

28 February 2011

PERFORMANCE SHARE RIGHTS

Deep Yellow Limited is pleased to inform the market that it has issued 2,830,000 performance share rights in Deep Yellow Limited to Executive Directors. The issue has been made to the executives as part of the Company's stated commitment to retaining and motivating employees.

Mr Greg Cochran

1,500,000 Performance Share Rights have been issued to the Managing Director, Mr Greg Cochran in accordance with the terms of his Contract of Employment and with the rules of the Deep Yellow Limited Awards Plan (Awards Plan). The Performance Share Rights are subject to certain vesting conditions and are subject at all times to the recipient remaining employed by the Company up to the Test Date (30 June 2013).

Of the total number of Performance Share Rights issued to Mr Cochran 300,000 (20%) will vest if the recipient remains employed by the Company at the Test Date. The balance of 1,200,000 (80%) will vest in full or partially if the price of the Company's listed shares meet certain price hurdles. Shareholder approval was not required for this issue.

Mr Martin Kavanagh

1,330,000 Performance Share Rights have been issued to Executive Director, Mr Martin Kavanagh in accordance with shareholder approval obtained at the 2010 Annual General Meeting and with the rules of the Awards Plan. The Performance Share Rights are subject to certain vesting conditions and are subject at all times to the recipient remaining employed by the Company up to the various Test Dates.

Of the total number of Performance Share Rights issued to Mr Kavanagh:

- a tranche of 180,000 are issued as a short incentive and will vest on 1 July 2011 if certain 'non-market' based KPI's are met and subject to the recipient remaining employed up to the 1 July 2011 test; and
- the balance of 1,150,000 will vest in two tranches subject to the recipient remaining employed up until the test date. Of the first tranche of 400,000 performance share rights vesting on 30 November 2011, 320,000 (80%) will be subject to the price of the Company's listed shares meeting certain price hurdles. Of the second tranche of 750,000 performance share rights vesting on 1 July 2013, 600,000 (80%) will be subject to the price of the Company's listed shares meeting certain price hurdles.

Refer to the attached Appendix 3b for further details.



Mark Pitts
Company Secretary

Further information relating to the Company and its various exploration projects can be found on the Company's website at www.deeptyellow.com.au.

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	2,830,000
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)	Subject to vesting conditions measured at the following dates:- 1 July 2011 – 180,000 - Time and non-market performance conditions 30 November 2011 – 400,000 - Time and market performance conditions 30 June 2013 - 300,000 - Time based 30 June 13 - 1,200,000 - Time and market performance conditions 1 July 2013 - 750,000 - Time and market performance conditions
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 	From the date of vesting only.

5	Issue price or consideration	Nil	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance Share Rights pursuant to the Deep Yellow Limited Awards Plan	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	28 February 2011	
		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	1,127,534,458	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	612,500 30/06/11 at 74.6c	Unlisted options
		7,337,500 30/06/11 at 27.5c	“ “
		3,230,000 30/06/11 at 40c	“ “
		2,145,000 30/06//11 at 45c	“ “
		1,370,000 30/06/11 at 60c	“ “
		1,300,000 31/12/11 at 27.5 c	“ “
		460,000 30/06/12 at 27.5 c	“ “
		625,000 30/12/12 at 60c	“ “
		2,625,000 30/12/12 at 35c	“ “
		3,425,000 30/12/12 at 45c	“ “
		1,955,700	2011 Performance share rights granted 4 February 2011
		2,830,000	2011 Performance share rights granted 28 February 2011
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.



28 February 2011

Sign here:
(Director/Company secretary)

Date:

Print name: Mark Pitts
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