trend. It is also evaluating a stand-alone project for its Tubas Sand uranium deposit utilising physical beneficiation techniques it successfully tested in 2011.

In Australia the Company owns the Napperby Uranium Project and numerous exploration tenements in the Northern Territory and in the Mount Isa District in Queensland.

Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

DEEP YELLOW LIMITED

ABN

97 006 391 948

We (the entity) give ASX the following information.

Part 1 - All issues

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

1	+Class of +securities issued or to be issued	Performance Share Rights
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	5,500,000
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<p>Subject to vesting conditions as follows:</p> <p><i>1,000,000 Share Rights</i> Time based – 250,000 1 December 2013 250,000 1 December 2014 500,000 1 December 2015</p> <p><i>3,500,000 Share Rights</i> Subject to a market price test to be measured at each of the vesting dates. The Market price test measures the increase in the share price of the Company such that the performance share rights will only vest if the 10 day VWAP of trading in the Company's shares up to each of the test dates at least meets the threshold as follows: 1/12/13 250,000 10c; and 300,000 15c 1/12/14 400,000 15c; and 800,000 20c 1/12/15 500,000 20c; and 1,250,000 25c</p> <p><i>1,000,000 Share Rights</i> Will vest if operational milestones are met. 1/12/14 500,000 1/12/15 500,000</p>

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes, from the date of vesting	
5	Issue price or consideration	Nil	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As part of Remuneration Package.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	7 December 2012	
		Number	+Class
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	1,424,173,961	Ordinary
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	317,130	2011 Performance share rights granted 3 February 2011
		2,570,000	2011 Performance share rights granted 25 February 2011
		600,000	2011 Performance share rights granted 7 July 2011
		1,453,120	2011 Performance share rights granted 9 December 2011
		7,317,300	2012 Performance Share Rights granted 3 October 2012
		5,500,000	2012 Performance Share Rights granted 7 December 2012
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

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

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

Entities that have ticked box 34(b)

38 Number of securities for which *quotation is sought

39 Class of *securities for which quotation is sought

40 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and *class of all *securities quoted on ASX
(including the securities in clause 38)

Number	Class

Quotation agreement

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

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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

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



7 December 2012

Sign here:
(Director/Company secretary)

Date:

Print name: Mark Pitts
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