

DEEP YELLOW LIMITED

ABN 97 006 391 948

PROSPECTUS

For a placement of 40,000,000 Shares at 5 cents each to raise \$2,000,000

THE OFFER IS NOT UNDERWRITTEN

IMPORTANT INFORMATION

This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisor without delay.

It is proposed that this issue will close at 5.00 pm (Perth time) on 31 May 2005.
The Directors reserve the right to close the issue earlier or to extend this date without notice.

CORPORATE DIRECTORY

Directors

James D R Pratt (Managing Director)

Gary C Steinepreis

Hugh D Warner

Company Secretary

Gary Steinepreis

Paul Hearne

Registered Office

Level 1

33 Ord Street

West Perth WA 6005

Telephone: (08) 9420 9300

Facsimile: (08) 9481 2690

Share Registry*

Computershare Investor Services Pty Ltd

Level 2, Reserve Bank Building

45 St Georges Terrace

PERTH WA 6000

Stock Exchange

The Company's securities are quoted on the official list of Australian Stock Exchange Ltd, the home branch being Perth.

ASX Code:

DYL

Sponsoring Broker

D.J. Carmichael & Co

Level 11

77 St Georges Terrace

Perth WA 6000

Solicitors

Hardy Bowen

Level 1

28 Ord Street

West Perth WA 6005

* Name included for information purposes only.

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Important Notes and Statements

This Prospectus is dated 19 May 2005. A copy of this Prospectus was lodged with the ASIC on 19 May 2005. Neither the ASIC nor the ASX take any responsibility for the contents of this Prospectus. No Shares will be issued or granted on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus. Shares issued and granted pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus.

The Company will apply for the Shares offered pursuant to this Prospectus to be listed on ASX.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Shares will only be issued upon receipt of an Application Form issued together with the Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

Summary of Important Dates

Prospectus Lodged at ASIC	19 May 2005
Closing date for acceptance and receipt of applications under the Placement*	31 May 2005
Last day for despatch of holding statements*	3 June 2005

*These dates are indicative only. The Directors reserve the right to vary the key dates without prior notice.

Key Definitions

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion and are set out in Section 6 of this Prospectus.

Section 1 DETAILS OF THE OFFERS

1.1 Summary of the Status of the Company

The Company is a uranium exploration company with two exploration licences in the Northern Territory of Australia and four prospecting licences in Tanzania. The Company owns and is in the process of exploring for uranium on its licences.

The Company is finalising plans to begin its 2005 exploration drilling programme on one of its Northern Territory licences, Napperby.

The purpose of this Placement is to raise \$2,000,000 before costs to:

- provide working capital for the Company's proposed exploration programme for Napperby;
- initial exploration work North East Arunta
- working capital for the Company's activities in Tanzania; and
- general working capital and to enable the Company to take advantage of any acquisition opportunities.

1.2 Issue

This Prospectus offers 40,000,000 Shares at an issue price of 5 cents each to raise \$2,000,000 by way of a Placement.

Shares offered by this Prospectus will, when issued, rank equally in all respects with the existing Shares on issue.

1.3 Opening and Closing Dates

The offers pursuant to the Placement will open for receipt of acceptances on 19 May 2005 and will close at 5.00pm WST on 31 May 2005, or such other date as the Directors, in their absolute discretion, may determine.

1.4 Sponsoring Broker and Commission

DJ Carmichael & Co has agreed to act as sponsoring broker to the Placement. The Company may pay a fee of up to 5% (plus GST) of the amount subscribed (and accepted by the Company) to DJ Carmichael & Co in respect of Application Forms bearing their stamp.

No brokerage or stamp duty will be payable by investors.

1.5 Applications

An application for securities can only be made on the relevant Application Forms which accompanies a paper copy of this Prospectus and lodged in person or by post:

By Hand Delivery:

Deep Yellow Limited
Level 1, 33 Ord Street
WEST PERTH WA 6005

By Post:

Deep Yellow Limited
PO Box 637
West Perth WA 6872

Application Forms must be completed in accordance with the instructions set out on the back of the Application Form.

Applications must be received by 5.00 pm WST on 31 May 2005 (subject to the right of the Directors to close the Placement earlier or to extend this date without notice).

If an Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it, shall be final. An Application Form will not however, be treated as having offered to subscribe for more securities than is indicated by the amount of the accompanying cheque.

1.6 Allotment of Shares and Minimum Subscription

The minimum subscription for the Placement is 40,000,000 Shares.

No Shares will be allotted or issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application monies to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application monies.

Shares issued pursuant to the Placement will be allotted within 5 Business Days after the Closing Date.

Where the number of Shares granted is less than the number applied for, or where no allotment is made, surplus Application monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Pending the issue and allotment of the Shares or payment of refunds pursuant to this Prospectus, all Application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on such bank account and each Applicant waives the right to claim any such interest.

1.7 ASX Listing

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the Shares.

If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not grant or allot any Shares and will repay all Application monies (where applicable) as soon as practicable, without interest.

A decision by ASX to grant official quotation of the Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the Shares now offered for subscription.

1.8 Overseas Investors

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No action has been taken to register or qualify these securities or otherwise permit a public offering of the securities the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of securities pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

1.9 Purpose of the Placement and Use of Funds

It is proposed that the funds raised by the Placement, after payment of costs of the Issue of approximately \$125,000, will be used primarily by the Company to address the following activities:

- Napperby exploration programme (drilling)
- Initial exploration work for North East Arunta
- Initial exploration work for Tanzania
- Capital to be used to acquire new projects if and when identified
- General Working Capital.

The Directors will allocate the funds in such priority and proportions as is in the best interests of the Company.

Section 2 EFFECT OF THE OFFER ON THE COMPANY

2.1 Principal Effect

The principal effect of the Issue will be to:

- (a) increase the cash reserves by approximately \$1,875,000 immediately after completion of the Issue and after estimated expenses of the Issue including brokerage of approximately \$125,000; and
- (b) increase the number of Shares on issue from 348,067,583 Shares as at the date of this Prospectus, to 388,067,583 Shares.

Set out in Section 2.2 is an unaudited proforma statement of financial position as at 30 April 2005 incorporating the effect of the Issue.

2.2 Proforma Statement of Financial Position

DEEP YELLOW LIMITED Statement of Financial Position as at 30 April 2005

	Notes	Actual Unaudited	Proforma
CURRENT ASSETS			
Cash assets	1	1,763,952	3,638,952
Security Bonds		83,500	83,500
Receivables		1,351	1,351
TOTAL CURRENT ASSETS		1,848,803	3,723,803
NON CURRENT ASSETS			
Investment in Mining Joint Venture		200,000	200,000
Investment in Uranium Tenements		850,000	850,000
TOTAL NON-CURRENT ASSETS		1,050,000	1,050,000
NET ASSETS		2,898,803	4,773,803
EQUITY			
Contributed equity	2	34,145,562	36,020,562
Option Premium Reserve		391,000	391,000
Accumulated losses		(31,637,759)	(31,637,759)
TOTAL EQUITY		2,898,803	4,773,803

1 The movement in the cash assets is reconciled as follows:

Cash assets:	\$
Opening balance	1,763,952
Placement of 40 million shares at 5 cents	2,000,000
Less: Cost of Issue	<u>(125,000)</u>
Closing balance	<u>3,638,952</u>

2. The movement in the contributed equity is reconciled as follows:

Contributed equity:	\$
Opening balance	34,145,562
Placement of 40 million shares at 5 cents	2,000,000
Less: Cost of Issue	<u>(125,000)</u>
Closing balance	<u>36,020,562</u>

2.3 Capital Structure of the Company

The capital structure of the Company following completion of the Issue is summarised below:

	Shares Number	\$'s
Shares on Issue at the date of this Prospectus	348,067,583	34,145,567.67
Placement of 40,000,000 shares at 5 cents	40,000,000	2,000,000.00
Cost of Issue	-	(\$125,000.00)
	<u>388,067,583</u>	<u>36,020,561.67</u>
OPTIONS		
Existing	52,410,000	-
Option Premium Reserve	-	\$391,000.00
	<u>52,410,000</u>	<u>391,000.00</u>

Section 3 RISK FACTORS

This Section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Investors should be aware that an investment in the Company involves many risks which may be much higher than the risks associated with an investment in other companies. The Company is a mining exploration company and the risks are therefore very substantial. The securities offered by the Prospectus should be considered highly speculative. The securities offered by this Prospectus carry no guarantee whatsoever with respect to return on capital investment, payment of dividends or the future value of the securities. Intending subscribers should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to subscribe for securities. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from an accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There are also a range of specific risks noted below and elsewhere in this Prospectus which may materially affect the financial performance of the Company and the market price of the Shares.

Share Investment

Applicants should be aware that there are risks associated with any share investment. The prices at which the Company's Shares trade may be above or below the issue price for the Shares under this Prospectus. The trading price of the Shares is likely to be highly volatile and could be subject to wide fluctuations in response to factors such as actual or anticipated variations in the Company's operating results or new services by the Company or its competitors. This is especially the case with companies involved in emerging technologies.

The securities allotted under this Prospectus carry no guarantee whatsoever in respect of profitability, dividends, return of capital, or the price at which the Shares may trade on the ASX.

Economic Conditions

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as currency fluctuation, inflation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices, including gold and uranium prices, and share market prices. The Company's future possible revenue and share price can be affected by these factors all of which are beyond the control of the Company and the Directors. In addition, the Company's ability to raise additional capital, should it be required, may be affected.

Operational Risk

By its nature, the business of exploration, mineral development and production which the Directors intend the Company to undertake, contains risks. Prosperity depends on the successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and efficient financial management. For its part, exploration (particularly for uranium and gold) is a speculative

endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

Native Title

The Native Title Act 1993 (Commonwealth) may affect the Company's ability to gain access to prospective exploration areas or obtain production titles. Compensatory obligations may be necessary in settling native title claims lodged over the Company's tenements.

Environmental Risks

Exploration programmes impact on the environment. These impacts are minimised by the Company's application of best practice principles.

Government Policy

Industry profitability can be affected by changes in government policy relating to mineral exploration and production which are beyond the control of the Company.

Commodity Prices

The prices that the Company may obtain for mineral commodities may fluctuate due to market conditions.

No Profit to Date and Uncertainty of Future Profitability

The Company has incurred losses and it is therefore not possible to evaluate the future prospects based on past performance. The Directors anticipate making further losses in the foreseeable future.

Factors that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted and may vary significantly from quarter to quarter.

Investment Speculative

The list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The risk factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus.

Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities.

Section 4 ADDITIONAL INFORMATION

4.1 Legal Framework of this Prospectus

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically as a listed company, the Company is subject to the Listing Rules which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its shares.

4.2 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure ("**ED**") securities and the securities are in a class of securities that were quoted ED securities at all times in the 12 months before the issue of this Prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

At all times in the 12 months before the issue of this Prospectus, the Company was included in the official list of ASX and the Listing Rules applied to the Company in relation to the Shares to be issued under this Prospectus.

4.3 Information Available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the Annual Financial Report for the Company for the period ending 30 June 2004;
- (b) the Half-Year Financial Report for the Company for the period ending 31 December 2004; and
- (c) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period ending 30 June 2004 and before the issue of this Prospectus:

Date	Announcement
27 October 2004	Circular: Reorganisation of Capital
27 October 2004	Results of Meeting
28 October 2004	Extension of time to hold Annual General Meeting
29 October 2004	Removal of Company from External Administration
29 October 2004	Change of registered office and principal place of business
1 November 2004	Disclosure Document
1 November 2004	Appendix 3B
12 November 2004	Notice of Annual General Meeting
25 November 2004	Prospectus closed fully subscribed
30 November 2004	Reinstatement to Official Quotation
30 November 2004	Pre-Quotation Disclosure
30 November 2004	Distribution Schedule/Capital Structure
30 November 2004	Top 20 Holders
30 November 2004	Statement of Financial Position
2 December 2004	Becoming a Substantial Holder
2 December 2004	Change of Directors Interests Notice x 3
9 December 2004	Prospectus
9 December 2004	Appendix 3b
9 December 2004	Acquisition of advanced uranium projects in Northern Territory
15 December 2004	Initial Director's Interest Notice
16 December 2004	Results of meeting
16 December 2004	Drilling planned for First Quarter 2005
7 January 2005	Resignation of director
11 January 2005	Response to ASX Share Price Query
12 January 2005	Final Director's Interest Notice
20 January 2005	Appointment of Managing Director / Placement
20 January 2005	Second quarter cashflow report
20 January 2005	Second quarter activities report
4 February 2005	Notice of General Meeting
9 February 2005	Appendix 3B – Exercise of options
16 February 2005	Response to ASX Share Price Query
21 February 2005	Appendix 3B – Exercise of options
4 March 2005	Update of Company Activities
4 March 2005	Results of general meeting
4 March 2005	Disclosure Document
4 March 2005	Appendix 3B
9 March 2005	Prospectus Closed
14 March 2005	Half Year Accounts
15 March 2005	Change in substantial holding
18 March 2005	Drilling at Napperby Targets JORC Compliant Resource
22 March 2005	Prospecting Licences in Tanzania – Uranium Potential
7 April 2005	Third Quarter Cashflow Report
26 April 2005	Appendix 3B – Exercise of Unlisted Options
27 April 2005	Third Quarter Activities Report
11 May 2005	Becoming a substantial holder
17 May 2005	Authorisation received for Napperby Drilling

4.4 Rights Attaching to Shares

The Shares to be issued pursuant to this Prospectus will rank equally in all respects with existing Shares in the Company. Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which can be inspected at the Company's registered office.

The following is a summary of the rights that attach to the Company's existing Shares:

Voting Rights: At a general meeting every ordinary shareholder present in person or by representative has one vote on a show of hands. On a poll, every ordinary shareholder present in person or by proxy or attorney has one vote per share. Shareholders holding partly paid Shares have such number of votes on a poll equivalent to the proportion that the amount paid up thereon (excluding amounts credited) bears to the issue price of such share.

Dividend Rights: The Directors may authorise the payment by the Company to the shareholder of an interim dividend to be paid out of the profits of the Company provided that the Company in general meeting may only declare a dividend if the Directors have recommended a dividend. The dividend cannot exceed the amount recommended by the Directors.

Rights on Winding Up: If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. Subject to any right or restrictions for the time being attached to any class or classes of shares (at present there are none), at meetings of shareholders. Upon a distribution of assets to shareholders, holders of restricted securities at the time of commencement of the winding up shall rank behind the holders of all other share capital.

Transfer of Shares: Subject to the Constitution, the Corporations Act and the Listing Rules, shares in the Company are freely tradeable. The Directors must decline to register any transfer where the Listing Rules require the Company to do so.

Issue of Further Shares: The allotment and issue of any additional shares is under the control of the Directors, subject to any restrictions on the allotment of Shares imposed by the Constitution, the Corporations Act or the Listing Rules.

Variation of rights: Holders of Shares who exercise Shares will be issued with fully paid ordinary Shares in the Company. At present, the Company only has fully paid ordinary Shares on issue; it has not issued partly paid ordinary Shares or any other class of Shares. The rights and privileges attaching to ordinary Shares can be altered by special resolution of the shareholders. A special resolution is a resolution passed by a majority of not less than 75% of those present and voting. Where the necessary majority for a special resolution is not obtained at a meeting, consent in writing if obtained from the holders of three-fourths of the shares concerned within two months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

4.5 Interest of Directors

(a) Other than as set out below or elsewhere in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Placement; or
- the Placement.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Placement.

(b) Each Director's relevant interest in Shares, Options and Executive Options at the date of this Prospectus are:

Director	Shares	Options	Executive Options
Mr J Pratt	3,125,000	-	10,000,000
Mr H Warner	11,500,000	3,000,000	-
Mr G Steinepreis	13,500,000	3,000,000	-
Ascent Capital*	23,079,166	6,000,000	-

* Ascent Capital is a company owned equally by David Steinepreis, Hugh Warner and Gary Steinepreis.

(c) The Constitution of the Company provides that the Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares.

(d) In the last two years, the following remuneration and consulting fees have been paid to the current Directors, companies associated with the Directors or their associates in their capacity as Directors, consultants or advisers:

- (i) J Pratt \$30,000 salary, \$2,700 superannuation;
- (ii) H Warner \$27,523 salary, \$2,477 superannuation;
- (iii) G Steinepreis \$30,000 consulting fees; and

- (iv) Ascent Capital Pty Ltd \$50,000 consulting fees. H Warner and G Steinepreis are shareholders and directors of Ascent Capital Pty Ltd.

There are currently no management contracts and remuneration is paid on a monthly basis.

- (e) Ascent Capital charged a fee of \$50,000 (plus GST) for work performed re-capitalising this Company in 2004.
- (f) Ascent Capital provided an interest free loan of \$225,000 to the Company. The loan has now been repaid in full.

4.6 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Placement; or
- the Placement.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Placement.

4.7 Market Prices of Shares on ASX

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are quoted on ASX. The Shares were reinstated to trading on 1 December 2004 and have traded at a low of 1.5 cents on 1 December 2004 and a high of 7.5 cents on 18 February 2005. There are no listed options.

4.8 Expenses of the Issue

The estimated expenses of the Issue are \$125,000 which includes the estimated brokerage and commission fees.

4.9 Privacy Disclosure Statement

The Company collects information about each Applicant from an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, (including mailing houses), the ASX, ASIC and other regulatory authorities.

If an Applicant becomes a security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

4.10 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic Prospectus and electronic application form on the basis of a paper Prospectus lodged with the ASIC, and the publication of notices referring to an electronic Prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company on (08) 9420 9300 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of the Prospectus from the website:

www.deeptyellow.com.au/asx/dylmay.html

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement Prospectus or any of those documents were incomplete or altered.

Section 5 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 19 May 2005

James Pratt
Managing Director

Section 6 DEFINED TERMS

"**Application Form**" means the application forms accompanying this Prospectus and "**Applicant**" and "**Application**" have comparative meanings;

"**Ascent Capital**" means Ascent Capital Pty Ltd ABN 19 065 055 816;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means Australian Stock Exchange Limited;

"**Business Day**" means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day;

"**Company**" means Deep Yellow Limited ABN 97 006 391 948;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Directors**" means the directors of the Company;

"**Executive Options**" means an option to acquire one Share exercisable at 2 cents each on or before 31 December 2007;

"**Issue**" means the issue of Shares offered by this Prospectus;

"**Listing Rules**" means the Listing Rules of ASX;

"**Option**" means an option to acquire one Share exercisable at 1 cent each on or before 31 December 2007;

"**Placement**" means the placement of 40,000,000 Shares at 5 cents each to raise \$2,000,000 referred to in Section 1.12 of this Prospectus;

"**Prospectus**" means this prospectus dated 19 May 2005;

"**Share**" means an ordinary fully paid share in the capital of the Company;

"**WST**" means Australian Western Standard Time.

Deep Yellow Limited

ABN 97 006 391 948

Placement Application Form

Please read all instructions on reverse of this form

Share Registrars use only	
Broker reference – stamp only	
Broker code	Adviser Code

Number of Shares applied for

Total amount payable
cheque(s) to equal this amount

at 5 cents per Share = A\$

you will be allocated all of the Shares above

Full name details title, given name(s) (no initials) and surname or Company name

Tax file
number(s)
Or
exemption
category

Name of Applicant 1

Applicant 1/Company

Name of joint Applicant 2 or <account name>

Joint Applicant 2/ trust

Full postal address

Contact details

Number/street

Contact name

Contact daytime telephone
number

Suburb/town

State/postcode

Contact email address

CHES HIN (if applicable)

You should read the Prospectus carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus.

I/We declare that:

- (a) this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of Deep Yellow Limited; and
- (b) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Shares.

THIS FORM DOES NOT REQUIRE A SIGNATURE

INSTRUCTIONS TO APPLICANTS

Please post or deliver the completed Application Form to the Company. If an Applicant has any questions on how to complete this Application Form, please telephone the Company on +61 8 9420 9300. The Form must be received by the Registry no later than 5.00pm (WST) on 31 May 2005.

A. Application for Shares

The Application Form must only be completed in accordance with instructions included in Prospectus.

B. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

Declaration

Before completing the Application Form the Applicant(s) has read the Prospectus to which the application relates. The Applicant(s) agree(s) that this application is for Shares in Deep Yellow Limited upon and subject to the terms of the Prospectus, agree(s) to take any number of Shares equal to or less than the number of Shares indicated on the front of the form that may be allotted to the Applicant pursuant to the Prospectus and declare(s) that all details and statements made are complete and accurate. It is not necessary to sign the Application form.

If an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it, shall be final. An Application Form will not however, be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque.

Forward your completed application to:

Deep Yellow Limited
Phone: + 61 8 9420 9300
Facsimile: + 61 8 9481 2690

Addresses:

By Post	By Hand
Deep Yellow Limited PO Box 637 West Perth WA 6872	Deep Yellow Limited Level 1 33 Ord Street WEST PERTH WA 6005