



Deep Yellow Limited

Deep Yellow Limited
ACN 006 391 948

SUPPLEMENTARY PROSPECTUS

INTRODUCTION AND IMPORTANT NOTICE

This document is a supplementary prospectus dated 12 May 2017 and was lodged with the Australian Securities and Investment Commission (**ASIC**) on that date (**Supplementary Prospectus**). Neither ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus supplements, and must be read together with, the prospectus dated 5 May 2017 (**Prospectus**) issued by Deep Yellow Limited ACN 006 391 948 (**Company**).

Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus. To the extent of any inconsistency between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions about the Shares and Options being offered under the Prospectus or any other matter, you should consult your professional advisers.

The Directors believe that the contents of this Supplementary Prospectus are not materially adverse from the point of view of an investor.

PURPOSE OF THIS SUPPLEMENTARY PROSPECTUS

The purpose of this Supplementary Prospectus is to provide clarification as to the relationship between Sprott entities, Explo and the Company, provide additional information regarding substantial Shareholders of the Company and to make some other minor amendments to the Prospectus.

SECTION 1 RELATIONSHIP BETWEEN SPROTT ENTITIES, EXPLO AND THE COMPANY

Sprott Private Wealth LP (**SPW**) and Sprott US Holdings Inc. (**SUSHI**) are wholly owned subsidiaries of Sprott Inc., Sprott Global Resource Investments, Ltd (**SGRIL**) is indirectly, a wholly owned subsidiary of SUSHI. Explo is managed by a general partner which is also a wholly owned subsidiary of SUSHI.

On 4 May 2017 the Company announced it had entered into a Strategic Alliance Deed (**Alliance Deed**) with SGRIL.

SGRIL was mandated by the Company on 23 October 2016 to find investors to take up 321,648,376 Shares (pre-consolidation) and on 28 October 2016 the Company announced that:

- (a) Explo had entered into an agreement to subscribe for those Shares; and
- (b) the Company had entered into a strategic relationship with SGRIL.

The Alliance Deed formalised the strategic relationship referred to in the announcement on 28 October 2016 and is terminable on notice from either party.

The mandate which the Company provided to SGRIL gave SGRIL the right to bid to place or find subscribers for future fund raisings by the Company for so long as Explo (being the entity which SGRIL introduced to the Company and which took up the placement in October 2016), held more than 10% of the equity in the Company.

In the Company's announcement of 5 May 2017 regarding the Offer, SGRIL and another associated entity being SPW were given the right to place up to \$7,501,000 of the equity in the Company (less the entitlement to be taken up by Explo). Prior to agreeing to this, the Company had invited various groups to support the proposed raising and SGRIL, under its 2016 mandate, was one of the groups that was invited and then chosen to support the Company's fundraising.

SGRIL is an associate of Explo by virtue of SGRIL being a wholly owned subsidiary of SUSHI and another wholly owned subsidiary of SUSHI being the general partner of Explo. The relevant interest of SGRIL and Explo in DYL is 12.41%.

SECTION 2 SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

Based on substantial shareholder notices lodged with ASX, the Company has the substantial shareholders with the relevant interests set out in the table below. The table below also sets out the approximate maximum number of Shares and approximate voting power of each substantial

shareholder if that substantial shareholder was the only Shareholder to take up its Entitlement and no other Shares were issued under the Offer (including to any other substantial shareholder).

Substantial Shareholder	Approximate relevant interest as at the date of the Prospectus ¹	Approximate voting power as at the date of the Prospectus	Approximate maximum relevant interest after the Offer if that substantial shareholder was the only Shareholder to take up its Entitlement and no other Shares were issued under the Offer (on an undiluted basis)	Approximate maximum voting power after the Offer if that substantial shareholder was the only Shareholder to take up its Entitlement and no other Shares were issued under the Offer (on an undiluted basis)
Explo	16,082,419	12.41%	23,587,548	17.21%
Collines Investments Limited	13,418,382	10.36%	19,680,294	14.49%
BXV Lavrio Limited	8,151,032	6.29%	11,954,847	8.96%

Note: Since the lodgement of the substantial shareholder notices by each of the substantial shareholders listed in the table above, the Company undertook a 20:1 Share consolidation, as such the relevant interests and voting power of each substantial shareholder as at the date of the Prospectus is an approximate only due to rounding.

SECTION 3 OTHER UPDATES TO THE PROSPECTUS

Section 1.9 of the Prospectus

This Prospectus is to also facilitate secondary trading of any Shares and Options to be issued pursuant to the Sprott Shortfall Placement, Sprott Makeup Offering and the CPS Placement, all of which are separate offers made pursuant to this Prospectus as described in section 1.9.

Section 4.3 of the Prospectus

As an update to section 11.2 of the Prospectus, the following ASX announcements have been made by the Company in the period following lodgement of the Prospectus up to the date of this Supplementary Prospectus:

Date	Description of Announcement
5 May 2017	Entitlement Offer to raise up to A\$15M
5 May 2017	Appendix 3B
5 May 2017	Entitlement Issue Prospectus to raise up to A\$15M
9 May 2017	Entitlement Offer Notice Letter Despatched

Section 4.11 of the Prospectus

As an amendment to section 4.11 of the Prospectus, the words "If the maximum fee is paid to Sprott, no fee will be payable to CPS." are deleted from "Note 1" to the table in that section.

SECTION 4 CONSENTS

SGRIL has given, and has not withdrawn prior to the lodgement of this Supplementary Prospectus with ASIC, its written consent to be named in this Supplementary Prospectus and to the inclusion of references to it and statements attributed to it in the form and context in which it is named.

Explo has given, and has not withdrawn prior to the lodgement of this Supplementary Prospectus with ASIC, its written consent to be named in this Supplementary Prospectus and to the inclusion of references to it and statements attributed to it in the form and context in which it is named.

SECTION 5 DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with Section 720, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

Dated: 12 May 2017



John Borshoff
Managing Director/CEO
For and on behalf of
Deep Yellow Limited