



Announcement Summary

Entity name

DEEP YELLOW LIMITED

Announcement Type

New announcement

Date of this announcement

26/7/2022

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
DYL	ORDINARY FULLY PAID	343,314,282

Proposed +issue date

4/8/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

DEEP YELLOW LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

97006391948

1.3 ASX issuer code

DYL

1.4 The announcement is

New announcement

1.5 Date of this announcement

26/7/2022

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☑ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	20/7/2022	☑ Actual	Yes

Comments

The Deep Yellow Limited shares the subject of this Appendix 3B are being issued pursuant to a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between Vimy Resources Limited and its shareholders. No Deep Yellow shareholder approval is required for the acquisition but the approval of Vimy shareholders is, and was obtained on 20 July 2022 (see ASX announcement on 20 July 2022).

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	26/7/2022	☑ Estimated	No

Comments

The second court hearing, seeking orders to approve the scheme of arrangement, is listed for 26 July 2022 before the Supreme Court of Western Australia.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Lodgement of court order with +ASIC	27/7/2022	☑ Estimated	No

Comments

Lodgement with ASIC of the Court order from the Supreme Court of Western Australia (expected to be received on 26 July 2022) is expected to occur on 27 July 2022.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	26/7/2022	☑ Actual	Yes

Comments

Various other conditions precedent to the scheme of arrangement as set out in clause 3 of the Scheme Implementation Deed dated 30 March 2022 and announced to ASX on 31 March 2022



Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

DYL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

343,314,282

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

The new Deep Yellow shares the subject of this Appendix 3B are being issued pursuant to a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between Vimy Resources Limited and its shareholders, under which all of the fully paid ordinary shares in Vimy Resources Limited will be transferred to Deep Yellow Limited in consideration for (i) the issue of 0.294 Deep Yellow Shares (New Deep Yellow Shares) for every 1 fully paid Vimy share (to Scheme Shareholders, as defined in the Scheme Booklet registered by ASIC on 16 June 2022), and (ii) net cash proceeds (to Ineligible Shareholders, as defined in the Scheme Booklet).

The record date for determining Deep Yellow Limited shareholders eligible to receive the New Deep Yellow Shares is 5.00pm Perth time on 29 July 2022.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.650000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

4/8/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

See section 10.11(d) of the Scheme Booklet.



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The New Deep Yellow shares the subject of this Appendix 3B are being issued pursuant to a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between Vimy Resources Limited and its shareholders, as detailed in the Scheme Booklet.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The number of Deep Yellow Limited shares the subject of the earlier Appendix 3B lodged 21 July 2022 contained an estimate consistent with Table 7-10 (Pro-forma Equity of the Merged Group) of the Scheme Booklet. This Appendix 3B is intended to replace it and amends the estimated number of Deep Yellow Limited shares to be issued to 343,314,282 (based on the updated number of Vimy shares on issue as at 25 July 2022 (see Appendix 2A lodged by Vimy on 25 July 2022)).

For further information please see Scheme Booklet.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

An applicable ASIC instrument or class order