

Deep Yellow Limited

Deep Yellow Limited

ACN 006 391 948

Share Purchase Plan Offer Booklet

The Offer closes at 5.00pm (Perth time) on Friday 18, October 2013

This is an important document.

This document has been prepared by Deep Yellow Limited. The Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Deep Yellow Shares at a discount without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

Important information for foreign shareholders

Release and distribution of the Offer

This document is not for distribution or release in jurisdictions outside of Australia, New Zealand, Hong Kong, Ireland and the United Kingdom. Nominees and custodians may not, without the consent of the Company, forward this document to beneficial shareholders in jurisdictions outside of Australia, New Zealand, Hong Kong, Ireland, Namibia and the United Kingdom.

Hong Kong

The contents of this document have not been reviewed by any Hong Kong regulatory authority. Shareholders in the jurisdiction of Hong Kong are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent advice from your financial or other professional adviser.

Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005 (the "Prospectus Regulations"). The Shares the subject of the Offer have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to (i) qualified investors as defined in Regulation 2(l) of the Prospectus Regulations and (ii) fewer than 100 natural or legal persons who are not qualified investors. If you are in doubt about any contents of this document, you should obtain independent advice from your financial or other professional adviser.

Namibia

This document does not, nor is it intended to, constitute a prospectus prepared and registered under the Namibian Companies Act, No. 28 of 2004, and may not be distributed to the public in Namibia. If you (or any person for whom you are acquiring the shares) are in Namibia, you have obtained the necessary exchange control approval, which approval subsists. This document is only available to, and may only be relied and acted upon exclusively by, the persons to whom this document is addressed and it may not be ceded, transferred, copied, distributed, disseminated, disclosed or made over (whether in whole or in part) to any other person.

United Kingdom

This document does not constitute a prospectus for the purposes of the prospectus rules contained in the Financial Services Authority of the United Kingdom (**FSA**) handbook published and updated from time to time by the FSA acting in its capacity as the United Kingdom Listing Authority (**Prospectus Rules**). Accordingly, Shareholders in the jurisdiction of the United Kingdom are advised that this document:

- is not an approved document for the purposes of, and as defined in, section 85 of the Financial Services and Markets Act 2000;
- has not been prepared in accordance with the Prospectus Rules;
- and has not been approved by the FSA or by any other authority which could be a competent authority for the purposes of the Prospectus Rules.

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1 Key offer information

Key dates

Event	Date
Record Date	5.00pm (Perth time) Tuesday, 24 September 2013
Announcement Date	Wednesday, 25 September 2013
Documents mailed to Eligible Shareholders	Friday, 27 September 2013
Offer opens	Friday, 27 September 2013
Offer closes	5.00pm (Perth time) Friday 18 October 2013
Allotment Date	Wednesday, 23 October 2013
Dispatch of holding statements/ confirmation advices	Friday, 25 October 2013

The timetable is indicative only and Deep Yellow may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

Defined terms and abbreviations used in this document are set out in **clause 20** of the Terms and Conditions in **section 4**.

Important notices

The offer contained in this document is not a recommendation to purchase Deep Yellow shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY^{®1} payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Offer Price.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Deep Yellow Limited recommends that you monitor its announcements and the Share price, which can be found on its website at www.deeptyellow.com.au and on the ASX website at www.asx.com.au (ASX code: DYL). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

Questions

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Share Registry, Computershare Investor Services Pty Limited by telephone, on 1300 850 505 or +61 394154000, or consult your financial or other professional adviser.

¹ [®]Registered to BPAY Pty Limited ABN 69 079 137 518
New Zealand based shareholders cannot apply using BPAY[®] unless they have an Australian bank account.

2 Letter from the Chairman

25 September 2013

Dear Shareholder,

Deep Yellow Limited Share Purchase Plan Offer

On behalf of the Board, I am pleased to offer you the opportunity to increase your holding in Deep Yellow Limited (Deep Yellow) by applying for New Shares under a Share Purchase Plan (SPP/ Offer).

Under the SPP, eligible shareholders will be able to purchase additional shares in Deep Yellow at 2 cents. This represents a 15% discount to the market price at close on the record date of 24 September and a 15% discount to the volume weighted average price of the past five trading days prior to announcement.

Shareholders are entitled to purchase up to \$15,000 worth of additional shares without incurring brokerage or other transaction costs.

Deep Yellow is seeking to raise approximately A\$1.5million under the Offer to maintain its momentum on its projects in Namibia. If Deep Yellow receives applications in excess of A\$1.5million, the directors of Deep Yellow reserve the right to accept over subscriptions or to scale back in their absolute discretion.

Your Company is well positioned to ultimately take advantage of the underlying longer term improving fundamentals of the uranium sector with a small, professional and dedicated executive team and attractive projects like Omahola and Tubas Sand as well as an enviable, highly prospective land position in Namibia. . As we look to complete the pit optimisation exercises being conducted on the Omahola Project we are also planning further project studies whilst continuing with the ongoing regional exploration programme. Proceeds from the Offer will therefore be used to fund this work and for general working capital purposes.

Whilst Omahola remains the flag ship the Tubas Sand Project still offers the potential for earlier stage development and cash flow generation, even at low uranium prices.

The Offer will open on Friday 27 September 2013 and will remain open until 5.00pm (Perth time) on Friday, 18 October 2013.

Under the SPP you can acquire up to A\$15,000 worth of New Shares without paying any brokerage or other charges. The Offer Price is A\$0.02 representing a discount of 15% to Deep Yellow's closing share price on ASX on Tuesday, 24 September 2013 (being the last trading day before the details of the Offer were announced).

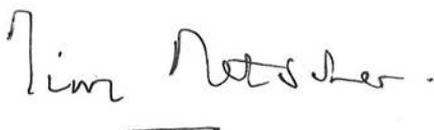
Participation in the Offer is optional and is open to Eligible Shareholders who are holders of Shares in Deep Yellow Limited at 5.00pm (Perth time) on Tuesday, 24 September 2013 and whose registered address is in Australia, New Zealand, Hong Kong, Ireland, Namibia or the United Kingdom.

Full details of the Offer and how to participate are contained in the Terms and Conditions in **section 4** of this document which I encourage you to read and consider carefully.

If you have any questions, please contact the Company's Share Registry, Computershare Investor Services Pty Limited by telephone, on 1300 850 505 or +61 394154000, or consult your financial or other professional adviser.

Thank you for your continued support of Deep Yellow.

Yours sincerely



Tim Netscher
Chairman

3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in **section 4**.

Question	Answer
What is the Offer?	The Offer enables Eligible Shareholders to apply to purchase up to A\$15,000 worth of ordinary shares in Deep Yellow without paying any brokerage or other charges.
Am I eligible to participate?	<p>You are eligible to participate if you fulfil the criteria set out in clause 2 of the Terms and Conditions.</p> <p>You must have been a holder of Deep Yellow shares at 5.00pm (Perth time) on Tuesday, 24 September 2013 (Record Date) and your registered address must be in Australia, New Zealand, Hong Kong, Ireland, Namibia or the United Kingdom (Approved Jurisdiction) for you to be eligible to participate.</p> <p>If you are a nominee or custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to A\$15,000 worth of shares on behalf of each beneficial holder, subject to complying with the criteria set out in clause 7.2 of the Terms and Conditions.</p>
Do I have to participate?	Participation is optional.
Can I transfer my entitlement to participate?	You cannot transfer your right to purchase shares under the Offer to anyone else.
How do I apply?	<p>To apply for shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY®</p> <p>Make payment by BPAY® as shown on the Application Form. Eligible Shareholders based outside Australia cannot apply using BPAY® unless they have an Australian bank account.</p> <p>Option 2: Pay by cheque or money order</p> <p>Complete and return the enclosed Application Form together with a cheque or money order made payable to “Deep Yellow Limited” as shown on the Application Form.</p>
What is the maximum investment for each shareholder?	The maximum investment for each shareholder is A\$15,000.
How many shares will I receive?	<p>You may apply for a parcel of shares under the Offer with one of the application amounts set out in clause 6.2 of the Terms and Conditions. The Offer Price is A\$0.02 per share. This is a discount of 15% to Deep Yellow Limited’s closing share price on ASX on Tuesday, 24 September 2013 (being the last trading day before the details of the Offer were announced). This is also 15% less than the VWAP of Shares of A\$0.0235 over the five day trading period ending Tuesday, 24 September 2013.</p> <p>If Deep Yellow Limited receives applications in excess of A\$1.5 million the directors of Deep Yellow Limited may agree to accept over subscriptions, however they reserve the right to scale back applications. If applications are scaled back excess funds will be returned to applicants without interest.</p>
When will I receive my shares?	New Shares will be allotted on Wednesday, 23 October 2013 (Allotment Date). Holding statements will be dispatched by Friday, 25 October 2013.
When can I trade allocated shares?	You can trade your New Shares after the Allotment Date. However, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the Offer.

4 Terms and conditions

1 Offer

The Offer entitles eligible Deep Yellow shareholders to apply to purchase up to A\$15,000 worth of Shares in Deep Yellow.

2 Eligibility to participate

2.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 5.00pm (Perth time) on Tuesday, 24 September 2013 (**Record Date**) with a registered address in Australia, New Zealand, Ireland, Hong Kong, Namibia or the United Kingdom (**Approved Jurisdiction**).

2.2 Deep Yellow Limited has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside an Approved Jurisdiction to participate in the Offer.

2.3 Deep Yellow Limited retains the discretion to extend the Offer outside an Approved Jurisdiction where the Company determines it is lawful and practicable for the Company to issue New Shares under the Offer without providing additional disclosure.

2.4 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares.

2.5 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 7.1(k)** by one joint holder will be effective in respect of the other joint holder(s).

2.6 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person) in accordance with and subject to the Class Order. Further information in relation to how Custodians may apply for New Shares is set out in **clause 7.2**.

2.7 Directors and employees of Deep Yellow who hold Shares may be Eligible Shareholders.

3 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4 Offer Price

4.1 The Offer Price for each New Share is A\$0.02, representing a discount of 15% to Deep Yellow Limited's closing share price on ASX on Tuesday, 24 September 2013 of A\$0.023 cents (being the last trading day before the details of the Offer were announced).

4.2 This is also 15% less than the VWAP of Shares of A\$0.0235 over the five day trading period ending Tuesday, 24 September 2013.

4.3 The Offer Price is fixed, regardless of any changes in the market price of Shares during the offer period.

5 Timing

5.1 The Offer opens on Friday, 27 September 2013 and closes at 5.00pm (Perth time) on Friday, 18 October 2013 unless extended. Deep Yellow Limited proposes to allot New Shares on Wednesday, 23 October 2013 and send confirmations to shareholders by Friday, 25 October 2013.

5.2 Deep Yellow reserves the right to extend the Offer, or the proposed Allotment Date at any time by making an announcement to ASX.

6 Applying for New Shares

6.1 You may apply for a parcel of New Shares under the Offer with one of the application amounts set out in the table below. The maximum investment under the Offer is A\$15,000.

6.2 The number of New Shares you will receive, at each of the available levels, is set out below:

Application amount	Number of New Shares
A\$1,000	50,000
A\$2,000	100,000
A\$5,000	250,000
A\$10,000	500,000
A\$15,000	750,000

6.3 You may not apply for more than A\$15,000 of Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.

6.4 If you wish to apply for New Shares under the Offer you should either:

- (a) pay directly via BPAY[®] on the internet or by telephone, using the details on the Application Form (Eligible Shareholders based outside Australia cannot apply using BPAY[®] unless they have an Australian bank account).² The Application Form does not need to be returned in this case; or
- (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to “Deep Yellow Limited ” to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders.

6.5 Do not forward cash. Receipts for payment will not be issued.

6.6 Funds paid via BPAY[®] or Application Forms (with application payments) must be received by the Share Registry by 5.00pm (Perth time) on Friday, 18 October 2013. Deep Yellow may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

6.7 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, Deep Yellow may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded money.

6.8 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY[®].

² Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time.

7 Effect of making an application

7.1 If you submit a BPAY[®] payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
- (b) you authorise Deep Yellow to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of this offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date;
- (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
- (e) you are responsible for any dishonour fees or other costs Deep Yellow may incur in presenting a cheque for payment which is dishonoured;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (g) you represent and warrant that your application does not constitute a breach of the relevant securities laws in your jurisdiction, you will comply with all applicable foreign securities laws and acknowledge that failure to comply may result in violations of applicable securities laws;
- (h) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
- (i) you represent and warrant that you have not and will not send any materials relating to the Offer, including this document, to any person in the United States that is, or is acting for the account or benefit of, a US Person;
- (j) you acknowledge that you have not been provided with investment advice or financial product advice by Deep Yellow or the Share Registry; and
- (k) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Deep Yellow arrangement in the 12 months prior to your application, exceeds A\$15,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

7.2 Eligible Shareholders that are Custodians may apply for New Shares with a total application price exceeding \$15,000, subject to providing Deep Yellow with a custodian certificate which complies with the requirements of the Class Order (Custodian Certificate).

7.3 Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry to obtain more information on how to apply and the form of the Custodian Certificate to be given.

7.4 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not hold an Australian financial services licence of the kind described in **clause 7.2** above and you are not exempt from the requirement to hold such a licence as described in the Class Order, you cannot participate for beneficiaries in the manner outlined in **clause 7.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.4** apply.

8 Rights attached to the New Shares

New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. Deep Yellow will apply for the New Shares to be quoted on ASX.

9 Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the Offer.

10 Applications may be scaled back

10.1 If Deep Yellow receives applications in excess of the maximum amount to be raised as determined by the Board (A\$1.5million), or an Eligible Shareholder subscribes for more New Shares than is permitted under the Offer or under applicable law, Deep Yellow reserves the right to accept the over subscriptions (in accordance with the Class Order and the ASX listing Rules) or to scale back applications on an equitable basis.

10.2 If applications are scaled back, Deep Yellow may in its absolute discretion apply the scale back to the extent and in any manner that it sees fit. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.

10.3 In the event of a scale back, the difference between the application monies received, and the number of New Shares allocated to you multiplied by the Offer Price, will be refunded by Deep Yellow, without interest, following allotment.

11 Refunds

11.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.

11.2 If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register.

11.3 You will not receive any interest on funds refunded to you.

11.4 Any refund made to you is dispatched at your risk.

12 United States

12.1 Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.

12.2 This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Deep Yellow Limited's Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.

12.3 Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY[®] or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

13 Dispute resolution

Deep Yellow reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer and the decision of Deep Yellow will be conclusive and binding on all shareholders and other persons to whom the determination relates.

14 Waiver, amendment, suspension and termination

14.1 Deep Yellow may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where Deep Yellow does not notify you of the event.

14.2 Deep Yellow is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

15 ASIC relief

15.1 The Offer is made in accordance with the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares up to A\$15,000 under the Offer, subject to certain terms and conditions.

15.2 In accordance with the terms of the Class Order, Deep Yellow will give a notice to ASX that complies with the Class Order or section 708A(6) of the Corporations Act.

16 Governing law

These Terms and Conditions are governed by the laws in force in Western Australia.

17 Binding terms

If you submit a BPAY[®] payment or complete and return the Application Form, you agree to be bound by these Terms and Conditions and the constitution of Deep Yellow Limited.

18 No underwriting

The Offer is not underwritten.

19 Investment Risk

Investing in Shares in Deep Yellow should be considered a speculative investment, Shareholders should be aware that the market price of the Company's Shares can fluctuate, particularly in the case of the Company operating in the resources sector. Accordingly, the value of the new Shares applied for under the SPP may rise or fall.

Shareholders should note that the Offer is not made under a prospectus or other disclosure document for the purposes of, and does not require the type of disclosures required under, the Corporations Act 2001. Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX.

Deep Yellow recommends that you monitor its announcements and the Share price, which can be found on its website at www.deeptyellow.com.au and on the ASX website at

www.asx.com.au (ASX: DYL). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

You should consult your professional advisor when deciding whether or not to accept the Offer and participate in the SPP.

20 Definitions

In this document the following terms have these meanings:

Definition	Meaning
Allotment Date	The date the New Shares are allotted, expected to be Wednesday, 23 October 2013.
Application Form	The application form which accompanies this Share Purchase Plan Offer.
Approved Jurisdiction	Australia, New Zealand, Hong Kong, Ireland, Namibia and the United Kingdom.
ASIC	The Australian Securities & Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Class Order	ASIC class order CO 09/425.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Custodian	The meaning given in the Class Order.
Eligible Shareholder	A person who is eligible to participate in the Offer in accordance with clause 2 of the Terms and Conditions.
Deep Yellow Limited	Deep Yellow Limited ACN 006391948.
New Shares	The Shares offered in the Share Purchase Plan Offer.
Offer	The offer of New Shares in the Share Purchase Plan Offer.
Offer Price	A\$0.02 per New Share.
Share Purchase Plan Offer	This document.
Share Registry	Computershare Investor Services Pty Limited.
Shares	Fully paid ordinary shares in Deep Yellow Limited.
Terms and Conditions	The terms and conditions of the Offer set out in section 4 of this Share Purchase Plan Offer.
US Person	A "U.S. person" as defined in <i>Regulation S</i> under the <i>US Securities Act of 1933</i> .
US Securities Act	<i>US Securities Act of 1933</i> .
VWAP	Volume weighted average price.