SCHEME BOOKLET REGISTERED WITH ASIC

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De Grey Mining Ltd (ASX:DEG, "**De Grey**") refers to its announcement on 10 March 2025 in relation to:

- the proposed acquisition of 100% of the shares in De Grey by Northern Star Resources Ltd (ASX:NST, "**Northern Star**") by way of a Court-approved scheme of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth) ("**Scheme**"); and
- the orders made by the Federal Court of Australia (Western Australia registry) that De Grey convene a meeting of its shareholders ("**Scheme Meeting**") to consider and vote on a resolution to approve the Scheme ("**Scheme Resolution**") and approving the distribution by De Grey of an explanatory statement providing information about the Scheme and the Notice of Scheme Meeting ("**Scheme Booklet**") to De Grey Shareholders.

Capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet unless the context otherwise requires.

Scheme Booklet

The Scheme Booklet has today been registered by the Australian Securities and Investments Commission ("**ASIC**"). A copy of the Scheme Booklet is attached to this announcement and will also be made available for viewing and downloading on De Grey's website at www.degreymining.com.au.

For details of how the Scheme Booklet, proxy forms for the Scheme Meeting, and Opt-in Notices for Small Shareholders, will be dispatched to De Grey Shareholders, please refer to De Grey's announcement on 10 March 2025.

De Grey Shareholders should read the Scheme Booklet carefully and in its entirety, including the materials accompanying it, before deciding how to vote at the Scheme Meeting. The Scheme Booklet includes important information relating to your vote, including the reasons why you may wish to vote in favour of or against the Scheme Resolution, updates on the status of De Grey's tender and approvals processes for its Hemi Project, including its current indicative timing for receipt of all primary statutory environmental approvals in or before the middle of the September quarter 2025, and details regarding the Merged Group's intentions from implementation of the Scheme (including key risks).

Independent Expert's Report

The Scheme Booklet includes a copy of the Independent Expert's Report prepared by KPMG Financial Advisory Services (Australia) Pty Ltd ("**Independent Expert**"). The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders, in the absence of a superior proposal.

The Independent Expert's conclusion should be read in context with the full Independent Expert's Report, which is attached to the Scheme Booklet.

De Grey Directors' recommendation

The De Grey Directors continue to unanimously recommend that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[1]

Subject to those same qualifications, each De Grey Director also intends to vote, or cause to be voted, all De Grey Shares in which he or she has a relevant interest or the voting of which he or she controls in favour of the Scheme Resolution.

Scheme Meeting

The Scheme Meeting is scheduled to be held at 2:00 pm (AWST) on Wednesday, 16 April 2025 at The Melbourne Hotel, 33 Milligan Street, Perth WA 6000 and online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA..

Each De Grey Shareholder who is registered on the De Grey share register as at 5:00 pm (AWST) on Monday, 14 April 2025 will be eligible to attend and (other than Excluded Shareholders) vote at the Scheme Meeting.

All De Grey Shareholders are strongly encouraged to vote either by completing and returning a proxy form or alternatively by attending the Scheme Meeting in person or online, or by attorney or corporate representative (as applicable). The Scheme Booklet contains further instructions on how to vote at the Scheme Meeting.

Further information

If, after reading the Scheme Booklet, you have any questions about the Scheme or the Scheme Booklet, please contact the De Grey Shareholder Information Line on 1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30 am and 5:00 pm (Sydney time) on Monday to Friday (excluding Australian public holidays).

[1] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme which may differ from those of other De Grey Shareholders, in particular the interests disclosed in Section 3.8 of the Scheme Booklet.

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This announcement has been authorised for release by the De Grey Board.

For further information, please contact:

Glenn Jardine **Managing Director** +61 8 6117 9328 admin@degreymining.com.au	**Peter Canterbury** **Chief Financial Officer** +61 8 6117 9328 admin@degreymining.com.au	**Michael Vaughan** **(Media enquiries)** Fivemark Partners +61 422 602 720 michael.vaughan@fivemark.com.au

Note: The times and dates referenced in this announcement are indicative only and subject to change. Among other things, dates and times following the date of the Scheme Meeting are subject to necessary approvals from the Federal Court of Australia (Western Australia registry) and all other conditions precedent to the Scheme being satisfied or waived (as applicable). De Grey reserves the right to vary the above dates and times in consultation with Northern Star and otherwise in accordance with the Scheme Implementation Deed, and any changes will be announced by De Grey to the ASX.

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DE GREY MINING LTD

Scheme Booklet

in relation to the proposed acquisition of De Grey Mining Ltd (ACN 094 206 292)
by Northern Star Resources Ltd (ACN 092 832 892)

VOTE IN FAVOUR

THE DE GREY DIRECTORS UNANIMOUSLY RECOMMEND THAT DE GREY SHAREHOLDERS (OTHER THAN EXCLUDED SHAREHOLDERS) VOTE IN FAVOUR OF THE SCHEME RESOLUTION, SUBJECT ONLY TO NO SUPERIOR PROPOSAL EMERGING AND THE INDEPENDENT EXPERT CONTINUING TO CONCLUDE IN THE INDEPENDENT EXPERT'S REPORT THAT THE SCHEME IS IN THE BEST INTERESTS OF DE GREY SHAREHOLDERS

This is an important document and requires your immediate attention.

You should read it in its entirety before deciding whether or not to vote in favour of the Scheme Resolution.

If you are in any doubt about how to deal with this document, you should contact your broker or financial, tax or legal adviser immediately.

Legal Advisers

Gilbert +Tobin

STEINEPREIS PAGANIN

Financial Advisers

Azure Capital

Barrenjoey
Partnering with BARCLAYS

If you have any questions in relation to this Scheme Booklet or the Scheme, you should call the De Grey Shareholder Information Line on 1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday (excluding Australian public holidays).

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Important Notices

Nature of this document

This Scheme Booklet is important and requires your immediate attention. You should read it carefully and in its entirety before deciding how to vote at the Scheme Meeting. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

This Scheme Booklet explains the terms of the proposed acquisition of all De Grey Shares by Northern Star, by way of a members' scheme of arrangement between De Grey and Scheme Shareholders under Part 5.1 of the Corporations Act. A copy of the Scheme is contained at Attachment D to this Scheme Booklet.

This Scheme Booklet also details how the Scheme will be implemented if all the Conditions to the Scheme are satisfied or (if permitted) waived (as applicable) and provides such information as is prescribed by applicable law or is otherwise material to the decision of De Grey Shareholders whether to vote in favour of the Scheme Resolution. This Scheme Booklet does not constitute or contain an offer to De Grey Shareholders, or a solicitation of an offer from De Grey Shareholders, in any jurisdiction. This Scheme Booklet is not a disclosure document required by Chapter 6D or Part 7.9 of the Corporations Act. Subsection 708(17) of the Corporations Act provides that Chapter 6D of the Corporations Act does not apply in relation to arrangements under Part 5.1 of the Corporations Act approved at a meeting held as a result of an order made by the court under subsection 411(1) of the Corporations Act. Instead, De Grey Shareholders asked to vote on the arrangement at such a meeting must be provided with an explanatory statement as referred to above.

If you have sold all of your De Grey Shares, please disregard this Scheme Booklet.

Investment decisions

The information in this Scheme Booklet does not contain or constitute financial product advice. This Scheme Booklet has been prepared without reference to the investment objectives, financial situation or particular needs of any De Grey Shareholder or any other person. This Scheme Booklet should not be relied on as the sole basis for any investment decision. Before making any decision to vote for or against the Scheme Resolution or any investment decision in relation to De Grey Shares, you should consider whether that decision is appropriate in light of your particular investment needs, objectives and financial circumstances. Independent legal, financial and tax advice should be sought before making any decision to vote for or against the Scheme Resolution or any investment decision in relation to your De Grey Shares.

Purpose of this Scheme Booklet

The purpose of this Scheme Booklet is to give De Grey Shareholders the information required to make an informed decision about whether to vote in favour of the Scheme Resolution. This Scheme Booklet also provides information that is prescribed by law or is otherwise material to the decision of De Grey Shareholders as to whether to vote in favour of the Scheme Resolution, being information that is within the knowledge of the De Grey Directors and has not previously been disclosed to De Grey Shareholders.

Voting will take place at the Scheme Meeting which is scheduled to be held at 2:00pm (AWST) on Wednesday, 16 April 2025 at the Melbourne Hotel, located at 33 Milligan Street, Perth WA 6000 and online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA#/registration
You should read this Scheme Booklet in full before deciding how to vote on the Scheme Resolution.

The Scheme has potential advantages, disadvantages and risks which may affect De Grey Shareholders in different ways depending on their individual circumstances. You should seek professional advice on your circumstances, as appropriate.

Preparation of and responsibility for this Scheme Booklet

De Grey has prepared and is responsible for this Scheme Booklet (other than, to the maximum extent permitted by law, the Northern Star Information, the Independent Expert's Report (including the Independent Technical Specialist's Report) and the Independent Limited Assurance Report), including any information about the De Grey Group:

a) provided by De Grey to Northern Star in writing for use in the preparation of the Merged Group Information, or

b) obtained by Northern Star from an announcement made by De Grey to ASX or from a publicly available document lodged by De Grey with ASIC (to the extent such information has not been superseded by later announcements made by De Grey to ASX or publicly available documents lodged by De Grey with ASIC), and used in the preparation of the Merged Group Information,

and none of Northern Star or its Related Bodies Corporate or their respective directors, officers or employees assumes any responsibility or liability for the accuracy or completeness of the De Grey Information.

Northern Star has prepared and is responsible for the Northern Star Information contained in this Scheme Booklet (and no other part of this Scheme Booklet), and none of De Grey or its Related Bodies Corporate or their respective directors, officers or employees assumes any responsibility or liability for the accuracy or completeness of the Northern Star Information (other than any information regarding the De Grey Group contained in, or provided by De Grey in writing for use in the preparation of, the Merged Group Information).

The Independent Expert has provided and is responsible for the Independent Expert's Report, and none of Northern Star or its Related Bodies Corporate or their respective directors, officers or employees, nor De Grey or its Related Bodies Corporate or their respective directors, officers or employees, assumes any responsibility or liability for the accuracy or completeness of the Independent Expert's Report.

The Independent Technical Specialist has provided and is responsible for the Independent Technical Specialist's Report, and none of Northern Star or its Related Bodies Corporate or their respective directors, officers or employees, nor De Grey or its Related Bodies Corporate or their respective directors, officers or employees, assumes any responsibility or liability for the accuracy or completeness of the Independent Technical Specialist's Report.

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The Investigating Accountant has provided and is responsible for the Independent Limited Assurance Report, and none of Northern Star or its Related Bodies Corporate or their respective directors, officers or employees, nor De Grey or its Related Bodies Corporate or their respective directors, officers or employees, assumes any responsibility or liability for the accuracy or completeness of the Independent Limited Assurance Report.

No person consenting to be named in this Scheme Booklet has withdrawn their consent to be named before the date of this Scheme Booklet.

Regulatory information and role of ASIC and ASX

This document is the explanatory statement for the proposed scheme of arrangement between De Grey and Scheme Shareholders for the purposes of section 412(1) of the Corporations Act. A copy of the Scheme is contained at Attachment D to this Scheme Booklet.

This Scheme Booklet will assist you in making an informed decision about how to vote on the Scheme Resolution and contains important information, including the reasons to vote in favour of, or against, the Scheme (refer to Section 1) and certain risks related to the Scheme (refer to Section 8).

A copy of this Scheme Booklet (including the Independent Expert's Report and Independent Limited Assurance Report) has been lodged with, and registered by, ASIC as required by section 412(6) of the Corporations Act. ASIC has been given the opportunity to comment on this Scheme Booklet in accordance with subsection 411(2) of the Corporations Act.

ASIC has also been requested to provide a statement in accordance with section 411(17)(b) of the Corporations Act that it has no objection to the Scheme. If ASIC provides that statement, then the statement will be produced to the Court at the Second Court Hearing. Neither ASIC nor any of its officers take any responsibility for the contents of this Scheme Booklet.

A copy of this Scheme Booklet has been provided to ASX. Neither ASX nor any of its officers take any responsibility for the contents of this Scheme Booklet.

Important notice associated with the Court's order under section 411(1) of the Corporations Act

The fact that the Court has made an order under section 411(1) of the Corporations Act that the Scheme Meeting be convened and directed that this Scheme Booklet accompany the Notice of Scheme Meeting does not mean that the Court:

a) has formed any view as to the merits of the proposed Scheme or as to how De Grey Shareholders should vote in respect of the Scheme Resolution (which De Grey Shareholders must reach their own decision on); or

b) has prepared, or is responsible for the content of, this Scheme Booklet; or

c) has approved, or will approve, the terms of the Scheme.

Notice of Scheme Meeting

The Notice of Scheme Meeting is contained at Attachment A to this Scheme Booklet. The proxy form for the Scheme Meeting also accompanies this Scheme Booklet.

The purpose of the Scheme Meeting is to consider and, if thought fit, pass the Scheme Resolution by the Requisite Majorities and thereby agree to the Scheme (with or without any alterations or conditions as approved by the Court to which De Grey and Northern Star agree in writing) and, subject to the terms of the Scheme Implementation Deed, authorise De Grey to agree to any such alterations or conditions and, subject to approval of the Scheme by the Court, implement the Scheme with or without any such alterations or conditions.

To enable you to make an informed voting decision, further information about the Scheme is set out in the accompanying explanatory statement (for the purposes of section 412(1) of the Corporations Act) which, together with the Notice of Scheme Meeting and other Attachments, forms part of this Scheme Booklet.

Notice of Second Court Hearing

At the Second Court Hearing, the Court will consider whether to approve the Scheme, following the vote on the Scheme Resolution at the Scheme Meeting. The Second Court Hearing is currently scheduled for 22 April 2025. The hearing will be at 10:15am (AWST) in the Federal Court of Australia (Western Australia registry), which is located at Peter Durack Commonwealth Law Courts Building, 1 Victoria Avenue, Perth WA 6000.

Any De Grey Shareholder may appear and be heard at the Second Court Hearing and may oppose the approval of the Scheme. If you wish to appear in this manner, you must file with the Court and serve on De Grey a notice of appearance, in the prescribed form, together with any affidavit you wish to rely on. The notice of appearance and affidavit must be served on De Grey at its address for service at least one day before the Second Court Date.

De Grey's address for service is: c/- Gilbert + Tobin, Level 16, Brookfield Place Tower 2, 123 St Georges Terrace, Perth WA 6000; toleary@gtlaw.com.au (Attention: Tim O'Leary).

Note to De Grey Shareholders in foreign jurisdictions

The release, publication or distribution of this Scheme Booklet in jurisdictions other than Australia may be restricted by law in such other jurisdictions, and persons outside Australia who come into possession of this Scheme Booklet should observe any such restrictions, including those set out in Section 11.6. Any failure to comply with such restrictions may constitute a violation of applicable laws. De Grey disclaims all liabilities to such persons.

De Grey Shareholders who are resident outside of Australia, or who are nominees, trustees or custodians for beneficial holders of De Grey Shares resident outside Australia, may not receive this Scheme Booklet except as contemplated in Section 11.6.

This Scheme Booklet has been prepared in accordance with the laws of Australia. This Scheme Booklet and the Scheme are subject to Australian disclosure requirements, which may be different from the requirements applicable in other jurisdictions. The financial information included in this Scheme Booklet is based on financial statements that have been prepared in accordance with Australian equivalents to International Financial Reporting Standards, which may differ from generally accepted accounting principles in other

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jurisdictions. No action has been taken to register or qualify this Scheme Booklet or any aspect of the Scheme in any jurisdiction outside Australia.

This Scheme Booklet and the Scheme do not in any way constitute an offer of securities in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Further information in relation to participation in the Scheme by De Grey Shareholders outside of Australia is set out in Section 11.6.

Forward-looking statements

This Scheme Booklet contains both historical and forward-looking statements.

The forward-looking statements in this Scheme Booklet are not based on historical facts, but rather reflect the current views of De Grey in relation to the De Grey Information or of Northern Star in relation to the Northern Star Information, in each case held only as at the date of this Scheme Booklet concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as 'may', 'will', 'likely', 'expect', 'intend', 'plan', 'target', 'scheduled', 'forecast', 'estimate', 'believe', 'anticipate', 'continue', and 'guidance', or other similar words and may include, without limitation, statements in this Scheme Booklet regarding intent, belief, expectations, plans, projections, targets, strategies and objectives of management, future earnings or financial position or performance, future acquisitions, anticipated production or construction commencement dates, costs or production outputs of Northern Star, De Grey or the Merged Group (based on, among other things, their respective estimates of their production for the periods specifically referred to in this Scheme Booklet), the outcome, effects and potential benefits arising from the Scheme (including expected benefits to Northern Star and De Grey Shareholders) and the future operation of Northern Star, De Grey or the Merged Group (including with regard to retention of management and/or employees).

The statements in this Scheme Booklet about the impact that the Scheme may have on De Grey's operations and the potential advantages and disadvantages in relation to the Scheme are also forward-looking statements.

Any forward-looking statements included in this Scheme Booklet have been made by the relevant party on reasonable grounds and reflect the present intentions of the relevant party as at the Last Practicable Date, and may be subject to change. Although De Grey and Northern Star believe that their respective views reflected in any forward-looking statements in this Scheme Booklet have been made on a reasonable basis, no assurance can be given that such views will prove to have been correct.

These forward-looking statements inherently involve known and unknown risks, uncertainties, assumptions and other factors that may cause De Grey's, Northern Star's or the Merged Group's (as relevant) actual results, performance and achievements to be materially greater or less than estimated. These may include, but are not limited to, commodity price fluctuations, actual demand, the speculative nature of exploration and project development (including the risks of obtaining environmental and other necessary licences, approvals and permits, the time and conditions attached to the same (which are not guaranteed and do not take into account any appeals to the grant of those licences, approvals and permits) and diminishing quantities or grades of reserves), changes to the regulatory and legislative framework within which De Grey, Northern Star or the Merged Group operates, economic and financial market conditions in various countries and regions and political risks. Further information in relation to risks is set out in Section 8.

Any such forward-looking statements are based on assumptions, qualifications and contingencies which are subject to change without notice and which may ultimately prove to be materially incorrect, as are statements about market and industry trends, which are based on interpretations of current market conditions. De Grey Shareholders should consider any forward-looking statements contained in this Scheme Booklet in light of such matters (and their inherent uncertainty) and not place reliance on such statements. Forward-looking statements are not guarantees or predictions of future performance and may involve significant elements of subjective judgment, assumptions as to future events that may not be correct, known and unknown risks, uncertainties and other factors, many of which are outside the control of Northern Star and De Grey. Any forward-looking statements are based on information available to Northern Star and De Grey as at the date of this Scheme Booklet. Except as required by law or regulation (including the ASX Listing Rules), Northern Star, De Grey and their respective directors, officers, employees, advisers, agents and other intermediaries disclaim any obligation or undertaking to finalise, check, supplement, revise or update forward-looking statements or to provide any additional or updated information, regardless of whether new information, future events, results or other factors (including any change in expectations or assumptions) affect the information contained in this Scheme Booklet.

Past performance

Past performance metrics and figures (including any data about past share price performance of De Grey and Northern Star), as well as pro forma financial information, included in this Scheme Booklet is given for illustrative purposes only and cannot be relied upon as an indicator of (and provide no guidance as to) future performance, including future share price performance of the Merged Group. Any such historical information is not represented as being, and is not, indicative of De Grey's or Northern Star's view on their future financial condition and/or performance, nor the future financial condition or performance of the Merged Group.

Implied value

All references in this Scheme Booklet to the value or implied value of the Scheme Consideration should not be taken as an indication that Scheme Shareholders will receive cash. The implied value of the Scheme Consideration is not fixed. Scheme Shareholders (other than Ineligible Shareholders) will receive that value in New Northern Star Shares as consideration for their De Grey Shares under the Scheme. Consequently, the implied value of the Scheme Consideration will depend on the price at which Northern Star Shares trade on the ASX after the issue of the New Northern Star Shares under the Scheme. There can be no guarantee of that price. This also applies to Ineligible Shareholders, who will not receive New Northern Star Shares as Scheme Consideration (instead, the New Northern Star Shares that they would have otherwise been entitled to will be remitted to the Sale Agent to sell on ASX or off-market through the Sale Facility). Any cash remitted to Ineligible Shareholders under the Scheme will depend on the Sale Proceeds obtained by the Sale Agent. Please refer to Sections 8.3 and 8.4 for a list of the key risk factors relating to the Merged Group.

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Presentation of historical financial information

Section 5.9 contains historical financial information relating to De Grey for the financial years ended 30 June 2023 and 30 June 2024 and the financial half-year ended 31 December 2024.

The historical financial information in Section 5.9 is a summary only and has been extracted for the purposes of this Scheme Booklet only. The information has been extracted from the audited financial reports of De Grey for the financial years ended 30 June 2023 and 30 June 2024 and the reviewed financial report of De Grey for the financial half-year ended 31 December 2024.

Section 6.13 contains historical financial information relating to Northern Star for the financial years ended 30 June 2023 and 30 June 2024 and the financial half-year ended 31 December 2024.

The historical financial information in Section 6.13 is a summary only and has been prepared and extracted for the purposes of this Scheme Booklet only. The information has been extracted from the audited financial reports of Northern Star for the financial years ended 30 June 2023 and 30 June 2024 and the reviewed financial report of Northern Star for the financial half-year ended 31 December 2024.

Privacy and personal information

De Grey and Northern Star may need to collect personal information in connection with the Scheme.

The personal information may include the names, contact details and details of holdings of De Grey Shareholders, together with contact details of individuals appointed as proxies, attorneys or corporate representatives for the purposes of the Scheme Meeting. Personal information is held on the public register in accordance with Chapter 2C of the Corporations Act. The primary purpose of the collection of personal information is to assist De Grey to conduct the Scheme Meeting and implement the Scheme, including the provision of Scheme Consideration. The information may be disclosed to De Grey, Northern Star and their respective Related Bodies Corporate and advisers, print and mail service providers, share registries, securities brokers and any other service provider to the extent necessary to implement the Scheme. The information may also be disclosed where required or permitted by law. Personal information may also be used to contact De Grey Shareholders in relation to the Scheme.

De Grey Shareholders who are individuals, and other individuals in respect of whom personal information is collected, have certain rights to access the personal information collected about them. De Grey Shareholders may contact the Registry if they wish to exercise such rights.

If the information outlined above is not collected, De Grey may be hindered in, or prevented from, conducting the Scheme Meeting or implementing the Scheme. De Grey Shareholders who appoint an individual as their proxy, attorney or corporate representative to vote at the Scheme Meeting should inform that individual of the matters outlined above.

External websites

Unless expressly stated otherwise, content on the websites of De Grey and Northern Star and any other websites referred to in this Scheme Booklet does not form part of this Scheme Booklet and references to those websites are for information purposes only. Accordingly, De Grey Shareholders should not rely on any such content in making their decision as to whether to vote in favour of the Scheme Resolution.

Defined terms and interpretation

Capitalised terms used in this Scheme Booklet (other than in the Independent Expert's Report (including the Independent Technical Specialist's Report) contained at Attachment B to this Scheme Booklet and the Independent Limited Assurance Report contained at Attachment C to this Scheme Booklet) are defined in the Glossary in Section 12. If a word or phrase is defined, its other grammatical forms have a corresponding meaning. The Independent Expert's Report (including the Independent Technical Specialist's Report) and the Independent Limited Assurance Report contain their own defined terms which are sometimes different from those set out in the Glossary in Section 12.

Any diagrams, charts, graphs and tables appearing in this Scheme Booklet are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in diagrams, charts, graphs and tables is based on information available at the Last Practicable Date. All numbers are rounded, unless otherwise indicated.

The financial amounts in this Scheme Booklet are expressed in Australian currency, unless stated otherwise. A reference to dollars, $, A$ or cents is to Australian currency, unless otherwise stated. This Scheme Booklet assumes an exchange rate of 0.66 to convert US$ dollars into A$[1], unless otherwise stated. The actual US dollar equivalent of these amounts from time to time will depend on the prevailing AUD/USD exchange rate.

All times referred to in this Scheme Booklet are references to time in Perth, Western Australia, Australia, unless stated otherwise.

JORC Code

It is a requirement of the ASX Listing Rules that the reporting of Ore Reserves and Mineral Resources in Australia comply with the JORC Code. Investors outside Australia should note that while Ore Reserve and Mineral Resource estimates of De Grey and Northern Star in this Scheme Booklet comply with the JORC Code, they may not comply with the relevant guidelines in other countries and, in particular, do not comply with: (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators; or (ii) Item 1300 of Regulation S-K, which governs disclosures of mineral reserves in registration statements filed with the U.S. Securities and Exchange Commission. Information contained in this Scheme Booklet describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements in jurisdictions outside Australia (including under Canadian or United States securities laws).

[1] Applying the average USD: AUD exchange rate for the year ended 31 December 2024, as published by the Reserve Bank of Australia.

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Competent Persons statements

Refer to Section 11.10 for the Competent Persons statements and other disclosures required under the ASX Listing Rules in respect of all Mineral Resource estimates, Ore Reserve estimates, Production Targets (and any financial information derived from those) and Exploration Results which are contained in this Scheme Booklet.

Effect of rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Scheme Booklet are subject to the effects of rounding. Accordingly, their actual calculation may differ from the calculations set out in this Scheme Booklet. Any discrepancies between totals in tables and sums of components contained in this Scheme Booklet and between those figures and figures referred to in other parts of this Scheme Booklet are due to rounding.

Supplementary information

If, between the date of this Scheme Booklet and the Effective Date, De Grey becomes aware of any of the following:

a) a material statement in this Scheme Booklet is false or misleading or deceptive;

b) a material omission from this Scheme Booklet;

c) a significant change affecting a matter included in this Scheme Booklet; or

d) a significant new matter that has arisen and that would have been required to be included in this Scheme Booklet if it had arisen before the date of lodgement of this Scheme Booklet for registration by ASIC,

De Grey will make supplementary material available to De Grey Shareholders. De Grey intends to make any supplementary material available by releasing that material to ASX (www.asx.com.au) and posting the supplementary material to De Grey's website (www.degreymining.com.au). Depending on the nature and timing of any changed circumstances and subject to obtaining any relevant approvals, De Grey may also send such supplementary material to De Grey Shareholders.

Date

This Scheme Booklet is dated 11 March 2025.

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Letter from the Chair of De Grey

Dear De Grey Shareholders,

On behalf of the De Grey Mining Ltd Board, I am pleased to provide you with this Scheme Booklet, which contains important information in relation to the proposed acquisition of De Grey by Northern Star Resources Ltd.

Background

As announced by De Grey and Northern Star on 2 December 2024, the parties have entered into a binding Scheme Implementation Deed under which it is proposed that Northern Star will acquire all of the De Grey Shares by way of a members' scheme of arrangement between De Grey and the Scheme Shareholders under Part 5.1 of the Corporations Act.

Under the terms of the Scheme, all Scheme Shareholders (other than Ineligible Shareholders) will receive 0.119 New Northern Star Shares for each De Grey Share held as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025). Ineligible Shareholders will not receive New Northern Star Shares and will instead, under the Sale Facility, be paid the Sale Proceeds of the sale of the New Northern Star Shares to which they would otherwise be entitled.

Based on the closing price of $17.51 per Northern Star Share on the last trading day on ASX prior to announcement of the Scheme (that is, $17.51 on 29 November 2024), the implied value of the Scheme Consideration of $2.08 per De Grey Share represents a premium of 37.1% to the undisturbed closing price of De Grey Shares on that date, and implies a fully diluted market capitalisation for De Grey of approximately $5 billion.[2]

De Grey Shareholders are being asked to vote on the Scheme Resolution at a Scheme Meeting scheduled for 2:00pm (AWST) on Wednesday, 16 April 2025. Should the Scheme be implemented, De Grey Shareholders will own approximately 20.0% of the Merged Group in aggregate.[3]

The purpose of this Scheme Booklet is to assist you to make an informed decision about how to vote in respect of the Scheme Resolution. It contains important information, including the reasons to vote in favour, or against, the Scheme Resolution (refer to Section 1) and certain risks relating to the Scheme, the Merged Group and De Grey if the Scheme does not proceed (refer to Section 8).

De Grey Directors' recommendation

The De Grey Directors have considered the potential advantages and disadvantages of the Scheme and unanimously recommend that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[4] Subject to these same qualifications, each De Grey Director also intends to vote, or cause to be voted, all De Grey Shares in which he or she has a Relevant Interest or the voting of which he or she controls in favour of the Scheme Resolution.

In reaching their unanimous recommendation, the De Grey Directors have considered various strategic alternatives for the future of De Grey, including funding and developing the Hemi Project on a standalone basis. In considering these alternatives, the De Grey Directors had regard to the costs and risks associated with continuing to develop the Hemi Project on a standalone basis, versus Northern Star's proven experience in further developing and operating large scale gold projects, together with its strong balance sheet, and ongoing operating cashflows, and a track record of paying dividends.

After considering these factors, and assessing the Scheme Consideration against a range of valuation benchmarks, the De Grey Directors formed the view that the Scheme Consideration is likely to provide a superior outcome for De Grey Shareholders in the short and medium term, compared to what may otherwise be available if De Grey continues to operate as a standalone entity.

The De Grey Directors believe the form of Scheme Consideration, being New Northern Star Shares, enables De Grey Shareholders to participate in the benefits of the Merged Group, including the potential for dividends in accordance with Northern Star's dividend policy (as described in Section 6.17), whilst still retaining exposure to the future upside potential of Hemi.

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[2] Based on 2,397,963,569 De Grey Shares, 6,385,456 De Grey Performance Rights and 136,913 De Grey Share Rights on issue (being the fully diluted capital of De Grey as at the Last Practicable Date).

[3] Includes New Northern Star Shares to be issued to the Sale Agent and sold as contemplated by the terms of the Sale Facility. Based on the number of De Grey Securities and Northern Star Shares on issue as at the Last Practicable Date (and therefore, does not include any new De Grey Share Rights proposed to be issued prior to the Second Court Hearing, as disclosed in Section 5.13). Assumes all of the De Grey Incentives are converted to De Grey Shares prior to the Record Date. Subject to rounding of fractional entitlements to New Northern Star Shares as set out in Section 3.2.

[4] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme which may differ from those of other De Grey Shareholders, in particular the interests disclosed in Section 3.8.

Certain interests of the De Grey Directors in the Scheme

In considering the unanimous recommendation of the De Grey Directors, De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme, which may differ from those of other De Grey Shareholders, in particular the following interests as at the Last Practicable Date:

- the accelerated vesting of the 1,505,416 De Grey Performance Rights held by Mr Jardine in the manner described in Section 11.3 (which, based on the implied value of the Scheme Consideration of $2.08 per De Grey Share[5] is worth approximately $3,131,265 in aggregate); and
- the accelerated vesting of the 12,315 De Grey Share Rights held by each of Ms Scotney and Mr Harvey in the manner described in Section 11.3 (as well as the additional $12,500 worth of De Grey Share Rights which they are each entitled to be issued prior to the Second Court Hearing, as disclosed in Section 5.13). Based on the implied value of the Scheme Consideration of $2.08 per De Grey Share,[5] the De Grey Share Rights held by each of Ms Scotney and Mr Harvey as at the Last Practicable Date are worth approximately $25,615 per person.[6]

A further summary of these interests is set out in Section 3.8, with further detail on the interests of each De Grey Director set out in Section 11.2.

As at the Last Practicable Date, the De Grey Directors collectively have a Relevant Interest in 25,118,308 De Grey Shares (representing approximately 1.05% of the De Grey Shares on issue as at the Last Practicable Date on an undiluted basis).[7]

If the Scheme becomes Effective, the De Grey Directors will be entitled to receive New Northern Star Shares as Scheme Consideration for each De Grey Share that they hold as at the Record Date (which will include any De Grey Shares issued on the accelerated vesting of the De Grey Incentives held by the De Grey Directors, as described in Section 11.3 and on exercise of the vested De Grey Share Rights held by Mr Hood AO as set out in Section 11.2).

Further, De Grey has offered Mr Jardine a short-term retention and incentive payment of $342,500 to further align his interests with those of De Grey Shareholders in implementing the Scheme. The payment is conditional on the Scheme being implemented on or before the End Date, as described further in Section 11.4(c).

Key benefits of the Scheme for De Grey shareholders

In reaching their unanimous recommendation, the De Grey Directors also had regard to a range of potential benefits to De Grey Shareholders who will receive New Northern Star Shares as Scheme Consideration, including the following:

- the implied value of the Scheme Consideration represents a significant and attractive premium to the historical trading prices of De Grey Shares on the ASX;
- the Scheme Consideration provides De Grey Shareholders with ongoing participation in the future upside potential of Hemi and broader exploration portfolio through a meaningful 20.0%[3] aggregate ownership in the Merged Group;
- by receiving New Northern Star Shares, De Grey Shareholders will benefit from:
  - Northern Star's proven project development and operational expertise, as well as its strong balance sheet and funding capability, which will help de-risk the development of Hemi;
  - becoming part of a globally significant ASX-50 Western Australian led gold producer with enhanced market positioning, trading liquidity and a track record of paying dividends;
  - gaining exposure to Northern Star's assets, resulting in a more diversified portfolio of high-quality operating hubs with significant organic production growth potential; and
  - exposure to immediate gold production and strong free cashflow; and
- Australian resident De Grey Shareholders may be eligible for capital gains tax roll-over relief.

De Grey Shareholders who receive New Northern Star Shares under the Scheme may also be subject to certain risks associated with the Merged Group, as detailed in Sections 8.3 and 8.4, including but not limited to:

- fluctuations in the gold price;
- a change in risk and investment profile;
- any failure to realise the benefits of the Scheme;
- the dependence on licences, permits and approvals to conduct the Merged Group's operations, including in particular the approvals required to commence construction and operation of the Hemi Project (noting that such approvals are equally applicable to De Grey if the Scheme is not implemented and De Grey were to continue as a standalone entity, as detailed in Section 5.2(c)); and
- integration and development risks.[8]

The potential advantages and disadvantages of the Scheme, and some of the reasons to vote in favour of or against the Scheme Resolution, are set out in further detail in Section 1.

[5] Based on the closing price of $17.51 per Northern Star Share on the last trading day on ASX prior to announcement of the Scheme (that is, on 29 November 2024).

[6] To avoid doubt, the additional $12,500 worth of Share Rights to be issued to each of Ms Scotney and Mr Harvey prior to the Second Court Hearing have not been included in this calculation.

[7] In addition, Mr Glenn Jardine holds 1,505,416 De Grey Performance Rights, Mr Peter Hood holds 112,283 De Grey Share Rights, Mr Paul Harvey holds 12,315 De Grey Share Rights and Ms Emma Scotney holds 12,315 De Grey Share Rights as at the Last Practicable Date, which may convert into De Grey Shares in connection with the Scheme (refer to Section 11.3).

[8] Refer to the definition of 'development risk' in Section 12.

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Independent Expert's Report

De Grey has appointed KPMG Financial Advisory Services (Australia) Pty Ltd as the Independent Expert to assess the merits of the Scheme. The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders, in the absence of a superior proposal.

The De Grey Board encourages you to read and consider the Independent Expert's Report, which is contained at Attachment B to this Scheme Booklet.

Implementation of the Scheme

Implementation of the Scheme is subject to certain Conditions, which are described in Section 10.6(a), including approval by the Requisite Majorities of De Grey Shareholders at the Scheme Meeting and by the Court at the Second Court Hearing. De Grey and Northern Star have termination rights under the Scheme Implementation Deed in certain circumstances which are summarised in Section 10.6(h).

Your vote is important

Your vote is important and I encourage you to vote by attending the Scheme Meeting in person or online, or by appointing a proxy, attorney or corporate representative to vote at the Scheme Meeting (refer to Section 4 for instructions).

This Scheme Booklet is being dispatched to De Grey Shareholders shortly after its release to the ASX. De Grey Shareholders who have elected to receive electronic communications will be sent an email containing instructions on how to view or download a copy of this Scheme Booklet, as well as instructions on how to lodge their proxies for the Scheme Meeting. De Grey Shareholders who have elected to receive communications via post will receive a printed copy of this Scheme Booklet together with a personalised proxy form.

The Notice of Scheme Meeting is contained at Attachment A to this Scheme Booklet. The Notice of Scheme Meeting contains further instructions on how to attend the Scheme Meeting and how to cast your vote.

You should read this Scheme Booklet (including the Independent Expert's Report) carefully and in its entirety. You should also seek independent legal, financial, tax or other professional advice before deciding how to vote in respect of the Scheme Resolution.

If you require any further information, please contact the De Grey Shareholder Information Line on 1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday (excluding Australian public holidays).

Conclusion

On behalf of the De Grey Directors, I would like to thank you for your ongoing support of De Grey. We believe that the Scheme will deliver a highly attractive outcome that is in the best interests of De Grey Shareholders, in the absence of any Superior Proposal emerging.

As a long-term shareholder of De Grey I, along with my fellow De Grey Directors, will be voting those De Grey Shares in which I have a Relevant Interest or the voting of which I control in favour of the Scheme Resolution subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.

The De Grey Directors look forward to your participation at the Scheme Meeting and encourage you to vote in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.



Simon Lill

Independent Non-Executive Chair

De Grey Mining Ltd

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Letter from the Chairman of Northern Star Resources Ltd

Dear De Grey Shareholders,

On behalf of the Northern Star Board, I am delighted to provide you with the opportunity to participate in the proposed Scheme to become a shareholder of Northern Star.

Northern Star is an ASX-50 gold producer headquartered in Subiaco, Western Australia, operating three production centres in Kalgoorlie and Yandal in Western Australia and Alaska in the USA. Our purpose is to generate superior returns for our shareholders, while providing positive benefits for our stakeholders through operational effectiveness, exploration and active portfolio management. Northern Star delivered Cash Earnings of $1.8 billion in FY24 and $1.1 billion over the six months to 31 December 2024.

Northern Star is currently delivering its fully funded five year Profitable Growth Strategy announced in July 2021 to achieve its strategic goal of 2Mozpa in Northern Star Group gold production by FY26.[9] The KCGM Mill Expansion which is currently in its second year of build after the final investment decision announcement in June 2023, is expected to increase KCGM Operations' gold production to 650kozpa by FY26 and to approximately 900kozpa from FY29 (steady state), following a two-year ramp-up (FY27 to FY28). When we announced the Transaction with De Grey on 2 December 2024 we had contemplated a pro-forma production target for the Merged Group to FY29 that included projected production from the Hemi Project. Once the Hemi Project's approvals are received and the production horizon becomes clearer during FY27, the Merged Group expects to provide an updated production target that appropriately recognises the projected contribution from the Hemi Project.[10] De Grey Shareholders should bear in mind that the Hemi Project is currently subject to development risks, and will continue to be subject to those risks as the Merged Group progresses towards a final investment decision for the Hemi Project.

By participating in the Scheme and receiving Northern Star Shares at a significant and attractive premium to De Grey's ASX trading price, as our shareholder you will retain exposure to the long-term upside of the Hemi Project and benefit from its development being significantly derisked through Northern Star's proven development and operating capability alongside its strong balance sheet and funding capability. The Merged Group will leverage Northern Star's operating experience, development capabilities and industry relationships, to develop Hemi to its maximum potential alongside the De Grey team.

As our shareholder you will also gain exposure to Northern Star's three production centres all located in two of the most attractive mining investment regions globally, namely Western Australia and Alaska[11], with significant organic production growth potential. Subject to implementation of the Scheme and commencement of production at Hemi, Northern Star will operate across four production centres in those same regions, reinforcing our position as a globally significant gold producer.

As a shareholder in Northern Star, you will become part of a globally significant ASX-50 gold producer with enhanced market positioning, significant trading liquidity and a track record of paying dividends. Northern Star's STARR Core Values of Safety, Teamwork, Accountability, Respect and Results are evident in our industry leading safety performance and shareholder returns.

We recognise and congratulate the De Grey team who have successfully advanced and de-risked the Hemi Project from an exploration discovery in 2019, to completing a Definitive Feasibility Study in 2023 which outlined an economically robust, low-cost and long-life operation.

The De Grey Board has unanimously recommended that you vote in favour of the proposed Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[12] The De Grey Board's decision has been further supported by the Independent Expert, who has concluded that the Scheme is both fair and reasonable and in the best interests of De Grey Shareholders. De Grey Shareholders are reminded to carefully consider Section 1 of this Scheme Booklet, which outlines both the key reasons to support the Schemes and the potential reasons why you might not support it. These are the matters that the De Grey Directors weighed up in reaching their unanimous recommendation. When considering whether to vote in favour of the Scheme, De Grey Shareholders should also have regard to Sections 8.3 and 8.4, for the risks associated with an investment in the Merged Group, and Section 8.5 for the risks to De Grey Shareholders if the Scheme does not proceed.

On behalf of the Northern Star Board, I look forward to welcoming you as a Northern Star Shareholder upon successful implementation of the Scheme.

Yours sincerely

Michael Chaney AO

Chairman

Northern Star Resources Ltd

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9 Northern Star FY26 production target

10 Refer to Section 7.8 for the reasons why Northern Star considers De Grey Shareholders should disregard the forecast pro-forma production target for the Merged Group contained in the joint ASX announcements released by De Grey and Northern Star at launch of the Scheme (on 2 December 2024).

11 Fraser Institute Annual Survey of Annual Survey of Mining Companies 2023, Investment Attractiveness Index ranks Western Australia as the fourth and Alaska as the eleventh most attractive jurisdiction globally for mining-related investment: www.fraserinstitute.org/studies/annual-survey-of-mining-companies-2023.

12 De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme which may differ from those of other De Grey Shareholders, in particular the interests disclosed in Section 3.8.

Key Dates

Event	Date and Time
First Court Date The date on which the Court made orders convening the Scheme Meeting	10 March 2025
Date of this Scheme Booklet	11 March 2025
Last date for lodgement of proxy forms Last date for proxy forms or powers of attorney to be received by the Registry for the Scheme Meeting	2:00pm on 14 April 2025
Eligibility to vote at the Scheme Meeting Time and date for determining eligibility to vote at the Scheme Meeting	5:00pm on 14 April 2025
Scheme Meeting	2:00pm on Wednesday, 16 April 2025
If the Scheme Resolution is approved by the Requisite Majorities of De Grey Shareholders at the Scheme Meeting:	
Second Court Date De Grey to apply for Court orders approving the Scheme	10:15am on 22 April 2025
Effective Date	23 April 2025
Last date of trading of De Grey Shares	23 April 2025
Opt-In Notice Cut-Off Date Last date for an Opt-In Election to be received by the Registry for Small Shareholders to receive New Northern Star Shares as Scheme Consideration	5:00pm on 24 April 2025
Record Date Record date to determine entitlements to Scheme Consideration	5:00pm on 28 April 2025
Implementation Date Issue of Scheme Consideration	5 May 2025
Last day of deferred settlement trading of New Northern Star Shares Last day of deferred settlement trading on ASX of New Northern Star Shares issued as Scheme Consideration	5 May 2025
New Northern Star Shares commence trading on ASX on a normal (T+2) settlement basis	6 May 2025
Delisting of De Grey from ASX	6 May 2025
Dispatch of transaction confirmation statements for New Northern Star Shares	7 May 2025

All references to times above are to AWST unless otherwise specified.

The above times and dates are indicative only and subject to change. Among other things, dates and times following the date of the Scheme Meeting are subject to necessary approvals from the Court and all other Conditions to the Scheme being satisfied or waived (as applicable). De Grey reserves the right to vary the above dates and times in consultation with Northern Star and otherwise in accordance with the Scheme Implementation Deed, and any changes will be announced by De Grey to the ASX.

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1 Key considerations relevant to your vote

The De Grey Directors unanimously recommend that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution, and each De Grey Director intends to vote, or cause to be voted, all De Grey Shares in which he or she has a Relevant Interest or the voting of which he or she controls, in favour of the Scheme Resolution, in each case subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[13]

This Section 1 describes some of the key considerations relevant to your vote on the Scheme Resolution, including some of the reasons why De Grey Shareholders may wish to vote in favour of or (notwithstanding the De Grey Directors' unanimous recommendation) against the Scheme Resolution.

Further information regarding the De Grey Directors' unanimous recommendation and the interests of the De Grey Directors in the outcome of the Scheme is disclosed in Sections 3.6 and 3.8.

You should read this Scheme Booklet in full, including the Independent Expert's Report, before deciding how to vote at the Scheme Meeting. You should also seek professional advice on your particular circumstances, as appropriate.

1.1 Summary of some of the reasons why you might vote for or against the Scheme Resolution

a) Reasons to vote in favour of the Scheme Resolution
✓ The De Grey Directors unanimously recommend that you vote in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders[14]
✓ The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders in the absence of a superior proposal
✓ The implied value of the Scheme Consideration represents a significant and attractive premium to the historical trading prices of De Grey Shares prior to the announcement of the Scheme
✓ The Scheme Consideration provides De Grey Shareholders (other than Ineligible Shareholders) with ongoing participation in the future upside potential of Hemi and De Grey's broader exploration portfolio through a meaningful 20.0%[3] aggregate ownership in the Merged Group
✓ De Grey Shareholders who receive New Northern Star Shares will benefit from Northern Star's proven project development and operational expertise, as well as its strong balance sheet and funding capability, which will help de-risk the development of the Hemi Project
✓ De Grey Shareholders who receive New Northern Star Shares will gain exposure to Northern Star's assets resulting in a more diversified portfolio of high quality operating hubs with significant organic production growth potential
✓ De Grey Shareholders who receive New Northern Star Shares will become part of a globally significant ASX-50 Western Australian led gold producer with enhanced market positioning, trading liquidity and a track record of paying dividends
✓ De Grey Shareholders who receive New Northern Star Shares will benefit from exposure to immediate gold production and strong free cash flow
✓ No Superior Proposal has emerged as at the date of this Scheme Booklet
✓ Australian resident De Grey Shareholders who receive New Northern Star Shares may be eligible for capital gains tax roll-over relief under the Scheme
✓ De Grey Shares might trade at a lower price if the Scheme is not implemented and no equivalent or superior proposal emerges

[13] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme which may differ from those of other De Grey Shareholders, in particular the interests disclosed in Section 3.8.

[14] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme which may differ from those of other De Grey Shareholders, in particular the interests disclosed in Section 3.8.

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These reasons are discussed in further detail in Section 1.2 below.

b) Reasons to vote against the Scheme Resolution	
✗	You may believe that the Scheme is not in your individual best interests and disagree with the unanimous recommendation by the De Grey Directors and the conclusion of the Independent Expert
✗	Your exposure to De Grey's key asset, Hemi, will be diluted in the Merged Group
✗	You may consider there is potential for a superior proposal to be made for De Grey in the future
✗	The investment and risk profile of the Merged Group differs from that of De Grey as a standalone entity, and you may believe it is in your best interests to maintain your current investment and risk profile
✗	The implied value of the Scheme Consideration is not fixed and will depend on the price at which Northern Star Shares trade on the ASX at the Implementation Date
✗	The potential tax consequences of the Scheme may not suit your current financial position or tax circumstances

These reasons are discussed in further detail in Section 1.3 below.

1.2 Reasons to vote in favour of the Scheme Resolution

a) The De Grey Directors unanimously recommend that you vote in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders[15]

In reaching this unanimous recommendation, the De Grey Directors considered (among other things):

- the merits and strategic rationale of the Scheme (which are outlined in this Section 1.2);
- the merits and challenges of continuing to operate De Grey as a standalone entity, and the various alternate courses of action and strategic alternatives available to De Grey, including continuing to fund and develop Hemi on a standalone basis and the time, cost and risk associated with this;
- the benefits which may be delivered from Northern Star's proven experience in further developing and operating large scale gold projects, together with its strong balance sheet and ongoing operating cashflows;
- the implied value of the Scheme Consideration against a range of valuation benchmarks; and
- the likelihood of a Superior Proposal emerging in the future.

The De Grey Directors believe that the potential advantages of the Scheme (including those summarised in this Section 1.2) significantly outweigh the potential disadvantages of the Scheme (including those summarised in Section 1.3). The De Grey Directors also consider that the Scheme has the potential to realise greater benefits to De Grey Shareholders than any other alternative currently available, including remaining as a standalone entity.

Each De Grey Director intends to vote, or cause to be voted, all De Grey Shares in which he or she has a Relevant Interest or the voting of which he or she controls in favour of the Scheme Resolution. The De Grey Directors collectively hold or control approximately 1.05% of the De Grey Shares on issue on an undiluted basis. The interests of the De Grey Directors in De Grey Securities are set out in Section 11.2.

In considering the unanimous recommendation of the De Grey Directors, De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme, which may differ from those of other De Grey Shareholders as summarised in Section 3.8.

b) The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders, in the absence of a superior proposal

The Independent Expert has considered the terms of the Scheme and concluded that, in the absence of a superior proposal, the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders.

The reasons why the Independent Expert reached this conclusion are set out in the Independent Expert's Report, a copy of which is included at Attachment B to this Scheme Booklet. The potential advantages and disadvantages of the Scheme (as identified by the Independent Expert) are set out in section 3.2 of the Independent Expert's Report.

In forming its view, the Independent Expert has assessed:

- the value of De Grey to lie in the range of $4,032.0 million to $4,792.5 million, inclusive of a premium for control, which equates to an assessed value per De Grey Share (on a diluted basis) of between $1.68 and $1.99 per De Grey Share; and
- the value of the Scheme Consideration to be in the range of $1.92 to $2.08, based on an estimated trading value range of a share in the Merged Group of $16.10 to $17.45.

[15] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme which may differ from those of other De Grey Shareholders, in particular the interests disclosed in Section 3.8.

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As the Scheme Consideration exceeds the Independent Expert's assessed value range for a De Grey Share, the Independent Expert considers the Scheme Consideration to be fair and therefore reasonable.

Ultimately, the Independent Expert concludes that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders, in the absence of a superior proposal.

The De Grey Directors recommend that De Grey Shareholders read the Independent Expert's Report in full.

c) The implied value of the Scheme Consideration represents a significant and attractive premium to the historical trading prices of De Grey Shares prior to the announcement of the Scheme

Under the terms of the Scheme, De Grey Shareholders (other than Ineligible Shareholders) will receive 0.119 New Northern Star Shares for each De Grey Share held as at the Record Date. Based on the closing price of Northern Star Shares on the last trading day on ASX prior to announcement of the Scheme (being 29 November 2024), the implied value of the Scheme Consideration is $2.08 per De Grey Share.[2] The implied value of the Scheme Consideration is not fixed and changes with movements in the Northern Star Share price

The implied value of the Scheme Consideration represents a significant and attractive premium of:

- 37.1% to the closing price of $1.52 per De Grey Share on 29 November 2024 (being the last trading day on ASX prior to the announcement of the Scheme) and the implied value of the Scheme Consideration as at 29 November 2024 of $2.08 per De Grey Share;
- 43.9% to the 30-day volume-weighted average price of $1.45 per De Grey Share up to and including 29 November 2024; and
- 47.9% to the closing price on an enterprise value basis of $1.18 per De Grey Share on 29 November 2024.[16]

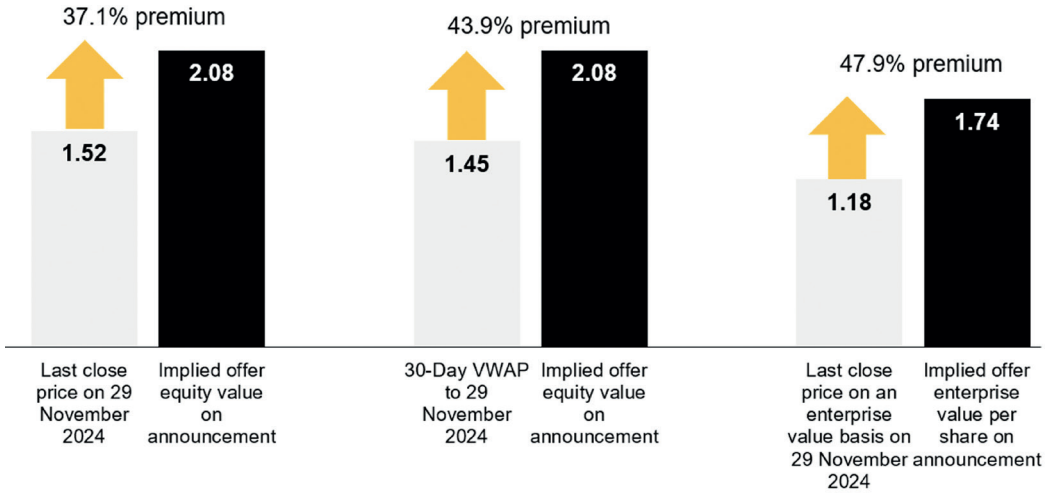


Figure 1: Premium of New Northern Star Shares as Scheme Consideration

d) The Scheme Consideration provides De Grey Shareholders (other than Ineligible Shareholders) with ongoing participation in the future potential upside of Hemi and De Grey's broader exploration portfolio through a meaningful 20.0%[3] aggregate ownership in the Merged Group

De Grey's Hemi Project is located in one of the most attractive mining investment regions globally[17] and, once developed, is estimated to produce an average of 530koz of gold per annum over the first ten years of its mine life at an attractive AISC of $1,295 per ounce.[18] Further, there is significant exploration potential and opportunity to grow any future production output and mine life at Hemi, with potential for underground mining, several highly prospective regional targets and a large existing Mineral Resource of 13.6Moz of contained gold across the greater Hemi area. Currently, 6.0Moz of gold (or 44% of the total estimated Mineral Resources) is converted into Ore Reserves, which underpins the Hemi DFS mine life of 12 years (99% based on Ore Reserves).[19]

By receiving 0.119 New Northern Star Shares for each De Grey Share held as at the Record Date, De Grey Shareholders (other than Ineligible Shareholders) will become shareholders in an ASX-50 company, gain exposure to Northern Star's operations and continue to retain exposure to any future production and cashflows generated from the Hemi Project, as well as the potential upside from underground mining or exploration success, through a meaningful 20.0%[3] aggregate ownership in the Merged Group.

e) De Grey Shareholders who receive New Northern Star Shares will benefit from Northern Star's proven project development and operational expertise, as well as its strong balance sheet and funding capability, which will help de-risk the development of the Hemi Project

Northern Star is a global-scale gold producer, and the largest Australian headquartered gold producer by market capitalisation listed on the ASX. Northern Star anticipates delivering FY25 gold production of 1.65Moz to 1.8Moz across its three existing production centres (Kalgoorlie, Pogo and Yandal).

[16] Based on De Grey's closing price of $1.52 per Share on 29 November 2024 and deducting for De Grey's cash balance of ~$828 million as at 30 September 2024. Assumes 2,396,757,505 De Grey Shares, 1,294,087 De Grey Options, 6,555,510 De Grey Performance Rights and 112,283 De Grey Share Rights as at 29 November 2024.

[17] Fraser Institute Annual Survey of Annual Survey of Mining Companies 2023, Investment Attractiveness Index ranks Western Australia as the fourth most attractive jurisdiction globally for mining-related investment: www.fraserinstitute.org/studies/annual-survey-of-mining-companies-2023.

[18] Production and AISC estimates based on the first 10-years of mine life at Hemi under the Definitive Feasibility Study (**DFS**) published on 28 September 2023.

[19] Refer to Section 5.5 for further details regarding De Grey's Mineral Resources and Ore Reserves, including their classification.

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Northern Star has overseen development and expansion activities across a number of gold projects and is currently undertaking the KCGM Mill Expansion project, a major expansion at its KCGM operations in Kalgoorlie (expected for completion in FY26). Northern Star will be able to capitalise on existing, inbuilt project capability of its KCGM Mill Expansion project team by either transitioning the team to, or expanding the remit of the team to include, development of the Hemi Project (depending on the ultimate development timelines for Hemi, see more at Section 7.8); alongside existing members of De Grey's current workforce. In addition to Northern Star's inbuilt project capability, the Hemi Project will also benefit from Northern Star's significant experience in operating the development of complex refractory orebodies similar to those contained at the Hemi Project, including in relation to ultra fine grinding at KCGM and roasting at Kanowna Belle.

As a standalone entity, De Grey is in a period of exposure to development risks, as it continues to progress towards a final investment decision for the Hemi Project, including, in particular, those risks set out in Sections 8.3(d) (Dependence on licences, permits and approvals) 8.3(e) (Development risk), 8.3(f) (Risk of development delay) 8.3(g) (Operating risks), 8.3(h) (Native Title), 8.3(i) (Aboriginal cultural heritage), 8.3(j) (Water), and 8.5. For example, De Grey has yet to execute final debt financing documents for the Hemi Project. Northern Star has an investment grade credit rating with a robust balance sheet and significant liquidity position. If the Scheme is implemented, the Merged Group will hold cash, bullion and short-term deposits of $2.0 billion (pro forma as at 31 December 2024) and have access to $1.5 billion of undrawn debt under Northern Star's existing corporate bank facilities (see Section 7.9 for the combined pro forma historical financial information of the Merged Group). Furthermore, the Merged Group will have expected strong cashflow generation via Northern Star's existing production centres, which delivered Cash Earnings[20] of approximately $1.8 billion in FY24 and $1.1 billion over the first six months of FY25.

Further, those De Grey Shareholders will benefit from the significant financial strength and diversification of the Merged Group, which will reduce their potential exposure to any further funding required, in addition to likely improving the terms of the overall funding package in connection with the development of Hemi.

Further information about Northern Star's intentions for De Grey and the Hemi Project is set out in Section 7.

f) De Grey Shareholders who receive New Northern Star Shares will gain exposure to Northern Star's assets resulting in a more diversified portfolio of high quality operating hubs with significant organic production growth potential

De Grey shareholders who receive New Northern Star Shares as Scheme Consideration will benefit from the exposure to Northern Star's high quality diversified asset portfolio which is anticipated to provide a lower risk exposure than that experienced as shareholders of De Grey which is currently a single asset development company.

The Merged Group will have a portfolio of diversified projects; Northern Star operates three production centres located in two of the most attractive mining investment regions globally:[11] Kalgoorlie, Pogo and Yandal, from which it expects to achieve gold production of 1.65Moz to 1.8Moz in FY25.

While approvals are still required to commence construction and operation of the Hemi Project (as detailed in Sections 5.2(c) and 8.3(d)), if the Scheme is implemented, De Grey Shareholders who receive New Northern Star Shares as Scheme Consideration will also gain exposure to Northern Star's three major operating hubs, all of which are located in attractive mining jurisdictions and have significant organic production growth potential under Northern Star's Profitable Growth Strategy.

Northern Star is targeting organic production growth from between 1.65Moz to 1.8Moz in FY25, to 2.0Moz in FY26. KCGM, which sits in Northern Star's Kalgoorlie production centre, is a key factor of the Profitable Growth Strategy with FY26 target production of 650koz increasing to 900koz from FY29 following completion of the KCGM Mill Expansion project. More information about Northern Star's operating assets is contained in Section 6.4.

The Hemi Project will increase the scale and diversification of the Merged Group which will hold a 74.9Moz contained Mineral Resource.[21] Refer to Section 7.8 for information about the expected growth pathway of the Merged Group.

g) De Grey Shareholders who receive New Northern Star Shares will become part of a globally significant ASX-50 Western Australian led gold producer with enhanced market positioning, trading liquidity and a track record of paying dividends

Northern Star is the largest Australian headquartered gold producer and is currently included in the ASX-50. Northern Star had an average daily traded value of $80.2 million over the 90 trading days prior to the Last Practicable Date, relative to De Grey's $24.1 million average daily traded value over the same period. If the Scheme is implemented, the Merged Group will have a pro forma market capitalisation of approximately $24.6 billion[3] (based on the closing price of $17.22 per Northern Star Share on the Last Practicable Date).

Northern Star has a strong history of disciplined capital management. Northern Star has delivered $2.027 billion to its shareholders under capital management initiatives since its incorporation, including share buy backs and dividends paid (excluding the $286 million FY25 interim dividend declared and not yet paid). Northern Star paid a record FY24 total dividend of 40 cents per Northern Star Share, returning $460 million to shareholders and on 13 February 2025 declared an FY25 interim dividend of 25 cents to return $286 million to shareholders on 27 March 2025, demonstrating its commitment to delivering substantial returns to shareholders. More information about Northern Star's dividend history is set out in Section 6.17. Northern Star's existing dividend policy is to pay dividends in the range of 20% to 30% of its Cash Earnings, which, as described in Section 7.5(f), it intends to maintain in the Merged Group. De Grey Shareholders who receive Northern Star Shares as Scheme Consideration are likely to benefit from Northern Star's intention to continue paying dividends following implementation of the Scheme, which would result in dividends being received several years earlier than could otherwise be the case if De Grey remained a standalone entity.

If the Scheme is implemented, De Grey Shareholders who receive New Northern Star Shares as Scheme Consideration will become part of Northern Star, a Western Australian led gold producer with a reputation for a strong culture and a focus on environmental and social responsibility, as described in Section 6.9, and will also benefit from enhanced trading liquidity, larger free float and inclusion in relevant market indices as part of the Merged Group.

[20] Cash Earnings' means Underlying EBITDA less net interest, tax and sustaining capital. 'Underlying EBITDA' means net profit after tax, before interest, tax, depreciation and amortisation adjusted for specific items.

[21] Refer to Section 11.10 for the Competent Persons Statements and other disclosures required under the ASX Listing Rules in respect of all Mineral Resource and Ore Reserve data contained in this Scheme Booklet.

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h) De Grey Shareholders who receive New Northern Star Shares will benefit from exposure to immediate gold production and strong free cash flow

If the Scheme is implemented, De Grey Shareholders who receive New Northern Star Shares as Scheme Consideration will benefit from exposure to Northern Star's immediate gold production and cash flow generation, which is highly leveraged to the current strong gold price.

As outlined above, Northern Star is an established gold producer, operating from its Kalgoorlie, Yandal and Pogo production centres, with forecast FY25 gold production of 1.65Moz to 1.8Moz. Importantly, Northern Star is expected to operate at an AISC of between $1,850 and $2,100 per ounce in FY25, which is anticipated to deliver strong operating margins relative to the current gold price of $4,615 per ounce (as at the Last Practicable Date).

Furthermore, Northern Star's existing production centres delivered strong Cash Earnings of approximately $1.8 billion in FY24 and on 13 February 2025 declared an FY25 interim dividend of 25 cents to return $286 million to shareholders on 27 March 2025.

i) No Superior Proposal has emerged as at the date of this Scheme Booklet

Since the announcement of the Scheme on 2 December 2024 and up to the date of this Scheme Booklet, no Superior Proposal has emerged and the De Grey Board is not currently aware of any potential Superior Proposal. However, there is the potential for a Superior Proposal to emerge before the Scheme becomes Effective.

If a proposal for an alternative transaction is received prior to the Scheme Meeting, the De Grey Directors will carefully consider the proposal to determine whether it is or could reasonably be expected to become or lead to a Superior Proposal, in accordance with, and subject to, the terms of the Scheme Implementation Deed. De Grey is subject to certain exclusivity arrangements under the Scheme Implementation Deed. Subject to this regime, De Grey Directors will keep De Grey Shareholders informed if a Superior Proposal emerges before the Scheme Meeting in accordance with its continuous disclosure obligations.

j) Australian resident De Grey Shareholders who receive New Northern Star Shares may be eligible for capital gains tax roll-over relief under the Scheme

De Grey Shareholders who receive New Northern Star Shares as Scheme Consideration, are Australian tax residents and who make a capital gain from the disposal of their De Grey Shares may be eligible for CGT scrip-for-scrip roll-over relief. Broadly, roll-over relief enables these De Grey Shareholders to disregard the capital gain they make from the disposal of the De Grey Shares under the Scheme.

De Grey has received a non-binding draft class ruling from the ATO which provides that roll-over relief is available for these De Grey Shareholders. However, the draft class ruling cannot be relied upon by De Grey Shareholders until it is issued in final form by the ATO. The final class ruling is not expected to be issued by the ATO until after the Implementation Date (currently expected to be 5 May 2025).

Further details of the tax implications of the Scheme are set out in Section 9. All De Grey Shareholders are advised to seek independent professional advice regarding their particular circumstances including, for De Grey Shareholders resident outside Australia for tax purposes, foreign tax consequences.

In addition, De Grey Shareholders will not incur any brokerage cost on the transfer of their De Grey Shares to Northern Star Shares under the Scheme. Brokerage may be incurred if De Grey Shareholders transfer De Grey Shares other than under the Scheme.

k) De Grey Shares might trade at a lower price if the Scheme is not implemented and no equivalent or superior proposal emerges

Between announcement of the Scheme and the Last Practicable Date, De Grey Shares have traded in the range of $1.74 to $2.14 per De Grey Share, reflecting the implied value of the Scheme Consideration.

Figure 2 below shows the price performance of De Grey Shares relative to the VanEck Gold Miners Index since the last trading day prior to announcement of the Scheme.

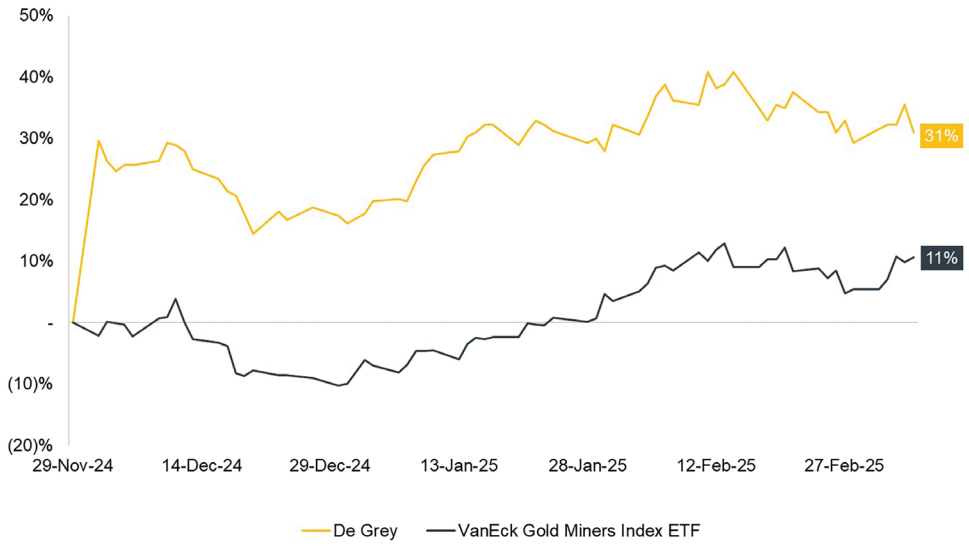


Figure 2: Price performance of De Grey Shares relative to the VanEck Gold Miners Index from the last trading day prior to announcement of the Scheme to the Last Practicable Date

Source: FactSet as at the Last Practicable Date

Your De Grey Directors expect that, if the Scheme does not proceed and no equivalent or superior proposal emerges, the trading price of your De Grey Shares on ASX may fall, potentially to a price that is below its recent trading price (and the implied value of the Scheme Consideration).

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1.3 Reasons to vote against the Scheme Resolution

a) You may believe that the Scheme is not in your individual best interests and disagree with the unanimous recommendation by the De Grey Directors and the conclusion of the Independent Expert

Despite the unanimous recommendation of the De Grey Directors and the conclusion of the Independent Expert, you may consider that the Scheme is not in your individual best interests. A copy of the Independent Expert's Report is contained at Attachment B to this Scheme Booklet.

b) Your exposure to De Grey's key asset, Hemi will be diluted in the Merged Group

If the Scheme is implemented, De Grey Shareholders who receive New Northern Star Shares as Scheme Consideration will become investors in the Merged Group. Those De Grey Shareholders will collectively own approximately 20.0%[3] of the Merged Group in aggregate. Accordingly, De Grey Shareholders will have a reduced exposure to De Grey's existing assets, including the Hemi Project.

Notwithstanding the risks associated with De Grey continuing as a standalone entity, as summarised in Section 1.2(e) and detailed in Section 8.5, you may wish for De Grey to remain a standalone entity because you have invested in De Grey to seek exposure to a company with the specific characteristics of De Grey and you do not want to have investment exposure to Northern Star and its assets.

c) You may consider there is potential for a superior proposal to be made for De Grey in the future

It is possible that a superior proposal for De Grey could emerge in the future, notwithstanding the implied value of the Scheme Consideration and the premium it represents, and the other considerations set out in Section 1.2. The implementation of the Scheme would mean that De Grey Shareholders would not obtain the benefit of any such proposal.

The De Grey Directors are not currently aware of any potential superior proposal, and none have emerged since announcement of the Scheme on 2 December 2024.

d) The investment and risk profile of the Merged Group differs from that of De Grey as a standalone entity, and you may believe it is in your best interests to maintain your current investment and risk profile

You may prefer to keep your De Grey Shares to preserve your investment in a listed public company with the specific characteristics of De Grey. In particular, you may consider that, despite the risk factors relevant to De Grey's potential future operations as a standalone entity (including those set out in Section 8.5), De Grey may be able to return greater value from its assets by remaining a standalone entity or by seeking alternative corporate transactions in the future or that the risks related to the Merged Group (including those as set out in Sections 8.3 and 8.4) outweigh the risks of De Grey remaining as a standalone entity. You may also consider that it would be difficult to identify or invest in alternative investments that have a similar investment profile to De Grey.

In assessing the Scheme and reaching their unanimous recommendation, the De Grey Directors and their advisers evaluated the benefits and risks to De Grey's continuing operations against other strategic alternatives. In deciding to unanimously recommend the Scheme, the De Grey Directors determined that, on balance, the value represented by the Scheme Consideration and the risks associated with the Scheme would be more favourable to De Grey Shareholders than the options and risks that might otherwise be available to or faced by De Grey Shareholders if they were to retain their investment in De Grey.

e) The implied value of the Scheme Consideration is not fixed and will depend on the price at which Northern Star Shares trade on the ASX at the Implementation Date

The Scheme Consideration is based on a fixed exchange ratio and as a result the implied value of the Scheme Consideration will change over time depending on the prevailing share price of Northern Star. As the implied value of the Scheme Consideration is not fixed, the exact monetary value that you will receive for your De Grey Shares under the Scheme may move adversely in comparison to the implied value on the date of this Scheme Booklet or at the time of the Scheme Meeting.

Alternatively, if there is an increase in the relative price of Northern Star Shares, the implied value that you will receive for your De Grey Shares may move favourably in comparison to the implied value on the date of this Scheme Booklet or at the time of the Scheme Meeting.

Notwithstanding potential short-term fluctuations in the Northern Star Share price (whether price decreases or increases), including between the date of this Scheme Booklet and the Implementation Date (when New Northern Star Shares will be issued as Scheme Consideration), you are encouraged to consider the potential investment in the Merged Group over the longer-term and should have regard to the potential advantages associated with an investment in the Merged Group, including those set out in Section 1.2, as well as the potential risks summarised in Section 8.

f) The potential tax consequences of the Scheme may not suit your current financial position or tax circumstances

The tax consequences of the Scheme will depend on your personal situation. You may consider that the tax consequences of disposing of your De Grey Shares under the Scheme do not suit your current financial position or tax circumstances.

De Grey Shareholders should review Section 9 for a summary of the Australian income tax implications of the Scheme.

However, as that information is general in nature and as each De Grey Shareholder's circumstances will vary, all De Grey Shareholders are advised to seek independent tax advice from a registered tax agent with respect to their individual taxation situation, including foreign tax consequences for De Grey Shareholders resident outside Australia for tax purposes.

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2 Frequently asked questions

Question	Answer
Background information	
Why have I received this Scheme Booklet?	This Scheme Booklet has been sent to you because you are a De Grey Shareholder and you are being asked to vote on the Scheme Resolution which, if approved, will result in Northern Star acquiring all De Grey Shares for the Scheme Consideration. This Scheme Booklet is intended to help you to consider and decide how to vote on the Scheme Resolution at the Scheme Meeting. If you have sold all of your De Grey Shares, please disregard this Scheme Booklet.
What is the Scheme?	The Scheme is a scheme of arrangement under Part 5.1 of the Corporations Act between De Grey and the Scheme Shareholders. A 'scheme of arrangement' is a statutory procedure that is commonly used in Australia to effect a change of ownership or control of a company. In addition to requiring Court approval at the Second Court Hearing, the Scheme must be approved by the Requisite Majorities of De Grey Shareholders. If the Scheme becomes Effective, Northern Star will acquire all of the Scheme Shares on the Implementation Date for the Scheme Consideration and De Grey will be delisted from the ASX and become a wholly owned subsidiary of Northern Star.
Who is De Grey?	De Grey is an ASX 200 listed (ASX:DEG), Australian-based gold exploration and development company headquartered in Perth, Western Australia. De Grey is currently focused on developing its flagship Hemi Project, a low-cost, long-life and large-scale gold development project located in the Pilbara region of Western Australia. De Grey was originally admitted to the Official List of the ASX on 1 July 2002. De Grey has a market capitalisation of approximately $5 billion (as at the close of trading on the Last Practicable Date) and a cash and bank term deposits balance of approximately $786 million (as at 31 December 2024). See Section 5 for further information on De Grey.
Who is Northern Star?	Northern Star is a single commodity, ASX-50, global-scale gold producer, expected to produce between 1.65Moz and 1.8Moz of gold in FY25 from its three production centres of Kalgoorlie, Yandal and Pogo, all of which are located in highly-prospective geological settings in Western Australia and Alaska, two of the most attractive mining investment regions globally.[11] Northern Star's purpose is to generate superior returns for its shareholders, while providing positive benefits for its stakeholders, through operational effectiveness, exploration and active portfolio management. Northern Star's STARR Core Values of Safety, Teamwork, Accountability, Respect and Results, are integral to the working lives of all its workers and operations. See Section 6 for further information on Northern Star and Section 7 for further information on the Merged Group.
Why does Northern Star wish to acquire De Grey?	Northern Star wishes to acquire De Grey in order to gain exposure to its flagship project, Hemi: a low-cost and long-life gold development project in the Pilbara region of Western Australia. The Hemi Project is one of the largest undeveloped gold projects in one of the most attractive mining investment regions globally,[17] with Mineral Resources of 11.2Moz and Ore Reserves of 6.0Moz and forecast average annual gold production of 530kozpa[22] over its first 10 years. Northern Star's extensive exploration, mine development and operating expertise is expected to de-risk the development of, and optimise the long-term value potential of the Hemi Project; which assuming its ongoing development and ultimate commissioning (as currently envisaged or optimised at the time), is forecast to generate superior returns to all shareholders of the Merged Group (see Section 7.5(d) for information about Northern Star's intentions in respect of the Hemi Project and Section 8.3 for risks associated with the development of the Hemi Project). The Merged Group will operate across two of the most attractive mining investment regions globally,[11] and, upon commencement of production at Hemi, across four production centres, with pro forma Mineral Resources of 74.9Moz and pro forma Ore Reserves of 26.9Moz.[23] For more detail regarding the rationale for the Scheme, refer to Section 7.

[22] Refer to Section 11.10 for the Competent Persons Statements and other disclosures required under the ASX Listing Rules in respect of all Mineral Resource and Ore Reserve data contained in this Scheme Booklet.

[23] Refer to Section 11.10 for the Competent Persons Statements and other disclosures required under the ASX Listing Rules in respect of all Mineral Resource and Ore Reserve data contained in this Scheme Booklet.

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Question	Answer
What are Northern Star's intentions in relation to the Merged Group if the Scheme proceeds?	In parallel with finalising and obtaining all necessary State and Federal environmental approvals for the Hemi Project, Northern Star intends to continue to optimise the Hemi Project development and mine plan under its ownership, applying experience from the KCGM Mill Expansion project. Northern Star expects to update the market about progress of the Hemi Project environmental and other approvals, and associated development and planning outcomes, ahead of a final investment decision. Consistent with Northern Star's desire to deliver and maximise the value of the Hemi Project for all shareholders of the Merged Group and to build on the important work already undertaken by De Grey, Northern Star intends to retain the existing De Grey employees[24] within the Northern Star Group, should they wish to remain. The parties will work together to ensure an efficient and seamless integration of De Grey into the Northern Star Group on and from implementation of the Scheme. For information about Northern Star's intentions regarding De Grey and the Merged Group if the Scheme is implemented, please refer to Section 7, and in particular Section 7.5.
What needs to occur in order for the Scheme to go ahead?	In order for the Scheme to go ahead, the Requisite Majorities of De Grey Shareholders need to vote in favour of the Scheme Resolution at the Scheme Meeting, and all of the Conditions (as described at Section 10.6(a)) must be satisfied or waived (as applicable), including the Court approving the Scheme at the Second Court Hearing. The 'Requisite Majorities' require, unless the Court orders otherwise, that the Scheme Resolution must be passed by: • a majority in number (i.e. more than 50%) of De Grey Shareholders present and voting at the Scheme Meeting (whether attending in person, by proxy, by attorney or by a corporate representative); and • at least 75% of the total number of votes cast at the Scheme Meeting.
Do the De Grey Directors recommend the Scheme?	The De Grey Directors unanimously recommend that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[25] The reasons for this recommendation, and other matters that you may wish to take into consideration, are set out in Section 1.2. De Grey Shareholders should also have regard to the interests of the De Grey Directors in the outcome of the Scheme, a summary of which is set out in Section 3.8. The De Grey Directors recommend that, before voting on the Scheme Resolution, all De Grey Shareholders: • carefully read the contents of this Scheme Booklet (including the Independent Expert's Report); • obtain advice from their independent legal, financial and tax advisers with regards to how the Scheme might impact them; and • consider their investment preferences and financial and tax circumstances.
How are the De Grey Directors intending to vote?	Each De Grey Director intends to vote, or cause to be voted, all De Grey Shares in which he or she has a Relevant Interest or the voting of which he or she controls in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders. Details of each De Grey Director's interest in De Grey Securities is set out in Section 11.2(a).
What are some reasons to vote in favour of the Scheme Resolution?	Some of the reasons the De Grey Directors consider De Grey Shareholders might vote in favour of the Scheme Resolution include: • The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders in the absence of a superior proposal. • The implied value of the Scheme Consideration represents a significant and attractive premium to the historical trading prices of De Grey Shares prior to the announcement of the Scheme. • The Scheme Consideration provides De Grey Shareholders (other than Ineligible Shareholders) with ongoing participation in the future upside potential of Hemi and De Grey's broader exploration portfolio through a meaningful 20.0%[3] aggregate ownership in the Merged Group. • De Grey Shareholders who receive New Northern Star Shares will benefit from Northern Star's proven project development and operational expertise, as well as its strong balance sheet and funding capability, which will help de-risk the development of the Hemi Project. • De Grey Shareholders who receive New Northern Star Shares will gain exposure to Northern Star's assets resulting in a more diversified portfolio of high-quality production centres with significant organic production growth potential. • De Grey Shareholders who receive New Northern Star Shares will become part of a globally significant ASX-50 Western Australian led gold producer with enhanced market positioning, trading liquidity and a track record of paying dividends.

[24] To avoid doubt, the reference to De Grey employees is not intended to include or refer to any Non-Executive Directors of De Grey.

[25] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme, which may differ from those of other De Grey Shareholders, as further disclosed in Section 3.8.

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Question	Answer
What are some reasons to vote in favour of the Scheme Resolution? (continued)	• De Grey Shareholders who receive New Northern Star Shares will benefit from exposure to immediate gold production and strong free cash flow. • No Superior Proposal has emerged as at the date of this Scheme Booklet. • Australian resident De Grey Shareholders who receive New Northern Star Shares may be eligible for capital gains tax roll-over relief under the Scheme. • De Grey Shares might trade at a lower price if the Scheme is not implemented and no Superior Proposal emerges. See Section 1.2 for further information. Potential disadvantages of the Scheme are set out in Section 1.3, and certain risks related to holding De Grey Shares and the Scheme are set out in Section 8. The De Grey Directors unanimously believe that the potential advantages of the Scheme outweigh its potential disadvantages and risks.
What are some reasons to vote against the Scheme Resolution?	Some of the reasons the De Grey Directors consider De Grey Shareholders might vote against the Scheme Resolution include: • You may believe that the Scheme is not in your individual best interests and disagree with the unanimous recommendation by the De Grey Directors and the conclusion of the Independent Expert. • Your exposure to De Grey's key asset, Hemi, will be diluted in the Merged Group. • You may consider there is potential for a superior proposal to be made for De Grey in the future. • The investment and risk profile of the Merged Group differs from that of De Grey as a standalone entity, and you may believe it is in your best interests to maintain your current investment and risk profile. • The implied value of the Scheme Consideration is not fixed and will depend on the price at which Northern Star Shares trade on the ASX at the Implementation Date. • The potential tax consequences of the Scheme may not suit your current financial position or tax circumstances. See Section 1.3 for further information, along with certain risks related to the Merged Group which are set out in Sections 8.3 and 8.4. Notwithstanding these risks, the De Grey Directors unanimously believe that the potential advantages of the Scheme outweigh its potential disadvantages and risks. The reasons De Grey Shareholders might wish to vote in favour of the Scheme Resolution are set out in Section 1.2
What did the Independent Expert conclude?	The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders in the absence of a superior proposal. The Independent Expert's Report is contained at Attachment B to this Scheme Booklet.
What if the Independent Expert withdraws or changes its opinion?	If the Independent Expert withdraws or changes its opinion, this will be announced to the ASX. In this event, the De Grey Directors will carefully consider the prevailing circumstances and advise De Grey Shareholders of their recommendation.
What happens if a Superior Proposal is received?	At the date of this Scheme Booklet, no Superior Proposal for De Grey has emerged. Until the Scheme becomes Effective, there is nothing preventing third parties from making unsolicited Competing Proposals for De Grey. The Scheme Implementation Deed contains certain exclusivity arrangements which are summarised in Section 10.6(e). For example, the Scheme Implementation Deed restricts De Grey from soliciting arrangements regarding any actual, proposed or potential Competing Proposal, obliges De Grey to disclose certain information to Northern Star in the event a Competing Proposal emerges, and gives Northern Star a matching right in relation to any Competing Proposal that the De Grey Board determines is, or could reasonably be expected to become or lead to, a Superior Proposal. If the Scheme does not become Effective and De Grey continues to operate as a standalone company, it is possible that a Superior Proposal for De Grey may materialise in the future. However, there can be no assurance of this.
Scheme Consideration	
What is the Scheme Consideration?	If the Scheme is implemented, De Grey Shareholders (other than Ineligible Shareholders) will be entitled to receive the Scheme Consideration of 0.119 New Northern Star Shares for each De Grey Share held as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025). De Grey Shareholders who are Ineligible Shareholders will not receive New Northern Star Shares under the Scheme. Instead, if the Scheme becomes Effective, the New Northern Star Shares to which Ineligible Shareholders would otherwise be entitled will be issued to the Sale Agent for sale through the Sale Facility, and each Ineligible Shareholder will be paid the Sale Proceeds of those New Northern Star Shares, as described further in Section 3.5.

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Question	Answer
Can I choose to receive cash for my De Grey Shares?	No, there is no option to elect to receive cash in place of the Scheme Consideration. However, if you are an Ineligible Shareholder, you will be paid cash for your De Grey Shares (refer to Section 3.5 for further information).
What is the premium of the Scheme Consideration to the price of De Grey Shares?	Based on the closing price of $17.51 per Northern Star Share on the last trading day on ASX prior to announcement of the Scheme (being 29 November 2024), the implied value of the Scheme Consideration of $2.08 per De Grey Share represents a premium of 37.1% to the undisturbed closing price of De Grey Shares on that date, and implies a fully diluted market capitalisation for De Grey of approximately $5 billion.[2]
Who is entitled to participate in the Scheme?	De Grey Shareholders on the Share Register as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025) will participate in the Scheme.
If I am entitled to participate in the Scheme, when will I be issued the Scheme Consideration?	If the Scheme becomes Effective, De Grey Shareholders (other than Ineligible Shareholders) on the Share Register as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025) will be issued the Scheme Consideration on the Implementation Date (currently expected to be 5 May 2025). Ineligible Shareholders will be paid their portion of the Sale Proceeds from the New Northern Star Shares to which they would otherwise be entitled promptly following receipt by Northern Star of the Sale Proceeds from the Sale Agent (as described further in Section 3.5).
Who is an Ineligible Shareholder?	If you are an Ineligible Foreign Shareholder or a Non-electing Small Shareholder, you are an Ineligible Shareholder.
Who is an Ineligible Foreign Shareholder?	An Ineligible Foreign Shareholder is a Scheme Shareholder whose address shown in the Share Register as at the Record Date is in a place outside Australia, Brazil, Hong Kong, Monaco, the Netherlands, New Zealand, Norway, Singapore, the United Kingdom and the United States, or any other jurisdiction agreed in writing by De Grey and Northern Star (each acting reasonably).
Who is a Non-electing Small Shareholder?	If you are a Scheme Shareholder (other than an Ineligible Foreign Shareholder) who, based on your holding of Scheme Shares as at the Record Date would, on implementation of the Scheme, be entitled to receive less than a Marketable Parcel of New Northern Star Shares (i.e. less than $500 worth of New Northern Star Shares assessed by reference to the closing price of Northern Star Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration, you are a Small Shareholder. If you are a Small Shareholder and you wish to receive the Scheme Consideration in the form of New Northern Star Shares, you must either: • complete the Opt-In Notice accompanying this Scheme Booklet (or accessible at https://investor.automic.com.au/#/home) in accordance with the instructions on that form and lodge a paper version of your Opt-In Notice; or • lodge your Opt-In Instruction online by visiting https://investor.automic.com.au/#/home, in each case, by 5:00pm (AWST) on the Opt-In Notice Cut-Off Date (currently expected to be 5:00pm (AWST) on 24 April 2025). If you are a Small Shareholder who does not provide the Registry with a duly completed Opt-In Election prior to the Opt-In Notice Cut-Off Date, you are a Non-electing Small Shareholder and, therefore, an Ineligible Shareholder. If you sell De Grey Shares following the Opt-In Notice Cut-Off Date with the effect that you become a Small Shareholder, you will not be entitled to lodge your Opt-In Election. Instead, you will be treated as an Ineligible Shareholder and be paid your respective proportion of Sale Proceeds from the sale of the New Northern Star Shares to which you would otherwise have been entitled in accordance with the Sale Facility. Further details regarding the treatment of Small Shareholders and Opt-In Notices are set out in Section 3.4(b).
What will Ineligible Shareholders receive under the Scheme?	Ineligible Shareholders will be paid their respective proportion of the Sale Proceeds from the sale of the New Northern Star Shares to which they would otherwise be entitled under the Scheme promptly following receipt by Northern Star of those Sale Proceeds from the Sale Agent after the Implementation Date. Further information is provided in Section 3.5. It is the responsibility of De Grey Shareholders to determine their entitlements to New Northern Star Shares prior to trading in any New Northern Star Shares (including during any deferred settlement trading period) to avoid the risk of selling Northern Star Shares they do not own. De Grey Shareholders selling New Northern Star Shares before they receive confirmation of their entitlement do so at their own risk.

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Question	Answer
Will brokerage be payable if the Scheme is implemented?	Brokerage will not be payable in respect of the transfer of your De Grey Shares to Northern Star on implementation of the Scheme.
What are the tax implications of the Scheme?	The tax implications of the Scheme will depend on each De Grey Shareholder's personal circumstances. General information about the potential Australian tax consequences of the Scheme is set out in Section 9. However, as that information is general in nature and as each De Grey Shareholder's circumstances will vary, each De Grey Shareholder should obtain independent professional tax advice, including in relation to foreign tax consequences for De Grey Shareholders resident outside Australia for tax purposes. De Grey has received a non-binding draft class ruling from the ATO which provides that CGT scrip-for-scrip roll-over relief is available in respect of the New Northern Star Shares to be received by certain De Grey Shareholders as Scheme Consideration, if the Scheme is implemented. However, the draft class ruling cannot be relied upon by De Grey Shareholders until it is issued in final form by the ATO. The final class ruling is not expected to be issued by the ATO until after the Implementation Date (currently expected to be 5 May 2025).
Can I sell my De Grey Shares now?	All De Grey Shareholders (including Ineligible Shareholders) can sell their De Grey Shares at any time before the close of trading on the ASX or register an off market transfer by the Record Date. However, if you do sell your De Grey Shares, you will receive the prevailing on-market price at the time of sale which may be different from the implied value of the Scheme Consideration. If you are a De Grey Shareholder (other than an Ineligible Shareholder) who sells all of your De Grey Shares before the close of trading on the ASX on the Effective Date (given settlement timing ahead of the Record Date), you will not receive any New Northern Star Shares as Scheme Consideration and will not receive any of the potential benefits of becoming a Northern Star Shareholder. See Section 3.2 for further information in relation to the Scheme Consideration. If you are an Ineligible Shareholder who sells all of your De Grey Shares before the close of trading on the ASX on the Effective Date (given settlement timing ahead of the Record Date), you will not receive the Sale Proceeds which you would otherwise be entitled to receive through the Sale Facility following implementation of the Scheme. See Sections 3.4 and 3.5 for further information in relation to Ineligible Shareholders and the Sale Facility. De Grey intends to apply to the ASX for De Grey Shares to be suspended from quotation on the ASX from the close of trading on the Effective Date. Accordingly, you will not be able to sell your De Grey Shares on-market after that time. You may also incur brokerage if you sell or transfer your De Grey Shares other than under the Scheme.
What are the risks for me if the Scheme is implemented?	If the Scheme is implemented, you will be entitled to receive New Northern Star Shares as Scheme Consideration (unless you are an Ineligible Shareholder). There are risks associated with an investment in the Merged Group. The value of your investment in the Merged Group will depend on the financial performance of the Merged Group's business which is subject to both general and specific risks. Scheme Shareholders who receive and retain New Northern Star Shares under the Scheme may be subject to certain risks, including as detailed in Section 8.
Scheme Meeting and voting considerations	
When and where will the Scheme Meeting be held?	Location: The Melbourne Hotel, 33 Milligan Street, Perth WA 6000 and online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA Date: Wednesday, 16 April 2025 Time: 2:00pm (AWST)
What are De Grey Shareholders being asked to vote on at the Scheme Meeting?	At the Scheme Meeting, De Grey Shareholders (other than Excluded Shareholders) will be asked to vote on the Scheme Resolution. The text of the Scheme Resolution is set out in the Notice of Scheme Meeting contained at Attachment A to this Scheme Booklet.
Am I entitled to vote at the Scheme Meeting?	If you are registered as a De Grey Shareholder on the Share Register at 5:00pm (AWST) on 14 April 2025 and you are not an Excluded Shareholder, you will be entitled to vote at the Scheme Meeting.

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Question	Answer
Can I still vote if I can't attend the Scheme Meeting in person?	If you are unable to attend the Scheme Meeting in person or would prefer to attend online, you can vote on the Scheme Resolution by attending the Scheme Meeting online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA. Instructions on how to vote online are provided in Section 4.6. For further information on the online voting process, please see the **Virtual Meeting – Shareholder Registration and Voting Guide** at www.automicgroup.com.au/virtual-agms/. Alternatively, you may wish to appoint a proxy, attorney or corporate representative (if applicable) to attend (in person or online) and vote at the Scheme Meeting on your behalf. You may lodge your proxy online by logging into https://investor.automic.com.au/#/loginsah using the holding details as shown on the proxy form. Once logged in, select 'Meetings' – 'Vote' and follow the prompts to lodge your vote. To use the online lodgement facility, De Grey Shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**). For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at www.automicgroup.com.au/virtual-agms/.
What choices do I have as a De Grey Shareholder?	As a De Grey Shareholder, you have the following choices in relation to the Scheme: • vote in favour of the Scheme Resolution at the Scheme Meeting; • vote against the Scheme Resolution at the Scheme Meeting; • seek to sell your De Grey Shares on the ASX; or • do nothing. For more information on your choices as a De Grey Shareholder, please see Section 4.1.
What are the 'Requisite Majorities' for the Scheme?	In order for the Scheme Resolution to be approved at the Scheme Meeting, it must satisfy the Requisite Majorities set out below: • unless the Court orders otherwise, the Scheme Resolution must be passed by a majority in number (i.e. more than 50%) of De Grey Shareholders present and voting at the Scheme Meeting (whether attending in person, online, by proxy, by attorney or by a corporate representative) (the **Headcount Test**); and • at least 75% of the total number of votes cast at the Scheme Meeting must be cast in favour of the Scheme Resolution. Even if the Scheme is approved by the Requisite Majorities of De Grey Shareholders at the Scheme Meeting, the Scheme is still subject to the approval of the Court.
Is voting compulsory?	Voting is not compulsory. However, the Scheme can only proceed if the Scheme Resolution is approved by the Requisite Majorities at the Scheme Meeting (and the Scheme is then approved by the Court), so voting is important and the De Grey Directors urge you to vote.
What happens if I do not vote or I do not vote in favour of the Scheme Resolution?	You will be bound by the result of the vote whether or not you were present at the Scheme Meeting, whether or not you voted on the Scheme Resolution and whether or not you voted in favour of or against the Scheme Resolution.
When will I know the voting result? (i.e. when will I know whether the Scheme Resolution was passed at the Scheme Meeting?)	The result of the Scheme Meeting will be available shortly after the conclusion of the Scheme Meeting and will be announced to the ASX once available. Announcements released on the ASX are accessible online at www.asx.com.au.

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Question	Answer
Other steps after the Scheme Meeting	
What happens after the Scheme Meeting?	If the Scheme Resolution is approved by the Requisite Majorities at the Scheme Meeting, Court approval of the Scheme will then need to be obtained (and is proposed to be sought at the Second Court Hearing currently scheduled for 10:15am (AWST) on 22 April 2025). If the Scheme Resolution is not approved by the Requisite Majorities at the Scheme Meeting, the Scheme may not be implemented. If the Scheme Resolution is not approved due to the Headcount Test not being met, De Grey and Northern Star may agree to make an application to the Court to disregard the Headcount Test.
Are there any Conditions that must be satisfied or waived in order for the Scheme to be implemented?	Yes. The Conditions are summarised in Section 10.6(a). The De Grey Directors are not aware of any reason why the Conditions should not be satisfied or waived (as applicable).
Can the Scheme Implementation Deed be terminated?	The Scheme Implementation Deed may be terminated in certain circumstances, details of which are summarised in Section 10.6(h). If the Scheme Implementation Deed is terminated, the Scheme will not be implemented.
What happens if these Conditions are not satisfied or the Scheme Implementation Deed is terminated?	If the Conditions are not satisfied or (if permitted) waived (as applicable) or the Scheme Implementation Deed is terminated, then the Scheme will not be implemented and: • you will retain your De Grey Shares and they will not be acquired by Northern Star; • you will not receive New Northern Star Shares as Scheme Consideration (or any Sale Proceeds if you are an Ineligible Shareholder); • De Grey will continue to operate as a standalone entity listed on the ASX and be subject to the risks set out in Section 8.5; and • if no Superior Proposal is received, then the price of De Grey Shares may fall.
What happens if the Scheme becomes Effective?	If the Scheme becomes Effective and you remain a De Grey Shareholder as at the Record Date, all of your De Grey Shares will be transferred to Northern Star under the Scheme on the Implementation Date.
What can I do if I oppose the Scheme?	If you, as a De Grey Shareholder, are opposed to the Scheme, you have the option to: • call the De Grey Shareholder Information Line on 1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday (excluding Australian public holidays) and obtain further information; • attend the Scheme Meeting either in person or online, or by proxy or attorney (or by corporate representative, if applicable) and vote against the Scheme Resolution; and/or • if De Grey Shareholders pass the Scheme Resolution at the Scheme Meeting by the Requisite Majorities, appear and be heard at the Second Court Hearing to oppose the approval of the Scheme at that hearing (please see the 'Important Notices' Section of this Scheme Booklet for further details under the heading 'Notice of Second Court Hearing').

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Question	Answer
Profile of the Merged Group	
What is the Merged Group?	If the Scheme is implemented, Northern Star will become the parent company of De Grey and its subsidiaries, which will, together with the Northern Star Group, form the Merged Group. Information in relation to the Merged Group is disclosed in Section 7.
Who will the directors of the Merged Group be?	If the Scheme is implemented, it is intended that no changes will be made to the Northern Star Board, which would remain as follows: • Stuart Tonkin, Managing Director & Chief Executive Officer; • Michael Chaney AO, Chairman; • John Fitzgerald, Non-Executive Director; • Nicholas Cernotta, Non-Executive Director; • Sally Langer, Non-Executive Director; • Sharon Warburton, Non-Executive Director; • Marnie Finlayson, Non-Executive Director; and • Michael Ashforth, Non-Executive Director.
Who will the senior management of the Merged Group be?	If the Scheme is implemented, it is intended that the senior management team of the Merged Group will include Northern Star's current senior management team (as set out in Section 6.10(b)). In addition, Northern Star intends to retain the existing De Grey senior management team, should they decide to join Northern Star.
What are Northern Star's intentions regarding De Grey and the Merged Group?	For information on the Northern Star's intentions regarding De Grey and the Merged Group if the Scheme is implemented, please refer to Section 7.5.
What are the key risks of the Merged Group?	De Grey Shareholders who receive New Northern Star Shares under the Scheme may be subject to certain risks associated with the Merged Group, as detailed in Sections 8.3 and 8.4, including but not limited to: • fluctuations in the gold price; • a change in risk and investment profile; • any failure to realise the benefits of the Scheme; and • integration and development risks.
What voting rights will De Grey Shareholders have in the Merged Group?	The Scheme Consideration comprises New Northern Star Shares. Accordingly, De Grey Shareholders (other than Ineligible Shareholders) as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025) will receive New Northern Star Shares. The voting rights attached to New Northern Star Shares issued to De Grey Shareholders as Scheme Consideration will be the same as those attaching to Northern Star Shares on issue at that time, and those New Northern Star Shares will rank equally with the Northern Star Shares then on issue. At a general meeting of Northern Star Shareholders, each Northern Star Shareholder entitled to vote will have the right to one vote per Northern Star Share held. Further information about the rights and liabilities attaching to Northern Star Shares is set out in Section 6.18.
What is Northern Star's dividend policy?	Northern Star has a policy of paying dividends in the range of 20% to 30% of Cash Earnings. Northern Star intends to maintain its dividend policy if the Scheme is implemented. Further information is provided in Section 6.17.
Further information	
Where can I obtain further information?	If you have any questions about the Scheme or you would like a physical copy of this Scheme Booklet, please contact the De Grey Shareholder Information Line on 1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday (excluding Australian public holidays). For information about your individual financial or tax circumstances, please consult your financial, legal, tax or other professional adviser.

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3 Important considerations regarding the Scheme

3.1 Scheme

The Scheme is a scheme of arrangement under Part 5.1 of the Corporations Act between De Grey and the Scheme Shareholders under which it is proposed that Northern Star will acquire all of the De Grey Shares in exchange for the Scheme Consideration. A 'scheme of arrangement' is a statutory procedure that is commonly used in Australia to effect a change of ownership or control of a company.

The Scheme will become binding on De Grey and the Scheme Shareholders only if the Conditions to the Scheme, set out in Section 10.6(a), are satisfied or waived (as applicable). The Conditions include the Scheme being approved by the Requisite Majorities of De Grey Shareholders at the Scheme Meeting and by the Court at the Second Court Hearing.

3.2 Scheme Consideration

If the Scheme is implemented, De Grey Shareholders (other than Ineligible Shareholders) will be entitled to receive the Scheme Consideration of 0.119 New Northern Star Shares for each De Grey Share held as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025).

If, pursuant to the calculation of the Scheme Consideration, a De Grey Shareholder would be entitled to a fraction of a New Northern Star Share, a fractional entitlement of:

- 0.5 or more will be rounded up to the nearest whole number of New Northern Star Shares; and
- less than 0.5 will be rounded down to the nearest whole number of New Northern Star Shares.

The value of the Scheme Consideration may increase or decrease after the Implementation Date if the market price of Northern Star Shares moves.

All New Northern Star Shares issued to Scheme Shareholders under the Scheme will rank equally in all respects with all existing Northern Star Shares then on issue. See Section 6.18 for more information regarding the rights and liabilities attaching to Northern Star Shares.

General information about the potential Australian tax consequences of the Scheme is set out in Section 9. However, as that information is general in nature and as each De Grey Shareholder's circumstances will vary, each De Grey Shareholder should obtain independent professional tax advice.

If you wish to sell the New Northern Star Shares issued to you on ASX, you may do so once trading in those New Northern Star Shares commences.

3.3 Independent Expert's Report

The Independent Expert has reviewed the terms of the Scheme and concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders in the absence of a superior proposal.

The Independent Expert's Report is contained at Attachment B to this Scheme Booklet and should be read in its entirety, including the assumptions on which the conclusions are based.

3.4 Ineligible Shareholders

a) Ineligible Foreign Shareholders

Restrictions in certain foreign countries may make it impractical or unlawful for New Northern Star Shares to be offered or issued to Scheme Shareholders in those countries.

An Ineligible Foreign Shareholder is a Scheme Shareholder whose address shown in the Share Register as at the Record Date is in a place outside Australia, New Zealand and the following jurisdictions (being those agreed between De Grey and Northern Star for the purposes of the definition of 'Ineligible Foreign Holders' under the Scheme); Brazil, Hong Kong, Monaco, the Netherlands, Norway, Singapore, the United Kingdom and the United States (or any other jurisdiction agreed in writing by De Grey and Northern Star (each acting reasonably)). Please refer to Section 11.6 for further information, including information for nominees and custodians.

Northern Star is not obliged to issue, and will not issue, any New Northern Star Shares to any Ineligible Foreign Shareholder. Instead, if the Scheme becomes Effective, Northern Star must procure that the New Northern Star Shares which would otherwise be required to be issued to any Ineligible Foreign Shareholders are instead issued to the Sale Agent on the Implementation Date and dealt with in accordance with the procedure set out in Section 3.5.

b) Small Shareholders

A Small Shareholder is a Scheme Shareholder (other than an Ineligible Foreign Shareholder) who, based on their holding of Scheme Shares as at the Record Date would, on implementation of the Scheme, be entitled to receive less than a Marketable Parcel of New Northern Star Shares (i.e. less than $500 worth of New Northern Star Shares assessed by reference to the last traded price of Northern Star Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration.

Small Shareholders may elect to receive the Scheme Consideration in the form of New Northern Star Shares by making a valid election to receive New Northern Star Shares under the Scheme (Opt-In Election) before the Opt-In Notice Cut-Off Date. If a Small Shareholder makes a valid Opt-In Election, then Northern Star will issue to the Small Shareholder the 0.119 New Northern Star Shares as Scheme Consideration for each Scheme Share held as at the Record Date provided that, on the Implementation Date, they would be entitled to receive at least one whole New Northern Star Share as Scheme Consideration, after rounding.

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Opt-In Notices (or instructions for lodging an Opt-In Instruction online) have been sent with this Scheme Booklet to those De Grey Shareholders who are Small Shareholders as at the Last Practicable Date, or who hold nominally more than a parcel of De Grey Shares which would result in them being a Small Shareholder. If you have elected to receive electronic communications from De Grey, you will have received a link to download the Opt-In Notice by email with this Scheme Booklet. If you have elected to receive physical communications from De Grey, you will have received a physical copy of the Opt-In Notice with this Scheme Booklet.

If any De Grey Shareholder believes that they are a Small Shareholder and did not receive an Opt-In Notice, please contact the Registry on 1300 441 601 (within Australia) or +61 2 9698 7164 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday (excluding Australian public holidays) or email corporate.actions@automicgroup.com.au.

To make an Opt-In Election, Small Shareholders must either:

- complete the Opt-In Notice accompanying this Scheme Booklet (or accessible at https://investor.automic.com.au/#/home) in accordance with the instructions on that form and lodge a paper version of the completed Opt-In Notice; or
- lodge an instruction to elect to receive New Northern Star Shares as Scheme Consideration online by visiting https://investor.automic.com.au/#/home (**Opt-In Instruction**), in each case, by 5:00pm (AWST) on the Opt-In Notice Cut-Off Date (currently expected to be 5:00pm (AWST) on 24 April 2025).

Small Shareholders who are unable to lodge an Opt-In Instruction online, can obtain a copy of their paper Opt-In Notice by contacting the Registry on 1300 441 601 (within Australia) or +61 2 9698 7164 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday (excluding Australian public holidays) or emailing corporate.actions@automicgroup.com.au and asking them to mail or email the Opt-In Notice to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request.

Small Shareholders who do not make a valid Opt-In Election, or are unable to make an Opt-In Election by the Opt-In Notice Cut-Off Date, (**Non-electing Small Shareholder**) will not be issued any New Northern Star Shares. Additionally, if a De Grey Shareholder sells De Grey Shares following the Opt-In Notice Cut-Off Date with the effect that it becomes a Small Shareholder, that De Grey Shareholder will not be entitled to opt-in to receive New Northern Star Shares as Scheme Consideration, and will be a Non-electing Small Shareholder.

Northern Star is not obliged to issue, and will not issue, any New Northern Star Shares to any Non-electing Small Shareholder. Instead, if the Scheme becomes Effective, Northern Star must procure that the New Northern Star Shares, which would otherwise be required to be issued to any Non-electing Small Shareholder, are issued to the Sale Agent on the Implementation Date and dealt with in accordance with the procedure set out in Section 3.5.

With the exception of the Non-electing Small Shareholders who are unable to make an Opt-In Election, unless a Small Shareholder is a trustee or nominee:

- a Small Shareholder may only make an Opt-In Election under the Scheme in respect of all their De Grey Shares; and
- if a Small Shareholder makes an Opt-In Election under the Scheme, it will be deemed to apply to all their De Grey Shares regardless of whether the number of relevant De Grey Shares they hold at 5:00pm (AWST) as at the Record Date is greater or less than the number they held at the time they made the Opt-In Election.

If a person holds one or more parcels of De Grey Shares as trustee or nominee for, or otherwise on account of, another person, they may establish separate holdings for each of their beneficiaries and make individual Opt-In Elections for each holding. However, they may not accept instructions from a beneficiary to make an Opt-In Election unless it is in respect of the Scheme Consideration attributable to all parcels of De Grey Shares held by them on behalf of that beneficiary.

A Small Shareholder may withdraw an Opt-In Election by following the instructions set out in the Opt-In Notice. The deadline for receipt by the Registry of instructions to withdraw an Opt-In Election is 5:00pm (AWST) on the Opt-In Notice Cut-Off Date (currently expected to be 24 April 2025). If valid withdrawal instructions are not received by this time, a Small Shareholder will be treated in accordance with their Election as set out in their last validly lodged Opt-In Election.

A person will cease to be a Small Shareholder if they would, on implementation of the Scheme, be entitled to receive a Marketable Parcel of New Northern Star Shares (i.e. equal to or more than $500 worth of New Northern Star Shares assessed by reference to the last traded price of Northern Star Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration. If a person ceases to be a Small Shareholder in this way they will not need to make an Opt-in Election and they will receive the Scheme Consideration or, in the case of an Ineligible Foreign Shareholder, they will be entitled to receive the Sale Proceeds of the New Northern Star Shares to which they would otherwise be entitled.

c) Foreign Resident Capital Gains Withholding Tax

Scheme Shareholders with an address outside Australia (or which Northern Star, as a purchaser, reasonably believes is a 'relevant foreign resident') and who Northern Star also reasonably believes may have an 'associate inclusive' voting power of 10% or more of the De Grey Shares on issue (which, in some instances, could include Scheme Shareholders with a voting power of less than 10% in De Grey), will be provided with a form (**Relevant Foreign Resident Declaration Form**) for the purposes of determining if Northern Star has an obligation to withhold and remit a foreign resident CGT withholding amount to the Commissioner of Taxation (**Foreign Resident CGT Withholding Amount**) for these Scheme Shareholders.

In this declaration form, a Scheme Shareholder may provide Northern Star with a declaration that:

- the registered holder of the relevant De Grey Shares is an Australian tax resident (residency declaration); or
- the De Grey Shares held by the registered holder are not indirect Australian real property interests because the registered holder of the relevant De Grey Shares, together with its associates, has not held an interest of 10% or more in De Grey at the Implementation Date or for a 12-month period during the last 24 months preceding the Implementation Date (interest declaration).

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It is important that Scheme Shareholders who receive a Relevant Foreign Resident Declaration Form complete this form.

Unless a signed Relevant Foreign Resident Declaration Form regarding residency or interest, or a notice of variation granted by the Commissioner of Taxation (**Variation Notice**), is provided to Northern Star for these Scheme Shareholders, if Northern Star determines (acting reasonably) that there is an applicable Foreign Resident CGT Withholding Amount for the relevant Scheme Shareholder (**Foreign Resident CGT Shareholder**), it may withhold and pay to the Commissioner of Taxation a withholding amount of 15% from the Scheme Consideration. The following process will be applied to give effect to the withholding:

- Northern Star will determine the relevant amount required to be paid to the Commissioner of Taxation, being 15% (or such lesser amount approved by the Commissioner of Taxation in the Variation Notice) of the Foreign Resident CGT Withholding Amount;
- the amount of New Northern Star Shares as necessary in the reasonable opinion of Northern Star to account for the relevant Foreign Resident CGT Withholding Amount (taking into account potential fluctuations in the price of Northern Star Shares and an amount necessary to cover costs associated with the Sale Facility) that would otherwise have been issued to Foreign Resident CGT Shareholders will be issued to the Sale Agent to be sold via the Sale Facility, in accordance with Section 3.5 below;
- the Sale Agent will then pay to Northern Star the Foreign Resident CGT Withholding Amount from the relevant Sale Proceeds and Northern Star will then pay any Foreign Resident CGT Withholding Amount to the Commissioner of Taxation (or retain the Sale Proceeds, as a reimbursement, where the Foreign Resident CGT Withholding Amount has already been paid by Northern Star to the Commissioner of Taxation); and
- any surplus amount of New Northern Star Shares will be transferred to the relevant Foreign Resident CGT Shareholder.

If requested by a Foreign Resident CGT Shareholder in writing, Northern Star will provide the relevant Foreign Resident CGT Shareholder with a receipt or evidence of the payment of the relevant amount withheld to the Commissioner of Taxation.

For the avoidance of doubt, a Scheme Shareholder may be both a Foreign Resident CGT Shareholder and an Ineligible Foreign Shareholder.

Further information regarding the foreign resident CGT withholding law can be found in Section 9.3, which contains a general summary of the Australian tax consequences of the Scheme for certain Australian and foreign resident De Grey Shareholders.

3.5 Sale Facility

The Sale Facility will operate in respect to the Ineligible Shareholders and/or the Foreign Resident CGT Shareholders (if any).

Ineligible Shareholders are those De Grey Shareholders as at the Record Date who are Ineligible Foreign Shareholders or Non-electing Small Shareholders.

Ineligible Shareholders will not receive New Northern Star Shares as Scheme Consideration. Instead, if the Scheme becomes Effective, the New Northern Star Shares to which Ineligible Shareholders would otherwise be entitled will be issued to the Sale Agent for sale through the Sale Facility in the manner described below.

Northern Star has appointed the Sale Agent.

The Sale Facility will operate as follows:

- on the Implementation Date, Northern Star will issue to the Sale Agent the New Northern Star Shares:
  - to which Ineligible Shareholders would otherwise be entitled under the Scheme; and
  - that Northern Star determines (in its reasonable opinion acting in good faith), if any, should be deducted or withheld from the Scheme Consideration otherwise payable to Foreign Resident CGT Shareholders;
- as soon as reasonably practicable after the Implementation Date (and in any event within 15 days of the date on which New Northern Star Shares are capable of being traded on ASX after the Implementation Date), Northern Star will procure that the Sale Agent, acting on behalf of the Ineligible Shareholders and/or the Foreign Resident CGT Shareholders (if any):
  - sells (on ASX or off-market) all of the New Northern Star Shares issued to it in such manner, at such price and on such terms as the Sale Agent determines in good faith; and
  - subject to receiving the Sale Proceeds, remits or procures to be remitted the Sale Proceeds to Northern Star as soon as reasonably practicable (and in any event within 10 Business Days of receipt); and
- Northern Star must then, promptly after receiving all of the Sale Proceeds, pay in Australian dollars to each Ineligible Shareholder and/or Foreign Resident CGT Shareholder such proportion of the Sale Proceeds to which that Ineligible Shareholder and/or Foreign Resident CGT Shareholder is entitled, in accordance with the terms of the Scheme and in full satisfaction of their right to the Scheme Consideration.

The Sale Proceeds owing to each Ineligible Shareholder and/or Foreign Resident CGT Shareholder as Scheme Consideration following the process set out above will be paid by Northern Star to that De Grey Shareholder by:

- paying, or procuring the payment of, the relevant amount in Australian dollars by electronic means to a bank account nominated by the Ineligible Shareholder and/or Foreign Resident CGT Shareholder by an appropriate authority from the Ineligible Shareholder and/or Foreign Resident CGT Shareholder to De Grey; or
- if a bank account has not been nominated by the Ineligible Shareholder: and/or Foreign Resident CGT Shareholder:
  - if an Ineligible Shareholder and/or Foreign Resident CGT Shareholder has, before the Record Date, made a valid election in accordance with the requirements of the Registry to receive dividend payments from De Grey by electronic funds transfer to a bank account nominated by the Ineligible Shareholder, paying, or procuring the payment of, the relevant amount in Australian dollars by electronic means in accordance with that election; or
  - otherwise dispatching, or procuring the dispatch of, a cheque for the relevant amount in Australian dollars to the Ineligible Shareholder by prepaid post to their registered address (as at the Record Date), such cheque being drawn in the name of the Ineligible Shareholder.

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3.6 De Grey Directors' unanimous recommendation

The De Grey Directors unanimously recommend that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[26] As at the Last Practicable Date, no Superior Proposal for De Grey has emerged.

In making this recommendation, the De Grey Directors have considered the potential advantages and disadvantages of the Scheme, including the information set out in:

- Section 1 (Key considerations relevant to your vote);
- Section 8 (Key Risks); and
- the Independent Expert's Report contained at Attachment B to this Scheme Booklet.

In considering whether to vote in favour of the Scheme Resolution, the De Grey Directors encourage you to:

- carefully read this Scheme Booklet (including the Independent Expert's Report) in its entirety;
- consider the choices available to you as outlined in Section 4.1;
- have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances;
- obtain legal advice from your legal advisers on the Scheme and the implications of the Scheme becoming Effective;
- obtain financial advice from your broker or financial adviser on the Scheme; and
- obtain tax advice on the implications of the Scheme becoming Effective.

3.7 De Grey Directors' voting intention

Each De Grey Director intends to vote, or cause to be voted, all De Grey Shares in which he or she has a Relevant Interest or the voting of which he or she controls in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.

Details of each De Grey Director's interest in De Grey Securities is set out in Section 11.2(a).

3.8 Certain interests of the De Grey Directors in the Scheme

In relation to the unanimous recommendation of the De Grey Directors, De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme, which may differ from those of other De Grey Shareholders, in particular the following interests as at the Last Practicable Date:

- Mr Glenn Jardine (Managing Director) holds 1,505,416 De Grey Performance Rights.[27] The terms of the De Grey Performance Rights provide that the vesting conditions will be deemed to be automatically waived upon the Court approving the Scheme at the Second Court Hearing. Mr Jardine will be entitled to be issued 1,505,416 De Grey Shares upon the accelerated vesting of his De Grey Performance Rights (which, based on the implied value of the Scheme Consideration of $2.08 per De Grey Share is worth approximately $3,131,265 in aggregate).
- Ms Emma Scotney (Independent Non-Executive Director) holds 12,315 De Grey Share Rights (and is entitled to be issued up to $12,500 worth of additional De Grey Share Rights prior to the Second Court Hearing, as disclosed in Section 5.13). The terms of the De Grey Share Rights provide that the vesting conditions will be deemed to be automatically waived upon the Court approving the Scheme at the Second Court Hearing. Ms Scotney will be entitled to be issued one De Grey Share upon the accelerated vesting of each De Grey Share Right (which, based on the De Grey Share Rights on issue as at the Last Practicable Date and the implied value of the Scheme Consideration of $2.08 per De Grey Share, is worth approximately $25,615 in aggregate).[28] Ms Scotney also has an interest in Northern Star Shares as detailed in Section 11.2(b).
- Mr Paul Harvey (Independent Non-Executive Director) holds 12,315 De Grey Share Rights (and is entitled to be issued up to $12,500 worth of additional De Grey Share Rights prior to the Second Court Hearing, as disclosed in Section 5.13). The terms of the De Grey Share Rights provide that the vesting conditions will be deemed to be automatically waived upon the Court approving the Scheme at the Second Court Hearing. Mr Harvey will be entitled to be issued one De Grey Share upon the accelerated vesting of each De Grey Share Right. (which, based on the De Grey Share Rights on issue as at the Last Practicable Date and the implied value of the Scheme Consideration of $2.08 per De Grey Share, is worth approximately $25,615 in aggregate).[29]

In addition, as at the Last Practicable Date, the De Grey Directors collectively have a Relevant Interest in 25,118,308 De Grey Shares (representing approximately 1.05% of the De Grey Shares on issue as at the Last Practicable Date on an undiluted basis). If the Scheme becomes Effective, the De Grey Directors will be entitled to receive New Northern Star Shares as Scheme Consideration for each De Grey Share that they hold as at the Record Date (including any De Grey Shares issued on the accelerated vesting of the De Grey Incentives held by the De Grey Directors as set out above) and on exercise of the vested De Grey Share Rights held by Mr Hood AO as set out in Section 11.2).

Further information on the De Grey Directors' interests in De Grey Securities and their treatment under the Scheme is set out in Sections 11.2 and 11.3.

Additionally, De Grey has offered Mr Jardine a short-term retention and incentive payment of $342,500 to further align his interests with those of De Grey Shareholders in implementing the Scheme. The payment is conditional on the Scheme being implemented on or before the End Date, as described further in Section 11.4(c).

[26] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme which may differ from those of other De Grey Shareholders, in particular the interests disclosed in Section 3.8.

[27] The vesting conditions of the De Grey Performance Rights are summarised in Section 5.13(a)(i).

[28] To avoid doubt, the additional $12,500 worth of Share Rights to be issued to Ms Scotney prior to the Second Court Hearing have not been included in this calculation.

[29] To avoid doubt, the additional $12,500 worth of Share Rights to be issued to Mr Harvey prior to the Second Court Hearing have not been included in this calculation.

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4 Scheme Meeting and voting information

4.1 Your choices as a De Grey Shareholder

As a De Grey Shareholder, you have the following options in relation to your De Grey Shares:

a) Vote in favour of the Scheme Resolution at the Scheme Meeting

The De Grey Directors unanimously recommend that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[30] The reasons for the De Grey Directors' unanimous recommendation are set out in Section 1.2.

Further, the Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of De Grey Shareholders in the absence of a superior proposal.

This Section 4 sets out instructions on how De Grey Shareholders can vote on the Scheme Resolution.

b) Vote against the Scheme Resolution at the Scheme Meeting

If, despite the De Grey Directors' unanimous recommendation and the conclusion of the Independent Expert, you do not support the Scheme, you may choose to vote against the Scheme Resolution.

However, if the Scheme Resolution is approved by the Requisite Majorities at the Scheme Meeting and the Scheme is implemented, your De Grey Shares will be transferred to Northern Star and you will receive the Scheme Consideration for each De Grey Share you hold as at the Record Date (unless you are an Ineligible Shareholder), whether or not you attended the Scheme Meeting, whether or not you voted, or whether you voted for or against the Scheme Resolution.

This Section 4 sets out instructions on how De Grey Shareholders can vote on the Scheme Resolution.

c) Seek to sell your De Grey Shares on the ASX

You can seek to sell your De Grey Shares on the ASX at any time before the cessation of trading of De Grey Shares on the ASX. If the Scheme is approved by the Requisite Majorities of De Grey Shareholders at the Scheme Meeting and by the Court at the Second Court Hearing, trading in De Grey Shares on the ASX is expected to cease at the close of trading on the ASX on the day on which the Scheme becomes Effective.

If you sell your De Grey Shares on the ASX and are not on the Register as at the Record Date:

- if you are a De Grey Shareholder (other than an Ineligible Shareholder), you will not be entitled to receive the Scheme Consideration and will not receive any of the potential benefits of becoming a Northern Star Shareholder;
- if you are an Ineligible Shareholder, you will not be entitled to receive the Sale Proceeds which you would otherwise be entitled to receive through the Sale Facility;
- you may incur brokerage charges;
- you may incur a liability for CGT; and
- you will not be able to participate in a Superior Proposal, if one emerges prior to the Effective Date, noting that, at the date of this Scheme Booklet, no Superior Proposal has emerged and the De Grey Directors have not received notice from any Third Party of an intention to make any Competing Proposal or Superior Proposal.

d) Do nothing

If, despite the De Grey Directors' unanimous recommendation and the conclusion of the Independent Expert, you decide to do nothing, you should note that if all of the Conditions to the Scheme are satisfied or waived (as applicable), the Scheme will bind all Scheme Shareholders whether or not they attended the Scheme Meeting, and whether or not they voted or voted for or against the Scheme Resolution.

Your vote is important. If the Scheme Resolution is not approved by the Requisite Majorities at the Scheme Meeting, the Scheme may not be implemented, in which case you will not be entitled to receive the Scheme Consideration.

If the Scheme is not approved due to the Headcount Test not being satisfied, De Grey and Northern Star may agree to make an application to the Court to disregard that limb, in accordance with their obligations under clause 3.5 of the Scheme Implementation Deed.

[30] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme, which may differ from those of other De Grey Shareholders, as further disclosed in Section 3.8.

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4.2 Scheme Meeting

The details of the Scheme Meeting are as follows:

Location: The Melbourne Hotel, 33 Milligan Street, Perth WA 6000
and online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA

Date: Wednesday, 16 April 2025

Time: 2:00pm (AWST)

The Notice of Scheme Meeting is contained at Attachment A to this Scheme Booklet.

4.3 Your vote is important

It is a Condition to the Scheme that the Scheme Resolution be approved by the Requisite Majorities of De Grey Shareholders at the Scheme Meeting. For this reason, the De Grey Directors unanimously recommend that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.[31]

De Grey Shareholders who are unable, or do not wish, to attend the Scheme Meeting (whether in person or online) are encouraged to submit a directed proxy vote as early as possible and in any event by no later than 2:00pm (AWST) on 14 April 2025. This can be done by completing and submitting a proxy form in accordance with the instructions on that form or by lodging your proxy form online at the Registry's website (https://investor.automic.com.au/#/loginsah) in accordance with the instructions given there.

4.4 Who is entitled to vote at the Scheme Meeting?

If you are registered as a De Grey Shareholder on the Share Register at 5:00pm (AWST) on 14 April 2025, then you will be entitled to attend and (unless you are an Excluded Shareholder) vote at the Scheme Meeting. Voting is not compulsory, however, all De Grey Shareholders will be bound by the result of the vote whether or not they were present at the Scheme Meeting and whether or not they voted on, or in favour of or against, the Scheme Resolution.

4.5 Joint holders

In the case of De Grey Shares held jointly, only one of the joint holders is entitled to vote. If more than one De Grey Shareholder votes in respect of jointly held De Grey Shares, only the vote of the De Grey Shareholder whose name appears first in the Share Register will be counted.

4.6 Voting in person or online, by attorney or corporate representative

If you wish to vote personally, you must attend the Scheme Meeting (either in person or online).

De Grey Shareholders who wish to vote online on the day of the Scheme Meeting will need to login to the online meeting platform powered by Automic.

To access the Scheme Meeting online:

a) Open your internet browser and go to investor.automic.com.au.

b) Login with your username and password or click 'register' if you have not already created an account. De Grey Shareholders are encouraged to create an account well in advance of the Scheme Meeting to ensure there is no delay in attending.

c) After logging in, a banner will display at the bottom of your screen to indicate that the Scheme Meeting is open for registration. Click on '**Register**' when this appears. Alternatively, click on '**Meetings**' on the left hand menu bar to access registration.

d) Click on '**Register**' and follow the steps.

e) Once the Chair of the Scheme Meeting has declared the poll open for voting, click on '**Refresh**' to be taken to the voting screen.

f) Select your voting direction and click '**confirm**' to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the online voting process, please see the Virtual Meeting – **Shareholder Registration and Voting Guide** at www.automicgroup.com.au/virtual-agms/.

If you cannot attend the Scheme Meeting in person or online, you may vote by proxy (see Section 4.7).

Alternatively, you may appoint an attorney to attend and vote at the Scheme Meeting on your behalf and such attorney can attend the Scheme Meeting in person or online. You may appoint an attorney by providing a duly executed power of attorney to the Registry by no later than 2:00pm (AWST) on 14 April 2025. A duly executed power of attorney can be provided to the Registry in the same manner as a proxy form (see Section 4.7 below). The appointment of an attorney does not preclude you from attending the Scheme Meeting in person or online, revoking the appointment or voting at the meeting.

[31] De Grey Shareholders should have regard to the interests of the De Grey Directors in the outcome of the Scheme, which may differ from those of other De Grey Shareholders, as further disclosed in Section 3.8.

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A validly appointed attorney wishing to attend and vote at the Scheme Meeting in person should bring with them the original or a certified copy of the duly executed power of attorney under which they have been authorised to attend and vote at the Scheme Meeting and identify themselves as an attorney on the day of the Scheme Meeting at the registration desk. A validly appointed attorney wishing to attend and vote at the Scheme Meeting via the online platform will require the appointing De Grey Shareholder's name and postcode or country of residence (if outside Australia) and the SRN or HIN of the shareholding in order to access the online platform.

A body corporate that is a De Grey Shareholder may appoint an individual to act as its corporate representative for the purposes of the Scheme Meeting. The appointment must be in accordance with section 250D of the Corporations Act. A validly appointed corporate representative wishing to attend and vote at the Scheme Meeting in person must bring the original or a certificated copy of the 'Appointment of Corporate Representative' form as evidence of their appointment to the Scheme Meeting, including any authority under which it is signed, which must detail their name and address and the identity of their appointor. An Appointment of Corporate Representative form can be downloaded at https://automic.com.au/form/corporate_representative.pdf. A validly appointed corporate representative wishing to attend and vote at the Scheme Meeting via the online platform will require the appointing De Grey Shareholder's name and postcode or country of residence (if outside Australia) and the SRN or HIN of the shareholding in order to access the online platform.

4.7 Voting by proxy

If you wish to appoint a proxy to attend (in person or online) and vote at the Scheme Meeting on your behalf, please complete and sign the personalised proxy form accompanying this Scheme Booklet in accordance with the instructions set out on the proxy form or lodge your proxy form online at the Registry's website (https://investor.automic.com.au/#/loginsah) in accordance with the instructions given there. You may appoint the Chair of the Scheme Meeting or up to two other proxies to attend and vote on your behalf at the Scheme Meeting.

TO BE VALID, PROXY FORMS FOR THE SCHEME MEETING MUST BE RECEIVED BY THE REGISTRY BY NO LATER THAN 2:00PM (AWST) ON 14 APRIL 2025.

Proxy forms, duly completed in accordance with the instructions set out on the proxy form, may be returned to the Registry in one of the following ways:

- online at https://investor.automic.com.au/#/loginsah (to use this online facility, De Grey Shareholders will need their SRN or HIN as shown on the front of the proxy form);
- by post in the reply-paid envelope provided to De Grey Mining Ltd at C/- Automic Pty Ltd, GPO Box 5193, Sydney NSW 2001;
- by hand delivery during business hours (9:00am to 5:00pm (Sydney time), Monday to Friday (excluding Australian public holidays)) to the Registry at Automic Pty Ltd, Level 5, 126 Phillip Street, Sydney NSW 2000; or
- by fax to the Registry at +61 2 8583 3040 (both within and outside Australia).

If you wish to replace your proxy, you must submit another proxy form to the Registry. The proxy form(s) duly completed in accordance with the instructions set out on the proxy form and received by the Registry last in time before 2:00pm (AWST) on 14 April 2025 will be valid for the purposes of the Scheme Meeting.

For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at www.automicgroup.com.au/virtual-agms/.

4.8 How to ask questions

De Grey Shareholders who would like to ask questions at the Scheme Meeting are encouraged to do so in writing before the Scheme Meeting by emailing their question to company.secretary@degreymining.com.au prior to 2:00pm (AWST) on 14 April 2025. Alternatively, De Grey Shareholders can submit questions when attending the Scheme Meeting online.

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5 Profile of De Grey

5.1 Overview of De Grey

De Grey is an ASX-listed (ASX:DEG), Australian-based gold exploration and development company headquartered in Perth, Western Australia. De Grey is currently focused on developing its flagship Hemi gold project, a low-cost, long-life and large-scale gold development project located in the Pilbara region of Western Australia (referred to in this Scheme Booklet as Hemi or the Hemi Project).

De Grey was originally admitted to the Official List of the ASX on 1 July 2002. De Grey has a market capitalisation of approximately $4.77 billion (as at the close of trading on the Last Practicable Date) and a cash and bank term deposits balance of approximately $786 million (as at 31 December 2024).

5.2 Hemi Project

a) Overview

De Grey's 100%-owned Hemi Project is a world-class gold development project, underpinned by outstanding financial metrics, a history of substantial Mineral Resource growth, and high operational confidence, as demonstrated by the Hemi DFS released to ASX on 28 September 2023 (see Table 1 below). The Hemi DFS mine plan comprises open pit mining from the Aquila, Brolga, Crow, Diucon, Eagle and Falcon deposits. Hemi has Mineral Resources of 11.2Moz and Ore Reserves of 6.0Moz[32] with forecast average annual gold production of 530kozpa over its first 10 years of operation. The Hemi DFS is available on the De Grey website at www.degreymining.com.au/ and the ASX website at www.asx.com.au.

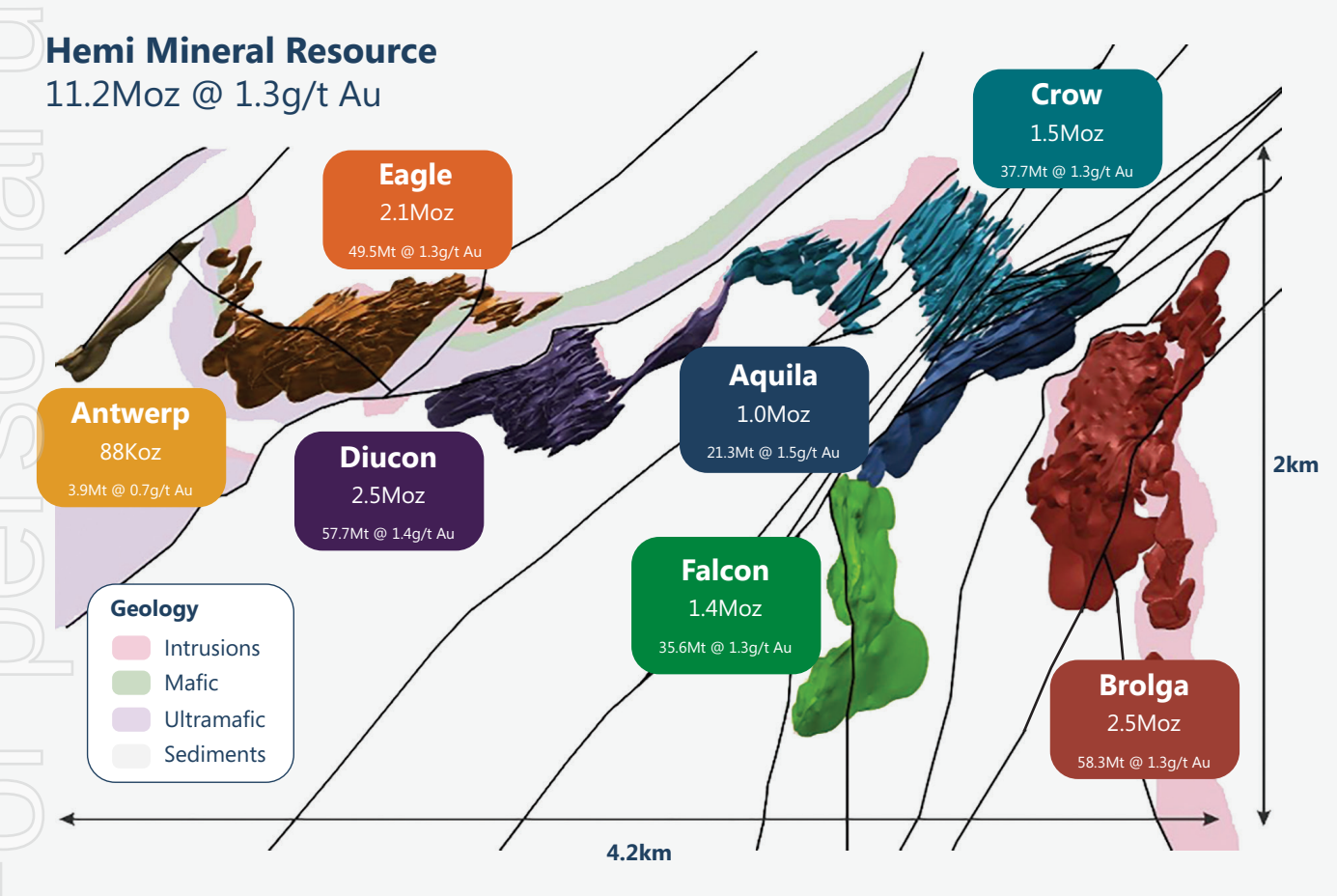


Figure 3: Map showing Mineral Resource estimates for the Hemi deposits

[32] For tonnage and grade breakdowns by confidence category refer to Table 3 for Mineral Resources and Table 4 for Ore Reserves in Section 5.5.

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De Grey's final investment decision for Hemi is subject to securing final permitting and approvals (see Section 5.2(c) below) and project financing (see Section 5.2(b) below), on which significant progress has been made. As De Grey progresses the final primary permitting and approvals process, and progresses its funding package, it continues to identify additional upside opportunities for Hemi. These include potential increases to the Diucon and Eagle pits, the development of the Hemi Regional deposits, further studies in respect of underground mining potential, and exploration targets in the Greater Hemi area. De Grey is also continuing to de-risk the development of the Hemi Project through in-fill drilling at the Brolga starter pit and the ordering of key long lead items.

Once developed, the Hemi Project is expected to produce an average of 530kozpa of gold over the first ten years of its mine life at an attractive AISC of $1,295 per ounce. Based on the Hemi DFS (which assumed a gold price of $2,700/oz), Hemi is expected to generate $4.5 billion of post-tax free cashflow for a post-tax internal rate of return of 36% with an unlevered post-tax payback period of 1.8 years.

Hemi ore has the advantage of generating a low (approximately 8%) mass pull sulphide concentrate as feed to the pressure oxidation (**POx**) circuit, reducing the POx throughput to 0.8Mtpa compared with the overall plant throughput rate of 10Mtpa.

Table 1: Key highlights of the Hemi DFS

Key physical outcomes	**Unit**	**Hemi DFS**
Evaluation period	Years	12.0
Ore tonnes mined	Mt	122
Strip ratio	waste: ore	6.6:1
Ore processing rate (nameplate)	Mtpa	10
Average processed grade – evaluation period	g/t Au	1.5
Average processed grade – Years 1 to 10	g/t Au	1.7
Average metallurgical recovery	%	93.5
Average gold production – first 5 Years	koz pa	553
Average gold production – first 10 years	koz pa	530
Total recovered gold	Moz	5.7
Hemi contribution	%	100
Ore Reserves contribution	%	99
Key financial outcomes	**Unit**	**Hemi DFS**
Gold price	$/oz	2,700
AISC		
Average first 5 years	$/oz	1,229
Average first 10 years	$/oz	1,295
Free cash flow (evaluation period) post-tax	**$ billion**	**4.5**
EBITDA (evaluation period)	$ billion	7.9
Payback period post-tax	Years	1.8
Net present value (NPV_5%) post-tax	**$ billion**	**2.9**
Internal rate of return (IRR) post-tax	**%**	**36**
Total pre-production capital costs	$ million	1,345
Key environmental and social statistics		
Life of mine total economic value add	$ billion	10.8
Carbon intensity	$t.CO_2$/ozpa	0.79 – 0.49

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b) Funding

De Grey is working with multiple debt providers to secure debt financing for the development of Hemi. De Grey is currently in the process of negotiating a Syndicated Project Finance Facility (**SFA**) with several commercial lenders and two Government agencies.

Execution of the SFA remains subject to completion of technical due diligence. In accordance with the terms of the Scheme Implementation Deed, De Grey has agreed not to execute the SFA (and any other full-form Financing Documents) without the express prior written consent of Northern Star although it remains entitled to progress negotiation of these documents (as is considered appropriate by both parties). As set out in Section 7.5(c), the Merged Group does not intend to execute the SFA for the development of Hemi if the Scheme is implemented. Refer to Section 8.5(d) for information on the risks associated with the impacts of the Scheme on De Grey's funding process if the Scheme is not implemented.

In total, commercial lenders and Government agencies are expected to provide a $1.0 billion senior debt facility and a $130 million cost overrun facility. Once finalised, when combined with De Grey's cash balance of approximately $786 million (as of 31 December 2024), these debt facilities were expected to provide the balance of the funding requirements for Hemi's development capital and provide a reasonable liquidity buffer through to commercial production. If the Scheme is not implemented, the inherent impact of the Scheme on the negotiations (in particular, De Grey's agreement to not execute full-form financing documents without Northern Star's consent as described above) may impact the timing and outcomes of De Grey's debt financing negotiations.

c) Licences and permits

De Grey has already been granted extractive mining tenure in respect of the Hemi Project and has entered into the Kariyarra Gold Project Agreement with the Kariyarra Aboriginal Corporation (refer to Section 5.2(h) below) and an access deed with the Indee Station pastoral owner which provide it substantially with the access required to undertake its current activities to develop the Hemi Project. However, De Grey still requires the necessary environmental approvals and permitting in order to commence construction and operation of the Hemi Project. De Grey strategically completed a substantial amount of environmental and social impact assessment work prior to submitting relevant application documents for those approvals and permits.

The Federal Department of Climate Change, Energy, the Environment and Water (**DCCEEW**) has determined that the Hemi Project will require assessment under the *Environment Protection and Biodiversity Conservation Act 1999* (Cth) (**EPBC Act**) due to the presence of Matters of National Environmental Significance. A referral for the Hemi Project was submitted to the DCCEEW under the EPBC Act on 15 May 2023.

A referral was also submitted to the Western Australian Environmental Protection Authority (**EPA**) under section 38 of the *Environmental Protection Act 1986* (WA) (**EP Act**) on 8 June 2023. The EPA has determined to assess the Hemi Project on the basis of the referred information, with requests for additional information, followed by a public review process. De Grey prepared and published a Referral Supporting Document in this regard.

De Grey has on 6 February 2025 received the EPA summary of the public submissions on its Referral Supporting Document, including applicable decision-making authorities' comments.

The EPA summary identified a number of aspects of the Hemi Project for De Grey's response, including (but not limited to) in respect of flora and vegetation, terrestrial fauna, inland waters, impacts from groundwater drawdown and water discharge and values associated with the Turner River (further information about De Grey's approach to water management is outlined in Section 5.2(i)).

In addition to its responses to the summary of public submissions, De Grey is currently progressing a final Part IV EP Act Referral Document for the EPA's review, which is intended to address the key matters raised in public and decision-making authorities' comments. De Grey continues to engage constructively with both the EPA and DCCEEW assessment teams to complete the environmental impact assessment processes for the Hemi Project and satisfy any further requests for additional information.

De Grey is progressing the primary statutory environmental approvals as a priority, and expects that all primary statutory environmental approvals will be received in or before the middle of the September quarter of 2025, subject to the outcomes of the regulatory review and public consultation. An indicative timeframe for assessment and grant of the secondary approvals that are necessary to enable commencement of full construction for the Hemi Project is approximately two to eight months after receipt of primary environmental approvals. Other secondary approvals unrelated to construction will be necessary for operation of the Hemi Project and will be progressed by De Grey as required. The indicative timing and process for receiving both primary and secondary approvals is not guaranteed; approvals could be delayed or not forthcoming, the subject of appeals and may ultimately come with unexpected or unacceptable conditions. Any delay to the grant of the approvals and permitting required to commence the Hemi Project will delay De Grey's planned commencement of construction activities. Refer to Sections 8.3(d) and 8.5(e) for further information on the risks associated with these environmental approvals and permitting.

d) Construction

Construction of Hemi is anticipated to commence post final investment decision, which is expected by De Grey to occur following completion of project approvals and debt financing. It is expected to take approximately two years from commencement of construction to first gold production. The key development and operating risks associated with the Hemi Project are set out in Sections 8.3(e) and 8.3(g).

De Grey has awarded various tenders for long lead items, including primary crusher, high pressure grinding roller, secondary crusher, flotation cells, cyclones and interstage screens, the permanent village and autoclaves, with the commitments under contracts awarded as at the Last Practicable Date being approximately $200 million, representing a total cost that is slightly lower than the Hemi DFS estimate for these items.

e) Key contracts, infrastructure and initiatives

De Grey has been working towards awarding major contracts for plant construction and mining at Hemi during FY25. Tenders have been received for the process plant, and mining contracts and are currently being assessed, whilst POx plant long lead items were evaluated and awarded during the December 2024 quarter.

Due to Hemi's location, the project design incorporates access to the North West Interconnected System for grid-based power to which increased renewable energy sources are being connected, in addition to a gas pipeline. Hemi is also well situated proximal to regional highways, ports, and airports for logistics.

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De Grey has leased Mt Dove tenements and infrastructure from the Atlas Iron group for up to 15 years with developed infrastructure in place, including an operating borefield, pipeline, power generation, communication tower, decommissioned camp, gravel pit, and a refurbished 200-person village. Mt Dove provides a laydown area which will be used to locate equipment prior to receiving Hemi final permitting and approvals.

Under the terms of the Scheme Implementation Deed, De Grey is obliged (to the extent practicable and reasonable) to consult with the integration committee established by De Grey and Northern Star in connection with the Scheme on these matters, and will have a reasonable opportunity to make recommendations in regard to decisions made by De Grey in relation to key contracts.

f) Hemi Underground Mining Conceptual Study

De Grey released an Underground Mining Conceptual Study assessing the potential for underground mining at Hemi on 19 December 2024. The study was conducted on the November 2023 Mineral Resource estimate and presents a strong case for further studies into the future potential of underground mining at the Hemi Project.[33]

Key outcomes from the Underground Mining Conceptual Study include that:

- access would be via two separate declines, each with haulage capacity of between 2.0Mtpa and 2.5Mtpa, to access mineralisation beneath the Hemi DFS open pit designs;
- the geometric orientation of the deposits at Hemi would allow one decline to access mineralisation beneath the Diucon and Eagle deposits, while a second decline could access mineralisation beneath the Brolga, Falcon, Aquila and Crow deposits; and
- mine plan stopes comprising respectively approximately 5.2Mt @ 2.1g/t Au for 355koz and 6.5Mt @ 2.2g/t Au for 460koz of contained gold within the existing Mineral Resources beneath the Diucon and Eagle open pit designs in the Hemi DFS.

Based on the current design, De Grey is contemplating allowing underground mining to occur contemporaneously with open pit mining at Hemi and Hemi Regional.

g) Potential exploration upside

Exploration is a key value driver for the Hemi Project, including both Mineral Resource extension drilling and early stage drilling targeting new discoveries across the project area, which comprises 2,700km^2 of tenements, including De Grey's Egina joint venture. Exploration success continues to provide new opportunities to enhance the Hemi DFS production profile at Eagle and Aquila/Crow.[34] Numerous targets lie along the Greater Hemi corridor, including Brierly Link, Antwerp and West Yule deposits, in addition to the Lowe and Becher areas under the Egina joint venture. Ongoing and planned exploration ranges from early stage conceptual targets through to Mineral Resource extensions at the Hemi Project and Hemi Regional deposits. De Grey Shareholders should have regard to the risks associated with exploration as described in Section 8.4(e).

h) Traditional Owners

De Grey currently operates on Kariyarra, Ngarluma, Nyamal, Ngarla and Whadjuk Noongar country and in other areas where Native Title has not yet been determined, including Mallina country. De Grey works closely with all the Traditional Owners in the management of Native Title and Aboriginal Heritage located within the De Grey Group's tenements and Traditional Owners that are affected by the operations of the De Grey Group (including the development of the Hemi Project).

De Grey has entered into a binding agreement with the Kariyarra Aboriginal Corporation (for and on behalf of the Kariyarra People) in relation to the Hemi Project (as discussed below), with ongoing discussions with various other Traditional Owner groups about potential future De Grey activities on their Native Title areas.

i) Kariyarra Aboriginal Corporation

The Hemi Project is located within the Native Title determination area of the Kariyarra People. In December 2022, De Grey signed the Kariyarra Gold Project Agreement with the Kariyarra Aboriginal Corporation RNTBC (being the registered native title body corporate which manages the Native Title rights and interests on behalf of the Kariyarra People) (**Kariyarra Aboriginal Corporation**).

Amongst other things, the Kariyarra Gold Project Agreement provides the Kariyarra Aboriginal Corporation's consent to, within an agreed area, the grant and renewal of De Grey's exploration licences, mining leases and certain miscellaneous licences for the Hemi Project, all Hemi Mineral Resources and the Hemi Project's required infrastructure footprint (including plant, tailings storage facilities and waste dumps) as well as employment and contracting commitments. While the consent framework in the Kariyarra Gold Project Agreement does not extend to several miscellaneous licences, most of the key miscellaneous licences for the Hemi Project have already been granted. Under the Kariyarra Gold Project Agreement, the Kariyarra Aboriginal Corporation has obligations to sign all documents and do all things reasonably requested by De Grey to facilitate matters consented to under the Kariyarra Gold Project Agreement in respect of the agreement area.

The Kariyarra Gold Project Agreement also provides that parties will develop agreed Aboriginal Cultural Heritage Management Plans, which will govern the management of heritage sites within the Hemi Project area. Any potential and actual impacts to, and the protection of, heritage values need to be managed in accordance with the requirements of the Aboriginal Cultural Heritage Management Plan agreed between De Grey and the Kariyarra Aboriginal Corporation (refer to Section 5.2(i) for further information about water management at the Hemi Project). The Kariyarra Gold Project Agreement also includes a collaborative framework designed to ensure that activities progress with minimal harm to known and unknown heritage values. De Grey continues to engage with the Kariyarra Aboriginal Corporation in relation to the Hemi Project, including for its excess water management strategy and specifically the proposed discharge of water into the Turner River.

[33] See ASX release by De Grey entitled 'Hemi Underground Mining Conceptual Study' dated 19 December 2024.

[34] See ASX release by De Grey entitled 'Eagle High Grades and Extensions support Hemi DFS upside and Hemi Underground Mining Concept' dated 26 June 2024.

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In accordance with the Kariyarra Gold Project Agreement, De Grey and the Kariyarra Aboriginal Corporation established an implementation committee (**Kariyarra Implementation Committee**), comprising Kariyarra People, Kariyarra Aboriginal Corporation representatives and De Grey team members. The Kariyarra Gold Project Agreement requires the Kariyarra Implementation Committee to meet four times per year to discuss a range of activities, including comprehensive environmental and heritage surveys that encompass critical aspects such as the study of the local flora and fauna and effective water management practices.

De Grey has been in discussions with the Kariyarra Aboriginal Corporation to vary the Kariyarra Gold Project Agreement in order to give effect to certain amendments, including:

- security requirements for potential future debt funding arrangements;
- aligning heritage provisions in the Kariyarra Gold Project Agreement to current legislative requirements;
- providing for Kariyarra Aboriginal Corporation representation by a lawyer or other specialist consultant advisers at Kariyarra Implementation Committee meetings, and increasing payments to Kariyarra representatives at those meetings; and
- extending the agreement to cover certain tenure applications by De Grey over Kariyarra country with accompanying payment obligations to the Kariyarra Aboriginal Corporation on the grant of certain of that tenure. Since the commencement of negotiations, a large proportion of the tenure applications have been granted. Varying the Kariyarra Gold Project Agreement to reflect additional mining tenure applications is not a legal prerequisite to the grant of the additional mining tenure that remain in the application phase (and the Kariyarra Gold Project Agreement does not otherwise contractually prevent or limit De Grey's ability to seek the grant of new tenure beyond the tenure consents set out in that agreement). However, having an agreement in place that incorporates the additional tenure applications is preferred (including to facilitate the grant and renewal of those tenements for Native Title purposes), including because it could extend the agreement's cultural heritage survey regime and compensation release to cover the area of that additional tenure.

Negotiation of the proposed variations to the Kariyarra Gold Project Agreement are ongoing.

Following announcement of the Scheme Implementation Deed, discussions with the Kariyarra Aboriginal Corporation representatives have been largely focused on:

- the continuation of Kariyarra Implementation Committee discussions, including De Grey's development plans for the Hemi Project such as water management, which in turn includes the proposed discharge of excess water into the Turner River (noting the Kariyarra People's verbal indications of an increased sensitivity regarding the proposed discharge into the Turner River following announcement of the Scheme) (see Sections 5.2(h)(i), 5.2(i) and 8.3(j));
- negotiation of the variations to the existing Kariyarra Gold Project Agreement as detailed above; and
- the potential impacts of the Scheme on the Kariyarra Gold Project Agreement.

De Grey's relationship with the Kariyarra Aboriginal Corporation remains an important aspect in its development of the Hemi Project. Upon announcement of the Scheme Implementation Deed, the Kariyarra Aboriginal Corporation representatives introduced themselves to Northern Star and meetings then occurred between Northern Star and the Kariyarra Aboriginal Corporation to discuss the relationship between the Kariyarra Aboriginal Corporation and the Merged Group, in anticipation that the Scheme will be implemented.

The Kariyarra Gold Project Agreement is scheduled for a review as to structural functionality, governance and implementation (but not monetary benefits) in December 2025.

ii) Ngarluma Aboriginal Corporation

Since November 2023, De Grey and Ngarluma Aboriginal Corporation have been holding monthly negotiation meetings to progress a native title consent agreement for the Toweranna project, which negotiations remain ongoing.

De Grey continues to engage with local stakeholders, including indigenous businesses, on future opportunities to provide goods and services to De Grey and the pathways to access them.

i) Water management

Water management is one of a number of key technical components to the Hemi Project and is required for the safe operation of mining activities, process plant operations and dust suppression.

The Hemi Project includes the localised dewatering of a shallow aquifer system around the Hemi pits associated with a paleochannel that trends along a South-East – North-West axis of the project area, between the Yule River and Turner River systems. From time to time, through the development and operation of the Hemi Project, excess water may be generated that will require management.

De Grey has identified various options for excess water management as part of the Hemi Project, including the following:

- reinjection of water into the aquifer (to minimise the lateral extent of drawdown, and to maximise aquifer storage);
- re-use by third parties (following transmission via pipeline, to utilise the resource); and
- discharge to the Turner River.

De Grey is developing each of these water management options to retain flexibility throughout development and operation of the Hemi Project and will continue engagement with regulators, the Kariyarra People and other stakeholders on the excess water management options.

De Grey understands the significance of water to the Kariyarra People and the Traditional Owners of the Pilbara. De Grey is seeking the support of the Kariyarra People for its water management strategy. De Grey has regularly engaged with the Kariyarra Aboriginal Corporation and members of the Kariyarra People (including through the Kariyarra Implementation Committee) regarding its water management strategy, including potential partnership opportunities directly with the Kariyarra Aboriginal Corporation to generate commercial benefit to the Kariyarra People. At the Kariyarra Implementation Committee meeting following announcement of the Scheme Implementation Deed, the Kariyarra Aboriginal Corporation verbally indicated an increased sensitivity to aspects of De Grey's water management strategy, particularly the proposed discharge into the Turner River. The key risks associated with implementing a water management strategy for the Hemi Project are set out in Sections 8.3(d) and 8.3(j).

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5.3 Hemi Regional deposits

De Grey's 100%-owned Hemi Regional Deposits (**Hemi Regional**) (refer Figure 4) comprise potential mining centres located around Wingina to the east of Hemi (**Eastern Mining Centre**) and around Withnell to the west of Hemi (**Western Mining Centre**). De Grey announced its Hemi Regional Scoping Study (**Scoping Study**) in July 2024, which evaluated the potential development of the Hemi Regional deposits and integration into the Hemi Project mine plan via the mining and processing of the Eastern Mining Centre and Western Mining Centre deposits. The Scoping Study was based on the 21 November 2023 Mineral Resource estimate of 2.2Moz of gold, comprising Mineral Resources of approximately 0.5Moz at the Eastern Mining Centre deposits and approximately 1.7Moz at the Western Mining Centre deposits.

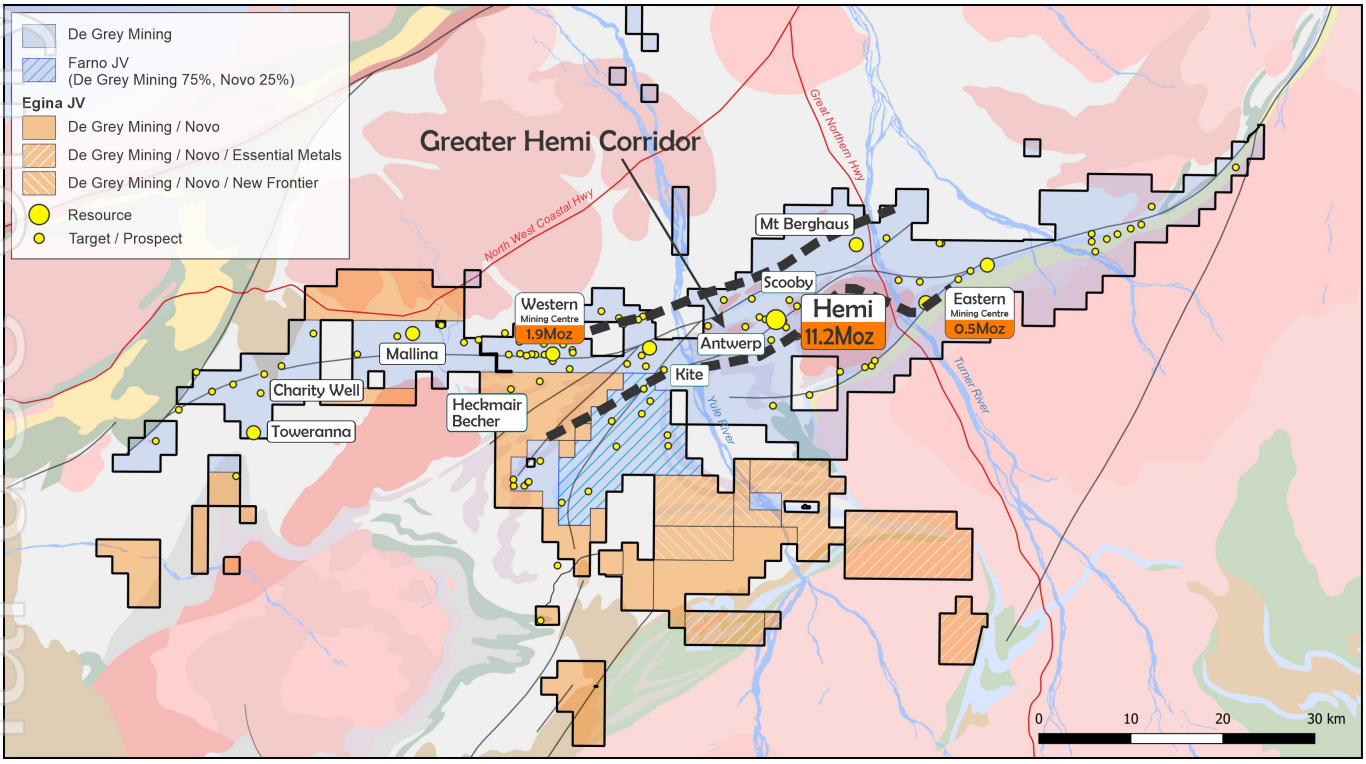


Figure 4: Mineral Resources at Hemi, the Withnell area (Western Mining Centre) and the Wingina area (Eastern Mining Centre)

a) Eastern Mining Centre

The Wingina and Mt Berghaus deposits at the Eastern Mining Centre are located on granted mining leases located approximately 15km east and 10km north of Hemi respectively. Production from these deposits in the Scoping Study is free milling oxide ore and is proposed to be hauled and processed through the Hemi processing facility, sharing infrastructure and personnel where possible.

b) Western Mining Centre

The Scoping Study included the establishment of a regional processing facility at Withnell, the Western Processing Hub (**WPH**) (located approximately 95 kilometres by road from the Hemi Project), treating ore from the Western Mining Centre deposits. The Scoping Study proposes to develop and operate a nominal 3 million tonne per annum processing facility located on granted mining leases at Withnell, comprising primary and secondary crushing, milling and pebble crushing, gravity concentration, flotation, concentrate filtration, CIL pre-treatment blanking circuit, and a CIL leaching circuit. Free milling ores will be treated wholly on-site at the WPH, producing gold doré, whereas refractory ores will be treated via flotation, with the flotation concentrate being filtered and transported to the Hemi processing facility for further treatment to produce gold doré. Concentrate storage and repulping facilities at Hemi are included within the Scoping Study capital cost estimate.

c) Scoping Study outcomes

The Scoping Study confirmed that development of the Hemi Regional deposits presents a potentially commercially viable opportunity, with production upside from targeted Hemi Regional exploration and Hemi Regional Mineral Resource extension drilling. The Scoping Study demonstrates potential additional production to the Hemi DFS from the Hemi Regional deposits of approximately 140kozpa over six years at an average operating cost just above $1,800/oz. A summary of the initial physical and financial evaluation of the Hemi Project at a 3Mtpa throughput rate is shown in Table 2.

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Table 2: Scoping Study approximate physical and financial outcomes and key assumptions[35]

Item	Unit	Eastern	WPH	Total
Key production statistics				
Total material mined	Mt	32.3	145.3	**177.5**
Ore mined	Mt	3.0	13.6	**16.6**
Gold grade	g/t	1.8	1.7	**1.7**
Strip ratio	waste:ore (t:t)	9.7	9.7	**9.7**
Evaluation period / life of mine	Years	3.0	5.8	**5.8**
Total pre processed	Mt	3.0	13.6	**16.6**
Mill throughput	Mtpa	Incl. in Hemi	3.0	**3.0**
Gold production – free milling ore	koz	158.8	389.5	**548.3**
Gold production – semi refractory ore	koz	-	268.8	**268.8**
Gold production – total life of mine	**koz**	**158.8**	**658.3**	**817**
Processing recovery (overall)	%	93.2	90.2	**90.8**
Average annual gold production	koz pa life of mine	52.9	114.5	**142.1**
Total cash operating costs	$/t ore milled	88.6	90.2	**89.9**
Capital cost				
Upfront capital cost	$M	14.0	196.1	**210.1**
Deferred capital cost	$M	-	106.8	**106.8**
Total development capital cost	**$M**	**14.0**	**302.9**	**316.9**
Financial metrics				
Gold price	$/oz	2,700	2,700	**2,700**
AISC	$/oz	1,683	1,858	**1,824**
Free cash flow (pre-tax)	$M	147	249	**396**
NPV_5% (pre-tax)	$M	129	197	**296**
Internal Rate of Return (pre-tax)	%	350	24	**43**
Payback period (pre-tax)	Years	0.25	3.00	**3.50**

[35] See ASX release by De Grey entitled 'Hemi Regional Scoping Study' dated 11 July 2024. As set out in further detail in the announcement, the Scoping Study was completed to a level of accuracy of +/- 35% in line with a scoping level style accuracy.

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5.4 Joint ventures

a) Egina joint venture

In June 2023, De Grey signed an exploration agreement with Novo Resources to earn a 50% interest in an approximately 700km^2 tenement package located immediately south of Withnell and southwest of the Hemi Project. During FY25, De Grey announced it had successfully met its $7 million minimum expenditure commitment required by 31 December 2024. The joint venture agreement also requires De Grey to spend an additional $18 million by 30 June 2027 to achieve the 50% earn in and establish the joint venture between De Grey and Novo Resources.

b) Farno joint venture

De Grey is the joint venture manager and holds a 75% interest in the tenement E47/2502 with the remaining 25% held by Farno McMahon Pty Ltd, a subsidiary of Novo Resources. The Farno joint venture tenement lies southwest of the Hemi Project and is contiguous with other 100% De Grey and Egina joint venture tenements.

c) Ashburton Gold Project

In February 2024, De Grey signed an exclusive Option Agreement with Kalamazoo Resources to acquire Kalamazoo Resources' Ashburton Gold Project, which consists of granted mining leases and exploration licences. The exploration package covers 217km^2 and is located 35km from Paraburdoo and 290km south of the Hemi Project, with main roads connecting the two projects.

Initial due diligence by De Grey indicates the potential to economically deliver concentrate from the Ashburton Gold Project to the proposed Hemi POx plant with a view to potentially increase Hemi's anticipated annual gold production and/or to extend Hemi's operational life.

De Grey has elected to extend the option period to 4 August 2025, allowing completion of its final processing of metallurgical samples from recent drilling results and its incorporation into geological resource models and optimisation studies.

5.5 Mineral Resources and Ore Reserves

De Grey's Mineral Resources and Ore Reserves estimates are outlined below. Mineral Resources are presented inclusive of Ore Reserves, and Mineral Resources for Hemi are summarised by depth breakdown for open pit (above 390m depth) and underground (below 390m depth).

Table 3: Mineral Resources as at November 2024[36]

	Measured			Indicated			Inferred			Total		
	Tonnes (Mt)	Grade (g/t Au)	Contained (koz Au)	Tonnes (Mt)	Grade (g/t Au)	Contained (koz Au)	Tonnes (Mt)	Grade (g/t Au)	Contained (koz Au)	Tonnes (Mt)	Grade (g/t Au)	Contained (koz Au)
0 – 390m	12.7	1.4	588	148	1.3	6,241	62.5	1.1	2,295	223.2	1.3	9,123
Below 390m	-	-	-	0.5	1.2	20	40.2	1.6	2,031	40.7	1.6	2,050
Sub-total Hemi	**12.7**	**1.4**	**588**	**148.5**	**1.3**	**6,261**	**102.7**	**1.3**	**4,326**	**263.9**	**1.3**	**11,174**
Western	1.0	1.8	56	16.2	1.6	835	16.5	1.8	980	33.7	1.7	1,871
Eastern	3.1	1.7	173	2.5	1.5	122	6.3	1.2	243	11.9	1.4	538
Sub-total Regional	**4.1**	**1.7**	**229**	**18.7**	**1.6**	**957**	**22.8**	**1.7**	**1,223**	**45.6**	**1.6**	**2,409**
Total Hemi & Regional	**16.8**	**1.5**	**817**	**167.2**	**1.3**	**7,218**	**125.5**	**1.4**	**5,549**	**309.5**	**1.4**	**13,584**

Table 4: Ore Reserves as at September 2023[37]

	Proved			Probable			Total		
	Tonnes (Mt)	Grade (g/t Au)	Contained (koz Au)	Tonnes (Mt)	Grade (g/t Au)	Contained (koz Au)	Tonnes (Mt)	Grade (g/t Au)	Contained (koz Au)
Hemi	-	-	-	120.8	1.5	6,002	120.8	1.5	6,002
Total Hemi	**-**	**-**	**-**	**120.8**	**1.5**	**6,002**	**120.8**	**1.5**	**6,002**

[36] See ASX releases by De Grey entitled 'Hemi Gold Project Mineral Resource Estimate 2024' dated 14 November 2024 and entitled 'Hemi Gold Project Resource Update' dated 21 November 2023.

[37] See ASX release by De Grey entitled 'Hemi Gold Project Outstanding Financial Metrics in High Confidence Definitive Feasibility Study' dated 28 September 2023.

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5.6 Environmental, social and governance

a) Overview

De Grey is committed to operating ethically and sustainably and strives to implement and maintain high standards of corporate governance and business conduct. Core to De Grey's strategy is a belief that integration of environmental, social and governance principles in how it thinks and operates is critical to the success of its business. As De Grey has looked to evolve from explorer to producer, it is focused on delivering strong sustainability performance that will continually transform with the business' development. De Grey continues to work with Traditional Owners as it seeks to protect cultural, spiritual and educational practices, and realise mutually beneficial social and economic outcomes arising from its presence in the Pilbara region.

As De Grey progresses the development of Hemi, it is committed to aligning its sustainability reporting and performance with the most appropriate frameworks to ensure transparency and accountability. De Grey upholds its commitment towards alignment with the International Council on Mining and Metals Principles and Task Force on Climate-related Financial Disclosure Recommendations as core to the De Grey sustainability framework. De Grey also utilises the Global Reporting Initiative Sustainability Reporting Standards to support greater transparency and structure in its future sustainability reporting.

De Grey remains committed to the 17 United Nations Sustainability Development Goals (**UN SDGs**), recognising its impact on, and the opportunity to positively contribute to the UN SDGs, and will continuously assess and refine its alignment as it progresses.

b) Environmental

De Grey strives for continual improvement in its environmental performance, implementing measures to minimise the impact of its activities and support sustainable business operations. De Grey undertakes progressive rehabilitation where possible across exploration activities. As De Grey's activities grow, and it progresses through development to production, it seeks to improve its systems and processes and enhance its scientific knowledge through technical studies and in-field surveys.

De Grey supports the Paris Agreement to limit global warming and the global goal of net zero emissions by 2050. To prepare for mandatory climate reporting, De Grey undertakes climate-change risk analysis as part of its commitment to alignment with the recommendations of the Task Force on Climate Related Financial Disclosures in the context of the Australian Sustainability Reporting Standards. De Grey has in place a decarbonisation plan, as developed through its Hemi DFS, and is in the process of developing a climate change mitigation strategy.

The Hemi Project has the potential to be a low carbon intensive gold project in Australia in the medium to long term, which De Grey aims to achieve through the use of renewable energy sources emerging in the Pilbara and the transition of the future mobile equipment fleet from diesel to electric.

De Grey also recognises that biodiversity, climate and water resources are closely linked. De Grey's biodiversity management strategy includes minimising environmental impacts, promoting ecosystem restoration, and integrating conservation efforts into the planning, operational and closure phases of the Hemi Project as it progresses through these phases.

c) Social

De Grey is committed to the health, safety and wellbeing of its people and believes incidents and workplace illnesses are preventable. De Grey looks to cultivate a culture of responsibility and aspires to be a leader in safety, always report hazards and incidents, and empower its employees to speak up and stop work if it's not safe.

As one component of its Health, Safety and Management System (**HSMS**), De Grey has implemented a Crisis Management Plan and has enacted it to test roles, responsibilities, and responses. The Crisis Management Plan has linkages to De Grey's Incident Management Plan and Emergency Management Plan. These plans all aim to reduce the impact of workplace health and safety risks on the people and assets of De Grey and allow De Grey to respond quickly to events and minimise risk. De Grey has appointed a Chief Sustainability and Risk Officer to provide an increased focus on this area. De Grey currently operates on Kariyarra, Ngarluma, Nyamal, Ngarla and Whadjuk Noongar country, and in some other areas where Native Title has not yet been determined, and works closely with all these Traditional Owner groups in the management of cultural heritage. Throughout the exploration and studies phase, De Grey has developed strong and collaborative relationships with Native Title holders and knowledge holders, working closely together in the management of cultural heritage. As discussed in further detail in Section 5.2(h), De Grey has signed the Kariyarra Gold Project Agreement with the Kariyarra Aboriginal Corporation, which includes provisions for employment, training and contract opportunities for the Kariyarra People. De Grey has been working directly with the Kariyarra Aboriginal Corporation Board through the Kariyarra Implementation Committee to deliver the desired outcomes of the Kariyarra Gold Project Agreement.

Building meaningful relationships based on trust, transparency and openness remains a De Grey commitment, leading to opportunities for collaboration to achieve sustainable outcomes. De Grey engages with stakeholders from the local community, landholders, suppliers, contractors, Indigenous peoples, government and peak industry bodies on a regular basis. De Grey's social investment strategy is designed to ensure that its contributions have a meaningful and lasting impact, and are informed by consultation with community, government and key stakeholders, as well as analysis of the local context and government priorities.

d) Governance

De Grey maintains strong governance practices, to ensure compliance with regulatory requirements and transparent engagement with stakeholders. De Grey actively maintains compliance with its legal and regulatory obligations, with oversight provided by the Board through the Audit and Risk Committee and Sustainability Committee.

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5.7 Corporate structure

A corporate structure diagram of De Grey and the wholly owned and/or controlled entities comprising the De Grey Group is set out below.



Figure 5 De Grey corporate structure chart

In addition, De Grey holds 35,273,786 CHESS depositary interests over fully paid common shares in Novo Resources (which represents an interest in CHESS depositary interests over approximately 9.95% of the common shares on issue in Novo Resources as at 28 February 2025).

5.8 De Grey Board and senior management

As at the date of this Scheme Booklet, the De Grey Board and a summary of their relevant background, skills and experience is as set out in Table 5 below.

Table 5: De Grey Board

Name	Skills and experience
Mr Simon Lill **Independent Non-Executive Chair** *BSc, MBA*	Mr Lill joined the board of De Grey in October 2013, becoming Executive Chair in 2014, a role he held until May of 2020 when he relinquished the executive aspects of his role. He remains as Independent Non-Executive Chair of De Grey. Through this period he has shared responsibility for maintaining and increasing the tenement package that forms the basis of the De Grey projects, most specifically the Hemi Project and reflects that he has been fortunate to be part of the team that discovered the Hemi Project. His previous large project experience has been with Anaconda Nickel Limited through engineering studies, financing, and construction phases of the Murrin Murrin Nickel mine. He also has extensive experience since the 1980's with ASX listed companies, spanning small cap companies to larger concerns, involving restructuring, corporate, compliance, marketing, company secretarial and management activities, resulting in his role at De Grey.
Mr Glenn Jardine **Managing Director** *BE (Mining), MAICD, FAusIMM*	Mr Jardine was appointed Managing Director of De Grey in May 2020. He is an experienced mining executive of 35 years with direct experience in growing resource companies from early-stage exploration through to multi-operation entities, including taking projects through feasibility studies, equity funding, debt financing, project development and operations. His experience includes Project Manager & General Manager of the Henty Gold Mine in Tasmania for Goldfields Ltd; Project Manager of the Emily Ann & Maggie Hays nickel mines; and General Manager New Business, Chief Operating Officer & Managing Director for Lion Ore Australia. He has more recently been Chief Operating Officer of Azure Minerals Limited. Commodity experience includes precious metals, base metals, and bulk commodities across underground and open pit operations. Processing methods utilised at these projects and operations include carbon-in-pulp and carbon-in-leach, dense media separation, sulphide flotation, bio-oxidation, pressure oxidation and solvent extraction-electrowinning. Projects developed under Mr Jardine's management have received Australian State and Federal recognition for environmental best practice and health and safety and human resources systems.

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Name	Skills and experience
Mr Peter Hood AO **Lead Independent Non-Executive Director** *BE (Chem), MAusIMM, FIChemE, FAICD, HBS (Advanced Management Programme)*	Mr Hood was appointed to the board of De Grey on 19 November 2018. Mr Hood, a chemical engineer, has had a distinguished career in the Australian mining and chemical industries. He held the position of Senior Production Engineer at the Kwinana Nickel Refinery from 1971 to 1981, then Mill Superintendent of the WMC Kambalda Nickel and Gold Operations between 1982 to 1985. In 1985, he joined Coogee Chemicals Pty Ltd in the position of General Manager and then as their CEO between 1998 and 2005. He then held the position of CEO of Coogee Resources Ltd before retiring in 2008. Through that period, he was part of the management team that oversaw significant growth in Coogee Chemicals. In 2020, Mr Hood was recognised as an Officer of the Order of Australia in the Australia Day Honours List for distinguished service to business and commerce at the state, national and international level, and to the resources sector.
Mr Andrew Beckwith **Non-Executive Director** *BSc Geology, Aus IMM*	Mr Beckwith joined the board of De Grey in October 2017 as the Technical Director and Operations Manager, having commenced his time with De Grey as a Technical Consultant in February 2016. He stepped back from his fulltime executive role to become a Non-Executive Director of the company in July 2023. Mr Beckwith is a successful and experienced exploration geologist who has previously held technical roles with Westgold Resources, AngloGold Ashanti, Acacia Resources, Helix Resources, Normandy NFM, North Flinders Mines and BP Minerals Australia. At Westgold, Mr Beckwith initially held the role of exploration manager before his appointment as Managing Director. During his time as an executive at De Grey, Mr Beckwith led and built the geological team that ultimately discovered Hemi and has helped grow the Company's gold resources from 0.3Moz to 11.7Moz. He is a corecipient of the industry Prospector of the Year Award for the Hemi discovery.
Mr Paul Harvey **Independent Non-Executive Director** *BE (Mining), FAusIMM, GAICD*	Mr Harvey was appointed to the board in July 2022. Mr Harvey is a mining engineer and experienced global executive with over 35 years' international experience across the commodities value chain having led complex international businesses including as Chief Operating Officer at South32 with accountability for integrated global manganese, metallurgical coal and base metals operations. Mr Harvey has deep project development experience having led large scale development projects in Canada and Australia and is a recognised safety and sustainability leader with extensive cross cultural leadership experience in Australia, Canada and across Africa. Mr Harvey was a founding Executive Committee member with the South32 demerger from BHP, following 25 years with BHP with prior Executive roles including President Nickel West, President and COO BHP Billiton Diamonds and Vice President Strategy and Planning at Olympic Dam. Mr Harvey also previously advised a large London based private equity firm on investments across the resources sector globally. Mr Harvey also serves as an Independent Non-Executive Director with Sandfire Resources and as Advisor to the Board of Wyloo Metals Pty Ltd.
Ms Emma Scotney **Independent Non-Executive Director** *B.A, LLB (Hons), GAICD, GradDipMgmt (Strategy and Finance)*	Ms Scotney was appointed to the board in January 2023. She is an experienced corporate lawyer with strong financial and commercial acumen who has over 25 years' combined expertise in the mining, agricultural and property industries. She has extensive experience in advising on corporate, financial, governance and commercial matters, including mergers and acquisitions and equity capital markets. In addition to private practice law firm experience, Ms Scotney was legal counsel at an ASX-listed global mining services company where she specialised in international supply and distribution contracts for mining tools and equipment. Ms Scotney serves as a non-executive director for ASX-listed companies Minerals 260 Limited (ASX:MI6) and Santana Minerals Limited (ASX:SMI) and a non-executive director for InterGrain Pty Ltd and is a Commissioner with the Insurance Commission of Western Australia. Ms Scotney is also a member of a private company responsible for the operation of a high performing commercial livestock and cropping enterprise providing financial and legal oversight.

As at the date of this Scheme Booklet, the senior management team of De Grey and a summary of their relevant background, skills and experience is as set out in Table 6 below.

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Table 6: De Grey Senior Management

Name	Skills and experience
Mr Glenn Jardine **Managing Director** *BE (Mining), MAICD, FAusIMM*	See Mr Jardine's skills and experience as set out in Table 5 above.
Mr Peter Canterbury **Chief Financial Officer** *BBus CPA*	Mr Canterbury is an experienced mining executive and Certified Practising Accountant with substantial experience in leading ASX-listed mining companies, most recently as managing director of ASX-listed Triton Minerals and CEO of Bauxite Resources. Mr Canterbury has as a broad skillset spanning financial and corporate management, accounting, project financing, feasibility studies, contract negotiation and mining operations. He has held senior roles within the mining industry for close to 30 years. Previously Mr Canterbury held the role of CFO and Acting CEO of Sundance Resources, where he played a lead role in rebuilding the company following a plane accident in 2010 and was instrumental in negotiating the Mining and Development convention for Sundance in Cameroon and Republic of Congo for the US$5 billion iron ore mine, rail, and port project. His previous positions include CFO of Dadco Europe with its alumina and bauxite operations in Europe and Africa and several positions with Alcoa in finance, marketing, and project development.
Mr Neil Foster **Chief Sustainability & Risk Officer** *BSc (Hons), MSc Eng., FGS, FAIM*	Mr Foster is an Environmental Geologist (BSc. (Hons)) and Geotechnical Engineer (MSc Eng.) by qualification. He spent his early career in major consulting businesses servicing companies operating in mining, oil and gas and infrastructure in Europe, Africa and Asia Pacific regions. More recently he held positions including Group Sustainability Manager at ASX-listed Iluka Resources and Group Head of Environment and Social Programme at San Miguel Corporation for the AUD$14 billion New Manila International Airport project in the Philippines. He is a Fellow of the Geological Society of London, the Australian Institute of Management and a Certified Sustainability Professional.
Ms Courtney Morgan-Evans **General Manager People & Capability** *BComm (Human Resources)*	Ms Morgan-Evans is a strategic human resources and industrial relations professional having spent more than a decade in the industry working with numerous leading mining and industrial businesses in Australia. Over the course of her career, Ms Morgan-Evans's roles have involved her having responsibility for the HR/IR functions overseeing multibillion-dollar development projects, involving thousands of employees and ensuring an alignment of HR plans and strategic business objectives.
Mr Philip Tornatora **General Manager Exploration** *BSc (Hons), MEconGeol*	Mr Tornatora joined De Grey in 2016 and has over 30 years of geological experience. He has had substantial Exploration Management experience, with over 4 years as General Manager of Exploration at Northern Star. Prior to this, Mr Tornatora worked as Exploration and Geology Manager for Galaxy Resources Limited, a prominent Australian lithium/tantalum producer. He has held senior geology roles with major International gold producer AngloGold Ashanti and has a range of experience from regional to near mine exploration and resource development roles.
Mr Allan Kneeshaw **General Manager Business Development** *BSc (Hons), MSc, FAusIMM, FAIG*	Mr Kneeshaw is a diversified exploration geologist with 26 years' experience in gold, base metals and bulk commodities in Australia and China. He has held senior roles with major mining companies, including Head of Greenfields Exploration (Australia) and Chief Geologist (China) for AngloGold Ashanti, Country Manager (Exploration – Australia) for Anglo American.
Mr Geoff Fenton **General Manager Operations – Hemi** *BE (Mining) (Hons)*	Mr Fenton has over 25 years of extensive experience in mine operations and technical roles, with a strong background in large-scale gold projects, Mr Fenton's career spans significant positions at major operations including Telfer, Hope Downs, and Roy Hill. His recent roles include Senior Project Manager at Hancock Prospecting/Roy Hill, where he led multi-billion-dollar projects, and General Manager Operations and Planning for the Karara iron ore operation.

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Name	Skills and experience
Ms Sarah Standish **General Counsel & Company Secretary** *BA, LLB (Hons), GAICD*	Ms Standish is an experienced General Counsel and Company Secretary, with expertise and skills in leading legal, risk, compliance and governance functions in ASX listed and international companies. Ms Standish has been a registered legal practitioner for over 18 years and has a track record of working within organisations to develop, enhance and embed fit for purpose legal, risk, governance and compliance frameworks and systems. Her most recent previous roles were as General Counsel and Company Secretary of St Barbara Limited and General Counsel of IMDEX Limited. Ms Standish acts as a trusted advisor and business partner, operating in a commercially pragmatic way and is well versed in building and developing small teams in the organisations she has been employed. Ms Standish also has experience as a Non-Executive Director of non-profit organisations and is a keen mentor through various formal and informal channels.
Mr Peter Holmes **Project Director** *ADip-Mine, GDip-Min.Eng., FCMM Qld, FCIM Canada, PMP, FAACEI*	Mr Holmes is a highly experienced project development, operational readiness, and corporate mining executive with over 30 years' experience in the gold mining industry including with Barrick Gold Corporation and prior to that with Placer Dome Asia Pacific. He has worked across various jurisdictions including Australia, Canada, United States and South America. Mr Holmes' previous roles include Senior Director of Project Execution for Barrick where he oversaw approximately $9 billion in construction projects. Other previous roles include Senior Director – Construction and Corporate Manager – Projects for Barrick and Corporate Manager – Project Management for Placer. Mr Holmes has more recently worked as Studies Director for SolGold on its Cascabel project in Ecuador.

5.9 De Grey historical financial information

This Section 5.9 contains audited historical financial information relating to De Grey for the financial years ended 30 June 2023 and 30 June 2024 and reviewed historical financial information for the financial half-year ended 31 December 2024.

The historical financial information in this Section 5.9 is a summary only and has been extracted for the purposes of this Scheme Booklet only.

Further detail about De Grey's financial performance can be found in the audited financial reports of De Grey for the financial years ended 30 June 2023 and 30 June 2024 and the reviewed financial report of De Grey for the financial half-year ended 31 December 2024, copies of which can be obtained, free of charge, from the ASX's website (www.asx.com.au), De Grey's website (www.degreymining.com.au) or by calling the De Grey Shareholder Information Line on 1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday (excluding Australian public holidays).

a) Basis of preparation

The historical financial information of De Grey presented in this Scheme Booklet is in an abbreviated form and does not contain all the disclosures, presentations, statements or comparatives that are usually provided in an annual report prepared in accordance with the Corporations Act. De Grey considers that, for the purposes of this Scheme Booklet, the historical financial information is in a form sufficient to inform De Grey Shareholders of the recent past financial performance of De Grey and is available in full in De Grey's annual and half-yearly financial reports available on its website (www.degreymining.com.au).

The De Grey financial statements for:

- the financial years ended 30 June 2023 and 30 June 2024 were audited by Ernst & Young who issued unqualified audit opinions on those financial statements; and
- the financial half-year ended 31 December 2024 were subject to review by Ernst & Young who issued an unqualified review conclusion on those financial statements.

The significant accounting policies used in the preparation of the De Grey's historical financial information are consistent with those set out in De Grey's 2023 and 2024 annual reports and its 31 December 2024 half-year financial report. The historical financial information in this Section 5.9 should be read in conjunction with the financial statements of De Grey for the respective periods, including the description of the significant accounting policies contained in those financial statements and the notes to those financial statements.

The historical financial information of De Grey has been prepared in accordance with the recognition and measurement principles contained in the Australian Accounting Standards, which comply with the recognition and measurement principles of the International Accounting Standards Board and interpretations adopted by the International Accounting Standards Board. The historical financial information in this Section 5.9 is presented on a standalone basis and accordingly does not reflect any impact of the Scheme.

The De Grey historical financial information has been prepared on a going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

This Section 5.9 should be read in conjunction with the risks as set out in Section 8.

The historical financial information in this Section 5.9 is presented on a standalone basis and accordingly does not reflect any impact of the Scheme.

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b) Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

The following table presents De Grey's historical consolidated statement of profit or loss and other comprehensive income for the financial years ended 30 June 2023 and 30 June 2024 and the financial half-year ended 31 December 2024.

Table 7: Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

	Half-year ended 31-Dec-2024 $	Year ended 30-Jun-2024 $	Year ended 30-Jun-2023 $
Revenue	10,085	23,583	26,705
Interest income recognised using the effective interest method	20,140,084	16,224,812	4,019,617
Other income	306,862	17,952	145,440
Employee benefits expense	(7,641,073)	(12,510,746)	(9,917,789)
Share based payments expense	(1,880,045)	(2,705,875)	(2,804,481)
Compliance expenses	(441,123)	(1,113,110)	(594,720)
Corporate advisory and consulting expenses	(1,216,564)	(2,157,030)	(984,778)
Administration and other expenses	(4,148,115)	(7,263,213)	(5,068,602)
Depreciation and amortisation	(1,392,902)	(2,603,673)	(2,321,825)
Finance income/(costs)	132,460	(16,231)	(123,487)
Loss on financial assets investment	(211,643)	(5,116,186)	(1,381,301)
PROFIT/(LOSS) BEFORE INCOME TAX	**3,658,026**	**(17,219,717)**	**(19,005,221)**
Income tax expense	-	-	-
PROFIT/(LOSS) FOR THE YEAR/PERIOD	**3,658,026**	**(17,219,717)**	**(19,005,221)**
OTHER COMPREHENSIVE INCOME Items that may be reclassified to profit or loss	**-**	**-**	**-**
OTHER COMPREHENSIVE INCOME FOR THE YEAR/PERIOD, NET OF TAX	**-**	**-**	**-**
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE PERIOD/YEAR	**3,658,026**	**(17,219,717)**	**(19,005,221)**
Total comprehensive profit/(loss) for the period/year attributable to: owners of De Grey Mining Ltd	3,658,026	(17,219,717)	(19,005,221)
Earnings/(loss) per share for profit attributable to owners of De Grey Mining Ltd	Cents	Cents	Cents
Basic earnings/(loss) per share	0.15	(0.93)	(1.23)
Diluted earnings/(loss) per share	0.15	(0.93)	(1.23)

Note: *The (loss) per share for the year ended 30 June 2023 has been restated to reflect the impact of equity raises conducted during the financial year ended 30 June 2024.*

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c) Historical Consolidated Statements of Financial Position

The following table presents De Grey's historical consolidated statements of financial position as at 30 June 2023, 30 June 2024 and 31 December 2024.

Table 8: Historical Consolidated Statements of Financial Position

	As at 31-Dec-2024 $	As at 30-Jun-2024 $	As at 30-Jun-2023 $
ASSETS			
Current assets			
Cash and cash equivalents	30,851,687	686,636,845	112,705,077
Short term deposits	755,535,408	180,535,408	-
Trade and other receivables	14,457,377	10,595,780	1,763,440
Other assets	2,224,711	2,769,944	1,937,598
Inventory	174,428	191,513	179,493
Total current assets	**803,243,611**	**880,729,490**	**116,585,608**
Non-current assets			
Financial assets	3,315,736	3,527,379	8,643,565
Deferred exploration and evaluation expenditure	407,079,791	385,178,658	307,710,136
Property, plant and equipment	94,276,066	37,172,677	11,065,479
Leased assets	7,415,536	8,001,723	1,597,330
Total non-current assets	**512,087,129**	**433,880,437**	**329,016,510**
Total assets	**1,315,330,740**	**1,314,609,927**	**445,602,118**
LIABILITIES			
Current liabilities			
Trade and other payables	22,230,399	26,773,689	24,299,573
Lease liabilities	661,553	747,112	511,810
Employee benefit obligations	1,374,987	1,341,036	1,192,750
Total current liabilities	**24,266,939**	**28,861,837**	**26,004,133**
Non-current liabilities			
Lease liabilities	7,099,889	7,370,304	1,172,951
Employee benefit obligations	327,527	230,370	149,824
Rehabilitation provision	2,193,853	2,193,853	2,218,266
Total non-current liabilities	**9,621,269**	**9,794,527**	**3,541,046**
Total liabilities	**33,888,208**	**38,656,364**	**29,545,179**
Net assets	**1,281,442,532**	**1,275,953,563**	**416,056,939**
EQUITY			
Contributed equity	1,377,437,288	1,377,486,390	503,075,924
Reserves	8,702,718	6,822,673	4,116,798
Accumulated losses	(104,697,474)	(108,355,500)	(91,135,783)
Total equity	**1,281,442,532**	**1,275,953,563**	**416,056,939**

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d) Historical Consolidated Statements of Cash Flows

The following table presents De Grey's historical consolidated statements of cash flows for the financial years ended 30 June 2023 and 30 June 2024 and the financial half-year ended 31 December 2024.

Table 9: Historical Consolidated Statements of Cash Flows

	Half-year ended 31-Dec-2024 $	Year ended 30-Jun-2024 $	Year ended 30-Jun-2023 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers	17,661	26,371	25,178
Other income received	306,862	20,978	252,493
Payments to suppliers and employees	(14,131,414)	(23,314,889)	(16,013,315)
Interest paid	(275,976)	(62,497)	(83,520)
Interest received	14,137,590	11,820,154	3,250,846
Net Cash inflow/(outflow) from Operating Activities	**54,723**	**(11,509,883)**	**(12,568,318)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Transfer to short term deposits	(575,000,000)	(180,535,408)	-
Payments for plant and equipment	(48,080,372)	(17,148,224)	(3,005,173)
Payments for exploration and evaluation expenditure	(32,402,247)	(90,777,537)	(68,856,494)
Payment for equity investment	-	-	(10,000,000)
Net Cash inflow/(outflow) from Investing Activities	**(655,482,619)**	**(288,461,169)**	**(81,861,667)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issues of ordinary shares	-	900,579,113	149,046,000
Payments of share issue transaction costs	(1,287)	(26,054,994)	(4,934,132)
Principal elements of lease payments	(355,975)	(621,299)	(471,041)
Net Cash inflow/(outflow) from Financing Activities	**(357,262)**	**873,902,820**	**143,640,827**
Net increase/(decrease) in Cash & Cash Equivalents	**(655,785,158)**	**573,931,768**	**49,210,842**
Cash & Cash Equivalents at the Beginning of Year/Period	686,636,845	112,705,077	63,494,235
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR/PERIOD	**30,851,687**	**686,636,845**	**112,705,077**

5.10 Material changes in De Grey's financial position

The most recent published financial statements of De Grey are set out in its Interim Report for the financial half-year ended 31 December 2024, which was released to ASX on 12 February 2025. To the knowledge of the De Grey Directors, the financial position of De Grey has not materially changed since 31 December 2024 (being the balance date of the latest interim financial report released to ASX).

5.11 Recent De Grey Share price history

De Grey has been admitted to the Official List of the ASX and De Grey Shares are quoted on the ASX under the trading symbol 'DEG'.

The last recorded traded price of De Grey Shares immediately before public announcement of the Scheme on 2 December 2024 was $1.52 on 29 November 2024. The closing price for De Grey Shares on the ASX on 7 March 2025 (being the Last Practicable Date) was $1.99.

During the three months ending 7 March 2025 (being the Last Practicable Date):

- the highest recorded daily closing price for De Grey Shares was $2.14 on 11 February 2025 and 14 February 2025; and
- the lowest recorded daily closing price for De Grey Shares was $1.74 on 20 December 2024.

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Figure 6 below shows the closing price and corresponding daily volume of De Grey Shares traded on the ASX over the 12 months up to and including the Last Practicable Date.

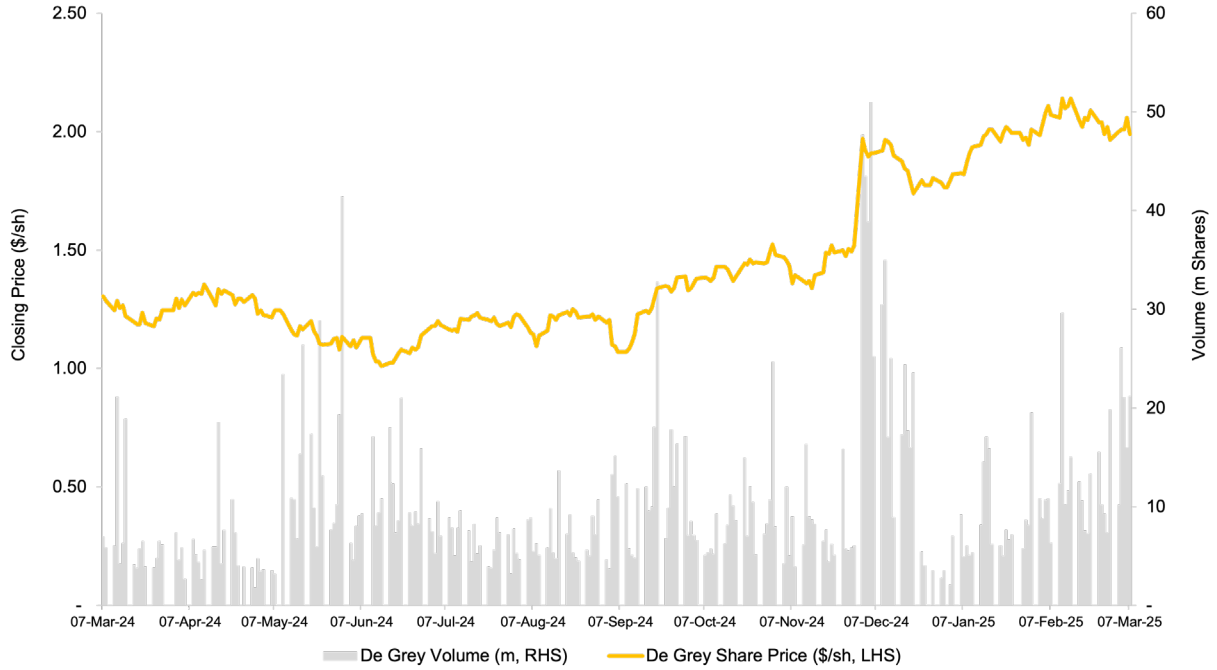


Figure 6: Trading performance of De Grey Shares over the 12 months up to and including the Last Practicable Date

Source: IRESS as at the Last Practicable Date

5.12 De Grey issued securities

a) De Grey Securities on issue

As at the Last Practicable Date, the capital structure of De Grey comprises the following De Grey Securities.

Table 10: De Grey Securities

Type of security	Number on issue[1]
De Grey Shares	2,397,963,569
De Grey Performance Rights	6,385,456
De Grey Share Rights	136,913[2]

Notes:

1. The De Grey Directors' interests in the De Grey Securities are set out in Section 11.2.
2. As approved by De Grey Shareholders at the 2024 annual general meeting, De Grey proposes to issue up to $25,000 worth of additional De Grey Share Rights in aggregate to Mr Paul Harvey and Ms Emma Scotney (or their nominees) prior to the Second Court Hearing to reflect amounts which Mr Harvey and Ms Scotney have each elected to salary sacrifice from their accrued directors' fees for the period from 1 January 2025 to 31 March 2025. The number of De Grey Share Rights issued will be calculated by reference to the volume weighted average price of De Grey Shares traded over the 1-month period ending on the day before the date of issue of the De Grey Share Rights.

Refer to Section 11.3 for the treatment of De Grey Incentives in connection with the Scheme.

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b) Substantial De Grey Shareholders

Based on publicly available information, as at the Last Practicable Date, De Grey had received notifications from the following substantial De Grey Shareholders in accordance with section 671B of the Corporations Act:

Table 11: De Grey Substantial Shareholders

Name	Relevant Interest in De Grey Shares[38]	Percentage interest in De Grey Shares[39]
Gold Road Resources Limited	413,934,740	17.26%
BlackRock Group	223,378,666	9.32%
State Street Corporation	125,463,451	5.23%

As at the Last Practicable Date, no substantial De Grey Shareholder has made any statement to De Grey indicating their intentions regarding the voting of their De Grey Shares on the Scheme Resolution.

5.13 De Grey employee incentive arrangements

a) Long-term incentive arrangements

De Grey operates various incentive plans, pursuant to which it has granted to employees or non-executive directors (as applicable) the De Grey Performance Rights and De Grey Share Rights (together, the De Grey Incentives) as part of De Grey's strategy to align the interests of its employees and non-executive directors with those of the De Grey Shareholders.

This Section sets out the key terms of the De Grey Incentives, including their relevant vesting conditions or performance milestones. Refer to Section 11.3 for further information on the treatment of the De Grey Incentives in connection with the Scheme.

i) De Grey Performance Rights

De Grey currently operates the De Grey 2023 Plan (being an equity-based incentive scheme last approved by De Grey Shareholders for the purposes of ASX Listing Rule 7.2 (exception 13(b)) at De Grey's 2023 annual general meeting)[40] pursuant to which all De Grey Performance Rights on issue as at the date of this Scheme Booklet were issued, comprising:

- 4,255,875 FY24 De Grey Performance Rights (expiring 23 November 2028), which comprise Class A and Class B performance rights, as set out in Table 12 below; and
- 2,129,581 FY25 De Grey Performance Rights (expiring 29 November 2029) as set out in Table 13 below.

Each De Grey Performance Right entitles the holder to receive one De Grey Share on exercise for no cash consideration, subject to the relevant performance milestones being met at the relevant testing date.

Mr Glenn Jardine is the only De Grey Director who holds De Grey Performance Rights (comprising 338,239 FY24 De Grey Performance Rights (Class A), 676,477 FY24 De Grey Performance Rights (Class B) and 490,700 FY25 De Grey Performance Rights).

Table 12: FY24 De Grey Performance Rights

FY24 De Grey Performance Rights - Performance milestones		Weighting	Testing date
1,425,966 De Grey Performance Rights (Class A)	50% completion of construction of the Hemi Project Processing Facility, and required secondary operational approvals.	50% of Class A	30 June 2025
	4Moz Au increase from the start of the performance period (being 1 July 2023) in the Hemi Project JORC Inferred Mineral Resource classification.	25% of Class A	30 June 2025
	De Grey Share price outperforming (by percentage growth) the Van Eck GDXJ Index across the performance period (1 July 2023 to 30 June 2025).	25% of Class A	30 June 2025
2,829,909 De Grey Performance Rights (Class B)	Production commencing at the Hemi Project and De Grey completing its first gold pour.	50% of Class B	30 June 2026
	6Moz Au increase from the start of the performance period (being 1 July 2023) in the Hemi Project JORC Inferred Mineral Resource classification.	25% of Class B	30 June 2026
	De Grey Share price outperforming (by percentage growth) the Van Eck GDXJ Index across the performance period (1 July 2023 to 30 June 2026).	25% of Class B	30 June 2026

[38] As disclosed in latest substantial holder notices lodged.

[39] On an undiluted basis, based on the Relevant Interest in De Grey Shares as disclosed in latest substantial holder notices lodged, as a percentage of De Grey Shares on issue as at the Last Practicable Date.

[40] Refer to Schedule 4 in De Grey's Notice of Meeting for its 2023 annual general meeting for a summary of the terms of the De Grey 2023 Plan.

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Table 13: FY25 De Grey Performance Rights

FY25 De Grey Performance Rights - Performance milestones		Weighting	Testing date
2,129,581 FY25 De Grey Performance Rights	Completion of C4 Commissioning (successful handover to operational personnel following successful demonstration of practical completion) at the Hemi Project by 30 June 2027, subject to environment approvals being obtained by 30 June 2025.	45%	30 June 2027
	No equity, royalty or increased debt funding above De Grey's existing equity, planned $1 billion debt plus $130 million overrun facility required to take the Hemi Project to completion of C4 commissioning.	10%	30 June 2027
	4.5Moz Au gold increase from the start of the performance period (being 1 July 2024) in the Hemi Project JORC Inferred Mineral Resource classification.	25%	30 June 2027
	De Grey Share price demonstrating a 20% outperformance of the Van Eck GDXJ Index across the performance period (1 July 2024 to 30 June 2027).	20%	30 June 2027

ii) Share Rights

De Grey currently operates the Non-Executive Director Share Plans pursuant to which the non-executive De Grey Directors have the opportunity to salary sacrifice up to $50,000 of their directors' fees for the relevant financial year, and receive De Grey Share Rights in lieu of those accrued fees.[41]

As at the Last Practicable Date, De Grey has on issue the following De Grey Share Rights:

- 112,283 vested De Grey Share Rights; and
- 24,630 FY25 De Grey Share Rights (with a vesting date of 30 September 2025, subject to their treatment in connection with the Scheme as set out in Section 11.3).

Additionally, Ms Emma Scotney and Mr Paul Harvey have elected to salary sacrifice a portion of their FY25 directors' fees. As approved by De Grey Shareholders at the 2024 annual general meeting, De Grey is therefore proposing to issue up to an additional $25,000 worth of FY25 De Grey Share Rights prior to the Second Court Hearing (which will vest following the release of the De Grey half-year results in late February 2026, subject to their treatment in connection with the Scheme as set out in Section 11.3) for their fees salary sacrificed over the period from 1 January 2025 to 31 March 2025. The number of Share Rights issued will be calculated by reference to the volume weighted average price of De Grey Shares traded over the 1-month period ending on the trading day before the date of issue of those De Grey Share Rights.

Each vested De Grey Share Right entitles the holder to receive one De Grey Share on its exercise for nil cash consideration.

b) Short-term incentive arrangements

De Grey operates a FY25 short term incentive plan, pursuant to which, as at the Last Practicable Date, it has made offers for an aggregate amount of approximately $1,845,000 (excluding superannuation, oncosts and payments equivalent to superannuation otherwise payable) in cash awards to certain employees, which are payable in or around September 2025 subject to the employee meeting their applicable key performance indicators over the financial year.

Refer to Section 11.3 for further information regarding the treatment of the short-term incentive cash awards in connection with the Scheme.

c) Cash retention bonuses

De Grey operates a retention bonus plan which provides the opportunity for certain employees (excluding De Grey Directors, the executive management team and participants in the FY25 short-term incentive plan described above) (**Eligible Participants**) to receive a cash bonus.

As at the Last Practicable Date, there are approximately $2,056,000 (excluding superannuation and oncosts) worth of maximum entitlements to cash bonuses under this plan. Further employees may become Eligible Participants following the date of this Scheme Booklet, which will increase the maximum entitlements to cash bonuses.

The cash bonuses relate to the period from 1 January 2025 to 31 December 2025, and are payable in March 2026 subject to the Eligible Participant remaining employed and in good standing at that time, and not having tendered notice of resignation or received notice of termination.

Refer to Section 11.3 for information regarding the treatment of the cash bonuses in connection with the Scheme.

[41] Refer to Schedule 2 in De Grey's Notice of Meeting for its 2023 annual general meeting and Annexure C in De Grey's Notice of Meeting for its 2024 annual general meeting for a summary of the terms of the De Grey Non-Executive Director Share Plans.

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5.14 De Grey Directors' intentions for the business

The Corporations Regulations require this Scheme Booklet to include a statement by the De Grey Directors of their intentions regarding De Grey's business.

If the Scheme is implemented, the existing De Grey Directors will resign and the De Grey Board will be reconstituted in accordance with the instructions of Northern Star. Further information in respect of the Northern Star Board composition following implementation of the Scheme is set out in Section 7.4.

Accordingly, it is not possible for the existing De Grey Directors to provide a statement of their intentions regarding the following if the Scheme is implemented:

- the continuation of the business of De Grey;
- any major changes, if any, to be made to the business of De Grey; or
- the future employment of the present employees of De Grey.

The current intentions of Northern Star with respect to these matters are set out in Section 7.

If the Scheme is not implemented, the current intentions of the De Grey Board are to continue to operate in the ordinary course of business, in particular, developing the Hemi Project.

5.15 Litigation

At the date of this Scheme Booklet, to the best of the knowledge of the De Grey Directors and De Grey's senior management, De Grey is not involved in any litigation or dispute which is material in the context of the De Grey Group taken as a whole that is not otherwise disclosed in this Scheme Booklet.

5.16 Publicly available information on De Grey

As an ASX listed company and a 'disclosing entity' for the purposes of the Corporations Act, De Grey is subject to regular reporting and disclosure obligations. Broadly, these require it to announce price sensitive information to ASX immediately upon becoming aware of the information, subject to exceptions for certain confidential information. Copies of these announcements can be obtained free of charge from De Grey's website at www.degreymining.com.au or by visiting the ASX website at www.asx.com.au.

ASIC also maintains a record of documents lodged with it by De Grey which can be obtained using services provided by ASIC, information in respect of which can be found on the ASIC website at www.asic.gov.au. Please note, ASIC may charge a fee in respect of such services.

On request to De Grey and free of charge, De Grey Shareholders may obtain a copy of:

- the annual financial report of De Grey for the year ended 30 June 2024 (being the annual financial report most recently lodged with ASIC before lodgement of this Scheme Booklet with ASIC); and
- any continuous disclosure notice given to ASX by De Grey since the lodgement with ASIC of the annual financial report for De Grey for the year ended 30 June 2024 and before lodgement of this Scheme Booklet with ASIC.

5.17 Further information

For a summary of the risks associated with the Scheme, refer to Section 8. In particular, Section 8.5 outlines certain risks to De Grey Shareholders if the Scheme does not proceed.

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6 Profile of Northern Star

6.1 Overview of Northern Star

Northern Star is a single commodity, ASX-50, global-scale gold producer, expected to produce between 1.65Moz and 1.8Moz of gold in FY25 from its three major operating hubs located exclusively in highly-prospective geological settings in Australia and North America which are regarded as two of the most attractive mining investment regions globally.[11]

Northern Star owns and operates three distinct, high quality production centres:

- Kalgoorlie production centre located in Kalgoorlie, Western Australia and comprises the KCGM Operations, Carosue Dam Operations, and the Kalgoorlie Operations (consisting of the Kanowna Belle Mine and South Kalgoorlie Operations);
- Yandal production centre located in the Northern Goldfields region of Western Australia and comprises the Jundee Operations, Bronzewing Operations and Thunderbox Operations; and
- Pogo production centre located in the Tintina Gold Province in Alaska, United States.

Northern Star also has a 50% joint venture interest in the Central Tanami Project, located 650 kilometres northwest of Alice Springs in the Tanami Region of the Northern Territory. Northern Star and its joint venture partner, Tanami Gold NL (ASX: TAM), jointly fund all exploration and development activities at the Central Tanami Project. Northern Star also holds other wholly owned exploration tenure in the Northern Territory.

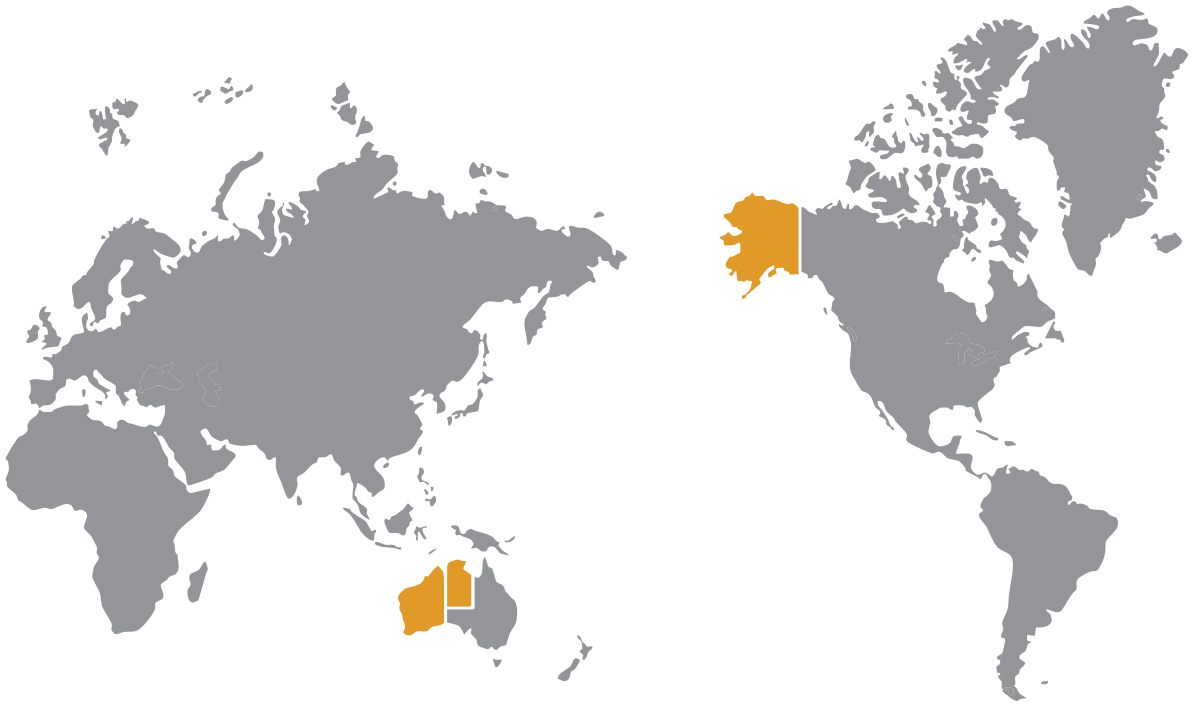


Figure 7: Northern Star's global operations

Further information about Northern Star's key assets and operations is set out in Section 6.4.

6.2 History

Northern Star was incorporated in Western Australia on 12 May 2000, and admitted to the Official List of the ASX (ASX:NST) on 17 December 2003. Northern Star is the largest Australian gold producer, by market capitalisation,[42] listed on the ASX, with a market capitalisation of approximately $20 billion as at the close of trading on the Last Practicable Date.

Northern Star rapidly transformed from an approximately 90koz per year, single mine producer in 2010, to a global-scale gold producer, with FY25 production guidance of 1.65Moz to 1.8Moz[43] gold sold with some of its operations having 10 years or more of mine life. Northern Star's current portfolio is the result of organic growth coupled with strategic merger and acquisition activity, including 13 significant acquisitions and four asset disposals since 2010.

[42] Refer to ASX's 'Top 50 by Market Cap': https://www.asx.com.au/markets/trade-our-cash-market/equity-market-prices/top-50-market-cap

[43] Northern Star FY25 production guidance.

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6.3 Strategy

Northern Star's purpose is to generate superior returns for its shareholders, while providing positive benefits for its stakeholders, through operational effectiveness, exploration and active portfolio management.

In July 2021, Northern Star announced its five-year Profitable Growth Strategy to grow annual gold production to 2 million ounces by FY26, across its three production centres: the Kalgoorlie production centre, Yandal production centre and Pogo production centre. Since then, Northern Star has made significant progress towards delivering on the Profitable Growth Strategy, with 804,140 ounces of gold sold over the 6 months to 31 December 2024.

	FY22 1.56Moz	FY23 1.56Moz	FY24 1.62Moz	FY25 1.65-1.80Moz	FY26
Kalgoorlie	KCGM Fleet Delivery ✓	Grow KCGM material movement ✓	KCGM access to higher grades ✓	KCGM material movement 80-100Mtpa	1,100koz KCGM 650koz
Yandal	TBO Mill Expansion ✓	TBO Mill Commissioning ✓	TBO Optimisation ✓	600koz Regional processing savings from various ore sources	
Pogo	Mill Expansion ✓	Mine Optimisation ✓	Delivered +300koz rate ✓	300koz Improved reliability and consistency	

Figure 8: Progress against Northern Star's five-year Profitable Growth Strategy

Northern Star announced a positive Final Investment Decision for the KCGM Mill Expansion Project (**KCGM Mill Expansion**), located in Kalgoorlie, Western Australia, on 22 June 2023. During the half year to 31 December 2024, Northern Star advanced engineering, design and construction works for the KCGM Mill Expansion. The capacity of KCGM's processing circuit, centred on the Fimiston Processing Plant, will replace most of the 13Mtpa plant, increasing the overall capacity to 27Mtpa and then consolidate the Gidji processing facility. KCGM Operations' gold production is expected to increase to 650kozpa by FY26 and to approximately 900kozpa from FY29 (steady state), following a two-year ramp-up (FY27-28) upon completion of the KCGM Mill Expansion.

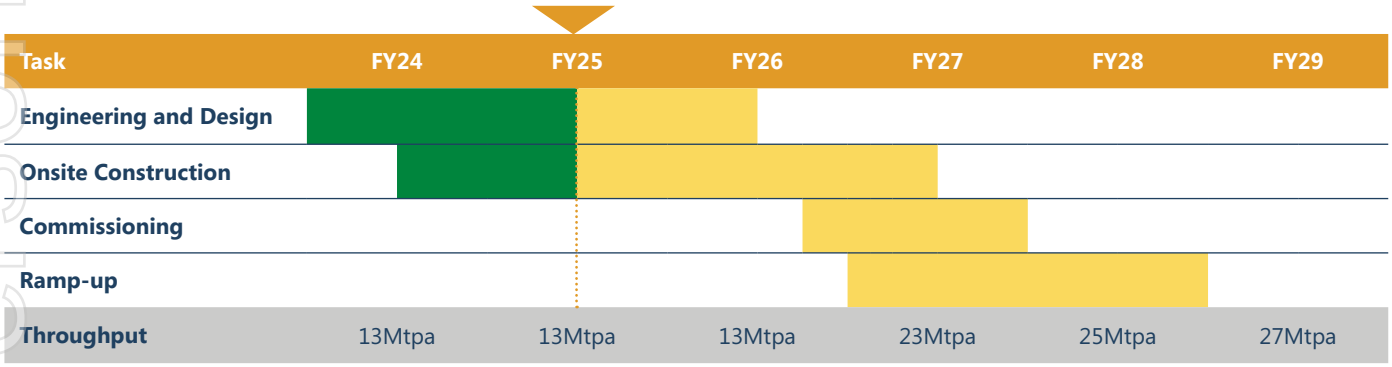


Figure 9: KCGM Mill Expansion progress

Through delivering its Profitable Growth Strategy, Northern Star will continue to build its asset base through strategic acquisitions and targeted exploration programs to unlock value from the gold endowment across its highly prospective ground.

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6.4 Key assets and operations

Northern Star owns and operates three high-quality production centres: Kalgoorlie, Yandal and Pogo, located exclusively in highly-prospective geological settings in Western Australia, Australia and Alaska, North America, which are regarded as two of the most attractive mining investment regions globally.[11] Northern Star also has a 50% joint venture interest in the Central Tanami Project, an exploration stage project located in the Northern Territory, Australia, and Northern Star holds other wholly owned exploration tenure in the Northern Territory, Australia.

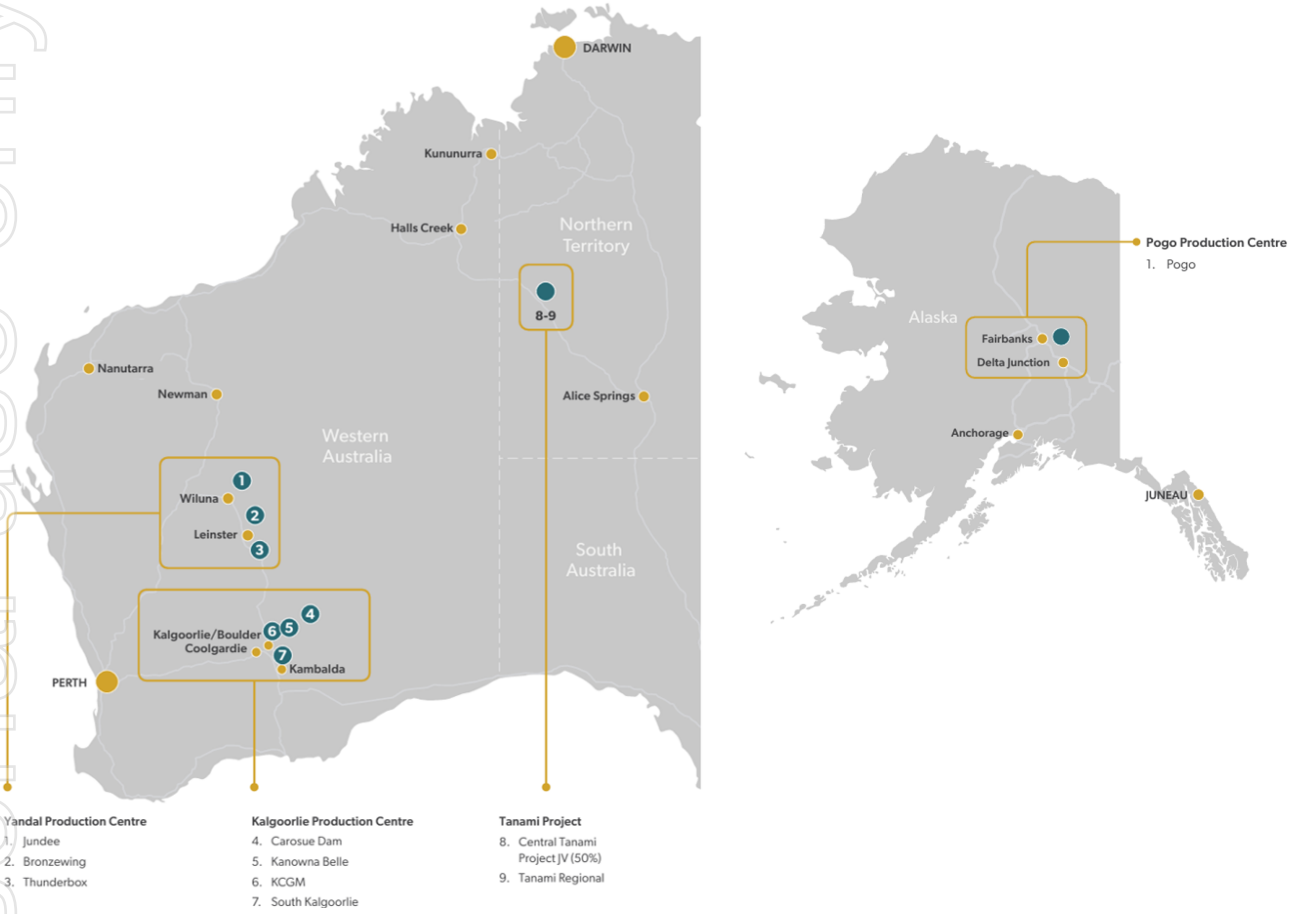


Figure 10: Northern Star's global operations

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An overview of each of Northern Star's operations as at 31 December 2024 is set out below in Table 14.

Table 14: Northern Star's Operations summary as at 31 December 2024

Operation	Location	Mine type	Commenced production	1H25 production	Workforce[44]	Employment type
Kalgoorlie production centre						
KCGM	Adjacent to City of Kalgoorlie; 600km east of Perth, W.A.	Open pit and underground with processing plant	1989	204,607oz at AISC $1,910	1,450	Residential and FIFO
Carosue Dam	120km northeast of Kalgoorlie, W.A.	Open pit and underground with processing plant	2010	123,734oz at AISC $2,105	380	FIFO
Kanowna Belle	20km northeast of Kalgoorlie, W.A.	Underground with processing plant	1993	84,675oz at AISC $2,108	510	Residential and FIFO
South Kalgoorlie	35km south of Kalgoorlie, W.A.	Underground (processing plant is on care & maintenance)	1987			Residential and FIFO
Yandal production centre						
Jundee	45km northeast of Wiluna, W.A.	Open pit and underground with processing plant	1995	145,985oz at AISC $1,960	410	FIFO
Thunderbox	45km southeast of Leinster, W.A.	Open pit and underground with processing plant	2016	114,910oz at AISC $2,609	570	FIFO
Bronzewing	80km northeast of Leinster, W.A.	Open pit (processing plant is on care & maintenance)	1991			
Pogo production centre						
Pogo	145km (220km by road) southeast of Fairbanks, Alaska	Underground with processing plant	2006	130,228oz at AISC US$1,411	700	DIDO

6.5 Recent financial and operating performance

Northern Star has performed strongly financially and operationally over the last three years achieving significant growth in earnings, production and replacing Ore Reserves and Mineral Resources after mining depletion.

In FY24 gold sales of 1.621Moz were delivered at an AISC of $1,853/oz, within revised cost guidance, demonstrating significant efforts across all operations by Northern Star's highly valued employees and contract partners. Northern Star also achieved its FY24 guidance for capital expenditure and exploration.

Between FY21 and FY24, Northern Star's gold production has grown by 31%, in part driven by the successful acquisitions of Saracen Mineral Holdings Limited by way of a scheme of arrangement which was implemented on 12 February 2021, and (prior to that) a 50% interest in KCGM by way of a share sale deed which completed on 1 January 2020. This production growth has also been reflected in an 179% increase in Cash Earnings from FY21 to FY24 in Table 15, almost tripling over the period, with $1.66 billion of underlying free cash flow generated.

[44] Expressed as approximate figures and excludes corporate office and Tanami employees.

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Table 15: Northern Star's financial and operational performance FY21-24

Metric	Unit of Measure	FY21	FY22	FY23	FY24
Gold sold	koz	1,239	1,561	1,563	1,621
AISC	$/oz	1,483	1,633	1,759	1,853
Revenue	$M	2,761	3,806	4,131	4,921
Underlying EBITDA	$M	1,159	1,549	1,537	2,192
Cash Earnings	$M	648	1,054	1,223	1,805
Underlying NPAT	$M	372	295	301	689
Underlying free cash flow	$M	359	477	359	462

Northern Star's financial position remains strong, with net cash[45] of $265 million at 31 December 2024. Northern Star's FY25 growth program is fully funded and aligns with its capital management framework of allocating capital to those projects that will deliver superior returns.

Northern Star declared a record FY24 total dividend of 40 cents per Northern Star Share, returning $460 million to shareholders. In addition, Northern Star has declared a FY25 interim dividend of 25 cents per Northern Star Share to return $286 million to shareholders on 27 March 2025, and returned to its shareholders $85 million through on-market share buy-backs over FY25 to date. Information about Northern Star's dividend policy is set out in Section 6.17.

Northern Star has an investment-grade balance sheet with net cash of $265 million as at 31 December 2024, and cash and bullion of $1,215 million as at 31 December 2024 (after receiving $206 million from the proceeds of conversion of the Osisko debenture and sale of the resulting common shares during October 2024).

Table 16: Northern Star H1FY25 Mine Operations Overview

Metric	Unit of Measure	KCGM	Carosue Dam	Kalgoorlie Operations	Jundee	Thunderbox	Pogo	Total
Ore mined	T	3,327,242	1,758,169	1,005,492	1,245,992	4,210,654	636,228	**12,183,777**
Milled tonnes	T	5,848,466	1,975,124	1,040,472	1,413,150	2,965,964	627,111	**13,870,287**
Head grade	Gpt	1.3	2.1	3.0	3.4	1.4	7.5	**2.0**[46]
Recovery	%	79	92	88	91	89	85	**86**
Gold recovered	Oz	188,050	124,028	86,606	140,319	116,308	128,917	**784,228**
Gold sold	Oz	204,608	123,734	84,675	145,985	114,910	130,228	**804,140**
Average realised gold price	$/oz	3,549	3,559	3,550	3,561	3,569	3,580	**3,562**
AISC	$/oz	1,600	1,721	1,933	1,755	2,334	2,037	**1,853**

[45] Net cash is defined as cash & bullion ($1,215M) less corporate bank debt ($0M) less bond issue ($950M = US$600M at AUD:USD rate of 0.62, less capitalised transactions costs).

[46] Represents the average total for H1FY25.

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Northern Star generated record net mine cash flow in the six months to 31 December 2024, driven by strong operational performance and higher gold prices. Cash Earnings for the period were $1,146 million and underlying free cash flow of $124 million was generated.

Table 17: Northern Star H1FY25 Financial Overview

		H1FY25	H1FY24	Change ($)	Change (%)
Revenue	$M	2,869	2,248	621	28%
EBITDA	$M	1,395	871	524	60%
Underlying EBITDA	$M	1,402	889	513	58%
Cash Earnings	$M	1,146	702	444	63%
NPAT	$M	506	199	308	155%
Underlying NPAT	$M	512	211	300	142%
Cash flow from operating activities	$M	1,254	840	414	49%
Free cash flow	$M	397	119	278	234%
Underlying free cash flow	$M	124	131	(7)	(6%)
Cash and bullion	$M	1,215	1,090	125	12%
Basic earnings per share	Cents	44.1	17.3	26.8	155%

6.6 Ore Reserves and Mineral Resources

As at 31 March 2024, Northern Star has a Mineral Resource of 61.3Moz and Ore Reserves of 20.9Moz as set out below.

Table 18: Northern Star Group Ore Reserves[47] as at 31 March 2024

Northern Star attributable	PROVED			PROBABLE			TOTAL		
	Tonnes (000's)	Grade (g/t)	Ounces (000's)	Tonnes (000's)	Grade (g/t)	Ounces (000's)	Tonnes (000's)	Grade (g/t)	Ounces (000's)
Yandal	16,309	1.3	688	34,997	2.4	2,743	51,307	2.1	3,431
Pogo	–	–	6	5,884	8.0	1,516	5,884	8.0	1,521
Kalgoorlie	149,666	0.8	3,986	223,731	1.7	11,996	373,397	1.3	15,982
Central Tanami JV	–	–	–	–	–	–	–	–	–
TOTAL	165,975	0.9	4,679	264,612	1.9	16,255	430,587	1.5	20,934

Table 19: Northern Star Group Mineral Resources[48] (inclusive of Ore Reserves) as at 31 March 2024

Northern Star attributable	MEASURED			INDICATED			INFERRED			TOTAL		
	Tonnes (000's)	Grade (g/t)	Ounces (000's)	Tonnes (000's)	Grade (g/t)	Ounces (000's)	Tonnes (000's)	Grade (g/t)	Ounces (000's)	Tonnes (000's)	Grade (g/t)	Ounces (000's)
Yandal	23,239	1.5	1,127	91,177	2.4	7,116	27,995	2.2	1,937	142,411	2.2	10,180
Pogo	12	26	10	9,986	9.8	3,138	10,500	10.5	3,533	20,498	10.1	6,681
Kalgoorlie	161,268	1.0	5,081	426,538	1.7	23,535	300,108	1.5	14,539	887,914	1.5	43,155
Central Tanami JV	2,700	2.4	206	6,500	2.9	600	4,200	3.7	500	13,400	3.0	1,306
TOTAL	187,219	1.1	6,424	534,201	2.0	34,389	342,802	1.9	20,509	1,064,223	1.8	61,322

[47] **Notes:** Ore Reserves are reported at $2,000/oz Au for Australian assets and at US$1,500/oz Au for Pogo.
Rounding may result in apparent summation differences between tonnes, grade and contained metal content.
Ounces are estimates of metal contained in the Ore Reserve and do not include allowances for processing losses.
All numbers are 100% Northern Star attributable. Competent Person: Jeff Brown.
Table 18 reflects non-material differences in the Yandal production centre Proved and Probable Ore Reserves tonnes and ounces to certain of the totals that were reported in Appendix A to Northern Star's ASX release entitled 'Resources, Reserves and Exploration Update' dated 2 May 2024, due to typographical errors in that ASX release. Northern Star confirms that all other data relating to the Proved and Probable Ore Reserves for the Yandal production centre (including the subtotals) in that ASX release is correct.

[48] **Notes:** Mineral Resources are inclusive of Ore Reserves.
Mineral Resources are reported at $2,500/oz Au for Australian assets and at US$1,800/oz Au for Pogo.
Rounding may result in apparent summation differences between tonnes, grade and contained metal content.
All numbers are 100% Northern Star attributable. Competent Person: Jabulani Machukera (other than Central Tanami JV).

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6.7 FY25 production and cost guidance

Northern Star is on track to deliver 1.65Moz to 1.8Moz gold sold at an AISC of $1,850 to $2,100/oz in FY25. Gold sold will be weighted towards the second half of FY25 as a result of increased production from higher grades at KCGM and improved mill availability at Thunderbox and Pogo.

Table 20: Northern Star FY25 production and cost guidance

FY25 Guidance	Gold sales		AISC	
	Low (koz)	High (koz)	Low (/oz)	High (/oz)
Kalgoorlie	890	980	$1,740	$2,000
Yandal	505	555	$1,930	$2,210
Pogo	255	265	US$1,395	US$1,460
Total Group	**1,650**	**1,800**	**$1,850**	**$2,100**

6.8 Growth capital expenditure guidance

Northern Star is in the second build year of the KCGM Mill Expansion. Forecast FY25 growth capital expenditure on the KCGM Mill Expansion is $500 million to $530 million, or approximately 34% of the total $1,500 million estimated total spend. FY25 major works include delivery and installation of major equipment (grinding, crushing and flotation cells) as well as commissioning of service infrastructure (power lines, concentrate loadout facilities).

Northern Star's other FY25 growth capital expenditure is forecast to be in the range of $950-1,020 million (i.e. excluding the KCGM Mill Expansion capex of $500-530 million). Sustaining capital expenditure is forecast to be in the range of $200/oz to $250/oz for FY25.

Table 21: Northern Star Group FY25 capital expenditure

Capital Expenditure	FY25 guidance	
	Low ($M)	High ($M)
Kalgoorlie	$555	$595
Yandal	$285	$307
Pogo	US$60	US$65
Corporate	**$20**	**$20**
SUBTOTAL	**$950**	**$1,020**
plus KCGM Mill Expansion	$500	$530
TOTAL GROUP	**$1,450**	**$1,550**

6.9 Environment, Social and Governance

a) Safety

Continuously improving the safety, health and wellbeing of its workforce is integral to Northern Star's STARR Core Values. Northern Star's strong safety performance is indicative of its people-focused culture, safety leadership and risk management programs. Northern Star's approach is guided by a Mine Health and Management System that aligns with best practice and regulatory requirements. It is designed to manage and mitigate the risks associated with mining and mineral processing operations, in a continuously improving system, enabling the incorporation of lessons learned, new technology and regulatory changes to remain relevant and effective. Safety statistics and safety culture at Northern Star continue to be industry leading, with a Group TRIFR[49] of 2.4 and LTIFR[50] of 0.5 at 30 June 2024, well below industry average.

[49] Total reportable injury frequency rate, meaning the number of Restricted Work Injuries and Lost Time Injuries (as defined in the *Mine Safety and Inspection Act 1994* (WA) (**MSIA**)) per million hours worked.

[50] Lost time injury frequency rate, meaning the number of Lost Time Injuries (as defined in the MSIA) per million hours worked.

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Table 22: Northern Star safety performance to 31 December 2024 (12-month moving average)

	Kalgoorlie	Yandal	Pogo	Group
SIFR[51]	3.2	2.5	0.5	2.5
SLTIFR[52]	0.8	0.2	0.0	0.5

On 9 January 2025 Northern Star received a Prosecution Notice, charged with two offences under the WHS Act in relation to a historical incident in FY23 at the Carosue Dam Operations where serious harm was caused to an employee in the Porphyry surface workshop whilst carrying out maintenance on a jumbo drill and other employees were exposed to a risk of death or injury. Refer to the risk factor 'Occupational Health and Safety' at Section 8.4(g) for further information about the incident, and the fact that Northern Star does not expect the penalty to be financially material in the context of the Merged Group.

b) Culture

Northern Star's STARR core values of Safety, Teamwork, Accountability, Respect and Results underpin how its people work together and provide a solid foundation for everything Northern Star does.



Figure 11: Northern Star's STARR core values

c) Employees

As at 30 June 2024, Northern Star employed a total of 4,044 employees and 23.4% of those employees are female. Further information about the composition of Northern Star's employees is set out in Table 23 below. In Table 23 'NB' includes gender identities that demonstrate a diversity of expression beyond the binary framework of 'male' and 'female' and includes individuals who, when invited to identify their gender, responded with either 'prefer not to say' or 'prefer to self-describe'.

Table 23: Northern Star employees at 30 June 2024

Workforce	Kalgoorlie			Yandal			Pogo			Other			Total		
	M	F	NB	M	F	NB	M	F	NB	M	F	NB	M	F	NB
Full time (permanent)	1,497	497	9	694	158	4	583	59	-	126	92	-	2,900	806	13
Part time (permanent)	2	32	–	–	–	–	–	1	–	2	39	–	4	72	–
Full time (fixed-term)	77	30	–	9	3	–	9	2	–	15	6	–	110	41	–
Part time (fixed-term)	–	2	–	–	–	–	–	–	–	–	1	–	–	3	–
Long-term leave	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Casual	57	21	–	6	1	–	5	–	–	1	4	–	69	26	–
Total Group	**1,633**	**582**	**9**	**709**	**162**	**4**	**597**	**61**	**–**	**144**	**142**	**–**	**3,083**	**948**	**13**
		2,224			**875**			**659**			**286**			**4,044**	

[51] Serious injury frequency rate, meaning the number of Serious Restricted Work Injuries and Serious Lost Time Injuries as defined in the WHS Act per million hours worked.

[52] Serious lost time injury frequency rate, meaning the number of Serious Lost Time Injuries (as defined in the WHS Act) per million hours worked.

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d) Environment and Social Responsibility

Northern Star seeks to create sustainable and profitable value for its shareholders and other stakeholders through ongoing review and improvement of its environmental, social and governance performance. Northern Star aims to achieve this by identifying, managing and mitigating risks and impacts from its operations while delivering superior outcomes for its shareholders, its people, its communities, and its natural environment.

Northern Star's key environment and social responsibility highlights from FY24 include:

- nil materially adverse community, environmental or heritage incidents and nil fatalities;
- 83.1% Kalgoorlie production centre employees (excluding the Carosue Dam Operations) are living in Kalgoorlie;
- the promotion of 840 of its people internally, providing development and growth for its workforce whilst also retaining talent and knowledge in the business;
- $6.1 million spent on donations and sponsorships in its local communities;
- continuing to modernise and execute enhanced or new native title compensation agreements with Traditional Owner groups;
- $3.9 billion Northern Star Group procurement spend;
- maintaining its rate of female employment above 22%;
- commenced its Taskforce on Nature-related Financial Disclosures (**TNFD**) alignment work, with external and internal resources allocated and pilot work completed in the Yandal production centre. Northern Star engaged an external specialist consultant to work with Northern Star's Yandal production centre site personnel and corporate office. This included working with the Environment and ESG Engagement teams over several months during FY24 and FY25 to identify nature-related impacts, risks and opportunities at Yandal and within its value chain. This involved significant data collation and analysis with workshop discussions to evaluate Yandal's interface with nature, and its material impacts and dependencies. A TNFD action plan was then developed for Yandal with clear short, mid and long term steps to take in adopting the TNFD recommendations, covering the four pillars of governance, strategy, risk & impact management, and metrics & targets with which to assess and manage Northern Star's key nature-related risks and opportunities for Yandal; and
- continued its alignment with Global Reporting Initiative (**GRI**), and Limited and Reasonable Assurance of disclosures and data, and expanded its Environment and Social Responsibility Disclosure Suite available via the Northern Star website at www.nsrltd.com/sustainability. GRI is a not for profit international organisation which produced sustainability reporting guidelines or standards (**GRI Standards**), against which many companies worldwide voluntarily disclose, enabling investors and other stakeholders to compare companies' activities and performance in their economic, environmental and social impacts with that of other companies. There are two levels of disclosure, the more comprehensive disclosure level being 'in accordance with', as opposed to the lower disclosure level 'with reference to' the GRI Standards. Northern Star discloses 'in accordance with' the GRI Standards. Northern Star has received independent limited assurance reports from independent auditor Bureau Veritas for its disclosures against the GRI Standards in FY22, FY23 and FY24. These provide investors with independent assurance that Northern Star has established systems for the collection, aggregation and analysis of the relevant information and quantitative data. In FY24 Northern Star also received an independent reasonable assurance report from Bureau Veritas in relation to its scope 1 and 2 greenhouse gas emissions disclosures against the GRI Standards. Reasonable assurance is a higher level of assurance accreditation than limited assurance.

Northern Star aligns to the Paris Agreement, with an ambition to achieve Net Zero by 2050, and is targeting a 35% reduction in absolute Scope 1 and Scope 2 Emissions by 2030.[53] Northern Star is employing solar, wind and battery electric storage systems to make progress towards its decarbonisation goals, having delivered clean energy transition projects at Carosue Dam (solar farm projects), Kanowna Belle (underground to grid), and Jundee (solar and BESS) during FY24, and the Jundee 24MW wind farm commissioned in the first six months of FY25.

For detailed information regarding Northern Star's sustainability practices, including regarding:

- health & safety;
- people & culture;
- climate change and decarbonisation;[54]
- tailings management;[55]
- cyanide management;
- waste, water and air quality management; and
- cultural heritage & Native Title management,

refer to the Environment & Social Responsibility Overview section of the Northern Star 2024 Annual Report (pages 46 to 61), and the Environment & Social Responsibility Disclosure Suite on the Northern Star website at: www.nsrltd.com/sustainability/.

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[53] To reduce greenhouse gas emissions from a baseline of 931kt CO_2-e (at 1 July 2020) down to approximately 605kt CO_2-e.

[54] Northern Star's alignment with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) commenced in 2018 when climate change related risks first appeared on Northern Star's risk register, as disclosed in its 2018 Sustainability Report. Northern Star undertook a climate change scenario analysis in 2020, which is available on pages 62-64 of Northern Star's 2020 Sustainability Report, and as summarised in the FY24 ESR Disclosure Suite referenced above.

[55] With reference to De Grey's statement in section 5.6(a) regarding the International Council on Mining and Metals Principles, note that Northern Star does not at this time intend to become an ICMM Member. Northern Star is mapping alignment with the ICMM Principles and the related performance expectations, for disclosure in future ESR Disclosure Suite publications by the Merged Group.

e) Corporate governance

Northern Star and the Northern Star Board are committed to consistently demonstrating the highest standards of corporate governance. Northern Star's corporate governance framework is underpinned by its core corporate governance documents, including the Northern Star Constitution and its Board and committee charters.

Copies of Northern Star's core corporate governance documents, as well as its latest published 2024 Corporate Governance Statement, can be found on the Northern Star website at www.nsrltd.com/about-us/corporate-governance/.

f) Risk Management

Northern Star recognises there is risk inherent to its business, and is committed to conducting its business activities in a manner that protects shareholder returns, ensures the safety and wellbeing of its people, and minimises impacts on the environment and communities in which it operates.

A crucial element underpinning Northern Star's risk management framework is the company culture as guided by the Code of Conduct and STARR Core Values as set out in Section 6.9(b) above. Northern Star's management, employees and contractors are collectively responsible for managing the company's risks, with the Northern Star Board responsible to oversee the risk management framework and set the company's risk appetite.

Northern Star adopted a software based enterprise risk management system in FY24. In August 2024, the Northern Star Board formalised and adopted a standalone Risk Appetite Statement. This articulates the nature of risks Northern Star is willing to take across six key risk areas, and risk controls prioritised in pursuing its purpose to deliver superior returns, ensuring the safety and wellbeing of its people and minimising the impact of its operations on the environment, cultural heritage and the communities in which Northern Star operates.

Key risks applicable to Northern Star's business, and therefore relevant to the Merged Group, are set out in Sections 8.3 and 8.4.

6.10 Board and senior management

a) Northern Star Board

Northern Star is led and governed by a highly experienced board of directors and management team which has a clear strategy to deliver future growth through operational excellence and a demonstrated ability to move quickly to capitalise on strategic growth opportunities.

A summary of the relevant background, skills and experience of each Northern Star Director as at the date of this Scheme Booklet is set out in Table 24 below.

Table 24: Background, skills and experience of Northern Star Directors

Director	Skills and experience
Michael Chaney AO **Independent Non-Executive Chairman** *BSc, MBA, Hon. LLD W.Aust, FAICD* Appointed July 2021	Mr Chaney AO was appointed Chairman of Northern Star on 1 July 2021. He is also the current Chairman of Wesfarmers Limited and previously acted as the Chairman of Woodside Petroleum Limited, National Australia Bank and the National School Resourcing Board. Mr Chaney is also a former director of both BHP Limited and the Centre for Independent Studies, and was the Managing Director of Wesfarmers Limited from 1992 to 2005. Mr Chaney holds a Bachelor of Science and Master of Business Administration degrees from The University of Western Australia and worked for eight years as a petroleum geologist in Australia and the USA. Mr Chaney completed the Advanced Management Program at Harvard Business School in 1992 and was awarded an Honorary Doctorate of Laws from The University of Western Australia. Mr Chaney was the former Chancellor of The University of Western Australia and former Governor of the Forrest Research Foundation. Mr Chaney is a member of the People & Culture Committee and Chairman of the Nomination Committee.
Stuart Tonkin **Managing Director & Chief Executive Officer** *B.Eng (Hons)* Appointed Managing Director July 2021; CEO 2016; COO 2013	Mr Tonkin is a mining engineer with more than 25 years' experience working in the underground hard-rock mining industry. Mr Tonkin was appointed as Chief Executive Officer of Northern Star in November 2016 and prior to that held the role of Northern Star's Chief Operating Officer since 2013 (2013-2016). Mr Tonkin was appointed as Managing Director on 22 July 2021. Prior to joining Northern Star, Mr Tonkin was Chief Operating Officer for mining contractor Barminco, and a Non-Executive Director of African Underground Mining Services Ghana. He has extensive experience in the production of gold, copper, zinc and nickel and has previously held senior operational positions with Oxiana Limited and Newmont Corporation in Western Australia. Mr Tonkin holds a Bachelor of Engineering (Mining) Degree with Honours from the Western Australian School of Mines, and WA First Class Mine Manager's Certificate.

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Director	Skills and experience
John Fitzgerald **Independent Non-Executive Director** *CA, Fellow FINSIA, GAICD* Appointed November 2012	Mr Fitzgerald is a Chartered Accountant, a Fellow of the Financial Services Institute of Australasia and a graduate member of the Australian Institute of Company Directors, with over 35 years' resource financing experience. Mr Fitzgerald has provided project finance and corporate advisory services to a large number of companies in the resource sector. Mr Fitzgerald is currently the Chair of Medallion Metals Limited, and Chair of Turaco Gold Ltd. He has previously held senior positions at NM Rothschild & Sons, Investec Bank Australia, Commonwealth Bank, HSBC Precious Metals and Optimum Capital. Mr Fitzgerald was previously the Chairman of Exore Resources Limited, Carbine Resources Limited, Integra Mining Limited and Atherton Resources Limited. He is also a former Director of Danakali Limited. Mr Fitzgerald is Chair of the Audit & Risk Committee, and a member of the People & Culture Committee and the Nomination Committee.
Nicholas Cernotta **Independent Non-Executive Director** *B.Eng-Mining* Appointed July 2019	Mr Cernotta is a mining engineer and has held senior operational and executive roles both in Australia and overseas over a 35 plus year period. He has considerable experience in the management and operation of large resource projects, with a track record for improving safety performance, managing costs and improving operational efficiencies, across multiple commodities and international jurisdictions. Most recently, Mr Cernotta served as Director of Operations at Fortescue Metals Group Ltd and Chief Operating Officer (Underground, International and Engineering) at MacMahon Holdings Limited. He has also served as Director of Operations for Barrick (Australia Pacific) Pty Ltd, a subsidiary of Barrick Gold Corporation, with international assets in Africa, PNG and Saudi Arabia. Mr Cernotta is currently a Non-Executive Director of both Pilbara Minerals Limited and Critica Limited. He was previously Non-Executive Chairman of Panoramic Resources Limited and ServTech Global Holdings Ltd and a Non-Executive Director of New Century Resources Ltd. Mr Cernotta is Chair of the People & Culture Committee, and a member of the Nomination Committee.
Sally Langer **Independent Non-Executive Director** *BCom, CA, GAICD* Appointed February 2021	Ms Langer has more than 25 years' experience in professional services across a variety of sectors, including substantial experience in the resources sector, where she has advised both ASX listed and private boards on talent, organisational design, succession planning and leadership. Ms Langer has also been responsible for management functions including strategy, business development, budgeting and human resources. Originally qualified as an accountant with Arthur Andersen, Ms Langer spent time in their insolvency, corporate finance and management consulting practices before transitioning into Executive Search initially with Michael Page and subsequently Derwent Executive, where for 13 years she led Derwent's national mining practice. Ms Langer was a Non-Executive Director of Saracen prior to its merger with Northern Star. Ms Langer is a Non-Executive Director of Sandfire Resources Limited, the Gold Corporation Pty Ltd, Federation Mining Ltd, Jupiter Mining Limited, Hale School and Ronald McDonald House. Ms Langer was a Non-Executive Director of MMA Offshore until its delisting from ASX in 2024. Ms Langer is Chair of the Environmental, Social & Safety Committee, and a member of the Audit & Risk Committee, the People & Culture Committee and the Nomination Committee.
Sharon Warburton **Independent Non-Executive Director** *BBus, FCA, FAICD* Appointed September 2021	Ms Warburton is a Chartered Accountant with experience in the construction, mining and infrastructure sectors, holding senior executive positions at Rio Tinto Limited, Brookfield Multiplex Limited, Aldar Properties PJSC, Multiplex Limited and Citigroup. Ms Warburton is a current Non-Executive Director of South32 Limited, Wesfarmers Limited and Worley Limited. She is also an Independent Director of Mirvac Funds Management Australia, Thiess Group, and Karlka Nyiyaparli RNTBC Aboriginal Corporation. Ms Warburton was formerly the Co-Deputy Chair of Fortescue Metals Group Limited, Chair of the Australian Government's Northern Australia Infrastructure Facility, Non-Executive Director of NEXTDC Limited, Gold Road Resources Limited and Blackmores Limited. Ms Warburton was also a part-time member of the Takeovers Panel and on the board of directors of not-for-profit organisation, Perth Children's Hospital Foundation. Ms Warburton holds a Bachelor of Business (Accounting and Business Law) from Curtin University. She is a Fellow of Chartered Accountants Australia and New Zealand, and the Australian Institute of Company Directors. She was awarded WA Telstra Business Woman of the Year in 2014 and was a finalist for The Australian Financial Review's Westpac 100 Women of Influence in 2015. Ms Warburton is a member of the People & Culture Committee, the Environmental, Social & Safety Committee, the Audit & Risk Committee and the Nomination Committee.

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Director	Skills and experience
Marnie Finlayson **Independent Non-Executive Director** *BEng (Hons), GAICD* Appointed October 2022	Ms Finlayson is a minerals processing engineer with extensive mining experience having held a number of senior leadership and operational roles across a range of commodities, including iron ore, diamond, base metals and coal. Ms Finlayson was appointed Managing Director of Rio Tinto's battery materials business in 2021 until late 2023 and was responsible for building Rio Tinto's battery materials portfolio through targeted investments in assets, technology and partnerships. Prior to this appointment, she was Managing Director of Rio Tinto's borates & lithium business, overseeing Rio Tinto's borates operations in California and Europe, as well as the Jadar lithium project in Western Serbia. Ms Finlayson holds a Bachelor of Engineering (Minerals Engineering) with Honours from the Western Australian School of Mines (**WASM**) in Kalgoorlie. Ms Finlayson is a member of the Environmental, Social & Safety Committee and the Nomination Committee.
Michael Ashforth **Independent Non-Executive Director** *LLB, BJuris* Appointed July 2024	Mr Ashforth has had a near-thirty year career in law, investment banking and corporate advisory, including as a partner of Freehills, a Managing Director with Gresham Partners, an Executive Director with Macquarie Capital and the Executive Chairman of the private AMB Holdings. Until recently, he was a Regional Adviser with Goldman Sachs. Mr Ashforth is also a Director of the Wunan Foundation, a not-for-profit organisation based in Kununurra Australia that works to empower and support Aboriginal people in the East Kimberley region of Western Australia. Mr Ashforth was a Member of the Australian Takeovers Panel for nine years, and was previously the Non-Executive Chairman of Castle Minerals Limited. Mr Ashforth graduated from the University of Western Australia with a Bachelor of Jurisprudence (Honours) and a Bachelor of Laws (Honours). Mr Ashforth is a member of the People & Culture Committee and the Nomination Committee.

b) Senior management

Northern Star's senior management as at the date of this Scheme Booklet, and a summary of their relevant background, skills and experience is set out in Table 25 below.

Table 25: Background, skills and experience of Northern Star's senior management

Senior management	Skills and experience
Stuart Tonkin **Managing Director & Chief Executive Officer**	See Mr Tonkin's skills and experience set out in Table 24 above.
Simon Jessop **Chief Operating Officer** (commenced 2021)	Mr Jessop is a mining engineer with over 30 years' of technical and operational experience in the mining industry at underground and open pit operations across Australia. Prior to joining Northern Star, Mr Jessop was Chief Operating Officer at Saracen and has held numerous General Manager roles for Evolution Mining Ltd and multiple senior management roles at Panoramic Resources Limited and Byrnecut Australia Pty Ltd. Mr Jessop holds a Bachelor of Engineering (Mining) and Bachelor of Science (Mine and Engineering Surveying) from WASM and a First Class Mine Manager's Certificate. Mr Jessop's executive responsibilities at Northern Star include: Australian and US operations; safety & training; and people & culture.
Ryan Gurner **Chief Financial Officer** (commenced 2015)	Mr Gurner is a Chartered Accountant with extensive financial and commercial experience spanning over 20 years' across Australia, Asia and Europe. Mr Gurner was re-appointed Chief Financial Officer (**CFO**) in December 2021 after previously being in the CFO role prior to the merger with Saracen. Prior to joining Northern Star, Mr Gurner was the CFO and Company Secretary of ASX & TSX listed RTG Mining Limited. He has also performed senior financial roles at Sakari Resources Limited (SGX listed), Mincor Resources Limited and was a Manager at PwC. Mr Gurner holds a Bachelor of Science Degree with Honours and a Bachelor of Commerce Degree. Mr Gurner's executive responsibilities at Northern Star include: finance, investor relations, procurement; risk; and information technology including cyber security.

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Senior management	Skills and experience
Hilary Macdonald **Chief Legal Officer & Company Secretary** (commenced 2016)	Ms Macdonald is a lawyer with over 30 years' experience in private practice and industry with particular focus on corporate and mining law. Ms Macdonald was appointed General Counsel in 2016, Company Secretary in 2018 and Chief Legal Officer in 2021. Ms Macdonald holds a Bachelor of Laws Degree with Honours from Bristol University, England, and qualified as a solicitor in London with admission to the Supreme Court of England and Wales in 1990, and to the Supreme Court of Western Australia in 1995. Prior to her appointment as Northern Star's General Counsel, Ms Macdonald has provided legal services to Northern Star since 2009, commencing with the acquisition of the Paulsens gold operations. Ms Macdonald's executive responsibilities at Northern Star include environment; community investment, heritage; and ESG engagement.
Steven McClare **Chief Technical Officer** (commenced 2021)	Mr McClare is a mining engineer with over 30 years' of technical, operational and project experience. Mr McClare has held several executive positions within the resources sector including at Oz Minerals Limited and Hillgrove Resources Ltd. Mr McClare holds a Bachelor of Engineering (Mining) with Honours from WASM and a First Class Mine Manager's Certificate of Competency. Mr McClare's executive responsibilities at Northern Star include: climate change & decarbonisation pathways; tailings management; and growth projects.
Michael Mulroney **Chief Development Officer** (commenced 2015)	Mr Mulroney is a resource industry professional with over 40 years' of technical, corporate management and board experience across several investment banks and ASX listed companies. Mr Mulroney brings extensive experience in exploration, development, project finance and mergers & acquisition within the global resources sector. Commencing with Northern Star in 2015 as Chief Geological Officer, his previous roles include senior executive and board experience across gold, base metals, and energy sectors. Mr Mulroney holds a Bachelor of Applied Science (Geology) and Master of Business Administration degrees from Curtin University.
Daniel Howe **Chief Geological Officer** (commenced 2021)	Mr Howe is a Geologist with 20 years' experience, with a variety of leadership roles in open pit and underground operations covering both gold and nickel. Mr Howe joined Saracen in 2011 as Geology Manager – Production and Resources before being promoted to General Manager of Geology & Exploration in 2013 and then Chief Geologist in 2015. Following Northern Star's merger with Saracen in 2021, he was appointed as Chief Geological Officer. Mr Howe holds a Bachelor of Applied Science (Geoscience) from the Queensland University of Technology and a Bachelor of Science (Geology) with Honours from the University of Western Australia.
Marianne Dravnieks **Executive Manager People & Culture** (commenced 2021)	Ms Dravnieks is a senior Human Resources professional with over 30 years' experience in a variety of roles working in resources, fast-moving consumer goods and services industries, as well as her own consulting business. In 2018 Ms Dravnieks joined Saracen as General Manager - People, Culture & Communications, and on merger with Northern Star in February 2021 was appointed Executive Manager People & Culture. She leads, and provides strategic management and support on, people, culture and internal communications. Ms Dravnieks holds a Masters Degree in Leadership & Management and a Graduate Certificate in Business from Curtin University, a Diploma in Positive Psychology and is an AICD Company Director's Course Graduate.
Sophie Spartalis **General Manager Investor Relations** (commenced 2021)	Ms Spartalis has over 20 years' experience working in equity markets, primarily across the mining and materials sector. Combined with an Engineering and Management Co**ns**ulting background, she brings a wealth of knowledge of financial analysis/valuation and strategy, along with awareness of institutional shareholder behaviours. Ms Spartalis was a top ranked sell- side equity research analyst receiving many industry awards, including Starmine Award for Top Stock Picker (Metals and Mining) in 2019. Ms Spartalis holds a Bachelor of Engineering and a Bachelor of Science with First Class Honours from the University of Western Australia.

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Senior management	Skills and experience
Rebecca Ciotti **Executive Manager Corporate Services** (commenced 2014)	Ms Ciotti has 15 years' experience working in the mining sector. She was previously corporate affairs officer for a listed mining company. Since 2014, Ms Ciotti has held a variety of roles at Northern Star across corporate affairs, administration, company secretarial support and investor relations. Ms Ciotti was appointed to the board of directors of the Gold Industry Group in 2022. Ms Ciotti holds a Bachelor of Science from Curtin University and has undertaken studies at the Governance Institute of Australia. Ms Ciotti's executive responsibilities at Northern Star include: corporate services; and communications.
Steven Van Der Sluis **General Manager – NSMS** (commenced 2018)	Mr Van Der Sluis has over 30 years' experience in underground mining, working for industry leading companies such as Henry Walker Eltin Group, Byrnecut Australia Pty Ltd and Barminco Limited. Starting as an operator and quickly moving into a leadership role, for the past 15 years Mr Van Der Sluis has fulfilled Project Manager and Operations Manager roles working on a multitude of projects across Australia and internationally. Mr Van Der Sluis commenced with Northern Star in 2014 at Paulsens, and was appointed Operations Manager in 2017 and General Manager of the mining services subsidiary of Northern Star, Northern Star Mining Services Pty Ltd (**NSMS**) in 2018. Mr Van Der Sluis has been integral to expansion of NSMS, including the managing of the underground mining services during the acquisition of East Kundana Joint Venture, Kanowna Belle, Pogo and South Kalgoorlie and commencement at other sites such as Millennium and Ramone.
Daniel Boxwell **Operations Manager – NSMS** (commenced 2015)	Mr Boxwell is a Mining Engineer with 15 years' experience in underground mining both in Australia and overseas. After graduating with a Bachelor of Engineering from WASM, Mr Boxwell worked for both Orica Mining Services and Barrick Gold Corporation before commencing with Northern Star in 2015. During his time with Northern Star, Mr Boxwell has held various roles across both technical and operational areas. Starting as a Mining Engineer at Plutonic & Jundee, he quickly transitioned into operational roles with NSMS working as a Shift Supervisor, Mine Foreman & Project Manager. As the Operations Manager at NSMS, Mr Boxwell oversees the underground mining services of seven operations in both Australia and Alaska.
Denis Sucur **Maintenance Manager – NSMS** (commenced 2012)	Mr Sucur learnt his trade in the mining industry and is a specialist in underground mobile fleet maintenance with 23 years' experience in the underground mining services both in Australia and overseas. Mr Sucur has held leadership roles in several underground mining service companies. Mr Sucur commenced with Northern Star as a Leading Hand at Paulsens and has progressed in his career whilst at Northern Star, having occupied Maintenance Foreman and Maintenance Coordinator roles prior to being appointed Maintenance Manager in 2021. In his current role, Mr Sucur oversees all maintenance services for NSMS across Australia and Alaska.

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6.11 Corporate structure

Northern Star and existing wholly owned controlled entities in the Northern Star Group are set out below. Under the Scheme, De Grey will become a wholly owned subsidiary of Northern Star, and De Grey's subsidiaries will in turn become part of the Northern Star Group.

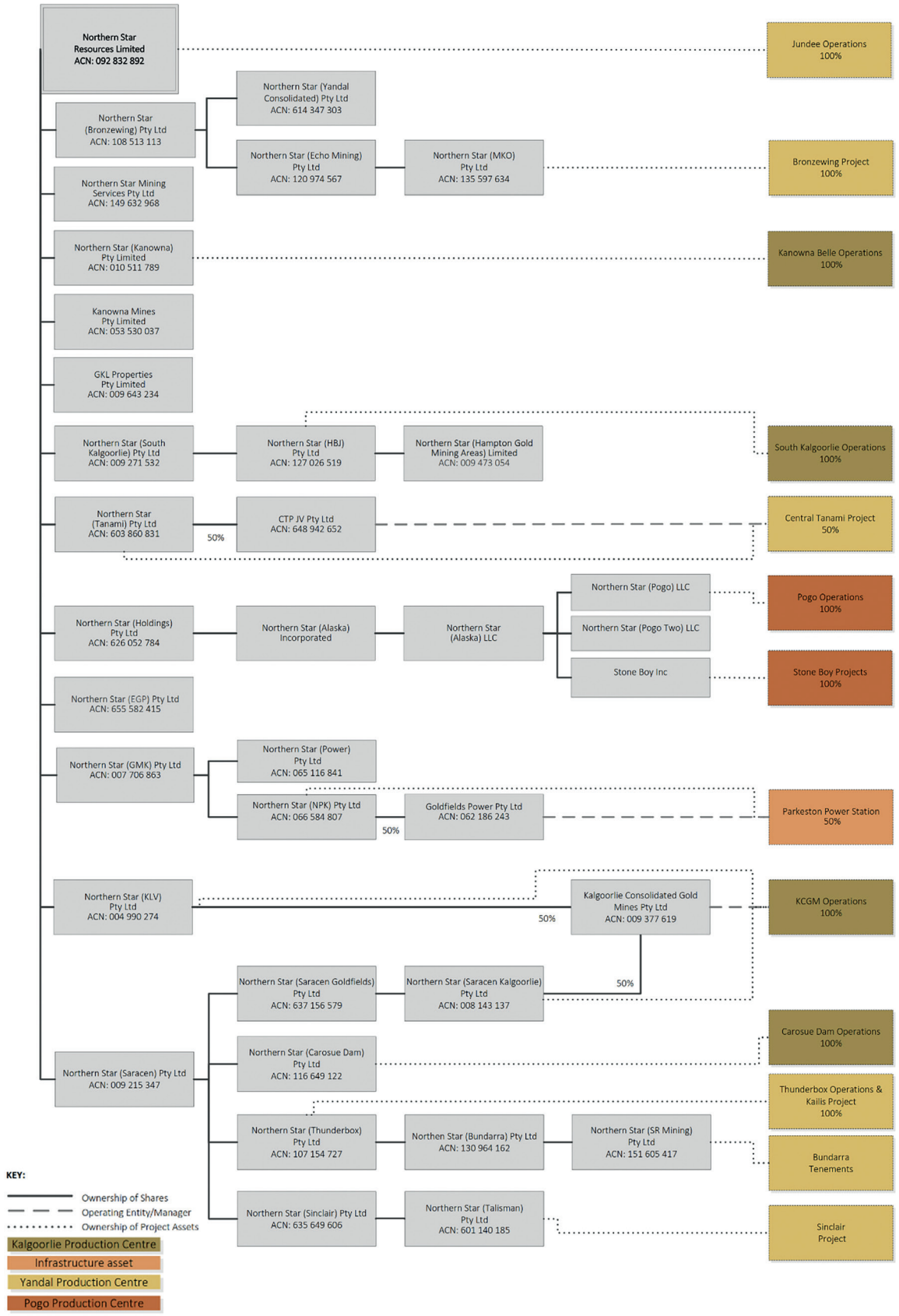


Figure 12: Northern Star organisation chart

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6.12 Financing

Northern Star believes its existing cash and cash equivalents, undrawn corporate revolving facilities and forecast cash generation from continuing operations will be adequate to satisfy working capital needs, fund future growth, meet debt obligations and meet other liquidity requirements for the foreseeable future. As at the Last Practicable Date, Northern Star continues to remain compliant with its covenants and does not currently anticipate any events or circumstances that would impact Northern Star's ability to access funds available on any of its facilities.

Details of each of Northern Star's current debt facilities and financing arrangements are outlined below.

a) US$600 million guaranteed senior notes (Unsecured loans)

In April 2023, Northern Star issued US$600 million guaranteed senior notes due for repayment in April 2033 with an interest coupon of 6.125%. The notes are unsecured and have been guaranteed by certain members of the Northern Star Group. The interest on the notes is payable semi-annually in April and October.

b) Secured asset financing

Northern Star's secured asset financing relates to interest-bearing borrowings secured over plant and equipment owned by the Northern Star Group. The borrowing terms range between three to five years and are structured as either fixed or variable over the term. These liabilities are secured by assets classified as plant and equipment with a written down value at 31 December 2024 of $345 million.

c) Financing arrangements

Northern Star's corporate bank facilities have maturity dates of 1 December 2027 and 1 December 2028 across two equal tranches totalling $1,500 million. At the Last Practicable Date, the facilities remain undrawn.

6.13 Northern Star Historical Financial Information

a) Basis of presentation of Historical Financial Information

This Section contains the following historical financial information of Northern Star:

- consolidated statements of profit or loss and other comprehensive income for financial years ended 30 June 2023 and 30 June 2024 and the financial half-year ended 31 December 2024 (**Northern Star Historical Income Statements**);
- consolidated statements of financial position as at 30 June 2023, 30 June 2024 and 31 December 2024 (**Northern Star Historical Statement of Financial Position**); and
- consolidated statements of cash flows for the financial years ended 30 June 2023 and 30 June 2024 and financial half-year ended 31 December 2024 (**Northern Star Historical Statements of Cash Flows**),

(together, the **Northern Star Historical Financial Information**). Further historical financial information can be found on Northern Star's website (www.nsrltd.com).

Northern Star's consolidated financial statements, including all notes to them and a description of Northern Star's significant accounting policies can be found in:

- the historical audited consolidated financial statements of Northern Star for the financial year ended 2023, included in Northern Star's 2023 Annual Report released to the ASX Platform on 24 August 2024;
- the historical audited consolidated financial statements of Northern Star for the financial year ended 2024, included in Northern Star's 2024 Annual Report released to the ASX Platform on 22 August 2024; and
- the historical reviewed condensed consolidated financial statements of Northern Star for the half year ended 31 December 2024 included in Northern Star's Half Year Financial Report released to the ASX on 13 February 2025.

The full reports are available on Northern Star's website at: www.nsrltd.com/investors/reports/.

This Section 6.13 should be read in conjunction with the risks to which Northern Star is subject to and the risks associated with the Scheme as set out in Section 8.

Basis of preparation

The Northern Star Historical Financial Information presented in this Scheme Booklet is in an abbreviated form and does not contain all presentation and disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act and should therefore be read in conjunction with the financial statements of Northern Star for the respective periods, including the description of the significant accounting policies contained in those financial statements and the notes to those financial statements.

The Northern Star Historical Financial Information has been extracted from the financial statements for the financial years ended 30 June 2023 and 30 June 2024, and the financial half-year ended 31 December 2024 which have been lodged with ASIC and are available from Northern Star's website (www.nsrltd.com) or the ASX website (www.asx.com.au).

The Northern Star financial statements for:

- the financial years ended 30 June 2023 and 30 June 2024 were audited by Deloitte in accordance with Australian Auditing Standards, who issued unqualified audit opinions on those financial statements; and
- the financial half-year ended 31 December 2024 were reviewed by Deloitte in accordance with Australian Auditing Standards, who issued an unqualified review conclusion on those financial statements.

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The significant accounting policies used in the preparation of the Northern Star Historical Financial Information are consistent with those set out in Northern Star's annual report for the financial year ended 30 June 2024. The Northern Star Historical Financial Information has been prepared in accordance with the recognition and measurement principles contained in Australian Accounting Standards, which comply with the recognition and measurement principles of the International Accounting Standards Board and interpretations adopted by the International Accounting Standards Board.

The Northern Star historical financial information has been prepared on a going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Northern Star Historical Financial Information contained in this Section 6.13 is related to Northern Star on a standalone basis, and accordingly does not reflect any impact of the Scheme.

b) Historical Statement of Income

Set out in the following table is the Northern Star Historical Income Statements for the financial half-year ended 31 December 2024 and the financial years ended 30 June 2024 and 30 June 2023.

Table 26: Northern Star Historical Income Statements

	Half-year ended 31 Dec 2024 $M	Year ended 30 Jun 2024 $M	Year ended 30 Jun 2023 $M
Revenue	2,868.9	4,921.2	4,131.1
Cost of Sales	(1,996.9)	(3,726.3)	(3,528.3)
	872.0	1,194.9	602.8
Other income and (expense)	7.3	(1.2)	14.8
Corporate, technical services and projects	(83.9)	(137.8)	(128.0)
Impairment of assets	(24.7)	(68.5)	(42.3)
Write back of inventory stockpiles	-	-	436.6
Finance income - interest income	26.9	54.3	25.8
Finance costs	(63.7)	(114.3)	(64.9)
Profit before income tax	**733.9**	**927.4**	**844.8**
Income tax expense	(227.5)	(288.9)	(259.6)
Profit for the year/period	**506.4**	**638.5**	**585.2**
Other comprehensive income (OCI)			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations	20.3	(0.5)	14.8
Gains/(losses) on cash flow hedges	-	-	0.3
Items that may not be reclassified to profit or loss			
Changes in the fair value of financial assets at fair value through OCI	(0.3)	(0.1)	0.3
Other comprehensive income/(loss) for the year/period, net of tax	**20.0**	**(0.6)**	**15.4**
Total comprehensive income for the year/period	**526.4**	**637.9**	**600.6**
Total comprehensive income for the year/period is attributable to:			
Owners of the company	526.4	637.9	600.6
Earnings per share for profit attributable to the ordinary equity holders of the Company:	Cents	Cents	Cents
Basic Earning Per Share	44.1	55.6	50.8
Diluted Earning per Share	43.7	55.1	50.3

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c) Historical Statement of Financial Position

Set out in the following table is the Northern Star Historical Statement of Financial Position as at 31 December 2024, 30 June 2024 and 30 June 2023.

Table 27: Northern Star Historical Statement of Financial Position

	As at 31 Dec 2024 $M	As at 30 Jun 2024 $M	As at 30 Jun 2023 $M
ASSETS			
Current assets			
Cash and cash equivalents	1,045.9	1,119.6	1133.3
Receivables and other assets	358.0	270.2	210.5
Inventories	610.5	627.2	714.9
Current tax assets	-	-	7.8
Total current assets	**2,014.4**	**2,017.0**	**2,066.5**
Non-current assets			
Receivables and other assets	22.5	38.0	10.1
Inventories	1,036.5	904.1	666.7
Financial assets	12.8	182.7	190.5
Property, plant and equipment	2,962.2	2,540.8	2,161.7
Right of use assets	350.5	153.9	135.3
Exploration and evaluation assets	845.1	819.2	685.0
Mine properties	6,479.9	6,354.2	6,323.1
Intangible assets	67.7	70.9	77.3
Total non-current assets	**11,777.2**	**11,063.8**	**10,249.7**
Total assets	**13,791.6**	**13,080.8**	**12,316.2**
LIABILITIES			
Current liabilities			
Trade and other payables	443.0	414.7	311.6
Borrowings	109.3	89.5	78.9
Provisions	201.9	187.7	175.5
Lease liabilities	93.0	62.9	60.1
Current tax liabilities	144.5	29.2	-
Total current liabilities	**991.7**	**784.0**	**626.1**
Non-current liabilities			
Borrowings	1,170.3	1,095.0	1,096.6
Provisions	743.0	729.3	656.1
Deferred tax liabilities	1,672.4	1,584.7	1,367.4
Lease liabilities	268.3	96.9	86.5
Total non-current liabilities	**3,854.0**	**3,505.9**	**3,206.6**
Total liabilities	**4,845.7**	**4,289.9**	**3,832.7**
Net assets	**8,945.9**	**8,790.9**	**8,483.5**
EQUITY			
Share capital	6,228.9	6,313.1	6,317.1
Reserves	122.3	102.2	78.4
Retained earnings	2,594.7	2,375.6	2,088.0
Total equity	**8,945.9**	**8,790.9**	**8,483.5**

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d) Historical Statements of Cash Flows

Set out in the following table is the Northern Star Historical Statements of Cash Flows for the financial half-year ended 31 December 2024 and the financial years ended 30 June 2024 and 30 June 2023.

Table 28: Northern Star Historical Statements of Cash Flows

	Half-year ended 31 Dec 2024 $M	Year ended 30 Jun 2024 $M	Year ended 30 Jun 2023 $M
Cash flows from operating activities			
Receipts from customers (inclusive of GST)	2,830.8	4,921.7	4,079.8
Payments to suppliers and employees (inclusive of GST)	(1,521.9)	(2,787.2)	(2,594.3)
Payment for merger and acquisition related costs	(0.8)	(7.6)	(157.6)
Interest received	27.4	53.4	26.1
Interest paid	(41.2)	(74.1)	(23.4)
Income taxes refunded/(paid)	(40.4)	(35.8)	20.9
Net cash inflow from operating activities	**1,253.9**	**2,070.4**	**1,351.5**
Cash flows from investing activities			
Payments for property, plant and equipment	(492.8)	(596.4)	(289.6)
Payments for exploration and evaluation	(124.2)	(136.8)	(139.1)
Payments for mine properties	(444.8)	(706.8)	(630.5)
Payments for asset acquisitions	-	(64.5)	(2.0)
Proceeds from disposal of business	-	5.0	5.0
(Payments)/proceeds from purchase/sale of financial assets at fair value through other comprehensive income	204.3	(2.4)	4.8
Proceeds from disposal of assets	0.6	0.7	8.8
Net cash outflow from investing activities	**(856.9)**	**(1,501.2)**	**(1,042.6)**
Cash flows from financing activities			
Payments for issues of shares and other equity securities	(23.0)	(3.0)	(5.6)
Proceeds from borrowings, net of payments for transaction costs	-	(9.5)	1,181.8
Repayment of borrowings	-	-	(400.0)
Repayments of equipment financing and leases	(109.4)	(189.3)	(148.1)
Dividends paid to Company's shareholders	(279.9)	(333.7)	(255.3)
Payments for share buy back	(82.2)	(42.1)	(127.1)
Net cash (outflow)/inflow from financing activities	**(494.5)**	**(577.6)**	**245.7**
Net (decrease)/increase in cash and cash equivalents	**(97.5)**	**(8.4)**	**554.6**
Cash and cash equivalents at the beginning of the financial year/ period	1,119.6	1,133.3	571.1
Effects of exchange rate changes on cash and cash equivalents	23.8	(5.3)	7.6
Cash and cash equivalents at end of year/period	**1,045.9**	**1,119.6**	**1,133.3**

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6.14 Material changes in financial position and performance

The most recent published financial statements of Northern Star are provided in its 2024 Annual Financial Report, which was released to ASX on 22 August 2024. Northern Star also published its Half Year Financial Report on 13 February 2025. To the knowledge of Northern Star Directors, there has not been any material change in the financial position or performance of Northern Star since 31 December 2024, except as disclosed in this Scheme Booklet or otherwise in announcements to the ASX.

6.15 Recent trading performance of Northern Star Shares

The following chart shows the closing price and corresponding daily volume of Northern Star Shares traded on ASX over the last 12 months up to and including the Last Practicable Date:

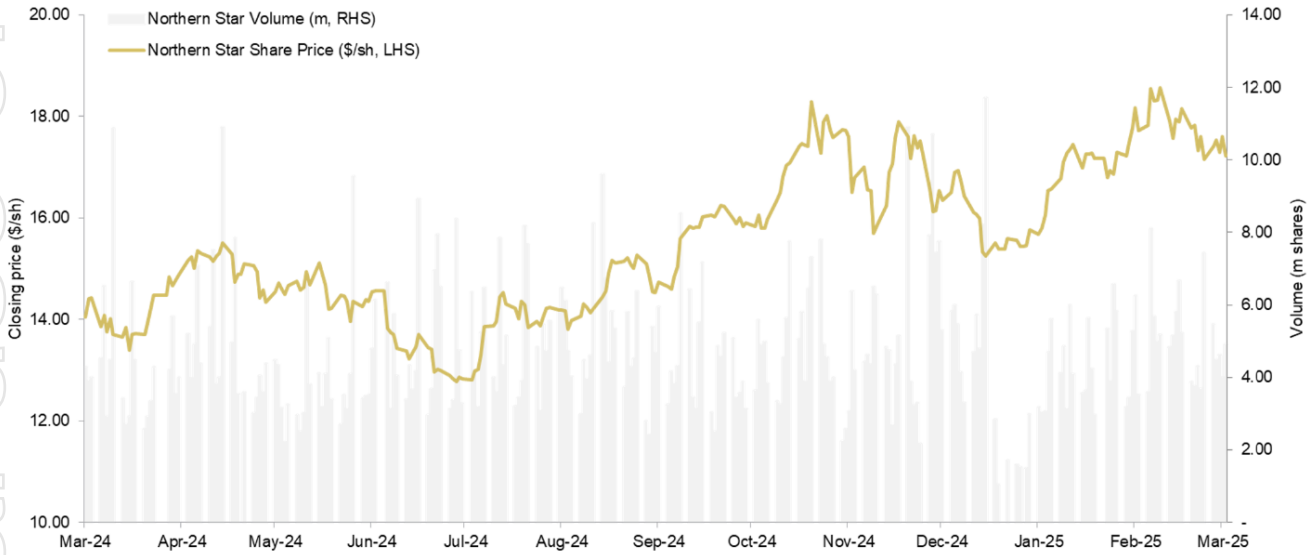


Figure 13: Northern Star Share trading history over the twelve months before the Last Practicable Date
Source: IRESS as at 7 March 2025

As at the Last Practicable Date:

- the last recorded traded price of Northern Star Shares was $17.22;
- the highest recorded traded price of Northern Star Shares in the previous 3 months was $18.56 on 14 February 2025;
- the lowest recorded traded price of Northern Star Shares in the previous 3 months was $15.25 on 20 December 2024; and
- the volume-weighted average price of Northern Star Shares over the previous 90 days was $16.98.

The last recorded traded price of Northern Star Shares immediately before public announcement of the Scheme on 2 December 2024 was $17.51 on 29 November 2024.

6.16 Northern Star issued securities

a) Issued capital

As at the Last Practicable Date, the capital structure of Northern Star comprised the following securities.

Table 29: Northern Star issued capital

Security	Number on issue
Northern Star Shares	1,144,397,489
Northern Star Rights	11,202,278
NED Share Rights	13,111[56]

Refer to Section 6.19(b) for further information about the Northern Star FY20 Share Plan. A summary of the Northern Star FY20 Share Plan is available in Northern Star's 2024 Annual Report and summarised in Appendix A of the Notice of Annual General Meeting 2024 released on 30 September 2024 and available at www.nsrltd.com.

[56] Note that 4,623 FY20 Northern Star NED Share Rights (vested at 30 June 2020) were inadvertently notified to ASX as being exercised into Northern Star Shares upon vesting. Northern Star no longer offers NED Share Rights.

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b) Northern Star on-market share buy back

On 15 September 2022, Northern Star commenced a $300 million on-market share buy-back program. At the Last Practicable Date, the share buy-back program was 86% complete and Northern Star has bought on market and cancelled approximately 24.8 million Northern Star Shares, for a total cost of $257 million. The share buy-back program is currently open and is expected to close on 12 September 2025, subject to extension.

c) Substantial Northern Star Shareholders

Based on publicly available information, as at the Last Practicable Date, Northern Star had received notifications from the following substantial Northern Star Shareholders in accordance with section 671B of the Corporations Act:

Table 30: Substantial Northern Star Shareholders

Name	Relevant Interest in Northern Star Shares	Percentage interest in Northern Star Shares (undiluted basis)
BlackRock Inc	130,313,002	11.33%
State Street Corporation	89,605,680	7.80%
The Vanguard Group, Inc	57,973,117	5.00%

6.17 Dividends

Northern Star has a long history of paying fully franked dividends to shareholders and has a policy of paying dividends in the range of 20 to 30% of Cash Earnings annually. The Northern Star Board targets a total annual dividend of 20 to 30% of Cash Earnings generated by the business during any financial year.

Since its incorporation, Northern Star has returned $1.77 billion to its shareholders through dividends. Northern Star paid a record FY24 total dividend of 40 cents per Northern Star Share, returning $351 million to shareholders via dividends over FY24, and on 13 February 2025 declared an FY25 interim dividend of 25 cents to return $286 million to shareholders on 27 March 2025, demonstrating its commitment to delivering superior returns to shareholders. Northern Star's dividend history is depicted in Figure 14 below.

If the Scheme is implemented, Northern Star intends to maintain its current dividend policy.

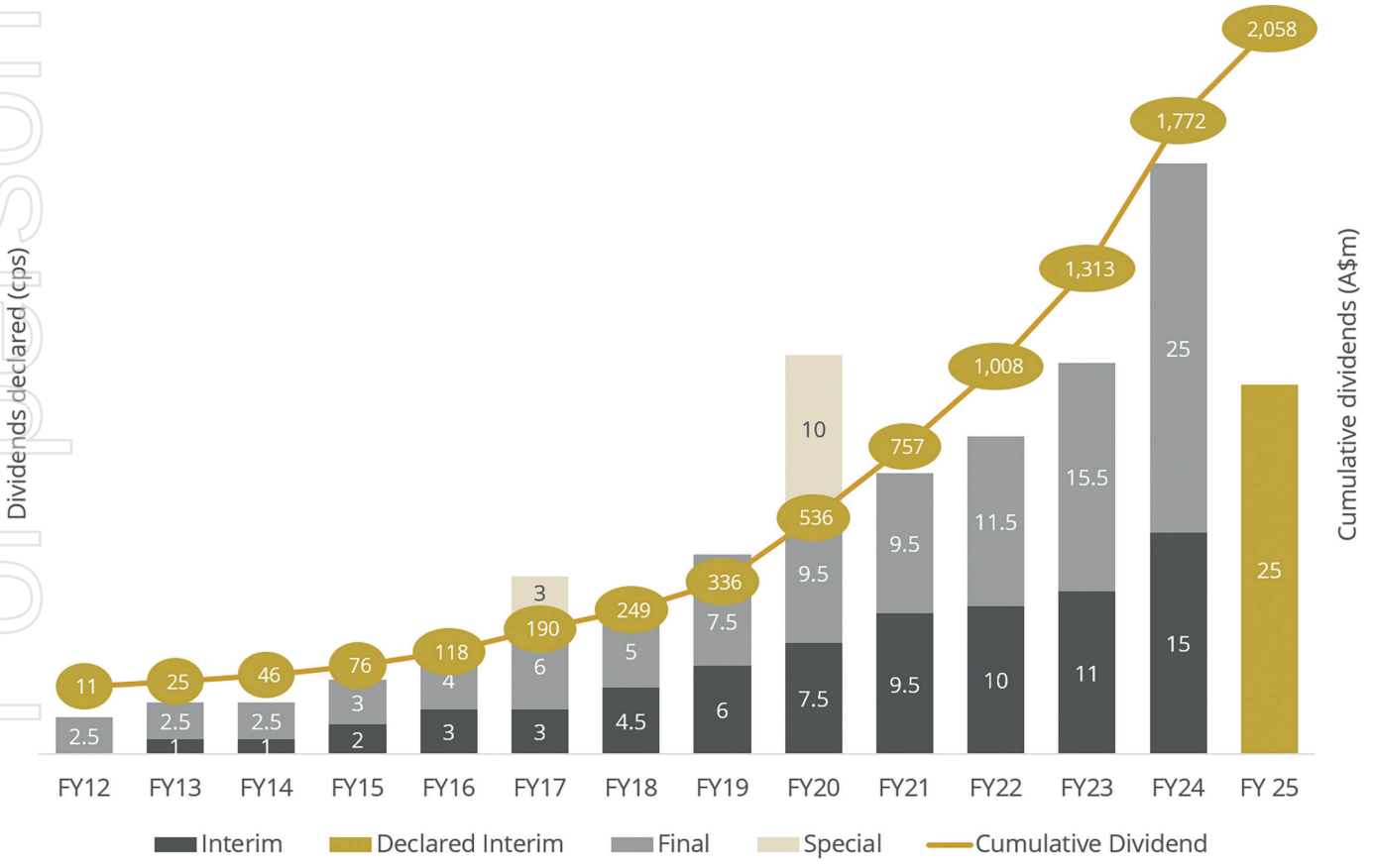


Figure 14: Northern Star dividend history

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6.18 Rights and liabilities attaching to Northern Star Shares

The rights and liabilities attaching to the New Northern Star Shares that will be issued as Scheme Consideration are set out in the Northern Star Constitution and are also subject to the Corporations Act and the ASX Listing Rules.

Below is a summary of the main rights and liabilities attaching to Northern Star Shares. This summary does not purport to be exhaustive or constitute a definitive statement of all the rights and liabilities attaching to Northern Star Shares. Such rights and liabilities can involve complex questions of law arising from the interaction of the Northern Star Constitution and statutory and common law requirements. This summary must be read subject to the full text of the Northern Star Constitution, available at the Northern Star website (www.nsrltd.com/about/corporate-governance/). Terms capitalised in this Section 6.18 but not otherwise defined in this Scheme Booklet have the meaning given to them in the Northern Star Constitution.

a) Overview

The New Northern Star Shares will be issued fully paid and will rank equally for dividends and other rights with existing Northern Star Shares then on issue, with effect from their date of issue.

Under the Corporations Act, the Northern Star Constitution has effect as a contract between:

- Northern Star and each Northern Star Shareholder;
- Northern Star and each director and company secretary of Northern Star; and
- a Northern Star Shareholder and each other Northern Star Shareholder.

Accordingly, if you receive New Northern Star Shares under the Scheme, you are taken to receive them subject to the terms of the Northern Star Constitution and you will be bound by the terms of the Northern Star Constitution.

b) Meetings of Northern Star Shareholders and notices

Rights of Northern Star Shareholders to attend and vote at meetings of Northern Star are primarily prescribed by the Corporations Act. Subject to certain exceptions, each Northern Star Shareholder is entitled to receive notice of, attend (whether or not entitled to vote) and vote at general meetings and to receive all notices and other documents required to be sent to Northern Star Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

Northern Star may give a notice of meeting to Northern Star Shareholders by:

- serving it personally or sending it by post, to the address shown in the Northern Star Register or such other address;
- sending it electronically to the address provided by the Northern Star Shareholder for the purpose of giving notices; or
- notifying the Northern Star Shareholder by any electronic means nominated by that shareholder that the document is available, and explaining how to access the document.

c) Voting rights

Subject to any rights or restrictions attached to Northern Star Shares and the terms of the Northern Star Constitution, at a general meeting of Northern Star Shareholders, every Northern Star Shareholder entitled to vote in person or by proxy, attorney or representative has:

- one vote on a show of hands; and
- one vote on a poll for every Northern Star Share held (or in the vase of a proxy, attorney or representative, held by the Northern Star Shareholder that that person represents).

If more than one joint holder of a Northern Star Share votes in respect of that Northern Star Share at a meeting, only the vote of the Northern Star Shareholder named first in the Northern Star Register will be counted.

A resolution at a general meeting must be decided on a show of hands unless:

- the Corporations Act requires otherwise;
- the chair of the meeting decides that a poll will be held without a show of hands; or
- a poll is effectively demanded.

A poll may be demanded on any resolution (except a resolution concerning the election of the chair of the meeting or the adjournment of a meeting) by:

- the chair of the meeting;
- at least five Northern Star Shareholders present and entitled to vote on the resolution; or
- Northern Star Shareholders present and representing at least 5% of the total voting rights of all Northern Star Shareholders having the right to vote on the resolution.

The Northern Star Directors may determine that Northern Star Shareholders may vote on a resolution by providing a 'direct vote' (in the form and in accordance with the method and timing of giving the direct vote determined by the Northern Star Directors). If Northern Star receives a valid direct vote on a resolution, Northern Star may disregard any instrument received (prior, at the same time or subsequently) appointing a proxy, attorney or representative to vote that resolution on the Northern Star Shareholder's behalf, and regard the direct vote as effective in respect of that resolution.

If there is an equality of votes, either on a show of hands or on a poll, the chair of the meeting is not entitled to a casting vote.

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d) Dividend rights and distributions in kind

Northern Star Directors may approve the payment of any dividend that they think the financial position of Northern Star justifies, and fix the date for payment. The Northern Star Directors have the discretion to determine the method for payment of dividends (such as making a cash payment or satisfying the dividend by making a distribution of specific assets, including paid-up shares of Northern Star or of another body corporate). Northern Star may apply different methods of payment to different Northern Star Shareholders or groups of Northern Star Shareholders.

All sums that Northern Star determines are to be distributed as dividends are to be apportioned and paid proportionately to the amounts paid on Northern Star Shares.

Northern Star Directors may approve the establishment of a dividend reinvestment plan on such terms as they think fit, under which any dividend due to Northern Star Shareholders who participate in the plan may be applied in subscribing for Northern Star Shares or shares of a related body corporate. Northern Star Directors may amend, suspend or terminate any such dividend reinvestment plan that they implement.

e) Issue of further Northern Star Shares

Subject to the Corporations Act, the ASX Listing Rules and the Northern Star Constitution, Northern Star Directors may issue and grant options or rights (including performance rights) over unissued Northern Star Shares to such persons, for such price, on such conditions and at such times as the Northern Star Directors think fit.

f) Transfer of Northern Star Shares

Subject to the Northern Star Constitution and the ASX Listing Rules, a Northern Star Share is transferable in accordance with the operating rules of a clearance and settlement facility or by any other method which is permitted by the Corporations Act and ASX.

The Northern Star Directors may request the application of a holding lock or refuse to register a transfer of Northern Star Shares in circumstances set out in the Northern Star Constitution (including but not limited to, if Northern Star is required to do so by the ASX Listing Rules). Where Northern Star Directors refuse to register a transfer, Northern Star must give written notice of the refusal and the reasons for refusal, however failure to do so will not invalidate the decision of the Northern Star Directors.

g) Variation of rights

The Corporations Act provides that the rights attached to a class of shares may be varied or cancelled only:

- by special resolution passed at a meeting of the holders of the issued shares of that class; or
- with the written consent of members with at least 75% of the votes of the issued shares of that class.

h) Number of directors

Northern Star must have at least five directors and no more than 12 directors. The maximum number of directors may be changed to such lesser maximum as the Northern Star Board determines, provided that the proposed number is not less than the number of directors in office at the time (of the Northern Star Board's determination) and Northern Star Shareholders approve the change by ordinary resolution passed at a general meeting.

Subject to the Constitution, the Corporations Act and the maximum number of directors as determined in accordance with the Northern Star Constitution, Northern Star Shareholders may by ordinary resolution elect any eligible person as a director.

i) Officer's indemnity

Northern Star must indemnify, to the maximum extent permitted by law, any current or former director, secretary or officer of Northern Star or a subsidiary of Northern Star, for any liability incurred by the person in that capacity, excluding a liability for legal costs other than legal costs incurred:

- in defending proceedings (whether civil or criminal or of an administrative or investigatory nature); or
- in good faith in obtaining legal advice on issues relevant to the discharge of their duties, if such expenditure has been approved.

j) Capitalising profits

Northern Star may resolve to capitalise among Northern Star Shareholders any sum, being the whole or a part of the amount standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution. The Northern Star Directors may resolve that Northern Star Shareholders are entitled to participate in such capital distribution if entitled to receive dividends and in the same proportions.

k) Reduction of capital

Northern Star may reduce its capital by way of a buy-back of otherwise in accordance with the Corporations Act and ASX Listing Rules.

l) Winding up

If Northern Star is wound up, a liquidator may (with the sanction of a special resolution) divide the property of Northern Star among Northern Star Shareholders in kind and, for that purpose, determine how the division is to be carried out between Northern Star Shareholders.

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6.19 Northern Star employee incentive arrangements

Northern Star currently operates two employee incentive plans, the Employee Share Plan (**Northern Star Employee Share Plan** or **Employee Share Plan**) and the FY20 Share Plan (**Northern Star FY20 Share Plan** or **FY20 Share Plan**). The key terms of those plans are summarised below. Further information about the Employee Share Plan and the FY20 Share Plan is available in Northern Star's 2024 Annual Report.

In 2019, Northern Star introduced the 'FY20 NED Share Plan', under which non-executive Northern Star Directors could elect to receive a $50,000 portion of their base fee in the form of share rights. Northern Star has since determined to pay all Northern Star Directors' remuneration solely in cash, and ceased operation of the FY20 NED Share Plan in the financial year ended 30 June 2023. Notwithstanding the cessation of the FY20 NED Share Plan, certain historical grants of share rights under the plan remain on issue as at the Last Practicable Date (refer to Section 6.19(b) for further information).

a) Employee Share Plan

Under the Northern Star Employee Share Plan, eligible employees may receive an annual invitation to apply for an amount of Northern Star Shares determined by reference to the relevant trading price of Northern Star Shares (up to a value of $1,000). Participants in the FY20 Share Plan (referred to immediately below) are not eligible to also participate in the Employee Share Plan.

b) FY20 Share Plan

The FY20 Share Plan was introduced in 2020 and was last approved by Northern Star Shareholders, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and section 260C(4) of the Corporations Act, at Northern Star's 2023 annual general meeting. The FY20 Share Plan is an equity-based incentive scheme under which Northern Star may issue long-term and short-term incentives in the form of performance rights or other conditional rights (for example, retention rights); which, subject to vesting, entitle the holder to be delivered a corresponding number of Northern Star Shares. Any full or part-time employee (including any executive director) of the Northern Star Group may participate in the FY20 Share Plan, at the discretion of the Northern Star Board. Non-executive Northern Star Directors are not eligible to participate in the FY20 Share Plan. The main objectives of the FY20 Share Plan are to create a stronger link between performance and longer-term remuneration outcomes for those who participate in the FY20 Share Plan, and Northern Star's performance and delivery of long-term sustainable shareholder value.

Each right issued under the FY20 Share Plan entitles the holder to receive one Northern Star Share on satisfaction of the vesting conditions (including the performance conditions) set by the Northern Star Board. In satisfaction of that entitlement, via its employee share trust Northern Star may issue and transfer new Northern Star Shares, and purchase on market and transfer Northern Star Shares, or procure that Northern Star's employee share trustee holds the relevant Northern Star Shares for the benefit of the relevant participant (or a combination of those methods). The Northern Star Board may also, in its discretion, determine to settle vested rights in cash (in lieu of delivering Northern Star Shares upon exercise of a right).

The metrics and weightings for the performance conditions are set annually by the Northern Star Board, and are set out in the relevant FY20 Share Plan invitations as detailed in the Remuneration Report in each financial year's Annual Report.

6.20 Interests in De Grey Securities

Neither Northern Star nor any Northern Star Directors holds a Relevant Interest in De Grey Shares or any other De Grey Securities.

Except for the consideration to be provided under the Scheme and as described in this Scheme Booklet, none of Northern Star or any of its Related Bodies Corporate or any of the respective Associates has provided or agreed to provide consideration for any De Grey Shares or other De Grey Securities under any transaction during the period of four months before the date of this Scheme Booklet.

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6.21 Northern Star Securities held by Northern Star Directors

The number, description and amount of Northern Star securities controlled or held by, or on behalf of, each Northern Star Director as at the Last Practicable Date set out in Table 31 below.

Table 31: Northern Star Securities held by Northern Star Directors

KMP Name	Title	Shares Unrestricted	Performance Rights Vested	Performance Rights Unvested	Share Rights Vested
Stuart Tonkin	Managing Director & CEO	200,000[57]	316,929	1,574,720	–
Michael Chaney AO	Chairman	70,000[58]	–	–	–
John Fitzgerald	Non-Executive Director	63,198[59]	–	–	13,111[60]
Nicholas Cernotta	Non-Executive Director	28,750[61]	–	–	–
Sally Langer	Non-Executive Director	13,670	–	–	–
Sharon Warburton	Non-Executive Director	14,607[62]	–	–	–
Marnie Finlayson	Non-Executive Director	6,462	–	–	–
Michael Ashforth	Non-Executive Director	37,630[63]	–	–	–

6.22 Other interests of Northern Star Directors

The Northern Star Directors have no interest in the outcome of the Scheme, except as provided for in this Scheme Booklet.

6.23 Disclosure of interests

Except as otherwise provided in this Scheme Booklet, no:

- Northern Star Director or proposed Northern Star Director;
- person named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet for or on behalf of Northern Star; or
- promoter, stockbroker or underwriter of Northern Star or the Merged Group,

(together the **Interested Persons**) holds, or held at any time during the two years before the date of this Scheme Booklet any interests in:

- the formation or promotion of Northern Star or the Merged Group;
- property acquired or proposed to be acquired by Northern Star in connection with the formation or promotion of Northern Star or the Merged Group or the offer of Northern Star Shares under the Scheme; or
- the offer of Northern Star Shares under the Scheme.

6.24 Disclosure of fees and other benefits

Except as otherwise disclosed in this Scheme Booklet, Northern Star has not paid or agreed to pay any fees, or provided or agreed to provide any benefit:

- to a director or proposed Northern Star Director to induce them to become or qualify as a Northern Star Director;
- for services provided by any Interested Persons in connection with:
  - the formation or promotion of Northern Star or the Merged Group; or
  - the offer of Northern Star Shares under the Scheme.

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57 All of which are held indirectly by Stuart Tonkin SMSF Pty Ltd <The Stuart Tonkin SMSF A/C>.

58 45,000 held directly, and 25,000 held indirectly by Lacott Pty Ltd <Chaney Fam SF A/C>.

59 All held indirectly by Mr John Fitzgerald & Mrs Tracy Fitzgerald <JD & TJ Fitzgerald S/F A/C>.

60 Note that 4,623 vested FY20 NED Share Rights were incorrectly notified to ASX as having been exercised immediately upon vesting.

61 2,833 held directly, and 25,917 held indirectly by MJBJ (WA) Pty Ltd.

62 All held indirectly by S&C Warburton Pty Ltd <S & C Warburton SF A/C>.

63 All held indirectly by Ivoryrose Holdings Pty Ltd <Ashforth Super Fund A/C>.

6.25 Collateral benefits

Except as otherwise disclosed in this Scheme Booklet, in the four months before the date of this Scheme Booklet, neither Northern Star nor any of its Associates has given or offered to give or agreed to give a benefit to another person where the benefit was likely to induce the other person, or an Associate, to:

- vote in favour of the Scheme Resolution; or
- dispose of De Grey Shares,

where the benefit is not offered to all De Grey Shareholders under the Scheme.

6.26 Litigation

As at the date of this Scheme Booklet, Northern Star is not involved in any material legal disputes and is not party to any material litigation.

6.27 Publicly available information on Northern Star

As an ASX listed company and a 'disclosing entity' for the purposes of the Corporations Act, Northern Star is subject to regular reporting and disclosure obligations. Broadly, these require it to announce price sensitive information to ASX as soon as it becomes aware of the information, subject to exceptions for certain confidential information. Copies of these announcements can be obtained free of charge from Northern Star's website at www.nsrltd.com or by visiting the ASX website at www.asx.com.au.

ASIC also maintains a record of documents lodged with it by Northern Star which can be obtained using services provided by ASIC, information in respect of which can be found on the ASIC website at www.asic.gov.au. Please note, ASIC may charge a fee in respect of such services.

On request to Northern Star and free of charge, De Grey Shareholders may obtain a copy of:

- the annual financial report of Northern Star for the financial year ended 30 June 2024 (being the annual financial report most recently lodged with ASIC before lodgement of this Scheme Booklet with ASIC); and
- any continuous disclosure notice given to ASX by Northern Star since the lodgement with ASIC of the 30 June 2024 annual report for Northern Star referred to above and before lodgement of this Scheme Booklet with ASIC.

6.28 Other material information

Except as disclosed elsewhere in this Scheme Booklet, there is no other information that is material to the making of a decision in relation to the Scheme, being information that is within the knowledge of the Northern Star Directors, at the date of this Scheme Booklet, which has not previously been disclosed to De Grey Shareholders.

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7 Profile of the Merged Group

7.1 Overview of the Merged Group

If the Scheme is implemented, De Grey will become an indirectly wholly owned subsidiary of Northern Star, and the Merged Group will include all members of the De Grey Group.

Following implementation, the Merged Group will be the owner and operator of four production centres, all located in Western Australia and Alaska which are regarded as two of the most attractive mining investment regions globally, including:

- **Hemi Project:** an undeveloped and low-cost gold project located in the Pilbara region of Western Australia;
- **Kalgoorlie production centre:** the KCGM Operations, Carosue Dam Operations, and the Kalgoorlie Operations, located in Kalgoorlie, Western Australia;
- **Yandal production centre:** the Jundee Operations, Bronzewing Operations and Thunderbox Operations, located in the Northern Goldfields region of Western Australia; and
- **Pogo production centre:** the Pogo Operations located in the Tintina Gold Province in Alaska, United States.

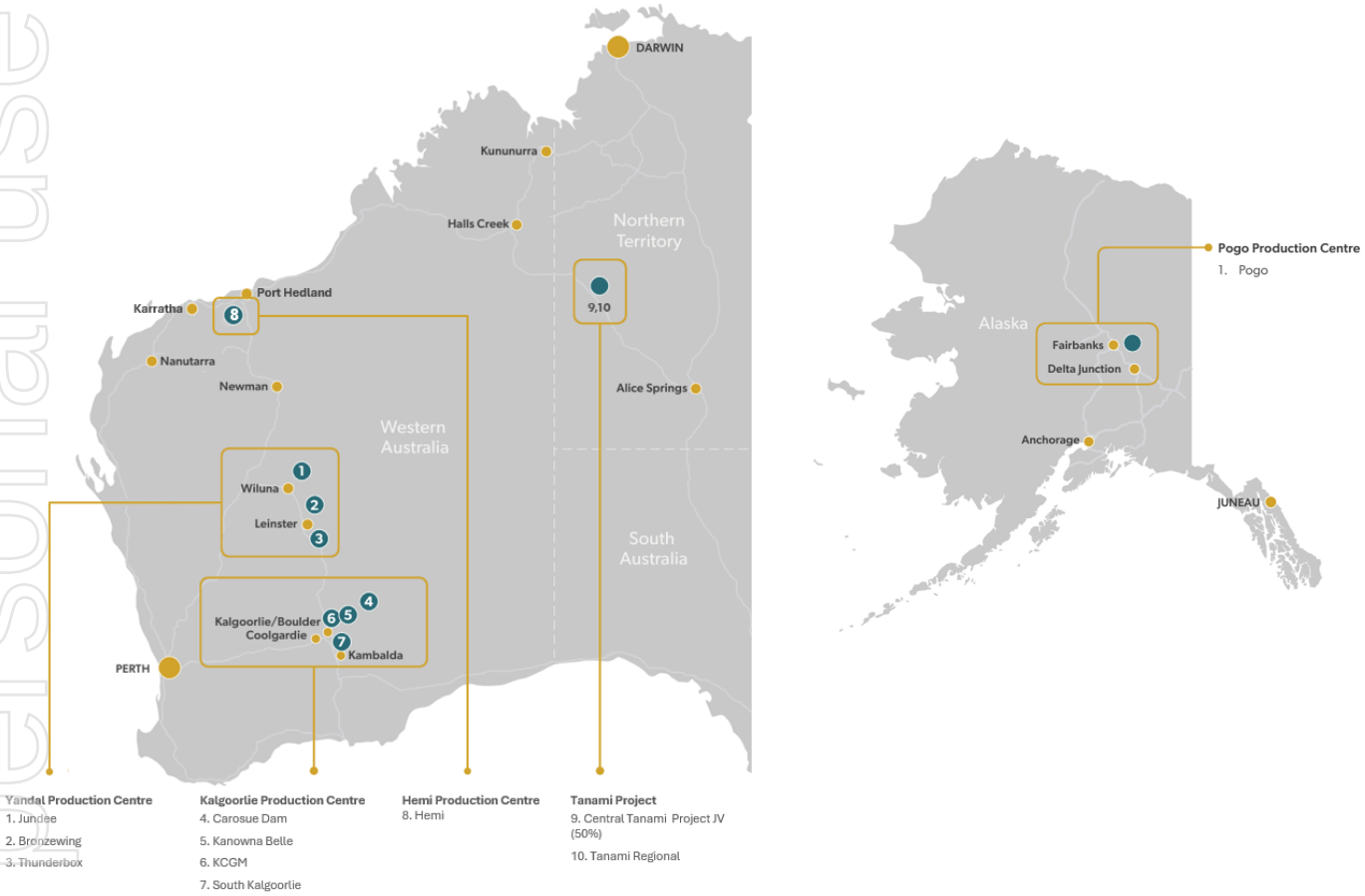


Figure 15: Merged Group's operations overview[64]

The Hemi Project is described in more detail in Section 5.2. The Kalgoorlie production centre, Yandal production centre and Pogo production centre are described in more detail in Section 6.4. The Merged Group will also hold Northern Star's 50% joint venture interest in the Central Tanami Project, and its other wholly owned exploration tenure in the Northern Territory of Australia. Refer to Section 6.1 for further information.

From these production centres, the Merged Group is expected to have pro forma Mineral Resources of approximately 74.9Moz and Ore Reserves of approximately 26.9Moz.

Northern Star is focussed on delivering its Profitable Growth Strategy objectives to create shared value for its shareholders and stakeholders, and will continue to execute this strategy following implementation of the Scheme.

[64] The Merged Group will also continue to retain Northern Star's 50% joint venture interest in the Central Tanami Project, and its other wholly owned exploration tenure in the Northern Territory of Australia. Refer to Section 6.1 for further information.

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7.2 Rationale for the Scheme

The acquisition of De Grey, the 100% owner of the Hemi Project, is on-strategy with Northern Star's principal objective of generating superior shareholder returns. De Grey's Hemi Project, once developed, will deliver a low-cost and long-life gold mine in Western Australia, one of the most attractive mining investment regions globally.[17] The Hemi Project is expected to enhance the quality of Northern Star's asset portfolio, along with the ongoing expansion at KCGM.

KCGM Operations' gold production is expected to increase to 650kozpa by FY26 and to approximately 900kozpa from FY29 (steady state), following a two-year ramp-up (FY27 to FY28). Once developed, the Hemi Project would also contribute to the Merged Group's production profile and growth pathway (refer to Section 7.8 for further detail).

Northern Star's extensive exploration, mine development and operating expertise is expected to optimise the long term value potential of the Hemi Project; which assuming its ongoing development and ultimate commissioning (as currently envisaged or optimised at the time), is forecast to generate superior returns to all shareholders of the Merged Group, following implementation of the Scheme (see Section 7.5(d) for information about Northern Star's intentions in respect of the Hemi Project and Section 8.3 for risks associated with the development of the Hemi Project). Northern Star's proven operational excellence is supported by its refractory expertise at KCGM and Kanowna Belle, historical operating experience in the Pilbara region and demonstrated track record in value creation through exploration.

The Merged Group is also expected to benefit from Northern Star's existing inbuilt project capability from the ongoing development of the 27Mtpa KCGM Mill Expansion. Northern Star will be able to capitalise on this by either transitioning the team to, or expanding the remit of the team to include, development of the Hemi Project, depending on the ultimate development timelines for the Hemi Project, alongside members of De Grey's current workforce (see further in Section 7.5(b) and in Section 7.8).

The Scheme provides an opportunity for De Grey Shareholders to:

- receive an implied value for their De Grey Shares which represents a significant and attractive premium to historical trading prices of De Grey Shares on the ASX;
- maintain exposure to the Hemi Project, while also benefiting from its development being de-risked given Northern Star's proven development and operational expertise, as well as its strong balance sheet and funding capability;
- gain exposure to Northern Star's assets, resulting in a more diversified portfolio of high quality gold operations located in two of the most attractive mining investment regions globally, namely Western Australia and Alaska,[11] with significant organic production growth potential; and
- become part of a globally significant ASX-50 Western Australian led gold producer with enhanced market positioning, trading liquidity and a track record of paying dividends.

Further information about the reasons to vote in favour of (or against) the Scheme is outlined in Sections 1.2 and 1.3.

7.3 Corporate structure of the Merged Group

If the Scheme is implemented:

- Northern Star will become the holder of all De Grey Shares;
- De Grey will become a wholly owned subsidiary of Northern Star (and each De Grey Group Member will become an addition to Northern Star's existing corporate structure set out in Section 6.11); and
- Northern Star will procure that De Grey applies for termination of the official quotation of De Grey Shares on ASX and requests to be removed from the Official List of the ASX.

7.4 Board and management of the Merged Group

a) Board of Directors

Following implementation of the Scheme, it is expected that there will be no change to the composition of the Northern Star Board (as described in Section 6.10(a)). Additionally, Northern Star will procure the resignation of the De Grey Directors and the directors of all other De Grey Group Members on or as soon as practicable after the implementation of the Scheme.

Detailed profiles of the Northern Star Directors are contained in Section 6.10(a).

b) Senior management

Following implementation of the Scheme, it is expected that existing members of Northern Star's senior management team will continue in those roles.

Detailed profiles of the senior management team of Northern Star are contained in Section 6.10(b). Northern Star's intentions regarding the current employees of De Grey (including senior management) are contained in Section 7.5(b).

In addition, Northern Star intends to employ the existing De Grey senior management personnel within the Merged Group, should they decide to join Northern Star.

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7.5 Northern Star's intentions in respect of the Merged Group

a) Continuation of business

Northern Star's purpose is to generate superior returns for its shareholders, while providing positive benefits for its stakeholders, through operational effectiveness, exploration and active portfolio management. Through its Profitable Growth Strategy, Northern Star intends to continue to build its asset base through strategic acquisitions and targeted exploration programs to unlock value from the gold endowment across its highly prospective ground.

From implementation of the Scheme, Northern Star intends to continue its business and is committed to its Profitable Growth Strategy to produce a targeted 2Mozpa by FY26. The addition of the Hemi Project will enhance the quality of Northern Star's asset portfolio, with the Hemi Project expected to deliver a low-cost and long-life gold mine. Depending on the timing of the Hemi environmental approvals and the timing of the final investment decision by the Merged Group, the timelines between the KCGM Mill Expansion and Hemi may be complementary. If so, this would be expected to drive development efficiencies at Hemi, and the intended integration of De Grey's team is expected to support continued development momentum. In parallel with finalising and obtaining all necessary environmental and other permits and approvals, Northern Star intends to further optimise the Hemi development and mine plan, to develop Hemi to its maximum potential. Refer to Section 7.5(d) below for further information about Northern Star's intentions for the Hemi Project.

Potential delays to the commencement of production at Hemi may result in material adverse changes to the key cost, production and financial metrics outlined in the Hemi DFS, and cause ultimate outcomes (both operational and financial) to differ from those set out in the Hemi DFS.[65] Northern Star will update the market as to Hemi's progress with environmental approvals, ahead of a final investment decision. Northern Star will review the Hemi DFS capital expenditure estimate, to update for Northern Star's most recent costings experience and other financial metrics at the time.

b) Employees

Consistent with Northern Star's desire to deliver and maximise the value of the Hemi Project for all shareholders of the Merged Group and to build on the important work already undertaken by De Grey, Northern Star intends to retain all of the existing De Grey employees[66] within the Northern Star Group, should they wish to remain, whether those employees remain allocated to the Hemi Project or are re-deployed to other suitable assets within the Northern Star portfolio.

Northern Star and De Grey are working together to agree and pursue an employee information and communication strategy for De Grey personnel, recognising their value, contractual and other legal entitlements, and professional objectives; as well as the need to achieve an efficient and seamless integration (of the De Grey Group into the Northern Star Group) on and from implementation.

c) Financing

Northern Star believes the Merged Group's existing cash and cash equivalents, undrawn corporate revolving facilities and cash forecasted to be generated from continuing operations will be adequate to satisfy working capital needs, fund future growth, meet debt obligations and meet other liquidity requirements for the foreseeable future. If the Scheme is implemented, Northern Star does not currently intend to enter into the Debt Facilities (i.e. the $1.0 billion senior debt facility and a $130 million cost overrun facility) that De Grey has been negotiating for the debt component of the financing for the development of Hemi (refer to Section 5.2(b) for further information).

d) Hemi Project

It is expected that Northern Star's exploration, development and operational expertise will optimise the development and operation of Hemi. From implementation of the Scheme, Northern Star will continue its assessment of the feasibility of the current timeline for the Hemi Project, including in relation to obtaining environmental and permitting approvals (as disclosed in Section 5.2(c)), as well as considering any available opportunities for optimising the development, construction and commissioning pathways for the Hemi Project. That assessment and the outcomes of it will be informed by Northern Star's experience in developing and operating gold projects. Please refer to Section 8.3(e) for the risks associated with development stage projects, and 8.3(d) for risks relating to obtaining permits and approvals (including in respect of the current status in relation to Hemi).

e) Employee incentive arrangements

De Grey's existing employee incentive plans will cease to be applicable following implementation of the Scheme. Northern Star intends to continue utilising its existing incentive arrangements to provide incentives to employees of the Merged Group (as described in Section 6.19), which will include employees of the De Grey Group from implementation of the Scheme (provided the De Grey Group employees accept the terms of any offers made under Northern Star's incentive arrangements).

Under clause 6.6 of the Scheme Implementation Deed, De Grey must ensure that, as at the Record Date, there are no De Grey Incentives on issue.

f) Dividends and dividend policy

Following Implementation of the Scheme, it is expected that Northern Star's current dividend policy, as outlined in Section 6.17, will be the dividend policy of the Merged Group.

g) Corporate governance

Following implementation of the Scheme, it is intended that the Merged Group will continue to operate in accordance with the Northern Star Group's current corporate governance policies.

h) Corporate office and trading name

The holding company of the Merged Group will continue to be known as 'Northern Star Resources Ltd', with its corporate office in Subiaco, Western Australia, and Northern Star Shares will continue to trade on the ASX under the code 'NST'.

[65] The consequences of potential delays to the commencement of production at Hemi will also impact De Grey if the Scheme is not implemented and De Grey were to remain as a standalone entity (as discussed in Section 8.5(g)).

[66] To avoid doubt, the reference to De Grey employees is not intended to include or refer to any Non-Executive Directors of De Grey.

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7.6 Merged Group capital structure on implementation of the Scheme

a) Share capital

Table 32 below summarises the Northern Star Shares that are expected to be on issue on implementation of the Scheme, not taking into account the further issue of new De Grey Share Rights prior to the Second Court Hearing (see Section 5.13), the issuance of new Northern Star Shares under the Dividend Reinvestment Plan in respect of the FY25 interim dividend on 27 March 2025 (refer to Section 6.5), and subject to there being no on-market share buy-back activity prior to the Implementation Date:

Table 32: Northern Star Shares on implementation of the Scheme

Timing	Number
On issue as at the date of this Scheme Booklet	1,144,397,489
To be issued in connection with the Scheme[67]	286,133,827
Pro forma, on implementation of the Scheme	1,430,531,316

Table 33 below summarises the incentive securities of Northern Star that will be on issue on implementation of the Scheme:[68]

Table 33: Northern Star issued convertible securities on implementation of the Scheme

Incentive securities on implementation of the Scheme	Number
LTI performance rights	9,199,974
STI performance rights	721,868
Conditional retention rights	1,280,436
Subtotal Northern Star Rights	**11,202,278**
NED Share Rights	13,111[69]
Total convertible securities	**11,215,389**[70]

Further information in relation to Northern Star Shares, Northern Star Rights, Northern Star NED Share Rights, and the FY20 Share Plan can be found in Section 6.19. A full summary of the FY20 Share Plan is available in Northern Star's 2024 Annual Report and as summarised in Appendix A of the Notice of Annual General Meeting 2024 released on 30 September 2024 and available at www.nsrltd.com.

b) Pro forma ownership

On implementation of the Scheme, De Grey Shareholders will own approximately 20.0% of the Merged Group.[3]

c) Substantial shareholders

Based on their respective shareholdings in Northern Star and De Grey as at the Last Practicable Date, the holders of 5% or more of the issued capital of Northern Star on implementation of the Scheme would be:

Table 34: Substantial Northern Star Shareholders on implementation of the Scheme

Substantial holder	Northern Star Shares held at Last Practicable Date		New Northern Star Shares to be issued as Scheme Consideration	Shareholding in the Merged Group	
	Shares	%	Shares	Shares	%
BlackRock	125,162,779	10.9%	26,776,227	151,939,006	10.6%
State Street	87,179,633	7.6%	10,891,095	98,070,728	6.9%
Vanguard	65,471,972	5.7%	13,493,946	78,965,918	5.5%
VanEck	61,725,903	5.4%	11,232,242	72,958,145	5.1%

[67] Assumes all of De Grey's Incentives are converted to De Grey Shares prior to the Record Date. If, pursuant to the calculation of the Scheme Consideration, a De Grey Shareholder would be entitled to a fraction of a New Northern Star Share, a fractional entitlement of 0.5 or more will be rounded up to the nearest whole number of New Northern Star Shares; and less than 0.5 will be rounded down to the nearest whole number of New Northern Star Shares.

[68] This assumes that no vested Northern Star rights or vested NED Share Rights lapse or are exercised between the Last Practicable Date and the Implementation Date.

[69] Note that 4,623 FY20 Northern Star NED Share Rights (vested at 30 June 2020) were inadvertently notified to ASX as being exercised into Northern Star Shares upon vesting. Northern Star no longer offers NED Share Rights.

[70] 11,210,766 excluding the additional 4,623 FY20 NED Share Rights on issue (as noted above).

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7.7 Mineral Resources and Ore Reserves

The Merged Group will operate across four production centres, with Pro forma Mineral Resources of 74.9Moz and Ore Reserves of 26.9Moz, as set out below.[71]

Table 35: Merged Group Pro Forma Ore Reserves

Attributable Ore Reserve	PROVED			PROBABLE			TOTAL		
	Tonnes (Mt)	Grade (g/t)	Ounces (Mozs)	Tonnes (Mt)	Grade (g/t)	Ounces (Mozs)	Tonnes (Mt)	Grade (g/t)	Ounces (Mozs)
Jundee	2.5	1.3	0.1	7.9	4.7	1.2	10.4	3.9	1.3
Thunderbox	13.8	1.3	0.6	27.1	1.8	1.6	40.9	1.6	2.1
Pogo	-	-	0.0	5.9	8.0	1.5	5.9	8.0	1.5
KCGM	136.9	0.7	3.2	192.6	1.6	10.1	329.5	1.3	13.3
Kalgoorlie Operations	2.4	4.2	0.3	21.7	1.8	1.2	24.1	2.0	1.5
Carosue Dam	10.4	1.5	0.5	9.4	2.2	0.7	19.8	1.8	1.2
Total Northern Star	**166.0**	**0.9**	**4.7**	**264.6**	**1.9**	**16.3**	**430.6**	**1.5**	**20.9**
Aquila/Crow	-	-	-	24.7	1.6	1.3	24.7	1.6	1.3
Brolga	-	-	-	36.5	1.6	1.8	36.5	1.6	1.8
Diucon	-	-	-	26.6	1.6	1.4	26.6	1.6	1.4
Eagle	-	-	-	13.0	1.4	0.6	13.0	1.4	0.6
Falcon	-	-	-	20.0	1.4	0.9	20.0	1.4	0.9
Total De Grey	**-**	**-**	**-**	**120.8**	**1.5**	**6.0**	**120.8**	**1.5**	**6.0**
Combined Total	**166.0**	**0.9**	**4.7**	**385.4**	**1.8**	**22.3**	**551.4**	**1.5**	**26.9**

Table 36: Merged Group Pro Forma Mineral Resources (inclusive of Ore Reserves)

Attributable Inclusive of Ore Reserves	MEASURED			INDICATED			INFERRED			TOTAL		
	Tonnes (Mt)	Grade (g/t)	Ounces (Mozs)	Tonnes (Mt)	Grade (g/t)	Ounces (Mozs)	Tonnes (Mt)	Grade (g/t)	Ounces (Mozs)	Tonnes (Mt)	Grade (g/t)	Ounces (Mozs)
Jundee	2.5	1.3	0.1	46.3	2.9	4.4	18.4	2.5	1.5	67.3	2.7	5.9
Thunderbox	20.7	1.5	1.0	44.8	1.9	2.7	9.6	1.5	0.5	75.1	1.8	4.2
Pogo	0.0	25.9	0.0	10.0	9.8	3.1	10.5	10.5	3.5	20.5	10.1	6.7
KCGM	136.9	0.7	3.2	336.6	1.6	17.4	241.4	1.4	11.1	714.9	1.4	31.6
Kalgoorlie Operations	7.9	3.8	1.0	58.1	2.1	4.0	45.9	1.7	2.5	111.9	2.1	7.5
Carosue Dam	16.5	1.8	1.0	31.8	2.2	2.2	12.8	2.4	0.9	61.1	2.1	4.0
Central Tanami Project JV	2.7	2.4	0.2	6.5	2.9	0.6	4.2	3.7	0.5	13.4	3.0	1.3
Total Northern Star	**187.2**	**1.1**	**6.4**	**534.2**	**2.0**	**34.4**	**342.8**	**1.9**	**20.5**	**1,064.2**	**1.8**	**61.3**
Hemi	12.7	1.4	0.6	148.6	1.3	6.3	102.7	1.3	4.3	264.0	1.3	11.2
Wingina	3.1	1.7	0.2	2.5	1.5	0.1	6.3	1.2	0.2	11.9	1.4	0.5
Withnell	1.0	1.8	0.1	16.2	1.6	0.8	16.5	1.9	1.0	33.7	1.8	1.9
Total De Grey	**16.7**	**1.5**	**0.8**	**167.3**	**1.3**	**7.2**	**125.5**	**1.4**	**5.5**	**309.6**	**1.4**	**13.6**
Combined Total	**204.0**	**1.1**	**7.2**	**701.5**	**1.8**	**41.6**	**468.4**	**1.7**	**26.1**	**1,373.8**	**1.7**	**74.9**

[71] Pro forma based on the aggregate Mineral Resources and Ore Reserves (with rounding) of each of Northern Star as at 31 March 2024 and De Grey as at November 2024. Refer to Section 11.10 for the underlying Mineral Resource and Ore Reserve estimate source material.

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7.8 Production guidance

As described in Section 7.2, the Merged Group will remain committed to executing Northern Star's fully funded Profitable Growth Strategy targeting 2Mozpa in gold production by FY26.[72] KCGM, which sits in Northern Star's Kalgoorlie production centre, is a key factor in the Profitable Growth Strategy with FY26 target production of 650koz increasing to 900koz from FY29 following completion of the KCGM Mill Expansion project.

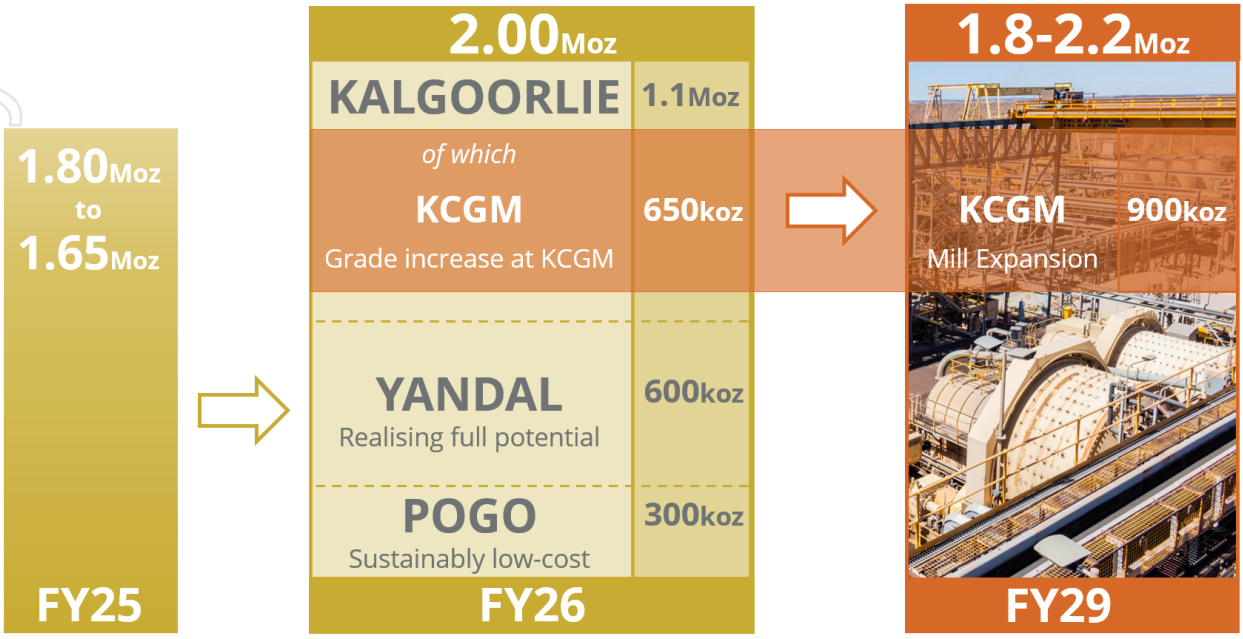


Figure 16: Northern Star targeted production from FY29

The addition of the Hemi Project to the Merged Group's portfolio would further increase the Merged Group's production profile and growth pathway, once development milestones for Hemi are met and production commences. The Hemi Project is currently subject to development risks, and will continue to be subject to those risks as the Merged Group progresses towards a final investment decision for the Hemi Project; including, in particular, those set out in Sections 8.3(d) (Dependence on licences, permits and approvals) 8.3(e) (Development risk), 8.3(f) (Risk of development delay) 8.3(g) (Operating risks), 8.3(h) (Native Title), 8.3(i) (Aboriginal cultural heritage) and 8.3(j) (Water). As explained in Section 5.2(c), the Hemi Project remains subject to environmental approvals under both State and Federal regimes, and although De Grey is progressing the primary statutory environmental approvals as a priority, those approvals remain subject to the outcomes of regulatory review and public consultation.

Refer to Section 5.2(c) for further information about the status of environmental approvals for the Hemi Project.

Notwithstanding De Grey's expected indicative timing for receipt of primary environmental approvals, as at the Last Practicable Date Northern Star considers it unlikely that all primary statutory environmental approvals will be received by De Grey before the end of calendar year 2025. This is based on Northern Star's environmental approvals experience with the decision making authorities and the time that can be involved when responding to submissions.

Given the continuing uncertainties associated with timing for receipt of all required environmental approvals, and the ongoing process of engagement between De Grey and the relevant regulatory bodies, Northern Star no longer considers it reasonable to attempt to project, or otherwise capture, production (from the Hemi Project) in the Merged Group's production profile and growth pathway to FY29. Accordingly, De Grey Shareholders should disregard the forecast pro-forma production target for the Merged Group contained in the joint ASX announcements released by De Grey and Northern Star at launch of the Transaction (on 2 December 2024). Once the Hemi Project's approvals and development horizon is more definite during FY27, beyond implementation of the Scheme, the Merged Group expects to provide an updated production target that appropriately recognises the projected contribution from the Hemi Project.

Refer to Sections 8.3(d), 8.3(e) and 8.3(f) for information about the risks associated with the Hemi Project's dependence on licences, permits and approvals, and the development risks (including risks of development delay) that are inherent for a development stage project of Hemi's current nature.

7.9 Merged Group Pro Forma Historical Financial Information

a) Merged Group Pro-Forma Historical Statement of Financial Position

The combined pro forma historical financial information of the Merged Group comprises a pro forma consolidated statement of financial position as at 31 December 2024 (**Merged Group Pro-Forma Historical Statement of Financial Position**).

[72] Northern Star FY26 production target

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b) Basis of Preparation

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared in order to give De Grey Shareholders an indication of the financial position of the Merged Group as if the Scheme had been implemented as at 31 December 2024. By its nature, pro forma historical financial information is illustrative only. Consequently, it does not purport to reflect the actual financial position of the Merged Group if it had operated on a combined basis as at that date. It is likely this information will differ from the actual financial information of the Merged Group.

The Merged Group Pro-Forma Historical Statement of Financial Position as at 31 December 2024 has been derived from:

- Northern Star's 31 December 2024 Half Year Financial Report;
- De Grey's 31 December 2024 Half Year Financial Report; and
- pro-forma adjustments described in Section 7.9(d).

The Northern Star Group's Half Year Financial Report for the six-month period ended 31 December 2024 was reviewed by Deloitte, who also issued an unmodified review conclusion in relation to Northern Star's Half Year Financial Report. Northern Star's Half Year Financial Report is available from Northern Star's website (www.nsrltd.com) and the ASX website (www.asx.com.au).

The De Grey Group's Half Year Financial Report for the six-month period ended 31 December 2024 was reviewed by Ernst & Young, who also issued an unmodified review conclusion in relation to De Grey's Half Year Financial Report. De Grey's Half Year Financial Report is available from De Grey's website (www.degreymining.com.au) and the ASX website (www.asx.com.au).

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared in accordance with the recognition and measurement principles contained in Australian Accounting Standards, which comply with the recognition and measurement principles of the International Accounting Standards Board and interpretations adopted by the International Accounting Standards Board, other than that it includes adjustments which have been prepared in a manner consistent with Australian Accounting Standards, that reflect the impact of certain transactions as if they occurred as at 31 December 2024 in the Merged Group Pro Forma Historical Statement of Financial Position.

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared in accordance with and should be read in conjunction with the accounting policies detailed in Northern Star's Half-Year financial report ended 31 December 2024 and the Annual Report for the year ended 30 June 2024. A preliminary assessment has not identified any material differences between the accounting policies adopted by Northern Star and De Grey prior to the Scheme. The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared by the management of Northern Star with input from the management of De Grey.

The Merged Group Pro-Forma Historical Statement of Financial Position is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act. In particular, it does not include the notes to and forming part of the financial statements of De Grey and Northern Star.

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared on the basis that:

- the Scheme is implemented; and
- the acquisition of De Grey is considered an asset acquisition under Australian Accounting Standards.

The Merged Group Pro-Forma Historical Statement of Financial Position also includes an assumption that the Scheme was implemented on 31 December 2024. The actual value of the consideration for the acquisition of the De Grey Shares under the Scheme will be measured based upon the value of the Northern Star Shares at close of trading on the Implementation Date.

For the purposes of the Merged Group Pro-Forma Historical Statement of Financial Position, a value of $17.22 per Northern Star Share has been assumed, being the closing price of Northern Star Shares on ASX on the Last Practicable Date. Consequently, the value of the purchase consideration for accounting purposes may differ from the amount assumed in the Merged Group Pro-Forma Historical Statement of Financial Position due to future changes in the market price of Northern Star Shares through to the Implementation Date.

A number of factors may impact the actual financial position of the Merged Group, including but not limited to:

- successful implementation of the Scheme and ultimate timing of that implementation;
- differences between the estimated amount of transaction costs (including stamp duty) and the amount ultimately incurred;
- changes in the Northern Star share price of $17.22 (closing share price 7 March 2025) as the Scheme Consideration will be calculated on the day the Scheme is implemented;
- the number of De Grey Share Rights to be issued prior to the Second Court Hearing (refer to Section 5.12); and
- finalisation of the availability of tax losses, including recognition of the associated deferred tax asset, in accordance with AASB 112 Income Taxes.

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c) Merged Group Pro-Forma Historical Statement of Financial Position

The following pro forma adjustments to the historical statements of financial position have been made in order to present the Merged Group Pro-Forma Historical Statement of Financial Position as at 31 December 2024. Totals may not add up due to rounding.

Table 37: Merged Group Pro-Forma Historical Statement of Financial Position

	Northern Star Historical Statement of Financial Position as at 31 Dec 2024 $M	De Grey Historical Statement of Financial Position as at 31 Dec 2024 $M	Pro Forma adjustments as at 31 Dec 2024 $M	Pro Forma Historical Statement of Financial Position as at 31 Dec 2024 $M
ASSETS				
Current assets				
Cash and cash equivalents	1,045.9	30.9	(45.9)[i]	1,030.8
Short term deposits	-	755.5	-	755.5
Receivables and other assets	358.0	16.7	-	374.7
Inventories	610.5	0.2	-	610.7
Total current assets	2,014.4	803.2	(45.9)	2,771.8
Non-current assets				
Receivables and other assets	22.5	-	-	22.5
Inventories	1,036.5	-	-	1,036.5
Financial assets	12.8	3.3	-	16.1
Property, plant and equipment	2,962.2	94.3	-	3,056.5
Right of use assets	350.5	7.4	-	357.9
Exploration and evaluation assets	845.1	407.1	3,900.0[ii]	5,152.2
Mine properties	6,479.9	-	-	6,479.9
Intangible assets	67.7	-	-	67.7
Total non-current assets	**11,777.2**	**512.1**	**3,900.0**	**16,189.3**
Total assets	**13,791.6**	**1,315.3**	**3,854.1**	**18,961.0**
LIABILITIES				
Current liabilities				
Trade and other payables	443.0	22.2	208.3[iii]	673.5
Borrowings	109.3	-	-	109.3
Provisions	201.9	1.4	-	203.3
Lease liabilities	93.0	0.7	-	93.7
Current tax liabilities	144.5	-	-	144.5
Total current liabilities	**991.7**	**24.3**	**208.3**	**1,224.3**
Non-current liabilities				
Borrowings	1,170.3	-	-	1,170.3
Provisions	743.0	2.5	-	745.5
Deferred tax liabilities	1,672.4	-	-	1,672.4
Lease liabilities	268.3	7.1	-	275.4
Total non-current liabilities	**3,854.0**	**9.6**	**-**	**3,863.6**
Total liabilities	**4,845.7**	**33.9**	**208.3**	**5,087.9**
Net assets	**8,945.9**	**1,281.4**	**3,645.8**	**13,873.1**
EQUITY				
Share capital	6,228.9	1,377.4	3,549.8[iv]	11,156.1
Reserves	122.3	8.7	(8.7)	122.3
Retained earnings	2,594.7	(104.7)	104.7	2,594.7
Total equity	**8,945.9**	**1,281.4**	**3,645.8**	**13,873.1**

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d) Notes to the pro forma adjustments

The Merged Group Pro-Forma Historical Statement of Financial Position includes the following pro forma adjustments to reflect the impact of certain transactions as if they occurred as at 31 December 2024 in the Merged Group. In particular, these transactions reflect accounting for the acquisition of De Grey and one-off transaction costs associated with the Scheme, including an estimate of stamp duty payable in the Merged Group Pro Forma Historical Statement of Financial Position.

i) Cash and cash equivalents – reduction in cash and cash equivalents of $45.9 million. This adjustment includes $10.1 million of Northern Star transaction costs and $35.8 million of De Grey transaction costs, based on the closing price of Northern Star Shares on ASX on the Last Practicable Date. However, certain of De Grey's financial advisers' fees are calculated by reference to the closing price of Northern Star Shares on ASX on the Implementation Date, which may therefore result in changes to De Grey's anticipated external Transaction Costs if the Scheme is implemented.

ii) Exploration and evaluation assets – increase of $3,900.0 million. The acquisition of De Grey has been accounted for as an asset acquisition based on the requirements set out in AASB 3 Business Combinations. The fair value of the Northern Star Shares, including transactions costs, paid as Scheme Consideration (refer to Section 7.9(d)(iv)) has been allocated to the acquired assets and liabilities based on their relative fair value. Given the nature of the assets and liabilities acquired, the main adjustment to book value related to exploration and evaluation assets representing the Hemi Project.

iii) Trade and other payables – increase of $208.3 million. This adjustment relates to the estimate of $208.3 million of stamp duty payable (transaction cost) following implementation of the Scheme.

iv) Equity (including reserves and retained earnings) – $3,549.8 million. This adjustment removes De Grey share capital, reserves and accumulated losses and replaces it with the New Northern Star Shares issued as Scheme Consideration based on a value of $17.22 per New Northern Star Share (based on the closing price of Northern Star Shares on the Last Practicable Date) for the 286,133,827 New Northern Star Shares to be issued under the Scheme.

The Merged Group Pro-Forma Historical Statement of Financial Position has not been adjusted to reflect:

- the performance and operation of Northern Star or De Grey since 31 December 2024;
- the Northern Star FY25 interim ordinary unfranked dividend of $286.1 million (25.0 cents per fully paid share) declared on 13 February 2025 with a record date of 6 March 2025 and a payment date on 27 March 2025; or
- tax losses. As at 30 June 2024, De Grey had a total of $132.6 million of tax effected losses ($442 million gross) of which $105.6 million was recorded as a deferred tax asset to fully offset a deferred tax liability of that amount relating predominantly to the Hemi asset and $27.0 million remain unbooked as at 31 December 2024.

On implementation of the Scheme, the Merged Group will be entitled under Australian tax consolidation rules to reset the tax value of the underlying assets of De Grey based on the consideration paid and their respective market values. The Merged Group may be entitled to transfer and utilise De Grey's previously incurred tax losses, subject to Australia's tax loss recoupment legislation. A detailed analysis of the amount of losses existing at the Implementation Date and Northern Star's entitlement to transfer and utilise these losses will be conducted post-implementation of the Scheme.

The Merged Group Pro-Forma Statement of Financial Position does not include any deferred tax assets or deferred tax liabilities with respect to De Grey.

7.10 Forecast financial information for the Merged Group

Each of the Northern Star Board and the De Grey Board has given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information in relation to the Merged Group. Each of the Northern Star Board and the De Grey Board has concluded that such forecast financial information would have the potential to be misleading and a reasonable basis does not exist for producing forecasts that would be sufficiently meaningful and reliable to be of value to either set of shareholders.

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8 Risk factors

8.1 Introduction

This Section outlines a number of the risks which should be considered by De Grey Shareholders when deciding how to vote on the Scheme Resolution. These risks include:

- specific risks relating to the Scheme (refer to Section 8.2);
- specific risks relating to the Merged Group (refer to Section 8.3);
- general risks relating to the Merged Group (refer to Section 8.4); and
- specific risks to De Grey Shareholders if the Scheme does not proceed (refer to Section 8.5).

The risks outlined in this Section 8 are not an exhaustive list of all risks and risk factors related to De Grey, the Merged Group or the Scheme, and do not take into account the investment objectives, financial situation, taxation objectives, position or particular needs of any De Grey Shareholder. No assurances or guarantees are given in relation to the future performance of, profitability of De Grey, Northern Star or the Merged Group. Additional risks and uncertainties not currently known to Northern Star or De Grey may also have an adverse impact on the Merged Group's business.

You should carefully consider the risks summarised in this Section 8, as well as the other information contained in this Scheme Booklet generally, before deciding how to vote on the Scheme Resolution. You should consult your legal, financial, taxation or other professional adviser as to how the Scheme might impact you, or if you are unclear or uncertain about any matter mentioned in this Section 8 or elsewhere in this Scheme Booklet.

8.2 Specific risks relating to the Scheme

The following risks have been identified as being the key risks specific to the Scheme.

a) The market value of the Scheme Consideration is not certain

Under the terms of the Scheme, each Scheme Shareholder (excluding Ineligible Shareholders) will be entitled to receive the Scheme Consideration of 0.119 New Northern Star Shares for each Scheme Share held at the Record Date. The implied value of the Scheme Consideration that will be realised by Scheme Shareholders is not fixed, and will depend on the price at which Northern Star Shares trade on ASX after the Implementation Date. In addition, any significant delays in the implementation of the Scheme could negatively affect the Northern Star Share price, particularly to the extent the market price reflects a market assumption that the Scheme will be implemented in a particular timeframe.

Further, for Ineligible Shareholders and Foreign Resident CGT Shareholders, there is no guarantee as to the price at which New Northern Star Shares may be sold by the Sale Agent as described in Section 3.4(c) (or the precise timing of any such sale).

The price of Northern Star Shares will vary over time and may be volatile as a result of a number of factors, including general market conditions, the Merged Group's financial and operating performance and the risks relating to the issue of New Northern Star Shares. There is no guarantee regarding the future market price of Northern Star Shares. Future Northern Star Share prices may be at, below or above current or historical prices. Information about the current trading prices of Northern Star Shares may be obtained from www.asx.com.au. Section 6.15 contains information about the closing price and daily trading volume of Northern Star Shares over the last 12 months up to the Last Practicable Date.

b) Implementation of the Scheme is subject to various Conditions that must be satisfied or waived (as applicable)

Implementation of the Scheme is subject to the satisfaction or waiver (as applicable) of a number of Conditions, including De Grey Shareholder and Court approval, which are summarised in Section 10.6(a) and set out in full in clause 3.1 of the Scheme Implementation Deed.

There can be no certainty, nor can De Grey or Northern Star provide any assurance, that these Conditions will be satisfied or waived (as applicable) or, if satisfied or waived (as applicable), when that will occur. A number of the outstanding Conditions are outside the control of De Grey and Northern Star, including approval of the Scheme by the Requisite Majorities of De Grey Shareholders at the Scheme Meeting and approval of the Scheme by the Court at the Second Court Hearing.

There is a risk that the Court may not approve the Scheme or that the Court's approval is delayed. In particular, if there is a material change in circumstances between the Scheme Meeting and the Second Court Date, then the Court will have regard to that change in deciding how it should proceed. If a change is so important that it materially alters the outcome of the Scheme or the value of De Grey or the Scheme Consideration to Scheme Shareholders, there is a risk that the Court may not approve the Scheme at the Second Court Hearing.

If, for any reason, a Condition to the Scheme is not satisfied or waived (as applicable) and the Scheme is not implemented, there may be adverse consequences for De Grey and De Grey Shareholders, including that the market price of De Grey Shares may fall. See Section 8.5 for risks to De Grey Shareholders if the Scheme does not proceed.

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c) The Scheme Implementation Deed may be terminated by De Grey or Northern Star in certain circumstances, in which case the Scheme will not be implemented

De Grey and Northern Star each have the right to terminate the Scheme Implementation Deed in the circumstances summarised in Section 10.6(h). As such, there is no certainty that the Scheme Implementation Deed will not be terminated by either De Grey or Northern Star before the Scheme is implemented.

If the Scheme Implementation Deed is terminated before the Scheme is implemented, De Grey, as a standalone entity, will not be able to achieve the benefits that the merger with Northern Star might have provided, and will be exposed to the risks of operating as a standalone company outlined in Section 8.5 below. In this scenario, the market price of De Grey Shares may fall and there is no assurance that any alternative proposal will emerge (and if any such proposal emerges, there is no assurance that it will be at an equivalent or greater price than the implied price to be paid under the terms of the Scheme).

In addition, certain circumstances which could cause the Scheme not to proceed may result in an obligation on either De Grey or Northern Star to pay the Break Fee or Reverse Break Fee to the other party (as applicable). See Sections 10.6(f) and 10.6(g) for a summary of those circumstances. For instance, there is a risk that a Third Party proposal arises which constitutes a Superior Proposal under the Scheme Implementation Deed. In those circumstances, subject to the matching right regime (as summarised in Section 10.6(e)), the Scheme Implementation Deed might be terminated with a Break Fee payable by De Grey to Northern Star.

d) Issue of New Northern Star Shares could adversely affect the market price of Northern Star Shares

If the Scheme is implemented, a substantial number of additional Northern Star Shares (being the New Northern Star Shares issued as Scheme Consideration) will be available for trading on the ASX. There may be sales of Northern Star Shares, or the perception that such sales may occur, either of which may adversely affect the market for, and the market price of, Northern Star Shares.

In addition, the Sale Agent will be issued the New Northern Star Shares to which Ineligible Shareholders would otherwise be entitled, and will seek to sell them on ASX or off-market as soon as reasonably practicable after (and in any event, within 15 days from) the Implementation Date. It is possible that such sales may exert downward pressure on the Northern Star Share price during the applicable period by creating additional selling volumes.

e) Risks of trading during deferred settlement trading period

Due to rounding, De Grey Shareholders will not necessarily know the exact number of New Northern Star Shares that they will be entitled to receive (if any) as Scheme Consideration until a number of days after those New Northern Star Shares can be traded on the ASX on a deferred settlement basis. Scheme Shareholders who trade New Northern Star Shares on a deferred settlement basis, without knowing the exact number of New Northern Star Shares they will receive as Scheme Consideration, may risk adverse financial consequences if they purport to sell more New Northern Star Shares than they ultimately receive.

f) Taxation consequences for Scheme Shareholders

If the Scheme is implemented, there will be tax consequences for Scheme Shareholders. The tax consequences for Scheme Shareholders will vary depending on a number of factors, including their place of residence for tax purposes and their individual tax circumstances. A summary of the general tax consequences of the Scheme for Australian resident Scheme Shareholders is described in Section 9. De Grey Shareholders should seek independent professional taxation advice regarding the individual tax consequences applicable to them.

g) Transaction costs

Each of Northern Star and De Grey has incurred, and will continue to incur, significant costs associated with the Scheme. Fees and expenses related to the Scheme include financial advisory, legal, accounting, Independent Expert, tax, regulatory and administration fees as well as Scheme Booklet design, printing and distribution. Some of these fees will be paid regardless of whether the Scheme is implemented or becomes Effective.

If the Scheme is implemented, external costs of approximately $35.8 million (excluding GST and disbursements) are expected to be paid by De Grey. This includes financial advisory, legal, accounting, Independent Expert, Independent Technical Specialist, Investigating Accountant, tax and administration fees, Scheme Booklet design, printing and distribution, share registry, ASIC lodgement fees and lodgement taxes and other expenses.

Further details of estimated transaction costs expected to be incurred by De Grey in respect of the Scheme, including stamp duty, are set out in Section 11.8.

Additionally, the Merged Group will incur costs associated with integrating the De Grey Group into the existing Northern Star Group, however it is difficult to predict the amount of these costs before the integration process begins. The Merged Group may incur additional unanticipated costs as a consequence of difficulties arising from efforts to integrate the companies and their respective businesses. The risks associated with integration are detailed further in Section 8.3(c) below.

h) Risks faced by De Grey prior to implementation

The business and results of operations of De Grey may be adversely affected by, among other factors, economic downturns, changes in commodity prices, political instability in Australia (in which De Grey operates), changes in applicable laws, environmental regulation, volatility in the financial markets, unfavourable regulatory decisions, verbal statements by the Kariyarra People following announcement of the Scheme regarding their increased sensitivity regarding the proposed discharge of excess water into the Turner River, litigation, regulatory action, rising costs, civil and labour unrest, disagreements with joint venture partners, delays in ongoing exploration projects (including the Hemi Project) and other factors. Refer to Section 8.4(t) for details of general economic risks.

Any one or more of these factors, among other things, could negatively affect the operations and financial performance of De Grey, which could in turn adversely affect the future operational and financial results of the Merged Group.

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8.3 Specific risks relating to the Merged Group

a) Fluctuations in gold price

The Merged Group's revenue will be principally derived from the sale of gold, which is based on prevailing market prices. As a result, its revenue will be significantly affected by changes in market prices which have historically been subject to substantial volatility. Volatility in the gold price creates revenue uncertainty and requires careful management of business performance to ensure that operating cash margins are maximised in any fall in the spot gold price. Fluctuation in the gold price is influenced by a number of factors beyond the Merged Group's control, including interest rates, the rate and anticipated rate of inflation, world supply of gold, consumption patterns, purchases and sales of gold by central banks, the fiscal policies employed by the world's major industrialised economies, forward sales by producers in hedging or similar transactions, production costs, demand from the jewellery industry, speculative activities, increased import and export taxes, stability of exchange rates, the relative strength of the US dollar and other currencies, changes in international investment patterns, monetary systems, and political and economic events.

The risks associated with gold price fluctuations and volatility may be reduced by any gold price hedging the Merged Group may undertake (see Section 8.4(b) below for a description of the risks associated with such hedging). A declining gold price can also impact operations by requiring a reassessment of the feasibility of mine plans and certain projects and initiatives. The development of new ore bodies, commencement and timing of open pit cut backs, commencement of development projects, including the Hemi Project, and the ongoing commitment to exploration projects can all potentially be impacted by a decline in the prevailing gold price. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment could potentially cause substantial delays and/or may interrupt operations, which may have a material adverse effect on the Merged Group's results of operations and financial condition.

Northern Star's:

- Ore Reserves are estimated at gold prices of $2,000/oz for Australian operations and at a US$1,500/oz gold price for Pogo Operations; and
- Mineral Resources are estimated at gold prices of $2,500/oz for Australian operations and at a US$1,800/oz gold price for Pogo Operations, and

De Grey's:

- Ore Reserves are estimated at gold prices of $2,700/oz for the Hemi Project; and
- Mineral Resources are estimated at gold prices of $3,000/oz for the Hemi Project,

compared to the average gold price over the:

- 3 months to the Last Practicable Date being $4,404/oz (US$2,761/oz); and
- 12 months to the Last Practicable Date being $3,875/oz (US$2,529/oz).

Northern Star cannot provide any assurance as to the prices the Merged Group will achieve for its gold. Changes in commodity prices, including prices for gold and associated pricing for impurities and treatment charges, may have a positive or negative effect on the Merged Group's:

- revenues, creating revenue uncertainty which requires careful management of business performance to ensure that operating cash margins are maximised in any fall in commodity prices; and
- exploration program, project development and production plans and activities, together with the ability to fund those plans and activities. Even if such plans and activities are ultimately determined to be economically viable, they may need to be reassessed, which could potentially cause substantial delays and/or interruptions.

b) Change in risk and investment profile

If the Scheme is implemented, De Grey Shareholders who receive New Northern Star Shares as Scheme Consideration will be exposed to risk factors relating to Northern Star and to certain other risks relating to the Merged Group and the integration of the Northern Star and De Grey groups.

These include risks relating to the ownership and operation of a broader suite of assets, both in nature (including exposure to operating assets) and geographic scope (including exposure to the Pogo mine in Alaska), environmental risks, human resources risks and Native Title risks.

c) Integration risks

The success of the Merged Group will depend on, among other things, the ability of the Merged Group to realise the anticipated benefits from combining the businesses of Northern Star and De Grey. The Merged Group's ability to realise these anticipated benefits depends in part on the successful integration of the Northern Star and De Grey businesses.

Following implementation of the Scheme, the Merged Group will seek to pursue the benefits contemplated by this Scheme Booklet. It is possible that certain benefits expected from the combination of the De Grey and Northern Star groups may not be realised (in full or in part).

Any failure or delay to achieve the proposed strategies, development and operational objectives and benefits, or delay in realising these strategies, development and operational objectives and benefits, could have an adverse impact on the Merged Group's operations, financial performance and financial position.

The performance of the Merged Group's operations after implementation of the Scheme could be adversely affected if, among other things, the Merged Group is not able to achieve the various optimisation strategies relating to the Hemi Project, or to retain key employees to assist in the integration and operation of De Grey.

There are risks associated with assuming control of the conduct of application and approval processes for key access and tenure permits, and key counterparty negotiations and relationships, which are at various stages of progress, as well as assuming responsibility for the ongoing development and ultimate commissioning of the Hemi Project (as currently envisaged, conducted or optimised in the future).

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In addition, there are risks associated with conducting the business activities and operations previously operated by another group more generally, including in the case of a group that is in the exploration and development stages of its operations. Although Northern Star and its advisors have conducted due diligence on the operations of De Grey (including with respect to the development and commissioning of the Hemi Project) and the regime for updates and consultation under the Scheme Implementation Deed, Northern Star may not be fully aware of all potential development and operational challenges of the De Grey Group. Further, neither De Grey nor Northern Star has previously taken a greenfields project of the scale of Hemi (including with respect to its POx plant) through Native Title negotiations, environmental approvals or construction phases. These risks may be heightened in circumstances where there is a loss of key De Grey personnel either prior to or following implementation of the Scheme (as discussed further in Section 8.3(m)), notwithstanding the intentions of the Merged Group to retain that personnel (as discussed further in Section 7.5(b)).

The integration process may take time and could itself result in diversion of the attention of management and disruption of existing relationships with suppliers, employees, customers, Traditional Owners and other stakeholders and constituencies of the Northern Star and De Grey groups.

While Northern Star considers that the Scheme will ultimately deliver value to the Merged Group and all Northern Star Shareholders, successful integration and development of the Hemi Project may be achieved over a longer time period than expected, which in turn may impact the Merged Group's operational and financial performance.

d) Dependence on licences, permits and approvals

The Merged Group's gold production projects do and will generally require Australian, Western Australian and Alaskan governmental licences, permits, authorisations, concessions and other approvals (as applicable) in connection with its activities (**Operating Authorisations**). Obtaining and complying with the necessary Operating Authorisations or governmental regulations can be complex, costly and time consuming and is not assured. The duration, cost and success of applications for Operating Authorisations are contingent on many factors, including those outside the control of the Merged Group. Delay in obtaining or renewing, or failure to obtain or renew, a material and necessary Operating Authorisation could mean that proposed activities of the Merged Group may be delayed or, in a worst case scenario, it may be unable to proceed with the development or continued operation of a mine or project. The Operating Authorisations that the Merged Group needs may not be issued, maintained or renewed either in a timely fashion or at all, which may constrain the ability of the Merged Group to conduct its mining operations, which in turn may impact the Merged Group's operations, financial performance and financial position.

In addition, the Merged Group's projects, and any future exploration activities, may require access to land in order to conduct exploration and mining activities, including with respect to privately owned freehold or leasehold land. The Merged Group may be required to enter into access agreements with third parties and obtain approvals from Western Australian, Northern Territory and Alaskan state and federal governmental regulators, including for example, Native Title agreements and pastoral leases, Operating Authorisations, and environmental approvals, in order to access and conduct activities on the land (**Access Authorisations**). If the Merged Group fails to obtain and maintain necessary Access Authorisations, there is a risk that the Merged Group will be delayed or prevented from conducting exploration and mining activities on relevant land, which in turn may impact the Merged Group's operations, financial performance and financial position. Further, if the Merged Group fails to comply with or renew necessary Access Authorisations, it may result in the loss of the access approval or a breach of the access agreement (as applicable), which may impact the Merged Group's operations, financial performance and position and result in financial losses and reputational consequences.

In particular, given the stage of development of the Hemi Project and the proposed commencement of construction at Hemi, De Grey is in the process of seeking and securing the various Operating Authorisations and Access Authorisations which will be required to conduct its proposed operations. De Grey has already been granted extractive mining tenure in respect of the Hemi Project and has entered into the Kariyarra Gold Project Agreement with the Kariyarra Aboriginal Corporation (refer to Sections 5.2(h) and 8.3(h)) including information regarding variations to the Kariyarra Gold Project Agreement) and an access deed with the Indee Station pastoral owner, which substantially provide it with the access required to undertake the construction and operation of the Hemi Project.

However, De Grey still requires the necessary environmental approvals and permitting in order to commence construction and operation of the Hemi Project, as detailed in Section 5.2(c), and the timing for receiving those environmental approvals remains subject to the outcomes of regulatory review and public consultation, and the uncertainty associated with those processes. Although De Grey currently expects that the primary statutory environmental approvals will be received in or before the middle of the September quarter of 2025, the Merged Group considers it unlikely that all primary statutory environmental approvals will be received before the end of calendar year 2025 (refer to Section 7.8 for further details). An indicative timeframe for assessment and grant of the secondary approvals that are necessary to enable commencement of full construction for the Hemi Project is approximately two to eight months after receipt of primary environmental approvals. Other secondary approvals unrelated to construction will be necessary for operation of the Hemi Project and will be progressed by De Grey as required. The timing and process for receiving both primary and secondary approvals is not guaranteed; approvals could be delayed or not forthcoming, the subject of appeals and may ultimately come with unexpected or unacceptable conditions. Any delay to the grant of the approvals and permitting required to commence the Hemi Project may delay De Grey's planned date for commencement of construction activities. Further, if these approvals are delayed or denied, or subject to adverse conditions, this will necessarily delay, potentially increase the cost of and/or prevent the commencement of full construction of the Hemi Project and the commencement of commercial production, which may in turn impact the financial and operational performance of the Merged Group.

Refer to Section 5.2(c) for further detail regarding De Grey's approvals and Section 8.3(d) for further detail regarding the Merged Group's approvals. The risks associated with the outstanding approvals and permitting for the Hemi Project apply equally to De Grey if the Scheme is not implemented, as described in Section 8.5(e).

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e) Development risk

The Hemi Project is a development stage project, and remains subject to various approvals (including those detailed in Section 8.3(d)).

Development of a mining operation is dependent on a number of factors including, but not limited to, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, entering into material contracts, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, variations to contracts including compensation agreements with Traditional Owners, and contracting risk from third parties providing essential goods and services. In addition, De Grey has released estimates as to indicative timeframes and costs associated with the development and commissioning of the Hemi Project (including in the Hemi DFS). Any change in the scope or development timeline for the Hemi Project may result in material adverse changes to the key cost, production and financial metrics outlined in the Hemi DFS, and cause ultimate outcomes (both operational and financial) to differ from those announced in the Hemi DFS. The ability of the Merged Group (or De Grey on a standalone basis) to develop a mining operation at Hemi on a timely basis and on budget, or at all, cannot be assured.

For development projects, such as Hemi, estimates of Proved and Probable Ore Reserves, production targets and cash operating costs are, to a large extent, based upon the interpretation of geological data obtained from drill holes and other sampling techniques, and feasibility studies that derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates, estimated operating costs, anticipated climatic conditions and other factors. As a result, it is possible that actual tonnage and grades of ore, cash operating costs and economic returns will differ significantly from those currently estimated for a project prior to production.

As discussed in Section 6.3, Northern Star is undertaking the KCGM Mill Expansion project, which is in its second year of its build phase. The final investment decision for the KCGM Mill Expansion was announced on 22 June 2023. Further major works to be completed during FY25 include delivery and installation of major equipment and commissioning of service infrastructure. As with any major expansion project, there are risks associated with completing the KCGM Mill Expansion within the planned scope, budget, and schedule. Delay of the KCGM Mill Expansion, or failure to complete it on budget, could result in financial impacts, operational disruptions, and reputational damage, which in turn could have an adverse impact on the Merged Group's intentions and the Merged Group's operations, financial performance and financial position more generally.

De Grey shareholders should also have regard to the other risks in this Section 8.3 that inherently impact development stage projects. These include the risks that relate to De Grey's reliance on licences, permits and approvals, including the expected timing for receipt of environmental approvals (Section 8.3(d)), development delay (Section 8.3(f)), operational risks (Section 8.3(g)), obtaining consent from Native Title claimants for the grant of new tenure and / or carrying out activities on land to which their claim or determination relates (Section 8.3(h)), protection of Aboriginal cultural heritage and ongoing survey work (Section 8.3(i)), and De Grey's proposals for the management of excess water as part of the Hemi Project (including, engagement with the Kariyarra People on those proposals) (Section 8.3(j)).

f) Risk of development delay

Following implementation of the Scheme, the Merged Group will own and operate four production centres, three of which will be continuing production centres. De Grey has provided various estimates as to indicative timetables and costs to progress the Hemi Project to construction and production. Any delay in Hemi production may result in material adverse changes to the key cost, production and financial metrics outlined in the Hemi DFS, and cause ultimate outcomes (both operational and financial) to differ from those set out in the Hemi DFS.

There is a risk that as part of the Merged Group's ongoing portfolio management, it re-scopes the Hemi Project or defers development, including by re-allocating personnel or financial resources from the Hemi Project to another of the Merged Group's projects. Any change in the scope or development timeline for the Hemi Project may result in material adverse changes to the key cost, production and financial metrics outlined in the Hemi DFS.

g) Operating risks

The ability of the Merged Group to achieve the pro-forma production target to be identified by the Merged Group once the Hemi Project's approvals and development horizon is more definite, beyond implementation of the Scheme, as referred to in Section 7.8 or to meet operating and capital expenditure estimates, on a timely basis or at all, cannot be assured. These uncertainties are more pronounced over a longer period, and may also be impacted by any delays or additional costs resulting from the Scheme. The Merged Group's assets and mining operations are subject to uncertainty with respect to (among other things): ore tonnes, grade, metallurgical recovery and impurities, ground conditions, operational environment, funding for development, availability of power supply, regulatory changes, accidents, contractual risks and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment (such as the fire at the Jundee processing plant in May 2024 due to damage to electric cabling), cyclones, storms, floods, bushfires or other natural disasters, or outbreaks, continuations or escalations of disease (including pandemics).

Costs of production may be affected by a variety of factors, including changing waste-to-ore ratios, geotechnical issues, unforeseen difficulties associated with power supply, water supply and infrastructure, ore grade, metallurgy, labour costs, changes to Traditional Owner royalty rates and compensation or other payments, changes to applicable laws and regulations, general inflationary pressures and currency exchange rates.

The Merged Group's costs could also be adversely impacted by increased prices for diesel, reagents and other supply chain commodities, increased cost of labour, and other input costs. If faced by the Merged Group, these circumstances could result in the Merged Group not realising its operational or development plans, or such plans costing more than expected, or taking longer to realise than expected (including, for example with respect to the delivery of the KCGM Mill Expansion, as discussed in Section 8.3(e) above). Any of these outcomes could have an adverse effect on the Merged Group's financial and operational performance and may result in reputational damage.

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h) Native title

The *Native Title Act 1993* (Cth) (**NT Act**) recognises certain rights of indigenous Australians over land where those rights have not been extinguished. These rights, where they exist, may impact on the ability of the Merged Group to carry out exploration or be granted further tenements. There is a risk to the validity of the Merged Group's tenure where the relevant NT Act procedures have not been complied with, including where validity is challenged in the context of Native Title claims or in other proceedings. Native Title (and compliance with the relevant NT Act procedures) could also potentially impact the status, renewal and conversion of existing tenements held by the Merged Group and may impact the future grant of new tenements or their renewal, or result in delays to activities commencing on the relevant tenements.

In certain circumstances the consent of registered Native Title claimants or determined Native Title holders must be obtained prior to being granted tenure (or renewals) and/or carrying out certain activities on land to which their claim or determination relates. It is possible that the conditions imposed by Native Title claimants or determined holders on such consent (including with respect to the payment of compensation to the Native Title party) may be on terms unacceptable to the Merged Group.

While the Merged Group endeavours to negotiate fair agreements with such counterparties where possible, there is no guarantee such agreements can be made or will ultimately be complied with.

Even where the Merged Group enters into an agreement with Traditional Owners, the ability of such an agreement to work in practice, meet the land and use growth requirements of the relevant project and be renewed when expiring or as a result of a review, is dependent on a continued positive and engaged relationship with the relevant counterparties, and the impact of those parties' legitimate rights, at law, and in the agreement itself. For example, the Merged Group may, from time to time, need to re-engage and re-align with the Traditional Owners to ensure it can conduct its operations as required, and that the obligations between parties can be practically upheld. There is no guarantee that the Merged Group will be able to achieve such outcomes on terms acceptable to the Merged Group or at all.

There may also be circumstances where the Merged Group might be found liable to pay Native Title compensation in relation to its tenure or operations thereon (including compensation for past Native Title impacts before the relevant tenure was acquired by the Merged Group). No assurance can be given that the Merged Group will be successful in defending any compensation claims or mitigating any Native Title compensation awards. The probability and potential quantum of Native Title compensation risk is uncertain.

As detailed in Section 5.2(h) above, De Grey has entered into the Kariyarra Gold Project Agreement with the Kariyarra Aboriginal Corporation. Following announcement of the Scheme Implementation Deed, discussions between De Grey and the Kariyarra Aboriginal Corporation have been largely focused on the public consultation process for De Grey's environmental approvals which ended on 23 December 2024, and to date include:

- the continuation of Kariyarra Implementation Committee discussions, including De Grey's development plans for the Hemi Project such as water management, which in turn include the proposed discharge of excess water into the Turner River (noting the Kariyarra People's verbal indications of an increased sensitivity regarding the proposed discharge into the Turner River following announcement of the Scheme) (see Sections 5.2(i) and 8.3(j));
- the negotiation of variations to the existing Kariyarra Gold Project Agreement, which De Grey considers to be minor (see Section 5.2(h)); and
- the potential impacts of the Scheme on the Kariyarra Gold Project Agreement.

An inability to reach agreement as part of the variation to the Kariyarra Gold Project Agreement negotiations (or as part of the scheduled review of the agreement in December 2025 regarding structural functionality, governance and implementation matters (but not monetary benefits)) may adversely impact the existing relationship with the Kariyarra People, and the Merged Group's ability to obtain survey support and conduct proposed operations on Kariyarra country.

Developing and maintaining a positive relationship with the Kariyarra Aboriginal Corporation will be a critical aspect of the development of the Hemi Project for the Merged Group, including through the Kariyarra Implementation Committee meetings. Any deterioration in that relationship could have an adverse effect on the development of the Hemi Project.

Further, the Hemi Regional deposits (specifically the Toweranna deposit and the Yandeyarra Reserve) are located in other areas where Native Title has been determined to exist (as is the case in Kariyarra country). As at the Last Practicable Date, De Grey's negotiations with the Traditional Owners in respect of the Hemi Regional deposits is ongoing. There is no guarantee that the Merged Group will be able to negotiate and enter into agreements with these Traditional Owners on terms acceptable to the Merged Group or at all.

i) Aboriginal cultural heritage

In conducting operations, the Merged Group must observe the provisions of Native Title legislation (where applicable) and Aboriginal Heritage legislation (including the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth), the *Aboriginal Heritage Act 1972* (WA) and the *Heritage Act 2011* (NT)) which protects Aboriginal sites and objects of significance.

In particular, Aboriginal Heritage legislation in the jurisdictions in which the Merged Group operates may affect the Merged Group's ability to gain access to prospective exploration or mining development areas or obtain required permits or licences, as Aboriginal Heritage sites or objects may exist in the areas covered by the Merged Group's tenements.

If any known, or currently undiscovered, Aboriginal Heritage sites or objects are present on the tenements of the Merged Group (or future tenements acquired by or granted to the Merged Group) there is a risk that the presence of such sites or objects may limit or prevent exploration or mining activity on the affected areas of those tenements, whether under law or as a result of steps taken by the Merged Group to maintain its social licence to operate. The failure to obtain the approval of the relevant minister to impact the Aboriginal Heritage sites or objects can, if impact then occurs, result in criminal offences being committed and significant fines or orders to stop work being made, and possible custodial sentences for individuals.

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While various heritage surveys have been conducted in respect of parts of De Grey's tenements, heritage survey work is ongoing. Heritage values can change over time, and new information (not previously identified in previous surveys or when obtaining approvals) can come to light, which may have time and cost, criminal sanction, project approvals, social licence and other implications for the Merged Group.

There may also be circumstances where the Merged Group might be found liable for heritage disturbances in relation to its tenure or operations thereon, including for disturbances which occurred before the relevant tenure was acquired by the Merged Group). No assurance can be given that the Merged Group will be successful in defending any claims or prosecutions, nor mitigating any penalties or remedies awarded in response to such claims or prosecutions. The probability and potential quantum of any penalty or compensation is uncertain.

Each of De Grey and Northern Star (or their respective subsidiaries) is a party to a number of heritage agreements in relation to the group's tenements. The agreements set out obligations in respect of the management and preservation of Aboriginal Heritage sites and objects within the tenements. If further Aboriginal Heritage sites or objects exist, the Merged Group may need to enter into agreements with the relevant Traditional Owners, and existing agreements may be subject to renewal or renegotiation. The ability of the Merged Group to implement its work programme may be adversely affected in both time and cost. The risks associated with Native Title agreements (see Section 8.3(h) above) are equally applicable to heritage agreements. For example, the current Aboriginal Cultural Heritage Management Plan agreed under the Kariyarra Gold Project Agreement is not comprehensive, meaning ongoing engagement with the Kariyarra People in relation to heritage protection measures, including for the water management strategy, is required. There is a risk that the preferred water management strategy will not achieve Kariyarra support, including in a reasonable time.

j) Water

The effects of changes in rainfall patterns, water shortages, groundwater extraction by other water users and changing storm patterns and intensities may adversely impact the operations, financial performance and financial position of the Merged Group, and there is a heightened risk of flooding at the Hemi Project given its location.

There is also no guarantee that there will be sufficient future rainfall or access to water resources to support the Merged Group's future water demands in relation to its sites and operations, and this could adversely affect production and the Merged Group's ability to develop or expand projects and operations in the future. In addition, there can be no assurance that the Merged Group will be able to obtain alternative water sources to those presently relied upon of adequate quality on commercially reasonable terms or at all in the event of prolonged drought conditions.

Water management is one of a number of key technical components to the Hemi Project, in particular for the safe operation of mining activities, process plant operations and dust suppression. De Grey has identified various options for management of its excess water as part of the Hemi Project as detailed in Section 5.2(i). De Grey's water management options require environmental approvals. There are limited outstanding survey heritage clearances and associated permitting that will be required in respect to the water management options. Notwithstanding this, De Grey will continue to consult with the Kariyarra People in the development of its water management strategy, in particular, with respect to any discharge of water into the Turner River.

De Grey's engagement with the Kariyarra People regarding water management is ongoing and there is no guarantee that the Kariyarra People will support any particular aspect of the strategy (particularly any aspect involving the discharge of water into the Turner River). For example, following announcement of the Scheme, the Kariyarra People have verbally indicated their increased sensitivity regarding the proposed discharge into the Turner River. The Kariyarra People not supporting the water management strategy could harm De Grey's applications for consents (if required) under the *Aboriginal Heritage Act 1972* (WA) and environmental approvals, which could present adverse impacts to the development, construction and operation of the Hemi Project.

While De Grey has identified a number of alternative potential solutions for excess water management (see Section 5.2(i)), there is no guarantee that the Merged Group will be able to obtain the required approvals or permits to pursue those alternative potential solutions, and while some alternatives may involve less capital expenditure than the options identified in Section 5.2(i), there is no guarantee they would not involve adverse conditions, and/or result in a time delay or cost increase to the development of the Hemi Project. A failure to successfully implement an appropriate water management strategy could ultimately prejudice the Merged Group's ability to commence production and conduct operations on its tenements.

De Grey has included measures in its EPA referral documents for primary environmental approvals to mitigate the potential impacts of implementation of the Hemi Project on the quality, quantity and flow of inland water sources. These include measures to mitigate water contamination from heavy metals, drawdown of shared water resources and impacts to flora and fauna. However, there is no guarantee that the measures proposed by De Grey will be accepted by decision making authorities without imposing onerous conditions or additional management requirements, which could adversely impact the Hemi Project. The measures proposed, or additional management requirements may also not be supported by the Kariyarra People.

In addition, the Merged Group's projects will require water licences to be granted by the Western Australian government regulator. There is no guarantee that any required licences will be obtained, maintained or renewed, in a timely fashion or at all, or be subject to onerous conditions or other terms, which may constrain the ability of the Merged Group to conduct its mining operations in Western Australia and in turn impact the Merged Group's operations, financial performance and financial position. Refer to Section 8.3(d) for further detail of these risks.

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k) Change of control

Certain contracts to which members of the De Grey Group are party (including contracts for the supply of services in relation to the construction and development of the Hemi Project) contain change of control or deemed assignment provisions that may be triggered by the Scheme. To the extent any such provisions are triggered, this may allow the counterparty to review, seek to adversely modify, withhold consent or terminate the contract (although no express termination right is provided for in the contracts themselves).

If the counterparty seeks to take any such actions, this may have an adverse effect on the Merged Group, for example in relation to the Merged Group's proposed timetable and budget for development of the Hemi Project. In accordance with clause 6.5 of the Scheme Implementation Deed, De Grey and Northern Star have undertaken a process to identify those potentially material De Grey Group contracts in respect of which change of control, unilateral termination or other similar rights or provisions may be triggered in connection with the Scheme, have agreed a proposed course of action for notification to be made to, or consent or waiver to be sought from, all counterparties to those contracts are taking all reasonable actions necessary to seek the relevant consents under those contracts. As at the Last Practicable Date, De Grey and Northern Star are not aware of any counterparty to a material contract not intending to provide the requested consent, or of any counterparty seeking to terminate a material contract.

l) Pro forma financial information

The Merged Group pro forma historical financial information (comprising the Merged Group Pro-Forma Historical Statement of Financial Position) contained in Section 7.9 is presented for illustrative purposes only and may not be an accurate depiction of the financial condition or results of operations of the Merged Group following implementation of the Scheme. For example, the Historical Financial Information has been derived from the historical financial statements of Northern Star and De Grey and certain adjustments and assumptions have been made regarding Northern Star and the Merged Group after implementing the Scheme. The information upon which these adjustments and assumptions have been made is preliminary and subject to potential change, and these types of adjustments and assumptions are difficult to make with complete accuracy.

Further, each of the De Grey and Northern Star groups, as standalone groups, have particular accounting policies and methods that are fundamental to how they report their respective financial position. The De Grey Board and Northern Star Board may have exercised judgement in determining the appropriate accounting policies or methods that they employ, and although those accounting policies might have been reasonable in the circumstances any differences between the methods may have resulted in reporting materially different outcomes than would have been reported under the other group's policies and methods.

In addition, the Merged Group Pro Forma Historical Statement of Financial Position does not reflect all costs that will be incurred by the Merged Group in connection with the Scheme; for example, the impact of any incremental costs incurred in integrating the Northern Star and De Grey groups is not reflected in the Merged Group Pro Forma Historical Financial Information. As a result, the actual financial condition and results of the Merged Group following the implementation of the Scheme may not be consistent with the Merged Group Pro Forma Historical Financial Information. Further, the purchase price used in preparing the Merged Group Pro Forma Historical Statement of Financial Position is based on the closing price of Northern Star Shares on ASX as at the Last Practicable Date, which may be materially different from the closing price of Northern Star Shares on the Implementation Date. The assumptions used in preparing the Merged Group Pro Forma Historical Statement of Financial Position may not prove to be accurate and other factors may affect the financial condition and results of the Merged Group following the implementation of the Scheme.

m) Key personnel and labour market risk

The success of the Merged Group will be dependent on the experience, skills and knowledge of its key personnel, both in Australia and Alaska, to successfully manage its business. In particular, the successful integration of De Grey into Northern Star's existing business will be in part dependent on retaining key personnel who have existing relationships with key stakeholders. The loss of any of the Merged Group's key personnel, the inability to recruit or retain necessary staff as needed or increased costs to recruit or retain the necessary staff, may cause a significant disruption to the Merged Group and adversely impact the Merged Group's operations, financial performance and financial position.

While Northern Star intends to retain all of the De Grey employees[73] within the Northern Star Group, as explained in Section 7.5(b), Northern Star and De Grey cannot provide assurances that key De Grey personnel will elect to continue as part of the Merged Group. The ability of the Merged Group to recruit and/or retain necessary staff is influenced by a number of factors, many of which are beyond the control of the management of the Merged Group, including (among other things): skilled labour shortages, remote work locations, housing shortages, preferences by employees for organisations they wish to be employed by, preferences for flexible and hybrid working arrangements, and past incidents of sexual assault, harassment, bullying and safety incidents in the mining industry generally. As a result, the Merged Group may experience capacity and capability dilution, higher reliance on contracted labour or higher turnover. This could in turn limit business growth, result in productivity decline, safety incidents and increased costs, and materially impact revenue. There is significant capital in the knowledge and relationships held by certain key personnel of De Grey, particularly with the Traditional Owners (including through the Kariyarra Implementation Committee) and current and prospective counterparties. Loss of key personnel and the value in these relationships may have adverse effects on the Merged Group, and its ability to successfully integrate the business of De Grey following implementation.

n) Debt and equity funding (including shareholder dilution)

The Merged Group's continued ability to operate its business and effectively implement its business plan over time may depend in part on its ability to raise additional funds for future operations and to repay or refinance debts as they fall due. It is difficult to predict the level of funding that may be required with any accuracy at this time.

[73] To avoid doubt, the reference to De Grey employees is not intended to include or refer to any Non-Executive Directors of De Grey.

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De Grey is currently working to secure debt financing for the development of Hemi from commercial lenders and Government agencies to provide the Debt Facilities (being a $1.0 billion senior debt facility and a $130 million cost overrun facility). As stated in Section 7.5(c), Northern Star does not currently intend for the Merged Group to enter into the proposed Debt Facilities following implementation of the Scheme. Northern Star currently has significant cash and cash equivalents, undrawn corporate revolving credit facilities and forecast cash generation from continuing operations that will be used to satisfy working capital needs, fund future growth, meet debt obligations and meet other liquidity requirements for the foreseeable future. While Northern Star considers it has the funding it requires, no definitive assurances can be given as to the level of funding that may be required for future operations and activities of the Merged Group.

No assurance can be given that any required additional financing will be available or that, if available, it will be available on terms acceptable to the Merged Group or Northern Star Shareholders.

If additional funds are raised through the issue of equity securities, the capital raising may be dilutive to the then Northern Star Shareholders (if the Merged Group determines that a pro rata entitlement offer is not the most appropriate method of equity fundraising or Northern Star Shareholders elect not to participate in such entitlement offers) and such securities may, subject to requisite shareholder approval, have rights, preferences or privileges senior to the Northern Star Shares currently on issue. While Northern Star will be subject to the constraints of the ASX Listing Rules regarding the percentage of capital that it is able to issue within a 12-month period (other than where exceptions apply), Northern Star Shareholders at the time may be diluted as a result of such issues of Northern Star Shares and capital raisings.

Northern Star has existing debt facilities. In the future, the Merged Group may need to renegotiate or refinance the terms of these debt facilities or may seek further facilities or replacement facilities with alternative financiers to satisfy its capital requirements, including with respect to the development and commissioning of the Hemi Project. The terms on which debt financiers are willing to offer finance may vary from time to time depending on macro-economic conditions, the performance of the Merged Group and an assessment of the risks and intended use of funds. Debt finance, if available on terms acceptable to the Merged Group, may involve restrictions on financing and operating activities.

Refer to Section 6.12 for details of the present financing arrangements of Northern Star. If sufficient funds are not available from either debt or equity markets to satisfy the Merged Group's short, medium or long term capital requirements, when required, this may adversely impact the Merged Group's operations, financial performance and financial position.

o) Power

The availability of energy resources such as grid power, diesel, gas, renewable power (such as solar and wind) and other fossil fuels or alternative resources may materially impact the operations and financial position of the Merged Group.

Northern Star has a 50% interest in the 110MW Parkeston power station, a gas fired power station (and associated infrastructure) that provides electricity to KCGM. As Parkeston is connected to the South West Interconnected System (**SWIS**), KCGM's power requirements can be fully sourced via the SWIS, reducing the need to generate on a regular basis. Notwithstanding this, any material disruption to the availability of the power station could materially disrupt the KCGM operation and the profitability of the KCGM operation in the absence of an alternative power supply source. Power supply to other operations of the Merged Group in the Goldfields of Western Australia is largely reliant on the gas supply from the Goldfields Gas Pipeline and any interruption to the availability of this pipeline or their respective power stations would also disrupt the operations in the absence of an alternative power supply source.

De Grey is in the process of negotiating a power purchase agreement for the Hemi Project. Due to the proximity of the project to the North West Interconnected System power grid (to which increased renewable energy sources are being connected), it is expected that power will be available to the Hemi Project when required. However, any disruption to the availability of power would delay startup at Hemi.

Northern Star is also developing renewable power projects (including, solar and wind farms and battery storage facilitates) in order to supply renewable power to a number of its operations, such as the KCGM, and Thunderbox renewable energy projects. The Jundee wind, solar and battery project, and the Carosue Dam multiple solar projects have been completed.

Any delay to the development of these renewable power projects, or disruption to the availability of renewable power from these projects (once operational), could materially disrupt the relevant operations and the profitability of the Merged Group in the absence of alternative power supply sources.

8.4 General risks relating to the Merged Group

The following risk factors apply equally to Northern Star (and the Northern Star Group) prior to and after implementation of the Scheme (after which time the Northern Star Group would also include the De Grey Group, as the Merged Group).

The exploration, development and mining of natural resources are speculative in nature and subject to significant risks. The risk factors set out in this Section could materially adversely affect the future business, operations and financial condition of the Merged Group, and could cause actual outcomes to differ materially from those described in Northern Star's forward-looking statements (including those outlined in Section 7). These risk factors do not necessarily capture all risks associated with an investment in the Merged Group.

a) No certainty that Northern Star will pay dividends

Any future determination as to the payment of dividends by Northern Star will be at the discretion of the Northern Star Board and will depend on the financial condition of the Merged Group, future capital requirements and general business and other factors considered relevant to the Northern Star Board. No assurance in relation to the continued or future payment of dividends or franking credits attaching to dividends can be given by the Merged Group.

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b) Gold hedging risk

Northern Star currently has hedging agreements in place for the forward sale of fixed quantities of gold production from its operations and the Merged Group may in the future choose to enter into further hedging arrangements. Hedging agreements are put in place, say for example by locking in a price at which Northern Star can sell some of its gold, in order to protect Northern Star against downward fluctuations in the gold price, to potentially maintain profitability. There is a risk that the Merged Group may not be able to deliver the amount of gold required under these hedging arrangements if, for example, there is a production shortage.

Furthermore, rising gold prices could result in part of the Merged Group's gold production being sold at less than the prevailing spot price at the time of sale. These circumstances could result in the Merged Group's financial performance and financial position being adversely impacted.

c) Tenure risk

All tenements in which Northern Star and De Grey have interests are subject to renewal conditions or are yet to be granted, which will be at the discretion of the relevant mining authorities. The grant and maintenance of tenements, and obtaining renewals of tenements often depends on obtaining required statutory approvals for proposed activities on those tenements. Consequently, the Merged Group could lose title to or its interest in the tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

The Merged Group may be required to apply for additional tenements in the future, including in relation to Toweranna (forming part of De Grey's Hemi Regional deposits). There are no guarantees that future tenements applied for will be granted, that tenements that are subject to renewal will be renewed, or that any applications for exemption from minimum expenditure conditions will be granted, each of which would adversely affect the standing of a tenement and the Merged Group's continued or expanded operations. Current tenements held by Northern Star and De Grey may be subject to additional conditions, penalties, objections or forfeiture applications in the future. Alternatively, applications, transfers, conversions or renewals may be refused or may not be approved with favourable terms. Any of these events could have a materially adverse effect on the Merged Group's prospects and the value of its assets.

d) Estimate risk in Mineral Resources and Ore Reserves

Each of Northern Star and De Grey prepare Mineral Resources and Ore Reserves in accordance with the JORC Code. Northern Star's Mineral Resources and Ore Reserves for its existing projects, and De Grey's Mineral Resources and Ore Reserves, are expressions of judgement based on industry practice, experience and knowledge, and resource modelling – they are estimates only.

Estimates of Mineral Resources and Ore Reserves are necessarily imprecise and depend to some extent on interpretations which may prove inaccurate. No assurance can be given that the estimated Mineral Resources and Ore Reserves are accurate or that the indicated level of gold or any other mineral (as applicable) will be produced.

Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Estimates which were valid when originally calculated may change significantly over time when new information or techniques become available or commodity prices change. Actual mineralisation or geological conditions may be different from those predicted. Should the Merged Group encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, Mineral Resource estimates may need to be altered in a way that could adversely affect the Merged Group's operations or result in the inability to satisfy production and economic objectives of the Merged Group's projects.

No assurance can be given that any or all of the Merged Group's Mineral Resources constitute or will be converted into Ore Reserves. Actual Mineral Resources and Ore Reserves may differ from those estimated, which could have an adverse effect on the Merged Group's operations, financial performance, financial position and reputation. Various factors, such as commodity price fluctuations as well as increased production costs, may render a part of the Merged Group's Ore Reserves unprofitable to develop at a particular site or sites for periods of time or may render such Ore Reserves containing relatively lower grade mineralisation uneconomic. Estimated Ore Reserves may have to be recalculated based on actual production experience. Any of these factors may require the Merged Group to reduce its Mineral Resources and Ore Reserves, which could have a negative impact on the Merged Group's operations, financial performance, financial position and reputation.

e) Replacement of Ore Reserves and exploration activity

The Merged Group will need to continually replace Ore Reserves depleted by production to maintain production levels over the long term and provide a return on invested capital. Ore Reserves can be replaced by expanding known ore bodies, locating new deposits or executing acquisitions of an interest or asset. There is a risk that depletion of Ore Reserves will not be offset by discoveries or acquisitions, or that divestitures of assets will lead to a lower Ore Reserve base. The Ore Reserve base of the Merged Group may decline if Ore Reserves are mined without adequate replacement and the Merged Group may not be able to sustain production beyond the current mine lives, based on current production rates.

Northern Star has historically followed an exploration programme that has resulted in upgrades to Mineral Resources and Ore Reserves. Additionally, De Grey's tenements (including those which it may have rights to acquire) include a number of prospects which have had significant exploration works undertaken and are considered to be at an advanced stage.

Exploration activities are highly speculative by nature, involve many risks and may be unsuccessful. There is no assurance that current or future exploration programs will be successful. Such activities also require substantial expenditure and can take several years before it is known whether they will result in additional mines being developed. The exploration costs are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the viability of the relevant project.

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Also, if a discovery is made, it may, in some cases, take up to a decade or longer from the initial phases of exploration drilling until mining is permitted and production is possible. Whether a mineral deposit is commercially viable depends on a number of factors, including the particular attributes of the deposit, such as size, grade and proximity to infrastructure, commodity prices, government regulation, obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and the exercise of discretions by such authorities, land tenure, land use, engagement with Traditional Owners and environmental protection. There is no certainty that the expenditures made by the Merged Group towards the search for, and evaluation of, mineral deposits will ultimately result in discoveries of commercial quantities of ore. Accordingly, if the exploration activities undertaken by the Merged Group do not result in additional Ore Reserves or identified Mineral Resources cannot be converted into Ore Reserves, there may be an adverse effect on the Merged Group's financial performance.

In addition, the Merged Group may consider, from time to time, the acquisition of Ore Reserves from third parties related to development properties and operating mines. Such acquisitions are typically based on an analysis of a variety of factors including historical operating results, estimates of and assumptions regarding the extent of Ore Reserves, the timing of production from such Ore Reserves and cash and other operating costs. Refer to Section 8.4(q) for acquisition related risks.

f) Geological and geotechnical risk

There is a risk that unforeseen geological and geotechnical difficulties may be encountered when developing and mining Ore Reserves, such as unusual or unexpected geological conditions, pit wall slips and failures, rock bursts, seismicity and fall of ground. Unforeseen geological and geotechnical difficulties could impact production and/or require additional operating or capital expenditure to rectify problems and in doing so have an adverse impact on the Merged Group's operations, financial performance and financial position.

g) Workplace health and safety

The Merged Group's operations involve workplace health and safety hazards and risks. Employees and contractors may be involved in workplace accidents or exposed to other health risks associated with the gold mining industry, including musculoskeletal disorders, fatigue, mental health illnesses and exposure to airborne contaminants, noise, diesel particulate matter, silica, respirable dust, welding fumes and carcinogens. Unforeseen or past workplace exposures may lead to long-term health issues and potential compensation liabilities.

Unforeseen workplace accidents may occur at mine sites from time to time which could result, and have in some cases resulted, in personal injury or death of employees or contractors. Some hazards include (among other things): construction risks, geotechnical structure instability, working with hazardous energy and substances, working on roads and other areas where mobile equipment operates, lifting operations, and inrush of substances, explosives, fires and explosions. Any workplace accidents, injuries and deaths have the potential to result in disruption to the Merged Group's operations and legal liability. As with all mining operations and exploration projects, the operations and activities of the Merged Group are expected to have inherent workplace health and safety risks and hazards.

On 9 January 2025, Northern Star received a Prosecution Notice, charged with two offences under sections 19, 31(1) and 32(a) of the WHS Act, in failing to ensure the health and safety of workers at the Carosue Dam Operations in FY23 and by that contravention causing serious harm to one employee to in the Porphyry surface workshop whilst carrying out maintenance on a jumbo drill, and other employees were exposed to a risk of death or injury. Northern Star has entered a guilty plea and expects sentencing to occur during FY25. Northern Star does not expect the financial penalty to be significant or material in the context of the Merged Group.

Information about the existing mitigation strategies of De Grey and Northern Star are set out in Sections 5.6(c) and 6.9(a) respectively. The Merged Group is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors, including by providing appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its Mine Safety Management System.

Notwithstanding this, workplace incidents may occur for various reasons, including as a result of non-compliance with workplace health and safety laws in Western Australia and Alaska. The Merged Group may be liable for workplace incidents that occur to the Merged Group's employees or other persons under applicable workplace health and safety laws. If the Merged Group is liable under such laws, in whole or in part, the Merged Group may be liable for financial penalties, which may adversely impact the Merged Group's operations, financial performance and financial position. In addition, any workplace incidents may have reputational consequences for the Merged Group.

h) Employee and union relations

Some of the employees at Northern Star's projects are represented by labour unions under various collective labour agreements and these and other employees are engaged under relevant employment laws and regulations which may vary in the future (in light of the potential for changes to industrial relations legislation in jurisdictions where the Merged Group operates). The Merged Group or its relevant joint venture partners may not be able to satisfactorily renegotiate enterprise agreements when they expire and may face higher wages and changes in benefits. In addition, while Northern Star (and from implementation of the Scheme, the Merged Group) has strategies in place to mitigate work stoppage risks through the qualification of personnel and contractors, existing enterprise agreements may not prevent strikes or work stoppages in the future, and any strike or other work stoppage could have an adverse effect on the operations and financial results of the Merged Group.

i) Investigations

The Merged Group may be subject to legal and regulatory investigations, reviews and other compliance queries from regulators and enforcement bodies from time to time. If adverse findings are made by a regulatory or enforcement body as a result of an investigation or review, there may be reputational consequences for the Merged Group, a risk of civil and criminal penalties, statutory or regulatory sanctions, a requirement to pay compensation and/or infringement notices or fines. Further, the Merged Group may be subject to recommendations and directions to enhance its control framework, governance and systems. Any material investigation or adverse finding resulting from those investigations involving the Merged Group could have a material adverse impact on the operations, financial performance and financial position of the Merged Group.

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j) Insurance risk

The Merged Group will maintain insurance coverage to protect against certain risks with such scope of coverage and in such amounts as determined appropriate by the Northern Star Board and management in the circumstances or to the extent commercially available. However, the insurance policies may not be sufficient to cover all of the potential risks associated with the Merged Group's operations. No assurance can be given that the Merged Group will be able to obtain or maintain insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover all risks or claims on acceptable terms, or that any insurance cover or policy will ultimately respond to a claim made. Losses, liabilities and delays arising from uninsured or underinsured events could have a material adverse impact on the operations, financial performance and financial position of the Merged Group.

k) Litigation risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that lack merit. Due to the inherent uncertainty of litigation, the litigation process could take away from management time and effort and the resolution of any particular legal proceeding to which the Merged Group is or may become subject could have a material effect on the Merged Group's financial position, results of operations or project development activities

l) Damage to the Merged Group's reputation

Damage to the Merged Group's reputation can be the result of the actual or perceived occurrence of a variety of events and circumstances (including as a result of risk factors described in this Section), and could result in negative publicity (for example, with respect to handling of environmental, employee, safety and security matters, dealings with Traditional Owners, local community organisations or individuals, community commitments, handling of cultural sites or resources, human rights and various other matters). The growing use of social media to generate, publish and discuss community news and issues and to connect with others has made it significantly easier, among other things, for individuals and groups to share their opinions of the Merged Group and its activities, whether true or not. The Merged Group will not have direct control over how it is perceived by others and any resulting loss of reputation could have a material adverse effect on the Merged Group's business, financial performance and financial position and operations.

m) Exchange rate fluctuations

The Merged Group will be an Australian business that will report its financial results in Australian dollars. The Merged Group's revenue will be derived from the sale of gold in US dollars. However, except for Northern Star's Pogo Project located in Alaska, costs will be mainly incurred in Australian dollars, therefore movements in the US$/A$ exchange rate could have an adverse impact on the Merged Group's operations, financial performance and financial position.

The risks associated with such fluctuations and volatility may be reduced by any currency hedging the Merged Group may undertake; however, there is no assurance as to the efficacy of such currency hedging. For more information about the risks that relate to hedging see Section 8.4(b).

n) Share market conditions

The price at which Northern Star Shares are quoted on ASX may increase or decrease due to a number of factors. These factors may cause the Northern Star Shares to trade at prices below the Northern Star Share price at the date of announcement of the Scheme.

There is no assurance that the price of Northern Star Shares will increase following implementation of the Scheme, even if the Merged Group's earnings increase. Some of the factors which may adversely impact the price of Northern Star Shares include fluctuations in the domestic and international market for listed securities, general economic conditions including interest rates, inflation rates, exchange rates, gold, other commodity and oil prices, changes to government fiscal, monetary or regulatory policies and settings, country trade and importation policies, changes in legislation or regulation, inclusion in or removal from market indices, the nature of the markets in which Northern Star operates and general operational and business risks. There is also no assurance that there will always be an active market for Northern Star Shares.

o) Environmental risk

The operations and activities of the Merged Group are subject to the environmental laws and regulations of Australia, Western Australia, the Northern Territory and Alaska. As with all mining operations and exploration projects, the Merged Group's operations and activities are expected to have an impact on the environment. The Merged Group intends to conduct its operations and activities to high standards of environmental performance, including compliance with all applicable environmental laws and regulations. Nevertheless, such operations may give rise to potentially substantial costs for environmental rehabilitation, damage control and losses that exceed estimates, and possible regulatory intervention, potentially adversely impacting the Merged Group's operations, financial performance and financial position. Any failure to comply with relevant environmental laws and regulations may, in extreme circumstances, also prejudice the ability of the Merged Group to conduct its planned operations in respect of the relevant project or tenements.

Additionally, environmental laws and regulations are increasingly evolving to require stricter standards and enforcement behaviours, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility (and liability) for companies and their officers, directors and employees. Changes in environmental laws and regulations may deal with factors relevant to the Merged Group's operations and activities, including air quality, water and noise pollution and other discharges of materials into the environment, plant and wildlife protection, the reclamation and restoration of mining properties, greenhouse gas emissions, the storage, treatment and disposal of wastes, the effects of mining on the water table and groundwater quality. Changes in environmental legislation could increase the cost of the Merged Group's exploration, development and mining activities or delay or preclude those activities altogether. Neither De Grey or Northern Star is able to predict the effect of new or changed environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Merged Group's cost of doing business or affect its operations in any area. However, there can be no assurances that new or changed environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Merged Group to incur significant expenses and undertake significant investments which could have a material adverse effect on the Merged Group's business, financial condition and performance.

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p) Climate change and nature-related risks

Climate change may cause certain physical and environmental risks that cannot be predicted by Northern Star or De Grey. Climate change is a risk that may affect the Merged Group in both physical and non-physical or transitional risk terms.

The physical impacts of climate change that may adversely affect the Merged Group's assets and operations include flooding or groundwater scarcity, extreme heat conditions, increased prevalence and severity of cyclones or bushfires, and dust generation adversely impacting equipment and infrastructure. Risks related to the physical impacts of climate change include acute risks resulting from increased frequency and/or severity of extreme weather events (such as floods, droughts and bushfires) and chronic risks resulting from longer-term changes in climate patterns (such as changes in precipitation patterns, water shortages, rising sea levels and sustained higher temperatures). Such impacts may adversely impact the Merged Group's productivity and business continuity, the markets for its products including inbound and outbound supply chains, financial results, and the communities in which the Merged Group operates.

Non-physical risks arise from a variety of policy, regulatory, legal, technology, financial and market responses to the challenges posed by climate change and the transition to a lower-carbon economy. Any changes to government regulation or policy relating to climate change, including relating to greenhouse gas emissions or energy intensive assets, may directly or indirectly impact the Merged Group's costs and operational efficiency. These impacts could adversely impact the Merged Group's operations, financial performance and financial position.

Further information about Northern Star's commitment to decarbonisation and climate change related risk mitigation is set out in Section 6.9(d). Information about De Grey's existing decarbonisation plan (as developed through the Hemi DFS) as well as the climate change mitigation strategy which it is developing is contained in Section 5.6(b). Notwithstanding the practical steps put in place by De Grey, and the construction, commissioning and operation of renewable energy projects by Northern Star to reduce its greenhouse gas emissions in order to mitigate the impacts of climate change, new data may emerge from time to time that could require the Merged Group to amend its climate change mitigation strategies, which may incur additional costs or other operational impacts.

q) Mergers, acquisitions and divestment related risks

The Merged Group's ability to execute acquisitions of an interest or asset, and difficulties or delays in successful integration post-acquisition could have an adverse effect on the Merged Group's operations, financial performance and financial position.

The Merged Group may also be liable for the acts or omissions of predecessors, or otherwise be exposed to liabilities that are unforeseen or greater than anticipated. The Merged Group may have ongoing exposures to divested businesses or assets, including through the provision of continued services and infrastructure or an agreement to retain certain liabilities of the divested businesses or assets through warranties and indemnities, which may have a materially adverse impact on the Merged Group's operations, financial performance and financial position.

r) Interests in current or future joint ventures are subject to the risks normally associated with the conduct of joint ventures

The Northern Star and De Grey groups are each involved in a number of joint venture arrangements, such as Northern Star's 50% joint venture interest in the Central Tanami Project and De Grey's Egina and Farno joint ventures (refer to Section 5.4 for further detail on De Grey's joint venture interests). As such, the Merged Group may experience risks associated with these arrangements and with any joint venture arrangements entered into or joint venture interests acquired in the future.

A number of events or circumstances may have a material adverse impact on the viability of the Merged Group's interests held through joint ventures, which could have a material adverse impact on the Merged Group's future cash flows, earnings, operations, financial performance, financial position and reputation. Such events or circumstances may include (among other things): inconsistent interests or goals with, or disagreements between, joint venture participants, inability to control certain strategic decisions made in respect of the joint venture interest or asset, inability of joint venture participants to meet financial and other obligations, and litigation between joint venture participants.

To the extent that the Merged Group is not the operator of a joint venture asset, such that it will be unable to control the activities of the operator, the success of such operations will be beyond the Merged Group's control. In many cases the Merged Group will be bound by the decisions made by the operator in the operation of the joint venture, and will rely on the operator to manage the asset and to provide accurate information related to such asset. The Merged Group can provide no assurance that all decisions of operators of assets it does not control will achieve the expected results. Further, operators of a joint venture asset may make decisions, and take action, which may result in circumstances that have a material adverse impact on the reputation and relationship with stakeholders of the Merged Group.

The Merged Group is also subject to Third Party risks associated with these joint venture arrangements, including the potential for joint venture partners to default in their obligations or not act in the best interests of the joint venture. There is also a risk of legal or other disputes between the Merged Group and co-venturers. This may have an adverse effect on the interests and prospects of the Merged Group.

Additionally, the Merged Group is subject to joint venture arrangements which provide that the participants share the exploration and development costs and output in proportion to the ownership of the joint venture asset. As such, the Merged Group is subject to certain funding requirements in connection with its joint ventures. Joint venture funding requirements, as well as the ability of partners to meet their financial and other obligations, may result in increases to the Merged Group's costs and outputs and required capital expenditures.

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s) Significant technology failure, data breach or other cyber incidents

The Merged Group is increasingly reliant upon information and operational technology systems, including infrastructure, networks, and applications to monitor and control physical processes and service providers. The operating and control systems at Merged Group mines increasingly leverage technology-based solutions based on a combination of on-premises and cloud-based platforms. These systems are crucial for operating Merged Group mines safely and efficiently. The Merged Group's systems, and those of third party service providers and vendors, may be targeted by increasingly sophisticated threat actors. These threats include continually evolving cybersecurity risks from a variety of sources, including (among other things): malware, computer viruses, cyber threats, extortion, employee error, malfeasance, security breaches, cyberattacks, natural disasters and defects in design. Cybersecurity risk is increasingly difficult to identify and quantify and cannot be fully mitigated because of the rapidly evolving nature of the threats, and the increasing sophistication of the threat actors. Additionally, unauthorised parties may attempt to gain access to these systems for Merged Group information through fraud or other means of deceiving the Merged Group's third-party service providers, employees or vendors.

Given the unpredictability of the timing, nature and scope of information technology disruptions, the Merged Group could potentially be subject to production downtimes, operational disruption and delays, legal liability for privacy and/or confidentiality breaches, destruction or corruption of data, security breaches, other manipulation or improper use of the Merged Group's systems and networks, financial losses and reputational consequences. In addition, operational technology outages may affect operations related to health and safety and could result in putting lives at risk of harm or death. In addition, as technologies evolve and cybersecurity attacks become more sophisticated, the Merged Group may incur significant costs to upgrade or enhance its security measures to protect against such attacks and may face difficulties in fully anticipating or implementing adequate preventive measures or mitigating potential harm. Such efforts may prove insufficient to deter future cybersecurity attacks or prevent all security breaches.

t) Economic conditions and force majeure events

Events may occur within or outside Australia that could impact upon the Australian economy, the Merged Group's operations and the price of Northern Star Shares. The operating and financial performance of the Merged Group is influenced by a variety of general economic and business conditions and events, including levels of consumer spending, gold prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets, and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors and events including government policy, international economic conditions, significant acts of terrorism, hostilities or war (including escalation of hostilities such as the current conflicts occurring in Ukraine, Israel, Palestine and Lebanon), pandemics (such as COVID-19 and related variants, and other infectious diseases) or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Merged Group's operating and financial performance and financial position. The Merged Group's future revenues and the price of Northern Star Shares can be affected by these factors and events, which are beyond the Merged Group's control.

u) Changes in taxation rules or their interpretation

Changes in tax law (including value added taxes and stamp duties), or changes in the way taxation laws are interpreted may impact the Merged Group's tax liabilities or the tax treatment of a Northern Star Shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in Northern Star Shares involves tax considerations which may differ for each Northern Star Shareholder.

De Grey Shareholders should review Section 9 for a summary of the Australian income tax implications of the Scheme. However, as that information is general in nature and as each De Grey Shareholder's circumstances will vary, all De Grey Shareholders are advised to seek independent tax advice from a registered tax agent with respect to their individual taxation situation.

v) Change in laws

The operations of the Merged Group will be subject to various federal, state and local laws (including Commonwealth of Australia, Western Australia, Northern Territory, State of Alaska and Federal US legislation). Changes to current laws in the jurisdictions within which the Merged Group operates or may in the future operate, could have a material adverse impact on the Merged Group's operations, financial performance and financial position.

w) Unknown risks

Additional risks and uncertainties not currently known to Northern Star or De Grey may also have a material adverse effect on the Merged Groups operations, financial performance and financial position and the information set out in this Section 8 does not purport to be, nor should it be construed as representing, an exhaustive list of the risks affecting the Merged Group.

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8.5 Risks related to De Grey Shareholders if the Scheme does not proceed

If the Scheme is not implemented, De Grey Shareholders will retain their De Grey Shares and will not receive any New Northern Star Shares (or, in the case of Ineligible Shareholders, cash) as Scheme Consideration. In this scenario, De Grey will remain listed on ASX as a standalone entity and the De Grey Board intends to continue with its existing strategy. In these circumstances, De Grey Shareholders will continue to be exposed to all risks and benefits currently associated with an investment in De Grey Shares (and to which De Grey Shareholders are necessarily already exposed).

A summary of these key risks particular to De Grey as a standalone entity is set out below, however there are a number of other risks, including those of the nature of risks outlined in Sections 8.3 and 8.4 of this Scheme Booklet, that may affect De Grey's performance and operations more broadly.

a) The benefits associated with the Merged Group may not be realised

If the Scheme is not implemented, De Grey will remain listed on ASX as a standalone entity and may not be able to achieve certain of the benefits anticipated from the Merged Group. More information about the anticipated benefits of the Scheme is set out in Section 1.2.

b) The price of De Grey Shares may fall below its recent trading price, in the absence of an equivalent or superior proposal

The trading price of De Grey Shares on ASX is affected by many variables, including but not limited to national and global economic financial conditions, the market's response to the Scheme, changes in gold and other commodity prices, market perceptions of De Grey, the status of key approvals for the Hemi Project and the liquidity of financial markets. There can be no assurance that such fluctuations will not affect the price of De Grey Shares in the future if the Scheme does not proceed.

If the Scheme is not implemented and no equivalent or Superior Proposal emerges, it is possible that the price of De Grey Shares will fall to below the level at which they have been trading since the Scheme was announced. Information about the historical trading price of De Grey Shares is contained in Section 5.11.

De Grey Shares carry no guarantee with respect to the payment of dividends, returns of capital or market value, and are a speculative investment. The trading price of De Grey Shares on ASX on the Last Practicable Date is not a reliable indicator as to the potential future trading price of De Grey Shares. There is no guarantee of liquidity or that there will be an active market for De Grey Shares.

Some of the factors which may adversely impact the price of De Grey Shares include those listed in Sections 8.3 and 8.4.

c) Transaction costs already incurred

As further detailed in Section 11.8, De Grey estimates that it will incur costs of approximately $4.2 million in connection with the Scheme (a large proportion of which have already been incurred as at the date of this Scheme Booklet) in circumstances where the Scheme is not implemented.

d) Funding risk

De Grey will require additional funds in the future to:

- fund the development and construction of the Hemi Project;
- progress regional exploration to support a potential western regional concentrator plant, including with respect to the recently acquired exploration rights on the Egina joint venture earn-in with Novo Resources; and
- fund corporate, administrative and working capital needs.

Following release of the Hemi DFS, De Grey commenced engagement and negotiation with project financiers, including a range of leading domestic and international banks and government funding agencies, to finance the development of the Hemi Project. As announced, prior to execution of the Scheme Implementation Deed, certain commercial banks and government agencies were expected to provide a $1 billion senior debt facility and $130 million cost overrun facility to finance the development of the Hemi Project (together, the **Debt Facilities**). Once finalised and executed, the Debt Facilities were expected to provide the balance of funding required for the Hemi Project. De Grey has been progressing the Debt Facilities in case they are required, but has agreed under the Scheme Implementation Deed not to execute final documentation for the Debt Facilities without Northern Star's consent, and the proposed Scheme has naturally impacted the speed of negotiations and the approach of the potential counterparties.

If the Scheme is not implemented, De Grey will seek to finalise negotiation and execution of the Debt Facilities to fund the development of the Hemi Project. However, if the Scheme does not proceed De Grey may experience delays in the finalisation of the Debt Facilities and negative impacts to its negotiating position in relation to the Debt Facilities, as compared to its position prior to execution of the Scheme Implementation Deed. No assurance can be given that the Debt Facilities will be available, or will remain available, on terms acceptable to De Grey in this scenario. If De Grey is unable to finalise the Debt Facilities in a timely manner (or source other appropriate debt funding), this may increase the overall cost of, reduce the overall returns from, or delay the commencement of full construction of, the Hemi Project.

If De Grey was required to obtain additional funding via equity raisings, this may be dilutive to existing De Grey Shareholders.

If De Grey is unable to obtain the balance of funding required for the Hemi Project, it may be required to reduce the scope of its operations and delay, suspend and/or scale back its exploration programmes and business strategies, as the case may be.

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e) Approvals risk

As outlined in Section 8.3(d), while De Grey has already been granted mining tenure in respect of the Hemi Project and has entered into binding agreements for certain Native Title and access arrangements, it still requires the necessary environmental approvals and permitting in order to construct, operate, close and rehabilitate the Hemi Project (pursuant to the process detailed in Section 5.2(c)).

The risks associated with obtaining required permitting and approvals set out in Section 8.3(d) as they relate to De Grey as part of the Merged Group will apply to De Grey if the Scheme is not implemented. However, De Grey will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

For instance, while De Grey has continued to progress its applications for environmental approvals following execution of the Scheme Implementation Deed, De Grey is experiencing delays with respect to obtaining its primary or secondary approvals, as a function of ongoing processes associated with the requirements for regulatory review and public consultation, the potential diversion of De Grey resources to the Scheme itself and De Grey's increased stakeholder management due to the greater prominence of the Hemi Project. If these approvals are materially delayed, this will necessarily delay the commencement of full construction of the Hemi Project and the commencement of commercial production.

f) Development risks

The Hemi Project is in the development stage. The development risks set out in Section 8.3(e) as they relate to De Grey as part of the Merged Group will also apply to De Grey if the Scheme is not implemented. However, De Grey will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

For instance, De Grey has had strong engagement of potential equipment suppliers, constructors and contractors, and is progressing to award EPC contracts, mining contracts and EPCM contracts for the Hemi Project. De Grey has also undertaken a workforce planning process to identify and recruit key personnel in advance of the Hemi Project startup. While the execution of this plan has been underway, including following execution of the Scheme Implementation Deed, there remains however a risk that, if the Scheme is not implemented, De Grey will not be able to attract contractors who have sufficient workforce resources to construct the Hemi Project within the expected timeframe.

De Grey Shareholders should understand that development of mineral projects is a high risk undertaking, particularly where De Grey remains a standalone entity. De Grey's success may depend upon (amongst other things) De Grey having access to sufficient development capital (see the risks associated with obtaining additional funding in Section 8.5(d) above), being able to maintain title to its tenements, obtaining all required approvals for its activities and recruiting appropriately skilled personnel.

g) Operating risks

Assuming De Grey is able to fund and develop its Hemi Project on a standalone basis, the operating risks set out in Section 8.3(g) as they relate to De Grey as part of the Merged Group will apply to De Grey if the Scheme is not implemented. However, as a single development asset company, De Grey will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

The ability of De Grey to achieve production targets or meet operating and capital expenditure estimates as disclosed in its Hemi DFS on a timely basis cannot be assured and may be impacted by any delays or additional costs resulting from the Scheme even in circumstances where it is not implemented. For example, key construction, operational and critical supply (such as power purchase and oxygen supply) contracts are in the process of being tendered. Whilst De Grey intends that these contracts will be awarded early in the project cycle to ensure sufficient time for delivery and contractor mobilisation, the speed and response of counterparties in practice cannot be controlled and may be impacted by the Scheme.

h) Native title

De Grey currently operates on Kariyarra, Ngarluma, Nyamal, Ngarla and Whadjuk Noongar country and works closely with all these Traditional Owner groups in the management of their Native Title rights and cultural heritage. De Grey also works closely with other Traditional Owner groups where Native Title has not yet been determined (such as the Mallina people). The requirements for obtaining the necessary consents under the Native Title and cultural heritage regimes are described in Sections 8.3(h) and 8.3(i).

De Grey's relationship with the Kariyarra Aboriginal Corporation remains an important aspect in its development of the Hemi Project, including through the Kariyarra Implementation Committee meetings (required under the Kariyarra Gold Project Agreement to be held four times per year). As detailed in Section 5.2(h), De Grey has entered into the Kariyarra Gold Project Agreement with the Kariyarra Aboriginal Corporation, and is currently negotiating variations to this agreement. De Grey may experience delays to these negotiations with the Kariyarra Aboriginal Corporation, which could in turn result in delays to the construction of Hemi which could have a material adverse effect on De Grey's business, the commencement of production at Hemi, results of operations, financial condition and prospects.

A large focus of discussions between De Grey and the Kariyarra People since announcement of the Scheme Implementation Deed has been on, amongst other matters, the potential impacts of the Scheme on the Kariyarra Gold Project Agreement. Therefore, if the Scheme is not implemented, this could have an adverse effect on De Grey's relationship with the Kariyarra People, which may have an adverse impact on ongoing discussions on matters regarding the development plans for the Hemi Project such as water management, including the proposed discharge of surplus water into the Turner River (noting the Kariyarra People's verbal indications of an increased sensitivity regarding the proposed discharge into the Turner River) (refer to Section 5.2(h) and the risk relating to the Merged Group in Section 8.3(h) and 8.3(j) for further details).

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i) Key personnel risks

The key personnel risks set out in Section 8.3(m) as they relate to De Grey as part of the Merged Group will apply to De Grey if the Scheme is not implemented. However, De Grey will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

De Grey believes that it has, in general, good relations with its employees and contractors. However, many of De Grey's key personnel have expended significant time and efforts beyond their ordinary duties on matters associated with the Scheme, in return for which De Grey is paying some of its senior employees exertion payments which do not require the relevant employees to remain with De Grey after implementation of the Scheme (refer to Section 11.4). Notwithstanding this additional compensation for the work involved by De Grey employees in relation to the Scheme, if the Scheme is not implemented, there can be no assurance given that there will be no detrimental impact on De Grey if one or more of these employees cease their employment and a handover process is not undertaken and a suitable replacement is not obtained in time.

There is significant capital in the knowledge and relationships held by certain key personnel of De Grey, particularly with the Traditional Owners (including through the Kariyarra Implementation Committee), regulators and current and prospective counterparties. Any loss of key personnel and the value in these relationships as a result of the Scheme may have adverse effects on De Grey as a standalone entity.

j) Exploration risks and requirement for further studies

The exploration risks summarised in Section 8.4(e) above as they relate to De Grey as part of the Merged Group will apply to De Grey if the Scheme is not implemented. However, De Grey will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

For instance, subject to the results of exploration and testing programs to be undertaken, De Grey has completed an initial scoping study, a preliminary feasibility study, a definitive feasibility study for the Hemi Project and a regional scoping study for the regional deposits to the east and west of Hemi and a conceptual study on the underground potential of Hemi (released to the ASX on 19 December 2024), which presents a strong case for further studies. These further studies may include further scoping, prefeasibility, definitive feasibility and bankable feasibility studies. These studies will be completed within parameters designed to determine the economic feasibility of the projects within certain limits.

There can be no guarantee that any of the studies will confirm the economic viability of the projects or the results of other studies undertaken by De Grey (e.g. the results of a definitive feasibility study may materially differ to the results of a preliminary feasibility study for a particular project). Even if a study confirms the economic viability of a project, there can be no guarantee that the project will be successfully brought into production as assumed or within the estimated parameters in the relevant feasibility study (e.g. operational costs and commodity prices) once production commences.

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9 Tax implications for De Grey Shareholders

9.1 Introduction

This is a general overview of the Australian income tax (including Capital Gains Tax (**CGT**), Goods and Services tax (**GST**) and stamp duty) implications for certain Australian and foreign resident De Grey Shareholders on implementation of the Scheme.

The categories of De Grey Shareholders considered in this summary are limited to individuals, companies (other than life insurance companies), trusts and complying superannuation funds that hold their De Grey Shares on capital account for income tax purposes.

The tax comments outlined in this summary are not applicable to all De Grey Shareholders and do not cover De Grey Shareholders who:

- dispose of their De Grey Shares prior to the Record Date such that they are not entitled to receive the Scheme Consideration;
- hold their De Grey Shares as a revenue asset (i.e. trading entities or entities who acquired their De Grey Shares for the purposes of resale at a profit) or as trading stock;
- are partnerships or individuals who are partners of such partnerships;
- hold their De Grey Shares as an asset in a business that is carried on through a permanent establishment in Australia;
- acquired their De Grey Shares pursuant to an employee share plan, except insofar as their entitlements are fully vested and exercised and their De Grey Shares will be disposed of pursuant to the Scheme;
- are under a legal disability;
- are exempt from Australian income tax;
- are Ineligible Shareholders (i.e. those De Grey Shareholders as at the Record Date who are Ineligible Foreign Shareholders or Non-electing Small Shareholders) who are entitled to receive the Sale Proceeds as detailed in Sections 3.4 and 3.5;
- change their tax residence whilst holding their De Grey Shares;
- are 'temporary residents' as that term is defined in section 995-1(1) of the *Income Tax Assessment Act 1997* (Cth);
- are subject to the taxation of financial arrangements rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to gains and losses on their De Grey Shares;
- are subject to the Investment Manager Regime under Subdivision 842-I of the *Income Tax Assessment Act 1997* (Cth) in respect of their De Grey Shares; or
- may be subject to special rules, such as banks, insurance companies, tax exempt organisations, certain trusts, superannuation funds (unless otherwise stated) or dealers in securities.

This summary is based on Australian tax law, and the practice of the tax authorities, at the time of issue of this Scheme Booklet. The laws are complex and subject to change periodically as is their interpretation by the courts and the tax authorities. This summary is general in nature and is not intended to be an authoritative or complete statement of the applicable law. This summary does not take into account the tax law of countries other than Australia. The precise implications of ownership or disposal of their De Grey Shares will depend upon each De Grey Shareholder's specific circumstances.

These comments should not be a substitute for advice from an appropriate professional adviser having regard to each De Grey Shareholder's individual circumstances. All De Grey Shareholders are strongly advised to obtain and rely only on their own professional advice on the tax implications based on their own specific circumstances.

De Grey has received a non-binding draft class ruling from the ATO which provides that CGT scrip-for-scrip roll-over relief is available in respect of the New Northern Star Shares to be received by certain De Grey Shareholders as Scheme Consideration, if the Scheme is implemented. The income tax comments provided below are consistent with the non-binding draft class ruling from the ATO. However, the draft class ruling cannot be relied upon by De Grey Shareholders until it is issued in final form by the ATO.

The final class ruling is not expected to be issued by the ATO until after the Implementation Date (currently expected to be 5 May 2025). De Grey Shareholders should refer to the final class ruling once it is published on www.ato.gov.au and on the Northern Star and De Grey websites.

9.2 Disposal of De Grey Shares

a) Residents of Australia

This Section applies to De Grey Shareholders who are residents of Australia for Australian income tax purposes and hold their De Grey Shares on capital account.

i) CGT event on the disposal of De Grey Shares to Northern Star

Under the Scheme, De Grey Shareholders will dispose of their De Grey Shares to Northern Star in exchange for the Scheme Consideration, comprising 0.119 New Northern Star Shares for each De Grey Share held by De Grey Shareholders (other than Ineligible Shareholders) as at the Record Date. The disposal of a De Grey Share to Northern Star under the Scheme will give rise to a CGT event for De Grey Shareholders. The timing of the CGT event for the De Grey Shareholders should be the date the De Grey Shares are disposed of, which will occur on the Implementation Date (currently expected to be 5 May 2025).

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In the absence of CGT roll-over relief (discussed below), the following tax consequences are expected to arise for the De Grey Shareholders that acquired (or are deemed to have acquired) their De Grey Shares on or after 20 September 1985:

- a capital gain will be realised to the extent the capital proceeds received by the De Grey Shareholder from the disposal of their De Grey Shares exceed the cost base of those shares; or
- a capital loss will be realised to the extent the capital proceeds received by the De Grey Shareholder from the disposal of their De Grey Shares are less than the reduced cost base of those shares.

Capital losses can only be offset against capital gains derived in the same income year or later income years. Specific loss recoupment rules apply to companies which must be satisfied if those carry forward tax losses are to be used in future years. De Grey Shareholders should seek their own tax advice in relation to the operation of these rules.

ii) Capital proceeds received by De Grey Shareholders

The capital proceeds on the disposal of the De Grey Shares should be equal to the Scheme Consideration received by the De Grey Shareholders.

Therefore, the capital proceeds should be equal to the market value of the New Northern Star Shares received by the De Grey Shareholders at the Implementation Date. Northern Star will determine the relevant market value of the New Northern Star Shares for the De Grey Shareholders following the implementation of the Scheme and publish this on the Northern Star and De Grey investor websites.

iii) Cost base and reduced cost base of a De Grey Share

The cost base of a De Grey Share will generally be equal to the cost of acquiring that De Grey Share, plus any incidental costs of acquisition and disposal (such as brokerage fees and legal costs). The reduced cost base of a De Grey Share is determined in a manner similar to the cost base although some differences in the calculation of reduced cost base do exist depending on the De Grey Shareholder's individual circumstances. The cost base and reduced cost base of each De Grey Share will depend on the individual circumstances of each De Grey Shareholder.

iv) Indexation of a De Grey Share

Certain De Grey Shareholders who acquired their De Grey Shares at or before 11:45am on 21 September 1999 can choose to increase the cost base of their De Grey Shares for indexation based on the 'consumer price index' movement from the date of acquisition to 30 September 1999. Only individuals, complying superannuation funds, trusts and listed investment companies can choose to apply indexation. Other types of taxpayers do not qualify.

De Grey Shareholders who choose to apply indexation forego the opportunity to apply the CGT discount (discussed below at Section 9.2(a)(v)) (**CGT Discount**). In addition, indexation is not included in determining the reduced cost base. This means that indexation cannot increase the amount of a capital loss.

v) CGT Discount

The CGT Discount may apply to De Grey Shareholders that are individuals, complying superannuation funds or trusts, who have held, or are taken to have held, their De Grey Shares for at least 12 months (not including the date of acquisition or the date of disposal) at the time of the disposal of their De Grey Shares to Northern Star.

The CGT Discount is:

- one-half if the De Grey Shareholder is an individual or trustee: meaning only 50% of the net capital gain (without any allowance for indexation) will be included in assessable income; and
- one-third if the De Grey Shareholder is a trustee of a complying superannuation entity: meaning only two-thirds of the net capital gain (without any allowance for indexation) will be included in assessable income.

The CGT Discount is not available to De Grey Shareholders that are companies, or De Grey Shareholders who choose for indexation to apply (described above).

If the De Grey Shareholder makes a discounted capital gain, any current year and/or carried forward capital losses will be applied to reduce the undiscounted capital gain before the relevant CGT discount is applied. The resulting amount is then included in the De Grey Shareholder's net capital gain for the income year and included in assessable income.

The CGT Discount rules relating to trusts are complex. Accordingly, it is recommended that trustees seek their own independent advice on how the CGT Discount applies to them and the trust's beneficiaries.

vi) CGT scrip-for-scrip roll-over relief

De Grey Shareholders who make a capital gain from the disposal of their De Grey Shares may be eligible to choose CGT scrip-for-scrip roll-over relief (provided certain conditions are met). Broadly, CGT scrip-for-scrip roll-over relief enables De Grey Shareholders to disregard the capital gain they make from the disposal of their De Grey Shares under the Scheme.

For CGT scrip-for-scrip roll-over relief to be available, Northern Star must become the owner of 80% or more of the De Grey Shares, the De Grey Shareholder must make a capital gain upon disposal of their De Grey Shares, and have acquired their De Grey Shares after 20 September 1985. If a capital loss arises, no CGT scrip-for-scrip roll-over relief is available.

De Grey Shareholders do not need to inform the ATO or document their choice to claim CGT scrip-for-scrip roll-over relief in any particular way, other than to complete their income tax return in a manner consistent with their choice.

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vii) Consequences of choosing CGT scrip-for-scrip roll-over relief

If a De Grey Shareholder chooses to obtain CGT scrip-for-scrip roll-over relief, the capital gain arising on the disposal of their De Grey Shares under the Scheme should be disregarded.

The first element of the cost base for their New Northern Star Shares is then determined by attributing, on a reasonable basis, the existing cost base of the De Grey Shares exchanged under the Scheme. The first element of the reduced cost base is determined similarly.

Finally, for the purposes of determining future eligibility for the CGT Discount, the acquisition date of the New Northern Star Shares is taken to be the date when the De Grey Shareholder originally acquired their De Grey Shares.

viii) Consequences if CGT scrip-for-scrip roll-over relief is not available or is not chosen

If a De Grey Shareholder does not qualify for CGT scrip-for-scrip roll-over relief, or the De Grey Shareholder chooses not to obtain CGT scrip-for-scrip roll-over relief, the general CGT treatment outlined at Section 9.2(a)(i) will apply.

If a De Grey Shareholder makes a capital loss from the disposal of their De Grey shares, this loss may be used to offset capital gains in the same or subsequent years of income (subject to satisfying certain conditions). The capital loss cannot be offset against ordinary income or carried back to offset net capital gains arising in earlier income years.

b) Non-residents of Australia

This Section applies to De Grey Shareholders that are not residents of Australia for Australian income tax purposes (i.e. foreign tax residents) and hold their De Grey Shares on capital account. It does not apply to De Grey Shareholders who have held their De Grey Shares at any time in carrying on a business at or through a permanent establishment in Australia.

Foreign tax resident De Grey Shareholders who hold their De Grey Shares on capital account should generally not be subject to the CGT rules in Australia on the disposal of their De Grey Shares, provided their De Grey Shares are not an 'indirect Australian real property interest'.

Any foreign resident De Grey Shareholders who, together with their associates, own 10% or more of De Grey Shares should seek independent professional advice in relation to their own particular circumstances, including whether any protection will be available under a relevant double tax treaty.

Any foreign resident individual De Grey Shareholder who was previously a resident of Australia and chose to disregard a capital gain or capital loss on ceasing to be an Australian resident will be subject to Australian CGT consequences on disposal of their De Grey Shares as set out in Section 9.2(a).

Broadly, a foreign tax resident De Grey Shareholder's De Grey Shares will not be an indirect Australian real property interest unless both of the following conditions are satisfied:

- the foreign tax resident De Grey Shareholder, and their associates (as defined under Australian taxation law, and broadly discussed below), together hold 10% or more of the issued shares in De Grey at the time of disposal or for at least 12 months during the 24 months prior to disposal of their De Grey Shares; and
- the aggregate market value of De Grey's assets which are taxable Australia property (being direct and indirect interests in Australian real property, including land, leases of land mining tenements and property affixed to land) exceeds the aggregate market value of De Grey's assets which are not taxable Australian property on the Implementation Date.

The term 'associate' for these purposes is very broad. It includes:

- entities that have majority ownership (50% or more of the voting shares) of or otherwise control the foreign tax resident De Grey Shareholder;
- entities which are majority owned or controlled by the foreign tax resident De Grey Shareholder;
- a trustee of a trust where the foreign tax resident De Grey Shareholder is capable of benefiting (whether directly or indirectly) under the trust; and
- (generally) an associate of an associate.

De Grey has determined that the aggregate market value of De Grey's assets, which are taxable Australian property, exceeds the aggregate market value of De Grey's assets which are not taxable Australian property. Accordingly, any foreign tax resident De Grey Shareholder that holds, together with their associates, a 10% or more interest in De Grey Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their De Grey Shares) should be subject to Australian CGT.

Importantly foreign tax resident De Grey Shareholders who, together with their associates, hold an interest of 10% or more in De Grey Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their De Grey Shares) may be able to access CGT scrip-for-scrip roll-over relief in respect of any capital gain realised on the disposal of their De Grey Shares as a result of the Scheme but only to the extent:

- the foreign tax resident De Grey Shareholders, together with their associates, also hold a 10% or more interest in Northern Star Shares immediately after the Scheme is implemented; and
- the aggregate market value of Northern Star's assets, immediately after the Scheme is implemented, which are taxable Australia property exceeds the aggregate market value of Northern Star's assets which are not taxable Australian property.

Even if CGT scrip-for-scrip roll-over relief is obtained by these De Grey Shareholders, the foreign resident CGT withholding rules will continue to operate (refer to Section 9.3).

Foreign resident De Grey Shareholders who, together with their associates, do not hold a 10% or more interest in De Grey Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their De Grey Shares), should not be subject to CGT on the disposal of their De Grey Shares and, therefore, there should be no obligation for Northern Star to withhold a portion of the Scheme Consideration to satisfy any Foreign Resident CGT Withholding Amount.

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9.3 Foreign resident CGT withholding rules

Australia's foreign resident CGT withholding tax regime applies to transactions involving the acquisition of certain indirect interests in Australian real property from relevant foreign residents. A 'relevant foreign resident' for these purposes is any De Grey Shareholder who:

- Northern Star knows or reasonably believes their De Grey Shares constitute an indirect Australian real property interest; and
- either:
  - Northern Star:
    - knows is a foreign resident;
    - reasonably believes is a foreign resident; or
    - does not reasonably believe is an Australian resident, and either has an address outside Australia or Northern Star is authorised to provide a financial benefit relating to the transaction to a place outside Australia; or
  - has a connection outside Australia of a kind specified in the relevant regulations under the Income Tax Assessment Act 1997 (Cth).

The withholding tax rate is 15%.

If Northern Star (as the purchaser of De Grey Shares under the Scheme) considers or reasonably believes a De Grey Shareholder to be a 'relevant foreign resident', that De Grey Shareholder will be provided (either together with this Scheme Booklet or separately) a Relevant Foreign Resident Declaration Form.

If, for whatever reason, a De Grey Shareholder believes that it is a relevant foreign resident but does not receive a Relevant Foreign Resident Declaration Form, the De Grey Shareholder should contact the Registry on 1300 441 601 (within Australia) or +61 2 9698 7164 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday (excluding Australian public holidays) to request a Relevant Foreign Resident Declaration Form.

In the Relevant Foreign Resident Declaration Form, a De Grey Shareholder may provide Northern Star with a declaration that:

- the registered holder of the relevant De Grey Shares is an Australian tax resident (residency declaration); or
- the registered holder of the relevant De Grey Shares, together with its associates has not held an interest of 10% or more in De Grey Shares at the Implementation Date or for a 12-month period during the last 24 months preceding the Implementation Date (interest declaration).

If a De Grey Shareholder receives a Relevant Foreign Resident Declaration Form, it should read it in full and follow the instructions provided on the form.

Unless a signed Relevant Foreign Resident Declaration Form regarding residency or interest (which Northern Star does not have reason to believe is false), or Variation Notice granted by the Commissioner of Taxation, is provided to Northern Star for these De Grey Shareholders, Northern Star may withhold and pay to the Commissioner of Taxation a withholding amount of 15% from the Scheme Consideration.

De Grey Shareholders who have an amount withheld should generally be entitled to a credit for the amount withheld upon lodging an Australian income tax return. If you are unsure about whether a credit for the withholding tax may be claimed or how to lodge an Australian income tax return, De Grey recommends you seek independent professional tax advice in this regard.

As outlined above, these provisions will continue to operate even if a foreign resident De Grey Shareholder can access rollover relief in respect of any capital gain. If this occurs, the foreign resident De Grey Shareholder would need to contact the Commissioner of Taxation and obtain a Variation Notice (referred to above).

De Grey Shareholders should seek their own independent tax advice as to the implications of the foreign resident capital gains withholding tax rules and the making of a residency declaration or an interest declaration.

9.4 GST

No GST should be payable by De Grey Shareholders on the acquisition by Northern Star of their De Grey Shares under the Scheme, or on the receipt by De Grey Shareholders (other than Ineligible Shareholders) of the New Northern Star Shares as Scheme Consideration. De Grey Shareholders who are registered for GST may not be entitled to input tax credits (or only entitled to reduced input tax credits) for any GST incurred on costs associated with the disposal of their De Grey Shares.

9.5 Stamp Duty

No stamp duty should be payable by the De Grey Shareholders on the acquisition by Northern Star of their De Grey Shares under the Scheme or on the receipt by De Grey Shareholders (other than Ineligible Shareholders) of the New Northern Star Shares as Scheme Consideration.

9.6 Disclaimer

To persons receiving this document in Australia:

The information contained in this Section does not constitute 'financial product advice' within the meaning of the Corporations Act. To the extent that this document contains any information about a 'financial product' within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product. This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking advice from a person who is licensed to provide financial product advice under the Corporations Act. Any recipient should, before acting on this material, also consider the appropriateness of this material having regard to their objectives, financial situation and needs and consider obtaining independent financial advice.

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10 Information about the Scheme

10.1 Key steps in the Scheme

a) Preliminary steps

De Grey and Northern Star entered into the Scheme Implementation Deed on 1 December 2024 in connection with the proposed Scheme. The Scheme Implementation Deed sets out the obligations of De Grey and Northern Star in relation to the Scheme. A summary of the Scheme Implementation Deed is set out in Section 10.6 and a copy of the Scheme Implementation Deed was released on ASX by each of De Grey and Northern Star on 2 December 2024 (accessible online at www.asx.com.au).

Northern Star has executed the Deed Poll, pursuant to which Northern Star has agreed, subject to the Scheme becoming Effective, to provide, or procure the provision of, the Scheme Consideration which each Scheme Shareholder is entitled to under the terms of the Scheme.

A copy of the proposed Scheme is contained at Attachment D to this Scheme Booklet, and a copy of the Deed Poll is contained at Attachment E to this Scheme Booklet.

b) Scheme Meeting

In accordance with an order of the Court made on 10 March 2025, a meeting of De Grey Shareholders will be held at 2:00pm (AWST) on Wednesday, 16 April 2025 at the Melbourne Hotel, 33 Milligan Street, Perth WA 6000 and online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA for the purposes of considering and, if thought fit, approving the Scheme Resolution. The Notice of Scheme Meeting, which sets out the Scheme Resolution, is contained at Attachment A to this Scheme Booklet.

Each De Grey Shareholder who is registered on the Share Register at 5:00pm (AWST) on 14 April 2025 is entitled to attend and (other than Excluded Shareholders) vote at the Scheme Meeting.

Instructions on how to attend and vote at the Scheme Meeting in person or online, or to appoint a proxy, attorney or corporate representative to attend and vote on your behalf, are set out in Section 4.

c) Scheme Resolution at the Scheme Meeting

At the Scheme Meeting, the Scheme Resolution will be considered and voted upon by eligible De Grey Shareholders. It is a Condition that the Scheme Resolution be approved by the Requisite Majorities.

d) Second Court Hearing

After the Scheme Meeting, De Grey will apply to the Court for orders approving the Scheme, if:

- the Scheme Resolution is approved by the Requisite Majorities of De Grey Shareholders; and
- all Conditions (other than the Condition relating to Court approval) have been or can be satisfied or waived (as applicable).

The Second Court Hearing is scheduled to take place at 10:15am (AWST) on 22 April 2025. Any De Grey Shareholder has a right to appear at the Second Court Hearing.

e) Effective Date

If, at the Second Court Hearing, the Court makes an order approving the Scheme under section 411(4)(b) of the Corporations Act, De Grey will lodge with ASIC an office copy of the Court orders approving the Scheme under section 411(10) of the Corporations Act. Once such Court orders are lodged with ASIC, the Scheme will become 'Effective'. This means that the Scheme will be binding on De Grey and each De Grey Shareholder, and Northern Star will be bound to provide, or procure the provision of, the Scheme Consideration in accordance with the Deed Poll.

On the Effective Date, De Grey will notify the ASX that the Scheme has become Effective. De Grey will then lodge with the ASX a copy of the Court orders approving the Scheme. Trading in De Grey Shares on the ASX will be suspended from the close of trading on the Effective Date (which is expected to be 23 April 2025).

Once the Scheme becomes Effective:

- Northern Star is bound to provide, or procure the provision of, the Scheme Consideration on the Implementation Date;
- each Scheme Shareholder, without the need for any further action, irrevocably appoints De Grey as its attorney and agent for the purposes of enforcing the Deed Poll against Northern Star (see Section 10.1(j) for more information); and
- subject to Northern Star providing, or procuring the provision of, the Scheme Consideration to Scheme Shareholders, De Grey will become bound to take the steps required for Northern Star to become the holder of all De Grey Shares.

f) Record Date

De Grey Shareholders (other than Ineligible Shareholders) on the Share Register as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025) will be entitled to receive New Northern Star Shares as Scheme Consideration in respect of the De Grey Shares they hold on that date. Further information regarding the issue of the Scheme Consideration is provided in Section 3.2.

Ineligible Shareholders on the Share Register as at the Record Date (currently expected to be 5:00pm (AWST) on 28 April 2025) will be entitled to receive the Sale Proceeds from the sale of the New Northern Star Shares to which they would otherwise have been entitled in accordance with the Sale Facility, as detailed in Sections 3.4 and 3.5.

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g) Dealings in De Grey Shares on or prior to the Record Date

To determine each De Grey Shareholder's entitlements to the Scheme Consideration, dealings in De Grey Shares on or prior to the Record Date will only be recognised if:

- in the case of dealings of the type to be affected by CHESS, the transferee is registered in the Share Register as a holder of the relevant De Grey Shares at or before Record Date; and
- in all other cases, registrable transfer or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received at or before the Record Date at the place where the Share Register is kept (in which case, De Grey must register such transfers or transmission applications at or before the Record Date).

For the purposes of determining entitlements under the Scheme, De Grey will not accept for registration or recognise any transfer or transmission applications regarding De Grey Shares that are not in a registrable form or are received after the Record Date.

h) Dealings in De Grey Shares after the Record Date

For the purposes of determining entitlements to the Scheme Consideration, De Grey will maintain the Share Register in accordance with the terms of the Scheme and the Scheme Implementation Deed until:

- the Scheme Consideration has been issued to Scheme Shareholders; and
- the name and address of Northern Star has been entered in the Share Register as the holder of all the De Grey Shares.

The Share Register in this form will solely determine entitlements to the Scheme Consideration as at the Record Date. After the Record Date:

- all statements of holding for Scheme Shares will cease to have any effect as documents relating to title in respect of such De Grey Shares; and
- each entry in the Share Register will cease to have effect, other than as evidence of entitlement to the Scheme Consideration (in respect of the Scheme Shares) relating to that entry.

i) Implementation Date

If the Scheme becomes Effective, Scheme Shareholders (other than Ineligible Shareholders) will be issued New Northern Star Shares as Scheme Consideration on the Implementation Date (currently expected to be 5 May 2025). Immediately after the New Northern Star Shares are issued to Scheme Shareholders (other than Ineligible Shareholders), all De Grey Shares will be transferred to Northern Star.

On the Implementation Date, Northern Star will also issue to the Sale Agent those New Northern Star Shares to which Ineligible Shareholders would otherwise be entitled under the Scheme. Details regarding the Sale Facility and the timing for payment of the Sale Proceeds to the Ineligible Shareholders is set out in Section 3.5.

j) Deed Poll

Northern Star has executed the Deed Poll, pursuant to which Northern Star has undertaken to provide (or procure the provision of) the Scheme Consideration to each Scheme Shareholder under the Scheme, subject to the Scheme becoming Effective.

Under the Scheme, each Scheme Shareholder irrevocably appoints De Grey and each of the De Grey Directors, officers and secretaries (jointly and each of them severally) as its attorney and agent for the purposes of:

- enforcing the Deed Poll against Northern Star; and
- executing any document or doing any other act necessary, desirable or expedient to give full effect to the Scheme and the transactions contemplated by it. This includes executing a proper instrument of transfer in respect of a Scheme Shareholder's Scheme Shares.

A copy of the Deed Poll is contained at Attachment E to this Scheme Booklet.

10.2 Warranties provided by each Scheme Shareholder

Under the Scheme, each Scheme Shareholder is taken to have warranted to De Grey and Northern Star on the Implementation Date, and appointed and authorised De Grey as its attorney and agent to warrant to Northern Star on the Implementation Date, that:

- all their Scheme Shares (including any rights and entitlements attaching to their Scheme Shares) which are transferred to Northern Star under the Scheme will, at the time of transfer to Northern Star, be free from all:
  - mortgages, charges, liens, encumbrances, pledges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise; and
  - restrictions on transfer of any kind;
- they have full power and capacity to sell and to transfer their Scheme Shares to Northern Star under the Scheme together with any rights and entitlements attaching to those Scheme Shares;
- all of their Scheme Shares which are transferred to Northern Star under the Scheme will, on the date of transfer, be fully paid; and
- as at the Record Date, they have no existing right to be issued any other De Grey Shares or any De Grey Options, De Grey Share Rights, De Grey Performance Rights or other instruments exercisable or convertible into De Grey Securities.

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10.3 Despatch of holding statements and CHESS confirmation advice

Northern Star will procure that holding statements (or equivalent documentation) are sent to the address shown in the Share Register as at the Record Date for each Scheme Shareholder (other than Ineligible Shareholders) within five Business Days after the Implementation Date.

10.4 Commencement of trading in New Northern Star Shares on ASX

Trading in New Northern Star Shares issued under the Scheme on ASX is expected to commence on a deferred settlement basis from the Business Day after the Effective Date, and on an ordinary (T+2) settlement basis with effect from the first Business Day after the Implementation Date (or such other date as ASX requires). The actual dates will be announced to ASX and published on the De Grey website (www.degreymining.com.au/).

10.5 Delisting of De Grey

If the Scheme becomes Effective, on or after the Implementation Date, De Grey will apply for termination of the quotation of De Grey Shares on the ASX and for De Grey to be removed from the Official List of the ASX.

10.6 Summary of Scheme Implementation Deed

De Grey and Northern Star entered into the Scheme Implementation Deed on 1 December 2024. The Scheme Implementation Deed sets out the steps required to be taken by De Grey and Northern Star to implement the Scheme. A copy of the Scheme Implementation Deed is available on ASX's website (www.asx.com.au) and on De Grey's website (www.degreymining.com.au).

The key terms of the Scheme Implementation Deed are summarised below.

a) Conditions

The Scheme is subject to the Conditions, which are summarised below:

Table 38: Scheme Conditions

No.	Condition
1.	**Independent Expert:** The Independent Expert issuing the Independent Expert's Report, which concludes that the Scheme is in the best interest of De Grey Shareholders, and the Independent Expert not withdrawing, qualifying or adversely changing its conclusion in any written update to the Independent Expert's Report or withdrawing its Independent Expert's Report before 8:00am (AWST) on the Second Court Date.
2.	**Court approval:** The Court making orders under section 411(4)(b) of the Corporations Act approving the Scheme. If the Court's approval of the Scheme in accordance with section 411(4) of the Corporations Act would impose any terms or conditions other than those set out in the Scheme, then each such term or condition must be approved in writing by Northern Star and De Grey (such approval not to be unreasonably withheld or delayed) prior to the Court granting the final orders and if not so agreed, this Condition will not be satisfied.
3.	**ASIC and ASX:** Before 8:00am (AWST) on the Second Court Date, ASIC and ASX issue or provide all consents, waivers, relief or approvals, or doing any other acts, which De Grey and Northern Star consider (each acting reasonably) are necessary to implement the Scheme, and those consents, waivers, relief, approvals or other acts having not been withdrawn, cancelled or revoked.
4.	**De Grey Shareholder approval:** De Grey Shareholders (other than Excluded Shareholders) approve the Scheme at the Scheme Meeting by the Requisite Majorities under section 411(4)(a)(ii) of the Corporations Act.
5.	**No restraints:** As at 8:00am (AWST) on the Second Court Date, there is not in effect any: • permanent or temporary restraining order, permanent or temporary injunction or other final or preliminary decision, order, decree or ruling issued by any court of competent jurisdiction or Government Agency; • action or investigation by any Government Agency; • law, rule or regulation; or • other legal restraint or prohibition, that restrains, prohibits or materially impedes the implementation of the Scheme.
6.	**No De Grey Prescribed Occurrence:** No De Grey Prescribed Occurrence (refer to details below) occurs between the date of the Scheme Implementation Deed and 8:00am (AWST) on the Second Court Date.
7.	**No De Grey Material Adverse Change:** No De Grey Material Adverse Change (refer to definition below) occurs, is announced, is disclosed to, discovered by, or otherwise becomes known to, Northern Star, between the date of the Scheme Implementation Deed and 8:00am (AWST) on the Second Court Date.

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No.	Condition
8.	**New Northern Star Shares:** The New Northern Star Shares to be issued pursuant to the Scheme are approved for official quotation by ASX before 8:00am (AWST) on the Second Court Date (provided that such approval may be subject to customary conditions and to the Scheme becoming Effective) and that approval remains in full force and effect in all respects and has not been withdrawn or revoked before 8:00am (AWST) on the Second Court Date.
9.	**No Northern Star Prescribed Occurrence:** No Northern Star Prescribed Occurrence (refer to details below) occurs between the date of the Scheme Implementation Deed and 8:00am (AWST) on the Second Court Date.
10.	**No Northern Star Material Adverse Change:** No Northern Star Material Adverse Change (refer to definition below) occurs, is announced, is disclosed to, discovered by, or otherwise becomes known to, De Grey, between the date of the Scheme Implementation Deed and 8:00am (AWST) on the Second Court Date.

For the purposes of:

- the Condition noted in item 6 above, the De Grey Prescribed Occurrences are set out in full in the definition of De Grey Prescribed Occurrence in Schedule 1 to the Scheme Implementation Deed and include (among other things) the following events, subject to certain exceptions:
  - certain corporate actions with respect to De Grey, such as converting its securities into a larger or smaller number of securities, reducing its share capital, entering into a buy-back agreement, issuing shares or any other security convertible into shares or declaring or paying any dividend;
  - De Grey or any other De Grey Group Member disposing of the whole, or a substantial part of, the business or property of the De Grey Group (taken as a whole);
  - De Grey or any other De Grey Group Member creating, or agreeing to create, any Encumbrance over any of its business or property other than in the ordinary course of business, other than as Fairly Disclosed; and
  - an Insolvency Event occurring in relation to De Grey.
- the Condition noted in item 7 above, a De Grey Material Adverse Change means an event, change, condition, circumstance, thing, occurrence or matter that:
  - occurs after the date of the Scheme Implementation Deed; or
  - occurs on, or occurred before, the date of the Scheme Implementation Deed but that only becomes known to Northern Star, or is only announced or publicly disclosed, after the date of the Scheme Implementation Deed,

  (being a **Specified Event**) whether individually or when aggregated with all the other Specified Events, that had or is reasonably likely to have, the effect of diminishing the net assets of the De Grey Group by $130 million or more, as compared to what the net assets of the De Grey Group could reasonably be expected to have been but for such Specified Event, in each case subject to certain exceptions set out in full in the definition of De Grey Material Adverse Change in Schedule 1 to the Scheme Implementation Deed, which include (among other things) an event, change, condition, circumstance, thing, occurrence or matter:
  - which is required or expressly permitted by the Scheme Implementation Deed or the Scheme;
  - to the extent it was Fairly Disclosed in the De Grey Disclosure Materials or in an announcement made by De Grey to the ASX in the 12 months prior to the date of the Scheme Implementation Deed; and
  - which Northern Star had previously approved, consented to or requested in writing;
- the Condition noted in item 9 above, the Northern Star Prescribed Occurrences are set out in full in the definition of Northern Star Prescribed Occurrence in Schedule 1 to the Scheme Implementation Deed and include (among other things) the following, subject to certain exceptions:
  - certain corporate actions with respect to Northern Star, such as reducing its share capital in any material way (to avoid doubt, other than pursuant to its on-market share buy-back program announced to ASX), issuing a material number of shares or granting an option or performance right over such material number of shares (which does not exceed 5% of the number of Northern Star Shares on issue as at the date of the Scheme Implementation Deed); and
  - Northern Star or any other Northern Star Group Member disposing of the whole, or a substantial part of, the business or property of the Northern Star Group (taken as a whole) (meaning a divestment where the value of the consideration received for that divestment is in excess of $1,007 million), other than in respect of any disposal of mining fleet in the ordinary course of business; and
- the Condition noted in item 10 above, a Northern Star Material Adverse Change means an event, change, condition, circumstance, thing, occurrence or matter that:
  - occurs after the date of the Scheme Implementation Deed; or
  - occurs on, or occurred before, the date of the Scheme Implementation Deed but that only becomes known to De Grey, or is only announced or publicly disclosed, after the date of the Scheme Implementation Deed,

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(being a **Specified Event**) whether individually or when aggregated with all the other Specified Events, that had or is reasonably likely to have, the effect of diminishing the net assets of the Northern Star Group by $1 billion or more, as compared to what the net assets of the Northern Star Group could reasonably be expected to have been but for such Specified Event, in each case subject to certain exceptions set out in full in the definition of Northern Star Material Adverse Change in Schedule 1 to the Scheme Implementation Deed, which include (among other things) an event, change, condition, circumstance, thing, occurrence or matter:

- which is required or expressly permitted by the Scheme Implementation Deed or the Scheme;
- to the extent it was Fairly Disclosed in the Northern Star Disclosure Materials or in an announcement made by Northern Star to the ASX in the 12 months prior to the date of the Scheme Implementation Deed; and
- which De Grey had previously approved, consented to or requested in writing.

b) Recommendations of De Grey Directors

De Grey must use its best endeavours to procure that each De Grey Director recommends (unanimously with all the other De Grey Directors) that De Grey Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution at the Scheme Meeting, subject only to no Superior Proposal emerging and the Independent Expert concluding (and continuing to conclude) in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.

De Grey must also use its best endeavours to procure that no De Grey Director withdraws, qualifies or adversely changes, modifies or revises (including, without limitation, by making any public statement supporting, endorsing or recommending any Competing Proposal or to the effect that he or she no longer supports the Scheme) those recommendations prior to the Implementation Date, unless:

- De Grey has received, other than as a result of a breach of the exclusivity regime summarised in Section 10.6(e) below, a Competing Proposal and the De Grey Board has determined (after all of Northern Star's rights under the matching rights process summarised in Section 10.6(e) below have been exhausted) that such Competing Proposal constitutes a Superior Proposal;
- the Independent Expert withdraws or adversely changes its conclusion that the Scheme is not in the best interests of De Grey Shareholders; or
- the withdrawal, qualification or adverse change, modification or revision in the recommendation is required by the Court.

c) Conduct of business

The Scheme Implementation Deed requires that each of De Grey and Northern Star carry on its respective businesses and operations in the ordinary and usual course.

Additionally, subject to certain exceptions, until the Implementation Date, De Grey must not without Northern Star's consent (amongst other things):

- voluntarily terminate, relinquish, or dispose of, or fail to renew, any De Grey Tenement or any part of a De Grey Tenement, other than any De Grey Tenement which is a miscellaneous licence that is not material to the De Grey Group (taken as a whole) which De Grey determines (acting reasonably) is no longer required to continue to explore, and ultimately construct, develop and commission the Hemi Project;
- enter into any agreement, or incur any commitment, involving any expenditure which is not in the ordinary course, or in its disclosed budget:
  - of more than $2 million in aggregate in respect of any single item or any series of related items; or
  - with a term, or period during which a De Grey Group Member owes any obligation to, or is entitled to any rights as against, a counterparty, of more than two years (from the date of entry into that agreement or commitment);
- terminate or amend any material term of any agreement, joint venture, partnership or commitment (or any series of related agreements, joint ventures, partnerships or commitments) under which it may be required to incur expenditure greater than $10 million;
- acquire, invest or dispose of any business, asset or other undertaking (whether by way of a single transaction or series of related transactions) the value of which exceeds $10 million; or
- incur any Financial Indebtedness in excess of $5 million in aggregate (subject to certain exceptions).

The restrictions on De Grey's conduct of business are subject to certain exceptions, such as:

- matters which are undertaken to progress construction and development of the Hemi Project or exploration of the Egina Project (provided that the integration committee established under the Scheme Implementation Deed has, to the extent practicable and reasonable, been consulted and been provided with a reasonable opportunity to provide recommendations on such matters);
- matters which were Fairly Disclosed by De Grey; and
- items specifically accounted for, or expressly contemplated by, the Budget disclosed by De Grey to Northern Star.

Additionally, De Grey must not, and must ensure that each De Grey Group Member does not, from the date of the Scheme Implementation Deed until the first to occur of termination of the Scheme Implementation Deed in accordance with its terms and the Implementation Date:

- execute any full-form Financing Documents; or
- execute, enter into or agree any Royalty Standby Facility,

without the express prior written consent of Northern Star.

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d) Representations and warranties

The Scheme Implementation Deed contains customary representations and warranties provided by each of De Grey and Northern Star to each other. Those representations and warranties are set out in Schedule 2 (in the case of De Grey) and Schedule 3 (in the case of Northern Star) of the Scheme Implementation Deed.

e) Exclusivity

Exclusivity restrictions

The Scheme Implementation Deed provides customary exclusivity provisions in favour of Northern Star under which, during the Exclusivity Period, De Grey agrees that it must not, and must ensure that each of its Representatives and any other person on its behalf do not, directly or indirectly:

- (**No shop**): solicit, encourage, facilitate, initiate or invite any approaches, enquiries, expressions of interest, offers, proposals, discussions, negotiations or other communications in connection with, with a view to obtaining, or which may reasonably be expected to encourage or lead to, any actual, proposed or potential Competing Proposal, or announce or communicate to any person any intention, willingness or decision to do or otherwise become obliged to do any of these things;
- (**No talk**): negotiate, accept or enter into, or offer or agree to negotiate, accept or enter into, any agreement, arrangement or understanding, or facilitate, participate in or continue any negotiations or discussions with any person, regarding: any actual, proposed or potential Competing Proposal (or any approach, enquiry, expression of interest, offer, proposal, discussion, negotiation or other communication in connection with, with a view to obtaining, or which may reasonably be expected to encourage or lead to, any actual, proposed or potential Competing Proposal) or announce or communicate to any person any intention, willingness or decision to do or otherwise become obliged to do any of these things; or
- (**No due diligence**): solicit, encourage, facilitate, invite or permit any person to undertake or continue any due diligence investigation in respect of the De Grey Group (or its business, assets or affairs), or disclose or make available any non public information regarding the De Grey Group (or its business, assets or affairs) in connection with or with a view to obtaining, or which may reasonably be expected to encourage or lead to an actual, proposed or potential Competing Proposal or announce or communicate any intention, willingness or decision to do or become obliged to do any of these things.

Fiduciary out

The 'no talk' and 'no due diligence' restrictions do not restrict De Grey or the De Grey Board from taking or refusing to take any action with respect to an actual, proposed or potential Competing Proposal in respect of which there has been no breach of the exclusivity provisions, where the De Grey Board has determined (after consultation with its financial and legal advisors and receiving relevant advice from its legal advisors) that such Competing Proposal is, or could reasonably be expected to become or lead to, a Superior Proposal and that compliance with the 'no talk' and 'no due diligence' restrictions would be reasonably likely to constitute a breach of any of the fiduciary or statutory duties of any member of the De Grey Board.

Matching right

During the Exclusivity Period, De Grey must as soon as reasonably practicable (and in any event within 48 hours) notify Northern Star if it or any of its Representatives becomes aware of any approach, enquiry, expression of interest, offer or proposal made to, or received by, or request for non public information regarding the De Grey Group (or its business, assets or affairs) from, a person in connection with, or which may reasonably be expected to lead to, any actual, proposed or potential Competing Proposal, whether direct or indirect, solicited or unsolicited, and in writing or otherwise.

Where a Competing Proposal is received by De Grey and the De Grey Board determines that it is a Superior Proposal and that compliance with the 'no talk' and 'no due diligence' restrictions would be reasonably likely to constitute a breach of any of the fiduciary or statutory duties of any member of the De Grey Board, De Grey must notify Northern Star of this (**Matching Rights Notice**) and Northern Star then has the right, but not the obligation, within 5 Business Days of receiving that Matching Rights Notice to announce or formally provide to De Grey a matching, equivalent or superior proposal or other counter-proposal to the terms of such Competing Proposal (**Counterproposal**). If Northern Star has not announced or formally provided De Grey any such Counterproposal within that period, or the De Grey Board has determined, in good faith and acting reasonably, that such Counterproposal would not produce an equivalent or superior outcome for De Grey Shareholders (as a whole) as compared to the outcome that would be provided by such Competing Proposal, taking into account all respective terms and conditions and other aspects of such Counterproposal, then:

- each De Grey Director may withdraw or change their recommendation, or publicly recommend or support the Competing Proposal; and
- De Grey may enter into any agreement, arrangement or understanding to undertake or give effect to the Competing Proposal.

As at the Last Practicable Date, De Grey has not received any Competing Proposal.

For further information, refer to clause 8 of the Scheme Implementation Deed.

f) De Grey Break Fee

De Grey has agreed to pay to Northern Star the Break Fee ($50 million) if any of the following events occur:

- during the Exclusivity Period, any De Grey Director fails to make their recommendation, withdraws or adversely changes their recommendation or makes a public statement indicating that they no longer recommend the Scheme or otherwise publicly recommends, supports or endorses a Competing Proposal, in each case other than in circumstances where:
  - the Independent Expert withdraws or adversely changes its conclusion that the Scheme is in the best interests of De Grey Shareholders, except where such withdrawal or adverse change is due (whether wholly or partly) to the existence, announcement or publication of a Competing Proposal (including, but not limited to, a Superior Proposal); or
  - De Grey terminates the Scheme Implementation Deed due to a material breach by Northern Star (see Section 10.6(h)(i) below);

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- at any time before the End Date, a Competing Proposal of the kind referred to in paragraph (b) of the definition of 'Competing Proposal' is announced (whether or not such proposal is stated to be subject to any pre-condition) and, within 12 months after the date of such announcement that Competing Proposal is completed, implemented or consummated;
- Northern Star terminates the Scheme Implementation Deed due to a material breach by De Grey (see Section 10.6(h)(i) below); or
- at any time before termination of the Scheme Implementation Deed, any member of the De Grey Group enters into an implementation agreement (or similar document) with a Third Party in respect of a Competing Proposal (other than a non-disclosure or confidentiality agreement) under which the parties agree (conditionally or otherwise) to undertake or give effect to such Competing Proposal.

g) Northern Star Break Fee

Northern Star has agreed to pay to De Grey the Reverse Break Fee ($100 million) if De Grey terminates the Scheme Implementation Deed due to:

- a breach or non fulfilment of a Condition, a Condition not being, or becoming incapable of being, satisfied or the Scheme not becoming effective by 11:59pm (AWST) on the End Date (see Section 10.6(h)(i) below); or
- a material breach by Northern Star (see Section 10.6(h)(i) below).

h) Termination

i) Termination by either party

Each of De Grey and Northern Star may terminate the Scheme Implementation Deed in certain circumstances, including:

- (**Condition**): if a Condition is not satisfied or there is an act, failure to act, event or occurrence which would, does or will prevent a Condition from being satisfied, or a Condition becomes or will become incapable of being satisfied and is not waived or the Scheme has not become Effective by 11:59pm (AWST) on the End Date (provided the Condition is for the benefit of the party seeking to terminate and the breach or non-fulfilment of that Condition, the relevant act, failure to act, event or occurrence, or the failure of the Scheme to become Effective, did not arise due to a breach of the Scheme Implementation Deed by the party seeking to terminate or a deliberate act or omission of the party seeking to terminate) and there is a failure to agree on an alternative means of completing the transaction; or
- (**Material breach of the Scheme Implementation Deed**): at any time before 8:00am (AWST) on the Second Court Date, if the other party commits a material breach of the Scheme Implementation Deed (including a breach of warranty), provided that the breach is not remedied to the satisfaction of the party seeking to terminate by the earlier of ten Business Days of receipt of a breach notice from the other party and 5:00pm (AWST) on the Business Day immediately before the Second Court Date.

ii) Termination by De Grey

De Grey may terminate the Scheme Implementation Deed at any time before 8:00am (AWST) on the Second Court Date if a majority of De Grey Directors publicly:

- withdraw or adversely change their recommendation; or
- recommend a Competing Proposal,

in each case, provided that De Grey has received a Competing Proposal, the De Grey Board has determined that a Competing Proposal constitutes a Superior Proposal, and the exclusivity provisions have been complied with.

iii) Termination by Northern Star

Northern Star may terminate the Scheme Implementation Deed at any time before 8:00am (AWST) on the Second Court Date if:

- for any reason, any De Grey Director fails to make their recommendation, withdraws, qualifies or adversely changes, modifies or revises their recommendation or publicly recommends, supports or endorses a Competing Proposal, in each case, provided that a public statement made by De Grey or the De Grey Board to the effect that no action should be taken by De Grey Shareholders pending the assessment of a Competing Proposal by the De Grey Board will not (in and of itself) give rise to a termination right; or
- the De Grey Board determines that a Competing Proposal is a Superior Proposal or in any circumstances, De Grey enters into an agreement, arrangement or understanding pursuant to which De Grey becomes obliged to pursue, give effect to and/or implement a Competing Proposal.

i) Definitions

In this Section 10.6:

- **De Grey Disclosure Materials** has the meaning given in Schedule 1 to the Scheme Implementation Deed;
- **Encumbrance** means any security for the payment of money or performance of obligations or having similar effect, including a mortgage, charge, lien, assignment, pledge, power or title retention or flawed deposit arrangement, or any other agreement, trust or arrangement entered into for the purpose of conferring a priority, and including any 'security interest' as defined in sections 12(1) or 12(2) of the *Personal Property Securities Act 2009* (Cth);
- **Fairly Disclosed** means information disclosed in writing to the relevant party in good faith, to a sufficient extent, and in sufficient detail, so as to enable a reasonable and sophisticated party who is experienced in transactions similar to the Scheme and the gold mining industry, to identify the nature of the relevant fact, matter, circumstance or event and the fact that it may have financial, operational or other consequences;
- **Financial Indebtedness** has the meaning given in Schedule 1 to the Scheme Implementation Deed;
- **Northern Star Disclosure Materials** has the meaning given in Schedule 1 to the Scheme Implementation Deed; and
- **Royalty Standby Facility** has the meaning given in Schedule 1 to the Scheme Implementation Deed.

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11 Additional information

11.1 Introduction

This Section 11:

- sets out the statutory information required under section 412(1) of the Corporations Act and Part 3 of Schedule 8 of the Corporations Regulations; and
- includes additional information that the De Grey Directors consider may be material to a decision on how to vote on the Scheme Resolution,

but only to the extent that such information is not otherwise disclosed in other Sections of this Scheme Booklet.

11.2 Interests of De Grey Directors

a) Interests of De Grey Directors in De Grey Securities

Table 39: Interests of De Grey Directors in De Grey Securities

De Grey Director	De Grey Shares	De Grey Performance Rights	De Grey Share Rights	Percentage interest in De Grey Shares (fully diluted basis)
Mr Simon Lill[74]	14,075,022	Nil	Nil	0.59%
Mr Glenn Jardine	747,156	1,505,416	Nil	0.09%
Mr Peter Hood AO[75]	3,250,000	Nil	112,283[76]	0.14%
Mr Andrew Beckwith[77]	6,368,302	Nil	Nil	0.26%
Mr Paul Harvey[78]	270,315	Nil	12,315[1]	0.01%
Ms Emma Scotney[79]	407,513	Nil	12,315[2]	0.02%

Notes:

1. As approved by De Grey Shareholders at the 2024 annual general meeting, De Grey proposes to issue up to $12,500 worth of additional De Grey Share Rights to Mr Paul Harvey (or his nominee) prior to the Second Court Hearing to reflect amounts which Mr Harvey has elected to salary sacrifice from his accrued directors' fees for the period from 1 January 2025 to 31 March 2025.
2. As approved by De Grey Shareholders at the 2024 annual general meeting, De Grey proposes to issue up to $12,500 worth of additional De Grey Share Rights to Ms Emma Scotney (or her nominee) prior to the Second Court Hearing to reflect amounts which Ms Scotney has elected to salary sacrifice from her accrued directors' fees for the period from 1 January 2025 to 31 March 2025.

No De Grey Director acquired or disposed of a Relevant Interest in any De Grey Shares in the four-month period ending on the Last Practicable Date.

Each De Grey Director intends to vote, or cause to be voted, all De Grey Shares in which he or she has a Relevant Interest or the voting of which he or she controls in favour of the Scheme Resolution, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.

No De Grey Director has any other interest, whether as a director, member or creditor of De Grey or otherwise, which is material to the Scheme, other than in his or her capacity as a holder of De Grey Securities. Refer to Section 3.8 for further information.

b) Interests of De Grey Directors in Northern Star

As at the Last Practicable Date, Ms Emma Scotney has a Relevant Interest in 16,405 Northern Star Shares. Other than Ms Scotney, no other De Grey Director has a Relevant Interest in Northern Star, or an interest in any contract or agreement entered into by Northern Star.

[74] Includes direct interests in De Grey Securities and indirect interests in De Grey Securities held by Citicorp Nominees Pty Limited <Simon Richard Lill Account>.

[75] Includes direct interests in De Grey Securities and indirect interests in De Grey Securities held by Mossgrove Nominees Pty Ltd, Mossgrove Nominees Pty Ltd <PJ Hood Family A/C> and Mr. Peter Hood & Mrs. Anne-Marie Hood <PJ Hood Super Plan A/C>.

[76] The 112,283 Share Rights held by Mr Hood have already vested and are capable of being exercised and converted to De Grey Shares prior to the Record Date.

[77] Includes direct interests in De Grey Securities and indirect interests in De Grey Securities held by Mrs. Penelope Jane Beckwith and Penand Pty Ltd <Beckwith Super Fund A/C>.

[78] Includes direct interests in De Grey Securities and indirect interests in De Grey Securities held by Patagonia TDP First Pty Ltd <Sharing Trails>.

[79] Indirect interests in De Grey Securities held by Warialda Pty Ltd <The Sconti A/C>.

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11.3 Treatment of De Grey Incentives in connection with the Scheme

a) Long-term incentives

As set out in Section 5.13, De Grey has on issue De Grey Performance Rights and De Grey Share Rights under its long-term incentive arrangements.

Under the terms of the Scheme Implementation Deed, De Grey must ensure that as at the Record Date, all De Grey Performance Rights and De Grey Share Rights have converted to De Grey Shares or are forfeited.

The terms of the De Grey Incentives (including the relevant incentive plans under which the De Grey Incentives were granted) provide that the vesting conditions for all unvested De Grey Incentives (noting that 112,283 De Grey Share Rights have already vested as at the date of this Scheme Booklet) will be deemed to be automatically waived upon the Court approving the Scheme at the Second Court Hearing. Automatic vesting of the De Grey Performance Rights and De Grey Share Rights will therefore occur immediately following approval of the Scheme by the Court at the Second Court Hearing. One De Grey Share will be issued for every vested De Grey Incentive exercised prior to the Record Date. De Grey has already received notice from all holders of De Grey Performance Rights that they intend to exercise their De Grey Performance Rights upon vesting.

Upon the De Grey Performance Rights and De Grey Share Rights on issue as at the Last Practicable Date vesting and converting into De Grey Shares in connection with the Scheme, the capital structure of De Grey as at the Record Date is expected to be as set out in Table 40 below.

Table 40: De Grey Capital Structure as at the Record Date

De Grey Security	Number on issue
De Grey Shares	2,404,485,938[1]

Notes:

1. This does not include the De Grey Share Rights proposed to be issued to Ms Emma Scotney and Mr Paul Harvey prior to the Second Court Hearing. As set out in Section 5.12, De Grey proposes to issue up to $25,000 worth of De Grey Share Rights in aggregate to Mr Paul Harvey and Ms Emma Scotney (or their nominees) prior to the Second Court Hearing to reflect amounts which Mr Harvey and Ms Scotney have each elected to salary sacrifice from their accrued directors' fees for the period from 1 January 2025 to 31 March 2025. The number of De Grey Share Rights cannot currently be calculated, as it will be determined by reference to the volume weighted average price of De Grey Shares traded over the 1-month period ending on the day before the date of issue of the Share Rights.

b) Short-term incentives

As set out in Section 5.13(b), De Grey operates a short-term incentive plan, pursuant to which it has made offers for cash awards to certain employees.

All such employees will be deemed to have satisfied their applicable key performance indicators and will be entitled to be paid their full cash award upon the Court approving the Scheme at the Second Court Hearing, without any exercise of De Grey Board discretion.

c) Cash retention bonuses

As disclosed in Section 5.13(c), as at the Last Practicable Date, there is approximately $2,056,000 worth of maximum entitlements of Eligible Participants (which excludes De Grey Directors, the executive management team and participants in De Grey's FY25 short-term incentive plan) to cash bonuses under De Grey's retention bonus plan. Under the terms of the FY25 retention bonus plan, entitlements to the cash bonuses will accelerate pro-rata on a time basis for the proportion of the performance period (1 January 2025 to 31 January 2025) which has elapsed at the time the Court approves the Scheme at the Second Court Hearing.

11.4 Agreements or arrangements with De Grey Directors and executive officers

a) Deeds of indemnity, access and insurance

De Grey has entered into deeds of indemnity, access and insurance with directors and officers of the De Grey Group, which are on customary terms.

De Grey pays premiums in respect of a directors' and officers' insurance policy for the benefit of directors and officers of any member of the De Grey Group. De Grey may, prior to the Implementation Date, enter into arrangements to secure directors' and officers' run-off insurance for any current or former director and officer of any member of the De Grey Group for up to a seven-year period from the later of the Implementation Date or the date of their retirement from office. Northern Star has provided various undertakings under clause 6.9 of the Scheme Implementation Deed in support of these insurances, including an undertaking to ensure that De Grey puts in place directors' and officers' run-off insurance cover for any current or former director or officer of any member of the De Grey Group to the extent that De Grey has not done so prior to the Implementation Date.

Clause 12.1 of the Scheme Implementation Deed also provides for certain releases by Northern Star of each current and former director, officer or employee of any member of the De Grey Group as is customary for transactions such as the Scheme.

b) Special exertion payments to De Grey Directors and officers

The constitution of De Grey permits De Grey to pay special remuneration to De Grey Directors and executive officers where they are called on to perform extra services or make any special exertions on behalf of De Grey.

In December 2024, the De Grey Board approved the payment of the special exertion payments set out in Table 41 to the De Grey Directors and officers to recognise the significant additional time and services outside the scope of their ordinary duties that has been and will be required to be provided in the lead up to implementation of the Scheme.

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Table 41: Special Exertion Payments to De Grey Directors and officers

Recipient	Position	Special exertion payment[1]
Mr Simon Lill	Independent Non-Executive Chair	Up to $11,346.96 per month
Mr Glenn Jardine	Managing Director	Up to $14,270.83 per month
Mr Peter Hood AO	Lead Independent Non-Executive Director	Up to $9,152.46 per month
Mr Andrew Beckwith	Non-Executive Director	Up to $7,140.83 per month
Mr Paul Harvey	Independent Non-Executive Director	Up to $8,159.71 per month
Ms Emma Scotney	Independent Non-Executive Director	Up to $8,159.71 per month
Mr Peter Canterbury	Chief Financial Officer	Up to $9,104.17 per month
Ms Sarah Standish	General Counsel & Company Secretary	Up to $8,333.33 per month

Notes:

1. Excluding superannuation, applicable taxes and payments equivalent to superannuation otherwise payable.

These special exertion payments are not conditional on the Scheme becoming Effective, but will cease upon implementation of the Scheme or where the Scheme Resolution is not passed by the Requisite Majorities. The De Grey Board considers these payments to be consistent with market norms and fair and reasonable given the significant additional workload of these individuals in connection with the Scheme. Additionally, the De Grey Board does not consider that the receipt by these individuals of such payments affects their interests in the outcome of the Scheme.

Members of De Grey's senior management team are also entitled to monthly special exertion payments, which are payable on the same terms noted above.

c) Other benefits payable to senior management

De Grey has offered certain of De Grey's officers (Mr Glenn Jardine, Mr Peter Canterbury and Ms Sarah Standish) a short-term retention and incentive payment (as set out in Table 42 below), which is conditional on the Scheme being implemented on or before the End Date. The non-executive De Grey Directors have resolved to provide the incentive payments to the officers to further align their interests with those of De Grey Shareholders in implementing the Scheme. The incentive payments are in addition to the monthly special exertion payments disclosed at Section 11.4(b) above.

Table 42: Retention and incentive payment to officers of De Grey

Officer	Incentive amount[1]
Mr Glenn Jardine	$342,500.00
Mr Peter Canterbury	$145,666.67
Ms Sarah Standish	$133,333.33

Notes:

1. Including superannuation but excluding applicable taxes.

Additionally, members of the De Grey senior management team are, under the terms of their respective executive services agreements and subject to all applicable laws, entitled to an additional four months' notice (or payment in lieu) where their employment is terminated because De Grey no longer requires anyone to perform the role within six months of a change of control occurring. A 'change of control' for this purpose will occur upon the Court approving the Scheme at the Second Court Hearing.

As described in Section 7.5(b), Northern Star intends to employ the existing De Grey senior management personnel within the Merged Group, should they decide to join Northern Star.

d) Agreements or arrangements connected with or conditional on the Scheme

Except as set out in Sections 11.3 and 11.4 or elsewhere in this Scheme Booklet, there are no arrangements that have been or will be made between any director or officer of any De Grey Group Member and Northern Star, or any other person, in connection with, or conditional on the outcome of, the Scheme.

e) Other interests of De Grey Directors and benefits payable to De Grey Directors and officers

Except as disclosed in Section 3.8 or elsewhere in this Scheme Booklet, no De Grey Director has any other interest, whether as a director, member or creditor of De Grey or otherwise, which is material to the Scheme, other than in their capacity as a De Grey Shareholder.

Except as set out in this Section 11.4 or elsewhere in this Scheme Booklet, there are no payments or other benefits that are proposed to be made or given to any director or officer of any member of the De Grey Group as compensation for loss of, or as consideration for or in connection with retirement from, office in a member of the De Grey Group.

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11.5 ASIC and ASX relief

a) ASIC relief

Paragraph 8302(h) of Part 3 of Schedule 8 of the Corporations Regulations requires De Grey to disclose in this Scheme Booklet whether, within the knowledge of the De Grey Directors, the financial position of De Grey has materially changed since the date of the last balance sheet laid before De Grey in a general meeting or sent to De Grey Shareholders in accordance with section 314 or 317 of the Corporations Act, as well as full particulars of any changes.

ASIC has granted in-principle relief from this requirement so that this Scheme Booklet only needs to disclose whether, within the knowledge of the De Grey Directors, the financial position of De Grey has materially changed since 31 December 2024 (being the last date of the period to which the reviewed financial statements for the financial half-year ended 31 December 2024 relate), as well as full particulars of any changes.

b) ASX waivers and confirmations

i) Northern Star

Northern Star has applied for, and ASX has granted, a waiver from ASX Listing Rule 10.1 to permit Northern Star to acquire the De Grey Shares held by BlackRock Group under the Scheme without the approval of Northern Star Shareholders.

ASX Listing Rule 10.1.3 provides that an entity must not, without approval of the entity's shareholders, acquire or agree to acquire a 'substantial asset' from a person who is (or was at any time in the six months before the transaction or agreement) a substantial (10%+) holder in the entity. BlackRock Group has a 'substantial holding' (as defined in section 9 of the Corporations Act) in both Northern Star and De Grey, and is a substantial (10%+) holder in Northern Star (for the purposes of the ASX Listing Rules). Absent a waiver from ASX Listing Rule 10.1, Northern Star would have been required to obtain approval from its shareholders to acquire the De Grey Shares held by BlackRock Group under the Scheme, if and to the extent that the value of those De Grey Shares exceeds the 'substantial asset' test under ASX Listing Rule 10.2.

ii) De Grey

De Grey has sought and received confirmation from ASX that it has no objection to the proposed timetable for the Scheme for the purposes of ASX Listing Rule 7.40.

11.6 Foreign jurisdictions

This Scheme Booklet complies with Australian disclosure requirements. These disclosure requirements may be different to those in other countries. It is important that De Grey Shareholders resident outside Australian for tax purposes or who are liable for tax outside Australia seek specific tax advice in relation to the Australian and overseas tax consequences of the Scheme.

No action has been taken to register or qualify the New Northern Star Shares or otherwise permit a public offer of such securities in any jurisdiction outside Australia. This Scheme Booklet does not constitute an offer of New Northern Star Shares in any jurisdiction in which it would be unlawful. In particular, this Scheme Booklet may not be distributed to any person, and New Northern Star Shares and may not be offered or sold, in any country outside Australia except to the extent permitted below.

Based on the information available, De Grey Shareholders (other than Ineligible Shareholders) whose addresses are shown in the Share Register as at the Record Date as being in the following jurisdictions will be entitled to receive this Scheme Booklet and have New Northern Star Shares issued to them under the Scheme subject to any qualifications set out below in respect of that jurisdiction:

- Australia;
- Brazil;
- Hong Kong;
- Monaco;
- the Netherlands, where:
  - De Grey Shareholders are 'qualified investors' (as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **Prospectus Regulation**)); or
  - the number of other De Grey Shareholders is less than 150;
- New Zealand;
- Norway, where:
  - De Grey Shareholders are 'professional clients'; or
  - the number of non-professional clients is less than 150;
- Singapore;
- the United Kingdom;
- the United States; and
- any other person or jurisdiction in respect of which De Grey reasonably believes that it is not prohibited and not unduly onerous or impractical to issue New Northern Star Shares to a De Grey Shareholder with a registered address in such jurisdiction.

Nominees and custodians who hold De Grey Shares on behalf of a beneficial owner resident outside Australia, Brazil, Hong Kong, Monaco, New Zealand, Singapore, the United Kingdom and the United States may not forward this Scheme Booklet (or any accompanying document) to anyone outside these countries without the consent of De Grey, except that nominees and custodians may forward this Scheme Booklet to any beneficial shareholder who, if in the Netherlands, is a 'qualified investor' (as defined in Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union).

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a) Brazil

This Scheme Booklet has been prepared solely for De Grey Shareholders for their consideration and analysis of the Scheme. This Scheme Booklet should not be construed as a prospectus or offering document under Brazilian law.

De Grey is not listed with any stock exchange, over-the-counter market or electronic system of securities trading in Brazil. The New Northern Star Shares have not been, and will not be, registered with any securities exchange commission or other similar authority, including the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*). The New Northern Star Shares may not be offered or sold in Brazil through any public offering.

This Scheme Booklet is directed exclusively to De Grey Shareholders and may not be distributed to the general public in Brazil or disclosed in any manner whatsoever to any other person in Brazil. Failure to comply with this restriction could constitute a violation of applicable securities laws.

b) Hong Kong

WARNING: *The contents of this Scheme Booklet have not been reviewed or approved by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Scheme. If you are in any doubt about any of the contents of this Scheme Booklet, you should obtain independent professional advice.*

This Scheme Booklet does not constitute an offer or invitation to the public in Hong Kong to acquire or subscribe for or dispose of any securities. This Scheme Booklet also does not constitute a prospectus (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong)) or notice, circular, brochure or advertisement offering any securities to the public for subscription or purchase or calculated to invite such offers by the public to subscribe for or purchase any securities, nor is it an advertisement, invitation or document containing an advertisement or invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or cause to be issued this Scheme Booklet in Hong Kong, other than to persons who are 'professional investors' (as defined in the Securities and Futures Ordinance and any rules made thereunder) or in other circumstances that do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

No person may issue or have in its possession for the purposes of issue, this Scheme Booklet or any advertisement, invitation or document relating to these securities, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than any such advertisement, invitation or document relating to securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors.

Copies of this Scheme Booklet may be issued to De Grey Shareholders in Hong Kong in a manner that does not constitute any issue, circulation or distribution of this Scheme Booklet, or any offer or an invitation in respect of these securities, to the public in Hong Kong. This Scheme Booklet is for the exclusive use of De Grey Shareholders in connection with the Scheme. No steps have been taken to register or seek authorisation for the issue of this Scheme Booklet in Hong Kong.

This Scheme Booklet is confidential to the person to whom it is addressed and no person to whom a copy of this Scheme Booklet is issued may issue, circulate, distribute, publish, reproduce or disclose (in whole or in part) this Scheme Booklet to any other person in Hong Kong or use for any purpose in Hong Kong other than in connection with consideration of the Scheme by De Grey Shareholders.

c) Monaco

This Scheme Booklet does not constitute an offer of securities to the public in Monaco and may not be distributed, directly or indirectly, to the public in Monaco. This Scheme Booklet is being distributed in Monaco solely to existing shareholders of De Grey in connection with the Scheme.

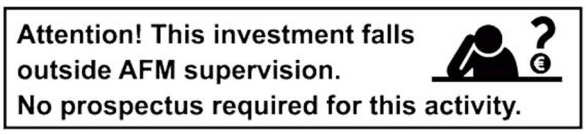
The recipients of this Scheme Booklet in Monaco are perfectly fluent in English and expressly waive the possibility of a French translation of this document. *(Les destinataires du présent document reconnaissent être à même d'en prendre connaissance en langue anglaise et renoncent expressément à une traduction française.)*

d) The Netherlands

This Scheme Booklet is not a prospectus under the Prospectus Regulation. Therefore, this Scheme Booklet has not been, and will not be, registered with or approved by any securities regulator in the Netherlands or elsewhere in the European Union. Accordingly, this Scheme Booklet may not be made available, nor may the New Northern Star Shares be offered for sale or exchange, in the Netherlands except in circumstances that do not require the obligation to publish a prospectus under the Prospectus Regulation.

In accordance with Article 1(4) of the Prospectus Regulation, an offer of New Northern Star Shares in the Netherlands is limited:

- to persons who are 'qualified investors' (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 other natural or legal persons; and
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation. Investors in the Netherlands should note:



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e) New Zealand

This Scheme Booklet is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other New Zealand law. The offer of New Northern Star Shares under the Scheme is being made to existing shareholders of De Grey in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 and, accordingly, this Scheme Booklet may not contain all the information that a disclosure document is required to contain under New Zealand law.

f) Norway

This Scheme Booklet has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended. Accordingly, this Scheme Booklet shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act.

The New Northern Star Shares may not be offered or sold in Norway except:

- to 'professional clients' (as defined in the Norwegian Securities Trading Act);
- to fewer than 150 non-professional clients; or
- in any other circumstances provided that such offer of securities does not result in a requirement for the registration or the publication of a prospectus pursuant to the Norwegian Securities Trading Act.

g) Singapore

This Scheme Booklet and any other document relating to the Scheme have not been, and will not be, registered as a prospectus with the Monetary Authority of Singapore and the Scheme is not regulated by any financial supervisory authority in Singapore. Accordingly, statutory liabilities in connection with the contents of prospectuses under the Securities and Futures Act 2001 will not apply.

This Scheme Booklet and any other document relating to the Scheme may not be made the subject of an invitation for subscription, purchase or receipt, whether directly or indirectly, to persons in Singapore except pursuant to exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001, including the exemption under section 273(1)(c) of the Securities and Futures Act 2001, or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the Securities and Futures Act 2001.

Any offer is not made to you with a view to New Northern Star Shares being subsequently offered for sale to any other party in Singapore. You are advised to acquaint yourself with the Securities and Futures Act 2001 provisions relating to on-sale restrictions in Singapore and comply accordingly.

This Scheme Booklet is being furnished to you on a confidential basis and solely for your information and may not be reproduced, disclosed, or distributed to any other person. Any investment referred to in this Scheme Booklet may not be suitable for you and it is recommended that you consult an independent investment adviser if you are in doubt about such investment.

Neither De Grey nor Northern Star is in the business of dealing in securities or holds itself out, or purports to hold itself out, to be doing so. As such, De Grey and Northern Star are neither licensed nor exempted from dealing in securities or carrying out any other regulated activities under the Securities and Futures Act 2001 or any other applicable legislation in Singapore.

h) United Kingdom

Neither this Scheme Booklet nor any other document relating to the Scheme has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Northern Star Shares.

This Scheme Booklet does not constitute an offer of transferable securities to the public within the meaning of the UK Prospectus Regulation or the FSMA. Accordingly, this Scheme Booklet does not constitute a prospectus for the purposes of the UK Prospectus Regulation or the FSMA.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Northern Star Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to De Grey or Northern Star.

In the United Kingdom, this Scheme Booklet is being distributed only to, and is directed at, persons (i) who fall within Article 43 (members of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, or (ii) to whom it may otherwise be lawfully communicated (together 'relevant persons'). The investments to which this Scheme Booklet relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this Scheme Booklet.

i) United States

De Grey and Northern Star intend to rely on an exemption from the registration requirements of the US Securities Act of 1933 provided by Section 3(a)(10) thereof in connection with the consummation of the Scheme and the issuance of New Northern Star Shares. Approval of the Scheme by an Australian court, which will consider, among other things, the fairness of the terms and conditions of the issuance of the New Northern Star Shares to De Grey Shareholders pursuant to the Scheme, will be relied upon by De Grey and Northern Star for the purposes of qualifying for the Section 3(a)(10) exemption. For the purposes of qualifying for the Section 3(a)(10) exemption, De Grey will advise the Court that its approval of the Scheme will be relied upon by Northern Star as an approval of the Scheme following a hearing on the fairness of the terms and conditions of the Scheme to De Grey Shareholders, which hearing all De Grey Shareholders are entitled to attend in person or through their duly appointed proxies or through counsel to support or oppose the approval of the Scheme and with respect to which hearing notification has been given to all De Grey Shareholders.

US shareholders of De Grey should note that the Scheme is made for the securities of an Australian company in accordance with the laws of Australia and the ASX Listing Rules. The Scheme is subject to disclosure requirements of Australia that are different from those of the United States.

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It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws since De Grey and Northern Star are located in Australia and most of their respective officers and directors reside outside the United States. You may not be able to sue De Grey, Northern Star or their respective officers or directors in Australia for violations of the US securities laws. It may be difficult to compel De Grey and its affiliates to subject themselves to a US court's judgment.

You should be aware that Northern Star may purchase securities otherwise than under the Scheme, such as in open market or privately negotiated purchases.

This Scheme Booklet has not been filed with or reviewed by the US Securities and Exchange Commission or any state securities authority and none of them has passed upon or endorsed the merits of the Scheme or the accuracy, adequacy or completeness of this Scheme Booklet. Any representation to the contrary is a criminal offence.

The New Northern Star Shares to be issued pursuant to the Scheme have not been, and will not be, registered under the US Securities Act or the securities laws of any US state or other US jurisdiction. The Scheme is not being made in any US state or other US jurisdiction where it is not legally permitted to do so.

11.7 Creditors of De Grey

The Scheme, if implemented, is not expected to materially prejudice De Grey's ability to pay its creditors, as the Scheme involves the acquisition of De Grey Shares for consideration provided by a third party, rather than the acquisition of De Grey's underlying assets. No material new liability (other than the Transaction Costs) is expected to be incurred by De Grey as a consequence of the Scheme (refer also to Section 10.6(f) for information relating to the Break Fee). De Grey has paid and is paying all of its creditors within normal terms of trade and is solvent and trading in an ordinary commercial manner.

11.8 Fees and expenses

If the Scheme is implemented, De Grey expects to pay (in aggregate) approximately $35.8 million (excluding GST and disbursements) in external Transaction Costs, based on the closing price of Northern Star Shares on ASX on the Last Practicable Date. However, certain of De Grey's financial advisers' fees are calculated by reference to the closing price of Northern Star Shares on ASX on the Implementation Date, which may therefore result in changes to De Grey's anticipated external Transaction Costs if the Scheme is implemented.

If the Scheme is not implemented, De Grey expects to pay (in aggregate) approximately $4.2 million (excluding GST and disbursements) in external Transaction Costs, excluding any Break Fee that may be payable to Northern Star.

11.9 Consents and disclosures

The following parties have given, and have not withdrawn before the date of this Scheme Booklet, their consent to be named in this Scheme Booklet in the form and context in which they are named:

- Azure Capital Pty Ltd (ACN 107 416 106) as financial advisers to De Grey in relation to the Scheme;
- Barrenjoey Advisory Pty Limited (ACN 636 976 228) as financial advisers to De Grey in relation to the Scheme;
- Automic, as share registry to De Grey;
- Gilbert + Tobin as Australian legal advisers to De Grey in relation to the Scheme;
- Steinepreis Paganin as Australian legal advisers to De Grey in relation to the Scheme;
- Ernst & Young as auditors to De Grey; and
- Deloitte as auditors to Northern Star.

The Independent Expert has given and has not withdrawn before the date of this Scheme Booklet its consent to be named in this Scheme Booklet in the form and context in which it is named, the inclusion of the Independent Expert's Report contained at Attachment B to this Scheme Booklet and to the references to the Independent Expert's Report in this Scheme Booklet being made in the form and context in which each such reference is included.

The Independent Technical Specialist has given and has not withdrawn before the date of this Scheme Booklet its consent to be named in this Scheme Booklet in the form and context in which it is named, the inclusion of the Independent Technical Specialist's Report in this Scheme Booklet and to the references to the Independent Technical Specialist's Report in this Scheme Booklet being made in the form and context in which each such reference is included.

The Investigating Accountant has given and has not withdrawn before the date of this Scheme Booklet its consent to be named in this Scheme Booklet in the form and context in which it is named, to the inclusion of the Independent Limited Assurance Report contained at Attachment C to this Scheme Booklet and to the references to the Independent Limited Assurance Report in this Scheme Booklet being made in the form and context in which each such reference is included.

Northern Star has given and has not withdrawn before the date of this Scheme Booklet its consent to be named in this Scheme Booklet in the form and context in which it is named and to the inclusion of the Northern Star Information in this Scheme Booklet in the form and context in which it appears.

Each person named in this Section 11.9:

- has not authorised or caused the issue of this Scheme Booklet;
- does not make, or purport to make, any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than as specified in this Section 11.9; and
- to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Scheme Booklet, other than a reference to its name and the statements (if any) included in this Scheme Booklet with the consent of that party as specified in this Section 11.9.

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11.10 Competent Persons Statements

a) De Grey – Hemi Project

i) Mineral Resources and Ore Reserves

The information in this Scheme Booklet that relates to the Mineral Resources and Ore Reserves at the Hemi Project and the Toweranna deposit (as applicable) has been extracted from the ASX releases by De Grey entitled 'Hemi Gold Project Mineral Resource Estimate 2024' dated 14 November 2024, 'Hemi Gold Project Resource Update' dated 21 November 2023, and 'Hemi Gold Project Outstanding Financial Metrics in High Confidence Definitive Feasibility Study' dated 28 September 2023 (**Hemi DFS Release**), available at www.degreymining.com.au and www.asx.com.au (**De Grey Releases**). De Grey confirms that it is not aware of any new information or data that materially affects the information included in the De Grey Releases and that all material assumptions and technical parameters underpinning the estimates in the De Grey Releases continue to apply and have not materially changed. De Grey confirms that the form and context in which the Competent Person's findings are presented in this Scheme Booklet have not been materially modified from the De Grey Releases.

ii) Production Target

The information in this Scheme Booklet that relates to estimated Hemi Project production is based on estimated average annual gold production of 553kozpa over the first 5 years of production and 530kozpa over the first 10 years of production, as first reported in the Hemi DFS Release dated 28 September 2023, available at www.degreymining.com.au and www.asx.com.au. De Grey confirms that it is not aware of any new information or data that materially affects the production target information or the forecast financial information derived therefrom included in the Hemi DFS Release. De Grey confirms that all the material assumptions underpinning those production targets or the forecast financial information derived therefrom continue to apply and have not materially changed. De Grey confirms that the form and context in which the Competent Person's findings are presented in this Scheme Booklet have not been materially modified from the Hemi DFS Release.

iii) Exploration Results

The information in this Scheme Booklet that relates to Exploration Results at the Hemi Project has been extracted from the ASX releases by De Grey entitled 'Eagle High Grades and Extensions support Hemi DFS upside and Hemi Underground Mining Concept' dated 26 June 2024, available at www.degreymining.com.au and www.asx.com.au. De Grey confirms that it is not aware of any new information or data that materially affects the information included in that announcement. De Grey confirms that the form and context in which the Competent Person's findings are presented in this Scheme Booklet have not been materially modified from that announcement.

b) De Grey – Hemi Regional

i) Mineral Resources

The information in this Scheme Booklet that relates to the Hemi Regional (Western Mining Centre and Eastern Mining Centre) Mineral Resources (excluding the Toweranna deposit) has been extracted from the ASX release by De Grey entitled 'Hemi Gold Project Mineral Resource Estimate 2024' dated 14 November 2024 available at www.degreymining.com.au and www.asx.com.au. De Grey confirms that it is not aware of any new information or data that materially affects the information included in that announcement and that all material assumptions and technical parameters underpinning the estimates in the De Grey Releases continue to apply and have not materially changed. De Grey confirms that the form and context in which the Competent Person's findings are presented in this Scheme Booklet have not been materially modified from that announcement.

ii) Scoping Study

The information in this Scheme Booklet that relates to the Scoping Study has been extracted from the ASX release by De Grey entitled 'Hemi Regional Scoping Study' dated 11 July 2024 (**Scoping Study Release**), available at www.degreymining.com.au and www.asx.com.au. De Grey confirms that it is not aware of any new information or data that materially affects the production target information or the forecast financial information derived therefrom included in the Scoping Study Release. De Grey confirms that all the material assumptions underpinning those production targets or the forecast financial information derived therefrom continue to apply and have not materially changed. De Grey confirms that the form and context in which the Competent Person's findings are presented in this Scheme Booklet have not been materially modified from the Scoping Study Release.

c) Northern Star – Ore Reserves and Mineral Resources

The information in this Scheme Booklet that relates to the current Ore Reserves and Mineral Resources of Northern Star has been extracted from the ASX release by Northern Star entitled 'Resources, Reserves and Exploration Update' dated 2 May 2024 available at www.nsrltd.com and www.asx.com.au (**Northern Star Announcement**). Northern Star confirms that it is not aware of any new information or data that materially affects the information included in the Northern Star Announcement other than changes due to normal mining depletion during the 10-month period from 1 April 2024 to 31 January 2025, and, in relation to the estimates of Northern Star's Ore Reserves and Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the Northern Star Announcement continue to apply and have not materially changed. Northern Star confirms that the form and context in which the Competent Person's findings are presented in this Scheme Booklet have not been materially modified from the Northern Star Announcement.

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d) Northern Star – Production and guidance

The information in this Scheme Booklet that relates to:

i) Northern Star's production targets to FY26 was first reported in the ASX release by Northern Star entitled '5 Year Strategic Plan – 2021 Investor Day Presentation' dated 22 July 2021;

ii) KCGM production targets from FY29 were first reported in the ASX release by Northern Star entitled 'KCGM Mill Expansion – FID Presentation' dated 22 June 2023; and

iii) Northern Star's FY25 production and cost guidance is extracted from Northern Star's June 2024 Quarterly Activities Report released to ASX on 25 July 2024,

available at www.nsrltd.com and www.asx.com.au. Northern Star confirms that all the material assumptions underpinning those production targets and production and cost guidance continue to apply and have not been materially modified from those announcements.

e) Pro Forma - Mineral Resources and Ore Reserves estimates

Proforma combined Mineral Resources and Ore Reserves in this Scheme Booklet are based on the aggregate Mineral Resources and Ore Reserves (with rounding) of Northern Star and De Grey, as set out above. See the De Grey and Northern Star Mineral Resources and Ore Reserves tables in Sections 5.5 and 6.6 respectively.

11.11 Supplementary information

If, between the date of lodgement of this Scheme Booklet for registration by ASIC and the Effective Date, De Grey becomes aware of any of the following:

- a material statement in this Scheme Booklet is false or misleading or deceptive;
- a material omission from this Scheme Booklet;
- a significant change affecting a matter included in this Scheme Booklet; or
- a significant new matter that has arisen and that would have been required to be included in this Scheme Booklet if it had arisen before the date of lodgement of this Scheme Booklet for registration by ASIC,

De Grey will make available supplementary material to De Grey Shareholders. De Grey intends to make available any supplementary material by releasing that material to ASX (www.asx.com.au) and posting the supplementary document to De Grey's website (www.degreymining.com.au). Depending on the nature and timing of the changed circumstances and subject to obtaining any relevant approvals, De Grey may also send such supplementary materials to De Grey Shareholders.

11.12 Other material information

Except as set out in this Scheme Booklet, there is no other information material to the making of a decision by a De Grey Shareholder in relation to the Scheme, being information that is within the knowledge of any De Grey Director or a related company which has not previously been disclosed to De Grey Shareholders.

11.13 Directors' statement

The issue of this Scheme Booklet has been authorised by the De Grey Board, and this Scheme Booklet has been signed for and on behalf of the Directors. The De Grey Board has given (and not withdrawn) its consent to lodgement of this Scheme Booklet with ASIC for registration.

Signed for and on behalf of De Grey Mining Ltd.



Simon Lill

Independent Non-Executive Chair

De Grey Mining Ltd

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12 Glossary

In this Scheme Booklet, unless the context requires otherwise:

AAS or the **Australian Accounting Standards** means the Australian Accounting Standards adopted by the AASB.

AASB means the Australian Accounting Standards Board.

Access Authorisations has the meaning given in Section 8.3(d).

AISC means all-in sustaining cost.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in section 12 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or, where the context requires, the financial market operated by it.

ASX Listing Rules means the official listing rules of the ASX.

ATO means the Australian Taxation Office.

Au means gold.

AUD or **$** means Australian dollars.

AWST means Australian Western Standard Time as recognised in Perth, Western Australia.

Blackrock Group means Blackrock Inc and its subsidiaries.

Break Fee means an amount equal to $50 million.

Business Day has the meaning given in the ASX Listing Rules.

Cash Earnings means underlying EBITDA less sustaining capital, net interest and corporate income tax paid (sustaining free cash flow).

CGT means capital gains tax.

CGT Discount has the meaning given in Section 9.2(a)(iv).

CIL means carbon-in-leach.

Commissioner of Taxation means the Federal Commissioner of Taxation of Australia.

Competent Person has the meaning given in the JORC Code.

Competing Proposal means any offer, proposal, expression of interest, transaction, agreement or arrangement (whether existing before, on or after the date of the Scheme Implementation Deed) which, if entered into or completed substantially in accordance with its terms, would:

a) require or otherwise lead to the Transaction not being implemented or able to be implemented substantially in accordance with the terms of the Scheme Implementation Deed or will result in Northern Star or De Grey being required to abandon, or otherwise fail to proceed with, the Transaction; or

b) result in a person (other than a Northern Star Group Member) either alone or together with any of its Associates, directly or indirectly in a single transaction or a series of related transactions (excluding any acquisition of De Grey Shares in reliance on the 'creep' exception in item 9 of section 611 of the Corporations Act):

i) acquiring, receiving, becoming the holder of, having the right to acquire, or otherwise obtain:

(A) a Relevant Interest in;

(B) a legal, beneficial or economic interest (including by way of any equity swap, contract for difference or other derivative, or similar transaction or arrangement) in; or

(C) control of,

20% or more of the issued De Grey Shares;

ii) acquiring, receiving, becoming the holder of, having the right to acquire, or otherwise obtain:

(A) a legal, beneficial or economic interest (including by way of one or more derivative contracts, an equity or economic swap, contract for difference or other derivative, or similar transaction or arrangement) in; or

(B) control of,

all or a majority of the business, property or assets of the De Grey Group (taken as a whole);

iii) acquiring Control of De Grey or any material Related Body Corporate of De Grey; or

iv) otherwise acquiring or merging with De Grey or any material Related Body Corporate of De Grey,

in each case, whether by way of takeover bid, members' or creditors' scheme of arrangement, reverse takeover, shareholder approved acquisition, capital reduction, buy back, lease, sale or purchase of shares, other securities or assets, assignment of assets and liabilities, incorporated or unincorporated joint venture, dual-listed company (or other synthetic merger), deed of company arrangement, any debt for equity arrangement, recapitalisation, refinancing or other transaction or arrangement. For the avoidance of doubt, each successive material modification or variation of any proposal, offer, expression of interest, agreement, arrangement or transaction in relation to a Competing Proposal will constitute a new Competing Proposal.

Condition means a condition set out in clause 3.1 of the Scheme Implementation Deed as summarised in Section 10.6(a).

Control has the meaning given in section 50AA of the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Counterproposal has the meaning given in Section 10.6(e).

Court means the Federal Court of Australia (Western Australia registry) or such other court of competent jurisdiction under the Corporations Act agreed to in writing by De Grey and Northern Star.

DCCEEW has the meaning given in Section 5.2(c).

De Grey Releases has the meaning given in Section 11.10.

Deed Poll means the deed poll executed by Northern Star in the form contained at Attachment E to this Scheme Booklet.

De Grey means De Grey Mining Ltd (ACN 094 206 292).

De Grey 2021 Plan means the performance rights and options plan which was approved by De Grey Shareholders at De Grey's 2021 annual general meeting.

De Grey 2023 Plan means the employee incentive securities plan which was approved by De Grey Shareholders at De Grey's 2023 annual general meeting.

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De Grey Board means the board of directors of De Grey.

De Grey Director or **Director** means a director of De Grey.

De Grey Group means De Grey and each of its Related Bodies Corporate, and a reference to a '**De Grey Group Member**' or a '**member of the De Grey Group**' is a reference to De Grey or any of its Related Bodies Corporate.

De Grey Incentives has the meaning given in Section 5.13(a).

De Grey Information means all the information in this Scheme Booklet other than the Northern Star Information, the Independent Expert's Report and the Independent Limited Assurance Report, and includes any information about the De Grey Group:

a) provided by De Grey to Northern Star in writing for use in the preparation of the Merged Group Information; or

b) obtained by Northern Star from an announcement made by De Grey to ASX or from a publicly available document lodged by De Grey with ASIC (to the extent such information has not been superseded by later announcements made by De Grey to ASX or publicly available documents lodged by De Grey with ASIC), and used in the preparation of the Merged Group Information.

De Grey Material Adverse Change has the meaning given in Section 10.6(a).

De Grey Option means an option to acquire a De Grey Share.

De Grey Performance Right means a right to be issued a De Grey Share upon the achievement of specified performance criteria.

De Grey Prescribed Occurrence means the occurrence of any of the matters set out in the definition of De Grey Prescribed Occurrence in Schedule 1 to the Scheme Implementation Deed.

De Grey Securities means De Grey Performance Rights, De Grey Shares and/or De Grey Share Rights (as applicable).

De Grey Share means a fully paid ordinary share in the capital of De Grey.

De Grey Share Right means a right to acquire a De Grey Share issued under the Non-Executive Director Share Plans.

De Grey Shareholder means a registered holder of one or more De Grey Shares, as shown in the Share Register.

De Grey Tenement means those tenements listed in Schedule 4 to the Scheme Implementation Deed.

Deloitte means Deloitte Touche Tohmatsu.

development risk means the risks to development of Hemi as a mining operation as detailed in Section 8.3(e).

Eastern Mining Centre has the meaning given in Section 5.3.

EBITDA means earnings before interest, taxation, depreciation and amortisation.

Effective means the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme.

Effective Date means the date on which the Scheme becomes Effective, which is expected to be 23 April 2025.

End Date means 30 June 2025 or such later date as Northern Star and De Grey may agree in writing.

EP Act has the meaning given in Section 5.2(c).

EPA has the meaning given in Section 5.2(c).

EPBC Act has the meaning given in Section 5.2(c).

EPC means engineering, procurement and construction.

EPCM means engineering, procurement, construction and mining.

ESG means environmental, social and governance.

Excluded Shareholder means any Northern Star Group Member who is a De Grey Shareholder as at the Record Date, or such other De Grey Shareholder that the Court determines is an Excluded Shareholder.

Exclusivity Period means the period from the date of the Scheme Implementation Deed until the earlier of the termination of the Scheme Implementation Deed, the Implementation Date and the End Date.

Financing Documents has the meaning given in Schedule 1 to the Scheme Implementation Deed.

First Court Date means the first day on which an application made to the Court for orders under section 411(1) of the Corporations Act directing De Grey to convene the Scheme Meeting is heard (or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application or appeal is heard), with such hearing being the **First Court Hearing**.

Foreign Resident CGT Shareholder has the meaning given in Section 3.4(c).

Foreign Resident CGT Withholding Amount has the meaning given in Section 3.4(c).

FYXX means the financial year ending on 30 June 20XX.

g/t means grams per tonne.

Government Agency means any foreign or Australian government or governmental, semi-governmental, administrative, fiscal, statutory or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any state, or any other federal, state, provincial, local or other government, whether foreign or Australian. It also includes any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions (including ASX, ASIC and the Takeovers Panel).

GRI means the Global Reporting Initiative.

GRI Standards has the meaning given in Section 6.9(d).

GST means goods and services tax.

Headcount Test means limb (a) as set out in the definition of 'Requisite Majorities'.

Hemi DFS means the definitive feasibility study in respect of the Hemi Project referred to in the Hemi DFS Release.

Hemi DFS Release has the meaning given in Section 11.10.

Hemi or Hemi Project has the meaning given in Section 5.1.

Hemi Regional has the meaning given in Section 5.3.

HIN means Holder Identification Number.

Implementation Date means the fifth Business Day after the Record Date, which is expected to be 5 May 2025, or such other day as Northern Star and De Grey agree in writing.

Independent Expert means KPMG Financial Advisory Services (Australia) Pty Ltd (ACN 007 363 215 | AFSL No. 246901).

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Independent Expert's Report means the report prepared and issued by the Independent Expert in connection with the Scheme in the form contained at Attachment B to this Scheme Booklet.

Independent Limited Assurance Report means the report prepared and issued by the Investigating Accountant in connection with the Scheme in the form contained at Attachment C to this Scheme Booklet.

Independent Technical Specialist means AMC Consultants Pty Ltd (ACN 008 129 164).

Independent Technical Specialist's Report means the report of the Independent Technical Specialist provided within the Independent Expert's Report.

Indicated Mineral Resource has the meaning given in the JORC Code.

Ineligible Foreign Shareholder means any Scheme Shareholder whose address shown in the Share Register as at the Record Date is in a place outside Australia, Brazil, Hong Kong, Monaco, the Netherlands, New Zealand, Norway, Singapore, the United Kingdom and the United States or any other jurisdiction agreed in writing by De Grey and Northern Star (each acting reasonably).

Ineligible Shareholder means an Ineligible Foreign Shareholder or a Non-electing Small Shareholder.

Inferred Mineral Resource has the meaning given in the JORC Code.

Interested Persons has the meaning given in Section 6.23.

Investigating Accountant means Deloitte Corporate Finance Pty Limited (ACN 003 833 127 | AFSL No. 241457).

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012, as updated from time to time.

Kalamazoo Resources means Kalamazoo Resources Limited (ACN 150 026 850) (ASX:KZR).

Kariyarra Aboriginal Corporation has the meaning given in Section 5.2(h)(i).

Kariyarra Gold Project Agreement means the De Grey-Kariyarra Gold Project Agreement between De Grey, each of its Subsidiaries and the Kariyarra Aboriginal Corporation dated 15 December 2022.

Kariyarra Implementation Committee has the meaning given in Section 5.2(h)(i).

KCGM means Kalgoorlie Consolidated Gold Mines Pty Ltd (ACN 009 377 619), a wholly owned subsidiary of Northern Star, which operates the Super Pit and Mt Charlotte underground operations in Kalgoorlie, Western Australia.

KCGM Mill Expansion means the project to increase the capacity of the Fimiston mill at the KCGM operations, for which the final investment decision was announced by Northern Star on 22 June 2023. The capacity of the KCGM operations' processing circuit is expected to increase from 13 Mtpa to 27Mtpa.

koz means thousand ounces.

kozpa means thousand ounces per annum.

Last Practicable Date means 7 March 2025.

LTIFR means lost time injury frequency rate, measured as the number of lost time injuries per million hours worked during a single financial year.

Marketable Parcel has the meaning given in the ASX Listing Rules.

Matching Rights Notice has the meaning given in Section 10.6(e).

Matters of National Environmental Significance has the meaning given to that term by the EPBC Act.

Merged Group means the combination of the De Grey Group and the Northern Star Group, as comprised by Northern Star and its subsidiaries following implementation of the Scheme.

Merged Group Information means any information in this Scheme Booklet, or any supplementary disclosure to De Grey Shareholders in respect of the Scheme, regarding the Merged Group.

Mineral Resource has the meaning given in the JORC Code.

Mining Act means the *Mining Act 1978* (WA).

Moz means million ounces.

Mt means million tonnes.

Mtpa means million tonnes per annum.

Net Zero means achieving a balance between the amount of operational Scope 1 and Scope 2 greenhouse gas emissions produced and those removed.

New Northern Star Share means a Northern Star Share to be issued under the Scheme.

Non-electing Small Shareholder has the meaning given in Section 3.4(b).

Non-Executive Director Share Plans means the non-executive director share plan which was approved by De Grey Shareholders at De Grey's 2021 annual general meeting and the non-executive director share plan which was approved by De Grey Shareholders at De Grey's 2024 annual general meeting.

Northern Star means Northern Star Resources Ltd (ACN 092 832 892).

Northern Star Announcement has the meaning given in Section 11.10(c).

Northern Star Board means the board of directors of Northern Star.

Northern Star Constitution means the constitution of Northern Star as approved by Northern Star Shareholders.

Northern Star Director means a director of Northern Star.

Northern Star Employee Share Plan or **Employee Share Plan** has the meaning given in Section 6.19.

Northern Star FY20 Share Plan or **FY20 Share Plan** has the meaning given in Section 6.19.

Northern Star Group means Northern Star and each of its Related Bodies Corporate, and a reference to a '**Northern Star Group Member**' or a '**member of the Northern Star Group**' is a reference to Northern Star or any of its Related Bodies Corporate.

Northern Star Historical Financial Information has the meaning given in Section 6.13(a).

Northern Star Historical Statement of Financial Position has the meaning given in Section 6.13(a).

Northern Star Historical Income Statements has the meaning given in Section 6.13(a).

Northern Star Historical Statements of Cash Flows has the meaning given in Section 6.13(a).

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Northern Star Information means information relating to the Northern Star Group, the Merged Group and the Scheme Consideration provided by or on behalf of Northern Star to De Grey or its Representatives for inclusion in this Scheme Booklet, in each case excluding any information relating to De Grey and its Related Bodies Corporate provided by or on behalf of De Grey to Northern Star or its Representatives and used by Northern Star in connection with the preparation of the Merged Group Information and subject to those exclusions includes the information contained in:

a) the Section titled 'Letter from the Chairman of Northern Star Resources Ltd';
b) the following questions and answers in Section 2:
   i) 'Who is Northern Star?';
   ii) 'Why does Northern Star wish to acquire De Grey?';
   iii) 'What are Northern Star's intentions in relation to the Merged Group if the Scheme proceeds?';
   iv) 'What is the Scheme Consideration?';
   v) 'Can I choose to receive cash for my De Grey Shares?';
   vi) 'What is the premium of the Scheme Consideration to the price of De Grey Shares?';
   vii) 'If I am entitled to participate in the Scheme, when will I be issued the Scheme Consideration?';
   viii) 'Who is an Ineligible Shareholder?';
   ix) 'Who is an Ineligible Foreign Shareholder?';
   x) 'What will Ineligible Shareholders receive under the Scheme?';
   xi) 'What are the risks for me if the Scheme is implemented?';
   xii) 'What is the Merged Group?';
   xiii) 'Who will the directors of the Merged Group be?';
   xiv) 'Who will the senior management of the Merged Group be?';
   xv) 'What are Northern Star's intentions regarding De Grey and the Merged Group?';
   xvi) 'What are the key risks of the Merged Group?';
   xvii) 'What voting rights will De Grey Shareholders have in the Merged Group?'; and
   xviii) 'What is Northern Star's dividend policy?';
c) Section 3.2;
d) Section 6;
e) Section 7;
f) Sections 8.3 and 8.4;
g) Section 11.5(b)(i);
h) Section 11.6;
i) Sections 11.10(c), (d), and (e); and
j) the definitions of 'Northern Star', 'Northern Star Group' and 'Northern Star Information' in this Section 12.

Northern Star Material Adverse Change has the meaning given in Section 10.6(a).

Northern Star NED Share Rights means a right issued to a Non-Executive Director under Northern Star's FY20 NED Share Plan which is capable of being exercised into a Northern Star Share after it has vested under a time-only tested measure.

Northern Star Prescribed Occurrence means the occurrence of any of the matters set out in the definition of Northern Star Prescribed Occurrence in Schedule 1 to the Scheme Implementation Deed.

Northern Star Rights means a performance right issued under the Northern Star FY20 Share Plan, comprising short term incentive performance rights, long term incentive performance rights and conditional retention rights, all of which are capable of being exercised into a Northern Star Share once vesting has occurred.

Northern Star Share means a fully paid ordinary share in the capital of Northern Star.

Northern Star Shareholder means a registered holder of one or more Northern Star Shares, as shown in the Northern Star Share Register.

Northern Star Share Register means the register of members maintained by Northern Star in accordance with the Corporations Act.

Notice of Scheme Meeting means the notice of meeting in respect of the Scheme as contained at Attachment A to this Scheme Booklet.

Novo Resources means Novo Resources Corp. (ASX:NVO).

NPV means net present value.

NT Act means the *Native Title Act 1993* (Cth).

Official List has the meaning given to that term in the ASX Listing Rules.

Operating Authorisations has the meaning given in Section 8.3(d).

Opt-In Election means a valid election by a Small Shareholder to receive New Northern Star Shares as Scheme Consideration by lodging a Opt-In Notice or Opt-In Instruction.

Opt-In Instruction has the meaning given in Section 3.4(b).

Opt-In Notice means a notice by a Small Shareholder requesting to receive the Scheme Consideration as New Northern Star Shares, as provided with this Scheme Booklet.

Opt-In Notice Cut-Off Date means the latest time and date by which a valid Opt-In Election must be received by the Registry, being 5:00pm (AWST) on the Business Day prior to the Record Date (currently expected to be 5:00pm (AWST) on 24 April 2025).

Ore Reserve has the meaning given in the JORC Code.

oz means ounces.

POx has the meaning given in Section 5.2(a).

Probable Ore Reserve has the meaning given in the JORC Code.

Profitable Growth Strategy means the five-year profitable growth strategy announced by Northern Star in July 2021 to grow annual gold production to 2 million ounces by FY26, across Northern Star's three production centres: the Kalgoorlie production centre, Yandal production centre and Pogo production centre.

Proved Ore Reserve has the meaning given in the JORC Code.

Record Date means 5:00pm (AWST) on the second Business Day after the Effective Date (currently expected to be 5:00pm (AWST) on 28 April 2025), or such other time and date as Northern Star and De Grey agree in writing.

Registry or **Automic** means Automic Pty Ltd (ACN 152 260 814).

Related Body Corporate has the meaning given in section 50 of the Corporations Act.

Relevant Foreign Resident Declaration Form has the meaning given in Section 3.4(c).

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act.

Representative means, in respect of a party, an employee, agent, officer, director, adviser or financier of that party (or of a Related Body Corporate of that party), and, in the case of advisers and financiers, includes employees, officers and agents of the adviser or financier (as applicable).

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Requisite Majorities mean:

a) unless the Court orders otherwise, a majority in number (i.e. more than 50%) of De Grey Shareholders present and voting at the Scheme Meeting (whether attending in person, online, by proxy, by attorney or, in the case of corporate De Grey Shareholders, by a corporate representative); and

b) at least 75% of the total number of votes cast on the Scheme Resolution,

in each case, excluding any Excluded Shareholders.

Reverse Break Fee means an amount equal to $100 million.

Sale Agent means the nominee appointed by Northern Star to sell the New Northern Star Shares to which Ineligible Shareholders would otherwise have been entitled under the Sale Facility.

Sale Facility means the mechanism under which the Scheme Consideration to which Ineligible Shareholders would have otherwise been entitled is sold by the Sale Agent and the Sale Proceeds remitted to Ineligible Shareholders as contemplated by Section 3.5.

Sale Proceeds means the proceeds of the sale under the Sale Facility after the Sale Agent or Northern Star (as applicable) has deducted any applicable brokerage, foreign exchange, stamp duty and other selling costs, taxes (including withholding tax) and charges.

Scheme means the scheme of arrangement under Part 5.1 of the Corporations Act between De Grey and the Scheme Shareholders, in the form contained at Attachment D to this Scheme Booklet or such other form as agreed in writing between Northern Star and De Grey, subject to any alterations or conditions that are:

a) agreed to in writing by De Grey and Northern Star, and approved by the Court; or

b) made or required by the Court under section 411(6) of the Corporations Act and agreed to in writing by De Grey and Northern Star.

Scheme Booklet means this explanatory statement in respect of the Scheme prepared by De Grey in accordance with section 412 of the Corporations Act and in accordance with the terms of the Scheme Implementation Deed.

Scheme Consideration means the consideration to be provided by or on behalf of Northern Star to each Scheme Shareholder (other than Ineligible Shareholders) for the transfer of each Scheme Share under the Scheme, being 0.119 New Northern Star Shares for each De Grey Share held as at the Record Date. The treatment of Ineligible Shareholders in relation to Scheme Consideration is set out in Section 3.5.

Scheme Implementation Deed means the scheme implementation deed entered into by De Grey and Northern Star on 1 December 2024, a copy of which is annexed to the ASX announcement jointly released by De Grey and Northern Star on 2 December 2024.

Scheme Meeting means the meeting of De Grey Shareholders ordered by the Court to be convened under subsection 411(1) of the Corporations Act to consider the Scheme and vote on the Scheme Resolution, and includes any adjournment or postponement of that meeting.

Scheme Resolution means the resolution set out in the Notice of Scheme Meeting contained at Attachment A to this Scheme Booklet, being a resolution to approve the Scheme.

Scheme Share means a De Grey Share held by a Scheme Shareholder as at the Record Date.

Scheme Shareholder means a De Grey Shareholder as at the Record Date.

Scoping Study has the meaning given in Section 5.3.

Second Court Date means the first day on which an application made to the Court for orders under section 411(4)(b) of the Corporations Act approving the Scheme is heard (or if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application or appeal is heard), with such hearing being the **Second Court Hearing**.

Security Interest means any mortgage, charge, pledge, lien, assignment or other security interest or any other arrangement (including a right of set off or combination) entered into for the purpose of conferring a priority, including any security interest as defined in the Corporations Act or in the *Personal Property Securities Act 2009* (Cth).

SFA has the meaning given in Section 5.2(b).

Share Register means the register of members maintained by De Grey in accordance with the Corporations Act.

Small Shareholder means a Scheme Shareholder (other than an Ineligible Foreign Shareholder) who, based on their holding of Scheme Shares as at the Record Date, would, on implementation of the Scheme, be entitled to receive less than a Marketable Parcel of New Northern Star Shares (assessed by reference to the closing price of Northern Star Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration.

Specified Event has the meaning given by Section 10.6(a).

SRN means Securityholder Reference Number.

Superior Proposal means a bona fide Competing Proposal the De Grey Board, acting in good faith and after having obtained advice from its legal advisers and financial advisers, determines:

a) is reasonably capable of being completed in accordance with its terms and within a reasonable time; and

b) would, if completed substantially in accordance with its terms, be more favourable to De Grey Shareholders (as a whole) than the Scheme (as may be amended or varied following the application of the matching rights set out in clause 8.7(a) of the Scheme Implementation Deed),

taking into account all aspects of the Competing Proposal, including its conditions, the identity, reputation and the financial condition of the person making such proposal and all relevant legal, regulatory and financial matters (including the price, value and form of consideration, funding, proposed timing and other matters affecting the probability of the proposal being completed), provided that, solely for the purpose of this definition of Superior Proposal, the reference to '20% or more' in paragraph (b)(i) of the definition of Competing Proposal is replaced with '50% or more'.

Takeovers Panel means the Takeovers Panel constituted under the *Australian Securities and Investments Commission Act 2001* (Cth).

Tax means any tax, levy, charge, impost, fee, deduction, goods and services tax, compulsory loan or withholding, that is assessed, levied, imposed or collected by any Government Agency and includes any interest, fine, charge, fee or any other amount imposed on, or in respect of the above.

TNFD has the meaning given in Section 6.9(d).

TRIFR means total recordable injury frequency rate, calculated as the number of recordable injuries per million hours worked.

Third Party means a person other than Northern Star, De Grey and their respective Associates.

Transaction means the acquisition of De Grey Shares by Northern Star by means of the Scheme.

Transaction Costs means all third party adviser costs (incurred or paid, or that have been agreed to be incurred or paid, or are payable in accordance with agreements made with those advisers prior to the date of the Scheme Implementation Deed) or other costs, fees and expenses (exclusive of GST to the extent input tax credits are available) that are incurred or paid, or that have been agreed to be incurred or paid, or are payable, in each case in connection with the transactions contemplated by the Scheme Implementation Deed.

USD or **US$** means United States dollars.

Voting Power has the meaning given in section 610 of the Corporations Act.

Western Mining Centre has the meaning given in Section 5.3.

WPH has the meaning given in Section 5.3(b).

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Attachment A Notice of Scheme Meeting

Notice is hereby given by De Grey Mining Ltd (ACN 094 206 292) (**De Grey**) that, by an order of the Federal Court of Australia (**Court**) made on 10 March 2025 pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a meeting of the holders of fully paid ordinary shares in De Grey (**De Grey Shareholders**), will be held at 2:00pm (AWST) on Wednesday, 16 April 2025 at the Melbourne Hotel, located at 33 Milligan Street, Perth WA 6000 and online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA (**Scheme Meeting**).

More detailed instructions on how to participate in the Scheme Meeting via the online platform are set out in the explanatory statement that accompanies and forms part of this Notice of Scheme Meeting.

De Grey Shareholders who are unable to, or do not wish to, participate in the Scheme Meeting, or will not have access to a device and the internet, are strongly encouraged to submit a directed proxy vote as early as possible and in any event by no later than 2:00pm (AWST) on 14 April 2025. This can be done by completing and submitting a proxy form in accordance with the instructions on that form or by lodging the proxy form online at https://investor.automic.com.au/#/loginsah in accordance with the instructions given there.

Business of the meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement proposed to be entered into between De Grey and De Grey Shareholders (with or without modifications or conditions required by the Court to which De Grey and Northern Star Resources Ltd (ACN 092 832 892) agree in writing) (**Scheme**).

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, of which this notice forms part.

The explanatory statement contains important information on the Scheme, to enable De Grey Shareholders to make an informed voting decision.

Capitalised terms used in this Notice of Scheme Meeting (including the explanatory notes) but not defined in it have the same meaning as set out in the Glossary in Section 12 of the Scheme Booklet.

Scheme Resolution

The meeting will be asked to consider and, if thought fit, pass (with or without amendment) the following resolution:

'*That:*

a) *pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed to be entered into between De Grey Mining Ltd and the holders of fully paid ordinary shares in De Grey Mining Ltd, as contained and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to (with or without any alterations or conditions as approved by the Federal Court of Australia to which De Grey Mining Ltd and Northern Star Resources Ltd agree in writing); and*

b) *subject to the terms of the Scheme Implementation Deed entered into by De Grey Mining Ltd and Northern Star Resources Ltd dated 1 December 2024, De Grey Mining Ltd is authorised to:*

   i) *agree to any such alteration or conditions; and*

   ii) *subject to approval of the proposed scheme of arrangement by the Federal Court of Australia, implement the proposed scheme of arrangement with or without any such alterations or conditions.*'

Chair

The Court has directed that Simon Lill is to act as chair of the Scheme Meeting (and that, if he is unable or unwilling to attend, Peter Hood is to act as chair of the Scheme Meeting) (**Chair**).

By order of the Court and the De Grey Board



Simon Lill

Independent Non-Executive Chair

De Grey Mining Ltd

11 March 2025

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Explanatory Notes

This Notice of Scheme Meeting should be read in conjunction with the Scheme Booklet of which the notice forms part. The Scheme Booklet contains important information to assist you to decide how to vote at the Scheme Meeting.

Requisite Majorities

In accordance with section 411(4)(a)(ii) of the Corporations Act, the Scheme Resolution contained in this Notice of Scheme Meeting must be approved by the 'Requisite Majorities', being:

a) unless the Court orders otherwise, a majority in number (i.e. more than 50%) of De Grey Shareholders present and voting at the Scheme Meeting (whether attending in person, online, by proxy, by attorney or, in the case of corporate De Grey Shareholders, by a corporate representative); and

b) at least 75% of the total number of votes cast on the Scheme Resolution by De Grey Shareholders (whether attending in person, online, by proxy, by attorney or, by a corporate representative).

The Court has the power to waive the first requirement.

Court approval

In accordance with section 411(4)(b) of the Corporations Act, the Scheme (with or without modification) is subject to the approval of the Court. If the Scheme Resolution is passed by the Requisite Majorities of De Grey Shareholders and the other Conditions to the Scheme (other than approval by the Court) are satisfied or waived (as applicable) by the time required under the Scheme, De Grey intends to apply to the Court for the necessary orders to give effect to the Scheme.

Entitlement to vote

The Court has ordered that the time for determining eligibility to vote at the Scheme Meeting is 5:00pm (AWST) on 14 April 2025. Only those De Grey Shareholders entered on the Share Register at that time will be entitled to attend and (other than Excluded Shareholders) vote at the Scheme Meeting.

De Grey Shareholders (or their proxies, attorneys or authorised corporate representatives) will be able to participate in the Scheme Meeting by attending in person at the Melbourne Hotel, located at 33 Milligan Street, Perth WA 6000 or online at https://us02web.zoom.us/webinar/register/WN_s7LS9noqTkuS6SAAKz2uhA.

How to vote

If you are eligible to vote at the Scheme Meeting, you may:

- attend and vote in person at the Scheme Meeting;
- attend the Scheme Meeting and vote online (see 'Attending and voting online' below);
- appoint one or two proxies to attend and vote at the Scheme Meeting on your behalf (see 'voting by proxy' below);
- appoint an attorney to attend and vote at the Scheme Meeting on your behalf (see 'Voting by power of attorney' below); or
- if you are a body corporate, appoint a corporate representative to attend and vote at the Scheme Meeting on your behalf (see 'Voting by corporate representative (in the case of a body corporate)' below).

If you hold De Grey Shares jointly with one or more other persons, only one of you may vote. If more than one De Grey Shareholder votes in respect of jointly held De Grey Shares, only the vote of the De Grey Shareholder whose name appears first in the Share Register will be counted.

Voting will be conducted by poll.

Further information on how to vote using each of the above methods is set out below.

Voting in person

To vote in person physically, you must attend the Scheme Meeting at 2:00pm (AWST) on Wednesday, 16 April 2025 at the Melbourne Hotel, located at 33 Milligan Street, Perth WA 6000.

Attending and voting online

De Grey Shareholders who wish to vote online on the day of the Scheme Meeting will need to login to the online meeting platform powered by Automic (available at www.investor.automic.com.au).

De Grey Shareholders who do not have an account with Automic are encouraged to register for an account **as soon as possible and well in advance of the Scheme Meeting to avoid any delays on the day of the Scheme Meeting.** An account can be created at investor.automic.com.au by clicking on 'register' and following the prompts. De Grey Shareholders will require their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) to create an account with Automic.

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To access the Scheme Meeting online:

- Open your internet browser and go to investor.automic.com.au
- Login with your username and password or click 'register' if you have not already created an account. De Grey Shareholders are encouraged to create an account well in advance of the Scheme Meeting to ensure there is no delay in attending.
- After logging in, a banner will display at the bottom of your screen to indicate that the Scheme Meeting is open for registration. Click on '**Register**' when this appears. Alternatively, click on '**Meetings**' on the left hand menu bar to access registration.
- Click on '**Register**' and follow the steps.
- Once the Chair of the Scheme Meeting has declared the poll open for voting, click on '**Refresh**' to be taken to the voting screen.
- Select your voting direction and click '**confirm**' to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the online voting process, please see the **Virtual Meeting – Shareholder Registration and Voting Guide** at www.automicgroup.com.au/virtual-agms/

Asking questions

De Grey Shareholders are encouraged to submit questions in advance of the Scheme Meeting to De Grey.

Questions must be submitted by email to company.secretary@degreymining.com.au prior to 2:00pm (AWST) on Monday, 14 April 2025. Alternatively, De Grey Shareholders can submit questions when attending the Scheme Meeting online.

Voting by proxy

You may appoint one proxy (or, if you are entitled to cast two or more votes at the Scheme Meeting, two proxies) to attend and vote at the Scheme Meeting on your behalf.

The proxy form is enclosed with the Scheme Booklet. A proxy does not need to hold De Grey Shares. If you do not instruct your proxy how to vote, your proxy may vote as he or she sees fit at the Scheme Meeting. If a body corporate is appointed as a proxy, it must ensure that it appoints an individual as its corporate representative in accordance with sections 250D of the Corporations Act to exercise its powers as proxy at the Scheme Meeting.

A De Grey Shareholder entitled to cast two or more votes at the Scheme Meeting may appoint one or two proxies, and each proxy may be appointed to represent a specified proportion or number of your votes. If no such number or proportion is specified, each proxy may exercise half your votes. Please refer to the enclosed proxy form for instructions on completion and lodgement.

If a proxy is instructed to abstain from voting on the Scheme Resolution, the proxy is directed not to vote on the De Grey Shareholder's behalf on the poll, and the De Grey Shares the subject of the proxy appointment will not be counted in calculating the Required Majorities. **Proxy forms must be received by the Registry by no later than 2:00pm (AWST) on 14 April 2025**. If the Scheme Meeting is adjourned, proxy forms must be received by the Registry at least 48 hours before the resumption of the Scheme Meeting.

In order to appoint a proxy, you must deliver the signed and completed proxy form in one of the following ways:

Online	Lodge the proxy form online at https://investor.automic.com.au/#/loginsah by following the instructions: • Login to the Automic website using the holding details as shown on the proxy form. • Click on '**Meetings' – 'Vote**'. To use the online lodgement facility, De Grey Shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on the front of the proxy form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at www.automicgroup.com.au/virtual-agms/.
By post	Post the proxy form in the reply-paid envelope provided to De Grey Mining Ltd at C/- Automic Pty Ltd, GPO Box 5193, Sydney NSW 2001
By hand	Deliver the proxy form to Automic Pty Ltd, Level 5, 126 Phillip Street, Sydney NSW 2000 during business hours (9:00am to 5:00pm (Sydney time), Monday to Friday (excluding Australian public holidays))
By fax	Fax the proxy form to +61 2 8583 3040 (both within and outside Australia).

If a proxy form is completed under power of attorney or other authority, the original or a certified copy of the power of attorney or other authority must accompany the completed proxy form unless the power of attorney or other authority has previously been given to the Registry.

If you return your proxy form:

- without identifying a proxy on it, you will be taken to have appointed the Chair of the Scheme Meeting as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will act in place of your nominated proxy and vote in accordance with any directions on your proxy form. Proxy appointments in favour of, or which default, to the Chair of the Scheme Meeting which do not contain a direction will be voted in favour of the Scheme Resolution at the Scheme Meeting, subject only to no Superior Proposal emerging and the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of De Grey Shareholders.

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The Chair of the Scheme Meeting intends to vote all valid undirected proxies which appoint (or are taken to appoint) the Chair in favour of the Scheme Resolution.

The appointment of a proxy does not preclude you from attending the Scheme Meeting in person or online, revoking the proxy or voting at the meeting. Please note that if you appoint a proxy and attend the Scheme Meeting (in person or online), your proxy will still be able to participate in the Scheme Meeting and your proxy's authority to vote will not be suspended while you are present. However, you may still vote on the Scheme Resolution. If you do so and your proxy also votes, your vote will be counted and your proxy's vote will not be counted.

If you wish to replace your proxy, you must submit another proxy form to the Registry. The proxy form(s) received by the Registry last in time before 2:00pm (AWST) on 14 April 2025 will be valid for the purposes of the Scheme Meeting.

Voting by power of attorney

You may appoint an attorney to attend and vote at the Scheme Meeting on your behalf and such attorney can attend the Scheme Meeting in person or online. You may appoint an attorney by providing a duly executed power of attorney to the Registry by no later than 2:00pm (AWST) on 14 April 2025.

A duly executed power of attorney can be provided to the Registry in the same manner as a proxy form.

The appointment of an attorney does not preclude you from attending the Scheme Meeting in person or online, revoking the appointment or voting at the meeting.

A validly appointed attorney wishing to attend and vote at the Scheme Meeting in person should bring with them the original or a certified copy of the duly executed power of attorney under which they have been authorised to attend and vote at the Scheme Meeting and identify themselves as an attorney on the day of the Scheme Meeting at the registration desk.

A validly appointed attorney wishing to attend and vote at the Scheme Meeting via the online platform will require the appointing De Grey Shareholder's name and postcode or country of residence (if outside Australia) and the SRN or HIN of the shareholding in order to access the online platform.

Voting by corporate representative (in the case of a body corporate)

If you are a body corporate, you may appoint an individual to act as your corporate representative for the purposes of the Scheme Meeting. The appointment must be in accordance with section 250D of the Corporations Act.

A validly appointed corporate representative wishing to attend and vote at the Scheme Meeting in person must bring the original or a certified copy of the 'Appointment of Corporate Representative' form as evidence of their appointment to the Scheme Meeting, including any authority under which it is signed, which must detail their name and address and the identity of their appointor.

An Appointment of Corporate Representative form can be downloaded at https://automic.com.au/form/corporate_representative.pdf.

A validly appointed corporate representative wishing to attend and vote at the Scheme Meeting via the online platform will require the appointing De Grey Shareholder's name and postcode or country of residence (if outside Australia) and the SRN or HIN of the shareholding in order to access the online platform.

Technical difficulties

Technical difficulties may arise during the Scheme Meeting. The Chair of the Scheme Meeting has discretion as to whether and how the Scheme Meeting should proceed if a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of De Grey Shareholders impacted and the extent to which participation in the business of the Scheme Meeting is affected. Where considered appropriate, the Chair of the Scheme Meeting may continue to hold the Scheme Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. In the event of a technological failure that prevents De Grey Shareholders from having a reasonable opportunity to participate in the Scheme Meeting, De Grey will provide an update on its website and the ASX to communicate the details of any postponement or adjournment of the Scheme Meeting to De Grey Shareholders.

For this reason, De Grey Shareholders are encouraged to lodge a proxy by 2:00pm (AWST) on Monday, 14 April 2025 even if they plan to attend the Scheme Meeting online.

Further Information

Further information for De Grey Shareholders is set out in the Scheme Booklet. If you have any questions of a general nature, please contact the De Grey Shareholder Information Line on 1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday (excluding Australian public holidays).

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Attachment B Independent Expert's Report

See following page.

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The Directors
De Grey Mining Limited
Ground floor, 2 Kings Park Road
West Perth WA 6005

6 March 2025

Dear Directors

Independent Expert Report and Financial Services Guide

Part One – Independent Expert Report

1 Introduction

On 2 December 2024 (**the Announcement Date**), Northern Star Resources Ltd (**Northern Star**) and De Grey Mining Limited (**De Grey**) announced that they had entered into a binding Scheme Implementation Deed (**SID**) under which it is proposed that Northern Star will acquire 100% of De Grey by way of a Court-approved members' scheme of arrangement (**the Scheme**) under Part 5.1 of the *Corporations Act 2001 (Cth)* (**the Transaction**).

Under the terms of the SID, De Grey Shareholders (**Shareholders**) other than 'ineligible shareholders' as defined in the Scheme Booklet would be entitled to be issued 0.119 new Northern Star shares for each De Grey share held at the record date for the Scheme (**Scheme Consideration**). Should the Scheme be approved and implemented, based on the number of shares the respective companies have on issue, and the pro forma capital structure (which considers the De Grey shares on a fully diluted basis), Northern Star shareholders would own approximately 80.0% of the combined Northern Star group (**the Merged Group**) and De Grey shareholders would own approximately 20.0% of the Merged Group[1].

The Directors of De Grey (**the Directors**), subject only to no Superior Proposal (as defined in the SID) emerging and the Independent Expert concluding (and continuing to conclude in the Independent Expert Report) that the Scheme is in the best interest of Shareholders, have:

- unanimously recommended that De Grey shareholders vote in favour of the Scheme. As at the date of this report, the Directors have not withdrawn or modified their recommendation

[1]refer to section 10.1 for further detail

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- each stated that they intend to vote, or cause to be voted, all De Grey shares in which he or she has a relevant interest or the voting of which he or she controls in favour of the Scheme.

The Directors have requested KPMG Financial Advisory Services (Australia) Pty Ltd (of which KPMG Corporate Finance is a division) (**KPMG Corporate Finance**) prepare an Independent Expert Report (**IER**) to the Shareholders in relation to the Scheme. The purpose of the IER is to set out whether, in our opinion, the Scheme is in the best interests of Shareholders as a whole.

De Grey is an Australian incorporated gold exploration company listed on the Australian Securities Exchange (**ASX**) with a closing market capitalisation of approximately $4.82[2,3] billion as of 23 January 2025. De Grey's principal asset is it's 100% owned Hemi gold project, located in the Pilbara region of Western Australia (**Hemi**, or the **Hemi Project**). De Grey also owns the regional deposits located around Wingina (**Eastern Mining Centre**) and Withnell (**Western Mining Centre**) (together, **Hemi Regional**). De Grey is headquartered in Perth, Western Australia.

Northern Star is an Australian incorporated gold production and exploration company. It is listed on the ASX with a with a closing market capitalisation of approximately $19.78[4] billion as of 23 January 2025. Northern Star has three major production centres, two located in Western Australia and one located in North America. Northern Star is headquartered in Perth, Western Australia.

2 Purpose of this report

The sole purpose of this report is an expression of the opinion of KPMG Corporate Finance as to whether the Scheme is in the best interest of the Shareholders. This report should not be used for any other purposes or by any other party. Our opinion should not be interpreted as representing a recommendation to Shareholders to either accept or reject the Scheme, which remains a matter solely for individual shareholders to determine.

The specific terms of the resolutions to be approved by Shareholders in relation to the Scheme are set out in the explanatory statement sent to Shareholders (**Scheme Booklet**) to which this report is attached. This report should be considered in conjunction with and not independently of the information set out in the Scheme Booklet in its entirety.

KPMG Corporate Finance's Financial Services Guide is contained in Part Two of this report.

2.1 Technical requirements

Section 411(3) of the *Corporations Act 2001 (Cth)* (the **Act**) requires that an explanatory statement issued in relation to a proposed scheme of arrangement under Section 411 of the Act include information that is material to the making of a decision by a member as to whether or not to agree with the relevant proposal. In this regard, the Directors have requested KPMG

[2] Currency in this report is denominated in Australian dollars (**$**) unless otherwise stated
[3] 2,397,513,857 shares outstanding at a share price of $2.01 as of 23 January 2025
[4] 1,144,397,489 shares outstanding at a share price of $17.28 as of 23 January 2025

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Corporate Finance to prepare an IER to satisfy the requirements of Section 411 (although there is no technical requirement in the current circumstances for an IER to be prepared in relation to the Scheme).

In undertaking our work, we have referred to guidance provided by the Australian Securities and Investment Commission (**ASIC**) in its Regulatory Guides, in particular Regulatory Guide 111 'Content of expert reports' (**RG 111**) which outlines the principles and matters which it expects a person preparing an IER to consider when providing an opinion on whether a transaction is "fair and reasonable", and therefore "in the best interests" of Shareholders.

2.2 Basis of assessment

RG 111.18 sets out that where a scheme of arrangement is used as an alternative to a takeover bid, the form of analysis undertaken by the expert should be substantially the same as for a takeover bid. That form of analysis considers whether the transaction is "fair and reasonable" and, as such, incorporates issues as to value. In particular:

- 'fair and reasonable' is not regarded as a compound phrase
- an offer is 'fair' if the value of the offer price or consideration is equal to or greater than the value of the securities subject to the offer
- the expert should not consider the percentage holding of the 'bidder' or its associates in the target when making this comparison
- an offer is 'reasonable' if it is 'fair'
- an offer might also be 'reasonable' if, despite being 'not fair', the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the close of the offer.

Fairness

As noted, RG 111 provides that an offer is 'fair' if the value of the consideration is equal to or greater than the value of the shares subject to the offer. It is a requirement of RG 111 that the comparison be made assuming 100% ownership of the 'target' and irrespective of whether the consideration is scrip or cash and without regard to the percentage holding of the bidder or its associates in the target prior to the bid.

Accordingly, the principal matter we are required to consider is whether the Scheme Consideration, comprising 0.119 new Northern Star shares, is equal to or exceeds the market value of an existing De Grey share, on a 100% control basis.

RG 111 provides that any special value of the 'target' to a particular 'bidder' (e.g. synergies that are not available to other bidders) should not be taken into account under this comparison, rather they are matters that an expert might consider in assessing whether an offer is reasonable. As such, in assessing the full underlying value of De Grey, we have considered those synergies and benefits that would be available to a pool of potential purchasers of De Grey. Accordingly, our valuation of De Grey has been determined regardless of the bidder and any special benefits that may result.

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Reasonableness

Reasonableness involves an analysis of other factors that shareholders might consider prior to accepting an offer, such as but not limited to:

- recent trading prices and the liquidity of the market in the target's shares
- the risk profile of continuing to hold shares in the target against that of accepting the proposed consideration
- any special value of the target to the bidder
- the likely market price of the target's shares in the absence of the offer
- any conditions associated with the offer
- the likelihood of an alternative offer being made
- the consequences of not approving the scheme.

If an offer is considered not to be fair, it may still be considered reasonable and therefore in the best interest of the Shareholders.

3 Summary of opinion

In our opinion the Scheme is fair and reasonable to Shareholders and accordingly is in the best interests of Shareholders, in the absence of a superior proposal.

Assessment of fairness

We have assessed the value of the equity of De Grey to lie in the range of $4,032.0 million to $4,792.5 million, which equates to an assessed value per De Grey share (on a diluted basis) of between $1.68 to $1.99. Our range of assessed values represents the value of a 100% interest in De Grey and includes a premium for control. As the valuation includes a control premium, it exceeds the price at which we expect De Grey shares would trade on the ASX in the absence of the Scheme.

We have assessed the value of the equity of De Grey on a "sum-of-the-parts" basis by aggregating the estimated market value of De Grey's 100% holding in both the Hemi Project and Hemi Regional, its other mineral assets, its assets considered to be surplus to the mineral assets and its net cash and then deducting other net operating liabilities.

In contrast, we have assessed the value of the Scheme Consideration having regard to recent trading in Northern Star shares on the ASX[5] and the fixed exchange ratio of 0.119 new Northern Star shares for each De Grey share held at the record date for the Scheme (the **Exchange Ratio**). This is required because, in the event the Scheme is approved and implemented, Shareholders will receive consideration in the form of a minority interest share in Northern Star post the acquisition of De Grey (the **Merged Group**). Neither the theoretical value of the

[5] Over the period from 24 October 2024 to 23 January 2025

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Merged Group as a stand-alone entity nor considerations of control premia are relevant to minority interest shareholders in the Merged Group except in the event of an offer for the Merged Group itself.

We have assessed the implied value of the Scheme Consideration to be in the range $1.92 to $2.08 per De Grey share[6].

As the Scheme Consideration exceeds our assessed value range for a De Grey share, we consider the Scheme Consideration to be fair.

In arriving at our assessed value range for De Grey, we have placed reliance on the Independent Technical Specialist Report (**ITSR**) prepared by AMC, the independent mining industry specialist engaged by De Grey, and instructed by us, to assist in relation to the assessment of the value of the mineral asset interests held by De Grey. A copy of the ITSR is attached at Appendix 7.

In considering our assessed value range, we highlight that although we consider our assessed market value range for De Grey to be reasonable at the date of this report, Shareholders should consider:

- While De Grey's principal asset, being the 100% owned Hemi Project, will likely increase in value as its development continues, it is not without risks

  The Hemi Project is still in the development phase and requires a number of matters to be finalised before it commences production, including funding, Engineering, Procurement and Construction Management (**EPCM**) and/or Engineering, Procurement and Construction (**EPC**) contracts for the mine development and/or operation and final state and federal approvals. Any delays in one or more of these matters could impact the timeline for first gold production, which De Grey's Management (**Management**) are currently targeting for FY26. Like any development asset, the Hemi Project bears construction and ramp-up risks and is dependent upon the successful exploitation of yet to be mined tenements. As a result, such assets are, by their nature, difficult to value

- our assessed value range for De Grey is particularly sensitive to forecast US$[7] gold price and forecast A$:US$ exchange rate assumptions

  There is a wide range of views on the part of commodity, foreign exchange and market analysts as to future US$ gold prices and future A$:US$ exchange rates. KPMG Corporate Finance's forecast commodity price and foreign exchange rate assumptions have been determined after consideration of the forecasts of various broking houses and market analysts, as well as prevailing futures curves. However, a wide range of assumptions could credibly be adopted, which could impact assessed fair values either positively or negatively

[6] Calculated as our range of assessed values for a share in the Merged Group of $16.10 to $17.45 multiplied by the Exchange Ratio

[7] US$ means Unites States dollar

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Further, both of these measures are relatively volatile and accordingly can change materially over short periods of time.

In this context, we would draw Shareholder's attention to the sensitivity analysis set out in section 12 of this report.

Depending on Shareholders' views as to the prospects and future operations of the Hemi Project, the forecast gold prices and the forecast A$:US$ exchange rates selected by KPMG Corporate Finance, the progress on developing Hemi Regional and the potential for further exploration success, it is conceivable that some Shareholders could potentially form a view that the value of De Grey, inclusive of a premium for control, more appropriately lies above the top end of our assessed value range. In these circumstances, Shareholders should consider whether, there are sufficient other factors to justify voting in favour of the Scheme.

Our analysis of the fairness of the Scheme is detailed further in section 3.1 below.

Assessment of Reasonableness

While we have determined the Scheme Consideration to be fair based on our assessment of the underlying value of De Grey and therefore, in accordance with RG111, the Scheme Consideration is also considered reasonable, we have considered various additional matters that Shareholders may also wish to take into account in deciding whether or not to vote in favour of the Scheme. These include:

- based on our assessed value range for the Scheme Consideration, Shareholders are receiving a premium for control over the volume weighted average price (**VWAP**) of De Grey shares at various points in the six months prior to the announcement of the Scheme, ranging between a low of 39.0% (1 week VWAP) and a high of 65.8% (6 month VWAP), the level of which exceeds the premia typically observed in recent mining sector transactions
- in the event Northern Star is successful in acquiring De Grey, Shareholders will hold shares in a larger, more financially robust, multi-location gold miner, which compares to De Grey's current status as a single, development stage asset company. De Grey shareholders will have contributed approximately 18.1% of the Merged Group's Mineral Resources and approximately 22.3% of the Merged Groups Ore Reserves compared to the 20.0%[8] pro rata interest acquired in the Merged Group
- De Grey is a single asset development stage company with no other sources of income (other than interest income until the existing cash balances are invested into development activities) and is reliant on debt markets to fund the development of the Hemi Project. While De Grey has successfully raised equity capital and was well advanced in raising debt funding prior to the Scheme emerging, Northern Star is more financially robust with a larger balance sheet and is therefore better able to support the development of the Hemi Project should there be any unexpected issues. Accordingly, by holding a share in the Merged Group, Shareholders are exposed to reduced development and financing risk whilst

[8] Refer to section 10.1 for further detail

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retaining a level of upside exposure to the Hemi Project, Hemi Regional and any other De Grey mineral interests, albeit this exposure would be diluted to an indirect 20.0%[9] interest in the projects, held through a shareholding in the Merged Group

- Gold Road Resources Limited (**Gold Road**), which owns 17.26% of De Grey's issued capital, has not provided its voting intention statement as of the date of this report. Should Gold Road vote against the Scheme, this would significantly reduce the likelihood of the Scheme being approved
- the SID contains typical no shop, no talk clauses, meaning that Northern Star and De Grey have agreed that unless the SID is terminated or lapses, De Grey will not directly or indirectly solicit any competing proposal (as defined in the SID (**Competing Proposal**) or participate in any discussions or negotiations in relation to any competing proposal. Therefore, the prospect of a superior offer emerging is reduced
- Northern Star has paid regular dividends over the past 12 years; in contrast De Grey has yet to pay any dividends, reflecting De Grey's need to fund the development phase of the Hemi Project. Shareholders will, in the event the Scheme is implemented, be entitled to participate in all future Northern Star dividends post the implementation of the Scheme
- De Grey's share price may fall from current levels in the absence of the Scheme, or a superior offer
- as the Scheme Consideration is in the form of scrip, the final value of the Scheme Consideration will not be known until the implementation of the Scheme.

Further information in relation to the above and other matters we have considered in forming our opinion is set out below.

3.1 The Scheme is fair

3.1.1 Valuation of De Grey

We have assessed the value of De Grey to lie in the range of $4,032.0 million to $4,792.5 million, inclusive of a premium for control, which equates to an assessed value per De Grey share of between $1.68 and $1.99 per share. Our valuation is set out in full in section 12 of this report and summarised below.

[9] Refer to section 10.1 for further detail

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Table 1: Summary of assessed market values of De Grey

	Assessed Values	
$ million	**Low**	**High**
Market value of De Grey's interests in mineral assets		
Hemi	3,123.1	3,712.7
Hemi Regional	167.6	215.7
Exploration Assets	52.3	164.6
Total Mineral Assets	**3,343.0**	**4,093.0**
Add: Cash and cash equivalents	786.4	786.4
Add: Financial assets	3.3	3.3
Add: Joint ventures	10.1	10.1
Less: Mt Dove environmental liability	(2.4)	(1.9)
Less: Other net liabilities[2]	(6.6)	(6.6)
Less: Future corporate overheads	(101.9)	(91.8)
Total Equity Value	**4,032.0**	**4,792.5**
Number of ordinary shares - diluted (millions)[3]	**2,404.5**	**2,404.5**
Value per share, inclusive of a premium for control - $	**1.68**	**1.99**

Source: KPMG Corporate Finance analysis and the ITSR

The market value of De Grey was determined after aggregating the estimated market value of De Grey's interests in the various mineral assets, adding the assessed value of financial assets, adding cash and deducting an allowance for corporate overheads and net other liabilities. The value of De Grey has been assessed on the basis of market value, that is, the value that should be agreed in a hypothetical transaction between a knowledgeable, willing, but not anxious buyer and a knowledgeable, willing, but not anxious seller, acting at arm's length.

Our assessed value range represents the value of a 100% interest in De Grey and incorporates direct corporate cost savings that would generally be available to a pool of purchasers, but does not include any indirect benefits, such as potential economies of scale or increases in bargaining positions that a pool of purchasers might be able to achieve. Similarly, our valuation does not include any potential strategic or operational synergies that may be unique to individual investors. Accordingly, our range of values has been prepared independent of the specific circumstances of any potential bidder.

De Grey's principal development assets, the Hemi Project and Hemi Regional have been valued using the discounted cash flow (**DCF**) approach. Consistent with ASIC's Regulatory Guides, AMC was engaged by De Grey, and instructed by KPMG Corporate Finance, to prepare an ITSR in relation to a reasonable production scenario (**AMC Production Case**). In arriving at our assessed value range for De Grey, we have adopted and placed reliance on the assumptions prepared by AMC in relation to a reasonable ramp-up and production case, including appropriate Ore Reserves and Mineral Resource estimations, capital expenditure and operational cost profiles in respect of the Hemi Project and Hemi Regional. In addition, AMC has assessed the value of any other mineral interests, such as defined resources and other

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exploration tenements held by De Grey but not included in the forecasts in respect of the Hemi Project or Hemi Regional (**Exploration Assets**). AMC's ITSR is attached as Appendix 7.

KPMG Corporate Finance was responsible for the determination of certain macroeconomic and other assumptions, such as forecast gold prices, forecast A$:US$ exchange rates and forecast inflation rates as shown the table below.

Table 2: Summary of key macroeconomic assumptions

	FY25	FY26	FY27	FY28	FY29
Gold (US$/oz)	2,740	2,725	2,675	2,615	2,585
Gold (A$/oz)	4,315	4,208	3,990	3,790	3,674
A$:US$	0.64	0.65	0.67	0.69	0.70
US Inflation	2.6%	2.6%	2.4%	2.3%	2.3%
AU Inflation	2.7%	2.7%	2.6%	2.5%	2.4%

Source: S&P Capital IQ, Bloomberg and KPMG Corporate Finance analysis

For the Hemi Project and Hemi Regional, the projected ungeared, post tax cash flows for each asset have been discounted using a nominal ungeared, post tax weighted average cost of capital (**WACC)** in the range of 9.50% to 11.50% per annum. Consistent with advice provided by AMC, we have applied a discount of 25% to the DCF value of Hemi Regional, reflecting the project specific development risk.

Our valuation of De Grey shares exceeds the price at which, based on current market conditions, we would expect De Grey shares to trade on the ASX in the absence of the Scheme or a superior offer.

3.1.2 Comparison of assessed values to recent sharemarket trading

Our assessed value range for a De Grey share of $1.68 to $1.99 reflects a premium over the $1.52 closing price of De Grey shares immediately prior to the Announcement Date of between 10.5% and 30.9%. This premium in part reflects that our valuation of De Grey is inclusive of a premium for control, while the De Grey share price observed immediately prior to the Announcement Date was a portfolio interest in De Grey, as traded on the ASX.

As outlined in section 13 and illustrated in figure 22, De Grey shares have consistently traded below the value implied by the Northern Star share price and the Exchange Ratio in the period after the Announcement Date, which we believe likely reflects the perceived risk of the Scheme being implemented together with there being limited speculation in the market that other bidders will emerge with a superior proposal.

3.1.3 Value of the Scheme Consideration

The Scheme Consideration to be received by Shareholders comprises new ordinary shares in the Merged Group. Accordingly, RG 111 requires the value of the scrip consideration to be assessed on a minority interest basis. We have assessed the value of the Scheme Consideration to be in the range of $1.92 to $2.08, based on our estimated trading value range of a share in the Merged Group of $16.10 to $17.45 as discussed in section 13.

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It is common practice in these circumstances to have reference to the post announcement market price of the offeror as a basis for estimating the value of an offer with a scrip component, as this is the price at which shareholders can monetise the Scheme Consideration. Neither the theoretical value of the Merged Group as a stand-alone entity nor considerations of control premia are relevant to portfolio shareholders in the Merged Group except in the event of an offer for the Merged Group itself. In any event, we have not had access to the internal records or management of Northern Star and the information contained in the Scheme Booklet is insufficient to enable a fundamental valuation of the company to be performed on a reasonable basis.

In assessing the estimated trading value of a share in the Merged Group under current market conditions and assuming the Scheme is implemented, we have considered traded share prices for Northern Star on the ASX subsequent to the Announcement Date, up to and including 23 January 2025. Utilising the post announcement market prices of Northern Star also requires consideration as to whether there are any factors that might suggest Northern Star's current trading prices may not be representative of future trading prices in the Merged Group. Accordingly, we have also considered the liquidity of Northern Star shares, the relative performance of Northern Star against its peers, recent comparative trading in Northern Star and De Grey shares based on the Exchange Ratio and recent brokers forecasts as to the expected trading price of a Northern Star share on the ASX published in the periods immediately pre and post the Announcement Date.

Key factors influencing our valuation approach included:

- the trading price of Northern Star shares reflects the value of portfolio interests as required by RG111
- Northern Star is a publicly listed company and is required to comply with ASX Listing Rules in relation to continuous disclosure, including in particular the release of price sensitive information
- there has been sufficient time and sufficient information has been made available, including the information contained in:
    - the ASX announcement of the Transaction including the SID and Transaction Presentation, released to the market on the Announcement Date
    - De Grey's announcement of the outcomes of its Hemi Underground Mining Conceptual Study, released to the market on 19 December 2024
    - Northern Star's Quarterly Activities Report for December 2024, released to the market on 21 January 2025
    - De Grey's Quarterly Activities Report for December 2024, released to the market on 21 January 2025
    - various broking houses notes covering De Grey and/or Northern Star, released subsequent to the Announcement Date

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for the market to assess the Scheme, its prospects of success and its implications for Northern Star should the proposed acquisition of De Grey be successful. Therefore, trading in Northern Star's shares subsequent to the Announcement Date should reflect the expected impacts associated with the Scheme

- Northern Star is followed by various broking houses specifically and the Australian gold mining sector more generally by market analysts, both of which publish periodic research reports, which arguably assists the ability of shareholders to make informed decisions regarding the prospects of the company and the sector and prices at which Northern Star shares should trade
- Northern Star shares were traded on the ASX on each of the available trading days over the 12 months prior to the Announcement Date and also on each of the trading days in the subsequent period. The average daily trading volumes have been sufficient for portfolio shareholders desirous of realising their investments to do so.

Based on our assessed value range of a Northern Star share and the Scheme Consideration of 0.119 new Northern Star shares for every eligible ordinary De Grey share held, the assessed value of the Scheme Consideration is in the range of $1.92 to $2.08 per De Grey share as summarised below.

Table 3: Value of the Scheme Consideration per De Grey share

	Valuation range	
$	Low	High
Value per Merged Group share	16.10	17.50
Scheme Consideration per De Grey share	0.119	0.119
Assessed value of the Scheme Consideration	**1.92**	**2.08**

Source: KPMG Corporate Finance analysis

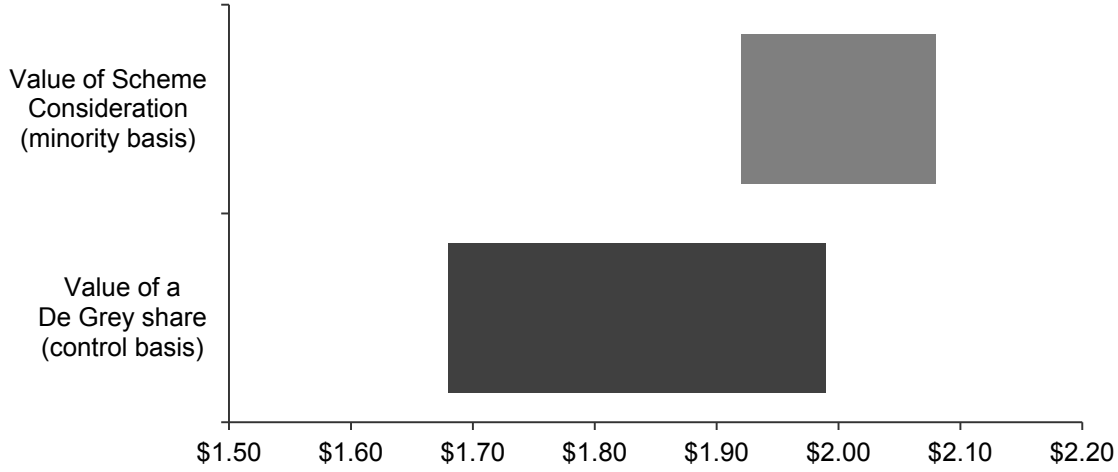
Note: may not calculate exactly due to rounding

3.1.4 Comparison of value

The chart below provides a comparison of our assessed value ranges of a De Grey share, on a control basis, to the assessed value range of the Scheme Consideration.

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Figure 1: Comparison of our assessed valuation ranges for a De Grey share and the Scheme Consideration



Source: KPMG Corporate Finance analysis

According to RG 111, the Scheme Consideration should be considered fair if the consideration offered to the Shareholders is equal to or higher than our assessed value of a De Grey share. As the value attributed to the Scheme Consideration crosses over our assessed value range for a De Grey share, we consider the Scheme Consideration is fair.

However, the implied value of the Scheme Consideration will vary with movements in the Northern Star traded price, which will reflect company specific, industry and general market factors. Accordingly, the final value of the Scheme Consideration will not be known until the Scheme is implemented, which is currently scheduled for 5 May 2025, and could ultimately exceed, or be less than, $16.10 to $17.45 per Merged Group share.

In the event Shareholders were to form the view that the value of a De Grey share lies at or above the top end of our assessed value range for a De Grey share, then these Shareholders should consider whether there are sufficient other factors to approve the Scheme.

The table below illustrates the sensitivity of the implied value of the Scheme Consideration to changes in Northern Star's share price.

Table 4: Sensitivity of the Scheme Consideration's implied value

Northern Star share price ($)	15.50	**16.10**	17.00	**17.45**	18.00
Value of Scheme Consideration ($)	1.84	**1.92**	2.02	**2.08**	2.14

Source: KPMG Corporate Finance analysis

Notes:

1 KPMG Corporate Finance low value is 16.10, high value is 17.45

2 May not calculate exactly due to rounding

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Based on our assessed value range of $1.68 to $1.99 per De Grey share and the Exchange Ratio of 0.119, the value of Northern Star shares would need to fall to less than $14.12 in order for the Scheme Consideration to fall beneath the low end of our range of assessed fair values for a De Grey share. We note that Northern Star shares have traded down to a closing low of $15.25 since the Announcement Date.

3.2 Reasonableness

In accordance with RG111, a transaction is considered to be reasonable if it is fair. Accordingly, as we have determined that the Scheme Consideration is fair, there is no technical requirement for us to separately consider matters of reasonableness. Notwithstanding this, we believe that there are various issues that Shareholders may also wish to consider in deciding whether or not to vote to approve the Scheme, including those set out below.

3.2.1 Advantages

Based on our range of assessed values for the Scheme Consideration and traded prices for a De Grey share prior to the Announcement Date, Shareholders are receiving a premium

Based on our assessed value range for the Scheme Consideration of $1.92 to $2.08 per De Grey share, the implied premium of the Scheme Consideration over the VWAP of De Grey shares at various points in the six months prior to the Announcement Date is detailed in the table below.

Table 5: Sensitivity of the Scheme Consideration's implied value

Period up to and including 29 Nov 24	De Grey VWAP $	Scheme Consideration Low - $	Premium %	Scheme Consideration High - $	Premium %
1 day	1.51	1.92	26.80	2.08	37.36
1 week	1.50	1.92	28.27	2.08	38.96
1 month	1.45	1.92	32.45	2.08	43.49
3 months	1.36	1.92	41.69	2.08	53.50
6 months	1.25	1.92	53.01	2.08	65.76

Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

In order to assess a reasonable range for implied acquisition premia in Australia, we have considered the outcome of a recent study[10] in relation to control premia observed in successful takeovers and schemes of arrangement in the Australian metals and mining sector over the 15 year period 2005 to 2020, which indicated over a data set of 161 transactions that the 2 day, 5 day and 20 day pre-bid average premiums were 29.8%, 32.5% and 36.6% respectively.

[10] RSM "Control Premium Study 2021"

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Moreover, across all industries and over a data set of 605 transactions, the study concluded that:

- median premium values consistently tend to lie below the average premia, driven by the occurrence of transactions with premiums in excess of 150% over the period
- scrip considerations tend to attract lower premia compared to cash only deals.

Having considered these outcomes, we consider, on balance, that it is reasonable to suggest that in Australia, successful transactions in the metals and mining sector are typically likely to complete within an acquisition premia range of 25% to 35%.

In considering the evidence provided by actual transactions, it is important to recognise that the observed premium for control is an outcome of the valuation process, not a determinant of value and that each transaction will reflect to varying degrees the outcome of a unique combination of factors, including amongst other things:

- pure control premium in respect of the acquirer's ability to utilise full control over the strategy and cash flows of the target entity
- the level of synergies available to all acquirers, such as the removal of costs associated with the target being a listed entity and/or costs related to duplicated head office functions
- synergistic or special value that may be unique to a specific acquirer
- whether the acquisition is competitive.

The premia implied by the Scheme Consideration over the VWAP for the various periods set out above lies above the range usually observed in Australian metals and mining takeovers. In considering this, we observe that during the 6 months to 29 November 2024:

- the A$ gold spot price increased from $3,561/oz to $4,117/oz or by approximately 16%,
- the De Grey's share price increased by 41% from $1.08 on 30 May 2024 to $1.52 on 29 November 2024

  which may partially explain the difference in the control premiums observed in relation to the short term VWAPs as compared to the longer term VWAPs.

Implementation of the Scheme will result in Shareholders holding shares in a larger, more diversified entity

In the event the Scheme is implemented, Shareholders will own up to approximately 20.0%[11] of the Merged Group, which will hold interests in three major production centres (Kalgoorlie and Yandal in Western Australia and Pogo in Alaska, USA) and one significant development asset (the Hemi Project).

[11] Refer to section 10.1 for further details

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Benefits of holding shares in the Merged Group include:

- holding shares in a larger, more diversified, mature and financially robust entity, reducing development and financing risk while retaining a level of upside exposure to the Hemi Project
- the Northern Star's experience in the development and ramp-up of gold projects should help to de-risk the Hemi Project
- the pro forma financial position of the Merged Group suggests that it will immediately be in a strong net cash position. In contrast, while the Hemi Project and the Hemi Regional are expected to generate significant free cash flow to equity over the life of projects, in the absence of the Scheme, De Grey would be dependent on successfully closing the current debt financing package to fund the development of the Hemi Project. Any material delays and/or unexpected significantly adverse financial results during the construction and ramp-up period of the Hemi Project will likely place a strain on De Grey's working capital position
- the pro forma financial position of the Merged Group indicates that it is expected to have a significantly greater level of net asset backing per share than De Grey has as a stand-alone entity.

Northern Star has established a track record of paying dividends

Northern Star has an established history of paying dividends and has adopted a dividend policy targeting a total annual dividend payment of 20-30% of cash earnings generated by the business during any financial year. As outlined in section 9.4.4, the historical dividend payout ratio has been relatively stable between 24% and 25% of cash earnings.

In contrast, De Grey has not paid any dividends to date. Having regard to the funding needed for the construction and ramp-up of the Hemi Project, coupled with the requirement to repay the project funding, we consider it unlikely that De Grey will be in a position to pay a dividend in the immediate future.

Australian resident De Grey Shareholders may be eligible for capital gains tax roll-over relief.

Shareholders who receive new Northern Star shares as Scheme Consideration, who are Australian tax residents and who make a capital gain from the disposal of their De Grey shares may be eligible for capital gains tax scrip-for-scrip roll-over relief. Broadly, roll-over relief enables these Shareholders to disregard the capital gain they make from the disposal of the De Grey shares under the Scheme.

De Grey is seeking confirmation from the Australian Taxation Office that roll-over relief is available for these Shareholders, in a class ruling.

3.2.2 Disadvantages

The Scheme Consideration does not provide certainty as to the value of consideration to be received

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As the Scheme Consideration offered under the Scheme does not include a cash alternative, in the event the Scheme is implemented, Shareholders will receive new ordinary shares in the Merged Group.

While the assumptions adopted by us in determining our assessed value range for a De Grey share and the Scheme Consideration are considered reasonable at the date of this report, the value ultimately received by Shareholders for their existing De Grey shares will be dependent upon the trading price for a Merged Group share, post the implementation of the Scheme.

The Scheme Consideration dilutes the exposure of Shareholders to the upside potential of the Hemi Project

Whilst Shareholders retain upside exposure to the Hemi Project, their exposure would be diluted to an indirect 20.0%[12] interested (held through a shareholding in the Merged Group) should the Scheme be approved and implemented. In this context, we note that there is a potential that De Grey could have realised a premium to the current valuation by completing further key milestones of the development process. However, as discussed below, this is not without risk and exposure to downside potential.

Shareholders will no longer be invested in a pure-play development project

Shareholders who held shares in De Grey were investing in a development phase project, which offered relatively higher potential returns albeit with the associated risks. As the Scheme Consideration is shares in Northern Star, Shareholders will be exchanging their investment in pure-play development project for an investment in a top-10 gold mining company, which may not match their preferred investment/risk profile.

However, it is open to those Shareholders wishing to maintain an increased level of exposure to the volatility of development assets in the gold sector (as compared to that offered by holding a share in the Merged Group) to sell the new Merged Group shares issued to them on market and reinvest the proceeds in an alternative development stage gold mining company.

3.3 Other considerations

The possibility of an alternative offer emerging is low but should not be discounted

Whilst De Grey and Northern Star have agreed on no shop, no talk clauses, meaning unless the SID is terminated or lapses, De Grey will not directly or indirectly solicit any Competing Proposal or participate in any discussions or negotiations in relation to any Competing Proposal, there remains a residual chance for other bidders to emerge for De Grey.

There is a risk that a De Grey share will fall from current levels in the absence of the Scheme or an alternative superior offer

The closing price of a Northern Star share on 23 January 2025 was $17.28, which, based on the Exchange Ratio, implies a value of $2.06 per De Grey share. Based on De Grey's share

[12] Refer to section 10.1 for further details

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price on 29 November 2024, being the last trading day prior to the Announcement Date of $1.52, this implies a premium of c. 35%.

De Grey's share priced increased from $1.52 on 29 November 2024, being the last trading day prior to the Announcement Date, to $1.92 on the next trading day, which marks an increase of c. 26%. De Grey's share price as at 23 January 2025 (of $2.01) represents an increase of c. 32% compared to the last trading day prior to the Announcement Date.

The share prices of Northern Star and De Grey have largely trended in line since the Announcement Date which may indicate that the market considers there to be a strong prospect of the Scheme being approved and implemented. We therefore believe that the market has largely priced the takeover premium of the Scheme into De Grey's share price. Were the Scheme not to be implemented, there is a high risk that the De Grey share price may fall significantly from current trading levels.

The standalone value of De Grey can be expected to change as the Hemi Project moves through its development cycle

The value of a mineral project increases as it successfully moves through each stage of its development. As discussed previously, the Hemi Project is progressing through the development process with Management currently planning for first production in FY26.

However, there is an inherent risk in achieving the various milestones and delays or unexpected plan deviations could also decrease the market's confidence in De Grey's ability to deliver the Hemi Project and cause the share price to fall. The success of De Grey in moving through the key development milestones for the Hemi Project will not be known for some time. While the value attributable to De Grey is considered reasonable at the date of this report, the value of De Grey (on a standalone basis) may increase, or conversely decline, significantly in the future depending on the progress of the Hemi Project development.

Ineligible foreign shareholders and small parcel shareholders involuntary disposal

Restrictions in certain foreign countries may make it impractical or unlawful to offer or receive securities in those countries, therefore some De Grey shareholders will be ineligible foreign shareholders.

In the event the Scheme is implemented, the Merged Group shares to which the ineligible foreign shareholders would otherwise have been entitled to will be issued to a nominee (**Sale Agent**) and realised through the **Sale Facility**, with the net proceeds of such sales distributed to the relevant ineligible foreign shareholders, notwithstanding that those ineligible foreign shareholders may have desired to retain an interest in the Merged Group.

Similarly, the shares in the Merged Group that small parcel shareholders would otherwise have received will be realised on market by the Sale Agent, notwithstanding these parties may have wished to hold exposure in the Merged Group.

In the event the Merged Group in turn receives a takeover offer, De Grey shareholders will participate in any premium offered

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De Grey shareholders would be entitled to participate in any control premium should the Merged Group in turn receive a takeover offer.

Based on the current shareholder profiles of De Grey and Northern Star, the share register of the Merged Group will remain relatively open immediately following the implementation of the Scheme. Hence, we do not consider the prospects of the Merged Group receiving a takeover offer in the future to be diminished as a result of the Scheme being implemented. Indeed, it is arguable that given the Merged Group's increased scale and multi-project status this may increase the attractiveness of the company to potential acquirers. Should an offer emerge in the future for the Merged Group, current Shareholders that continue to hold Merged Group shares would be entitled to participate in any takeover premium paid.

Transition risk

There is a potential that various shareholders in the Merged Group will seek to realise their portfolio holdings in the period immediately following the implementation of the Scheme. In these circumstances, until the shareholder base of the Merged Group is rebalanced, a risk exists of greater volatility in the Merged Group share price, at least in the short-term post the completion of the , than may otherwise have been the case, all other things being equal. As noted previously, the nominee appointed to realise Merged Group shares on behalf of ineligible "foreign shareholders" and "small parcel shareholders" is likely to be a seller of Merged Group shares during this period.

However, given De Grey shareholders will only hold approximately 20.0%[13] of the Merged Group's issued capital, we would not expect any additional share trading to create an overhang in the market for Merged Group shares.

3.4 Consequences if the Scheme does not proceed

In the event that the Scheme is not approved, De Grey will continue to operate in its current form and remain listed on the ASX. As a consequence:

- Shareholders will not receive the Scheme Consideration and the implications of the Scheme, as summarised above, will not occur
- Shareholders will continue to be exposed to the benefits and risks associated with an investment in De Grey, which will be closely tied to the successful development of the Hemi Project as it moves through its development cycle into operations. While the Hemi Project is expected to generate significant free cash flow to equity over the life of mine (**LOM**), any further delays and/or unexpected adverse financial results during development, ramp-up or subsequent operations may impact on De Grey's financial position and could require De Grey to explore additional funding options
- as discussed previously, our valuation of De Grey shares exceeds the price at which, based on current market conditions, we would expect De Grey shares to trade on the ASX in the

[13] Refer to section 10.1 for further details

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absence of the Scheme or some superior offer. Accordingly, if the Scheme does not proceed, we would expect the De Grey price to fall, at least in the short term.

4 Other matters

In forming our opinion, we have considered the interests of Shareholders as a whole. This advice therefore does not consider the financial situation, objectives or needs of individual De Grey shareholders. It is not practical or possible to assess the implications of the Scheme on individual De Grey shareholders as their financial circumstances are not known. The decision of individual shareholders as to whether or not to approve the Scheme is a matter for individuals based on, amongst other things, their risk profile, liquidity preference, investment strategy and tax position.

Individual shareholders should therefore consider the appropriateness of our opinion to their specific circumstances before acting on it. As an individual's decision to vote for or against the Scheme may be influenced by his or her particular circumstances, we recommend that individual shareholders, including residents of foreign jurisdictions, seek their own independent professional advice.

Our report has been prepared:

- in accordance with the relevant provisions of the Act and other applicable Australian regulatory requirements
- solely for the purpose of assisting Shareholders in considering the Scheme.

We do not assume any responsibility or liability to any other party as a result of reliance on this report for any other purpose.

KPMG Corporate Finance has made reasonable enquiries of De Grey and De Grey has concluded that Design and Distribution Obligation regulations do not apply to the Scheme.

Neither the whole nor any part of this report or its attachments or any reference thereto may be included in or attached to any document, other than the Scheme Booklet to be sent to Shareholders in relation to the Scheme without the prior written consent of KPMG Corporate Finance as to the form and context in which it appears. KPMG Corporate Finance consents to the inclusion of statements and references in the Scheme Booklet which are based on or referable to statements made in the IER in the form and context in which each such reference is included, and consents to being named in the Scheme Booklet as the Independent Expert.

Our opinion is based solely on information available as at the date of this report as set out in Appendix 2. We have not undertaken to update our report for events or circumstances arising after the date of this report other than those of a material nature which would impact upon our opinion. We refer readers to the limitations and reliance on information as set out in section 6 of our report.

References to an Australian financial year (i.e. the 12 months to 30 June XX) have been abbreviated to FYXX and references to calendar years have been abbreviated to CYXX.

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The above opinion should be considered in conjunction with and not independently of the information set out in the remainder of this report, including the appendices.

Yours faithfully



Bill Allen
Authorised Representative



Sean Collins
Authorised Representative

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5 Summary of the Scheme

The principal terms of the Scheme as they affect Shareholders are that Shareholders (other than ineligible shareholders as defined in the Scheme Booklet) will be issued 0.119 new Northern Star shares for each ordinary share held in De Grey as at 5:00 pm on the second business day after the Scheme becomes effective (**Record Date**)[14].

5.1 Conditions precedent

Completion of the Scheme is subject to a number of conditions precedent as set out in the SID, including, but not limited to:

- the Court makes orders to approve the Scheme
- ASIC and ASX issues or provides all consents, waivers, relief or approvals (or have done any other actions) which De Grey and Northern Star consider necessary
- De Grey shareholders approve the Scheme by the requisite majorities
- the Independent Expert concludes, and continues to conclude, that the Scheme is in the best interests of Shareholders.

As at the date of this report, De Grey is not aware of any reason why the conditions precedent will not be satisfied.

5.2 No shop, No talk

The parties have agreed that unless the SID is terminated or lapsed (the SID will lapse on 30 June 2025 unless De Grey and Northern Star otherwise agree in writing), De Grey will not:

- directly or indirectly solicit any Competing Proposal (as defined in the SID); or
- participate in any discussions or negotiations in relation to any Competing Proposal unless failure to do so would involve a breach of the fiduciary duties of its Directors.

De Grey must notify Northern Star if it becomes aware of any Competing Proposal. Northern Star has also been granted a right to match any Superior Proposal (as defined in the SID).

5.3 Other clauses

The SID includes clauses for De Grey to pay a break fee of $50 million to Northern Star in certain circumstances leading to the Scheme not proceeding, along with various other standard provisions relevant to a scheme, such as termination rights and the obligations of each company in the lead up to implementation. A reverse break fee of $100 million is payable by Northern Star to De Grey in certain circumstances.

[14] Currently 5:00 pm on 28 April 2025

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Further details in relation to the Scheme are set out in the Scheme Booklet to which this report is attached, and also in the SID included with De Grey's announcement of the Scheme on 2 December 2024.

6 Scope of the report

6.1 Purpose

This report has been prepared by KPMG Corporate Finance for inclusion in the Scheme Booklet to accompany the Notice of Meeting convening a Court ordered meeting of Shareholders on or around 16 April 2025 in accordance with Section 411 of the Act. The purpose of the meeting is to seek approval of the Scheme.

The sole purpose of this report is an expression of KPMG Corporate Finance's opinion as to whether the Scheme is in the best interests of Shareholders. This report should not be used for any other purposes or by any other party.

6.2 Limitations and reliance on information

In preparing this report and arriving at our opinion, we have considered the information detailed in Appendix 2 of this report. In forming our opinion, we have relied upon the truth, accuracy and completeness of any information provided or made available to us without independently verifying it. Nothing in this report should be taken to imply that KPMG Corporate Finance has in any way carried out an audit of the books of account or other records of De Grey for the purposes of this report.

Further, we note that an important part of the information base used in forming our opinion is comprised of the opinions and judgements of De Grey's management (**Management**). We have had discussions with Management in relation to the nature of De Grey's operations, its specific risks and opportunities, its historical results and its prospects for the foreseeable future. This type of information has been evaluated through analysis, enquiry and review to the extent practical. However, such information is often not capable of external verification or validation.

De Grey has been responsible for ensuring that information provided by it or its representatives is not false or misleading or incomplete. Complete information is deemed to be information which at the time of completing this report should have been made available to KPMG Corporate Finance and would have reasonably been expected to have been made available to KPMG Corporate Finance to enable us to form our opinion.

We have no reason to believe that any material facts have been withheld from us but do not warrant that our inquiries have revealed all of the matters which an audit or extensive examination might disclose. The statements and opinions included in this report are given in good faith, and in the belief that such statements and opinions are not false or misleading.

The information provided to KPMG Corporate Finance included forecasts/projections and other statements and assumptions about future matters (**forward-looking financial information**) prepared by or on behalf of De Grey. KPMG Corporate Finance has relied upon this forward-looking financial information in preparing this report and De Grey remains responsible for all aspects of this forward-looking financial information. The forecasts and projections as supplied

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to us are based upon assumptions about events and circumstances which have not yet transpired. We have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to any forward-looking financial information. However, we have made sufficient enquiries to satisfy ourselves that such information has been prepared on a reasonable basis.

KPMG Corporate Finance has instructed AMC to undertake various enquiries in relation to the forecast information, including review of technical and operational data and holding discussions with Management in regard to the technical and operational assumptions underlying the forecast operations of the Hemi Project. AMC has, where necessary, made adjustments to reflect its judgement and provided its preferred forecast production and cost schedules to KPMG Corporate Finance. KPMG Corporate Finance is of the view that this forward-looking information has been prepared on a reasonable basis and, therefore, is suitable as a basis for our valuation. Further detail in relation to the involvement of AMC and a summary of its projections is set out in section 12 of this report. A copy of AMC's ITSR is included at Appendix 7 to this report

Notwithstanding the above, KPMG Corporate Finance cannot provide any assurance that the forward-looking financial information will be representative of the results which will actually be achieved during the forecast period. Any variations in the forward-looking financial information may affect our valuation and opinion.

It is not the role of the independent expert to undertake the commercial and legal diligence that a company and its advisers may undertake. The Directors are responsible for conducting diligence in relation to the Scheme. KPMG Corporate Finance provides no warranty as to the adequacy, effectiveness or completeness of the diligence process, which is outside our control and beyond the scope of this report. We have assumed that the diligence process has been and is being conducted in an adequate and appropriate manner.

The opinion of KPMG Corporate Finance is based on prevailing market, economic and other conditions at the date of this report. Conditions can change over relatively short periods of time. Any subsequent changes in these conditions could impact upon our opinion. We note that we have not undertaken to update our report for events or circumstances arising after the date of this report other than those of a material nature which would impact upon our opinion.

6.3 Disclosure of information

In preparing this report, KPMG Corporate Finance has had access to all financial information considered necessary in order to provide the required opinion. Due to commercial sensitivity and/or confidentiality undertakings, we have limited the level of disclosure in relation to certain key business arrangements. However, we have disclosed a summary of material information which we relied on in forming our opinion, which is consistent with the type of information that is regularly placed into the public domain by De Grey.

6.4 Reliance on Technical Expert

ASIC Regulatory Guides envisage the use by an independent expert of specialists when valuing specific assets. To assist KPMG Corporate Finance in the valuation of De Grey's mineral

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assets, AMC was engaged by De Grey, and instructed by us, to prepare a ITSR in relation to the development and operational forecast assumptions for the Hemi Project, as well as the valuation of the Exploration Assets**.** A copy of the AMC's ITSR, dated 6 March 2025, is attached to this report at Appendix 7.

AMC's ITSR was prepared in accordance with the requirements of the Australasian Code for Public Reporting of Technical Assessment and Valuation of Mineral and Petroleum Assets (2015 Edition) (**the ValMin Code**) to the extent applicable.

ASIC's Regulatory Guides recommend the fees payable to the technical specialists be paid in the first instance by the independent expert and claimed back from the party commissioning the independent expert. KPMG Corporate Finance's preferred basis for appointment of technical specialists is that the client commissions, and pays the fees directly to, the technical specialist, whilst KPMG Corporate Finance defines the scope of work for the technical specialist. We do not consider that the independence of the technical specialist is impaired by this arrangement.

We have satisfied ourselves as to AMC's qualifications and independence from Northern Star and De Grey and have placed reliance on AMC's report.

Following discussion and enquiry with AMC, the development and operational assumptions recommended by AMC have been adopted in the cash flow projections used by us in assessing the value for De Grey's interest in the Hemi Project. KPMG Corporate Finance was responsible for the determination of certain macroeconomic and other assumptions, such as commodity prices, exchange rates, discount rates, inflation and taxation assumptions.

The valuation methodologies adopted by AMC in respect of the Exploration Assets are based on the yardstick value method and the unit area method. In valuing the Exploration Assets, AMC has had regard to comparable transactions.

Due to the various uncertainties inherent in the valuation process, AMC has determined a range of values within which it considers the value of the Exploration Assets to lie. The valuations ascribed by AMC to De Grey's Exploration Assets have been adopted in our report.

7 Industry overview

De Grey's principal interest is in exploring for and developing gold projects. Accordingly, the financial performance of De Grey is significantly impacted by developments in the international markets for this commodity. To provide the context for assessing the prospects of De Grey, we have included an overview of recent trends in the international gold markets at Appendix 3.

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8 Profile of De Grey

8.1 Company overview

De Grey is a Western Australian based mining company listed on the securities exchange of the ASX. De Grey's current principal activities comprise the development of its 100% owned Hemi Project, which is located in the Pilbara region of Western Australia, approximately 85 kilometres south of Port Hedland.

De Grey has had a presence in the Pilbara region since inception, with its first exploration success in the region in December 2003 with the discovery of the Wingina Well gold deposit (which today forms part of Hemi Regional). A major breakthrough followed in 2019 with a large scale, high value, near surface gold discovery at Hemi. Since the discovery of Hemi which remains open, drilling activities have heavily focused on extending and defining Hemi. Outside of Hemi, Hemi Regional remains open in multiple directions under the regional exploration strategy. Key regional sites comprise the original Eastern Mining Centre and the Western Mining Centre.

An overview of the combined Hemi and Hemi Regional mineral assets is set out below and discussed in more detail in AMC's ITSR, which is attached as Appendix 7 to this report and in Section 5 of the Scheme Booklet.

8.2 The Hemi Project and Hemi Regional – 100% interest

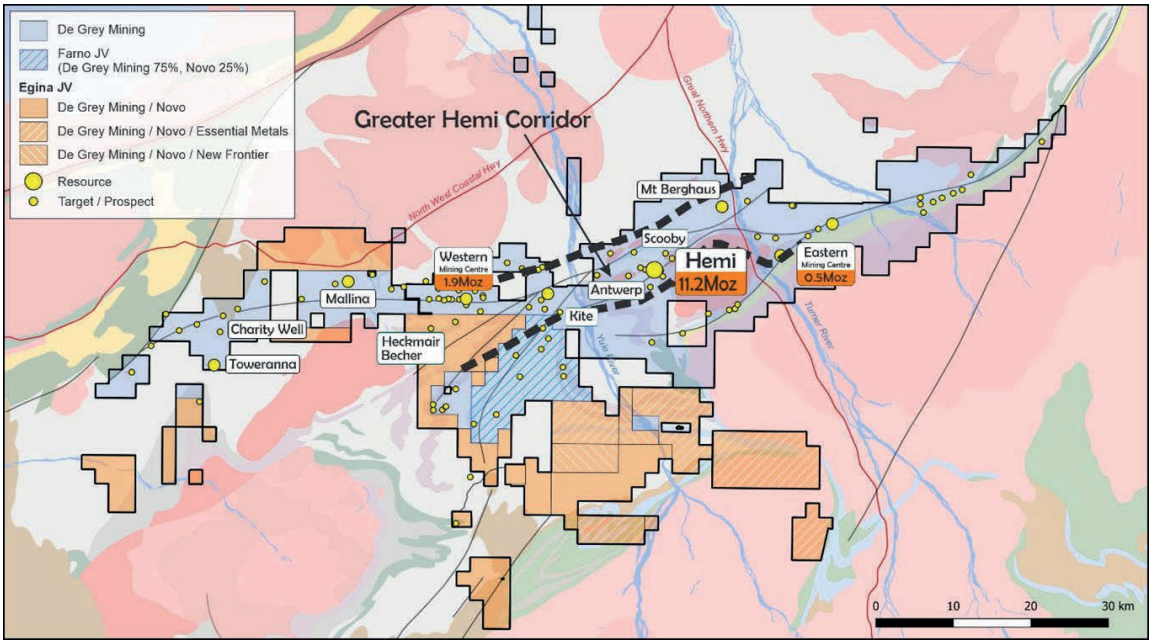
8.2.1 Overview

As outlined above, De Grey made a large scale, high value, near surface gold discovery at Hemi in late 2019. The 100% owned Hemi Project is an intrusion-hosted form of gold mineralisation and currently comprises six main zones – Aquila, Brolga, Crow, Diucon, Eagle and Falcon.

A map of the Greater Hemi Corridor including the Hemi and the Hemi Regional deposits is set out below.

Figure 2: Greater Hemi Corridor along 150km strike tenement package

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Source: Scheme Booklet

8.2.2 Project progress and timeline

Since discovery in late 2019, De Grey has rapidly advanced the Hemi Project. A project Scoping Study (**2021 SS**) was completed in October 2021, with a subsequent Preliminary Feasibility Study released in September 2022 (**2022 PFS**). A Definitive Feasibility Study was published in September 2023 (**2023 DFS**). The key findings for each of these studies are summarised in the table below.

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Table 6: Key production and financial outcomes, Hemi and Hemi Regional through the 2021 SS, 2022 PFS and the 2023 DFS

	Unit	2021 SS	2022 PFS	Delta	2023 DFS	Delta
	Unit			Delta		
Key Production Outcomes						
Life of Mine	Years	10.0	13.6	*36%*	12.0	*-12%*
Av. gold production (recovered) first 10 years	Koz pa	427	540	*26%*	530	*-2%*
Total recovered gold	Moz	4.3	6.4	*49%*	5.7	*-11%*
Key Metrics						
Gold price	$/oz	2,400	2,400	*0%*	2,700	*13%*
Spot gold price at time of study	$/oz	n/a	2,500	*n/a*	2,950	*18%*
All-in Sustaining Costs (first 10 years)	$/oz	1,224	1,280	*5%*	1,295	*1%*
Free cash flow (post-tax)	$ billion	2.9	4.2	*45%*	4.5	*7%*
Payback period (post-tax)	Years	1.8	1.8	*0%*	1.8	*0%*
Internal Rate of Return (post-tax)	%	49	41	*-16%*	36	*-12%*
Total pre-production capital costs	$ billion	0.9	1.1	*18%*	1.3	*28%*

Source: De Grey ASX announcements dated 5 October 2021, 8 September 2022, 28 September 2023, KPMG Corporate Finance analysis

Note: 2021 SS and 2022 PFS comprise Hemi and Hemi Regional, the 2023 DFS only includes Hemi

- the 2021 SS indicated a global Mineral Resource Estimate (**MRE**) of 230 million tonnes (**Mt**) at approximately 1.2 grams of gold per tonne (**g/t**) for approximately 9.0 million ounces (**Moz**) of gold for Hemi and Hemi Regional combined. The average gold production (recovered) in the first 10 years was estimated at 427 thousand ounces (**Koz**) per annum and the total gold production was estimated at 4.3 Moz, with an All-in Sustaining Cost per annum (**AISC**) of 1,224 $/oz. At the time, the study did not include extensions to mineralisation at Diucon and Eagle which were highlighted as further upside potential. The estimated financial outcomes at the time included a post-tax Internal Rate of Return (**IRR**) of 49% with an unleveraged post-tax payback of 1.8 years
- the 2022 PFS showed an increase in the global MRE of Hemi and Hemi Regional to 251 Mt at approximately 1.3 g/t for approximately 10.6 Moz of gold. The average per annum gold production estimate for the first 10 years increased by 26% from 427 Koz per the 2021 SS to 540 Koz. Total gold production increased by nearly 50% compared to the 2021 SS, to 6.4 Moz with an AISC of 1,280 $/oz. Along with the increased resource and production estimates, De Grey also published the maiden Hemi Joint Ore Reserve Committee (**JORC**) Probable Ore Reserve of 5.1 Moz at 1.5 g/t as part of the 2022 PFS announcement, which Management considered to be one of the largest and highest-grade maiden Reserves in recent decades
- after a further extensive drilling program had been undertaken, the 2023 DFS was published in September 2023. The DFS outcomes are based on the June 2023 MRE (JORC), which saw the Hemi MRE increase by 1.0Moz to 237Mt @ 1.3g/t Au for 9.5Moz, with the Indicated Resources increasing by 1.1 Moz to 166 Mt at 1.3 g/t Au for 6.9 Moz. The average per

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annum gold production estimate for the first 10 years reduced by 2% to 530 Koz, and total gold production decreased by 11% to 5.7 Moz with the mine life reducing to 12 years. The AISC increased slightly to 1,295 $/oz. While the key production outcomes and key metrics in Table 1 only comprise Hemi, the DFS announcement also included an increase in the global MRE of Hemi and Hemi Regional to 277 Mt at approximately 1.3 g/t for approximately 11.7 Moz of gold.

Based on the DFS results, the De Grey board approved the following project implementation activities:

- ordering of long lead items on critical path
- continue to refine the project execution plan
- detailed engineering and design to a high confidence level before project approvals
- refining the developed contracting strategy
- advancing major project tenders
- progress activities to support the project execution schedule
- progress and conclude project financing.

At the time, the DFS anticipated the commencement of construction in mid-2024, with first gold production expected in mid-2026.

At the date of this report, De Grey is looking to finalise the project funding and obtain outstanding approvals prior to commencing the construction of the mine infrastructure. The status of the project is described in more detail in section 5.2 of the Scheme Booklet. We have summarised below the status of key milestones of the project.

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Table 7: Key Milestones and Development Stage of the Hemi Project

Stage	Key Milestones	Status	Comment
Exploration	Preliminary exploration	Completed	Initial discovery of Hemi deposit in late 2019
	Assessment of deposit potential	Completed	Project Scoping Study published in October 2021
Planning & Development			
Planning	Definitive Feasibility Study	Completed	Published in September 2023
	Design of mine layout and facilities	In progress	
Development Approvals	Land access rights	In Progress	Mining agreement in place with Kariyarra people since December 2022. Pastoral lease access agreement for Indee Station secured. Mining lease for Hemi granted in September 2023. Commencement of construction subject to statutory and environmental approvals. Further licences for additional infrastructure such as village accommodation are in progress.
	Environmental approvals	In Progress	Environmental Protection and Biodiversity Conservation Act (**EPBC**) referral submitted to federal government in May 2023. Revised documentation submitted in August 2024. Minor queries outstanding. Environmental Protection Act (**EP**) referral submitted to WA state government in June 2023. Revised referral documents submitted in November 2024, public comment period concluded in December 2024. Public comment summary received February 2025.
	Statutory approvals	In Progress	Federal and state approval expected in June quarter 2025.
Front End Engineering and Design (**FEED**) and Major Contracts	EPCM and EPC tenders	In Progress	Engineering, Procurement, Construction Management (**EPCM**) and Engineering, Procurement, and Construction (**EPC**) tenders for plant construction under evaluation.
	Major long lead plant equipment orders	In Progress	Ordering of major long lead plant equipment essentially complete.
Project Financing	Identification of equity/debt providers	Completed	Equity and debt providers identified.
	Equity financing secured	Completed	Equity raising underwritten in May 2024.
	Execution ready finance agreements	In Progress	Credit approved term sheet from banking syndicate received in June 2024. Terms agreed for Northern Australia Infrastructure Facility (**NAIF**) government loan in August 2024.
	Conditions precedent satisfied	In Progress	
Construction	Early works	Pending	Mt Dove village complete, awaiting Department of Health approval.
	Mine infrastructure	Pending	Anticipated to commence post financial close/final investment decision. Tenders for plant construction progressed, plant long lead items evaluated and awarded in December 2024 quarter.
	Processing, waste containment and water treatment facilities	Pending	
Operation		Pending	First gold production anticipated two years post construction commencement. Contract mining tenders under evaluation.

Source: various De Grey ASX announcements between 2019 and 2024

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8.2.3 The Hemi Project Funding Status

The DFS included a pre-production capital cost of $1,345 million. De Grey is funding these capital costs together with the ongoing exploration costs, corporate costs and the commissioning working capital through a mix of debt and equity funding as discussed below.

Equity funding

De Grey undertook one equity raise during FY23, raising $150 million:

- in October 2022, De Gery announced the launch of a fully underwritten institutional placement to raise $130 million and a non-underwritten share purchase plan targeting to raise $20 million. The new shares were issued at a price of $1.00 per share.

De Grey undertook two equity raises during FY24, raising $900 million:

- in September 2023, De Grey announced the successful bookbuild for a fully underwritten $300 million placement at a share price of $1.05 per share, which represented a 5.8% discount to the last closing share price
- in May 2024, De Grey announced the launch of a fully underwritten $600 million equity raising via a combination of an institutional placement and a pro-rata accelerated non-renounceable entitlement offer. The $600 million Equity Raise was closed at an issue price of $1.10 per new share representing a c. 13% discount to the last closing share price.

Debt funding

De Grey announced on 28 June 2024 that it has received credit approved term sheets from a syndicate of domestic and offshore commercial banks for a $1,000 million debt facility and a $130 million cost overrun facility. This syndicate includes the NAIF, a government agency, which has agreed to terms for provision of a $150 million loan to support the development of the Hemi Project, subject to finalisation of documentation and due diligence. While De Grey is still progressing the debt funding process, it is not permitted to sign binding documentation under the terms of the SID (unless De Grey has Northern Star's consent), which may impact on the timing of finalising the debt funding, if the Transaction does not proceed.

Liquidity buffer

The approved debt funding, when combined with the cash balance of c. $786 million as at 31 December 2024, provides the funding required for the Hemi Project pre-production capital cost and ongoing operational costs, leaving a c. $275 million liquidity buffer based on a current Management estimate.

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8.3 Ore Reserves and Mineral Resources

The Ore Reserves and Mineral Resources comprise both Hemi and Hemi Regional. The below table outlines the Mineral Resources.

Table 8: Hemi and Hemi Regional Mineral Resources at November 2024

Centre	Measured			Indicated			Inferred			Total		
	Mt	g/t	Koz	Mt	g/t	Koz	Mt	g/t	Koz	Mt	g/t	Koz
Hemi	12.7	1.4	588	148.5	1.3	6,261	102.7	1.3	4,326	263.9	1.3	11,174
Hemi Regional	4.1	1.7	229	18.7	1.6	957	22.8	1.7	1,223	45.6	1.6	2,409
Total	**16.8**	**1.5**	**817**	**167.2**	**1.3**	**7,218**	**125.5**	**1.4**	**5,549**	**309.5**	**1.4**	**13,584**

Source: De Grey Website, ASX announcement 14 November 2024

The below table outlines the Hemi Project probable ore reserves.

Table 9: Hemi Project Ore Reserves at September 2023

Centre	Proved			Probable			Total		
	Mt	g/t	Koz	Mt	g/t	Koz	Mt	g/t	Koz
Hemi	0.0	0.00	0	120.8	1.5	6,002	120.8	1.5	6,002
Total	**0.0**	**0.0**	**0**	**120.8**	**1.5**	**6,002**	**120.8**	**1.5**	**6,002**

Source: De Grey ASX announcement 28 September 2023, De Grey website

8.4 Other mineral assets

Farno McMahon Project – 75% interest

On 28 July 2017, De Grey secured an option to enter into a joint arrangement for a tenement referred to as the Farno McMahon Project. The option was exercised on 2 October 2017. During the year ended 30 June 2021 (**FY21**), De Grey earned a 75% equity interest in the Farno McMahon Project and has continued exploration.

Novo Resources Corporation: Egina Project – 50% earn-in and equity investment

On 22 June 2023, De Grey entered into a binding Heads of Agreement (**HOA**) with Novo Resources Corporation (**Novo**), covering the Egina Project. The **Egina Project** covers a 1,034 square kilometres tenement package adjacent to De Grey's existing Hemi Project. The tenement is located immediately south of Withnell and southwest of Hemi. Under the HOA, De Grey can earn into 50% of the Egina Project, by spending $25 million over four years, with a minimum of $7 million within 18 months. At the date of this report, De Grey reported that the initial minimum spending of $7 million had been completed. To earn the 50% interest, De Grey must spend the remaining $18 million prior to 30 June 2027. Upon De Grey earning a 50% interest, a joint venture will be formed with customary funding and dilution rights applied to both De Grey and Novo.

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De Grey has also executed a strategic investment in Novo Chess Depository Interests (**CDI**). On 22 June 2023, De Grey announced that it had acquired 35,223,786 Novo CDIs with a c. $10 million investment. As a result, De Grey became Novo's largest securityholder with 11.6% of issued equity (**Novo Investment**) at that time. As of 23 January 2025, De Grey holds 35,273,786 Novo CDIs.

Kalamazoo Resources Limited: Option

On 5 February 2024, De Grey signed an exclusive option agreement with Kalamazoo Resources Limited (**Kalamazoo**) to acquire the Ashburton Gold Project. This project consists of granted mining leases and exploration licenses, including an existing 1.44 Moz gold resource. The **Ashburton Gold Project** exploration package is located 290km south of the Hemi Project and covers 217 square kilometres. The option period is 12 to 18 months with De Grey to commit $1 million minimum expenditure for exploration, test work and studies. On the exercise of the option, a payment of $15 million would be due immediately, with an additional $15 million payable within 18 months of exercise. Payment can be made in cash or De Grey shares, at De Grey's election.

Atlas Iron Mt Dove Tenements

In July 2024, De Grey announced that it executed a 15-year sub lease on the Mt Dove tenements, located 10km south of Hemi. The tenements provide an off-site equipment transit and laydown area which De Grey plans to use to locate equipment prior to approvals being granted. As part of the lease terms, De Grey has agreed to contribute up to $7.8m towards the Mt Dove environmental liability.

8.5 Historical financial performance

De Grey's historical audited consolidated statements of financial performance for FY23 and FY24, and the reviewed 1H25 statements are summarised below.

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Table 10: De Grey's historical consolidated financial performance

$'000	Audited 12 months 30 Jun 23	Audited 12 months 30 Jun 24	Reviewed 6 months 31 Dec 24
Revenue	27	24	10
Interest income (effective interest method)	4,020	16,225	20,140
Other income	145	18	307
Revenue & other income	**4,192**	**16,266**	**20,457**
Employee benefits expense	(9,918)	(12,511)	(7,641)
Share based payments expense	(2,804)	(2,706)	(1,880)
Compliance expenses	(595)	(1,113)	(441)
Corporate advisory and consulting expenses	(985)	(2,157)	(1,217)
Administration and other expenses	(5,069)	(7,263)	(4,148)
Depreciation and amortisation	(2,322)	(2,604)	(1,393)
Finance (costs)/income	(123)	(16)	132
Loss on financial assets	(1,381)	(5,116)	(212)
Total expenses	**(23,197)**	**(33,486)**	**(16,799)**
Profit/(Loss) before income tax	**(19,005)**	**(17,220)**	**3,658**
Income tax expense	-	-	-
Profit/(Loss) for the year	**(19,005)**	**(17,220)**	**3,658**
Other comprehensive income			
Items that may be reclassified to profit or loss			
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive profit/(loss) for the year attributable to equity holders of De Grey	**(19,005)**	**(17,220)**	**3,658**

Source: FY23 and FY24 Annual Reports, reviewed 1H25 Accounts
KPMG Corporate Finance analysis
Note: Amounts may not add exactly due to rounding

8.5.1 FY23

De Grey's FY23 results reflect:

- the Hemi Project remaining in its development stage, with no operating revenues generated
- the interest income was mainly driven by the increase in the cash balance following the $150 million capital raise as detailed in section 8.5
- employee benefit expenses were largely driven by the addition of 40 team members to the De Grey staff to support the ongoing development of the Hemi Project
- the costs associated with continued drilling (passing the 1.1 million metres drilled milestone just after the end of FY23 (in August 2023)), reflected across increased staff and administration expenses, as well as increased depreciation charges

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- advisory and consulting expenses are mainly attributed to the preparation of the 2022 PFS and the 2023 DFS, as detailed in 8.5, the execution of a Native Title agreement with the Kariyarra Peoples and the execution of the HOA with Novo as detailed at 8.4
- the recognition of a $1.4 million loss on financial assets driven by the decline in the Novo share price.

8.5.2 FY24

De Grey's FY24 results reflect:

- the Hemi Project's continuing development, with no operational mining revenues generated
- a significant increase in interest income driven by the completion of the equity raisings in September/October 2023 and May/June 2024, which led to a substantial increase in cash balances throughout the financial year, which more than offset the lower average interest rate received on cash and cash equivalents (3.31% in FY24 vs. 4.56% in FY23)
- the continued increase in employee benefit expenses driven by the addition of over 50 team members to the De Grey staff to support the ongoing development of the Hemi Project
- the continued increase in depreciation charges resulting from the drilling spend (which has been treated as capex) at the Hemi Project and the Egina Project (held by Novo)
- the continued increase in corporate advisory and consulting expenses, associated with the completion and release of the 2023 DFS and the engagement of external remuneration consultants
- the recognition of a further loss on financial assets of $5.1 million, driven by the continued decline of the Novo share price.

8.5.3 1H25 Reviewed

De Grey's reviewed Accounts for the 6 months to 31 December 2024 (**1H25**) reflect:

- the increase in interest income associated with the impact of increased cash balances following the FY24 equity raisings
- on a simple annualised basis, a continued increase in the operating expenditure which is largely a reflection of the further ramp up of operations at the Hemi Project, with increases in most cost items.

8.5.4 Taxation

De Grey has not paid any taxes over the period under review as it has not generated taxable income. We understand that the current balance of deferred tax assets has been offset against the deferred tax liabilities and that as a result, De Grey has not recognised either a deferred tax asset or deferred tax liability.

8.5.5 Dividends

De Grey has not paid any dividends over the period under review.

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8.6 Historical financial position

De Grey's historical audited statements of financial position as at each of 30 June 2023, and 2024 and the reviewed financial position as at 31 December 2024, are summarised below.

Table 11: De Grey's historical financial position

$'000	Audited 30 Jun 23	Audited 30 Jun 24	Reviewed 31 Dec 24
Assets			
Cash and cash equivalents	112,705	686,637	30,852
Short term deposits	-	180,535	755,535
Trade and other receivables	1,763	10,596	14,457
Inventories	179	192	174
Other assets	1,938	2,770	2,225
Total current assets	**116,586**	**880,729**	**803,244**
Financial assets	8,644	3,527	3,316
Deferred exploration & evaluation expenditure	307,710	385,179	407,080
Property, plant and equipment	11,065	37,173	94,276
Right of use asset	1,597	8,002	7,416
Total non-current assets	**329,017**	**433,880**	**512,087**
Total assets	**445,602**	**1,314,610**	**1,315,331**
Liabilities			
Trade and other payables	24,300	26,774	22,230
Lease liabilities	512	747	662
Employee benefit obligations	1,193	1,341	1,375
Total current liabilities	**26,004**	**28,862**	**24,267**
Lease liabilities	1,173	7,370	7,100
Employee benefit obligations	150	230	328
Rehabilitation provision	2,218	2,194	2,194
Total non-current liabilities	**3,541**	**9,795**	**9,621**
Total liabilities	**29,545**	**38,656**	**33,888**
Net assets	**416,057**	**1,275,954**	**1,281,443**
Equity			
Contributed equity	503,076	1,377,486	1,377,437
Reserves	4,117	6,823	8,703
Accumulated losses	(91,136)	(108,356)	(104,697)
Total Equity	**416,057**	**1,275,954**	**1,281,443**
Shares on issue (m)	*1,561*	*2,397*	*2,397*
Net asset backing per share (cents)	*27*	*53*	*53*

Source: FY23 and FY24 Annual Reports, reviewed 1H25 Accounts, KPMG Corporate Finance analysis

Note:

1. Amounts may not add exactly to due to rounding

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8.6.1 Cash and cash equivalents

While cash flows from operating and investing activities were negative over the period (refer to 8.7 for further detail), cash and cash equivalents increased significantly due to the various capital raises (refer 8.2.3).

A portion of the available cash from the equity raises was placed on short term deposits with maturities between three months and 12 months in FY24, with additional balances transferred in the period to 31 December 2024.

8.6.2 Other assets

Other assets relate to prepayments which mainly consist of insurance premiums paid in advance.

8.6.3 Financial assets

Financial assets largely comprise the Novo investment (refer to section 8.4). The majority of shares were acquired in FY23. A continuous decline of the Novo share price has led to the recognition of losses on financial assets.

8.6.4 Deferred exploration & evaluation expenditure

The deferred exploration & evaluation expenditure mainly reflects the capitalised value of De Grey's relevant expenditure in relation to the Hemi Project. Additionally, it includes the capitalised expenditure for the other assets detailed in section 8.4 including the Egina Project with Novo ($4.8m for FY24 and $7.2m for 1H25) and the Ashburton Gold Project (which is the subject of the Kalamazoo option ($0.6 m for FY24 and $2.9m for 1H25)).

8.6.5 Trade and other payables

Included in Trade and other payables as at FY24 is the committed initial expenditure required under the Novo HOA of $2.2 million. As the $2.2m was spent before 31 December 2024, there is no remaining payable as at 1H25.

8.7 Statement of cash flows

De Grey's historical audited consolidated statements of cash flows for each of FY23 and FY24 and the reviewed statement of cash flows for 1H25 are summarised below.

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Table 12: De Grey's historical consolidated statement of cash flows

$'000	Audited 12 months 30 Jun 23	Audited 12 months 30 Jun 24	Reviewed 6 months 31 Dec 24
Cash flows from operating activities			
Receipts from royalties	25	26	18
Other income received	252	21	307
Payments to suppliers and employees	(16,013)	(23,315)	(14,131)
Interest payments	(84)	(62)	(276)
Interest received	3,251	11,820	14,138
Net cash used in operating activities	**(12,568)**	**(11,510)**	**55**
Cash flows from investing activities			
Funds placed on short term deposit	-	(180,535)	(575,000)
Payments for plant and equipment	(3,005)	(17,148)	(48,080)
Payments for exploration and evaluation expenditure	(68,856)	(90,778)	(32,402)
Payment for equity investment	(10,000)	-	-
Net cash outflow from investing activities	**(81,862)**	**(288,461)**	**(655,483)**
Cash flows from financing activities			
Proceeds from issue of ordinary shares	149,046	900,579	-
Payments of share issue transaction costs	(4,934)	(26,055)	(1)
Principal elements of lease payments	(471)	(621)	(356)
Net cash inflow/(outflow) from financing activities	**143,641**	**873,903**	**(357)**
Net increase/ (decrease) in cash and cash equivalents	**49,211**	**573,932**	**(655,785)**
Cash and cash equivalents at the beginning of the period	63,494	112,705	686,637
Cash and cash equivalents at the end of the period	**112,705**	**686,637**	**30,852**

Source: FY23 and FY24 Annual Reports, reviewed 1H25 Accounts, KPMG Corporate Finance analysis
Note:

1. Amounts may not add exactly to due to rounding

De Grey has incurred significant expenditure to support the development of the Hemi Project and Hemi Regional, including exploration and evaluation expenses of c. $190 million and investments in plant and equipment of c. $70 million over the 2.5 year period. The expenditure was funded by the equity raisings discussed previously.

8.8 Commitments

As at 31 December 2024, De Grey had capital commitments of $164.1 million related to the purchase of long lead items for the Hemi Project. Additionally, De Grey had minimum exploration expenditure requirements of $2.8 million per annum for the 100% owned Hemi Project tenements and $1.7 million per annum for tenements under option and earn-in agreements (including the Egina Project and the Ashburton Gold Project).

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8.9 Board of Directors

The current Directors of De Grey are set out below.

Table 13: De Grey's Board of Directors

Board member	
Simon Lill Independent Non-Executive Chair of the Board	**Glenn Jardine** Managing Director
Peter Hood AO Lead Independent Non-Executive Director	**Emma Scotney** Independent Non-Executive Director
Paul Harvey Independent Non-Executive Director	**Andrew Beckwith** Non-Executive Director

Source: De Grey website

Further details in relation to the experience and other directorships of the Directors of De Grey are set out in section 5.8 of the Scheme Booklet and the Directors' Report section of the FY24 Annual Report.

8.10 Share capital and ownership

As disclosed in the Scheme Booklet, as at 5 March 2025, De Grey has 2,397,963,569 ordinary shares on issue.

The substantial shareholders, so far as known to De Grey based on information contained in substantial shareholders notices lodged by De Grey, are set out in the table below.

Table 14: De Grey's substantial shareholders as at 5 March 2025

Substantial shareholder	Interest in De Grey shares	Voting rights in De Grey
Gold Road Resources Limited	413,934,740	17.26%
Black Rock, Inc.	223,378,666	9.32%

Source: S&P Capital IQ, De Grey Annual Report FY2024

8.11 Performance rights, Options and Share Rights

De Grey's shareholders approved various equity incentive plans under which senior executives and employees can be granted options and performance rights. De Grey's shareholders have also approved a non-executive director plan under which non-executive directors can elect to salary sacrifice a portion of their fees and be issued share rights.

As disclosed in the Scheme Booklet, as at 5 March 2025, there are:

- 6,385,456 unissued ordinary shares in respect of which performance rights are outstanding at an exercise price of nil
- 136,913 unissued ordinary shares in respect of which share rights are outstanding at an exercise price of nil.

Under the terms of the SID, De Grey must ensure that as at the Record Date, all performance rights and share rights have converted to De Grey shares or are forfeited. De Grey must also

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use its best endeavours to ensure that all options are either exercised, cancelled, lapsed or forfeited prior to the Record Date. Based on discussions with Management, we understand that:

- all of the options have already vested and been exercised
- the performance rights and share rights automatically vest upon the Court approving the Scheme at the second court hearing. De Grey has obtained complete exercise notices from the holders of the performance rights, to be held in escrow until the performance rights have vested
- the share rights will automatically convert into shares.

Assuming that all of the above performance rights and share rights will be converted into ordinary shares prior to the Record Date, and based on 2,397,963,569 De Grey shares on issue as at 5 March 2025, De Grey would have 2,404,485,938[15] shares on issue on a fully diluted basis, on the Record Date.

8.12 Share trading history

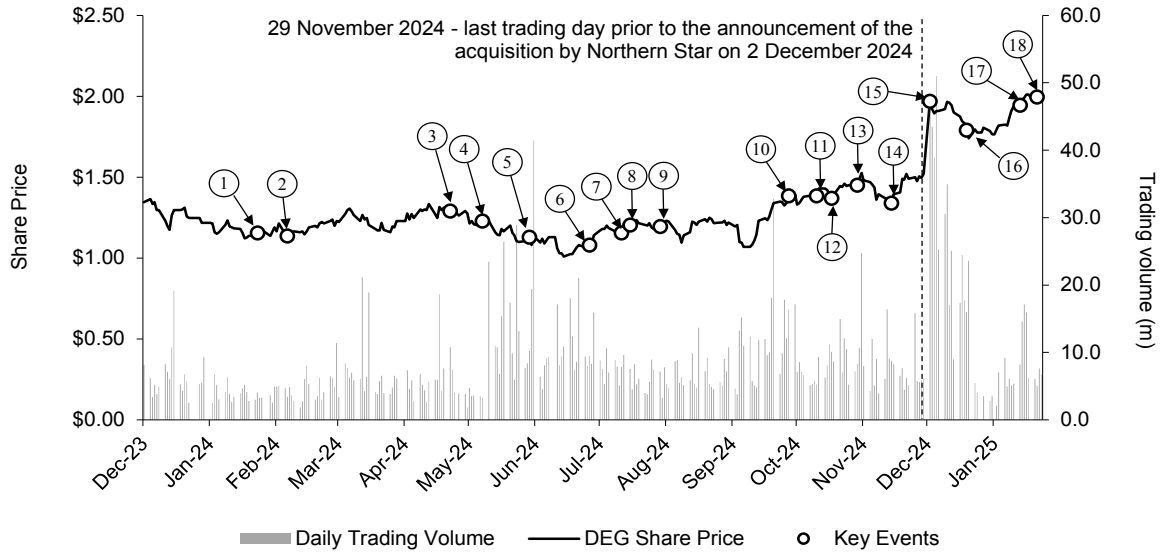
8.12.1 Recent trading in ordinary shares

The chart below depicts De Grey's daily closing price on the ASX over the 12-month period to 29 November 2024, being the last trading day prior to the Announcement Date, and for the period subsequent to that date to 23 January 2025, along with the daily volumes of shares traded over the period.

[15] Refer to section 10.1 for further detail

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Figure 3: De Grey daily close price and volume traded on the ASX and Cboe[16]



Source: S&P Capital IQ, IRESS, ASX Announcements, KPMG Corporate Finance Analysis

As illustrated in the figure above, De Grey's share price prior to the Announcement Date displayed a degree of volatility, but generally trended sideways over the period with a closing high of $1.53 per share on 31 October 2024 and a closing low of $1.01 per share on 14 June 2024. De Grey's shares closed at $1.52 on 29 November 2024, being the last trading day prior to the announcement of the Transaction.

Other than normal full year financial reporting and quarterly activities reporting (which are also shown), announcements made by De Grey identified on the ASX website as being price sensitive since 30 November 2023 include:

1 23 Jan 2024: Quarterly Activities Report and Quarterly Cash Flows Report, December 2023

2 6 February 2024: De Grey announced that it has signed an exclusive option agreement with Kalamazoo Resources to acquire their Ashburton Gold Project

3 22 April 2024: Quarterly Activities Report and Quarterly Cash Flows Report, March 2024

4 8 May 2024: De Grey announced the $600 million Equity Raise, refer to section 8.2.3 for further detail. A temporary trading halt was announced on 8 May 2024 during the institutional bookbuild, which was lifted on 10 May 2024 with the announcement of the placement results

5 29 May 2024: De Grey announced the completion of the Retail Entitlement Offer

[16] Cboe - Cboe Exchange, Inc.

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6 26 June 2024: De Grey announced drilling results from the Eagle and Diucon deposits at the Hemi Project, which presented further upside to the Hemi Project DFS results

7 11 July 2024: De Grey announced the outcomes of the regional scoping study for the mining and processing of Hemi Regional

8 15 July 2024: Quarterly Activities Report and Quarterly Cash Flow Report, June 2024

9 29 July 2024: De Grey reported drilling results from the Crow and Aquila deposits at the Hemi Project, supporting further production upside to add to the Hemi Project MRE

10 27 September 2024: De Grey announced that media speculation in The Australian newspaper, which suggested De Grey had received a buyout proposal from Agnico Eagle, was incorrect and pure speculation. Trading was paused temporarily pending the release of the announcement

11 10 October 2024: De Grey announced that it met the initial $7 million minimum expenditure commitment for exploration at the Egina Project

12 17 October 2024: Quarterly Activities Report and Quarterly Cash Flow Report, September 2024

13 29 October 2024: De Grey announced infill drill results at the Brolga deposit at the Hemi Project and reported that the results were expected to provide continued confidence to debt providers as to the quality and consistency of the mineralisation at the Brolga deposit and the Hemi Project more broadly

14 14 November 2024: De Grey announced an increase of the MRE for the Hemi Project by 0.7 Moz

15 2 December 2024: Northern Star and De Grey announce the Transaction

16 19 December 2024: De Grey announced the outcomes of its Hemi Underground Mining Conceptual Study. The study presents an early assessment of the potential for underground mining at the Hemi Project with the timing of release aligned with guidance provided in the September quarterly report

17 13 January 2025: De Grey announced infill drill results at Brolga (one of the six main zones of the Hemi Area) supporting the updated Hemi MRE and enabling the reporting of the maiden measured MRE of 0.6 Moz within the Brolga Stage 1 starter pit

18 21 January 2025: Quarterly Activities Report and Quarterly Cash Flow Report, December 2024.

Further details in relation to all announcements made by De Grey to the ASX can be obtained from either De Grey's website at www.degreymining.com.au or the ASX's website at www.asx.com.au.

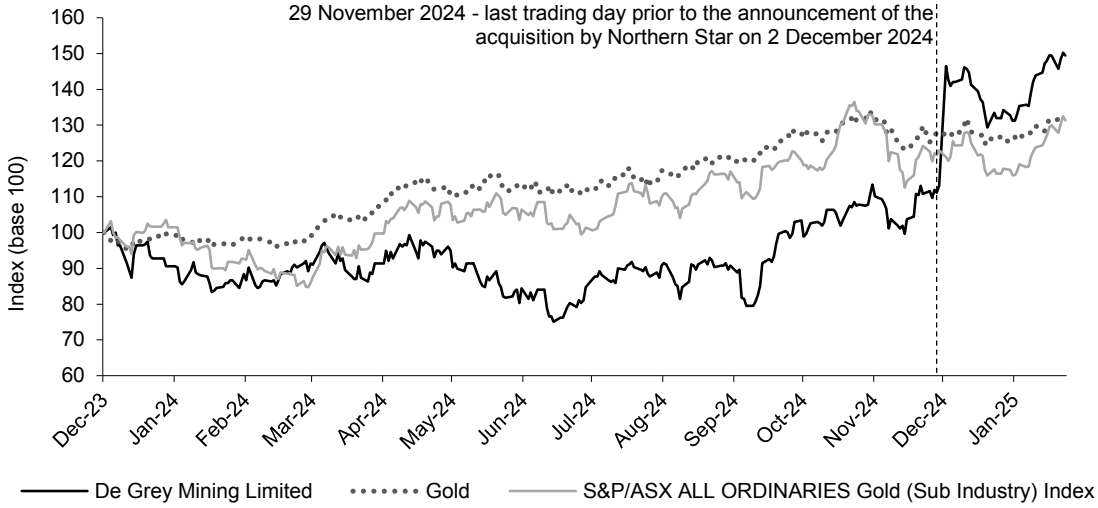
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8.12.2 Relative share price performance

As illustrated in the figure below, De Grey's share price generally underperformed against both the ASX All Ordinaries Gold (Sub Industry) Index (**XGD**) and the gold price (sourced from The Commodity Exchange (**COMEX**) in US$ per troy oz.) over the 12 months to 29 November 2024, being the last date prior to the Announcement Date, which may reflect:

- the fact that De Grey does not have any operational assets and accordingly does not currently directly benefit from changes in the gold price
- a certain degree of investor sell off following the completion of the equity raise which was priced at $1.10 per share, representing a c. 13% discount at the time.

Figure 4: De Grey's performance relative to the ASX All Ordinaries Gold (Sub Industry) Index and the gold price



Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

8.12.3 Trading liquidity on the ASX

An analysis of the volume of trading in De Grey's shares over various periods in the 12 months to 29 November 2024, being the last trading day prior to the Announcement Date, is set out in the table below.

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Table 15: De Grey Trading Liquidity before the Announcement Date

Period up to and including 29 Nov 24	Price (low)[1] $	Price (high)[1] $	Price VWAP $	Cumulative value $ million	Cumulative volume million	% of issued capital[2]
1 day	1.49	1.52	1.51	9.2	6.1	0.3%
1 week	1.46	1.52	1.50	58.6	39.1	1.6%
1 month	1.28	1.54	1.45	283.1	195.3	8.1%
3 months	1.04	1.54	1.36	848.6	626.2	26.1%
6 months	0.99	1.54	1.25	1,491.8	1,188.8	49.6%
12 months	0.99	1.54	1.24	2,462.1	1,985.6	92.2%

Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

Notes

1 Share price data represents intra-day trading rather than closing prices

2 percentage of issued capital is the cumulative volume traded over the period divided by the weighted average number of shares on issue over that period

De Grey's shares exhibited moderate liquidity over the 12 months to 29 November 2024, with an average daily volume of 7.9 million shares traded per day and a daily value of approximately $9.8 million. Over this period, De Grey's shares were traded on 252 of 254 available trading days on the ASX, with a trading halt of two days related to the equity raisings discussed previously.

8.12.4 Trading after the Announcement Date

An analysis of the volume of trading of De Grey's shares in the period from opening of trading on 2 December 2024 to 23 January 2025 inclusive is set out below, over which De Grey's shares were traded on 36 days.

Table 16: De Grey Trading Liquidity after the Announcement Date

Period from 2 Dec 24 to 23 Jan 25 incl.	Price (low)[1] $	Price (high)[1] $	Price VWAP $	Cumulative value $ million	Cumulative volume million	% of issued capital[2]
53 calendar days	1.74	2.03	1.91	1,084.5	568.7	23.7%

Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

Notes

1 Share price data represents intra-day trading rather than closing prices

2 percentage of issued capital is the cumulative volume traded over the period divided by the weighted average number of shares on issue over that period

As illustrated in Figure 3 and Figure 5, the De Grey share price broadly followed the Northern Star share price movements post the Announcement Date, which is expected given the consideration payable in Northern Star shares. Trading volumes spiked immediately following the Announcement Date.

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9 Profile of Northern Star

9.1 Company overview

Northern Star is a Western Australian based top-10 gold mining company listed on the securities exchange of the ASX. Northern Star's principal activities span across its production centres in Western Australia and Alaska. A more detailed description of Northern Star and its operations is included in section 6 of the Scheme Booklet.

In 2021, Northern Star and Saracen Mineral Holdings Ltd (**Saracen**) completed a merger (the **Saracen Merger**) under which Northern Star acquired 100% of the shares in Saracen.

Northern Star operates three major production centres:

- the **Yandal Production Centre** in Western Australia comprises the Jundee, Bronzewing and Thunderbox gold mines
- the **Kalgoorlie Production Centre** in Western Australia comprises the Carosue Dam, Kalgoorlie Consolidated Gold Mines (**KCGM**), Kanowna Belle and South Kalgoorlie gold mines
- the **Pogo Production Centre**, a gold mine located approximately 145km from Fairbanks, Alaska, United States.

Additionally, Northern Star operates the Tanami Project in the Northern Territory, under which it holds a 50% interest in the Central Tanami Project Joint Venture and a 100% interest in the Tanami Regional Project.

9.2 Asset overview

9.2.1 Yandal Production Centre

Jundee gold mine

The Jundee gold mine, located 45km northeast of Wiluna, Western Australia commenced gold production in 1995 from a complex of open pits which have now ceased operations. In 1997 operations commenced from two underground mines. Northern Star acquired Jundee in 2014. As at 31 March 2024 (being the latest information disclosed), the mineral resources amounted to 5,948 Koz and the ore reserves amounted to 1,288 Koz. The FY24 gold production was 274 Koz. The Jundee facility has a processing capacity of 3.0 Mtpa.

Bronzewing gold mine

The Bronzewing gold mine, located 80km northeast of Leinster, Western Australia commenced gold production in 1991. The mine had been on care and maintenance since March 2013, when Northern Star acquired it in 2019. Pre-production commenced in FY23 at the Orelia open pit, with the first ore processed during the June 2023 quarter. The mine is a large conventional truck and excavator operation with total movement of approximately 30 Mtpa. All ore from Bronzewing is trucked to the Thunderbox processing centre via a private haul road allowing for the use of large 200t capacity off-highway road trains. The Bronzewing processing plant has a

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milling capacity of up to 1.8 Mtpa and is currently on care and maintenance. During FY24 early-stage activities, including field mapping and bottom of hole geochemical sampling, have improved the geological understanding and interpretation of the belt, based on which Northern Star has set new targets and concepts to pursue in the future.

Thunderbox gold mine

The Thunderbox gold mine is located 45km southeast of Leinster, Western Australia. Thunderbox was acquired by Northern Star as part of the Saracen Merger in 2021. Thunderbox was originally acquired by Saracen in 2014 and commenced commercial gold production in 2016 from a complex of underground mines and open pits. As at 31 March 2024 (being the latest information disclosed), the mineral resources amounted to 4,232 Koz and the ore reserves amounted to 2,143 Koz. The FY24 gold production was 217 Koz. The Thunderbox facility has a processing capacity of 6.0 Mtpa. As outlined above, Thunderbox is also processing the ore from Bronzewing.

9.2.2 Kalgoorlie Production Centre

KCGM Operations

KCGM Operations is located adjacent to the city of Kalgoorlie-Boulder, 600km east of Perth, Western Australia. KCGM Operations commenced gold production in 1989. In November 2019 and January 2020, joint venture parties Barrick Gold Corporation and Newmont Goldcorp Corporation sold their 50/50 interests in KCGM Operations to Saracen and Northern Star respectively. When the merger between Northern Star and Saracen was implemented in February 2021, KCGM Operations became 100% controlled by Northern Star. As at 31 March 2024 (being the latest information disclosed), the mineral resources amounted to 31,638 Koz and the ore reserves amounted to 13,266 Koz. The FY24 gold production was 437 Koz. The KCGM mine currently has an expected mine life of at least 20 years. The KCGM Operations facility currently has a processing capacity of 13.0 Mtpa. In June 2023, Northern Star approved an expansion to increase mill capacity to 27 Mtpa by FY29.

Carosue Dam Operations

Carosue Dam Operations is located 120km northeast of Kalgoorlie, Western Australia. Northern Star acquired Carosue Dam Operations as part of the Saracen Merger in 2021. Saracen originally acquired Carosue Dam Operations in 2006 and commenced commercial gold production in 2010 from a complex of underground mines and open pits. As at 31 March 2024 (being the latest information disclosed), the mineral resources amounted to 4,048 Koz and the ore reserves amounted to 1,170 Koz. The FY24 gold production was 248 Koz. The Carosue Dam Operations facility has a processing capacity of 4.0 Mtpa.

Kalgoorlie Operations

The Kalgoorlie Operations comprise the Kanowna Belle gold mine (**KB**) and the South Kalgoorlie (**SKO**) gold mine. KB is located 20km northeast of Kalgoorlie and SKO is located 35km south of Kalgoorlie. KB's gold production commenced in 1993 while SKO's gold production commenced in 1987. KB was acquired by Northern Star in 2014 and SKO was

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acquired in 2018. As at 31 March 2024 (being the latest information disclosed), the combined mineral resources amounted to 7,469 Koz and the ore reserves amounted to 1,546 Koz. The FY24 combined gold production was 166 Koz. The KB processing facilities are located adjacent to the KB mine and are designed to process 2 Mtpa. The SKO processing facility (Jubilee processing plant) has a processing capacity of 1.2 Mtpa. The Jubilee mill was placed on care and maintenance during the September 2023 quarter and the workforce was redeployed across the KCGM and KB operations. SKO ore is currently processed at the KB processing plant.

9.2.3 Pogo Production Centre

The Pogo gold mine is located 145km southeast of Fairbanks, Alaska, United States. Pogo commenced gold production in 2006 and Northern Star acquired Pogo in 2018. As at 31 March 2024 (being the latest information disclosed), the mineral resources amounted to 6,681 Koz and the ore reserves amounted to 1,521 Koz. The FY24 gold production was 278 Koz. The Pogo mine currently has an expected mine life of at least 10 years. The Pogo facility has a processing capacity of 1.3 Mtpa.

9.2.4 Central Tanami Project Joint Venture

The Central Tanami Project Joint Venture **(CTPJV)** is a 50/50 Joint Venture between Tanami Gold NL (**Tanami**) and Northern Star. The Central Tanami Project (**CTP**) is located 650 kilometres northwest of Alice Springs in the Tanami Region of the Northern Territory. Northern Star acquired an initial 25% interest in the CTP in 2015 and increased its CTP interest to 40% in 2018. On 15 September 2021, Northern Star acquired a further 10% and the 50/50 joint venture was established. A joint venture company was registered, through which both Tanami and Northern Star jointly fund all exploration and development activities of the CTPJV. The tenements of the CTPJV comprise 2,110 square kilometres. The primary objective of the CTPJV is to develop and mine the Groundrush gold deposit and any other gold deposits identified within the CTPJV tenements. The CTPJV is currently still in its exploration phase. Exploration drilling is being undertaken with the aim of growing the mineral resources.

9.2.5 Operational Scorecard and outlook

A recent summary of operating statistics and results published by Northern Star is set out below.

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Table 17: Northern Star Operating Statistics, Results and Guidance

	Unit	FY23 results	FY24 results	FY25 guidance
Key Production Outcomes				
Total Material Mined	Mt	24.5	26.4	
Total Material Milled	Mt	26.5	27.5	
Head Grade	g/t	2.1	2.2	
Recovery	%	88	86	
Gold Recovered	Koz	1,556	1,645	
Gold Sold	Koz	1,563	1,621	1,650 - 1,800
Key Metrics				
All-in Sustaining Cost	$/oz	1,759	1,853	1,850 - 2,100
Revenue	$ million	4,131	4,921	
Underlying EBITDA[1]	$ million	1,537	2,192	
Cash Earnings[2]	$ million	1,223	1,805	
Underlying NPAT[3]	$ million	301	689	

Source: Northern Star Annual Reports FY23 and FY24, 4Q24 quarterly report, Scheme Booklet

Notes:

1. EBITDA means Earnings before Interest, Tax, Depreciation and Amortisation

2. Cash earnings means underlying EBITDA less sustaining capital, net interest and corporate income tax paid (sustaining free cash flow)

3. NPAT means Net Profit after Tax

In FY24, Northern Star delivered total mined ore of 26.4 Mt which marked a 7.6% increase from FY23. While the gold recovery rate reduced from 88% to 86% compared to FY23, total gold sold increased by 3.7% to 1,621 Koz at an AISC of 1,853 $/oz (up 5.1% from FY23). The FY24 revenue of $4,921 million was an increase of 19.1% compared to FY23, primarily driven by a 15% increase of the average realised gold price. Cash earnings[17] increased by 47.6% compared to FY23 and the underlying NPAT more than doubled to $689 million.

During the 1H25 period, a total of 804,140 (1H24: 780,785) ounces of gold was sold at an average price of $3,562 (1HY24: $2,873) per ounce, with an all-in sustaining cost for the period of $2,105 (1H24: $1,878) per ounce sold. Cash earnings for 1H25 increased from $701.7 million in 1H24 to $1,145.9 million.

Based on the 4Q24 quarterly report, Northern Star expects to deliver gold sold of c. 1,650 Koz to 1,800 Koz at an AISC of c. 1,850 $/oz to 2,100 $/oz in FY25.

[17] Cash earnings means underlying EBITDA less sustaining capital, net interest and corporate income tax paid (sustaining free cash flow)

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9.2.6 Ore Reserves and Mineral Resources

A summary of the Mineral Resources and Ore Reserves of Northern Star as at 31 March 2024 (being the latest available data) is set out below.

Table 18: Mineral Resources as at 31 March 2024

Production Centre	Measured			Indicated			Inferred			Total Resources		
	Mt	g/t	Koz	Mt	g/t	Koz	Mt	g/t	Koz	Mt	g/t	Koz
Yandal	23.2	1.5	1,127	91.2	2.4	7,116	28.0	2.2	1,937	142.4	2.2	10,180
Kalgoorlie	161.3	1.0	5,081	426.5	1.7	23,535	300.1	1.5	14,539	887.9	1.5	43,155
Pogo	0.0	26.0	10.0	10.0	9.8	3,138	10.5	10.5	3,533	20.5	10.1	6,681
Central Tanami Project JV	2.7	2.4	206	6.5	2.9	600	4.2	3.7	500	13.4	3.0	1,306
Total	**187.2**	**1.1**	**6,424**	**534.2**	**2.0**	**34,389**	**342.8**	**1.9**	**20,509**	**1,064.2**	**1.8**	**61,322**

Source: Northern Star website

Table 19: Ore Reserves as at 31 March 2024

Production Centre	Proved			Probable				Total Reserves		
	Mt	g/t	Koz	Mt	g/t	Koz		Mt	g/t	Koz
Yandal	16.3	1.3	688	35.0	2.4	2,743		51.3	2.1	3,431
Kalgoorlie	149.7	0.8	3,986	223.7	1.7	11,996		373.4	1.3	15,982
Pogo	0.0	0.0	6.0	5.9	8.0	1,516		5.9	8.0	1,521
Central Tanami Project JV	0.0	0.0	0	0.0	0.0	0		0.0	0.0	0
Total	**166.0**	**0.9**	**4,679**	**264.6**	**1.9**	**16,255**		**430.6**	**1.5**	**20,934**

Source: Northern Star website
Note: Mt means million tonnes, g/t means grams per tonne of ore, Koz means thousand ounces

9.3 Exploration

As at 30 June 2024, Northern Star has capitalised exploration assets of $819.2 million on the balance sheet, which marks an increase of $134.2 million compared to the prior year. The increase is driven by exploration investment during FY24 and the acquisition of the Manayaparn Project from Strickland Metals Limited.

Overall, the FY24 exploration program delivered an increase of Mineral Resources at the existing production centres by 3.9 Moz to 61.3 Moz and Ore Reserves were maintained at 20.9 Moz over the period, post depletion.

9.4 Historical financial performance

Northern Star's historical audited consolidated statements of financial performance for each of FY23, FY24 and the reviewed 1H25 statements are summarised below.

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Table 20: Northern Star's historical financial performance

$ million	Audited 12 months 30 Jun 23	Audited 12 months 30 Jun 24	Reviewed 6 months 31 Dec 24
Revenue	4,131.1	4,921.2	2,868.9
Cost of sales	(3,528.3)	(3,726.3)	(1,996.9)
Gross profit	**602.8**	**1,194.9**	**872.0**
Other income and expense	14.8	(1.2)	7.3
Corporate, technical services and projects	(128.0)	(137.8)	(83.9)
Acquisition and integration osts	-	-	-
Impairment of assets	(42.3)	(68.5)	(24.7)
Write back of inventory stockpiles	436.6	-	-
Finance income - interest income	25.8	54.3	26.9
Finance costs	(64.9)	(114.3)	(63.7)
Profit before income tax	**844.8**	**927.4**	**733.9**
Income tax expense	(259.6)	(288.9)	(227.5)
Profit for the year	**585.2**	**638.5**	**506.4**
Other comprehensive income/(loss)			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations	14.8	(0.5)	20.3
Gains/(losses) on cash flow hedges	0.3	-	
Items that may not be reclassified to profit or loss			
Income tax relating to these items	-	-	
Changes in the fair value of financial assets at fair value through OCI	0.3	(0.1)	(0.3)
Other comprehensive income/(loss) for the year, net of tax	**15.4**	**(0.6)**	**20.0**
Total comprehensive loss for the year attributable to equity holders of Northern Star	**600.6**	**637.9**	**526.4**
Basic earnings per share	50.8	55.6	44.1
Diluted earnings per share	50.3	55.1	43.7
Dividend per share (cents)	26.5	40.0	25.0
Cash earnings[1]	1,222.9	1,805.1	1,145.9
Cash earnings per share (cents)	106.1	157.2	100.1
Dividend payout ratio based on cash earnings per share[2]	25%	25%	25%
Gross margin	15%	24%	30%

Source: FY23 and FY24 Annual Reports, reviewed 1H25 Accounts, KPMG Corporate Finance analysis

Notes:

1 Cash earnings equals underlying EBITDA less sustaining capital, net interest and corporate income tax paid

2 Dividend payout ratio calculated as dividend per share divided by cash earnings per share

3 Amounts may not add exactly due to rounding

Northern Star's financial performance and cash earnings per share have shown a positive trend over the period considered, with profits attributable to ordinary equity holders of Northern Star, net of tax increasing from $600.6 million in FY23 to $637.9 million in FY24. Over the same period, cash earnings per share have increased from 106.1 cents to 157.2 cents. On a simple annualised basis, profits attributable to ordinary equity holders of Northern Star and cash earnings have increased significantly in 1H25.

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9.4.1 FY23

Northern Star's FY23 results reflect:

- revenue of $4,131.1 million driven by an average realised gold price of $2,639 per ounce for 1,562,593 ounces of gold sold
- a gross margin of 15%
- the approval of the mill expansion at KCGM, which provided certainty with respect to the processing of the previously written down KCGM sub grade inventory stockpiles, which led to a reversal of the previously recorded write down of $436.6 million
- an increase in corporate, technical services and project costs which is mainly driven by employee expenses and share based payments
- the issuance of US$600 million of senior guaranteed notes on 12 April 2023 due in April 2033, with an interest payable semi-annually at a rate of 6.125% per annum which has led to an increase of interest expenses in the last 2.5 months of the financial year
- interest income which is mainly generated from short-term bank deposits.

9.4.2 FY24

Northern Star's FY24 results reflect:

- revenue growth of 19.1%, primarily due to a 15% increase in average realised gold price to $3,031 per ounce compared to $2,639 per ounce in FY23, with gold sold increasing by 3.7% year on year to 1,620,535 ounces
- an increase of cost of sales by 5.6%, which is roughly in line with the increase of gold recovered of 5.7% to 1,644,509 ounces, indicating inflationary cost pressures were mitigated by cost control measures, albeit the AISC increased by 5.3% to 1,853 $/oz
- an increase in the gross margin to 24%, largely attributable to the increased average realised gold price
- an increase in corporate, technical services and projects costs mainly result of an increase the share-based payments expense
- a substantial increase in interest expenses, recorded as part of the finance costs, driven by the full year impact of the interest costs related to US$600 million notes issued towards the end of FY23
- an increase in interest income due to the full year impact of the increased cash balance resulting from the US$600 million notes issued towards the end of FY23.

9.4.3 1H 25 Reviewed

Northern Star's 1H25 results reflect:

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- a continued growth of revenues, driven by a continued increase in average realised gold price to $3,562 per ounce compared to $3,031 per ounce in FY24 while gold sold was slightly down on a simple annualised basis with 804,140 ounces for the 6-month period
- an increase of the gross margin from 24% to 30%
- impairment charges of $24.7m with respect to exploration assets following the half yearly review of Northern Stars drilling programs
- corporate, technical services and project costs have increased on a simple annualised basis, mainly driven by increases in employee costs and fair value adjustments of share-based awards.

9.4.4 Dividends

Northern Star's dividend policy targets a total annual dividend payment of 20-30% of cash earnings generated by the business during any financial year. The historical dividend payout ratio based on cash earnings over the period has been relatively stable at between 24% and 25% of cash earnings[18].

9.5 Historical financial position

Northern Star's historical audited statements of financial position as at each of 30 June 2023 and 30 June 2024, as well as the reviewed 1H25 statements are summarised below.

[18] Cash earnings means underlying EBITDA less sustaining capital, net interest and corporate income tax paid (sustaining free cash flow)

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Table 21: Northern Star's historical financial position

$ million	Audited 30 Jun 23	Audited 30 Jun 24	Reviewed 31 Dec 24
Assets			
Cash and cash equivalents	1,133	1,120	1,046
Receivables and other assets	211	270	358
Inventories	715	627	611
Current tax asset	8	-	
Total current assets	**2,067**	**2,017**	**2,014**
Receivables and other assets	10	38	23
Inventories	667	904	1,037
Financial assets	191	183	13
Property, plant and equipment	2,162	2,541	2,962
Right of use asset	135	154	351
Exploration and evaluation assets	685	819	845
Mine properties	6,323	6,354	6,480
Intangible assets	77	71	68
Total non-current assets	**10,250**	**11,064**	**11,777**
Total assets	**12,316**	**13,081**	**13,792**
Liabilities			
Trade and other payables	312	415	443
Borrowings	79	90	109
Provisions	176	188	202
Lease Liabilities	60	63	93
Current tax liabilities	-	29	145
Total current liabilities	**626**	**784**	**992**
Borrowings	1,097	1,095	1,170
Provisions	656	729	743
Deferred tax liabilities	1,367	1,585	1,672
Lease Liabilities	87	97	268
Total non-current liabilities	**3,207**	**3,506**	**3,854**
Total liabilities	**3,833**	**4,290**	**4,846**
Net assets	**8,484**	**8,791**	**8,946**
Equity			
Share capital	6,317	6,313	6,229
Reserves	78	102	122
Retained earnings	2,088	2,376	2,595
Total Equity	**8,484**	**8,791**	**8,946**
Shares on issue (m) [1]	*1,150*	*1,149*	*1,144*
Net asset backing per share ($)	*7.4*	*7.6*	*7.6*
Gearing [2]	*0.3%*	*0.5%*	*1.7%*
Current ratio [3]	*3.3x*	*2.6x*	*2.0x*

Source: FY23 and FY24 Annual Reports, reviewed 1H25 Accounts
KPMG Corporate Finance analysis

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Notes:
1 Decrease driven by share buy back programs (refer to statement of cash flows)
2 Gearing represents net debt dividend by total assets, where net debt is total current and non-current borrowings less cash and cash equivalents
3 Current ratio represents current assets divided by current liabilities
4 Amounts may not add exactly due to rounding

9.5.1 Cash and cash equivalents

Cash and cash equivalents increased significantly in FY23, primarily driven by the issuance of the US$600 million note (fair value as at 30 June 2024 is $917.5 million) which was partially offset by the repayment of $400 million bank debt. Cash and cash equivalents decreased from $1,133 million as at 30 June 2023 to $1,046 million as at 31 December 2024, partly driven by the dividend payments and share buy back programs.

9.5.2 Non-current Inventories

As part of the accounting for the merger with Saracen during FY21, a $436.6 million inventory write down of the 105 Mt sub-grade stockpiles at KCGM was recorded. In FY23, the mill expansion at KCGM was approved, which provided certainty with respect to the processing of the previously written down KCGM sub-grade inventory stockpiles and led to a reversal of the previously recorded write down.

In FY24, an increase of ore stockpiles was recorded at KCGM, Jundee, Thunderbox and Bronzewing, has led to further growth of non-current inventories. Over the period, non-current inventories have grown from $667 million in FY23 to $1,037 million in 1H25.

9.5.3 Property, plant and equipment

Property, plant and equipment increased from $2,162 million in FY23 to $2,962 million in 1H25. In FY24, additions of $692.6 million, more than offset the depreciation charges of $309.2 million. The primary driver for the investment was the commencement of the KCGM mill expansion project which is also the key driver for the increase in 1H25.

9.5.4 Exploration and evaluation assets

Exploration assets increase by $134 million (c. 19.6%) in FY24 primarily driven by exploration investments during the year and the acquisition of the Manayaparn Project and other smaller tenements.

9.5.5 Borrowings

Borrowings increased significantly over in FY23, as a result of the US$600 million note issuance, which was partially offset by the repayment of the existing $400 million corporate bank debt.

In FY24, Northern Star refinanced its corporate bank facilities across two equal tranches. Northern Star is exposed to interest rate risk through the two fully undrawn long-term facilities of $750 million each maturing on 1 December 2027 and 1 December 2028. Additionally, Northern

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Star is exposed to further interest rate risk through a portion of its secured asset financing agreements with floating rates of interest.

In 1H25, non-current borrowings increased as a result of a revaluation of the foreign exchange rates of US$ denominated debt.

9.6 Statement of cash flow

Northern Star's historical audited consolidated statements of cash flows for each of FY23, FY24 and the reviewed 1H25 statements are summarised below.

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Table 22: Northern Star's historical consolidated cash flows

$'000	Audited 12 months 30 Jun 23	Audited 12 months 30 Jun 24	Reviewed 6 months 31 Dec 24
Cash flows from operating activities			
Receipts from customers (incl. GST)	4,080	4,922	2,831
Payments to suppliers and employees (incl. GST)	(2,594)	(2,787)	(1,522)
Payment for merger and acquisiton related costs	(158)	(8)	(1)
Interest received	26	53	27
Interest paid	(23)	(74)	(41)
Income taxes refunded	21	(36)	(40)
Net cash inflow from operating activities	**1,352**	**2,070**	**1,254**
Cash flows from investing activities			
Payments for property, plant and equipment	(290)	(596)	(493)
Payments for exploration and evaluation	(139)	(137)	(124)
Payments for mine properties	(631)	(707)	(445)
Payments for asset acquisitions, net of cash acquired	(2)	(65)	-
Proceeds from disposal of business	5	5	-
Proceeds from sale of financial assets at fair value through other comprehensive income	5	(2)	204
Proceeds from disposal of assets	9	1	1
Payments for investments, net of receipts from investments sold	-	-	-
Payments for acquisition of business and associated assets, net of cash acquired	-	-	-
Net cash outflow from investing activities	**(1,043)**	**(1,501)**	**(857)**
Cash flows from financing activities			
Payments for issues of shares and other equity securities	(6)	(3)	(23)
Proceeds from borrowings, net of transaction costs	1,182	(10)	-
Repayment of borrowings	(400)	-	-
Repayment of equipment financing and leases	(148)	(189)	(109)
Dividends paid to Company's shareholders	(255)	(334)	(280)
Payments for share buy back	(127)	(42)	(82)
Net cash inflow/(outflow) from financing activities	**246**	**(578)**	**(495)**
Net increase/ (decrease) in cash and cash equivalents	**555**	**(8)**	**(97)**
Cash and cash equivalents at the beginning of the financial period	571	1,133	1,120
Effects of exchange rate changes on cash and cash equivalents	8	(5)	24
Cash and cash equivalents at the end of the period	**1,133**	**1,120**	**1,046**

Source: FY23 and FY24 Annual Reports, reviewed 1H25 Accounts, KPMG Corporate Finance analysis

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The statement of cash flows show Northern Star is generating significant cash flows from ongoing operations.

These operating cash flows have mainly been used to invest in the acquisition of property, plant and equipment, ongoing exploration and evaluation activities and the acquisition of new mine properties. As outlined above, one of the key drivers for the investment capital over the period was the KCGM expansion project, refer to section 9.2.2 for further details.

In FY23, Northern Star repaid corporate bank debt during and issued senior guaranteed, US$ denoted notes. Dividends were paid in line with Northern Star's dividend policy and Northern Star has bought back shares in FY23, FY24 and 1H25. In 1H25, Northern Star received $205.8 million from the sale of the Osisko Mining Inc. shares which were held as a result of the conversion of the convertible debenture in the period.

9.7 Commitments

As of 30 June 2024, Northern Star had capital commitments of $1,118.5 million including $91.0 million for mining fleet updates across the group and $943.3 million related to the KCGM mill expansion project. Additionally, Northern Star had gold delivery commitments worth $1,465 million (510 Koz) within one year and $4,226 million (1,313 Koz) within 1-5 years.

9.8 Board of Directors

The current Directors of Northern Star are set out below.

Table 23: Northern Star's Board of Directors

Board member	
Michael Chaney AO	**Stuart Tonkin**
Chairman of the Board	Managing Director & CEO
John Fitzgerald	**Nicholas (Nick) Cernotta**
Non-Executive Director	Non-Executive Director
Sally Langer	**Sharon Warburton**
Non-Executive Director	Non-Executive Director
Marnie Finlayson	**Michael Ashforth**
Non-Executive Director	Non-Executive Director

Source: Northern Star website

Further details in relation to the experience and other directorships of the Directors of Northern Star are set out in section 6.10 of the Scheme Booklet and the Directors' Report section of the FY24 Annual Report.

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9.9 Share capital and ownership

As disclosed in the Scheme Booklet, as at 5 March 2025, Northern Star had 1,144,397,489 million ordinary shares on issue.

The substantial shareholders so far as known to Northern Star based on information contained in substantial shareholders notices lodged with Northern Star, are set out in the table below.

Table 24: Northern Star's substantial shareholders as at 5 March 2025

Substantial shareholder	Interest in Northern Star shares	Voting power in Northern Star
Black Rock, Inc.	130,313,002	11.33%
State Street Corporation	89,605,680	7.80%
The Vanguard Group, Inc	57,973,117	5.00%

Source: S&P Capital IQ, Northern Star Annual Report FY24

9.9.1 Performance rights, retention rights and Non-Executive Director share rights

Performance rights

Northern Star's shareholders approved a share plan at the annual general meeting on 16 November 2023. Under this share plan, long-term incentive (**LTI**) and short-term incentive (**STI**) performance rights are issued to key personnel. Performance rights are conditional upon the satisfaction or waiver of the relevant vesting conditions and the exercise of the rights entitles its holder to receive one share.

Retention rights

Retention rights are a conditional right, which, upon satisfaction or waiver of the relevant vesting conditions, entitles the holder to exercise the vested retention right in order to receive one share.

As at the date of this report, Northern Star had an aggregated performance and retention rights balance outstanding of 11,241,727 rights.

Non-Executive Director share rights

A non-executive Director (**NED**) share right is a conditional right to a fully paid ordinary share, where vesting is measured on 30 June in each financial year of issue, based on the length of time the NED was on the Board, with pro-rata reduction where the Director ceases to be a director before the end of the relevant financial year.

As at 30 June 2024, 13,111 NED share rights were outstanding and the balance decreased to 8,488[19] as at 31 December 2024.

[19] Source: Scheme Booklet

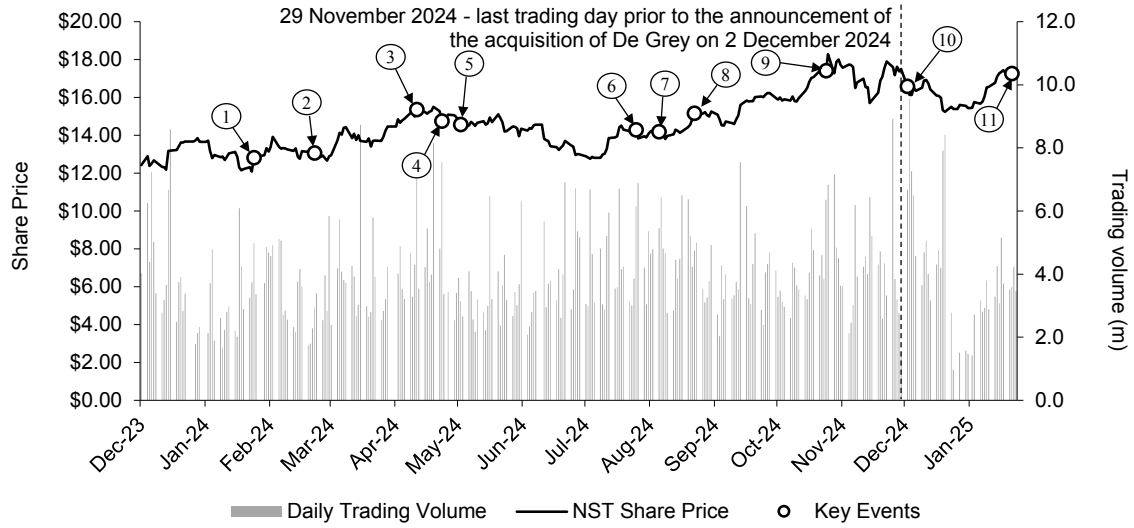
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9.10 Share trading history

9.10.1 Recent trading in ordinary shares

The chart below depicts Northern Star's daily closing price on the ASX over the 12 months period to 29 November 2024, being the last trading day prior to the Announcement Date, and for the period subsequent to that date to 23 January 2025, along with the daily volumes of shares traded over the period.

Figure 5: Northern Star daily close price and volume traded on the ASX and Cboe



Source: S&P Capital IQ, IRESS, ASX Announcements, KPMG Corporate Finance Analysis

As illustrated in the figure above, Northern Star's share price prior to the Announcement Date displayed a degree of volatility, but generally trended upwards over the period, with a closing low of $12.08 per share on 23 January 2024 and a closing high of $18.29 per share on 25 October 2024. Northern Star's shares closed at $17.51 on 29 November 2024, being the last trading day prior to the announcement of the Transaction.

Other than normal full year financial reporting and quarterly activities reporting (which are also shown), announcements made by Northern Star identified on the ASX website as being price sensitive since 30 November 2023 include:

1 24 Jan 2024: Quarterly Activities Report, December 2023

2 22 February 2024: FY24 Half Year Report and Results Summary

3 11 April 2024: Northern Star announced preliminary production results for the three-month period ended 31 March 2024. Significant weather events had caused disruptions, adversely impacted gold sold and led to an increase of the FY24 AISC guidance. Strong June quarter was expected based on positive momentum

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4 23 April 2024: Quarterly Activities Report, March 2024

5 2 May 2024: Northern Star announced a significant increase in Mineral Resources and Ore Reserves

6 25 July 2024: Quarterly Activities Report, June 2024

7 5 August 2024: Investor Presentation – Diggers & Dealers 2024, including KCGM site visit for investors

8 22 August 2024: FY24 Financial Results Announcement and Presentation, Appendix 4E release

9 24 October 2024: Quarterly Activities Report, September 2024

10 2 December 2024: Announcement of the Transaction

11 21 January 2025: Quarterly Activities Report, December 2024.

Further details in relation to all announcements made by Northern Star to the ASX can be obtained from either Northern Star's website at www.nsrltd.com or the ASX's website at www.asx.com.au.

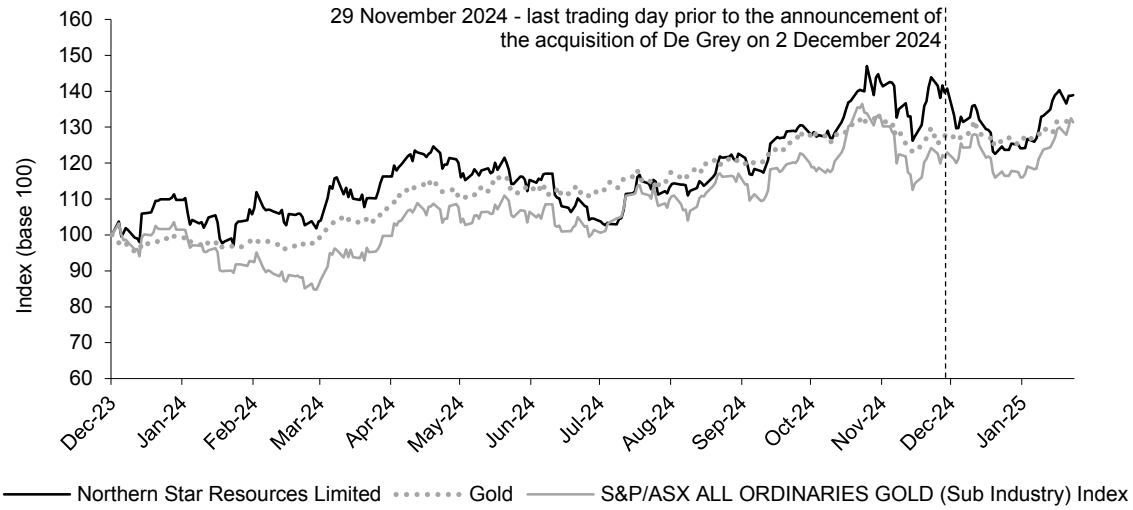
9.10.2 Relative share price performance

As illustrated in the figure below, Northern Star's share price slightly outperformed the ASX All Ordinaries Gold (Sub Industry) Index (**XGD**) and the gold price (sourced from The Commodity Exchange (**COMEX**) in US$ per troy oz.) over the 12 months to 29 November 2024, being the last date prior to the Announcement Date, which is expected given:

- Northern Star's operating assets allow it to benefit directly from changes in gold prices
- Northern Star's mature stage and global presence
- Northern Star has producing assets of scale located in Tier 1 mining jurisdictions.

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Figure 6: Northern Star's performance relative to the ASX All Ordinaries Gold (Sub Industry) Index and the gold price



Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

9.10.3 Trading liquidity on the ASX

An analysis of volume of trading in Northern Star's shares over various periods in the 12 months to 29 November 2024, being the last trading day prior to the Announcement Date, is set out in the table below.

Table 25: Northern Star Trading Liquidity before the Announcement Date

Period up to and including 29 Nov 24	Price (low)[1] $	Price (high)[1] $	Price VWAP $	Cumulative value $ million	Cumulative volume million	% of issued capital[2]
1 day	17.28	17.55	17.47	37.5	2.1	0.2%
1 week	17.18	18.14	17.55	410.4	23.4	2.0%
1 month	15.70	18.28	17.05	1,738.7	102.0	8.9%
3 months	14.43	18.32	16.42	5,033.1	306.5	26.7%
6 months	12.65	18.32	15.14	9,653.2	637.5	55.5%
12 months	12.00	18.32	14.50	16,993.7	1,171.8	102.0%

Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis
Notes
1 Share price data represents intra-day trading rather than closing prices
2 percentage of issued capital is the cumulative volume traded over the period divided by the weighted average number of shares on issue over that period

Northern Star's shares exhibited strong liquidity over the 12 months to 29 November 2024, with an average daily volume of 4.6 million shares traded per day and a daily value of approximately

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$66.9 million. Over this period, Northern Star's shares were traded on all 254 available trading days on the ASX.

9.10.4 Trading after the Announcement Date

An analysis of the volume of trading of Northern Star's shares in the period from opening of trading on 2 December 2024 to 23 January 2025 inclusive is set out below, over which Northern Star's shares were traded on 36 days.

Table 26: Northern Star Trading Liquidity after the Announcement Date

Period from 2 Dec 24 to 23 Jan 25 incl.	Price (low)[1] $	Price (high)[1] $	Price VWAP $	Cumulative value $ million	Cumulative volume million	% of issued capital[2]
53 calendar days	15.06	17.52	16.34	2,784.0	170.4	14.9%

Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

Notes

1 Share price data represents intra-day trading rather than closing prices

2 percentage of issued capital is the cumulative volume traded over the period divided by the weighted average number of shares on issue over that period

As illustrated in Figure 5, the Northern Star share price initially declined after the Announcement Date. Following a short period of low trading activity, trading volumes increased during January and the share price trended up.

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10 Profile of the Merged Group

Should the Scheme be implemented, De Grey will become a wholly owned subsidiary of Northern Star. The **Merged Group** will be headquartered in Perth and own a portfolio of complementary assets across four production centres (Kalgoorlie, Yandal, and Hemi in Western Australia and Pogo in Alaska, USA).

10.1 De Grey and Northern Star shareholder's interest

If the Scheme is approved, Northern Star shareholders will own approximately 80.0% of the Merged Group and De Grey shareholders will own approximately 20.0%[20].

Table 27: Merged Group ordinary shares post-Proposed Scheme

Merged Group ordinary shares post-Proposed Scheme		
	Ordinary Shares	**Ownership**
Pre-offer De Grey shares eligible for the Scheme	2,397,963,569	
Issuance of ordinary shares to settle options and rights	6,522,369	
Total pre-offer De Grey shares eligible for the Scheme	**2,404,485,938**	
Northern Star share issuance per De Grey share	0.119	
Total Northern Star shares issued to De Grey shareholders	**286,134,343**	
Northern Star shares pre-Proposed Scheme	1,144,397,489	80.0%
Issuance of shares for De Grey shareholders	286,134,343	20.0%
Northern Star shares post-Proposed Scheme	**1,430,531,832**	**100.0%**

Source: ASX Announcement dated 2 December 2024, S&P Capital IQ, KPMG Corporate Finance analysis

- per the Scheme Booklet, as at 5 March 2025, De Grey had 2,397,963,569 ordinary shares on issue. In addition, there are 6,385,456 De Grey Performance Rights and 136,913 De Grey Share Rights on issue. Assuming all of the rights convert to shares prior to the Record Date, De Grey will have 2,404,485,938 shares on issue (on a fully diluted basis) at the Record Date to determine entitlements for Scheme consideration
- under the Proposed Scheme, De Grey shareholders (other than 'ineligible shareholders' as defined in the Scheme Booklet) would be entitled to be issued 0.119 new Northern Star

[20] Includes new Northern Star shares to be issued to the Sale Agent under the Sale Facility
Based on the number of De Grey securities and Northern Star shares expected to be on issue as at the Last Practicable Date (as defined in the Scheme Booklet) (and therefore, does not include any new De Grey share rights proposed to be issued prior to the Second Court Hearing, as disclosed in Section 5.13 of the Scheme Booklet. Assumes all of the De Grey incentives are converted to De Grey shares prior to the Record Date. If, pursuant to the calculation of the Scheme Consideration, a De Grey Shareholder would be entitled to a fraction of a new Northern Star share, a fractional entitlement of 0.5 or more will be rounded up to the nearest whole number of new Northern Star shares; and less than 0.5 will be rounded down to the nearest whole number of new Northern Star shares

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shares for each De Grey share held at the Record Date, being 286,134,343 new Northern Star shares

- per the Scheme Booklet, as at 5 March 2025, Northern Star had 1,144,397,489 million ordinary shares on issue. When combined with the new Northern Star shares to be issued to De Grey shareholders, it is expected that there will be 1,430,531,832 Northern Star shares on issue, subject to any issues of Northern Star shares under Northern Star's employee share plans before the Scheme implementation date.

10.2 Relative contribution to the Merged Group's Ore Reserves and Mineral Resources

Based on the latest publicly available Mineral Reserves and Ore Reserves statements issued by De Grey and Northern Star, the relative contributions of each company to the combined contained gold equivalent Mineral Resources and Ore Reserves of the Merged Group, assuming 100% control by Northern Star, are summarised in the tables below.

Table 28: Relative contribution to combined Mineral Resources

Entity	Measured			Indicated			Inferred			Total Resources		
	Mt	g/t	Koz	Mt	g/t	Koz	Mt	g/t	Koz	Mt	g/t	Koz
Northern Star	187.2	1.1	6,424	534.2	2.0	34,389	342.8	1.9	20,509	1,064.2	1.8	61,322
De Grey	16.8	1.5	817	167.2	1.3	7,218	125.5	1.4	5,549	309.5	1.4	13,584
Total	**204.0**	**1.1**	**7,241**	**701.4**	**1.8**	**41,607**	**468.3**	**1.8**	**26,058**	**1,373.7**	**1.7**	**74,906**
NST share	*92%*		*89%*	*76%*		*83%*	*73%*		*79%*	*77%*		*82%*
DEG share	*8%*		*11%*	*24%*		*17%*	*27%*		*21%*	*23%*		*18%*

Source: Northern Star website, De Grey website

The analysis above indicates that, should the Scheme be approved, De Grey is contributing approximately 18% to the Mineral Resources of the Merged Group.

Table 29: Relative contribution to combined Ore Reserves

Entity	Proved			Probable				Total Resources		
	Mt	g/t	Koz	Mt	g/t	Koz		Mt	g/t	Koz
Northern Star	166.0	0.9	4,679	264.6	1.9	16,255		430.6	1.5	20,934
De Grey				120.8	1.5	6,002		120.8	1.5	6,002
Total	**166.0**	**0.9**	**4,679**	**385.4**	**1.8**	**22,257**		**551.4**	**1.5**	**26,936**
NST share	*100%*		*100%*	*69%*		*73%*		*78%*		*78%*
DEG share	*0%*		*0%*	*31%*		*27%*		*22%*		*22%*

Source: Northern Star website, De Grey website

The analysis above indicates that, should the Scheme be approved, De Grey is contributing approximately 22% to the Ore Reserves of the Merged Group.

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10.3 Northern Star's intentions for De Grey

As set out in section 7.3 to 7.5 of the Scheme Booklet, Northern Star's specific intentions on the completion of the Transaction include, among others:

- leverage Northern Star's development and operational expertise to optimise the development and operation of the Hemi Project
- intends to retain all of the existing De Grey employees within the Northern Star Group, should they wish to remain
- obtain the resignation of the De Grey Directors on or as soon as practicable after the implementation of the Scheme
- integrate De Grey with Northern Star's existing operational and corporate structure, noting that it is expected that De Grey's corporate structure is expected to remain largely intact upon implementation of the Scheme.

Further details in relation to Northern Star's intentions following completion of the Transaction are set out in the Scheme Booklet.

10.4 Pro Forma Historical Statement of Financial Position as at 31 December 2024

Section 7.9 of the Scheme Booklet sets out the **Merged Group Pro-Forma Historical Statement of Financial Position,** which has been prepared for illustrative purposes, in order to give De Grey shareholders an indication of the financial position of the Merged Group as if the Scheme had been implemented as at 31 December 2024.

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Table 30: Pro Forma Historical Statement of Financial Position as at 31 December 2024

$ million	Northern Star 31 Dec 24 Audited	De Grey 31 Dec 24 Audited	Pro Forma adjustments	Pro Forma Consolidated 31 Dec 24 Reviewed
Assets				
Cash and cash equivalents	1,045.9	30.9	(42.5)	1,034.2
Short term deposits	-	755.5	-	755.5
Receivables and other assets	358.0	16.7	-	374.7
Inventories	610.5	0.2	-	610.7
Total current assets	**2,014.4**	**803.2**	**(42.5)**	**2,775.1**
Receivables and other assets	22.5	-	-	22.5
Inventories	1,036.5	-	-	1,036.5
Financial assets	12.8	3.3	-	16.1
Property, plant and equipment	2,962.2	94.3	-	3,056.5
Right of use assets	350.5	7.4	-	357.9
Exploration and evaluation assets	845.1	407.1	4,050.0	5,302.2
Mine properties	6,479.9	-	-	6,479.9
Intangible assets	67.7	-	-	67.7
Total non-current assets	**11,777.2**	**512.1**	**4,050.0**	**16,339.3**
Total assets	**13,791.6**	**1,315.3**	**4,007.5**	**19,114.4**
Liabilities				
Trade and other payables	443.0	22.2	215.8	681.0
Borrowings	109.3	-	-	109.3
Provisions	201.9	1.4	-	203.3
Lease liabilities	93.0	0.7	-	93.7
Current tax liabilities	144.5	-	-	144.5
Total current liabilities	**991.7**	**24.3**	**215.8**	**1,231.8**
Borrowings	1,170.3	-	-	1,170.3
Provisions	743.0	2.5	-	745.5
Deferred tax liabilities	1,672.4	-	-	1,672.4
Lease liabilities	268.3	7.1	-	275.4
Total non-current liabilities	**3,854.0**	**9.6**	-	**3,863.6**
Total liabilities	**4,845.7**	**33.9**	**215.8**	**5,095.4**
Net assets	**8,945.9**	**1,281.4**	**3,791.7**	**14,019.0**
Equity				
Share capital	6,228.9	1,377.4	3,695.7	11,302.0
Reserves	122.3	8.7	(8.7)	122.3
Retained earnings	2,594.7	(104.7)	104.7	2,594.7
Total equity	**8,945.9**	**1,281.4**	**3,791.7**	**14,019.0**
Shares on issue (m) [1]	*2,404.5*	*1,144.4*	*286.1*	*1,430.5*
Net asset backing per share ($)	*3.7*	*1.1*		*9.8*
Gearing [2]	*1.7%*	*0.0%*		*1.3%*
Current ratio [3]	*2.0x*	*33.1x*		*2.3x*

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Source: FY24 Annual Reports, Scheme Booklet, KPMG Corporate Finance
Note: Amounts may not add exactly due to rounding
1 as at the Last Practical Date (as defined in the Scheme Booklet)
2 Gearing represents net debt dividend by total assets, where net debt is total
3 Current ratio represents current assets divided by current liabilities

We make the following observations in relation to the Merged Group Pro-Forma Historical Statement of Financial Position:

- the Merged Group Pro-Forma Historical Statement of Financial Position has been prepared on the basis that the acquisition of De Grey is an asset acquisition under Australian Accounting Standards
- Northern Star's cash position increases by c. 56.9% to $1,757 million, after the pro forma adjustment of $42.5 million which includes $10.0 million of Northern Star transaction costs and $32.4 million De Grey transaction costs. Transaction costs for De Grey include advisory fees, administrative and other expenses, while transaction costs for Northern Star mainly consist of advisory fees and stamp duty (refer to the next point). The actual transactions costs paid will not be finalised until after the Scheme has been implemented, and these costs may change depending upon the final transaction values
- trade and other payables were adjusted based on the estimated stamp duty payable on the completion of the Transaction of $195.3 million
- exploration and evaluation assets were adjusted based on the fair value of the consideration paid (being the new Northern Star shares, including transaction costs), being allocated to the De Grey assets acquired and the liabilities assumed, with the main adjustment to book value related to exploration and evaluation assets representing the Hemi Project
- Northern Star's pro forma net asset backing per share increases by $1.8 per share
- Northern Star's pro forma current ratio increases from 2.6 times to 2.8 times.

A more detailed discussion of the assumptions and adjustments in the pro forma financial position of the Merged Group is set out in section 7.9 of the Scheme Booklet.

11 Synergies unique to Northern Star

Having regard to the existing operational profile and location of Northern Star's asset base, it is not expected that Northern Star would realise any direct cost savings that a general pool of purchasers may not otherwise be able to achieve.

However, Northern Star is currently in the process of undertaking a major expansion at its KCGM operation in Kalgoorlie. Depending on the timing of the Hemi Project environmental approvals and the timing of the final investment decision by the Merged Group, the timelines between the KCGM mill expansion and the Hemi Project may be complementary. If so, this would be expected to drive development efficiencies at the Hemi Project, and the intended integration of De Grey's team is expected to support continued development momentum.

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12 Valuation of De Grey

The principal assets of De Grey comprise its interests in mineral assets at various stages of development, from early-stage exploration to project development. Such assets have limited lives and future profitability, and asset lives depend upon factors that are inherently unpredictable.

12.1 Valuation methodology

In our experience, the most appropriate method for determining the value of companies similar to De Grey is on the basis of the sum-of-the-parts, based on the value of the underlying net assets, with its principal development assets, the Hemi Project and Hemi Regional, being valued using the DCF approach.

The DCF approach has a strong theoretical basis, valuing a business or asset as the net present value (**NPV**) of its future cash flows. It requires an analysis of future cash flows, the capital structure and costs of capital. This technique is particularly appropriate for assets with limited lives, which is often the case with mineral projects dependent upon depleting ore reserves. The application of this technique generally requires a 5-year minimum period of analysis; however, for longer dated finite life mineral projects it is common practice to have regard to forecast cash flows over the LOM. In addition, a sensitivity analysis for variations in key assumptions adopted can be performed to better inform the final valuation conclusion.

ASIC Regulatory Guides envisage the use by an independent expert of specialists when valuing specific assets. To assist KPMG Corporate Finance in the valuation of De Grey's mineral interests, AMC was engaged by De Grey, and instructed by us, to prepare an ITSR in relation to the AMC Production Case, including appropriate production estimations, capital expenditure and operational cost profiles to be adopted by us in the preparation of forecast cash flows for De Grey's 100% holding in the Hemi Project and Hemi Regional. In addition, AMC have assessed the value of De Grey's interest in the Exploration Assets. A copy of AMC's ITSR, which was prepared in accordance with the VALMIN Code to the extent applicable, is attached to this report as Appendix 7.

The development and operational assumptions recommended by AMC have been adopted in the cash flow projections prepared by us in assessing the value of the Hemi Project and Hemi Regional. We consider the production and operational assumptions recommended by AMC in the AMC Production Case to be sufficiently robust and reliable to adopt. KPMG Corporate Finance was responsible for the determination of certain macroeconomic and other assumptions such as commodity prices, exchange rates, discount rates, inflation and taxation assumptions.

Other assets and liabilities of De Grey have been incorporated in our valuation based on book values as at 31 December 2024, as reasonable estimates of market value unless specifically noted otherwise. De Grey has confirmed that there have been no significant changes to the book value of De Grey's non-operational assets or liabilities (other than as specifically noted below) subsequent to 31 December 2024.

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In order to cross-check the outcomes of our valuation assessment, we have compared the Reserve and Resource multiples implied by our range of values for De Grey against those implied by the market capitalisations of comparable listed companies and transaction values for comparable transactions. While these multiples are subject to a number of limitations (as discussed later), they do provide a useful secondary measure to assess the reasonableness of the valuation outcomes determined under our primary valuation methodology.

12.2 Valuation summary

We have assessed the market value of De Grey as a whole, inclusive of a premium of control, to lie in the range of $4,032.0 million to $4,792.5 million which equates to between $1.68 and $1.99 per De Grey share. This valuation exceeds the price at which, based on current market conditions, we would expect De Grey shares to trade on the ASX in the absence of the Scheme.

The market value of De Grey was determined after aggregating the estimated market value of De Grey's interests in the various mineral assets, adding the assessed value of financial assets, adding cash and deducting an allowance for corporate overheads, net other liabilities and non-trading liabilities. The value of De Grey has been assessed on the basis of market value, that is, the value that should be agreed in a hypothetical transaction between a knowledgeable, willing, but not anxious buyer and a knowledgeable, willing, but not anxious seller, acting at arm's length.

Our range of assessed values incorporates direct corporate cost savings that would generally be available to a pool of purchasers but does not include any indirect benefits, such as potential economies of scale or increases in bargaining positions that a specific purchaser might be able to achieve. Similarly, our valuation does not include any potential strategic or operational synergies that may be unique to individual investors. Accordingly, our range of values has been prepared independent of the specific circumstances of any potential bidder.

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Table 31: Summary of assessed market value range for De Grey

	Assessed Values	
$ million	**Low**	**High**
Market value of De Grey's interests in mineral assets		
Hemi	3,123.1	3,712.7
Hemi Regional	167.6	215.7
Exploration Assets	52.3	164.6
Total Mineral Assets	**3,343.0**	**4,093.0**
Add: Cash and cash equivalents	786.4	786.4
Add: Financial assets	3.3	3.3
Add: Joint ventures	10.1	10.1
Less: Mt Dove environmental liability	(2.4)	(1.9)
Less: Other net liabilities[2]	(6.6)	(6.6)
Less: Future corporate overheads	(101.9)	(91.8)
Total Equity Value	**4,032.0**	**4,792.5**
Number of ordinary shares - diluted (millions)[3]	**2,404.5**	**2,404.5**
Value per share, inclusive of a premium for control - $	**1.68**	**1.99**

Source: KPMG Corporate Finance analysis and the ITSR

Notes:

1. *Figures may not calculate exactly due to rounding*
2. *Other net liabilities comprise trade and other receivables of $14.5 million, inventories of $0.2 million, other assets of $2.2 million, trade and other payables of $22.2 million and employee benefit obligations of $1.2 million as at 31 December 2024*
3. *Assuming all of the De Grey rights convert to shares prior to the Record Date, De Grey will have 2,404,485,938 shares on issue (on a fully diluted basis) at the Record Date to determine entitlements for the Scheme Consideration. Refer to section 10.1*

Our assessed value range for a De Grey share of between $1.68 and $1.99 per share compares to:

- the closing price for a De Grey share on the last trading day prior to the Announcement Date of $1.52
- the VWAP over the 6 months immediately prior to the announcement of the Scheme of $1.25
- the closing price for a De Grey share on 23 January 2025 of $2.01.

12.3 Valuation of the Hemi Project

Key economic and financial assumptions

We have assessed separate values for the Hemi Project and Hemi Reginal using the economic and other financial assumptions discussed below. In selecting our macroeconomic assumptions, we have adopted what we consider to be reasonable inputs, having regard to what a purchaser of long term gold assets would adopt.

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Gold prices

Forecast nominal spot gold prices adopted by us over the period to FY29 are set out in the table below.

Table 32: Summary of forecast gold prices

	FY25	FY26	FY27	FY28	FY29
Gold (US$/oz)	2,740	2,725	2,675	2,615	2,585
Gold (A$/oz)	4,315	4,208	3,990	3,790	3,674

Source: Bloomberg, Consensus Economics and KPMG Corporate Finance analysis

In determining our forecast gold price assumptions, we have had regard to current spot prices, forecast gold prices published by various market analysts, economic commentators and broking houses, available as at 23 January 2025, as well as the prevailing gold futures curve (refer Appendix 3).

Subsequent to FY29, we have assumed that gold prices will increase by the long-term inflation rate for the United States. In effect, the gold price is assumed to remain constant in real US$ terms post FY29.

Denomination of cash flows

The NPV of De Grey's 100% interest in the Hemi Project has been calculated in A$ terms. LOM inputs denominated in:

- US$ have been converted to A$ terms based on the foreign exchange rate assumptions set out below
- real terms have been converted to nominal terms using the inflation assumptions set out below.

Foreign currency exchange

Nominal foreign exchange rate assumptions adopted by us in the DCFs are set out in the table below.

Table 33: Summary of nominal foreign currency exchange assumptions

	FY25	FY26	FY27	FY28	FY29
AUD:USD	0.64	0.65	0.67	0.69	0.70

Source: Bloomberg, Oxford Economics, Economist Intelligence Unit and KPMG Corporate Finance analysis

Exchange rate assumptions have been determined having regard to forecasts provided by various market analysts, economic commentators and broking houses, available as at 23 January 2025, as well as the relevant futures curve, where available.

Subsequent to FY29, we have adopted exchange rate assumptions such that the nominal exchange rate is assumed to be driven by the long-term inflation differential between Australia

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and the United States. That implies that the relative purchasing power parity between both currencies is maintained, and the exchange rate stays constant in real terms.

Inflation

Inflation rate assumptions adopted by us in the DCFs are set out in the table below.

Table 34: Summary of inflation assumptions

	FY25	FY26	FY27	FY28	FY29	LT
United States	2.6%	2.6%	2.4%	2.3%	2.3%	2.2%
Australia	2.7%	2.7%	2.6%	2.5%	2.4%	2.5%

Source: Capital IQ, brokers' notes, various economic commentators and KPMG Corporate Finance analysis

Inflation rate assumptions have been determined having regard to forecasts provided by various market analysts, economic commentators and broking houses in the period as at 23 January 2025. Subsequent to FY29, the rate has been assumed to be constant at 2.5% per annum for Australia and 2.2% per annum for the United States.

Discount rates

Where DCF has been employed as the primary valuation approach, projected ungeared, post tax cash flows for each asset have been discounted using a nominal ungeared, post tax WACC in the range of 9.50% to 11.50% per annum.

As AMC have concluded that it is appropriate to apply a risk weighting to Hemi Regional (which we have adopted in the Hemi Regional DCF, refer to section 12.3.2), we have not included any additional risk premium in the Hemi Regional discount rate range and accordingly have adopted the same discount rate range for both the Hemi Project and Hemi Regional.

Further details in relation to our assessment of appropriate discount rates to apply are set out in Appendix 4.

Taxation and royalties

Key tax and royalty assumptions adopted by us in assessing the value of De Grey's mineral interests include:

- corporate income tax rate of 30% for Australian companies
- state royalty charges for gold mining operations calculated as 2.5% gross revenue after adjustments for allowable deductions.

We have also had regard to:

- De Grey's accumulated tax losses, estimated by Management to be approximately $457.4 million as at 31 December 2024

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- the potential for a willing purchaser to obtain certain tax benefits on the acquisition of De Grey, including an uplift in the cost base of De Grey's 'depreciating assets' (net of expected transaction costs).

Terminal value

Given the relatively short project life, the site plant & equipment is assumed to have a significant remaining useful life at the end of the discrete forecast period.

There remains the prospect of De Grey achieving further exploration success resulting in further demand for this equipment, or De Grey will also have the option of disposing of components of this plant at the completion of mining activities. Therefore, we have adopted a terminal value, which we have estimated as a proportion of the written down value of the site plant & equipment, at the end of the discrete forecast period.

Other operational and specific assumptions adopted by us in the DCF models for the Hemi Project and Hemi Regional are set out in the valuation section for each operation below.

12.3.1 Valuation of De Grey's interest in the Hemi Project Mineral Resources

We have valued De Grey's 100% interest in the projected cash flows from the Hemi Project as lying in the range of $3,123.1 million to $3,712.7 million.

In forming our opinion, we have developed cash flow forecasts incorporating AMC's view as to a reasonable production case for the Hemi Project, based on AMC's discussions with Management and other supporting documentation. As a result of this analysis, AMC concluded while there was a reasonable basis for valuing the Hemi Project's Mineral Resources included in the LOM using the DCF approach, the Hemi Project's Mineral Resources not included in the LOM were more appropriately valued using other methodologies more commonly used for valuing early-stage mineral projects.

We consider the production and operational cash flow models prepared by AMC are sufficiently robust and reliable for us to adopt as the basis for our assessment, having regard to the following:

- the starting point LOM plans provided by De Grey to AMC were prepared by De Grey in conjunction with various external mining consultants
- AMC completed a site visit to the Hemi Project and has held discussions with Management and considered supporting information in determining its underlying assumptions
- the forecast cash flows are underpinned by JORC compliant Mineral Resources
- where relevant, AMC have adopted macro-economic assumptions determined by us
- we completed a high-level review of the veracity of the AMC Production Case cash flow models and provided feedback to AMC, and AMC made adjustments to the models, where appropriate.

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Key operational assumptions

The principal operational assumptions provided by AMC and adopted in our valuation of Hemi are summarised below.

Table 35: AMC's key operating assumptions

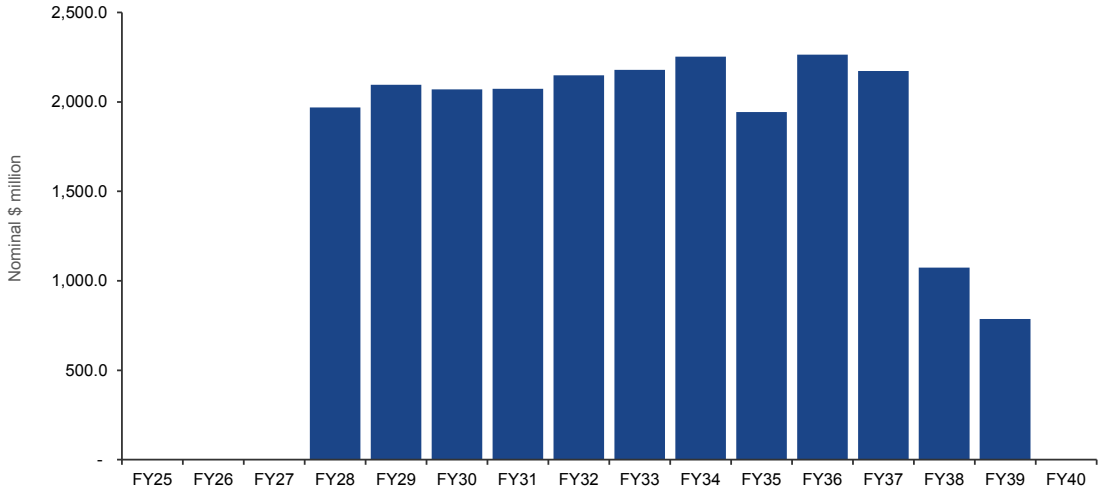
	Unit	Assumption
Mine life	Years	12
First year of production	Date	2027
Total ore processed	Mt	122.1
Average gold processing grade	g/t Au	1.5
Average gold recovery	%	93.5%
Total gold recovered	Moz	5.7
Average operating cost per gold recovered	$/oz	1,658.2
Total capital cost over the LOM	$ million	1,953.8

Source: ITSR and KPMG Corporate Finance analysis

Revenue

Forecast revenue is a function of the quantity of gold produced from the Hemi Project over the LOM and our forecast prices for gold and is summarised in the chart below.

Figure 7: Forecast revenue

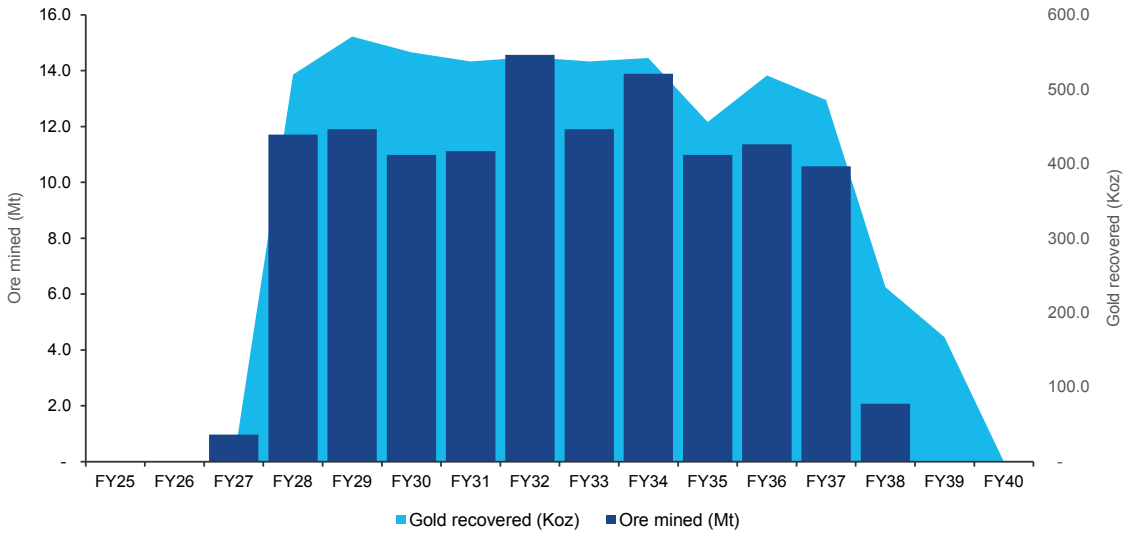


Source: ITSR and KPMG Corporate Finance analysis

We have set out the Hemi Project ore mined and gold concentrate recovered profile over the project life in the figure below.

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Figure 8: Forecast ore mined and gold recovery

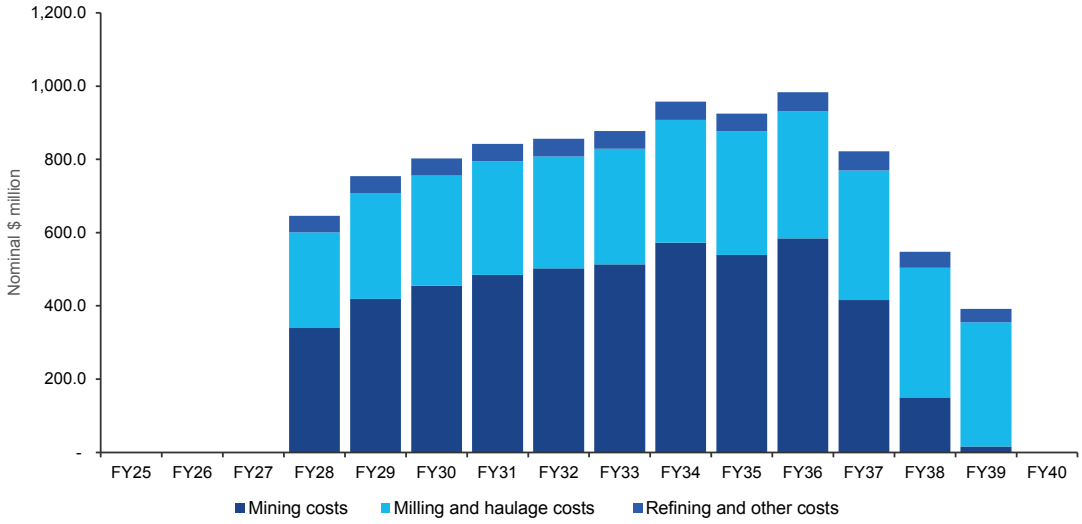


Source: ITSR and KPMG Corporate Finance analysis

Operating costs

Operating costs comprise mining, milling & haulage and refining & other costs over the life of Hemi as set out in the chart below.

Figure 9: Forecast operating costs



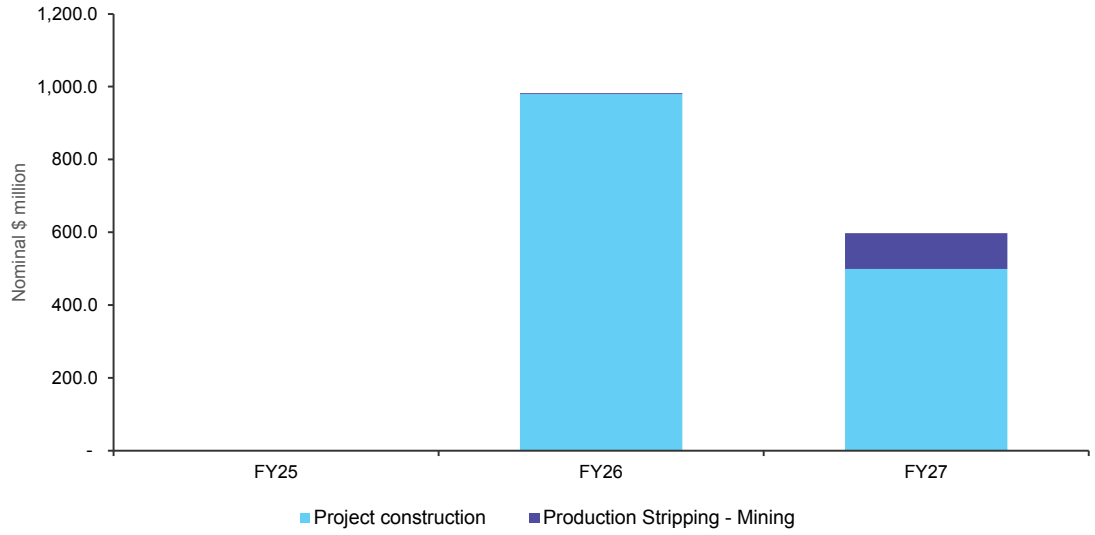
Source: ITSR and KPMG Corporate Finance analysis

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Capital expenditure

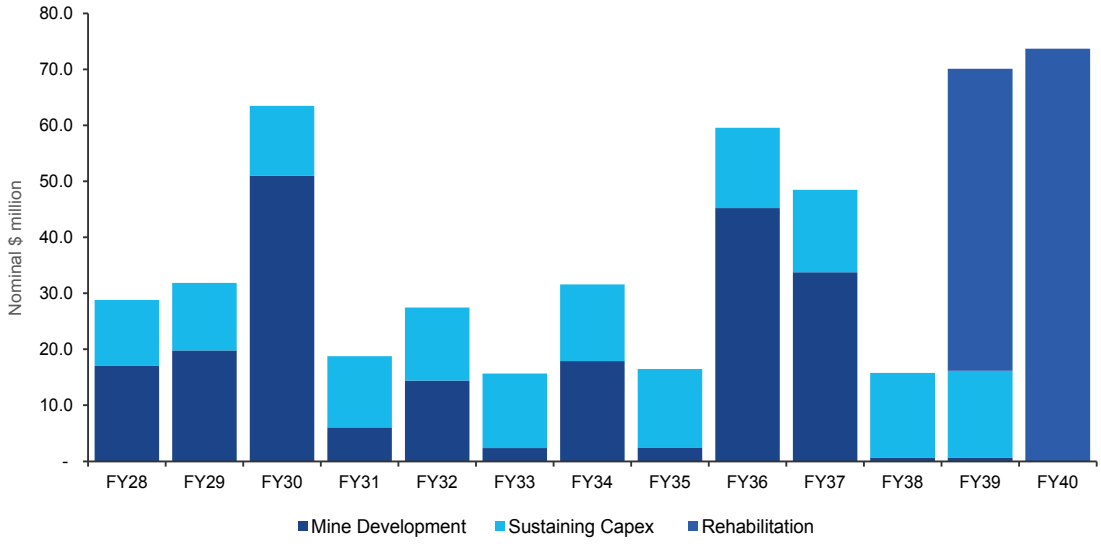
Projected annual capital expenditure, including mine development, sustaining capital expenditure and rehabilitation & closure capital expenditure is set out in the charts below. We have separated pre-production capital expenditure from sustaining capital expenditure and rehabilitation & closure capital expenditure for illustrative purposes.

Figure 10: Forecast pre-production capital expenditure



Source: ITSR and KPMG Corporate Finance analysis

Figure 11: Forecast sustaining capital expenditure



Source: ITSR and KPMG Corporate Finance analysis

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Further details in relation to AMC's assumptions are set out in its ITSR, which is attached at Appendix 7.

Sensitivity analysis

We have undertaken a sensitivity analysis around the mid-point of our DCF valuation range for the Hemi Project (calculated using our mid-point discount rate) based on a range of key assumptions, the outcome of which is set out in the table below.

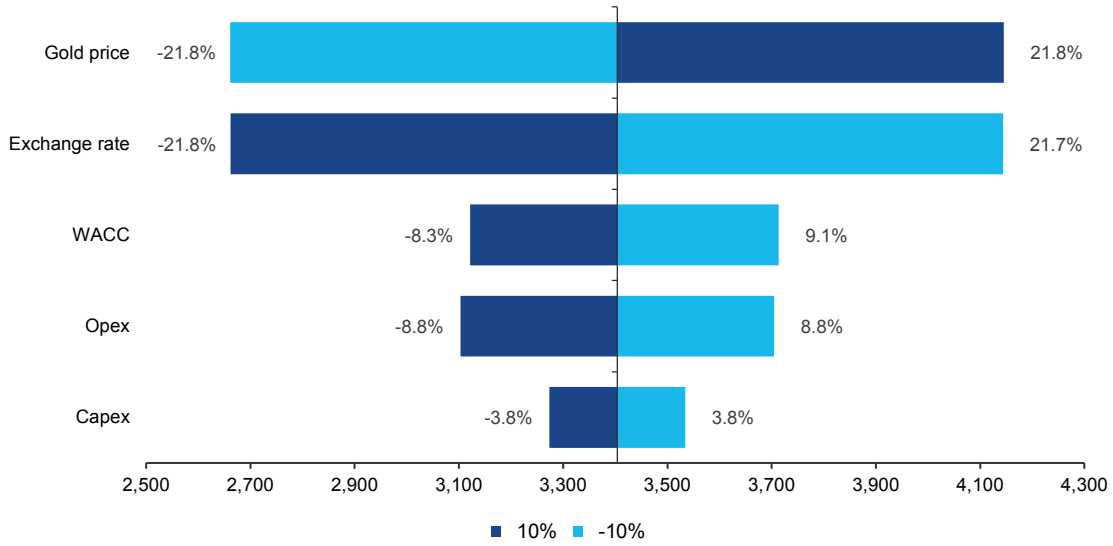
Table 36: Sensitivity analysis

NPV Sensitivity ($ million)	-10%	-5%	0%	5%	10%
Gold price	2,661	3,033	3,404	3,774	4,145
Exchange rate	4,144	3,774	3,404	3,034	2,662
WACC	3,714	3,555	3,404	3,259	3,121
Opex	3,705	3,554	3,404	3,253	3,103
Capex	3,534	3,469	3,404	3,339	3,274

Source: KPMG Corporate Finance analysis

This analysis indicates that our assessed valuation range for the Hemi Project is particularly sensitive to the movements in the commodity price and exchange rate assumptions, as set out in the tornado chart below, which is based on a 10% variance to each key assumption.

Figure 12: The Hemi Project DCF sensitivity



Source: KPMG Corporate Finance analysis

Our analysis has also indicated that our range of assessed values for the Hemi Project is sensitive to the assumed timing of developing the project. The values in the table below show the sensitivity of the mid-point of our DCF valuation range for Hemi (calculated using our mid-

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point discount rate) assuming a 12-month advancement and a 12-month delay in commencing construction of the project.

Table 37: The Hemi Project NPV sensitivity

NPV Sensitivity ($ million)	Mid-point	% change
Valuation of Hemi - 12 month advanced	3,890.6	14.3%
Valuation of Hemi	3,403.9	-
Valuation of Hemi - 12 month deferral	3,072.0	-9.8%

Source: KPMG Corporate Finance analysis

12.3.2 Valuation of De Grey's interest in the Hemi Regional Mineral Resources

We have valued De Grey's 100% interest in the projected cash flows from Hemi Regional as lying in the range of $167.6 million to $215.7 million.

In forming our opinion, we have developed cash flow forecasts incorporating AMC's view as to a reasonable production case for Hemi Regional, based on AMC's discussions with Management and other supporting documentation. As a result of this analysis, AMC concluded there while there was a reasonable basis for valuing Hemi Regional's Mineral Resources included in the LOM using the DCF approach, the Hemi Regional Mineral Resources not included in the LOM were more appropriately valued using other methodologies more commonly used for valuing early-stage mineral projects.

We consider the production and operational cash flow models prepared by AMC are sufficiently robust and reliable for us to adopt as the basis for our assessment, having regard to the following:

- the starting point LOM plans provided by De Grey to AMC were prepared by De Grey in conjunction with various external mining consultants
- AMC completed a site visit to Hemi Regional and has held discussions with Management and considered supporting information in determining its underlying assumptions
- the forecast cash flows are underpinned by JORC compliant Mineral Resources
- there relevant, AMC have adopted macro-economic assumptions determined by us
- AMC considers that it would be prudent to apply a 25% discount to the value of Hemi Regional, to reflect the project specific development risk
- we completed a high-level review of the veracity of the AMC Production Case cash flow models and provided feedback to AMC, and AMC made adjustments to the models, where appropriate.

Key operational assumptions

The principal operational assumptions provided by AMC and adopted in our valuation of Hemi Regional are summarised below.

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Table 38: AMC's key operating assumptions

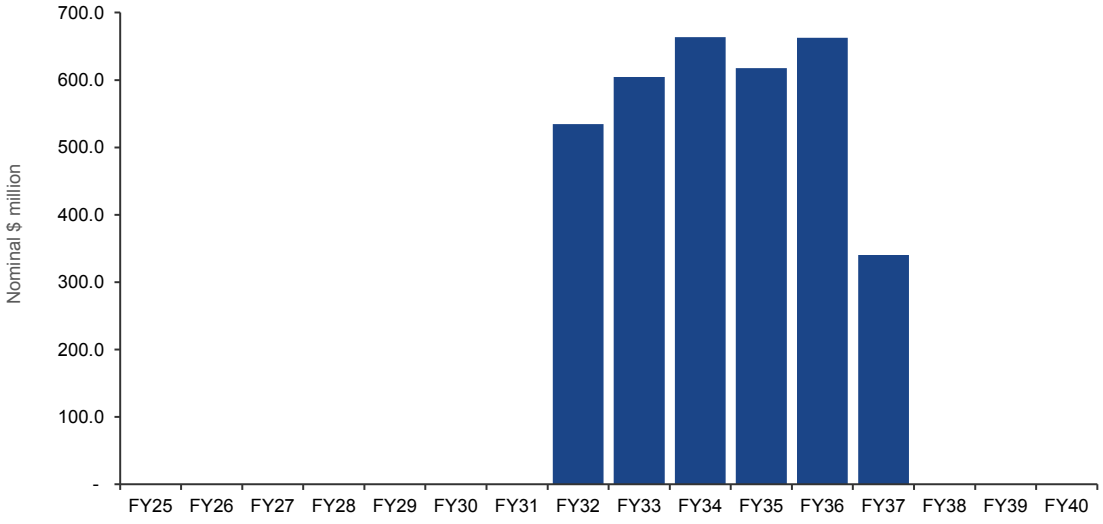
	Unit	Assumption
Mine life	Years	6
First year of production	Date	2031
Total ore processed	Mt	16.6
Average gold processing grade	g/t Au	1.7
Average gold recovery	%	90.8%
Total gold recovered	Koz	816.5
Average operating cost per gold recovered	$/oz	2,168.2
Total capital cost over the LOM	$ million	440.9

Source: ITSR and KPMG Corporate Finance analysis

Revenue

Forecast revenue is a function of the quantity of gold produced from Hemi Regional over the life of the project and our forecast prices for gold and is summarised in the chart below.

Figure 13: Forecast revenue

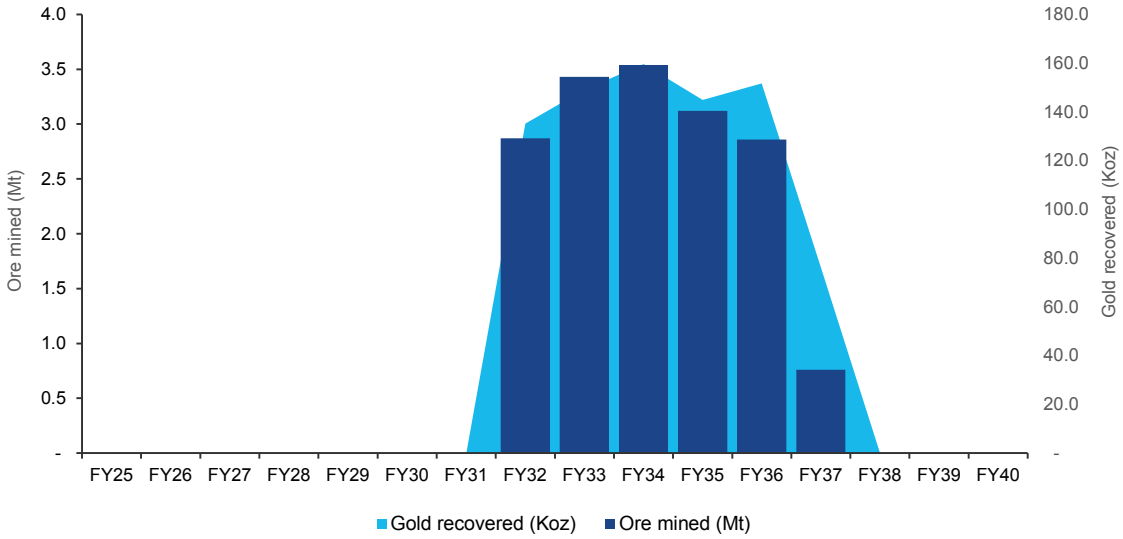


Source: ITSR and KPMG Corporate Finance analysis

We have set out the Hemi Regional ore mined and gold concentrate recovered profile over the project life in the figure below.

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Figure 14: Forecast ore mined and gold recovery

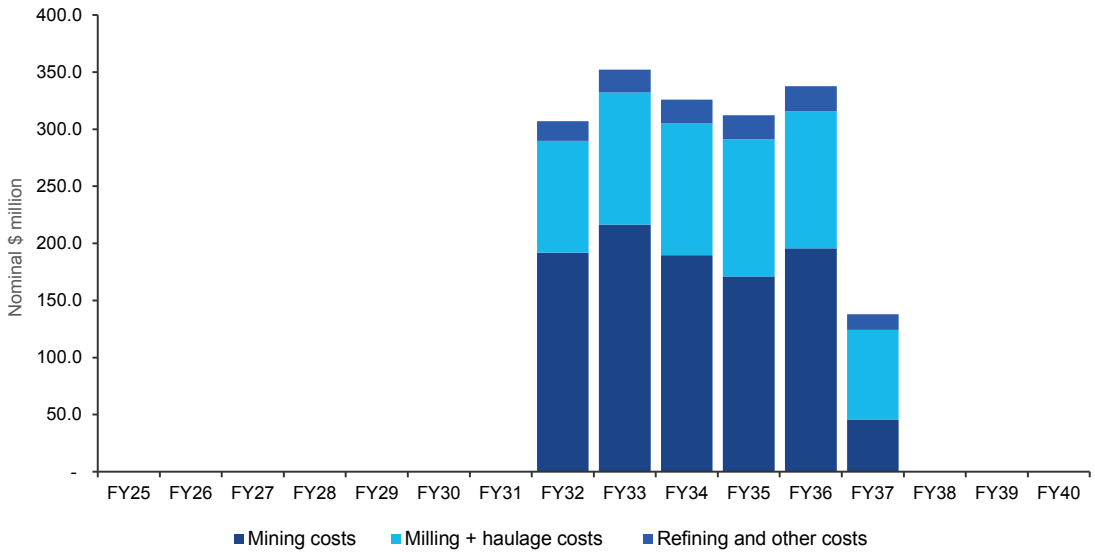


Source: ITSR and KPMG Corporate Finance analysis

Operating costs

Operating costs comprise mining, milling & haulage and refining & other costs over the life of Hemi Regional as set out in the chart below.

Figure 15: Forecast operating costs



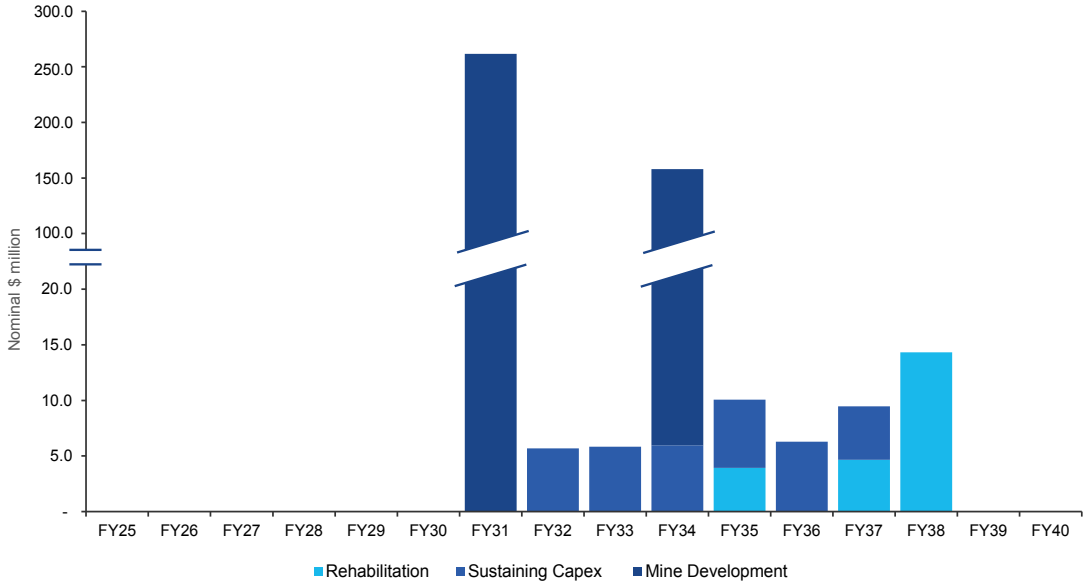
Source: ITSR and KPMG Corporate Finance analysis

Capital expenditure

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Projected annual capital expenditure, including mine development, sustaining capital expenditure and rehabilitation & closure capital expenditure, is out in the chart below.

Figure 16: Forecast pre-production capital expenditure



Source: ITSR and KPMG Corporate Finance analysis

Further details in relation to AMC's assumptions are set out in its ITSR, which is attached at Appendix 7.

Sensitivity analysis

We have undertaken a sensitivity analysis around the mid-point of our DCF valuation range for Hemi Regional (calculated using our mid-point discount rate), based on a range of key assumptions, the outcome of which is set out in the table below.

Table 39: Sensitivity analysis

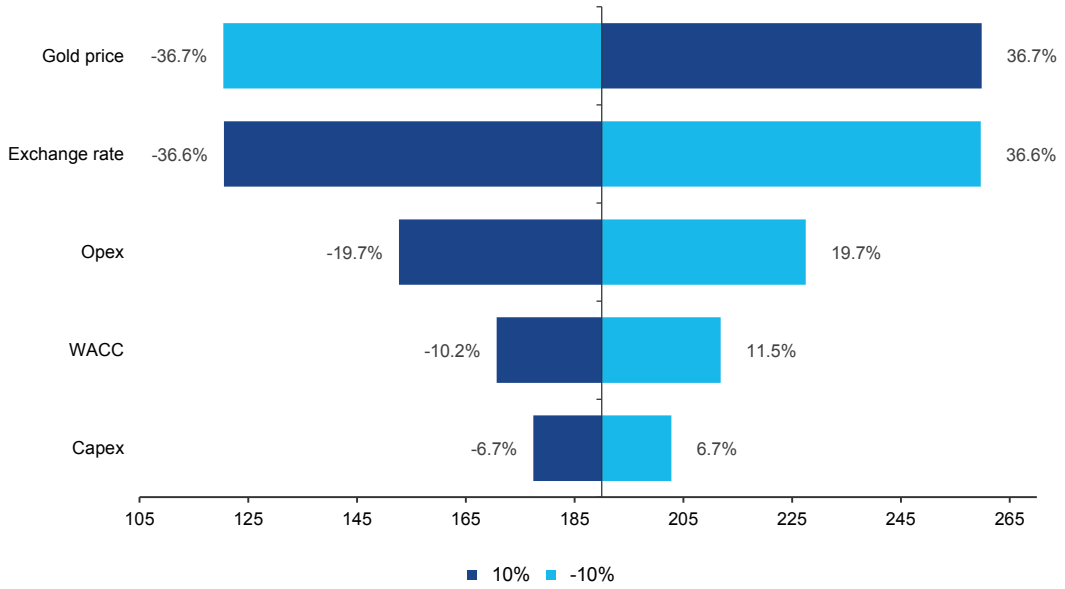
NPV Sensitivity ($ million)	-10%	-5%	0%	5%	10%
Gold price	120	155	190	225	260
Exchange rate	260	225	190	155	120
Opex	227	209	190	171	153
WACC	212	201	190	180	171
Capex	203	196	190	184	177

Source: KPMG Corporate Finance analysis

This analysis indicates that our assessed valuation range for Hemi Regional is particularly sensitive to the movements in the commodity price and exchange rate assumptions, as set out in the tornado chart below, which is based on a 10% variance to each key assumption.

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Figure 17: The Hemi Regional project DCF sensitivity



Source: KPMG Corporate Finance analysis

Our analysis has also indicated that our range of assessed values for Hemi Regional is sensitive to the assumed timing of developing the project. The values in the table below show the sensitivity of the mid-point of our DCF valuation range for Hemi Regional (calculated using our mid-point discount rate) assuming a 12-month advancement and a 12-month delay in commencing construction of the project.

Table 40: Hemi Regional NPV sensitivity

NPV Sensitivity ($ million)	Mid-point	% change
Valuation of Hemi Regional - 12 month advanced	204.9	7.8%
Valuation of Hemi Regional	190.1	-
Valuation of Hemi Regional - 12 month deferral	176.3	-7.2%

Source: KPMG Corporate Finance analysis

12.3.3 Valuation of De Grey's Exploration Assets

The value of De Grey's interest in Mineral Resources not included in its forecast production for the Hemi Project or Hemi Regional (i.e. the Exploration Assets) as determined by AMC are in the range of $52.3 million to $164.6 million as summarised in the table below.

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Table 41: Summary of valuations of other mineral assets held by De Grey

	Assessed Values	
$ million	**Low**	**High**
Remnant Resources		
Withnell	8.1	26.1
Wingina	3.7	9.9
Hemi	37.6	118.4
Exploration tenements		
Hemi Project tenements	2.3	4.7
Regional tenements	0.5	4.6
Tenement applications	0.1	0.9
Total other mineral assets	**52.3**	**164.6**

Source: ITSR

In its assessment of the value of the Exploration Assets, AMC have adopted generally accepted methods for valuing mineral assets including the yardstick value method and unit area method. Further details in relation to each the assets listed in table 41 are set out in AMC's ITSR, which is attached at Appendix 7. It should be noted that the valuation of early stage / exploration assets is highly subjective and involves subjective assessments based on the professional judgements and experience of AMC. The early stage of development of these assets and the subjectivity of the valuation inputs has resulted in a relatively wide value range, which we consider to be appropriate in the circumstances.

12.3.4 Other Assets

Other assets include cash and short term deposits, financial assets, Mt Dove rehabilitation, Joint ventures and other net assets held by De Grey. Except as specifically noted below, having regard to their nature and quantum, these assets and liabilities have been incorporated in our valuation at net book values as at 31 December 2024.

Cash and cash equivalents

We have adopted a cash and cash equivalents balance of $786.4 million for the purpose of our valuation. This is comprised of:

- a $30.9 million cash balance held by De Grey as at 31 December 2024
- a $755.5 million short term deposit balance as at 31 December 2024.

Financial assets

De Grey holds an investment in the listed equity security of Novo. De Grey currently holds 35.2 million CDIs in Novo. As at 23 January 2025, the closing price for a Novo CDI was $0.0940. As such, we have adopted value of $3.3 million the De Grey's shareholding in Novo.

Other net liabilities

Trade debtors, prepayments, trade creditors, accruals, and provisions as at 31 December 2024 (with a net liability balance of $6.6 million) have been incorporated into our valuation of other net

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liabilities. De Grey has confirmed that, other than as specifically noted below, there have been no significant changes to the book value of non-operational assets or liabilities since 31 December 2024.

Joint ventures

As discussed in section 8.4, De Grey had entered into a HOA with Novo, covering the Egina Project and an exclusive agreement with Kalamazoo to acquire the Ashburton Gold Project. De Grey has incurred costs that have not been incorporated into the valuation of De Grey's interest in the mineral assets set out above. Management estimates the costs incurred as at 31 December 2024 to be in the order of $7.2 million for the Egina Project and $2.9 million for the Ashburton Gold Project, totalling $10.1 million.

Mt Dove rehabilitation

As discussed in section 8.4, De Grey executed a 15-year sub lease on the Mt Dove tenement. As part of the lease terms, De Grey has agreed to contribute up to $7.8 million towards the Mt Dove environmental liability at the end of is lease term in 18 March 2038. The after-tax NPV of the environmental liability has been estimated to be in order of $1.9 million to $2.4 million.

Future corporate overheads

De Grey incurs corporate overheads in relation to managing its business. These costs have not been incorporated into the valuation of De Grey's interest in the mineral assets set out above, and therefore it is necessary to deduct the present value of anticipated future management and administrative costs in relation to De Grey's operating assets from the value of De Grey. Management estimate the corporate costs, in the absence of the Offer, to be in the order of $21.2 million per annum (in FY24 pre-tax dollars) which is partially offset by approximately $0.1 million in other income.

We have been provided with a schedule prepared by Management that sets out their assessment of the direct synergies and cost savings likely to be available to a pool of purchasers in acquiring a 100% interest in De Grey. Depending upon the size and nature of the acquirer these synergy benefits and cost savings could total in the order of approximately $5.5 million per annum (in FY24 pre-tax dollars) over the life of the De Grey's operations.

In assessing the quantum of these synergies and cost savings for the purpose of our valuation we have considered:

- head office costs - a large acquirer with excess capacity should be able realise head office wage and on-cost savings as a result of various management and head office functions being subsumed within the organisational structure of the acquirer
- directors' and officers' fees – any acquirer would seek to rationalise the Board of De Grey
- audit and compliance costs – any acquirer is expected to realise economies of scale from consolidation in terms of statutory reporting and compliance requirements charged in respect of the enlarged entity when compared to two standalone entities

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- external rent –an acquirer may be able to realise cost savings associated with the reduction of space requirements as a direct result of the reduction in head office executive and employee head count.

We have discussed with Management the basis of its assessment as to the level of synergies and cost savings that may be realised by a pool of purchasers. Whilst there is both downside risk and potential upside in relation to the final quantum and nature of the synergies that may ultimately be realised, we believe, based on information available, that De Grey's estimated synergy benefits and cost savings are reasonable for the purpose of our valuation.

The after-tax NPV of these adjusted corporate costs, having regard to the nature of the Company's assets, has been estimated to be in order of $91.8 million to $101.9 million.

In addition to the direct synergies described above, acquirers of De Grey may achieve indirect synergies such as procurement synergies, economies of scale and increased liquidity in their stock due to increased size. However, it is very difficult to assess the likelihood of these synergies being achieved or to quantify the extent of these synergies in the short term.

We also note that an acquirer of De Grey may be able to accelerate the utilisation of De Grey's existing tax losses as part of a larger tax consolidation group compared to De Grey in its current form. The ability of any purchaser to utilise these tax losses would however be subject to the satisfaction of various statutory tests and also would be dependent upon the availability and timing of taxable income derived from sources unrelated to the Hemi Project or Hemi Regional.

12.4 Synergies unique to Northern Star

Having regard to the existing operational profile and location of Northern Star's asset base, it is not expected that Northern Star would realise any direct cost savings that a general pool of purchasers may not otherwise be able to achieve. However, Northern Star is currently in the process of undertaking a major expansion at its KCGM operation in Kalgoorlie. Depending on the timing of the Hemi environmental approvals and the timing of the final investment decision by the Merged Group, the timelines between the KCGM Mill Expansion and Hemi may be complementary. If so, this would be expected to drive development efficiencies at Hemi, and the intended integration of De Grey's team is expected to support continued development momentum.

We have not factored these benefits to Northern Star in our determination of the underlying value of De Grey. We have however considered these benefits in our assessment of the reasonableness of the Scheme.

12.5 Other valuation parameters

Having regard to our assessed values in respect of De Grey's assets and liabilities, the implied enterprise value for De Grey is between $3,232.2 million and $3,992.7 million[21] which, based on

[21] Implied enterprise value is calculated as total equity value less Cash and cash equivalents, Financial assets and Joint ventures

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De Grey's published Mineral Reserves and Mineral Resources, implies a value per ounce of contained gold equivalent multiples as summarised in the table below.

Table 42: Ore Reserve and Mineral Resource multiples per ounce of contained gold equivalent implied by our assessed enterprise values

$ million	Low	High
Assessed Enterprise Value	3,232.2	3,992.7
Implied AuEq. Reserves multiple[1,2]	539/oz	665/oz
Implied AuEq. Resources multiple[1,3,4]	238/oz	294/oz

Source: KPMG Corporate Finance analysis

Notes:

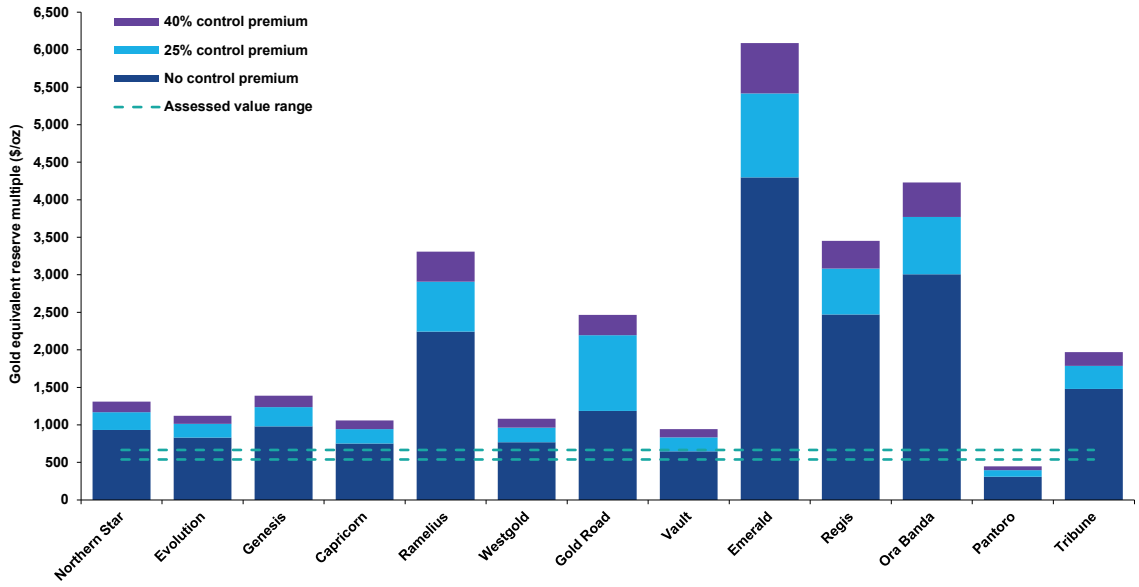
1. *Ore Reserve and Mineral Resource multiples implied by our assessed values are calculated using De Grey's most recent published Ore Reserve and Mineral Resource information*
2. *Ore Reserves include Proved and Probable Reserves*
3. *Mineral Resources include Measured, Indicated and Inferred Resources*
4. *Mineral Resources are inclusive of Ore Reserves.*

Comparison to listed company gold equivalent Ore Reserve multiples

Summarised in the figure below is a comparison of the Ore Reserve multiples implied by our range of assessed enterprise values for De Grey with the value per Ore Reserve ounce for a selection of listed gold developers and producers implied by their market capitalisation as at 23 January 2025, plus a notional allowance for a premium for control of both 25% and 40% and their most recent reported net debt/(cash) positions.

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Figure 18: Ore Reserve multiples per ounce of contained gold equivalent implied by selected listed companies as at 23 January 2025



Source: KPMG Corporate Finance Analysis, Capital IQ, respective company announcements and Annual Reports

While this analysis indicates a wide range of outcomes, we note that the range of Ore Reserve multiples implied by our range of assessed enterprise values for De Grey lies within the range of equivalent observed listed gold company Ore Reserve multiples.

In considering this outcome, we would highlight:

- the implied De Grey multiples are generally at discount to the multiples for the comparable companies, which is expected given the comparable companies are predominantly operating gold mining companies while De Grey has not yet commenced operations
- the Mineral Reserve multiples for Ramelius Resources Limited, Gold Road, Emerald Resources NL, Ora Banda Mining Limited and Tribune Resources Limited are at the higher end of the range, which may reflect a relatively low proportion of Ore Reserves to Mineral Resources.

These results need to be viewed with some caution as they do not capture things such as:

- the exploration effort/investment undertaken and whether there is any imperative for conversion of Mineral Resources to Ore Reserves. In this regard we note that companies in development stage with limited funding might not be willing to spend money to convert resources to reserves
- differences in production costs
- potential timing differences by companies in reporting updated Ore Reserve figures

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- other assets and liabilities held by the selected companies not reflected in the Ore Reserves balances.

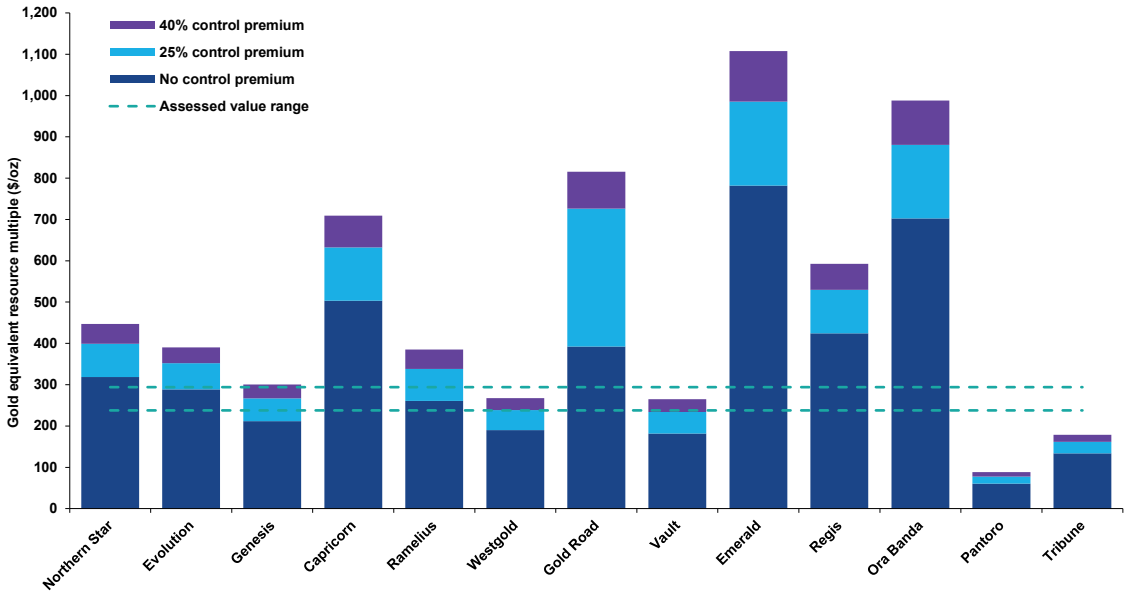
Accordingly, whilst in our view the outcome of this analysis provides broad support for our range of values, this form of analysis should only be considered as a high-level cross-check of the outcomes of other valuation methodologies.

Further detailed analysis is set out in Appendix 5 to this report.

Comparison to listed company gold equivalent Mineral Resource multiples

Summarised in the figure below is a comparison of the Mineral Resource multiples implied by our range of assessed enterprise values for De Grey with the value per gold equivalent Mineral Resource ounce for a selection of listed gold developers and producers implied by their market capitalisation as at 23 January 2025, plus a notional allowance for a premium for control of both 25% and 40% and their most recent reported net debt/(cash) positions.

Figure 19: Mineral Resource multiples per ounce of contained gold equivalent implied by selected listed companies as at 23 January 2025



Source: KPMG Corporate Finance Analysis, Capital IQ, respective company announcements and Annual Reports

Consistent with the findings from the Ore Reserve multiple analysis discussed above, while this analysis indicates a wide range of outcomes, the range of Mineral Resource multiples implied by our range of assessed enterprise values for De Grey lies within the range of equivalent observed listed company Mineral Resource multiples.

As discussed previously, this form of analysis should only be considered as a high-level cross-check.

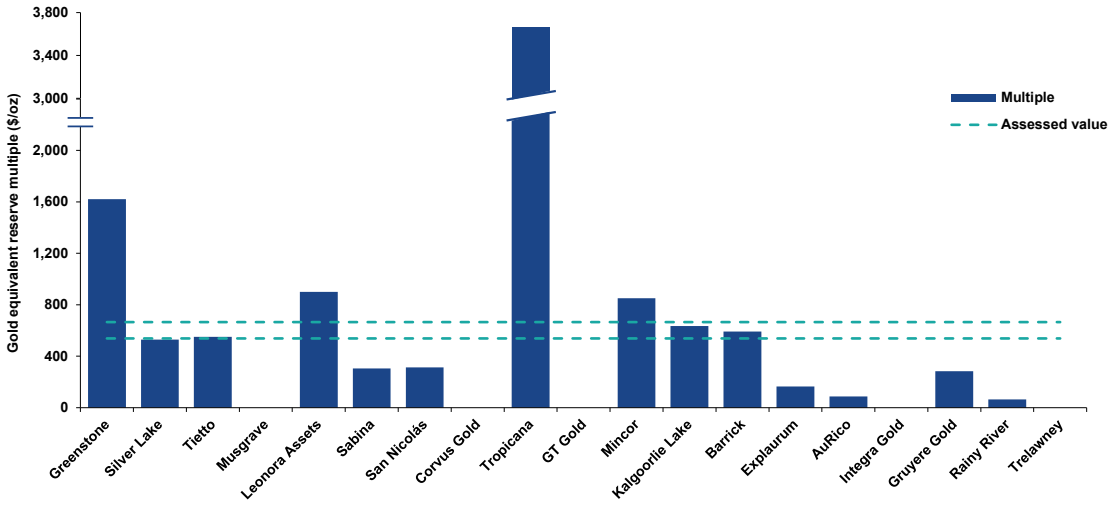
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Further detailed analysis is set out in Appendix 5 to this report.

Comparison to listed gold equivalent Ore Reserve multiples implied by recent gold corporate and project transactions

Summarised in the figure below is a comparison of the gold equivalent Ore Reserve multiples implied by our range of assessed enterprise values for De Grey with the implied value per gold equivalent Ore Reserve ounce for a selection of recent corporate and project transactions involving gold developers and producers with jurisdictions in Australia, United States and Canada.

Figure 20: Ore Reserve multiples per ounce of contained gold equivalent implied by selected corporate and project transactions



Source: KPMG Corporate Finance Analysis, Capital IQ, MergerMarket, respective company announcements and Annual Reports

While this analysis indicates a wide range of outcomes, the range of Ore Reserve multiples implied by our range of assessed enterprise values for De Grey lies within the observed range for recent transactions.

As discussed previously, this form of analysis should only be considered as a high-level cross-check.

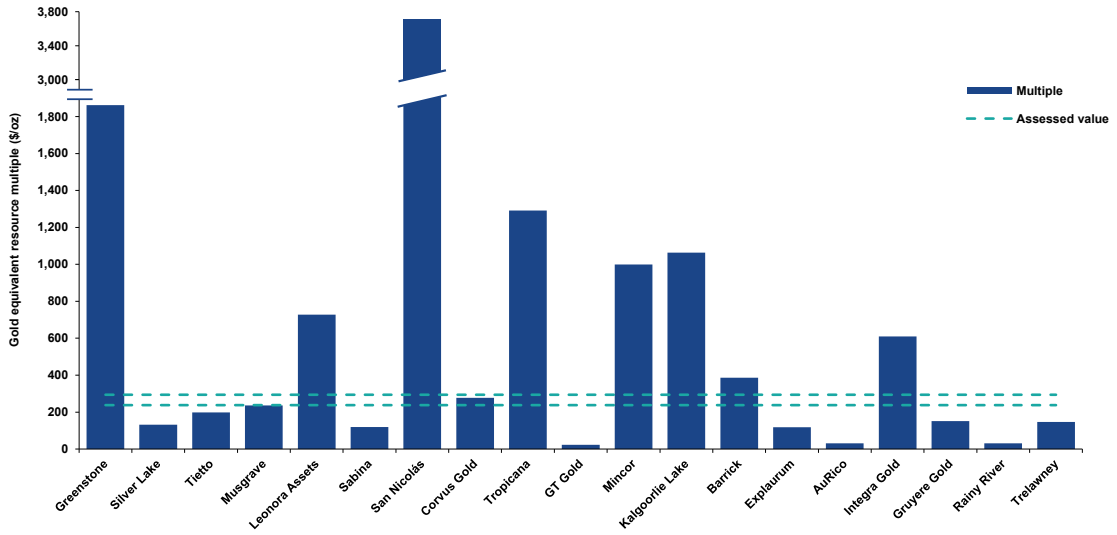
Further detailed analysis is set out in Appendix 6 to this report.

Comparison to listed gold equivalent Mineral Resource multiples implied by recent gold corporate and project transactions

Summarised in the figure below is a comparison of the gold equivalent Mineral Resource multiples implied by our range of assessed enterprise values for De Grey with the implied value per gold equivalent Mineral Resource ounce for a selection of recent corporate and project transactions involving gold developers and production companies with jurisdictions in Australia, United States and Canada.

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Figure 21: Mineral Resource multiples per ounce of contained gold equivalent implied by selected corporate and project transactions



Source: KPMG Corporate Finance Analysis, Capital IQ, MergerMarket, respective company announcements and Annual Reports

While this analysis indicates a wide range of outcomes, the range of the Resource multiples implied by our range of assessed enterprise values for De Grey lies within the observed range for recent transactions.

As discussed previously, this form of analysis should only be considered as a high-level cross-check.

Further detailed analysis is set out in Appendix 6 to this report.

13 Valuation of the Scheme Consideration

13.1 Summary

The Scheme Consideration to be received by the Shareholders comprises new ordinary shares in the Merged Group. Accordingly, RG 111 requires the value of the scrip consideration to be assessed on a minority interest basis. It is common in these circumstances to have reference to the post announcement market price of the acquiror for the purpose of estimating the value of a transaction with a scrip component, as this is the price at which target shareholders can monetise the consideration.

Neither the theoretical value of the Merged Group as a stand-alone entity nor the consideration of relevant control premia are relevant to portfolio shareholders in the Merged Group, except in the event of an offer for the Merged Group itself.

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In addition, we have not had access to the internal records or management of Northern Star and the information contained in the Scheme Booklet is insufficient to enable a fundamental valuation of Northern Star's assets or the company to be performed on a reasonable basis.

Utilising the post announcement market prices of Northern Star to assess the value of the Scheme Consideration also requires consideration as to whether there are any factors that might suggest Northern Star's current trading prices may not be representative of future trading prices in the short to medium term.

We have assessed the estimated trading value of a share in the Merged Group, under current market conditions, to lie in the range of $16.10 to $17.45, which, based on the Exchange Ratio, implies a value of the Scheme Consideration in the range of $1.92 to $2.08 per De Grey share, as set out in the table below.

Table 43: Assessed value of the Scheme Consideration

	Valuation range	
$	Low	High
Value per Merged Group share	16.10	17.45
Scheme Consideration per De Grey share	0.119	0.119
Assessed value of the Scheme Consideration	**1.92**	**2.08**

Source: KPMG Corporate Finance analysis

Note: may not calculate exactly due to rounding

The implied value of the Scheme Consideration will vary with movements in Northern Star's traded price, which will reflect both company specific and general market factors, including movements in gold markets and the A$/US$ exchange rate. Accordingly, the final value of the Scheme Consideration will not be known until the Scheme is implemented, which is currently scheduled for 5 May 2025, and could ultimately exceed, or be less than, $16.10 to $17.45 per Merged Group share.

In assessing the Scheme Consideration, which is underpinned by the value of a new ordinary share in the Merged Group, we have considered a combination of matters, including recent traded share prices and the liquidity of Northern Star on the ASX and Cboe, the performance of Northern Star shares relative to various other listed gold mining companies and brokers' target prices for a Northern Star share on the ASX published in the periods immediately prior to and post the Announcement Date.

Key factors influencing our approach included:

- the trading price of Northern Star shares reflects the value of portfolio interests as required by RG111
- Northern Star is a publicly listed company and is required to comply with ASX Listing Rules in relation to continuous disclosure, including in particular the release of price sensitive information. A review of announcements made by Northern Star over calendar 2024 indicates that it regularly releases a significant amount of financial and operational information to the market

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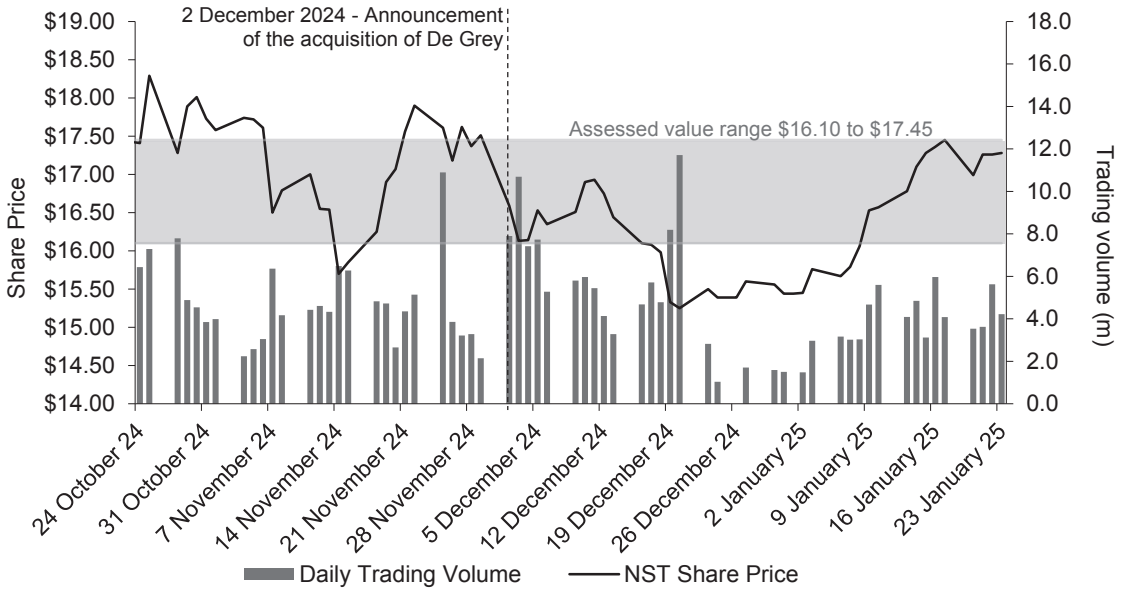
- Northern Star is followed by various broking houses, which publish periodic research reports, which arguably assist shareholders (and potential shareholders) to make informed decisions regarding the prospects of the company and prices at which Northern Star shares should trade. In this regard, in the period:
  - between the release of Northern Star's Quarterly Activities Report for September 2024 on 24 October 2024 and the Announcement Date, we have sourced eight investment notes in relation to Northern Star published by broking houses
  - subsequent to the Announcement Date, we have also sourced eight investment notes, of which six are from the same broking houses that published investment notes before the Announcement Date
- there has been sufficient time and sufficient information has been made available, including information contained in:
  - the ASX announcement of the Transaction including the SID and Transaction Presentation, released to the market on the Announcement Date
  - De Grey's announcement of the outcomes of its Hemi Underground Mining Conceptual Study, released to the market on 19 December 2024
  - Northern Star's Quarterly Activities Report for December 2024, released to the market on 21 January 2025
  - De Grey's Quarterly Activities Report for December 2024, released to the market on 21 January 2025
  - various broking houses notes covering De Grey and/or Northern Star, released subsequent to the Announcement Date

  for the market to assess the Scheme, its prospects of success and the implications for Northern Star should the proposed acquisition of De Grey be successful. Therefore, trading in Northern Star shares subsequent the Announcement Date should reflect the estimated impacts associated with the Transaction, albeit Northern Star's market price may also be reflecting a certain degree of completion risk given that De Grey's largest shareholder (Gold Road Resources Limited) has not provided its voting intention statement, as of the date of this report
- Northern Star's shares were traded on the ASX on each of the 254 available trading days over the 12 months prior to the Announcement Date and also on each of the trading days in the subsequent period and average daily trading volumes have been sufficient for shareholders desirous of realising their investments to do so.

A summary of recent share trading activity in Northern Star shares from 24 October 2024 to 23 January 2025, and our selected valuation range for the Scheme Consideration is set out in the chart below.

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Table 44: Selected valuation range and recent trading in Northern Star shares



Source: S&P Capital IQ, IRESS, KPMG Corproate Finance Analysis

13.2 Analysis of trading in Norther Star shares

13.2.1 Northern Star's share price and liquidity

Prior to the Offer

The trading price and volume of Northern Star shares traded prior to the Announcement Date was discussed previously in section 9.10.1. Over the 12-month period prior to the Announcement Date, Northern Star shares, whilst exhibiting volatility, generally trended upwards over the period, closing at $17.51 on 29 November 2024 (the last trading day prior to the Announcement Date), representing an increase of approximately 45% over the 12-month trading low of $12.08 per share on 23 January 2024. This increase in value is not unexpected given the corresponding 31% increase in the gold price (COMEX, in $) over the same period, increasing from 3,138 $/oz. to 4,117 $/oz. As outlined in section 9.4, Northern Star has benefitted from increased revenues over the period due to the higher average realised gold price.

Our review of Northern Star's ASX releases indicates that it regularly releases information into the market. In addition to typical reporting of half year and full year financials, it has historically also provided full year operational guidance to the market, quarterly activities and results updates and also periodically presents at industry events. In the period between 30 November 2023 and the Announcement Date, Northern Star:

- hosted the December 2023 Quarterly Results Webcast followed by the Quarterly Activities Report for the December 2023 quarter in January 2024

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- held the FY24 Half Year Result Webcast on 12 Feb 2024 and released the FY24 Half Year Report along with the Half Year Results Presentation on 22 Feb 2024
- held the March 2024 Quarterly Results Webcast on 2 April 2024, followed by an Operational Update on 11 April 2024 and the release of the Quarterly Activities Report for the March 2024 Quarter on 23 April 2024
- released a Resources, Reserves and Exploration Update on 2 May 2024
- released a Board Update on 26 Jun 2024 announcing the retirement of John Richards from his Independent Non-Executive Director position and naming Michael Asforth as his replacement
- held the June 2024 Quarterly Results Webcast on 1 July 2024, followed by the release of the Quarterly Activities Report for the June 2024 Quarter on 25 July 2024
- held the FY24 Financial Results Webcast on 12 August 2024, before releasing the FY23 Annual Report and Financial Results Presentation on 22 August 2024
- held the September 2024 Quarterly Results Webcast on 1 October 2024, followed by the release of the Quarterly Activities Report for the September 2024 Quarter on 24 October 2024
- held the Annual General Meeting on 20 November 2024.

In addition to the above, Northern Star was present at various industry events and forums and hosted a site visit at the KCGM site as discussed below:

- 26 February 2024: Investor Presentation BMO Global Metals, Mining & Critical Minerals Conference
- 7 May 2024: Business First, Macquarie Australia Conference
- 5 August 2024: Investor Presentation – Diggers and Dealers and KCGM Site Visit Investor Presentation
- 16 September 2024: Business First, Gold Forum Americas
- 25 November 2024: Investor Presentation – European Roadshow.

Accordingly, the market was arguably well informed about the trading results and short to medium term prospects of Northern Star immediately leading up to the Announcement Date. Northern Star's shares closed down at $16.59 on 2 December 2014 compared to its closing price per share on 29 November 2024 (being the last trading date prior to the Announcement Date) of $17.51. (5.3% decline).

Post the announcement of the Offer

In the period from 2 December 2024 to 23 January 2025 inclusive, Northern Star shares:

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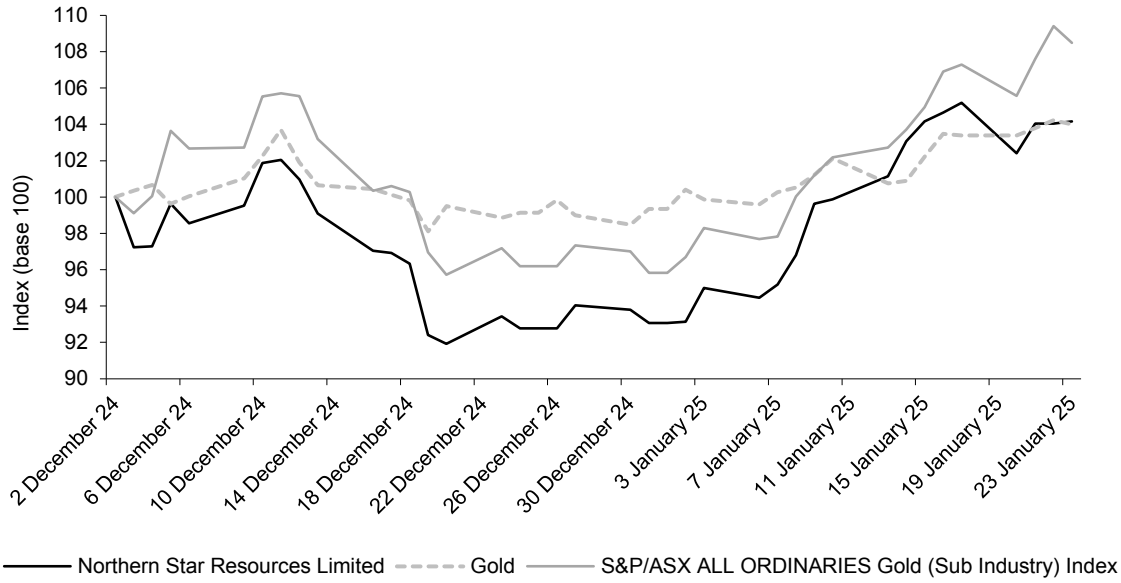
- initially trended down following the announcement of the Transaction through to late December, notwithstanding a small increase around 10 December, which appears to have been in response to an increase in the spot gold price
- has generally tended up from late December to 23 January 2025, following, but outperforming, the spot gold price
- overall, has traded in the range of $15.25 to $17.45 per share, with a closing price of $17.28 on 23 January 2025, representing a negligible decline from the closing price on 29 November 2024 of $17.51 (in the order of 1%).

Other than an announcement on 21 January 2025, concerning the release of the Quarterly Activities Report for December 2024, Northern Star did not issue any new price sensitive information other than that relating to the Transaction in the period to 23 January 2025.

Accordingly, it is likely that movements in Northern Star's share price over the period reflects a mixture of both general market factors and the market's assessment of the prospects and impact of Northern Star successfully completing the acquisition of De Grey.

The figure below depicts Northern Star's relative share market performance in the period 2 December 2024 to 23 January 2025 inclusive against the US$ spot price of gold and the XGD.

Table 45: Northern Star's relative share price performance between 2 December 2024 and 23 January 2025 inclusive



Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

The chart above indicates Northern Star's share generally exhibited correlation with the movement of the XGD and the gold price and show the following:

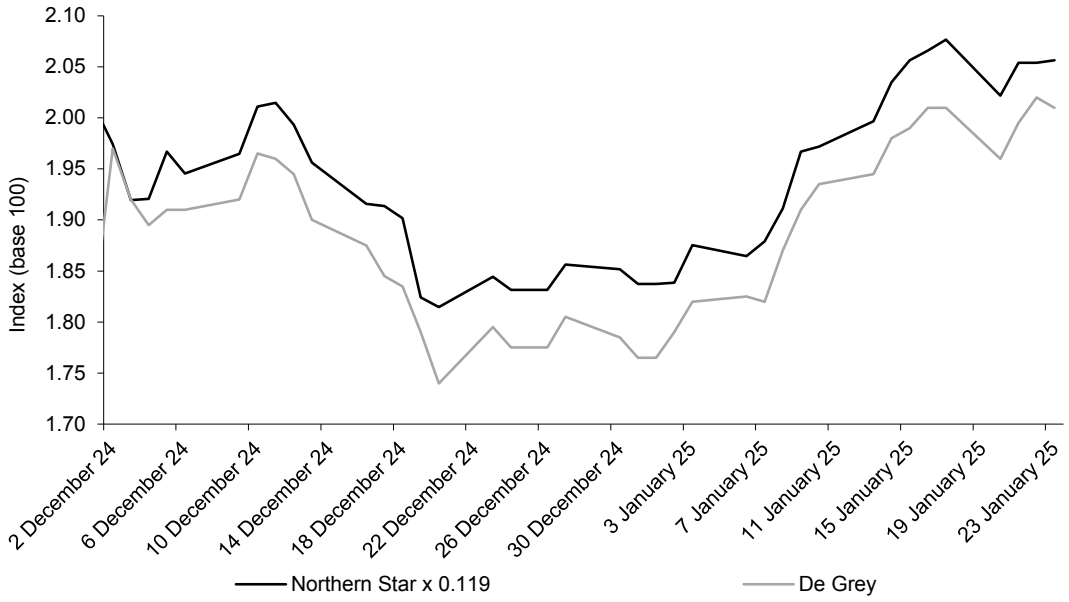
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- while the share price initially underperformed following the announcement of the Transaction, we consider that its performance was still relatively consistent with the broader gold industry, represented by the XGD
- the Northern Star share price recovered throughout January and closed with an overall increase of c. 4% over the period, similar to the gold price
- the XGD outperformed both Northern Star and the gold price over the period with an overall increase in the order of 8%.

As shown in the chart below, based on the Exchange Ratio, subsequent to the Announcement Date, De Grey shares have:

- traded with clear correlation to the movements in the Northern Star share price
- traded over the entire period below the implied Scheme Consideration.

Figure 22: De Grey share price vs. Transaction exchange ratio



Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

The trading profile of the De Grey shares since the announcement of the Transaction and their correlation to the Northern Star share price is not unexpected given that the Transaction has been recommended by the boards of both De Grey and Northern Star and likely indicates that the market considers there to be a strong prospect of the Scheme being implemented. That the De Grey shares are trading at a discount to the price implied by the Exchange Ratio may:

- reflect the perceived residual risk of the Transaction not completing, noting that De Grey's largest shareholder, Gold Road, has not provided its voting intention statement as at the date of this report and that

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- indicate that there is limited expectation in the market that other bidders will emerge with a superior proposal
- reflect certain market commentary following the Announcement Date, suggesting that Northern Star appears to have offered a full price for De Grey.

13.2.2 Trading multiples

Appendix 5 set out a comparison of the implied value per tonne of gold equivalent Mineral Resources and Ore Reserves respectively for various listed gold mining companies. This analysis indicates that Northern Star is trading broadly in line with the mean and median of its listed peers.

While, as outlined above in section 12, these metrics should be treated with some caution, the analysis does suggest that Northen Star's market capitalisation at 23 January 2023 is broadly supported by these multiples.

13.2.3 Liquidity

Northern Star is a deeply traded stock. In the one month and three months prior to the announcement of the Transaction, a total of 102.3 million (or 2.0%) and 306.5 million (or 8.9%) Northern Star shares, with an aggregate value of approximately $1,738.7 million and $5,033.1 million respectively, were traded on ASX and Cboe (refer to table 25). Northern Star shares were traded on every available trading day, representing an average daily traded volume of approximately 4.4 million shares and 4.6 million shares over the same periods.

In the period after the Announcement Date from 2 December 2024 up to and including 23 January 2025, a total of 170.4 million (or 14.9%) Northern Star shares, with an aggregate value of approximately $2,784.0 million were traded on ASX and Cboe (refer to table 26). Northern Star shares were traded on every available trading day, at an average daily volume of 4.7 million shares traded per day.

The average daily volume of shares traded in the period subsequent to the Announcement Date has increased slightly compared to immediately prior to the Announcement Date. This is not unexpected in the context of an acquisition.

As set out in section 9.10, the VWAP for a Northern Star share over the period 2 December 2024 to 23 January 2025 inclusive was $16.34.

13.2.4 Broker notes

Summarised in the following table are investment notes published by 9 broking houses providing target prices for Northern Star in the period:

- from 23 October 2024 (being the date of the release of the Quarterly Activities Report for September 2024) to the Announcement Date and
- from the Announcement Date to 23 January 2025.

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Table 46: Broker's Price Estimates for Northern Star

	Prior the Announcement Date				Post the Announcement Date			
Broker	Report date	Closing price at report date	Price target	Recommendation	Report date	Closing price at report date	Price target	Recommendation
Broker 1	23/10/24	17.43	20.00	Outperform	21/01/25	16.99	23.00	Outperform
Broker 2	24/10/24	17.41	19.55	Buy	21/01/25	17.26	20.00	Buy
Broker 3	24/10/24	17.15	19.50	Buy	n/a	n/a	n/a	n/a
Broker 4	24/10/24	17.41	18.25	Overweight	21/01/25	17.26	19.25	Overweight
Broker 5	24/10/24	17.41	18.50	Outperform	21/01/25	17.26	20.00	Sector Perform
Broker 6	25/10/24	17.41	21.95	Buy	21/01/25	17.26	22.85	Buy
Broker 7	25/10/24	17.41	20.00	Outperform	22/01/25	17.26	n/a	n/a
Broker 8	25/10/24	17.41	19.50	Buy	21/01/25	17.26	20.20	Buy
Broker 9	n/a	n/a	n/a	n/a	21/01/25	17.26	19.05	Buy
Minimum			**18.25**				**19.05**	
Maximum			**21.95**				**23.00**	
Median			**19.53**				**20.00**	
Average			**19.66**				**20.62**	

Source: Broker reports, KPMG Corporate Finance Analysis
Notes
1 "n/a" denotes "not available"
2 Broker 7 was restricted at the time the second report was published

This table indicates:

- the views of the broking community in relation to the short-term prospects of Northern Star prior to the Announcement Date were directionally aligned, predominantly providing recommendations of either 'Outperform' or 'Buy' (with only one 'Overweight' recommendation), albeit there was a wide range of target prices per share from $18.25 to $21.95
- of the brokers providing recommendations both pre and post the Announcement Date, only broker 5 downgraded the recommendation from Outperform to Sector Perform, while at the same time increasing the price target from $18.50 to $20.00
- of the six brokers providing recommendations both pre and post the Announcement Date, all have increased their price targets, with both the median and average price targets having increased after the Announcement Date
- one additional broker published a Buy recommendation after the Announcement Date with a price target comfortably above the closing price at the report date.

13.2.5 Conclusion

We have no reason to expect that, based on prevailing market conditions, the recent trading in Northern Star shares does not reflect an objective market-based assessment of the value of a share in Northern Star as at 23 January 2025. While broking houses have increased their price targets for Northern Star shares after the Announcement Date, we believe this will, to an extent, have been influenced by the upward trend in the US$ gold price.

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Given that we are required by RG111 to form a view as to the value of the Scheme Consideration in the event the Scheme is implemented and recognising that valuations performed during periods of volatility are difficult and judgemental, we have assessed a range of values for a share in the Merged Group, on a minority interest basis, to be in the range of $16.10 to $17.45.

The low end of our range for the Merged Group ($16.10) sits slightly below the post-Announcement Date VWAP to 23 January 2025 while the high end of our range ($17.45) is slightly above the closing price for a Northern Star share on 23 January 2025 ($17.28) and aligns to the closing high ($17.45) post the Announcement Date.

Our selected range of values for a Northern Star share following the implementation of the Scheme sits below the range of target prices published by the broking houses both prior to and subsequent to the announcement of the Transaction, which we consider appropriate given the target prices are a future expectation, noting the timeframe for such price targets is usually 12 to 18 months.

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Appendix 1 – KPMG Corporate Finance Disclosures

Qualifications

The individuals responsible for preparing this report on behalf of KPMG Corporate Finance are Bill Allen and Sean Collins. Each has a significant number of years of experience in the provision of corporate financial advice, including specific advice on valuations, mergers and acquisitions, as well as preparation of expert reports.

Bill Allen is an Authorised Representative of KPMG Financial Advisory Services (Australia) Pty Ltd and a Partner in the KPMG Partnership. Bill is an Associate of Chartered Accountants Australia and New Zealand and holds a Bachelor of Commerce degree and a Graduate Diploma in Applied Finance.

Sean Collins is an Authorised Representative of KPMG Financial Advisory Services (Australia) Pty Ltd and a Partner in the KPMG Partnership. Sean is a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of the Chartered Institute of Securities and Investments in the United Kingdom and holds a Bachelor of Commerce.

Disclaimers

It is not intended that this report should be used or relied upon for any purpose other than KPMG Corporate Finance's opinion as to whether the Scheme is in the best interests of Shareholders. KPMG Corporate Finance expressly disclaims any liability to any shareholder who relies or purports to rely on the report for any other purpose and to any other party who relies or purports to rely on the report for any purpose whatsoever.

Other than this report, neither KPMG Corporate Finance nor the KPMG Partnership has been involved in the preparation of the Scheme Booklet or any other document prepared in respect of the Scheme. Accordingly, we take no responsibility for the content of the Scheme Booklet as a whole or other documents prepared in respect of the Scheme.

Our report makes reference to "KPMG Corporate Finance analysis". This indicates only that we have (where specified) undertaken certain analytical activities on the underlying data to arrive at the information presented.

Independence

KPMG Corporate Finance and the individuals responsible for preparing this report have acted independently.

In addition to the disclosures in our Financial Services Guide, it is relevant to a consideration of our independence that, during the course of this engagement, KPMG Corporate Finance provided draft copies of this report to management of De Grey for comment as to factual accuracy, as opposed to opinions which are the responsibility of KPMG Corporate Finance alone. Changes made to this report as a result of those reviews have not altered the opinions of KPMG Corporate Finance as stated in this report.

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Other than fees to be received in respect to preparing this report, neither KPMG Corporate Finance or the KPMG Partnership have provided professional services to De Grey or Northern Star in relation to the Scheme.

From time to time KPMG Corporate Finance and/or the KPMG Partnership undertakes professional assignments for De Grey and its affiliated entities. The quantum of the fees received from De Grey are not material to either the KPMG Partnership or KPMG Corporate Finance.

Professional standards

Our report has been prepared in accordance with professional standard APES 225 "Valuation Services" issued by the Accounting Professional & Ethical Standards Board. KPMG Corporate Finance and the individuals responsible for preparing this report have acted independently.

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Appendix 2 – Sources of information

In preparing this report we have been provided with and considered the following sources of information:

Publicly available information:

- company presentations and announcements of De Grey and Norther Star
- De Grey's annual reports for the periods ended 30 June 2023, 30 June 2024 and half year reports for the period ended 31 December 2024
- Northern Star's annual reports for the periods ended 30 June 2023, 30 June 2024 and half year reports for the period ended 31 December 2024
- annual reports, company presentations and news releases of comparable companies
- data provides including S&P Capital IQ Pty Ltd, Bloomberg, MergerMarket, Consensus Economics, Connect 4, IBISWorld Pty Ltd, Economics Intelligences Unit, Oxford Economics, Thompson Financial Securities and Aspect Huntley
- various broker and analyst reports
- various press and media articles
- the Scheme Booklet.

Non-public information

- life of mine forecast production and costing projections prepared by AMC in respect of the Hemi Project and Hemi Regional
- other confidential agreements, documents, presentations and industry papers
- AMC's independent technical specialist report.

In addition, we have had discussions with, and obtained information from, the senior management of De Grey and its advisors.

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Appendix 3 – Overview of gold industry

To provide context for our assessment of the future prospects of De Grey, we have set out below an overview of the international gold market.

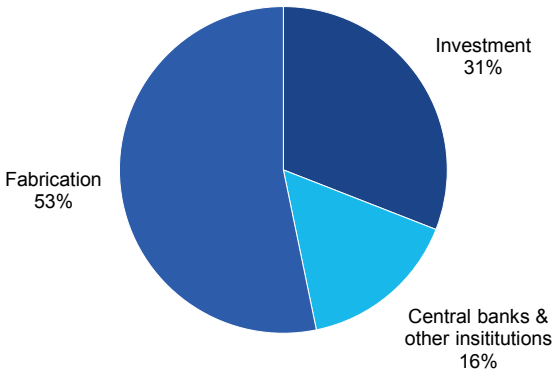
Commodity background

Gold is an internationally traded commodity and therefore its price fluctuates on a daily basis in the commodity market, as determined by worldwide demand and supply factors. Gold is utilised in various industries such as jewellery, electronics and official coins, as well as an investment product. Australia, a major player in the gold industry, is the third-largest gold producer globally, with significant reserves and a robust mining sector that supports over 30,000 workers. Gold's unique properties also make it valuable in medical, environmental, and technological applications, such as in diagnostics, cancer treatment, and advanced electronics.

Gold demand

Gold demand is driven by gold fabrication (specifically jewellery and technology fabrication), investments (such as bar and coin investments, ETFs and over-the-counter investments) and purchase by central banks and other institutions.
The breakdown of total global demand for CY24 across these three categories is set out in the figure below.

Figure A3–1: Global gold demand for the calendar year 2024

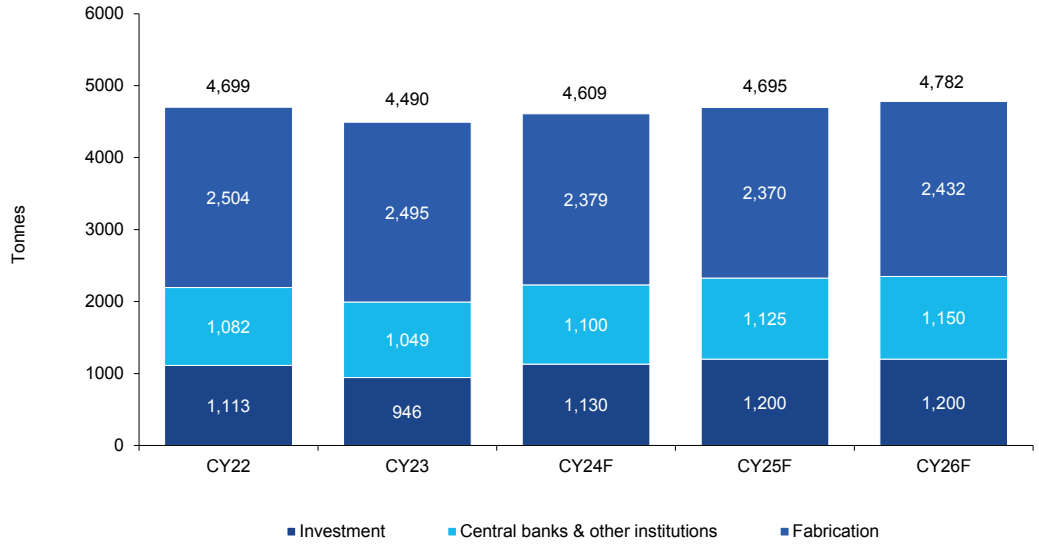


Source: World Gold Council, KPMG Corporate Finance analysis

The historical and forecast global gold demand by sector over the period CY22 to CY26 is set out in the figure below.

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Figure A3–2: Global historical and forecast gold demand by sector



Source: EIU
Notes:
1. *Investment volumes represent the net of retail investment and ETFs*
2. *Fabrication volumes represent jewellery and technology related fabrication*

The Economist Intelligence Unit (**EIU**) forecasts that annual average global demand growth will slow from an expected 2.7% in CY24 to 1.9% in each of CY25 and CY26.

Fabrication

Gold fabrication consists of gold that has been processed from rock and ore into a metallic alloy of substantial purity, for use in jewellery, electronics, dental applications, medals and other industrial applications.
As shown in figures 1 and 2 above, gold fabrication comprises over half of the global demand for gold and hence is the most significant driver of overall gold demand. Jewellery fabrication makes up the largest component of fabrication demand, with this sector being largely influenced by the Asian markets (notably China and India) which make up over half of the total gold jewellery demand.
Figure 2 shows global gold fabrication demand has remained flat relatively flat between CY22 and CY23. In relation to CY24 and subsequent years:

- the EIU is forecasting a 4.7% decrease in demand for CY24 due to a decline in demand in India, as a result of gold prices strengthening
- the EIU is forecast a further reduction of 0.4% in CY25, with the EIU expecting the contraction in the demand for gold jewellery on the back of high retail prices to be largely offset by increased demand in the technology space, driven by strong demand for memory chips and light-emitting diodes (or LEDs)

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- the Department of Industry, Science and Resources (**DISR**) notes that gold prices are forecast to decline slightly through to CY26, which is expected to drive gold fabrication demand growth, together with rising incomes in developing countries and falling prices in the Chinese real estate market (raising disposable income for households).

Investment

As shown in Figure 2 above, global gold Investment demand declined by 15% between CY22 and CY23, primarily driven by a significant drop in demand for gold-backed ETFs in Europe and North America. According to the World Gold Council, the likely factors driving this decline in Europe include high interest rates, strong currencies and surging living costs in the region, while in North America, the decreased demand for gold-backed ETFs was mainly associated with the rising opportunity cost of holding gold, in the form of higher Treasury yields and a stronger dollar.
In relation to CY24 and subsequent years:

- the EIU is forecasting a significant increase in demand for gold-backed ETFs from CY23 to CY25 based on the assumption that interest rates will continue to fall and geopolitical risks such as the conflict in the Middle East, Ukraine and tensions between China and Taiwan, remain elevated
- the EIU has noted that net retail investment declined by 2.7% from CY22 to CY23, and the EIU expect that net retail investment is likely to continue to contract as a result of high retail prices. Current market trends show that demand for physical gold in the Middle East and Asian markets tend to be much weaker when gold prices are high, as consumers are wary of physical purchases when gold is perceived to be relatively expensive
- in line with the EIU's expectation of a decline in gold prices in CY26, the EIU expects a slight increase in retail investment demand for the year offset by an equivalent decrease in the demand for gold-backed ETFs.

Central banks & Other institutions

After central bank demand hit a record in CY22 of 1,082 tonnes (increase of 138%) driven by geopolitical uncertainty and high inflation, CY23 observed a similar level of demand as both factors remained elevated, albeit short of the previous year's record. From CY23 the EIU is forecasting a year-on-year increase in gold demand from central banks and other financial institutions. The EIU attributes this growth to the geopolitical risks and economic uncertainties that persist, viewing gold as a safe-haven asset. This trend is further driven by efforts to diversify foreign-exchange holdings and the reluctance of certain countries to increase their US dollar holdings.

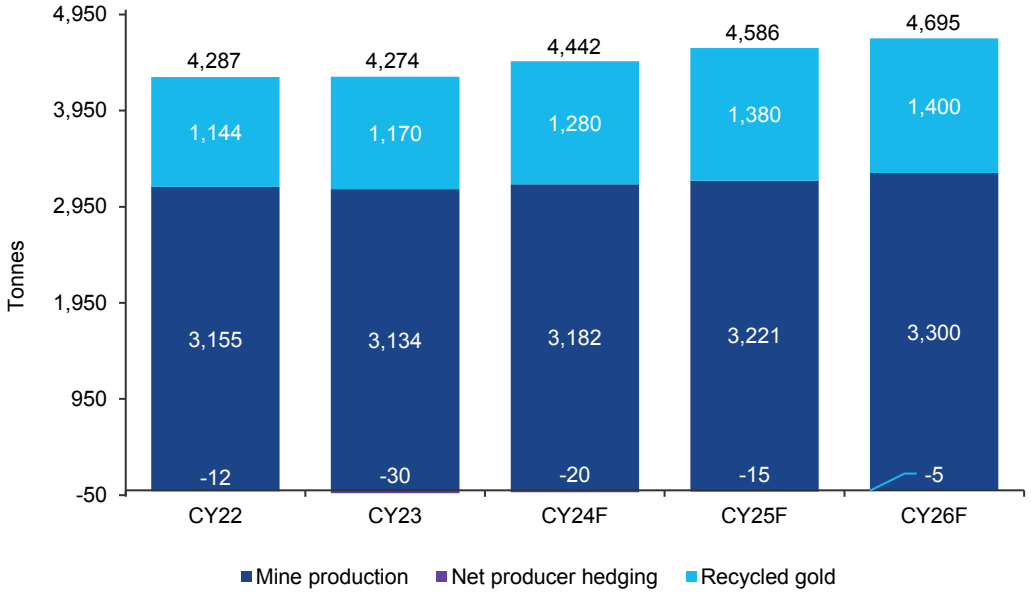
Supply

Gold is predominantly supplied through either mining activities or recycling, with high gold prices often incentivising global supply growth, together with the impacts of producer hedging and de-hedging activities.

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Figure 3 below illustrates the total global gold productions provided though each of mine production and gold recycling for the CY22 and CY23 years, together with the forecasts for CY24, CY25 & CY26.

Figure A3–3: Global historical and forecast gold supply composition



Source: EIU

Gold recycling refers to the process of recovering gold from old jewellery, electronics, and other products that contain gold, and then refining this gold to be reused in new products.
According to the EIU, total gold supply is forecast to increase by 3.9% in CY24, with mine production rising by 1.5% and gold recycling by 9.4% as a direct result of increasing gold prices. For CY22 & CY23 mine production provided 73% of the total global supply of gold. The EIU is forecasting this proportion to reduce to c. 70% over the next 3 years, notwithstanding the increasing volumes, as gold recycling activity is expected to grow more rapidly.

Mine production

Mining supply forecasts show the decline in the larger producers of gold are offset by the rest of the worlds gold miners, resulting in an average supply growth of 1.8% from CY24 through to CY26.
The EIU is forecasting a decline in mining output in CY25 and CY26 (of 1.8% in each year) for the three largest gold mining jurisdictions (China, Australia and Russia) due to:

- Chinese companies continuing to prioritise overseas mining, even with recent gold discoveries in Hunan province.
- Australia's limited project pipeline, maintenance and lower-grade ore at older mines.

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- Sanctions on Russia disrupting mining activities and hindering investment in CY25 and CY26.

DISR is forecasting increased production output in Canada, United States (**US**), and Ghana in CY25 and CY26 predominantly as a result of the ramp up of new mines.

Gold recycling

According to the EIU, increased gold prices are expected to drive increased recycling activity. Following strong estimated growth of 9.4% in CY24 and 7.8% in CY25, the EIU is forecasting growth to slow to a 1.4% in CY26, reflecting the EIU's expectations that prices will trend down over CY25 & CY26.

Gold hedging

Rising gold prices are expected to decrease the demand for long-term gold supply contracts, with the anticipation that prices will eventually decline. Although more stable prices slowed de-hedging activity in CY22-CY23, the EIU anticipates that higher prices will lead to continued de-hedging in CY25-CY26.

Supply versus demand

We have set out below a comparison of the historical and forecast supply and demand volumes as discussed above.

Table A3-1: Summary of supply and demand

(tonnes)	CY22	CY23	CY24F	CY25F	CY26F
Global supply	4,287	4,274	4,442	4,586	4,695
Global demand	4,699	4,490	4,609	4,695	4,782
Difference	**(412)**	**(216)**	**(167)**	**(109)**	**(87)**

Source: EIU, KPMG Corporate Finance Analysis
Notes:
1. Numbers may not add due to rounding

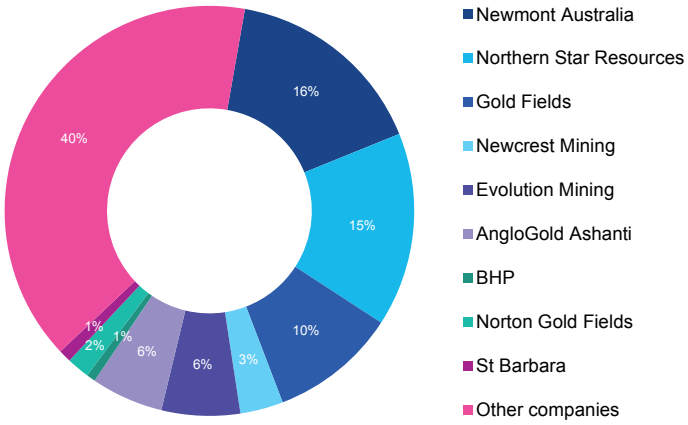
Over the period CY22 and CY23 gold demand has outstripped supply, which has contributed to the strong performance of the gold price over this period. The gap between supply and demand is forecast to reduce in CY24 and is expected to continue to reduce in each of CY25 & CY26 resulting in the upward pressure on gold prices lessening.

Gold industry in Australia

According to IBISWorld (**IBIS**), Australia's gold ore miners have performed well over the past few years due to the increase in gold price, driven by growing consumer demand attributed to hedging against inflation, and against economic uncertainty and geopolitical unrest.
The Australian gold industry is dominated by players such as Newmont, Northern Star, Gold Fields and Newcrest Mining (now owned by Newmont). The market share of major players in Australia for CY24 is set out in the figure below.

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Figure A3–4: Market share of major players in Australia



Source: IBISWorld, KPMG Corporate Finance analysis

According to DISR, yearly gold production is forecast to fall in CY24-CY25 before resuming growth in CY25-CY26 as new mines and mine expansions become operational, noting this is inconsistent with EIU's forecast above.

Gold industry location

Gold mining in Australia is primarily concentrated in Western Australia, which is responsible for over half of Australia's gold mining operations and approximately 70% of domestic production. Furthermore, about 70% of exploration expenditure is directed toward Western Australia, reinforcing its position as the dominant producer in the industry moving forward.

Australian exports

DISR has forecast that increasing gold prices will drive Australia's gold export earnings to $34 billion in FY25. This represents an increase of 4.7% year-on-year from FY24. DISR further expects that export earnings will grow slightly to $35 billion in FY26, as higher export volumes more than offset DISR's lower forecast gold prices.

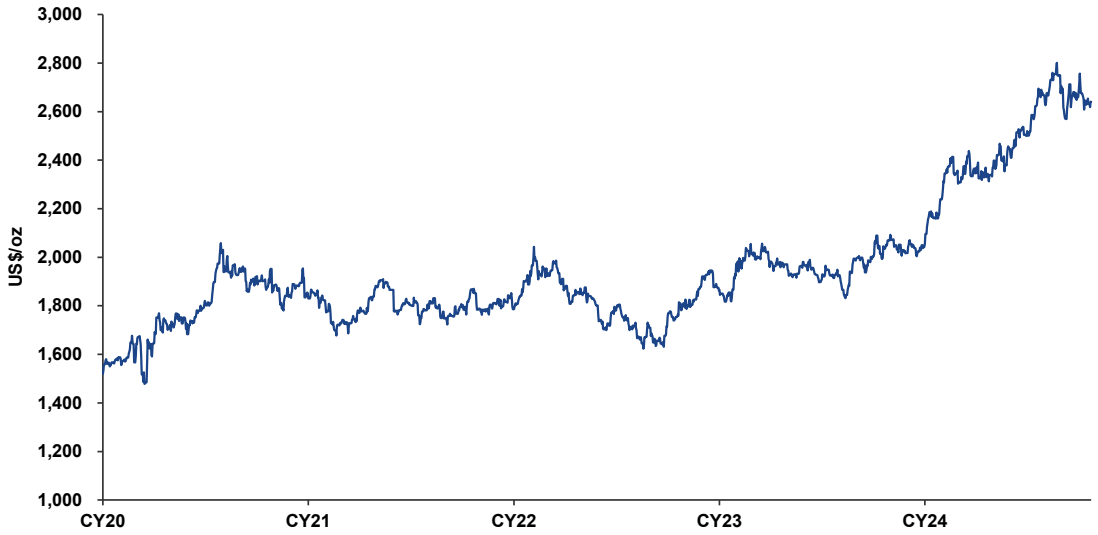
Prices

Historical

The gold price is particularly responsive to global conditions, such as general economic conditions (inflation and currency fluctuations), geopolitical stability, interest rate changes and demand.
Set out in figure A3-5 below is the daily closing gold price per ounce over the period 1 January 2020 to 1 January 2025. Over this period, USD denominated gold prices have fluctuated but overall trended upward, with a low of US$1,116/oz on 18 March 2020 and a peak of US$2,801/oz on 30 October 2024.

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Figure A3–5: Historical trend in gold prices



Source: Capital IQ

Outlook

We have compiled gold price forecasts from various commentators, as set out below.

Table A3-2: Forecast gold prices as at 23 January 2025

Forecast nominal Gold price (USD/troy ounce)					
As at Assessment Date	**Dec-25**	**Dec-26**	**Dec-27**	**Dec-28**	**Dec-29**
Number of commentators	32	28	23	19	13
Commentator low	2,374	1,994	1,769	1,674	1,749
Commentator average (excl. outliers)	2,717	2,628	2,485	2,382	2,344
Commentator median (excl. outliers)	2,726	2,633	2,500	2,386	2,382
Commentator high	2,900	3,019	2,984	3,079	3,120
Futures curve	2,792	2,962	3,091	3,192	3,239

Source: Bloomberg, Consensus Economics, KPMG Corporate Finance

The analysis set out in the table above indicates a wide range of views as to forecast gold prices. Gold prices are expected to, on average, increase over the next year, and then decline gradually through to CY29. In considering these brokers' forecast, it is important to note that the publication of forecast pricing analysis tends to lag changing market conditions, particularly during periods of high volatility.

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Appendix 4 – Calculation of discount rates

We have assessed and adopted an appropriate nominal, post-tax WACC applicable for the Hemi Project and Hemi Regional to be in the order of 9.50% per annum to 11.50% per annum.

The discount rates are A$ denominated discount rates, consistent with the projected cash flow forecasts for the Hemi Project and Hemi Regional.

Selection of the appropriate rate to apply to the forecast cash flows of any asset or business operation is fundamentally a matter of judgement. While there is a body of theory that may provide a framework for the derivation on an appropriate discount rate, it is important to recognise that given the level of subjectivity involved in selecting various inputs to the theoretical framework there is no absolute "correct" discount rate.

We consider the rates adopted to be reasonable discount rates that purchasers would use in the current market and which are reflective of the commercial, operational and technical risks of the Hemi Project and Hemi Regional.

WACC

The WACC of a project is the expected cost of the various classes of capital (i.e. its equity and debt) employed in the project, weighted by the proportion of each class of capital to the total capital employed and is represented by the following formula, which calculates an after tax nominal rate:

$$\text{WACC} = \text{K}_\text{d} \times (1 - \text{t}_\text{c}) \times \left(\frac{\text{D}}{\text{D} + \text{E}}\right) + \text{K}_\text{e} \times \left(\frac{\text{E}}{\text{D} + \text{E}}\right)$$

The key inputs are defined as follows:

K_e	the after-tax cost of equity, which is the rate of return required by the providers of equity capital
K_d	the pre-tax cost of debt, which is the expected long-term average future borrowing cost of the relevant project and/or business
t_c	the applicable corporate tax rate
D	the market value of debt
E	the market value of equity

The WACC is an opportunity cost of capital in the sense that it reflects the returns that would have been earned in the market with the relevant capital if it was employed in the next best investment of equivalent risk profile. It represents the minimum weighted average rate of return which is required or expected by the providers of capital as compensation for bearing the risks associated with the relevant investment or business operation.

Each of the components of the WACC formula is discussed further below.

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Cost of equity (K_e)

The WACC approach represents a merger of the Capital Asset Pricing Model (**CAPM**) with capital structure theory. In the WACC formula discussed earlier, the CAPM provides the means for estimating the cost of equity.

The CAPM provides a theoretical basis for determining a discount rate that reflects the risk of a particular investment or business operation. In simple terms, the CAPM states that the returns expected by an equity investor reflect the risk of the underlying equity investment. The risk can be determined by the risk-free rate of return plus a risk premium which reflects the relative risk (as measured by the "beta" factor) and any company/project specific risk (as measured by the "alpha" factor) required to be borne by the investor. Therefore, the required rate of return for equity securities is determined as set out below.

$$K_e = R_f + (\beta \times MRP) + \alpha$$

The key inputs are defined as follows:

R_f	risk free rate of return
β	beta factor of the investment or business operation
MRP	equity market risk premium
α	alpha factor for the company/project specific risk

A large degree of subjectivity is involved in estimating the inputs to the formula. These limitations mean that any estimate of the cost of equity must necessarily be regarded as indicative rather than as a firm and precise measure. Furthermore, because the cost of equity is a market-determined measure, changes in market conditions over time will affect its calculation.

Risk free rate (R_f)

The relevant risk-free rate of return is the return on a risk-free security, typically for a long-term period. In practice, long dated government bonds are accepted as a benchmark for a risk free security. In Australia, the spot yield to maturity of 10 year Australian Government Bonds has traditionally been accepted as a proxy for the risk free rate in determining a cost of equity under the CAPM. Further, the market in 10 year Australian Government Bonds is liquid such that, in our view, the current yield on Government Bonds represents the best indicator of the risk free opportunity cost of the assets for the forthcoming 10 year period at any particular point in time.

In our view, it is appropriate to take into account both the current yield on 10 year Australian Government Bonds, as well as the longer term expected yield, in order to calculate a blended risk free rate over a time horizon appropriate to the Hemi Project, of approximately 15 years.

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Having regard to the expected project life of approximately 15 years, we have adopted the spot yield of 4.4%[22] per annum for a period of 10 years, followed by the long term estimate of the yield on 10 year Australian Government Bonds of approximately 3.4%[23] from year 11 to year 15, which results in a blended risk free rate estimate of 4.3% per annum.

Market risk premium (MRP)

The MRP represents the additional return that investors expect in return for holding risk in the form of a well-diversified portfolio of risky assets (such as a market index) over risk-free assets such as Government bonds. Given that expectations are not observable, a historical premium is generally used as a proxy for the expected risk premium.

Measurement of historical premia in Australia is subject to considerable debate, including in relation to the method of calculation, the relevance of long dated data and the relevant period of observation, as well as the impact of the introduction of imputation credits and the value attributed to imputation credits.

The most recent Australian study of historical premia was completed in by J.C. Handley in 2012[24] (**the 2012 Handley Study**), as prepared for the Australian Energy Regulator, and was based on earlier works by R.R. Officer in 1989 and T. Brailsford, J.C. Handley and K. Maheswaran in 2008 and 2012. The 2012 Handley Study found that:

- relative to 10 year bonds, the equity risk premium averaged 6.0% p.a. over 1883–2011 ignoring the impact of imputation credits (this increases to 6.3% per annum if imputation credits are valued at 100%)
- relative to 10 year bonds, the equity risk premium averaged 5.8% p.a. over 1958–2010 ignoring the impact of imputation credits (this increases to 6.6% per annum if imputation credits are valued at 100%).

Consistent with our approach to the risk free rate, we adopted a long term view in setting the market risk premium. A market risk premium of 6.0% per annum is regarded as appropriate by KPMG Corporate Finance for the current long-term investment climate in Australia.

Beta factor (β)

The beta factor is a measure of the risk of an investment or business operation, relative to a well-diversified portfolio of investments. In theory, the only risks that are captured by beta are those risks that cannot be eliminated by the investor through diversification. Such risks are referred to as systematic, undiversifiable or market risk. The concept of beta is central to the CAPM given that beta risk is the only risk that is priced into investor required rates of return.

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[22] Sourced from Bloomberg (as at 23 January 2025)

[23] Based on the current long term view of three economic forecast providers

[24] J.C. Handley, "An Estimate of the Historical Risk Premium for the period 1883 to 2011", April 2012

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The equity betas can be statistically measured by regressing the returns on an equity market index against the share price returns of the relevant stock. By definition, the market portfolio has an equity beta of one. A beta greater than one implies that the returns on a stock are, on average, more volatile, and hence the stock is more risky than the market, whilst a beta of less than one implies the reverse.

The beta of a stock can be presented as either an adjusted beta or as an historical beta. The historical beta is obtained from the linear regression of a stock's historical data and is based on the observed relationship between the security's return and the returns on an index. Conversely, the adjusted beta is an estimate of a security's future beta. It is initially derived from the historical beta but modified by the assumption that a security's true beta will move towards the market average of one, over time. Generally, an adjusted beta is used because of its greater predictive features.

Betas derived from stock market observations represent equity betas, which reflect the degree of financial gearing of the company. Consequently, it is not possible to compare the equity betas of different companies without having regard to their gearing levels. In theory, a more valid analysis of betas can be obtained by "ungearing" the equity beta, by applying the following formula:

$$\beta_a = \frac{\beta_e}{1 + [\frac{D}{E} \times (1 - t)]}$$

where "D/E" is the debt and equity market values of the relevant equity security and "t" is the corporate tax rate. The adjustment involves stripping out the impact of financial gearing from the equity beta to obtain ungeared beta (denoted by β_a).

The following table sets out closing market capitalisation as at 23 January 2025, the 2-year and 5-year historical average financial gearing and the adjusted ungeared 2-year weekly and 5-year monthly beta estimates for a selection of Australian listed gold production and exploration companies.

The beta factors have been calculated relative to the Morgan Stanley Capital Index – All Countries (**MSCI**), an international equities market index that is widely used as a proxy for the global stock market as a whole. The MSCI is often used as a benchmark in respect of assets where underlying earnings streams are influenced by international markets, the marginal investor is likely to be international and/or the asset is likely to be attractive to international buyers.

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Table A4-1: Selected listed companies – financial gearing and ungeared beta

Comparable companies - Beta analysis						
			Debt to value		Ungeared beta - MSCI	
Company name	Country	Market Cap A$ million	2-year avg	5-year avg	2-year weekly	5-year monthly
Northern Star Resources Limited	Australia	19,758	0%	0%	0.94	0.88
Evolution Mining Limited	Australia	11,260	16%	10%	0.95	0.88
De Grey Mining Limited	Australia	4,819	0%	0%	1.14	-0.12
Genesis Minerals Limited	Australia	3,442	0%	0%	1.09	0.99
Westgold Resources Limited	Australia	3,134	0%	1%	0.98	1.08
Capricorn Metals Ltd	Australia	2,691	0%	0%	0.89	1.04
Ramelius Resources Limited	Australia	2,678	0%	0%	0.96	0.73
Vault Minerals Limited	Australia	2,594	0%	0%	1.04	0.82
Gold Road Resources Limited	Australia	2,585	5%	4%	0.97	0.84
Emerald Resources NL	Australia	2,457	1%	2%	0.67	1.12
Regis Resources Limited	Australia	2,425	3%	2%	1.05	0.92
Ora Banda Mining Limited	Australia	1,411	0%	0%	0.69	1.63
Pantoro Limited	Australia	678	1%	0%	1.02	1.42
Tribune Resources Limited	Australia	218	0%	0%	0.27	0.53
Mean (Producers) excl. outliers			**0%**	**0%**	**1.00**	**1.05**
Median (Producers) excl. outliers			**0%**	**0%**	**0.98**	**0.99**

Source: Capital IQ, latest available financial statements of the companies and KPMG Corporate Finance analysis

Notes:

1. *Market capitalisation is at 23 January 2025, converted to A$ as at the same date based on prevailing spot prices (where relevant)*
2. *Debt is average short-term and long-term debt less average cash as disclosed by Capital IQ based on financial accounts available as at 23 January 2025. For gearing calculation purposes, finance leases have been excluded from net debt and enterprise value calculations.*
3. *Where a company does not have any interest-bearing debt or the resultant net debt figure is negative, the debt to value ratio has been recorded as 0%*
4. *Outliers (shaded) have been excluded from the mean and median. For debt to value, outliers have been assessed based on statistical analysis of the data set on a category-by-category basis. For unlevered beta, outliers have been assessed based on statistical analysis of each data set of underlying observations*

In selecting an appropriate ungeared beta for the Hemi Project and Hemi Regional, we have considered:

- the relative size and quality of the Hemi Project and Hemi Regional
- the cash low forecasts we have adopted are based on the AMC Production Case, which is based on the information available as at the date of this report.

Having regard to the above and considering the nature of the Hemi Project and Hemi Regional, we consider an ungeared beta range of 0.9 to 1.1 to be appropriate.

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Having determined an appropriate ungeared beta, it is necessary to "regear" the beta to a specified level of financial gearing to determine the equivalent beta.

Debt/equity mix

The selection of an appropriate capital structure is a subjective exercise. The tax deductibility of the cost of debt means that the higher the proportion of debt, the lower the WACC for a given cost of equity. However, at significantly higher levels of debt, the marginal cost of borrowing would increase due to the greater risk which debt holders are exposed to. In addition, the cost of equity would also be likely to increase due to equity investors requiring a higher return given the higher degree of financial risk that they have to bear.

Ultimately for each company there is likely to be a level of debt/equity that represents the optimal capital structure for that company. In estimating the WACC, the debt/equity level assumption should reflect what would be the optimal or target capital structure for the relevant asset. Optimal (as opposed to actual) capital structures are not readily observable. Accordingly, any estimate of optimal capital structure is necessarily subjective. In practice, the existing capital structures of comparable businesses can be used as a guide to the likely capital structure for a firm/project, taking into consideration the specific financial circumstances of that firm/project. In drawing any conclusions from the comparable company information, it is important to note that the observed gearing levels usually represent current gearing levels, which may or may not be representative of optimal, long term gearing levels. Furthermore, the gearing level of a company at a given point in time can reflect recent new issues of debt or equity.

In selecting an appropriate capital structure we have had regard to the gearing level of those comparable companies in Table A4-1. In considering this peer group, we have identified that these companies have had little to no net debt across the period under review, which we understand reflects a combination of factors including the operating companies being highly cash generative and the exploration companies having limited ability to access debt.

In considering a market participants view of an appropriate gearing structure for De Grey we have considered:

- as discussed in section 8.2.3, prior to the Transaction being announced, De Grey was in advanced discussions with debt financiers and had received credit approved term sheets from a syndicate of domestic and offshore commercial banks for a $1,000 million debt facility and a $130 million cost overrun facility
- the relativity of this proposed funding level to both the implied De Grey enterprise value pre the Announcement Date and to the overall capital spend on the Hemi Project and Hemi Regional.

Having regard to these factors, we consider an appropriate long term gearing level to be in the order of 25% debt to enterprise value.

On this basis, the regeared beta range is in the order of 1.11 to 1.36.

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Specific risk adjustment

Under CAPM theory, it is assumed that diversified investors require no additional returns to compensate for specific risks because the net effect of specific risks across a diversified portfolio will, on average, be zero i.e. portfolio investors can diversify away all specific risk. In reality, many investors will include an additional risk premium to reflect such factors as project location and stage of development. Certainly, it is common for companies to set "hurdle rates" for investments above their own estimates of the cost of capital, to deal with these issues.

It can be argued that the approach of a valuer to this issue should reflect the approach most likely to be adopted by actual or potential purchasers of similar assets.

We have assessed an appropriate risk premium to reflect development risk associated with the cash flows forecast for the Hemi Project and Hemi Regional to be in the order of 0.5% to 1.0% per annum. In estimating this risk premium, we have considered:

- the unique nature/rarity of the Hemi Project and Hemi Regional
- the stage of development of the Hemi Project and Hemi Regional as discussed in section in 8.2.2
- that the forecasts have been subject to an independent review by AMC
- the status of the debt funding process.

Cost of equity calculation (K_e)

The table below sets out our cost of equity estimate for the Hemi Project and Hemi Regional based on the assumptions and inputs discussed above.

Table A4-2: A$ nominal cost of equity

Cost of Equity			
Input	**Definition**	**Low**	**High**
R_f	Risk-free rate of return	4.3%	4.3%
β_a	Asset beta (ungeared beta estimate)	0.90	1.10
D/(D+E)	Proportion of debt in the capital mix	25.0%	25.0%
β_e	Equity beta (regeared beta estimate)	1.11	1.36
MRP	Equity market risk premium	6.0%	6.0%
α	Company specific risk premium	0.5%	1.0%
K_e	**Cost of equity (nominal, post-tax)**	**11.4%**	**13.4%**

Source: KPMG Corporate Finance analysis

Notes:

1. *Amounts may not add exactly due to rounding*

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Cost of debt calculation (K_d)

In determining the cost of debt appropriate for the Hemi Project and Hemi Regional, we have considered

- the current yield on 5-year BBB rated Australian corporate bond
- the terms of funding offered to De Grey.

Based on the above, we consider an appropriate nominal, pre-tax cost of debt in respect of the Hemi Project and Hemi Regional to be in the order of 6.3% per annum to 6.8% per annum.

Corporate tax rate (t_c)

The Australian corporate tax rate of 30% has been applied to calculate the post-tax, nominal discount rates.

Calculation of the WACC

The table below summarises the implied base calculation of a nominal, post-tax WACC for application in our valuation assessment based on the assumptions/inputs discussed above.

Table A4-3: Summary of the WACC

WACCs			
Input	**Definition**	**Low**	**High**
E/(D+E)	Proportion of equity in the capital mix	75%	75%
K_e	Cost of equity (post-tax)	11.4%	13.4%
D/(D+E)	Proportion of debt in the capital mix	25.0%	25.0%
K_d	Cost of debt (pre-tax)	6.3%	6.8%
K_d	Cost of debt (post-tax)	4.4%	4.8%
WACC	**WACC (nominal, post-tax)**	**9.7%**	**11.2%**
WACC	**Adopted WACC (nominal, post-tax)**	**9.50%**	**11.50%**

Source: KPMG Corporate Finance analysis
Notes:
1. Amounts may not add exactly due to rounding

Having regard to the above variables, we have calculated a discount rate range of 9.7% per annum to 11.2% per annum, from first principles. Given the nature of the assets and considering the first principles discount rate range, we have adopted a slightly wider discount rate range of 9.50% per annum to 11.50% per annum for both the Hemi Project and Hemi Regional for the purposes of our valuation.

Whilst we consider the range of discount rates adopted by us to be reasonable, we note that the assessment of an appropriate discount rate is ultimately a matter of judgement and that it is quite possible that individual investors may select a different range depending upon their risk appetite. Any such difference would impact upon our assessed values either positively or

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negatively. In this regard we would refer Shareholders to section 12 in the body of the report, which sets out the sensitivity of our range of values in respect of both the Hemi Project and Hemi Regional to changes in various operating and macroeconomic assumptions.

Appendix 5 – Selected listed companies

Company	Description
Northern Star Resources Limited (**NST**)	Northern Star Resources Limited engages in the exploration, development, mining and processing of gold deposits. The company also sells refined gold. It operates in Western Australia, the Northern Territory and Alaska. The company was incorporated in 2000 and is headquartered in Subiaco, Australia.
Evolution Mining Limited (**EVN**)	Evolution Mining Limited engages in the exploration, mine development and operation, and sale of gold and gold-copper concentrates in Australia and Canada. The company also explores for copper and silver deposits. It owns and operates mines, including Cowal and Northparkes in New South Wales; Ernest Henry and Mt Rawdon in Queensland; Mungari in Western Australia; and Red Lake in Ontario, Canada. Evolution Mining Limited was incorporated in 1998 and is based in Sydney, Australia.
Genesis Minerals Limited (**GMD**)	Genesis Minerals Limited engages in the exploration, production and development of gold deposits in Western Australia. The company was incorporated in 2007 and is based in Perth, Australia.
Capricorn Metals Ltd (**CMM**)	Capricorn Metals Ltd engages in the evaluation, exploration, development and production of gold properties in Australia. It holds a 100% interest in the Karlawinda gold project located in the Pilbara region of Western Australia and the Mt Gibson Gold Project located in the Murchison region of Western Australia. The company was formerly known as Malagasy Minerals Limited and changed its name to Capricorn Metals Limited in February 2016. The company was incorporated in 2006 and is based in West Perth, Australia.
Ramelius Resources Limited (**RMS**)	Ramelius Resources Limited engages in the exploration, evaluation, mine development and operation, production and sale of gold. The company operates through three segments: Mt Magnet, Edna May and Exploration. It holds a portfolio of projects in Australia. The company was incorporated in 1979 and is based in East Perth, Australia.
Westgold Resources Limited (**WGX**)	Westgold Resources Limited engages in the exploration, operation, development, mining and treatment of gold and other assets primarily in Western Australia. It operates through: Bryah Operations, Murchison Operations and Other segments. The company's assets include Bryah Operations, Murchison Operations, Meekatharra Gold Operations and Cue Gold Operations, that comprise various mining titles covering 1,300 square kilometres in the Murchison region. Westgold Resources Limited was incorporated in 1987 and is based in Perth, Australia.

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Company	Description
Gold Road Resources Limited (**GOR**)	Gold Road Resources Limited, together with its subsidiaries, engages in the exploration of gold properties in Western Australia. It owns 50% interest in the Gruyere gold mine located in north-east of Perth. The company was formerly known as Eleckra Mines Limited and changed its name to Gold Road Resources Limited in November 2010. Gold Road Resources Limited was incorporated in 2004 and is based in West Perth, Australia.
Vault Minerals Limited (**VAU**)	Vault Minerals Limited engages in the exploration, production and mining of gold and gold/copper concentrates in Canada and Australia. The company was formerly known as Red 5 Limited and changed its name to Vault Minerals Limited in September 2024. Vault Minerals Limited was incorporated in 1995 and is based in South Perth, Australia.
Emerald Resources NL (**EMR**)	Emerald Resources NL engages in the exploration and development of mineral reserves in Cambodia and Australia. The company's exploration tenements include a combination of 100% owned granted licenses, applications and earn-in and joint venture agreements covering a combined area of 1,428 square kilometres. Its principal property is the Okvau Gold project located in the city of Phnom Penh, province of Mondulkiri. Emerald Resources NL was formerly known as Emerald Oil & Gas NL and changed its name to Emerald Resources NL in December 2014. The company was incorporated in 1969 and is headquartered in West Perth, Australia.
Regis Resources Limited (**RRL**)	Regis Resources Limited, together with its subsidiaries, engages in the exploration, evaluation and development of gold projects in Australia. It owns interest in the Duketon gold project located in the North Eastern Goldfields of Western Australia and the McPhillamys gold project situated in the Central Western region of New South Wales. It also holds interest in the Tropicana Gold Project located to the north-east of Kalgoorlie in Western Australia. Regis Resources Limited was incorporated in 1986 and is based in Subiaco, Australia.
Ora Banda Mining Limited (**OBM**)	Ora Banda Mining Limited engages in the exploration, operation and development of mineral properties in Australia. It primarily explores for gold, nickel, copper, lithium and base metal deposits, as well as sells gold. The company was formerly known as Eastern Goldfields Limited and changed its name to Ora Banda Mining Limited in June 2019. Ora Banda Mining Limited was incorporated in 2002 and is based in Subiaco, Australia.
Pantoro Limited (**PNR**)	Pantoro Limited, together with its subsidiaries, engages in the gold mining, processing and exploration activities in Western Australia. It holds 100% interest in the Norseman Gold project located in the Eastern Goldfields of Western Australia. The company was formerly known as Pacific Niugini Limited and changed its name to Pantoro Limited in December 2015. Pantoro Limited was incorporated in 1986 and is based in West Perth, Australia.

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Company	Description
Tribune Resources Limited (**TBR**)	Tribune Resources Limited, together with its subsidiaries, engages in the development, exploration and production of mineral properties in Australia. It primarily explores for gold and silver deposits. The company holds interests in the East Kundana joint venture and the West Kundana joint venture located in Western Australia; the Seven Mile Hill project situated in Western Australia and the Japa project located in Ghana, West Africa. It also holds an interest in Diwalwal Gold Project situated in Davao City Mindanao island, Philippines. Tribune Resources Limited was incorporated in 1988 and is based in South Perth, Australia.

					No control premium		25% control premium		40% control premium	
	Market cap	Enterprise value	Au Eq. Resources	Au Eq. Reserves	Resources multiple	Reserves multiple	Resources multiple	Reserves multiple	Resources multiple	Reserves multiple
Company name	**A$ million**	**A$ million**	**koz**	**koz**	**A$/oz**	**A$/oz**	**A$/oz**	**A$/oz**	**A$/oz**	**A$/oz**
Northern Star Resources Limited	19,758	19,528	61,322	20,934	318x	933x	399x	1,169x	447x	1,310x
Evolution Mining Limited	11,260	12,798	44,316	15,416	289x	830x	352x	1,013x	390x	1,122x
Genesis Minerals Limited	3,442	3,304	15,583	3,368	212x	981x	267x	1,236x	300x	1,390x
Capricorn Metals Ltd	3,134	3,065	6,087	4,083	503x	751x	632x	943x	709x	1,058x
Ramelius Resources Limited	2,691	2,267	8,686	1,011	261x	2,243x	338x	2,909x	385x	3,308x
Westgold Resources Limited	2,594	2,539	13,358	3,305	190x	768x	239x	964x	268x	1,082x
Gold Road Resources Limited[7]	2,678	1,766	4,499	1,488	393x	1,187x	726x	2,195x	816x	2,465x
Vault Minerals Limited	2,585	2,249	12,382	3,475	182x	647x	234x	833x	265x	945x
Emerald Resources NL	2,457	2,360	3,019	549	782x	4,298x	986x	5,417x	1,108x	6,088x
Regis Resources Limited	2,425	2,442	5,758	989	424x	2,470x	529x	3,084x	593x	3,452x
Ora Banda Mining Limited	1,411	1,388	1,976	461	702x	3,008x	881x	3,772x	988x	4,231x
Pantoro Limited	678	593	9,796	1,926	61x	308x	78x	396x	88x	449x
Tribune Resources Limited	218	261	1,950	177	134x	1,478x	162x	1,785x	179x	1,970x
Mean (excluding outliers)					**295x**	**1,082x**	**377x**	**1,480x**	**423x**	**1,652x**
Median (excluding outliers)					**289x**	**981x**	**352x**	**1,236x**	**390x**	**1,390x**

Sources: Capital IQ, company financial statements and reports, publicly available resource/reserve information of relevant companies and KPMG Corporate Finance Analysis

Notes:

1 *Enterprise value for selected listed companies has been calculated as market capitalisation as at 23 January 2025, converted to A$ as at the same date based on prevailing spot exchange rates (where relevant), and the latest net debt/cash of the selected company reported prior to 25 January 2025. Finance leases have been excluded in calculating enterprise value and net debt*

2 *Resources are based on Measured, Indicated and Inferred Resources. Resources are quoted inclusive of reserves. Reserves are based on proven and probable reserves*

3 *Where the Resources/Reserves are not 100% owned, all calculations are based on the company's relevant interest*

4 *The table above shows resource and reserve valuation comparisons for companies predominantly focussed on gold (Au). In the case where the comparable companies' resources or reserves contain other metals (for example copper), a total contained Au equivalent resource or reserve has been calculated (based on spot metal prices as at 23 January 2025). The spot metal prices used were AUD$4,268/oz for gold, AUD$14,620/t for copper, AUD$24,418/t for nickel*

5 *Resource and reserve multiples have been calculated based as enterprise value divided by total contained gold equivalent resources and reserves (Au Eq.) respectively*

6 *Gold Road holds 413,934,740 ordinary shares of De Grey. As of 23 January 2025, the closing price of De Grey shares was $2,01 and hence the market value of Gold Road's shares was $832,008,827. We have excluded the market value of the De Grey shares from the EV to normalise the multiple.*

7 *Outliers, (shaded) have been selected based on interquartile range and excluded from the calculation of mean and median.*

8 *n/a' indicates the information was not available i.e. no reserves estimates published as at 23 January 2025*

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Appendix 6 – Selected transactions

Target	Description
Greenstone Gold Mine GP Inc. (**Greenstone**)	On April 23, 2024, Equinox Gold Corp. (TSX:EQX) entered into a binding share purchase agreement to acquire the remaining 40% stake in Greenstone Gold Mines GP Inc. from certain funds managed by Orion Resource Partners (USA), L.P. for approximately US$ 980 million. The acquisition granted Equinox Gold 100% ownership of the Greenstone Mine in Ontario, Canada. Under the terms of the agreement, Equinox Gold paid US$ 995 million to acquire Orion's 40% interest, with the payment structured as 42.0 million common shares valued at US$ 250 million, US$ 705 million in cash at closing, and US$ 40 million in cash payable by December 31, 2024 Equinox Gold Corp. completed the acquisition on May 13, 2024.
Silver Lake Resources Limited (**Silver Lake**)	On February 5, 2024, Red 5 Limited (ASX:RED) entered a binding Scheme Implementation Deed to acquire Silver Lake Resources Limited (ASX:SLR) for A$ 1.1 billion in a merger of equals. Red 5 shareholders were set to own 51.7% of the merged entity, with Silver Lake shareholders holding 48.3%. Red 5 Limited completed the acquisition on June 19, 2024.
Tietto Minerals Limited (**Tietto**)	On October 29, 2023, Sparky International Company Limited made an offer to acquire a 92% stake in Tietto Minerals Limited (ASX:TIE) for A$ 730 million from Chijin International (HK) Limited and others. Zhaojin Capital later increased the offer price from A$ 0.58 to A$ 0.68. The offer was conditional on a 50.1% minimum acceptance and regulatory approvals from China and Côte d'Ivoire. Sparky International Company Limited completed the acquisition of a 90.72% on May 14, 2024.
Musgrave Minerals Limited (**Musgrave**)	On July 3, 2023, Ramelius Resources Limited (ASX:RMS) made an offer to acquire Musgrave Minerals Limited (ASX:MGV) for A$ 200 million. The transaction was subject to minimum tender and Musgrave board approval, with a break fee of A$ 1.68 million. The Musgrave board approved the deal on July 3, 2023. Ramelius extended the offer to September 15, 2023, and declared it unconditional on August 28, 2023.
Leonora Assets of St Barbara Limited (**Leonara**)	On April 17, 2023, Genesis Minerals Limited (ASX:GMD) entered into a binding agreement to acquire the Leonora assets of St Barbara Limited for A$ 590 million, with consideration including A$ 370 million in cash, 147.8 million Genesis shares and 52.2 million contingent shares. The transaction was subject to shareholder approvals, regulatory consents, and other conditions. On May 15, 2023, Genesis amended the terms, increasing the share issuance. On May 18, 2023, both parties entered a definitive asset sale agreement, and by June 20, 2023, all conditions were met.

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Target	Description
Sabina Gold & Silver Corp. (**Sabina**)	On February 2, 2023, B2Gold Corp. (TSX:BTO) signed a non-binding letter of intent to acquire Sabina Gold & Silver Corp. (TSX:SBB) for C$ 1 billion. A definitive agreement was reached on February 12, 2023, where B2Gold would issue 0.3867 of its shares for each Sabina share, valuing Sabina shares at C$ 1.87. The transaction required approval from 66% of Sabina shareholders and regulatory approvals. B2Gold Corp. completed the acquisition on April 19, 2023.
Minas de San Nicolás S.A.P.I. de C.V. (**San Nicolás**)	Minas de San Nicolás, S.A.P.I. de C.V. announced that it will receive US$ 580 million in a round of funding as part of an agreement from new investor Agnico Eagle Mines Limited on September 16, 2022. As a result, Agnico will acquire 50% of the company. On June 30, 2023, Minas de San Nicolás S.A.P.I. de C.V. closed the transaction.
Corvus Gold Inc. (**Corvus**)	On July 13, 2021, AngloGold Ashanti Holdings plc (**AGAH**) made a non-binding proposal to acquire an 80.5% stake in Corvus Gold Inc. (TSX:KOR) for approximately C$ 420 million. On September 13, 2021, the parties entered into a definitive agreement, with AGAH offering C$ 4.1 per Corvus share, valuing the transaction at around C$ 570 million. The offer represented a premium of 26% over Corvus' July 12, 2021, closing price. Upon completion, Corvus would become a wholly owned subsidiary of AngloGold.
Tropicana Project (**Tropicana**)	On April 13, 2021, AFB Resources Pty Ltd entered into a binding agreement to acquire a 30% stake in the Tropicana Project from IGO Limited (ASX:IGO) for approximately A$ 900 million. The purchase was to be funded with cash upon completion, subject to adjustments. The transaction would result in a 30:70 unincorporated joint venture between Regis Resources (ASX:RRL), AFB Resources' parent, and AngloGold.
GT Gold Corp (**GT Gold**)	On March 10, 2021, Newmont Corporation (NYSE:NEM) entered into a binding agreement to acquire the remaining 85.1% stake in GT Gold Corp. (TSXV:GTT) for approximately C$ 360 million. Newmont agreed to acquire all outstanding shares of GT Gold at C$ 3.25 per share in cash, valuing the transaction at about C$ 456 million on a fully diluted basis. Key shareholders, including GT Gold's directors and senior officers, Ross Beaty, K2, and Muddy Waters, representing 43% of shares, supported the transaction.
Mincor Resources NL (**Mincor**)	On March 21, 2023, Wyloo Consolidated Investments Pty Ltd made an offer to acquire an additional 80.1% stake in Mincor Resources NL (ASX:MCR) for A$ 610 million. Wyloo offered to acquire 429.4 million shares at A$ 1.4 per share, funding the transaction from its existing cash reserves. Wyloo planned to reconstitute the Mincor Board with its nominees and would review Mincor's employee situation after the offer's close. The offer, unanimously approved by Mincor's Board, was completed on July 25, 2023.

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Target	Description
Kalgoorlie Lake View Pty Ltd And Certain Exploration Tenements (**KLV**)	On December 16, 2019, Northern Star Resources Limited (ASX:NST) entered into an agreement to acquire Kalgoorlie Lake View Pty Ltd and certain exploration tenements in Kalgoorlie from Newmont Goldcorp Australia Pty Ltd and Newmont Exploration Pty Ltd for A$ 1.1 billion. The purchase price was subject to adjustments for working capital and pre-completion cash calls, with Northern Star acquiring the economic benefit of Kalgoorlie Lake View's shares from January 1, 2020. Additionally, Northern Star agreed to pay Newmont a separate A$ 36.3 million option fee for exclusive rights to offer on shares in GMK Investments Pty.
Barrick (Australia Pacific) Limited (**Barrick**)	Saracen Goldfields Pty Limited entered into a binding agreement to acquire Barrick (Australia Pacific) Limited from Barrick Administration Company Pty Limited for A$ 1.1 billion on November 17, 2019. The consideration was subject to adjustment for working capital, cash calls and finished product inventory. The consideration was to be paid in cash. Saracen Goldfields acquired a 50% stake in Super Pit gold mine in Kalgoorlie-Boulder, Western Australia through the acquisition.
Explaurum Limited (**Explaurum**)	On September 10, 2018, Ramelius Resources Limited (ASX:RMS) made an off-market takeover bid to acquire Explaurum Limited (ASX:EXU) for A$ 56.5 million. Initially, Explaurum shareholders were offered one Ramelius share for every four Explaurum shares held. After failing to reach an agreement with Explaurum's directors, Ramelius directly presented the offer to shareholders. On November 12, 2018, an additional A$ 0.05 cash per share was offered. By December 13, 2018, the offer was revised to include A$ 0.02 cash per share and one Ramelius share for every four Explaurum shares. Ramelius completed the acquisition of Explaurum on February 22, 2019.
AuRico Metals Inc. (**AuRico**)	On November 6, 2017, Centerra Gold Inc. (TSX:CG) entered into a definitive agreement to acquire AuRico Metals Inc. (TSX:AMI) from Alamos Gold Inc. (TSX:AGI) and other shareholders for approximately C$ 300 million. Centerra offered C$ 1.80 per share in cash, with similar cash payments for options, performance share units, and ESPP shares.
Integra Gold Corporation (nka:Eldorado Gold (Québec) Inc.) (**Integra**)	On May 14, 2017, Eldorado Gold Corporation (TSX:ELD) entered into a definitive agreement to acquire the remaining 87.2% stake in Integra Gold Corp. (TSXV:ICG) for approximately C$ 520 million. Integra shareholders (excluding Eldorado) were offered C$ 1.21 per share, with options for payment in Eldorado shares, cash, or a combination of both. Eldorado would issue a maximum of 77 million shares and pay up to C$ 129 million in cash. The total transaction value, including Eldorado's existing holdings, was approximately C$ 590 million and Integra shareholders would own around 10% of Eldorado post-transaction.

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Target	Description
Gruyere Gold Project (**Gruyere**)	On November 7, 2016, Gold Fields Ltd. (JSE: GFI) agreed to acquire a 50% stake in the Gruyere Gold Project in Western Australia from Gold Road Resources Limited (ASX: GOR) for approximately A$ 350 million. The deal included A$ 250 million payable on completion and A$ 100 million to fund Gold Road's cash calls during the construction phase. Gold Fields also agreed to a net smelter return royalty on its share of production from the Gruyere Joint Venture once total gold production exceeded 2Moz. Additionally, Gold Fields committed to approximately A$ 50 million for potential cost overruns and A$ 75 million in funding support for project-level bonding or guarantees. Gold Roads completed the acquisition of a 50% interest in the Gruyere Gold Project on December 13, 2016.
Rainy River Resources Limited (**Rainy River**)	On May 31, 2013, New Gold, Inc. (TSX:NGD) entered into a definitive agreement to acquire Rainy River Resources Ltd. (TSX:RR) from a group of shareholders, including Salida Capital Corporation, Caisse de Depot et Placement du Quebec, Van Eck Associates Corporation, Fidelity Management & Research Company and others, for approximately C$ 380 million. New Gold offered Rainy River shareholders the option to receive either 0.5 of a New Gold common share or C$ 3.83 in cash per Rainy River common share.
Trelawney Mining and Exploration Inc. (**Trelawney**)	IAMGOLD Corp., a Canadian precious metal company, entered into a definitive agreement to acquire Trelawney Mining & Exploration Inc. Under the terms of the agreement, IAMGOLD will pay C$3.30 in cash per common share of Trelawney. The total consideration for the acquisition was C$594.85 million on a fully diluted basis.

Target	Acquirer	Announcement date	Interest acquired	Implied EV A$ million	AuEq Resources Koz	AuEq. Reserves Koz	Resources multiple A$/oz	Reserves multiple A$/oz
Greenstone Gold Mine GP Inc.	Equinox Gold Corp.	23 Apr 24	40%	3,709	1,992	2,288	1,862x	1,621x
Silver Lake Resources Limited	Red 5 Limited (nka:Vault Minerals Limited)	5 Feb 24	100%	781	5,940	1,476	131x	529x
Tietto Minerals Limited	Sparky International Company Limited	30 Oct 23	91%	673	3,401	1,222	198x	551x
Musgrave Minerals Limited	Ramelius Resources Limited	3 Jul 23	100%	216	916	-	236x	n/a
Leonora Assets of St Barbara Limited	Genesis Minerals Limited	17 Apr 23	100%	540	742	600	728x	900x
Sabina Gold & Silver Corp.	B2Gold Corp.	13 Feb 23	100%	1,100	9,175	3,600	120x	305x
Minas de San Nicolás S.A.P.I. de C.V.	Agnico Eagle Mines Limited	16 Sep 22	50%	1,727	465	5,510	3,713x	313x
Corvus Gold Inc.	AngloGold Ashanti Holdings Plc	13 Jul 21	81%	604	2,180	-	277x	n/a
Tropicana Project	AFB Resources Pty Ltd	13 Apr 21	30%	2,963	2,295	808	1,291x	3,667x
GT Gold Corp.	Newmont Corporation	10 Mar 21	85%	463	19,911	-	23x	n/a
Mincor Resources NL	Wyloo Consolidated Investments Pty Ltd	8 Sep 20	80%	695	695	817	999x	851x
Kalgoorlie Lake View	Northern Star Resources Limited	17 Dec 19	50%	2,323	2,184	3,657	1,063x	635x
Barrick	Northern Star (Saracen Goldfields) Pty. Ltd.	17 Nov 19	50%	2,202	5,705	3,723	386x	592x
Explaurum Limited	Ramelius Resources Limited	10 Sep 18	100%	80	673	486	118x	164x
AuRico Metals Inc.	Centerra Gold Inc.	7 Nov 17	100%	293	9,447	3,358	31x	87x
Integra Gold Corporation	Eldorado Gold Corporation	14 May 17	87%	424	695	-	610x	n/a
Gruyere Gold project	Gold Fields Limited	7 Nov 16	50%	500	3,310	1,766	151x	283x
Rainy River Resources Limited	New Gold Inc.	31 May 13	100%	269	8,790	4,207	31x	64x
Trelawney Mining and Exploration Inc.	IAMGOLD Corporation	27 Apr 12	100%	583	3,965	-	147x	n/a
Mean (excluding outliers)							**318x**	**488x**
Median (excluding outliers)							**236x**	**540x**

Source:Capital IQ, company financial statements and reports, publicly available resource information of relevant companies and KPMG Corporate Finance Analysis"
Notes:

1 *Resource multiples are calculated using the Enterprise Value implied by the transaction and resources sourced from latest resource statement announced by the target prior to the announcement of the transaction.*
2 *Implied enterprise value calculated using the consideration offered by the acquirer and the target's net debt/cash position reported prior to the announcement of the transaction. Finance leases have been excluded from net debt and enterprise value calculations.*
3 *Where the transaction involved a company acquiring an interest of below 100%, the consideration has been grossed up to reflect an implied acquisition of 100%.*
4 *Resources are based on Measured, Indicated and Inferred Resources.*
5 *Where the target's resources contain other metals (silver, cobalt, copper etc.) a total contained Gold equivalent resource has been calculated based on spot metal prices at the announcement date of the transaction*
6 *Outliers, (shaded) have been selected based on interquartile range and excluded from the calculation of mean and median.*
7 *"n/a" indicates the information was not available; Reserve estimates were not available at 23 January 2025*

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Appendix 7 – AMC independent Technical Specialist Report

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Report

De Grey Independent Technical Specialists Report

De Grey Mining Ltd

AMC Project 0224207
6 March 2025

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6 March 2025

Bill Allen
KPMG Corporate Finance Pty Ltd
235 St Georges Terrace
Perth WA Australia

Dear Sir

De Grey Mining Ltd
Independent Technical Specialist's Report

De Grey Mining Ltd advised in its Market Release dated 2 December 2024 (ASX Release) that it had entered into a binding Scheme Implementation Deed with Northern Star Resources Ltd in relation to a proposal for Northern Star Resources Ltd to acquire 100% of the issued shares in De Grey Mining Ltd by way of a scheme of arrangement (Northern Star Resources Ltd Transaction).

KPMG Corporate Finance Pty Ltd (KPMG) advised AMC Consultants Pty Ltd (AMC) that:

- De Grey Mining Ltd engaged KPMG to prepare an independent expert's report (IER) in relation to the Northern Star Resources Ltd Transaction.
- KPMG required technical advice in relation to its preparation of the IER and an independent technical specialist's report (ITSR) to accompany the IER.

Accordingly, De Grey Mining Ltd engaged AMC to provide technical advice to KPMG and prepare the ITSR concerning the mineral assets of De Grey Mining Ltd (Mineral Assets).

As instructed by KPMG, the scope of the ITSR consists of:

- AMC's description of the Mineral Assets.
- AMC's review of De Grey Mining Ltd's estimates of Mineral Resources and Ore Reserves.
- AMC's review of the estimates of production profiles, capital expenditure, and operating costs for significant producing and development Mineral Assets for which life-of-mine plans are provided by De Grey Mining Ltd.
- AMC's production case for the purposes of value modelling by KPMG for certain components of the Mineral Assets.
- AMC's valuations of De Grey Mining Ltd's Mineral Resources not included in the production case, and exploration properties and other early-stage development mineral assets for which life-of-mine plans have not been developed by De Grey Mining Ltd.
- The valuation date is 31 December 2024.

AMC's production case, a life-of-mine production and cost estimate (AMC Production Case) and valuations as referred to in this letter and described in the ITSR are presented on a 100% basis.

The ITSR is attached to this letter and is to be read in conjunction with this letter.

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Executive Summary

Mineral Assets

The De Grey Mining Ltd Mineral Assets consists of the Hemi Gold Project, located in the Pilbara region of Western Australia. The Hemi Gold Project tenements cover approximately 2,500km^2, and contains a combined Mineral Resource estimate of 310 Mt, grading 1.4 g/t Au and containing 13.6 Moz of Measured, Indicated and Inferred Mineral Resources.

The Hemi Gold Project assets comprise:

- The proposed Hemi Mining Centre open pit mines and 10 Mtpa processing facility.
- The proposed Western Mining Centre open pit mines and 3 Mtpa processing facility.
- The proposed Eastern Mining Centre open pit mines.
- A potential underground mining operation at the Hemi Mining Centre.
- Regional exploration assets.

AMC's engagement

In preparing the ITSR, AMC Consultants Pty Ltd (AMC):

- Has taken instruction from and reported to KPMG.
- Has been provided with technical information by De Grey Mining Ltd for the purposes of the assignment.
- Has limited its review of operating costs to site-based costs.
- Has been indemnified by De Grey Mining Ltd against actions arising from the assignment:
  - Other than those arising from actions taken or omitted to be taken by AMC illegally, in bad faith, or resulting from gross negligence, recklessness, fraud or material breach of the engagement as agreed.
  - As a result of use by AMC of information provided by De Grey Mining Ltd or its representatives that is false, misleading, or incomplete in a material respect.
- Is being paid a fee by De Grey Mining Ltd according to its normal per diem rates which is not contingent on the outcome of the Northern Star Resources Ltd Transaction.

AMC report

This report has been prepared by AMC. This report has been prepared in accordance with the Australasian Code for Public Reporting of Technical Assessment and Valuation of Mineral Assets (2015) (the VALMIN Code[1]) as well as the Australian Securities and Investment Commission (ASIC) Regulatory Guides 111 (Content of expert reports) and 112 (Independence of experts).

JORC Code

In this letter and the ITSR attached to this letter, AMC's use of the terms Mineral Resources and Ore Reserves are in accordance with the JORC Code[2].

---

[1] Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, The VALMIN Code, 2015 Edition. Prepared by the VALMIN Committee of the Australasian Institute of Mining and Metallurgy (AusIMM) and Australian Institute of Geoscientists (AIG). Effective 30 January 2016. Mandatory for AusIMM and AIG members from 1 July 2016.

[2] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australasian Institute of Geoscientists and Minerals Council of Australia (JORC). Effective 20 December 2012 and mandatory from 1 December 2013.

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AMC's independence

AMC has undertaken several technical consulting assignments on some components of the Mineral Assets for De Grey Mining Ltd. In all the assignments, AMC acted as an independent party and has no pecuniary interest in the performance of the Mineral Assets or the outcome of the Northern Star Resources Ltd Transaction.

For all its consulting assignments, AMC is paid a fee according to its normal per diem rates and is reimbursed for out-of-pocket expenses related to the assignments.

Neither AMC nor any of its personnel involved in the preparation of this report have:

- Any material present or contingent interest in either De Grey Mining Ltd, Northern Star Resources Ltd or any of the properties or Mineral Assets described herein.
- Any association with De Grey Mining Ltd, Northern Star Resources Ltd or related parties of either, which may lead to bias.

AMC does not, nor do its directors or employees, have any other business relationship with De Grey Mining Ltd or related companies other than the carrying out of individual consulting assignments as engaged. AMC has had no part in formulation of the Northern Star Resources Ltd Transaction or its outcome.

Based on the above, AMC concludes that it is independent.

AMC's sources of information and site visits

The information considered by AMC in the preparation of this letter and the ITSR attached to this letter is derived from:

- A virtual dataroom containing various De Grey Mining Ltd and independent consultant technical reports provided by De Grey Mining Ltd for the Mineral Assets, as listed in Appendix B.
- Publicly available information on the De Grey Mining Ltd website, such as the De Grey Mining Ltd 2024 Annual Report, Mineral Resource releases, and quarterly activities reports.
- Publicly available information on various government and third-party websites.

Maps and diagrams included in this ITSR were provided by De Grey Mining Ltd unless stated otherwise.

AMC visited the Mineral Assets in January 2025, for the purposes of preparing this letter and the ITSR attached to this letter.

For the purposes of preparing this letter and the ITSR attached to this letter, in addition to visiting the key operations, AMC reviewed material technical reports and information and held discussions with management and technical staff of De Grey Mining Ltd. The material reviewed included public documents and internal De Grey Mining Ltd information not available to the public. Key documents included the Hemi Gold Project definitive feasibility study, life-of-mine plans, Mineral Resource and Ore Reserve documentation, feasibility, pre-feasibility, and scoping study reports, specialist reports prepared by external consultants, and technical data including drillhole data, block models, pit design files, topographical surfaces, and mine schedules.

AMC did not audit the information provided to it but aimed to satisfy itself that all that information was prepared in accordance with proper industry standards and is based on data that AMC considers to be of acceptable quality and reliability. Where AMC has not been so satisfied, AMC has included comment in the ITSR and made appropriate modifications in the AMC Production Case provided to KPMG and described in the ITSR.

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In correspondence relating to AMC's commission by De Grey Mining Ltd to prepare the ITSR, De Grey Mining Ltd agreed to comply with those obligations of the commissioning entity under the VALMIN Code including that it would provide AMC with all the information it is aware of about the subject of AMC's assignment in sufficient detail to enable AMC to determine its relevance.

De Grey Mining Ltd has represented in writing that to the best of its knowledge, it has provided AMC with all material information relevant to its Mineral Assets as described in the ITSR.

In preparing this letter and the ITSR attached to this letter, AMC has relied on information provided by De Grey Mining Ltd, and AMC has no reason to believe that information is materially misleading or incomplete or contains any material errors.

De Grey Mining Ltd, through its acceptance of AMC's proposal to prepare the ITSR, agreed to release and indemnify AMC for any loss or damage howsoever arising from AMC's reliance on any information provided by De Grey Mining Ltd in connection with this letter and the ITSR attached to this letter that is materially inaccurate or incomplete.

De Grey Mining Ltd was provided with a draft of this letter and the ITSR attached to this letter to enable correction of any factual errors and notation of any material omissions. The views, statements, opinions, and conclusions expressed by AMC in the ITSR are based on the assumption that all data provided to it by De Grey Mining Ltd are complete, factual, and correct to the best of De Grey Mining Ltd's knowledge.

Effective date

This letter and the ITSR attached to this letter and the conclusions in them are effective at 31 December 2024. Those conclusions may change in the future with changes in relevant metal prices, further exploration, and other technical developments regarding the Mineral Assets, and the market for mineral assets.

AMC Production Case

De Grey Mining Ltd provided AMC with two life-of-mine (LOM) plans that includes a schedule of physical production (tonnes, grades, and metallurgical recoveries) and an estimate of capital expenditure and operating cost for two key components of the Mineral Assets:

- Hemi Gold Project comprising the Hemi Mining Centre.
- Regional Deposits.

AMC reviewed the LOM plans and their supporting information and based on that information, including the associated estimates of Mineral Resources and Ore Reserves and exploration prospectivity, AMC prepared a single LOM schedule of physical production and costs, AMC Production Case, where AMC considered there is a reasonable basis to do so. AMC then provided the AMC Production Case to KPMG for its consideration of value of the Mineral Assets.

For the Mineral Assets for which AMC prepared the AMC Production Case, AMC considered that the case constitutes reasonable technical inputs for use by KPMG in its valuation of those Mineral Assets. That case does not represent the absolute bounds of possible or likely outcomes because actual production and costs will naturally be dependent on further mineral exploration, technical developments, and economic factors that impact the Key Mineral Assets. Those developments and factors could, in turn, result in LOM schedules and costs that lie outside the AMC Production Case.

However, based on AMC's experience in the industry, combined with its assessment of the technical attributes and prospectivity of the Mineral Assets, AMC considers that the AMC Production Case provides what a willing and knowledgeable buyer and a willing and knowledgeable seller might reasonably use in valuing the Mineral Assets.

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AMC believes the AMC Production Case is based on reasonable grounds and represent a likely outcome for the various assets. Those grounds for each of the Mineral Assets for which the AMC Production Case was prepared are presented in the relevant sections of the ITSR.

The AMC Production Case was provided to KPMG electronically in Excel format. AMC has performed procedures to confirm the arithmetical and logical integrity of the Excel model. A summary of the AMC Production Case is presented in Table I.

Table I Summary of AMC Production Case

Description	Units	Amount
Mining		
Ore mined	Mt	139
Ore grade	g/t Au	1.56
Mined ounces	Koz Au	6,953
Waste mined	Mt	969
Total mined	Mt	1,107
Processing		
Processed tonnes	Mt	139
Grade	g/t Au	1.56
Recovery	%	93.2
Recovered ounces	Koz Au	6,478
Costs		
Capital	$M	2,303
Operating	$M	9,076
Total costs	$M	11,380
Revenue		
Gold price (LOM average)#	A$/oz	3,371
Gold revenue	$M	21,835
Royalty expense	$M	546
Undiscounted pre-tax cash flow	$M	9,909

Numbers may not add up due to rounding
#Gold price provided by KPMG

AMC valuation of exploration assets

AMC has provided KPMG with valuations of Mineral Resources not included in the AMC Production Case and the exploration assets of De Grey Mining Ltd (Exploration Assets)

For the Exploration Assets, it is not possible to project cash flows and/or production estimates with sufficient confidence to rely on discounted cash flow methodology. AMC therefore has considered other methods to value the Exploration Assets. These methods are commonly used in Australia to value exploration assets and are discussed in the ITSR.

The VALMIN Code defines:

- A technical value as an assessment of a mineral asset's future net economic benefit under a set of assumptions deemed most appropriate by a practitioner, excluding any premium or discount to account for market considerations.
- A market value as the estimated amount of money (or the cash equivalent of some other consideration) for which the mineral asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion.

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AMC's values of Exploration Assets are Market Values.

AMC's valuations of De Grey Mining Ltd's Mineral Resources that are not reflected in the AMC Production Cases, and De Grey Mining Ltd's Exploration Assets are summarised in Table II.

Table II Summary of exploration valuations indicated by remnant Mineral Resources and tenements without Mineral Resources

Asset	Value		
	A$M	A$M	A$M
	low	preferred	high
Remnant Mineral Resources			
Western Mining Centre	8.1	17.1	26.1
Eastern Mining Centre	3.7	6.8	9.9
Hemi Mining Centre	37.6	78.0	118.4
Subtotal	**49.4**	**101.9**	**154.4**
Exploration tenements			
Hemi Mining Centre tenements	2.3	3.5	4.7
Regional Deposits tenements	0.5	2.5	4.6
Tenement applications	0.1	0.5	0.9
Subtotal	**2.9**	**6.5**	**10.2**
Total	**52.3**	**108.4**	**164.6**

Tenure

De Grey Mining Ltd provided AMC with recent independent reports on the standing of its material tenements (Tenure Reports). The titles of the Tenure Reports are listed in Appendix D to the ITSR. Further to those Tenure Reports, AMC has prepared the ITSR on the basis that the material tenements are current and in good standing.

Qualifications

AMC is a firm of mineral industry consultants whose activities include the preparation of due diligence reports and reviews on mining and exploration projects for equity and debt funding and for public reports.

The contributors to the ITSR are listed in Appendix A.

Format of the ITSR

In the ITSR:

- The valuation date is 31 December 2024.
- Monetary figures are expressed in 2024 Australian dollars ($ or A$) or United States dollars (US$) unless otherwise noted.
- Costs are presented on a real, cash cost basis unless otherwise specified.
- Production and costs are presented on a financial year (FY), 1 July to 30 June basis unless otherwise specified.
- A list of contributors to the ITSR is presented in Appendix A.
- A list of key reference material is presented in Appendix B.
- A list of abbreviations used in the ITSR is presented in Appendix C.

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Fees

AMC was remunerated a professional fee of approximately $250,000 according to AMC's normal per diem rates for the preparation of this report, with no part of the fee contingent on the conclusions reached, or the content or future use of this report. Except for these fees, AMC has not received and will not receive any pecuniary or other benefit whether direct or indirect for or in connection with the preparation of this report.

Consent

The ITSR has been provided to KPMG for the purposes of forming its opinion as to whether the Northern Star Resources Ltd Transaction is in the best interests of the De Grey Mining Ltd shareholders. AMC has given its consent to being named in the scheme documents as the Independent Technical Specialist and for the ITSR to be appended to KMPG's IER and to be included, in full, in the scheme documents and has not withdrawn that consent before their lodgement with the Australian Securities & Investments Commission. AMC consents to the inclusion of statements and references in the scheme documents which are based on or referable to statements made in the ITSR in the form and context in which each such reference is included.

Neither this letter or the ITSR nor any part of them may be used for any other purpose without written consent.

The signatories to this letter and, accordingly, the ITSR attached to this letter are members of the AusIMM and bound by its Code of Ethics.

Yours faithfully



David Lee
F AusIMM
Principal Mining Engineer
6 March 2025



David Varcoe
F AusIMM
Principal Mining Engineer
6 March 2025

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Quality control

The signing of this statement confirms this report has been prepared and checked in accordance with the AMC Peer Review Process.

Project Manager	 The signatory has given permission to use their signature in this AMC document	6 March 2025
	David Lee	Date
Peer Reviewer	 The signatory has given permission to use their signature in this AMC document	6 March 2025
	David Varcoe	Date
Author	**See Appendix A**	6 March 2025
		Date

Important information about this report

Confidentiality

This document and its contents are confidential and may not be disclosed, copied, quoted or published unless AMC Consultants Pty Ltd (AMC) has given its prior written consent.

No liability

AMC accepts no liability for any loss or damage arising as a result of any person other than the named client acting in reliance on any information, opinion or advice contained in this document.

Reliance

This document may not be relied upon by any person other than the client, its officers and employees.

Information

AMC accepts no liability and gives no warranty as to the accuracy or completeness of information provided to it by or on behalf of the client or its representatives and takes no account of matters that existed when the document was transmitted to the client but which were not known to AMC until subsequently.

Precedence

This document supersedes any prior documents (whether interim or otherwise) dealing with any matter that is the subject of this document.

Recommendations

AMC accepts no liability for any matters arising if any recommendations contained in this document are not carried out, or are partially carried out, without further advice being obtained from AMC.

Outstanding fees

No person (including the client) is entitled to use or rely on this document and its contents at any time if any fees (or reimbursement of expenses) due to AMC by its client are outstanding. In those circumstances, AMC may require the return of all copies of this document.

Public reporting requirements

If a Client wishes to publish a Mineral Resource or Ore / Mineral Reserve estimate prepared by AMC, it must first obtain the Competent / Qualified Person's written consent, not only to the estimate being published but also to the form and context of the published statement. The published statement must include a statement that the Competent / Qualified Person's written consent has been obtained.

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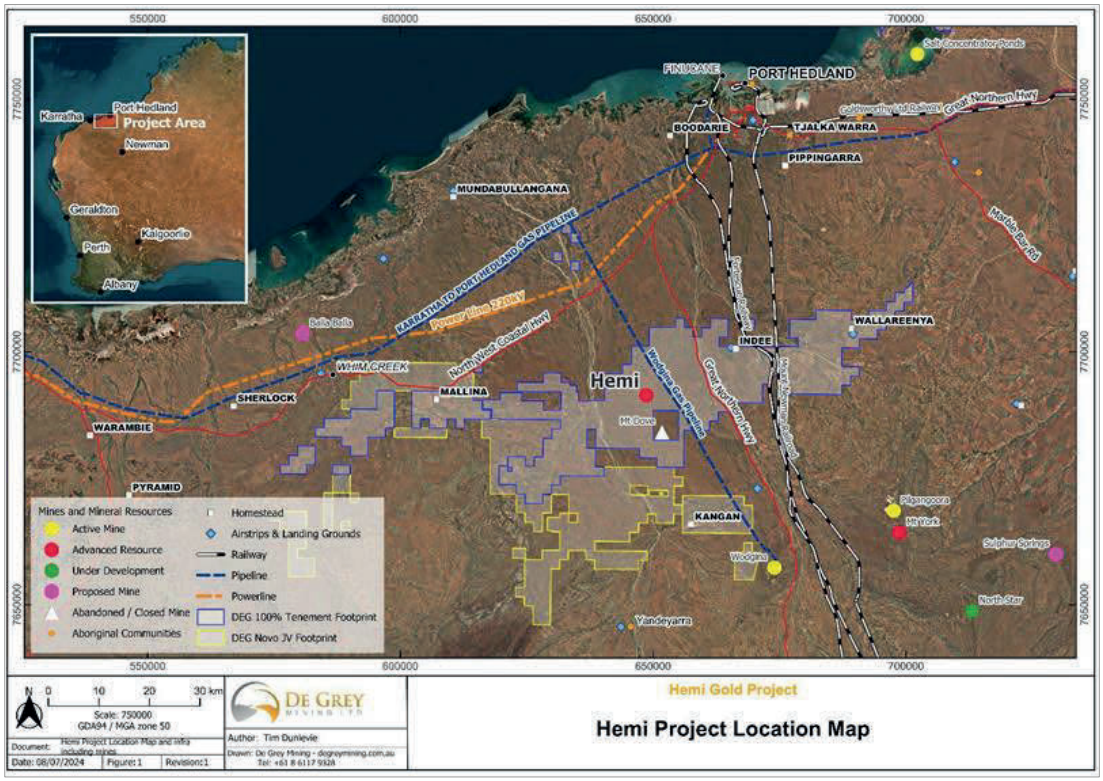
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1 Location and background

1.1 Location

De Grey Mining Ltd is a Western Australian based exploration and development company listed on the Australian Securities Exchange (ASX). The De Grey Mining Ltd Hemi Gold Project (Hemi or the Project) is located in the Pilbara region of Western Australia (WA), approximately 85 kilometres (km) south of Port Hedland and approximately 1,600 km by road north of Perth. Hemi is connected to Port Hedland via a major sealed highway, the Great Northern Highway. Figure 1.1 shows the location of the Project in relation to Port Hedland. The De Grey Mining Ltd tenement package covers approximately 2,500 km^2, stretching east to west over approximately 150 km.

Figure 1.1 Hemi Gold Project location



1.2 Climate

The Pilbara region of Western Australia is characterized by hot, semi-arid climate with distinct wet and dry seasons. The coldest month on average is July where maximum temperatures are 27° Celsius. Temperatures are on average the highest in December and January where maximum temperatures average 37° Celsius, often exceeding 45° Celsius.

The region has low to moderate annual rainfall, with most rainfall occurring during the wet season (December to March). The average annual rainfall is approximately 307 millimetres (mm)and falls over an average of 31 days, however cyclonic weather systems can impact this significantly.

The Pilbara coast between Port Hedland and the Exmouth Gulf is the most cyclone prone area in Australia, averaging more than 50 tropical cyclones crossing the coast over the past 40 years of records. Although the main project sits within the Region C zone, there are several areas of the

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regional deposit which are classified Region D. De Grey Mining Ltd has made the decision to design and construct the accommodation buildings to Region D zone to withstand cyclone category 5 winds up to 300 km per hour (kph).

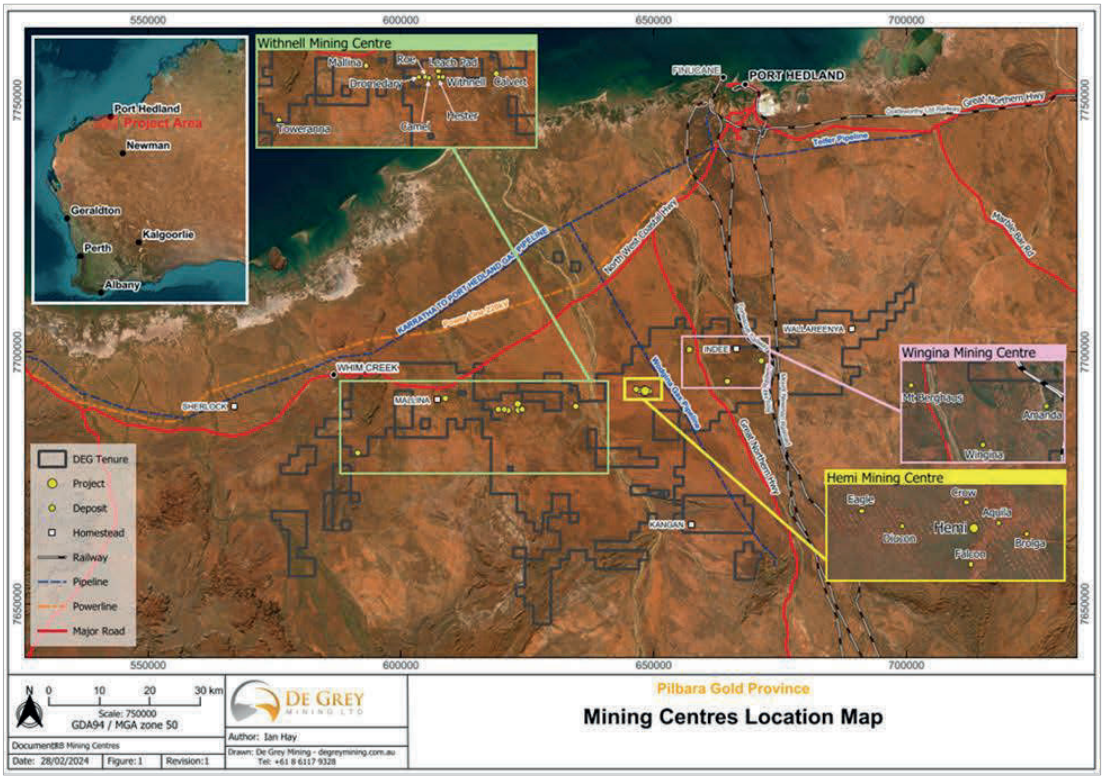
1.3 Background

The overall Hemi Gold Project is categorised into three main domains (shown in Figure 1.2):

- Hemi Mining Centre: consisting of the Aquila, Brolga, Crow, Diucon, Eagle and Falcon deposits.
- Western Mining Centre (previously the Withnell Mining Centre): consisting of the Toweranna, Withnell, Camel, Roe, Dromedary, Calvert and Mallina deposits.
- Eastern Mining Centre (previously the Wingina Mining Centre): consisting of the Wingina, Amanda and Mt Berghaus deposits.

In this report the Hemi Gold Project is used to refer to the Hemi Mining Centre and Regional Deposits for the Western Mining Centre and the Eastern Mining Centre deposits.

Figure 1.2 Location of the Hemi Gold Project mining centres



1.3.1 Hemi Gold Project

Since discovery in late 2019, De Grey Mining Ltd have rapidly advanced the Hemi Gold Project. A Scoping Study was completed in October 2021 with a subsequent Pre-Feasibility Study released in September 2022 (2022 PFS). The 2022 PFS considered both the Hemi Mining Centre and Regional Deposits.

With the exploration success at the Hemi Mining Centre, a Definitive Feasibility Study to assess the technical requirements, environmental and social impacts, and financial outcomes of the Hemi Mining Centre only was released in September 2023 (2023 DFS).

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Salient points of the 2023 DFS include:

- The 2023 DFS was based on the Hemi Mining Centre comprising the Aquila, Brolga, Crow, Diucon, Eagle, and Falcon deposits.
- The 2023 DFS was based on the June 2023 Mineral Resource Estimate (MRE) released on 15 June 2023.
- Mining at the Hemi Mining Centre will be undertaken using open-pit mining methods using large scale open pit mining equipment.
- The 2023 DFS proposed mining of 122 Mt of ore, grading 1.5 g/t and containing 6.0 Moz, at a strip ratio of 6.6:1 over a 12-year period.
- Mining is proposed to be undertaken using a mining contractor for the life-of-mine (LOM).
- The processing plant has a nameplate throughput of 10 Mtpa for the comminution, flotation and carbon-in-leach (CIL) circuits with pressure oxidation (POx) circuit throughput of 0.8 Mtpa based on a low mass pull sulphide concentrate.
- The processing plant has an average gold recovery of 93.5% over the LOM.
- Gold production of 5.7 Moz over the LOM with an average of 530 kozpa over the first 10 years.
- The capital cost estimate for the 10 Mtpa plant and site infrastructure of $1,298M is inclusive of $162M of design growth allowance and contingency, plus an additional mine pre-strip capital cost of $47M.
- The 2023 DFS economic outcomes provided an undiscounted free cashflow of $6.3 billion pre-tax and $4.5 billion post-tax using a gold price of A$2,700/oz. The Net Present Value (NPV5%) was $4.2 billion pre-tax and $2.9 billion post-tax.
- The 2023 DFS provided a short payback period of 1.5 years pre-tax and 1.8 years post-tax due to commencement of mining operations at the high margin Brolga starter pit.

The 2023 DFS has been subject to external review of specific individual technical areas during the 2023 DFS and subsequently a full independent technical review of the final 2023 DFS.

1.3.2 Regional Deposits scoping study

De Grey Mining Ltd has undertaken a Regional Scoping Study[3] to evaluate development of the Regional Deposits, that is, the Western and Eastern Mining Centres. The Western Mining Centre is located approximately 94 km west from the Hemi Mining Centre by sealed highway or approximately 30 km straight line distance. The Eastern Mining Centre is located approximately 15 km east of the Hemi Mining Centre.

Based on the options evaluated, the Regional Scoping Study proposed to construct and operate a nominal 3 Mtpa processing facility at the Withnell deposit to process ore mined from the Western Mining Centre deposits, with ore from the Eastern Mining Centre deposits processed at the Hemi Mining Centre processing facility.

The proposed Western 3 Mtpa processing facility includes primary and secondary crushing, milling and pebble crushing, gravity concentration, flotation, CIL blanking, and a leaching circuit to recover free milling ore and a flotation and blanking circuit to treat the refractory ore which will be floated, filter-pressed and the concentrate trucked to Hemi for further processing. Supporting infrastructure at the Western Mining Centre includes access roads, village accommodation, mining infrastructure facilities and power generation facilities.

The Eastern Mining Centre, which includes the Mt Berghaus and Wingina deposits, are predominately free milling oxide ores and are proposed to be hauled and processed through the Hemi Mining Centre processing facility at a rate of 1 Mtpa.

[3] ASX announcement 'Hemi Regional Scoping Study' dated 11 July 2024

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All mining will be via open pit mining methods. Total material movement from all pits is 178 Mt and 16.6 Mt of ore grading 1.7 g/t Au and containing 900 koz. The Western Mining Centre open pits have a total material movement of 145 Mt, with 13.6 Mt of ore grading 1.7 g/t Au. The Eastern Mining Centre open pits have a total material movement of 32 Mt, with 3.0 Mt of ore grading 1.8 g/t Au.

The total recovered gold production from the Regional Scoping Study was 817 koz over the 6-year LOM at an average 142 kozpa. The percentage of Measured and Indicated Resources within the production schedule is 84% of the recovered ounces.

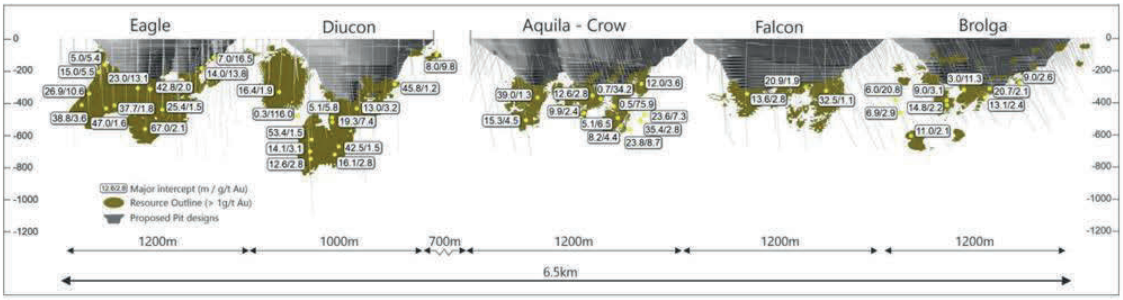
The total capital development cost was estimated as $317M which includes the nominal 3 Mtpa processing facility and associated infrastructure.

At a gold price of A$2,700/oz, the study forecast to generate free cashflows of $396M (pre-tax) over the LOM, with a NPV_5 (pre-tax) of $296M.

1.3.3 Underground concept study

De Grey Mining Ltd has undertaken the Hemi Underground Mining Conceptual Study[4] on depth extensions of the Hemi Mining Centre. The study was based on November 2023 MRE and provided an initial assessment of the potential for underground mining below the Diucon and Eagle 2023 DFS pit designs. The study concluded that there was a case for further studies into the future potential of underground mining at Hemi. AMC consider there has been insufficient analysis of the potential for an underground operation at this stage for AMC to have reasonable grounds to include underground development in the AMC Production Case.

Figure 1.3 Conceptual underground assessment

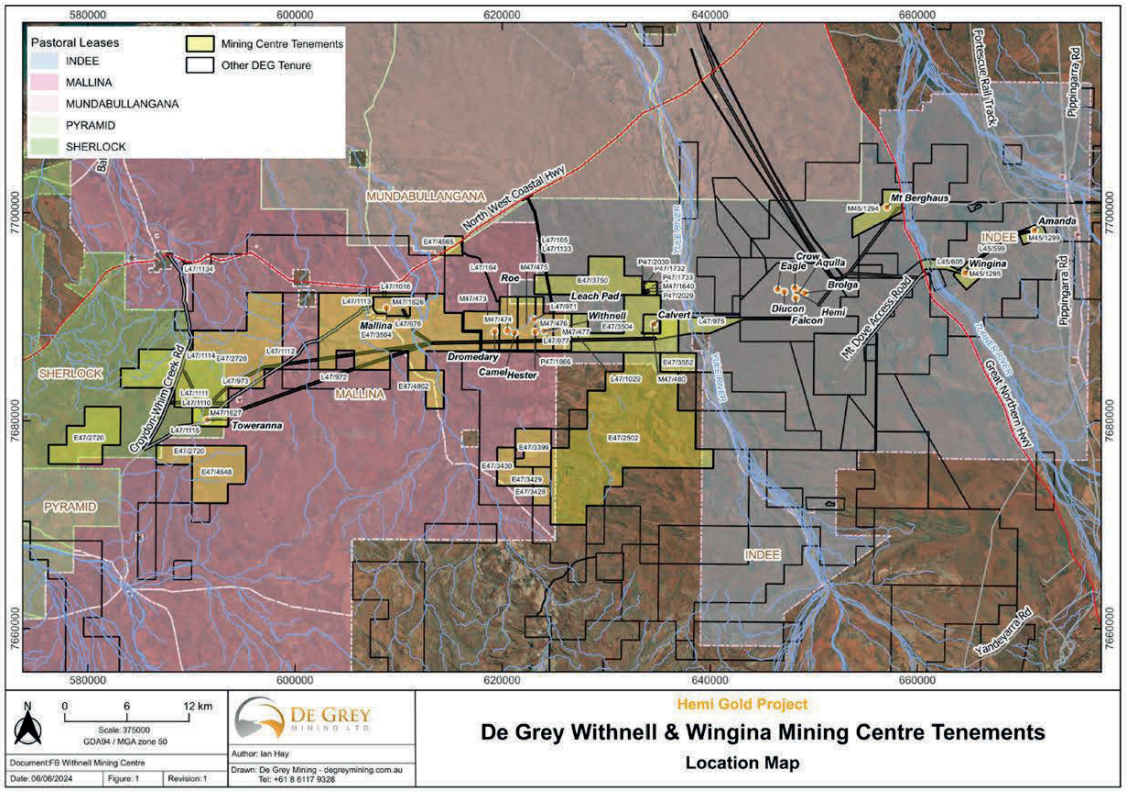


1.4 Tenement holdings

De Grey Mining Ltd has 100% ownership of tenements across the broader Hemi Gold Project, which includes Hemi and the Regional Deposits of Toweranna, Withnell, Camel Roe, Calvert Mallina, Mt Berghaus, Amanda and Wingina. Exploration licences and mining leases in the Hemi Gold Project cover an area of 574.2 km^2. Exploration licences, prospecting licences and mining leases in the regional project cover 876.6 km^2. A further area of 361.9 km^2 is under exploration and mining lease applications. A full list of exploration and mining tenements, including applications, current as at 19 January 2025, is provided in Appendix D. A location map of the Hemi Gold Project tenements is presented in Figure 1.4.

[4] ASX announcement 'Hemi Underground Mining Conceptual Study' released 19 December 2024

Figure 1.4 De Grey Mining Ltd tenements



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2 Geology and Mineral Resources

2.1 Mineral Resource estimates

The June 2023 Mineral Resource estimates (MRE) were used by De Grey Mining Ltd for the 2023 DFS and reporting of Ore Reserves. Since completion of the 2023 DFS, De Grey Mining Ltd has reported updated MRE in November 2023 and November 2024. The Ore Reserves were not updated.

The AMC Production Case was linked to the Ore Reserves and 2023 DFS, which in turn is linked to the June 2023 MRE. As a result, AMC has reviewed the June 2023 MRE.

With the material increase in Mineral Resources between the June 2023 MRE and the November 2024 MRE, AMC depleted the November 2024 MRE with the AMC Production Case to determine remnant MRE as part of the exploration valuation (see section 13).

The most recent MRE, the November 2024 MRE, for the broader Hemi Gold Project is listed in Table 2.1 and by deposit for the Hemi Mining Centre in Table 2.2.

Table 2.1 Hemi Gold Project Mineral Resources reported at November 2024

Mining Centre	Measured			Indicated			Inferred			Total		
	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)
Hemi	12.7	1.4	0.59	148.5	1.3	6.26	102.7	1.3	4.33	263.9	1.3	11.17
Western	1.0	1.8	0.06	16.2	1.6	0.84	16.5	1.8	0.98	33.7	1.7	1.87
Eastern	3.1	1.7	0.17	2.5	1.5	0.12	6.3	1.2	0.24	11.9	1.4	0.54
Total	**16.8**	**1.5**	**0.82**	**167.2**	**1.3**	**7.22**	**125.5**	**1.4**	**5.55**	**309.5**	**1.4**	**13.58**

Notes:
- Open pit resources are reported at cut-off grades ranging from 0.3 to 0.5 g/t Au
- Underground resources are reported at cut-off grades ranging from 1.0 to 2.0 g/t Au
- Rounding may result in apparent summation differences between tonnes, grade and contained metal

Table 2.2 Hemi Mining Centre Mineral Resources reported at November 2024

Deposit	Measured			Indicated			Inferred			Total		
	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)
Aquila	-	-	-	12.3	1.6	0.65	9	1.4	0.40	21.3	1.5	1.05
Brolga	12.7	1.4	0.59	30.7	1.4	1.35	14.9	1.1	0.55	58.3	1.3	2.48
Crow	-	-	-	23.2	1.1	0.85	14.5	1.4	0.67	37.7	1.3	1.52
Diucon	-	-	-	37.1	1.3	1.58	20.6	1.4	0.93	57.7	1.4	2.51
Eagle	-	-	-	19.7	1.2	0.74	29.8	1.4	1.34	49.5	1.3	2.08
Falcon	-	-	-	25.4	1.3	1.09	10.2	1.1	0.36	35.6	1.3	1.45
Antwerp	-	-	-	-	-	0.00	3.9	0.7	0.09	3.9	0.7	0.09
Total	**12.7**	**1.4**	**0.59**	**148.5**	**1.3**	**6.26**	**102.7**	**1.3**	**4.33**	**263.9**	**1.3**	**11.17**

Notes:
- 0.3g/t Au cut-off above 390m depth, 1.0g/t Au cut-off below 390m depth, assays to 31 October 2024.
- Rounding may result in apparent summation differences between tonnes, grade and contained metal

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The June 2023 MRE is summarised in Table 2.3.

Table 2.3 Hemi Gold Project Mineral Resources reported at June 2023

Mining Centre	Measured			Indicated			Inferred			Total		
	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)
Hemi	-	-	-	165.7	1.3	6.88	70.7	1.2	2.63	236.5	1.2	9.51
Western	1.6	1.8	0.09	15.6	1.6	0.79	11.8	2.1	0.79	28.2	1.8	1.66
Eastern	3.1	1.7	0.17	2.5	1.5	0.12	6.2	1.2	0.24	11.8	1.4	0.54
Total	**4.7**	**1.7**	**0.27**	**183.8**	**1.3**	**7.79**	**88.9**	**1.3**	**3.67**	**277.5**	**1.3**	**11.73**

Notes:
- Open pit resources are reported at cut-off grades ranging from 0.3 to 0.5 g/t Au
- Underground resources are reported at cut-off grades ranging from 1.0 to 2.0 g/t Au
- Rounding may result in apparent summation differences between tonnes, grade and contained metal

The November 2024 MRE for the Hemi Mining Centre reflects an increase of 16% in contained gold over the June 2023 MRE. The main changes to between the two MREs are:

- The Mineral Resource growth has been primarily driven by extensional drilling below the 2023 DFS open pit designs, particularly at the Diucon and Eagle deposits. This Mineral Resource extension is potentially amenable to extraction using underground mining methods.
- An interim infill grade control programme has been completed in the Brolga starter pit allowing reporting of 0.6 Moz of Measured Resources. Drilling was completed to a depth of approximately 80 metres below surface (mbs), covering the first 12 months of ore production.
- Whilst small, a maiden Inferred MRE for the Antwerp deposit was estimated. The Antwerp mineralisation defined has been drilled to 80 mE by 80 mN spacing and has a strike length >600m, mineralisation width of 5-30m, and depth of 250 m. Mineralisation remains open along strike and down plunge with the potential for further growth from future drill programs.

At the Regional Deposits, Mineral Resource updates were completed for the Withnell deposit, Withnell Trend (Camel, Roe, and Dromedary) and Calvert deposits. This has resulted in an increase of 0.2 Moz to 2.4 Moz for the Regional Deposits, outside of the Hemi Mining Centre area.

2.2 AMC review

The MRE evaluated by De Grey Mining Ltd for the reporting of Ore Reserves and considered in the AMC Production Case are Mineral Resources reported by De Grey Mining Ltd in June 2023. The June 2023 MRE is the focus of the AMC review.

The AMC review focused on the geological modelling and estimation processes detailed in the reports outlining the Mineral Resources and associated independent technical review completed by WSP Australia Pty Ltd (WSP) in 2023. AMC performed standard validation checks to confirm that the estimated grades align with the composite values used in the estimation. These checks included swath plots, statistical analyses, visual comparisons, and verification that the reported Mineral Resources can be replicated from the resource block models provided.

AMC did not undertake independent geological modelling or Mineral Resource estimation as part of validation.

2.3 Hemi Gold Project

In the June 2033 MRE, the Hemi Mining Centre contributes 81% of the total MRE ounces, while the Western and Eastern centres, contribute 14% and 5%, respectively.

2.3.1 Hemi Mining Centre

The Hemi Mining Centre includes six deposits: Aquila, Brolga, Crow, Diucon, Eagle, and Falcon.

Gold mineralisation at Hemi is primarily hosted in a series of intermediate diorite to quartz diorite intrusions associated with sulphide stringers and disseminations within brecciated and altered quartz diorites that intrude into the surrounding Archaean aged Mallina Basin sediments. The Archaean basement is eroded and truncated by a 25 m to 45 m thick horizon of recent transported sediments that are barren of gold mineralisation. The underlying Archaean sequence is variably weathered to depths of 40 m to 120 m comprising saprolite, saprock and a partially joint-weathered transitional zone overlying fresh rock.

The deposits are structurally associated with a SW-NE striking brittle-ductile shear zone (Figure 2.1).

Mineralisation occurs within multiple stacked lenses that are moderately dipping at Brolga and Crow and more steeply dipping at Aquila, Diucon, Eagle and Falcon. The mineralisation may be relatively continuous over substantial widths (100 m), particularly at Brolga, but less continuous at other deposits.

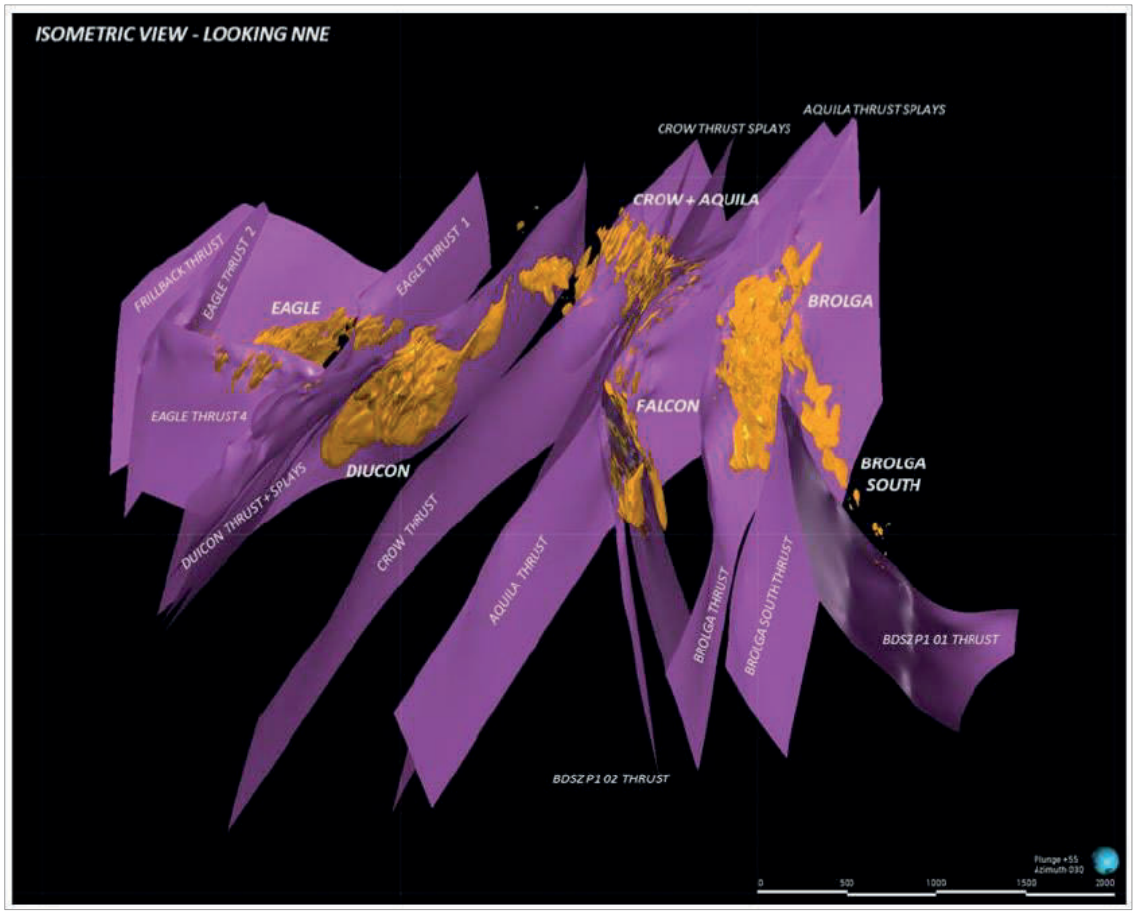
Gold mineralisation is largely associated with sulphides (principally arsenopyrite and lesser pyrite) and is semi-refractory in nature. Within mineralised intrusions, sulphide abundance ranges from 2.5-10% and there is a strong correlation between gold, arsenic and sulphur. Four geometallurgical domains are recognised oxide, transition, fresh and the kaolinite sulphide zone (part of the transition zone).

There are two main alteration and deposit styles, locally known as the Brolga type (Aquila, Brolga, Crow and Falcon deposits) and Diucon type (Diucon and Eagle). The Brolga type is characterised by strong albite-chlorite-sulphide alteration within the intrusions and this alteration is associated with a stockwork of chlorite-sulphide veins. The Diucon type has a similar assemblage of alteration minerals except for an initial development of sericite and albite alteration and smoky quartz veining. Later brittle-ductile shear zones exploit the alteration and veining, where later chlorite-carbonate-talc alteration and sulphide gold mineralisation is observed.

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Figure 2.1 Isometric view looking northeast of the Hemi Mining Centre and the brittle-ductile shear zone



A breakdown of the June 2023 MRE is presented in Table 2.4. Open pit Mineral Resources are reported at a 0.3 g/t Au cut-off grade above a minimum depth (-320 mRL) derived from an open pit optimisation shell. Underground Mineral Resources were reported at a 1.0 g/t Au cut-off grade. The Mineral Resources are not constrained within an open pit optimisation shell or underground shapes which is an industry standard approach.

Table 2.4 Hemi Mining Centre Mineral Resources by deposit June 2023 (OP and UG)

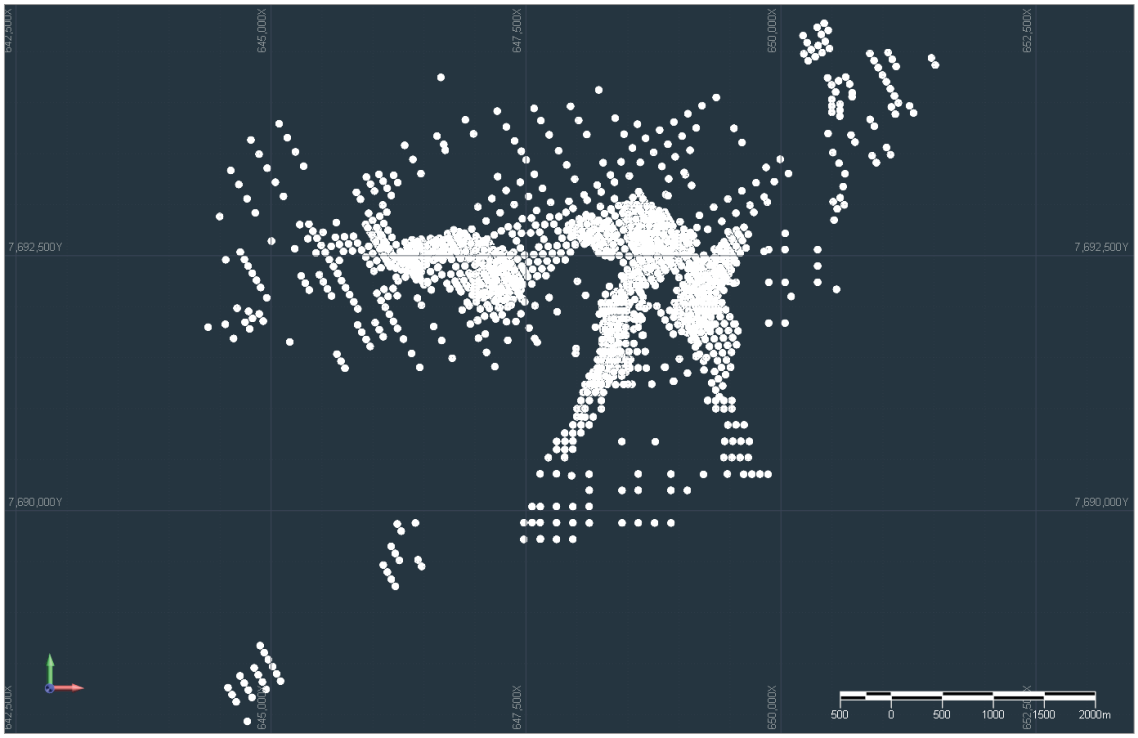
Deposit	Indicated			Inferred			Total		
	Tonnes	Au	Au	Tonnes	Au	Au	Tonnes	Au	Au
	Mt	g/t	Moz	Mt	g/t	Moz	Mt	g/t	Moz
Aquila	12.7	1.54	0.63	7.2	1.23	0.28	19.9	1.43	0.91
Brolga	46.0	1.34	1.98	16.2	1.01	0.53	62.2	1.25	2.51
Crow	24.3	1.12	0.87	7.6	1.17	0.29	31.9	1.13	1.16
Diucon	37.2	1.33	1.59	17.1	1.41	0.77	54.3	1.35	2.36
Eagle	19.6	1.18	0.74	10.7	1.08	0.37	30.2	1.15	1.11
Falcon	26.0	1.27	1.06	12.0	1.02	0.39	37.9	1.19	1.45
Total	**165.7**	**1.29**	**6.88**	**70.7**	**1.16**	**2.63**	**236.5**	**1.25**	**9.51**

Source:18.01.02.01.01.03.02 Appendix B - Hemi Project MRE Technical Report_DFS 230531

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The modelling for the Hemi Mining Centre is informed by 5,276 drillholes, comprised of a combination of air core (AC) (64%), reverse circulation (RC) (27%) and diamond drilling (DD) (9%). Drillhole spacing ranges from 40 m in the well-informed areas to a halo of 80 m, followed by 160 m of the wider-spaced exploration drilling (Figure 2.2). AMC considers the drill spacing appropriate for the MRE classification.

Figure 2.2 Drill Spacing of the Hemi Mining Centre



Samples for the RC drilling were collected through a rig-mounted cone splitter at one-metre intervals. The DD was collected by cutting the core to preserve the alignment line, and the half-core was submitted for assaying. The sampling methods applied align with industry practices. Samples were crushed to 85% passing 75um at ALS's Perth sample preparation laboratory. Samples were analysed using a 50g charge fire assay fusion technique with an AAS finish. Every 5 samples underwent multi-element analysis (4 acid digest ICP AES/MS).

De Grey Mining Ltd has implemented a QA/QC system that aligns with industry standards. The program includes standards, blanks, and field duplicates, including inter-lab checks. The QA/QC programs have been reviewed through a review of the Mineral Resource reports provided, with no material shortfalls identified. AMC notes that the error rates in the field duplicates were higher than industry standards in some of the initial phase of drilling. However, improvements have been observed as more rigour was applied to the sample collection.

Geological modelling for the Hemi Mining Centre was conducted using Leapfrog software, employing implicit modelling techniques. The model includes a sedimentary host lithology intruded by a series of intrusive bodies, with sequence priorities for the geological domains systematically defined. Regolith modelling, based on visual, geochemical, petrophysical and geotechnical observations, has produced multiple horizons with an established stacking order. The combined model adheres to accepted industry practice, providing a robust foundation for Mineral Resource estimation.

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The mineralisation was delineated as broad domains, representing the deposit area as defined by the structural model. A nominal outer margin cut-off grade of 0.2 ppm Au has been used, where possible, and a minimum 4 m interval selection to define mineralisation.

The broad domain with LUC approach taken does not rely on a highly deterministic wireframe volume boundary close to or at the economic cut-off grade, but lies well below the cut-off grade. This means that the volume of economic material is determined instead by the assay data and their relative locations within the broad envelope. This method is considered to be a more objective and lower risk approach.

The open-pit Mineral Resources were estimated using a non-linear technique called localised uniform conditioning (LUC). As reported in the WSP technical audit[5] a localised multiple indicator kriging (LMIK) estimate was conducted as a validation check. Despite minor differences, the results were comparable, confirming the robustness of the estimate. AMC considers that the validation of the open pit LUC estimate by the LMIK estimate is appropriate. Underground Mineral Resources were estimated using ordinary kriging (OK).

Drill spacing, geological domaining, gold continuity and estimation quality have been considered in the classification process. Mineral Resources are classified as Indicated by a nominal drill spacing of 40 m within the mineralised domain, and the slope of regression is greater than 0.7. Inferred classification is defined by a drill spacing below 80 m within the mineralisation domains and a slope of regression greater than 0.7. The classification methodology is considered appropriate for the deposit style; however, they are not constrained by an optimisation pit shell to constrain reasonable prospects of eventual economic extraction (RPEEE). AMC notes that whilst this is not a requirement under JORC 2012, using a pit shell constraint represents accepted industry practice.

The interface between open pit and underground Mineral Resources was defined using an optimised pit shell. The shell's minimum depth (-320 mRL) was used as the boundary between the open pit and underground Mineral Resource estimates. This delineation resulted in a Mineral Resource of 236 Mt at 1.25 g/t Au, as shown in Table 2.5. AMC verified the reported Mineral Resources using the block models provided to AMC. The open pit (OP) Mineral Resources were reported at a cut-off grade of 0.3 g/t Au and the underground (UG) at a cut-off grade of 1.0 g/t Au.

Table 2.5 Hemi Mining Centre Mineral Resource estimate June 2023

Area	Indicated			Inferred			Total		
	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au g/t	Au Moz	Tonnes Mt	Au g/t	Au Moz
OP	165	1.29	6.86	51	1.02	1.66	216	1.23	8.52
UG	0.5	1.21	0.02	20.2	1.50	0.97	20.7	1.49	0.99
Total	**166**	**1.29**	**6.88**	**71**	**1.16**	**2.63**	**236**	**1.25**	**9.51**

Source: 18.01.02.01.01.03.02 Appendix B - Cube - Hemi Project MRE Technical Report DFS 230531

The block models included detailed mapping of total sulphur, iron in total sulphide, arsenic, calcium and clay so that the geochemical, hydrogeological, and metallurgical requirements of the project could be adequately addressed.

[5] 18.01.02.01.01.03.03 Appendix C - WSP - Memo - Key Findings - DFS Mineral Resource review

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2.3.2 Western Mining Centre

The Western Mining Centre consists of seven deposits: the Toweranna, Withnell, Camel, Roe, Dromedary, Calvert, and Mallina deposits. The Toweranna deposit is hosted within a granodioritic plug intruding metasediments. The other deposits are hosted within the Mallina Basin metasedimentary rocks. Brittle-ductile shears have controlled the mineralisation fluids.

The November 2023 MRE (which is the same as the June 2023 MRE) of the Western Mining Centre by deposit is presented in Table 2.6. The:

- Withnell deposit is reported at a 0.5 g/t Au cut-off grade within a A$3,000/oz optimisation pit shell, and a 2.0 g/t Au cut-off grade below the pit shell.
- Camel, Roe, Dromedary, and Calvert deposits are reported at 0.5g/t cut-off grade.
- Mallina deposit is reported at a 0.5 g/t Au cut-off grade above -100 mRL in the northern zones, and -50mRL elsewhere.
- Toweranna deposit is reported at a 0.5 g/t Au cut-off grade above a minimum depth of -160 mRL (240 mbs) based on an optimisation shell. Underground Mineral Resources were reported at a 2.0 g/t Au cut-off grade between -160 to -270 mRL (240-350 mbs) with no mining constraint.

Table 2.6 Western Mining Centre Mineral Resource estimates November 2023

Deposit	Measured			Indicated			Inferred			Total		
	Tonnes	Au	Au	Tonnes	Au	Au	Tonnes	Au	Au	Tonnes	Au	Au
	Mt	g/t	Moz	Mt	g/t	Moz	Mt	g/t	Moz	Mt	g/t	Moz
Withnell	1.3	1.5	0.06	3.1	1.9	0.19	3.1	3.5	0.34	7.5	2.5	0.60
Camel	0.2	2.8	0.02	0.5	2.2	0.03	0.2	1.7	0.01	0.8	2.2	0.06
Roe	0.1	2.7	0.01	0.2	1.8	0.01	0.3	2.0	0.02	0.6	2.0	0.04
Dromedary	0.1	2.2	0.01	0.1	1.6	0.00	0.1	1.7	0.01	0.3	1.9	0.02
Calvert	-	-	-	1.0	1.3	0.04	0.3	1.2	0.01	1.3	1.3	0.05
Mallina	-	-	-	1.6	1.2	0.06	5.1	1.5	0.24	6.8	1.4	0.31
Toweranna	-	-	-	8.2	1.6	0.42	2.7	1.8	0.16	10.9	1.7	0.58
Leach pad	-	-	-	0.9	0.7	0.02	-	-	-	0.9	0.7	0.02
Hester	-	-	-	0.1	2.1	0.00	0.1	1.4	0.00	0.1	1.7	0.01
Total	**1.6**	**1.8**	**0.09**	**15.6**	**1.6**	**0.79**	**11.9**	**2.1**	**0.80**	**29.1**	**1.8**	**1.68**

Drill spacing for the Toweranna deposit ranges from 10 m to 40 m with wider spaced exploration holes at a 100 m drill spacing, with 197 drillholes used to define the deposit. The Withnell deposit has a similar drill density to that of Toweranna, with 1,247 holes defining the deposit. The drilling has been a combination of AC, RC and DD.

The Toweranna and Withnell deposits have a combination of historical drilling and modern drilling conducted by De Grey Mining Ltd. Holes from certain historical generations have been excluded for use in the MRE due to a lack of confidence in the quality of the analytical results. Quartile-quartile plots comparing the remaining legacy and modern drilling generation are presented in the Mineral Resource Reports and demonstrate a slight bias toward the most recent drilling. AMC does not consider the drilling bias as material to the MRE and supports the approach adopted by De Grey Mining Ltd.

De Grey Mining Ltd has implemented a QA/QC system that aligns with industry standards. The program includes standards, blanks, and field duplicates, including inter-lab checks. The QA/QC programs have been reviewed through a review of the Mineral Resource reports provided, with no material shortfalls identified.

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Geological modelling was carried out using either Leapfrog Geo software, utilising implicit modelling methods or cross section interpretations for the older MREs. Regolith modelling, informed by visual and geochemical data, generated several horizons arranged in a defined stacking sequence. This integrated model aligns with accepted industry practice, offering a reliable basis for Mineral Resource estimation.

Two methods are applied to the generation of grade domains:

1. Indicator kriging. The Toweranna model utilises the indicator kriging methodology utilising a 0.3 g/t Au grade threshold. The indicator approach used to define the estimation domains is consistent with accepted industry practice.
2. Deterministic wireframing. Deposits apart from Toweranna were assessed using a deterministic wireframing approach. While this method is more subjective, it is an established methodology for estimating volumes. Using deterministic wireframing is not considered a material risk to the project.

All block models have been estimated using OK. AMC has reviewed the estimation plan and parameters used to estimate grades and considers them well-considered and fit for purpose. As a result, the models and Mineral Resource estimates are suitable as input to mine planning and valuation.

Drill spacing, geological domaining, and gold continuity were considered during the classification process of the Mineral Resources. For Toweranna, Mineral Resources are classified as indicated by a nominal drill spacing of 40 m within the mineralised domain. Inferred Resource classification is defined by a drill spacing greater than 40 m within the mineralisation domains. Inventory below a depth of 350m are not classified.

The classification methodology is considered appropriate for the deposit style; however, they are not constrained by an optimised pit shell to constrain reasonable prospects of eventual economic extraction. AMC notes that this is not a requirement under JORC 2012, however, it does represent accepted industry practice.

As outlined in the Toweranna Mineral Resource technical report[6] a level defining the boundary between open cut and underground Mineral Resources of -160 mRL was defined through pit optimisation studies. The model resulted in a Mineral Resource of 10.9 Mt grading 1.65 g/t Au (Table 2.7). AMC has replicated the reported Mineral Resource from the provided block model.

Table 2.7 Toweranna Mineral Resource estimate November 2023

Area	Indicated			Inferred			Total		
	Tonnes	Au	Au	Tonnes	Au	Au	Tonnes	Au	Au
	Mt	g/t	Moz	Mt	g/t	Moz	Mt	g/t	Moz
OP	7.9	1.56	0.38	2.0	1.39	0.09	9.9	1.52	0.49
UG	0.3	2.97	0.02	0.7	3.05	0.07	0.9	3.03	0.09
Total	**8.2**	**1.60**	**0.42**	**2.7**	**1.82**	**0.16**	**10.9**	**1.65**	**0.58**

Source: 18.01.02.02.02.02.09 Appendix 2 - Toweranna Project MRE Technical Report_230531

[6] 18.01.02.02.02.02.09 Appendix 2 - Toweranna Project MRE Technical Report_230531

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2.3.3 Eastern Mining Centre

The Eastern Mining Centre is comprised of the Wingina, Amanda and Mt Berghaus deposits. The deposits are interpreted as shear-hosted deposits in chert and banded iron formation (BIF) country rock.

Table 2.8 outlines the MRE for the Eastern Mining Centre. The individual MREs were prepared between 2016 to 2019. The Wingina deposit MRE was reported at a cut-off grade of 0.5 g/t Au above -100 mRL and 1.0 g/t Au below -100 mRL. The Amanda and Mt Berghaus deposits MRE were reported at a cut-off grade of 0.5 g/t Au. The basis for the cut-off grades is unclear and it appears no RPEEE, such as a pit optimisation shell was applied.

Table 2.8 Eastern Mining Centre Mineral Resource estimates November 2023

Deposit	Measured			Indicated			Inferred			Total		
	Tonnes	Au	Au	Tonnes	Au	Au	Tonnes	Au	Au	Tonnes	Au	Au
	Mt	g/t	Moz	Mt	g/t	Moz	Mt	g/t	Moz	Mt	g/t	Moz
Wingina	3.1	1.7	0.17	1.0	1.4	0.04	1.4	1.6	0.07	5.5	1.6	0.29
Amanda	-	-	-	0.6	1.4	0.03	1.4	0.9	0.04	2.0	1.1	0.07
Mt Berghaus	-	-	-	1.0	1.7	0.05	3.4	1.2	0.13	4.3	1.3	0.18
Total	**3.1**	**1.7**	**0.17**	**2.5**	**1.5**	**0.12**	**6.2**	**1.2**	**0.24**	**11.8**	**1.4**	**0.54**

The technical rigour applied to the generation of the Eastern Mining Centre Mineral Resource estimates is not to the same level of detail as the Hemi and Western Mining Centres. The geological modelling is restricted to the generation of a deterministic wireframe to define a high-grade estimation domain (lode) and a mineralised halo. Individual surfaces are defined for the base of complete oxidisation and top of fresh rock.

OK is used as the estimation methodology for the Eastern Mining Centre. AMC has reviewed the kriging plan and parameters and considers them appropriate for the deposit style.

AMC considers that the lack of technical rigor impacts confidence in the estimates, but the minor contribution (5%) the Eastern Mining Centre makes to the overall Hemi Gold Project does not materially impact the overall Hemi Gold Project Mineral Resources. In AMCs opinion, the risk associated with the limited rigour of the Eastern Mineral Resource estimates is low.

2.4 Conclusions

The Hemi Gold Project is comprised of the Hemi, Western and Eastern Mining Centres. The Hemi Mining Centre June 2023 MRE was used as the basis for the 2023 DFS, whilst the Western and Eastern Mining Centres November 2023 MRE was used as the basis for the Regional Scoping Study. The Western and Eastern Mining Centres November 2023 MRE is unchanged from the June 2023 MRE.

The June 2023 MRE contains a combined Mineral Resource of 278 Mt grading 1.3 g/t Au for 11.7 Moz. The Hemi Mining Centre contributes 81% of the total June 2023 MRE ounces, while the Western and Eastern Mining Centres, contribute 14% and 5%, respectively.

AMC has reviewed the available block models and various Mineral Resource reports and considers the models to be suitable inputs for mine planning and evaluation studies. The Hemi Mining Centre and Toweranna block models, representing approximately 85% of the June 2023 MRE ounces, are well-considered and represent accepted industry practices. The geological setting, weathering, and alteration factors have been appropriately considered, reflecting their influence on the estimation process.

The block models generated for the Eastern Mining Centre are not at the same level of technical rigour as the other mining centres; however, due to the limited contribution of the Eastern Mining Centre to the overall Hemi Gold Project Mineral Resource base, AMC considers the risk associated with the block models and estimates from this area to be low.

The Mineral Resource estimates have been generally completed in accordance with accepted industry practice and have been classified and reported in accordance with the JORC Code. The Mineral Resources are not constrained within an open pit optimisation shell or underground shapes which is an industry standard approach.

The most recent MRE, the November 2024 MRE, contains a combined Mineral Resource of 310 Mt grading 1.4 g/t Au for 13.6 Moz. The November 2024 MRE for the Hemi Mining Centre reflects an increase of 17% in contained gold over the June 2023 MRE, with resource growth primarily driven by extensional drilling below the 2023 DFS open pit designs. An interim infill grade control programme has been completed in the Brolga starter pit allowing reporting of 0.6 Moz of Measured Resources, covering the first 12 months of ore production.

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3 Geotechnical

3.1 Introduction

Perth based consultants, MineGeo Tech Pty Ltd (MGT), were engaged to undertake open pit geotechnical assessment for the 2023 DFS. Geotechnical data collection included geotechnical logging of 72 diamond drillholes, comprising 18,171 m of rock mass quality logging and 7,850 m of manual structural logging, from diamond core drilling at a nominal 400 m spacing, using both specific geotechnical drillholes and resource drillholes.

3.2 Geotechnical programme

Data from the geotechnical programme was used to assess the structural environment, intact material strength, rock mass quality of lithological units and establish geotechnical domains across the deposit. Hydrogeological data was provided by specialist consultants to establish hydraulic conductivity of materials and drawdown rates from pit dewatering and the selected mining sequence.

Bench scale stability and overall slope stability analysis was undertaken using 3D inelastic finite element software and assessed in accordance with the guidelines of Read and Stacey, 2009 for a FS level evaluation. Third party technical geotechnical specialists reviewed the geotechnical analysis to determine there were no fatal flaws.

The geotechnical programme consisted of:

- Design of geotechnical data collection programmes required to characterise the rock mass.
- Analysis of geotechnical core logging data.
- Rock mass classification and domaining.
- Laboratory strength testing and analysis.
- Analysis of structural data from manual core logging and acoustic televiewer (ATV) surveys.
- Kinematic analysis of structural data for batter design.
- Berm width assessment to provide rockfall protection.
- 2D finite element modelling through deep weathering zones (material strength controlled).
- 3D inelastic finite element numerical model for overall slope design.

3.3 Geotechnical analysis

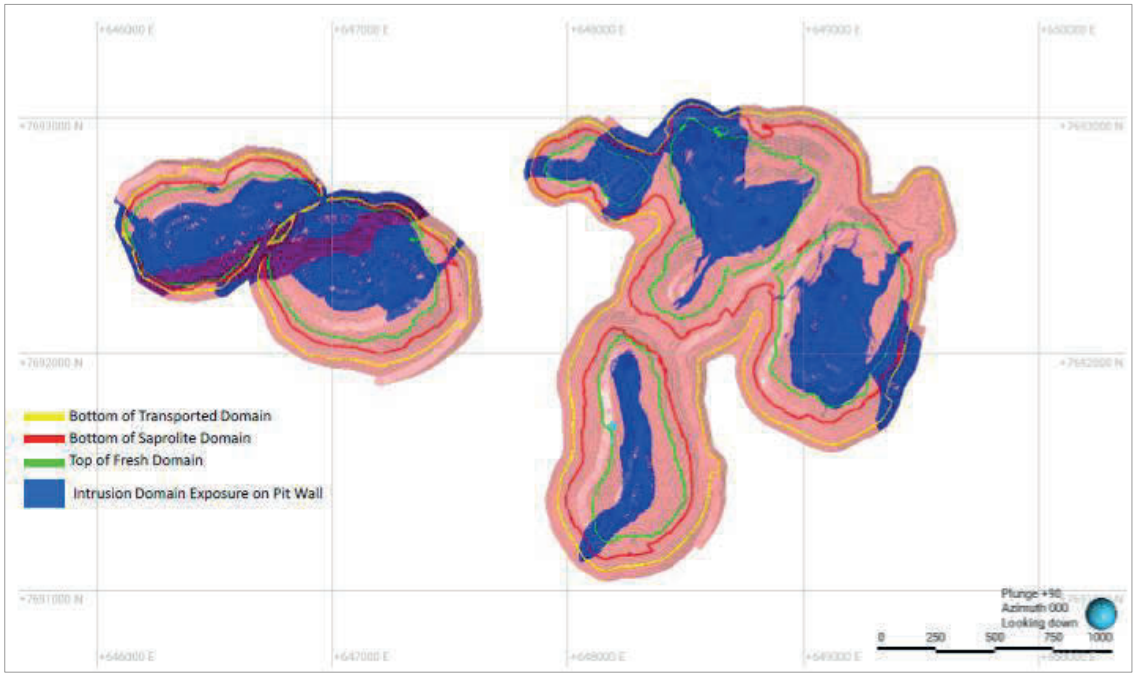
The De Grey Mining Ltd structural model was reviewed to identify wireframes to be included in the overall stability analysis. Features were reviewed against De Grey Mining Ltd lithology logs, ATV surveys, manual structural logging, rock mass quality logging and core photos to determine slip potential. Faults or broken zones identified in the ATV survey and geotechnical logging were assessed for slip potential and continuity.

Regolith and lithology domains were provided by De Grey Mining Ltd and reviewed and simplified by MGT to determine geotechnical design domains. Five regolith domains (transported, paleochannel, saprolite, transitional and fresh rock) and three lithological domains (sedimentary, intrusion, and ultramafic) were defined (see Figure 3.1).

Bench scale stability analysis was used to establish a base case bench configuration of batter face angle (BFA), batter height, berm width and resulting inter-ramp angle (IRA) to account for the relevant potential failure modes within each geotechnical design domain for each pit. The bench scale stability analysis establishes the kinematic instabilities within the transitional and fresh rock domains. Results are then used to calculate catchment requirements and berm widths within the sedimentary, intrusion, and ultramafic lithology domains within the transitional and fresh regolith domains. 2D finite element numerical modelling was used

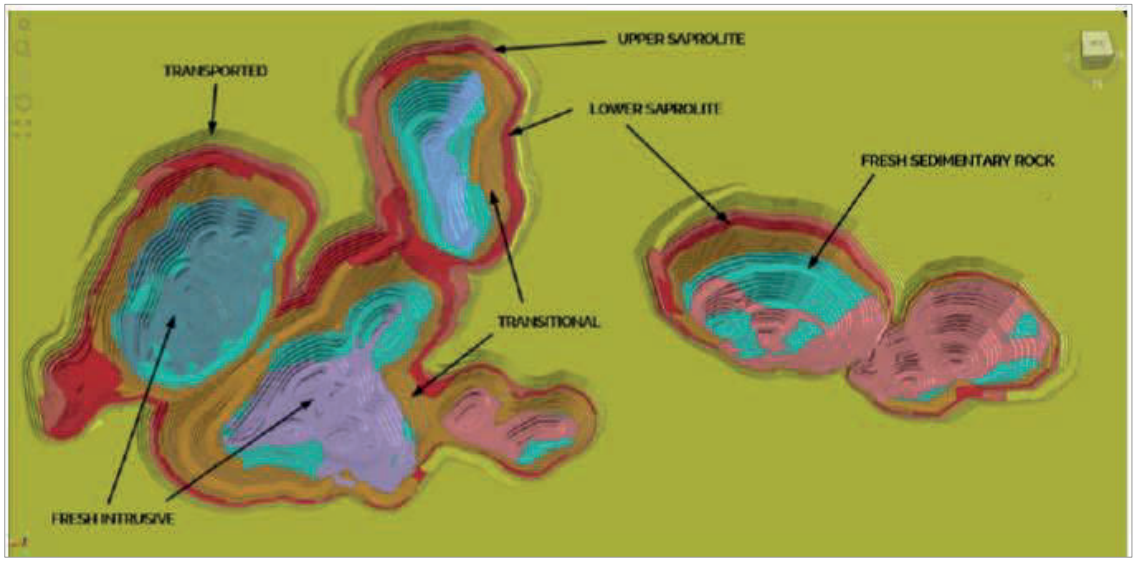
to define base case bench configurations for the weaker transported and saprolite domains, where material strength determines instability.

Figure 3.1 Hemi pit designs and interaction of geotechnical domains with pit walls



Overall mine design slope stability was assessed using a 3D inelastic finite-element model (see Figure 3.2) to confirm that the proposed batter height, BFA, and berm width design parameters result in a stable design, in accordance with the acceptance criteria.

Figure 3.2 Hemi Mining Centre 3D finite element model



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Individual model runs were staged to the base of the saprolite, top of fresh, and then the final void to capture the staged groundwater drawdown and evaluate the interim and final wall stability using a minimum factor of safety (FOS) of 1.5. Inputs to the model included geotechnical regolith and lithology domains, groundwater modelling results, major interpreted geological faults. The palaeochannel unit was modelled as a thin discontinuity surface due to the width of the material.

The 3D numerical model results identified that the IRA needed to be reduced by 5° in Aquila Crow, Diucon and Falcon. The modelling also showed mine design sectors in all pits where the IRA could potentially be increased by up to 5°.

3.4 Geotechnical recommendations

MGT provided geotechnical recommendations for pit optimisation and pit design by pit and domain, assuming fully dewatered pit slopes. A summarised version of recommendations is shown in Table 3.1.

Table 3.1 Average geotechnical parameters for all deposits

Geotechnical Domain	Sectors (wall orientation)	Batter Height (m)	BFA (°)	Berm Width (m)	IRA (°)
Transported	All	10	70	5.5	47.5
Paleochannel	All	10	35	5.0	27.5
Saprolite (oxide)	All	10	70	8.0	40.5
Transition	40-210	10	52	4.0	40.0
	210-40	10	85	7.0	52.0
Fresh	90-170	20	70	8.0	52.5
	170-190	20	85	8.5	63.0

The MGT geotechnical assessment programme was independently reviewed by geotechnical consultants, Peter O'Bryan & Associates (POB), in October 2023, with no fatal flaws identified. POB found that pit wall design recommendations were reasonable and defendable for use in mine planning at this stage of the study. POB considered the approach to geotechnical design to be conservative and that any additional geotechnical drilling should target clearly identified risks or specific major structures that were identified during mining. Ongoing geotechnical assessment and collaboration between geotechnical and hydrogeological technical personnel were recommended by POB throughout the mine life, and in particular during mining of the transported cover material, which is supported by AMC.

In AMC's opinion the level of geotechnical assessment is reasonable and developed to appropriate industry standards for a feasibility study level of study. The staged nature of pit development allows for learnings from early-stage pits to be used to confirm final pit wall geotechnical parameters. Monitoring of pit dewatering will be required during operations to confirm that pit slopes can be fully dewatered, and if not, pit slopes may need to be reduced in some sectors to account for the impact of water pressure on pit stability. De Grey Mining Ltd plan to commence dewatering activities 15 months prior to mining commencement, so AMC considers this to be a low risk.

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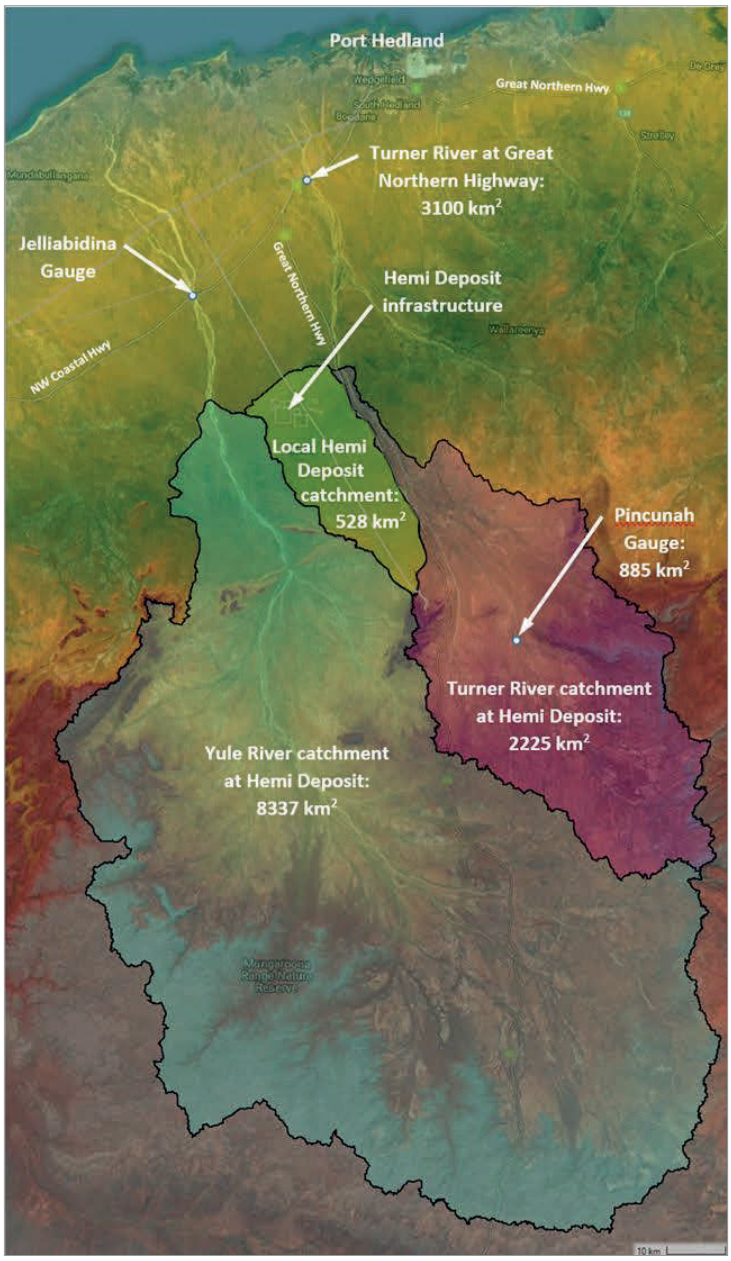
4 Hydrogeology

4.1 Hydrology

4.1.1 Regional Hydrology

The Hemi Gold Project spans multiple catchments (Figure 4.1), including the Peawah, Yule, and Turner Rivers, which are ephemeral in nature, responding only to significant rainfall events. The Yule River catchment at Hemi is approximately 8,337 km^2 and the Turner River catchment 2,225 km^2. The Hemi Gold Project is located between the Yule and Turner Rivers in an internal catchment area of 528 km^2.

Figure 4.1 Main Surface Water Catchments



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A regional surface water assessment was conducted by AQ2 Pty Ltd (AQ2) in 2018 (prior to the discovery of the Hemi Mining Centre) to support the development of a surface water management plan as part of environmental approvals for multiple Regional Deposits. Whilst the risks identified are potentially valid across the catchment area, they do not relate to the Hemi Mining Centre's specific catchment area. The study noted that flooding, sediment and erosion, water quality and hydrological alteration would require further work in future studies for the Regional Deposits.

4.1.2 Hemi Hydrology

4.1.2.1 Introduction

The hydrology for the 2023 DFS was conducted by Surface Water Solution (SWS) to assess surface water impacts and design mitigation measures to manage flood risks associated with the proposed infrastructure. The study incorporated existing and LOM conditions to evaluate potential changes in hydrological behaviour due to mining activities.

The scope included analysing catchment-scale hydrology, peak flood estimates, and the effects of proposed landforms on flood behaviour. Hydraulic modelling was carried out for flood events with probabilities of 1% AEP (1 in 100) and 0.1% AEP (1 in 1,000), with outputs focusing on maximum flood depths, flow velocities, and inundation extents. The study also assessed the interaction of local site drainage with larger river systems, including the Yule and Turner Rivers, and also proposed surface water management designs, including bunds, drains, and alternative drainage configurations, to redirect external flows and prevent inundation of site infrastructure.

4.1.2.2 Findings

A hydraulic model was developed using industry standard software (HEC-RAS 6.4.1) using five terrain Digital Elevation Models (DEMs) of varying resolutions, ranging from 0.5 m obtained in 2023 supplemented with slightly lesser resolutions (3 m, 5 m, and 6 m), and the surrounding area being filled with global DEM from the Shuttle Radar Topography Mission (SRTM) with resolution 1 arcsecond (which estimates to around 31 m). The overall computational mesh size was set as 50 m, with flow paths and roadway fill alignments at 10 m, and at site areas where high terrain resolution is found 0.5 m cells were utilised. Manning roughness coefficients ranging from 0.05 to 0.2 were taken. The model run was set with 24-hour frequency storm as the inflow boundary condition and a normal depth slope of 0.11% and 0.15% for the Yule River and Turner River, respectively.

The model results indicated the Hemi Mining Centre area may experience relatively shallow flood depths, with the 1% AEP flood averaging approximately 300 mm and the 0.1% AEP flood reaching depths of about 600 mm. Maximum flow velocities across the site are generally low, averaging around 0.2 m/s during the 1% AEP event and 0.3 m/s for the 0.1% AEP event.

The Yule and Turner River systems will experience substantial flood depths and high velocities. Any infrastructure located within the river channels such as site access, or surplus water discharge infrastructure will require suitable design to manage the risk of scour and accommodate potential changes in river morphology.

4.1.2.3 Recommendations

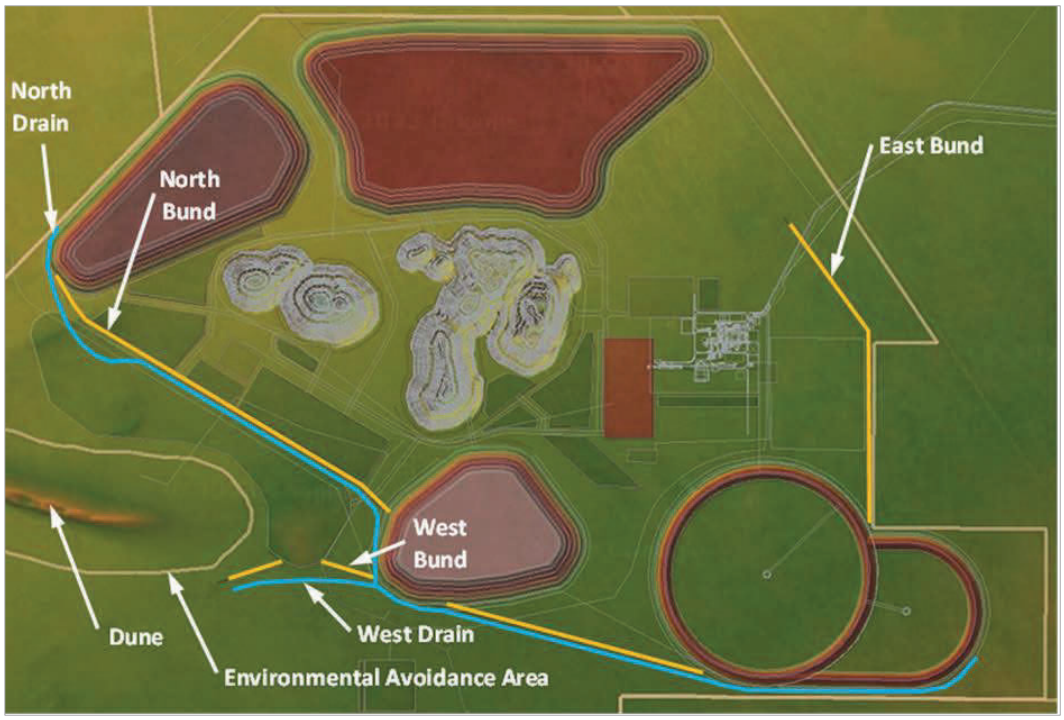
To protect the site from flooding, SWS recommended to install perimeter bunds and drains to provide protection against the 0.1% AEP flood event. These landforms aim to redirect external flows and mitigate flood risks (Figure 4.2). The base-case design incorporates bunds with sufficient height to provide at least 500 mm of freeboard for the 0.1% AEP event. At key locations along bunds, drains, and fill zones near high-velocity areas should be equipped with rock scour protection.

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An alternative design, the western diversion design, offers a different configuration to manage site drainage and reduce inundation risks.

While modifications to site topography and drainage patterns could increase localised flood risks if not carefully addressed, the inundation risk rating is low overall once these recommendations are implemented.

Figure 4.2 Bunds and drains incorporated into hydraulic model



Other recommendations include:

- Hydraulic models should continue to be refined, with sensitivity analyses for key parameters such as roughness coefficients, to optimise configurations.
- A comprehensive surface water monitoring program is essential to track changes in flood behaviour and refine mitigation measures as necessary.
- Update the hydraulic model periodically, incorporating new terrain data or insights from observed flood events.
- All design and construction should adhere to Australian Rainfall and Runoff (ARR) 2019 guidelines, with adaptive measures included to account for potential future changes in river morphology and increased rainfall intensities. These measures aim to ensure the infrastructure remains resilient to both current and anticipated flood risks.

The study recommendations are incorporated into the 2023 DFS or are proposed to be undertaken to address flood risks and optimise surface water management for the site.

4.2 Hydrogeology

4.2.1 Regional Hydrogeology

4.2.1.1 Introduction

The regional hydrogeological assessment was prepared during the 2022 PFS by SRK Consulting (Australasia) Pty Ltd (SRK) and focused on eight Regional Deposits Toweranna,

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Withnell, Wingina, Geemas, Mallina, Calvert, Mt Berghaus, and Amanda. The scope involved reviewing available data on land use, groundwater licences, climate, and the regional hydrogeological settings.

The study also included hydrogeological analysis to characterise surficial and fractured rock aquifers, groundwater-dependent ecosystems (GDEs), and groundwater levels. Additionally, it evaluated dewatering requirements and modelled potential impacts, including drawdown extents and their effects. Finally, the assessment provided recommendations to meet regulatory compliance for groundwater abstraction and monitoring.

The findings listed in the SRK report do not apply specifically to the Hemi Mining Centre which was subject to a series of specific and detailed technical and environmental studies.

4.2.1.2 Findings

The SRK high-level analysis reveals that surficial aquifers, primarily alluvium, and fractured bedrock aquifers exhibit localised variations in permeability and storage. Geological structures can act as both pathways for groundwater and barriers, depending on their orientation and characteristics.

GDEs were identified near some deposits, including the Peawah and Turner Rivers, though the risks to these ecosystems were considered negligible in most cases.

The preliminary investigation has indicated dewatering will be required for the larger Regional Deposit open pits investigated in the study. Estimated dewatering inflows are limited by the lack of hydraulic testing data, however managing dewatering will be an important consideration for the Regional Deposits. Additional work including monitoring, hydraulic testing, numerical modelling and hydrogeochemical analysis will be required in future studies on the Regional Deposits.

4.2.2 Hemi hydrogeology

4.2.2.1 Introduction

A detailed groundwater impact assessment study was developed by Geowater Consulting Pty Ltd (Geowater) for the 2023 DFS. The study aimed to develop a conceptual and numerical groundwater model for the Hemi Gold Project during its operational phase. It focuses on estimating dewatering and water supply requirements, assessing the impacts of planned water use on surrounding users and ecosystems, and supporting regulatory submissions such as the 5C Groundwater Well Licence application. The scope includes aquifer characterisation, water balance analysis, impact predictions, and recommendations for water management.

4.2.2.2 Modelling

Geowater developed a conceptual and numerical groundwater model covering 1,520 km², including the Yule and Turner Rivers, to characterise the hydrogeological system and support water management at the Hemi Gold Project site. The model identified five lithostratigraphic units: upper alluvium, lower alluvium, saprolite, saprock, and fresh bedrock. The basal paleochannel is the primary aquifer, while the upper alluvium is a secondary water-bearing unit. Groundwater quality is generally good, but elevated arsenic and metal concentrations (Cr, U, V) have been identified in environmental geochemical studies in some areas. The elevated arsenic levels are linked to arsenopyrite in the weathered bedrock and basal alluvium. The elevated Cr, U, V metal concentrations do not appear to be related to the Hemi gold mineralisation. Management of potential elevated metal concentrations was considered in the water management plan discussed below in section 4.2.2.6.

The modelling results indicated significant dewatering of the pits was required. Two dewatering scenarios were modelled: passive in-pit drainage, predicting a maximum inflow of 80 ML/day, and active dewatering with bores and drains, predicting a maximum inflow of 96 ML/day,

dropping to approximately 25 ML/day by the end of mining. Localised inflows from paleochannel sediments and structural influences on groundwater flow were identified as areas requiring further investigation for improved dewatering design. Water reinjection was simulated into the paleochannel aquifer through injection bores to manage dewatering surplus. The manual steady-state calibration achieved a good model fit, although the transient calibration was limited by the absence of significant stresses, highlighting the need for recalibration based on future monitoring data.

4.2.2.3 Water balance

The Project water will be utilised for the following purposes:

- Dewatering for safe mining conditions.
- Processing.
- Dust suppression.

The mine dewatering requirements in the initial years of the Project means a water surplus exists.

De Grey Mining Ltd has been investigating options with a number of parties for the commercial transfer of surplus water. The commercial transfer of water has the potential to reduce surplus water, reducing the surplus water management and disposal requirements onsite. While the expected timeframe for commercial transfer is relatively short, it has the potential to be commercially attractive to offtake parties.

In addition to commercial transfer, surplus discharge includes the following options:

- Discharge of surplus water of suitable quality to the Turner River (surface discharge).
- Reinjection of water into the main paleochannel zone of the alluvial aquifer upgradient and downgradient of Hemi (groundwater recharge).
- Surface storage.

Other industry standard options available for consideration in future for the management of surplus water could include surface water storage, or surface water storage with assisted evaporation.

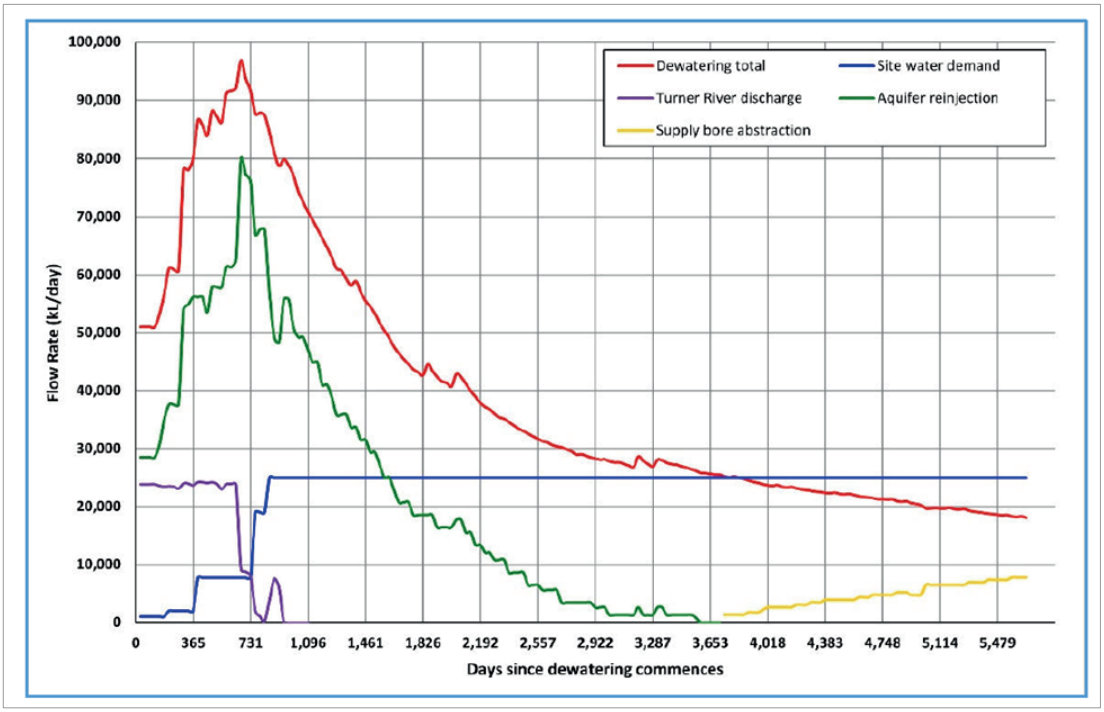
Figure 4.3 shows the Hemi Gold Project water balance for the base case dewatering scenario showing discharge to the Turner River and reinjection schedules. Dewatering activities, including both discharge into the Turner River and reinjection are scheduled to commence 15 months before mining operations commence.

The maximum proposed surplus water discharge into the Turner River is approximately 24.2 ML/day, which translates to a modest 0.28 m^3/s, and based on aerial photography the maximum (at maximum discharge rate) areal range would be less than 50 km. The maximum discharge is negligible compared to even a 1-in-5-year flood.

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Figure 4.3 Base case water balance



4.2.2.4 Recommendations

The study recommended implementing the dual water-stream strategy to treat and manage water effectively, designing dewatering systems with a peak capacity of 120 ML/day, and initiating dewatering at least 15 months before mining operations which seems appropriate. To mitigate the impact of the dewatering process, half of the extracted groundwater will be reinjected both upstream and downstream of the mining area, while the remaining excess water will be discharged using a systematic and controlled approach. This planned discharge will continue for an additional year after mining operations start, up until the processing plant becomes operational. According to the site's water balance, most of the excess water will be utilised within the mining and processing activities, significantly reducing the need for further discharge under normal conditions, with future discharges largely restricted to flood events. Additionally, the feasibility of using surplus water for on-site irrigation activities is under investigation as part of a broader effort to maximise resource efficiency and minimise environmental impact.

Key recommendations focus on enhancing the understanding of groundwater flow dynamics, particularly with respect to borefield extractions and structural influences. This includes refining transient calibration using monitoring data post-mining commencement and integrating localised inflows from the paleochannel aquifer in dewatering system design. Additionally, an automated uncertainty analysis using PEST software is recommended to provide a more comprehensive evaluation of parameter uncertainties.

Mitigation measures for significant drawdown impacts on pastoral and supply bores are also recommended, although no major impacts on river pools or riparian vegetation were predicted. This integrated approach ensures better groundwater management and supports sustainable mining operations.

The study also highlights the importance of expanding groundwater and surface water monitoring networks and periodically updating the groundwater model.

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It is also advised to continue ongoing engagement with regulators and stakeholders in respect of environmental and community related matters.

These recommendations aim to optimise water management and ensure compliance with regulatory standards while minimising environmental risks. De Grey Mining Ltd is already proactively undertaking these actions as part of its commitment to comprehensive and robust environmental management, ensuring that the project's design and environmental approach are thoroughly considered before mining operations begin.

4.2.2.5 Reinjection concept

To support the development of groundwater management by reinjection, a reinjection trial was developed by EMM (2024)[7]. The experiment includes 7 production and 7 reinjection bores. The trial is expected to provide information about sustainable yields, reinjection capacity, and would help understanding aquifer hydraulics and developing water management strategies.

There is limited assessment on how reinjection might affect pit inflows and pit wall stability. More detailed investigation addressing these questions would be recommended in the future.

There is a detailed discussion provided by Geowater on the separation of type I (suitable for discharge) and type II (elevated arsenic) water to address arsenic concentrations during reinjection.

The fate of dissolved arsenic entering the groundwater system through reinjection bores was evaluated using particle tracking methods. Whilst this approach doesn't take into account dilution, attenuation and reactive transport processes over time, AMC understands that De Grey Mining Ltd will undertake additional studies to investigate these items.

Arsenic management

The focus for reinjection purposes is on arsenic, with elevated concentrations (up to 1 mg/L) in the weathered rock profile and lower levels (0.02–0.06 mg/L) in the basal sections of the alluvial aquifer. The dewatering system will create two water streams:

- Type I Water: Discharged to Turner River after simple treatment, suitable for lower arsenic concentrations.
- Type II Water: Elevated arsenic concentrations to be reinjected. Groundwater and surface water are slightly alkaline, favouring certain arsenic removal methods.

A summary of arsenic removal methods is provided below:

- Coagulation and filtration: Popular for large systems due to its cost-effectiveness.
- Adsorption with iron-based materials: Preferred for small-scale systems because of simplicity and lower operational costs.
- Activated alumina: Effective but less commonly used.
- Ion exchange: Suitable for specific water chemistry conditions.
- Biological oxidation: Requires further assessment for site applicability.
- Reverse osmosis (RO): Highly effective but less cost-effective, typically used for small-scale or high-specificity needs.

[7] EMM Consulting Pty Ltd, 2024, Groundwater Operating Strategy, Hemi Gold Project Reinjection Trial, November 2024, ref E240960 RP1

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5 Mining and Ore Reserves

5.1 Background

The primary focus for the review of mining and Ore Reserves for the ITSR was the 2023 DFS and the Cube Consulting Pty Ltd (Cube) supporting report included as Appendix M in the 2023 DFS "De Grey Mining Limited – Definitive Feasibility Study – Mining Engineering –Hemi Gold Project – August 2023" (Cube, 2023). This chapter focuses on the Hemi Mining Centre only.

Cube and a number of other specialists were engaged by De Grey Mining Ltd to provide geotechnical, hydrogeological, hydrology, drill and blast, and geochemical assessment to support mine planning and Ore Reserve estimation for the 2023 DFS.

5.2 Proposed mining method

The Hemi Gold Project is a large scale series of six wide, sub-vertical gold deposits and hence suited to bulk open pit mining on 5 m and 10 m benches with large scale mining equipment as planned by De Grey Mining Ltd, which AMC considers is generally appropriate, although larger bench heights than 5 m may be more appropriate for the size of equipment proposed.

Mining is proposed as a conventional open pit operation at rates of approximately 90 Mtpa in a staged pit development through a series of progressive cutbacks using contractor-operated 220-t rear dump off-highway haul trucks and diesel hydraulic 600-t operating weight excavators in backhoe and front-loading shovel configuration. De Grey Mining Ltd did not undertake an owner-mining study, considering mining contractors a lower risk option, and received contract pricing from three mining contractors. Some contractors recommended a mix of excavator sizes and larger bench heights for better efficiency. AMC considers that the proposed contract mining approach and large-scale mining equipment is reasonable, although considers that a new management team is likely to revisit owner mining, excavator mix, and bench heights to optimise mining efficiencies and reduce mining costs.

Transported cover material overlying the deposits is expected to be free dig. Below that, ore and waste will be drilled and blasted on 5 m and 10 m high benches and presumably (although not specifically detailed) excavated as a single bench by a hydraulic excavator in areas of bulk waste (and possibly bulk ore) or in multiple passes by a smaller hydraulic excavator where mining needs to be more selective in Aquila Crow pit or around mineralised-unmineralised boundaries. A 10 m high bench plus blasting heave should be within the capability of the equipment proposed in front-loading shovel configuration, although an excavator will likely require multiple passes. AMC considers this approach appropriate for the style of mineralisation, size of equipment and production rates planned for the deposit and is similar to what is routinely undertaken and achieved in similar sized iron ore mines in Australia. A drill and blast specialist, George Boucher Consulting, was commissioned by De Grey Mining Ltd to undertake the drill and blast estimate, providing confidence in the drill and blast work undertaken.

A grade control drilling programme using nominal 30 m deep angled reverse circulation drill holes is planned to delineate and manage ore mining. Samples will be composited over 2 m and drilling patterns varied across the deposits, with 20% of RC drilling at 10 m x 10 m spacing, 30% at 10 m x 20 m spacing and 50% at 20 m x 20 m spacing.

Ore will be mined and hauled to a run-of-mine ore (ROM) pad located to the east of the open pits and generally direct tipped into the primary crusher or stockpiled on adjacent ore stockpiles for later blending into the primary crusher.

Waste rock will be mined and hauled to the waste dumps, located to the north and south of the deposits. The terrain in this area is quite flat and amenable to waste dump construction. Geochemical characterisation of waste rock samples identified that most waste rock is non-acid-forming (NAF) with only minor potentially acid-forming (PAF) waste rock to be managed.

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Pit dewatering will be a major feature of the operation with significant volumes to be dewatered from the cover material to allow dry mining conditions, and De Grey Mining Ltd has scheduled 12-15 months for this activity, which should provide adequate pit dewatering, noting the Projects excess water balance is a risk.

5.3 Ore loss and dilution

The June 2023 Hemi Mining Centre MRE was used as the basis for mine planning for the 2023 DFS. This model consisted of resource model blocks of 5 m Easting (E) x 5 m Northing (N) x 5 m elevation (Z). The resource model was developed using local uniform conditioning (LUC) to estimate recoverable resources, and no additional ore loss and dilution was included in mining models used for mine planning.

AMC considers that a 5 m x 5 m x 5 m block size, representing 1-2 haul truck loads, may be too small to adequately model the mining selectivity of the large mining equipment proposed (typically using a 4.8 m wide bucket), and the impacts of waste rock dilution and ore loss may be underestimated. The materiality of this is determined by whether the diluting material is barren or mineralised. At Hemi, orebody geometry suggests that this is likely to impact grades recovered by mining in some areas and not in other areas. Overall, AMC considers this to be a risk issue rather than a material issue in valuation, and AMC has not recommended changes in the AMC Production Case as a result of this.

5.4 Pit optimisation inputs

Open pit limits were defined through Whittle pit optimisation, as is standard industry practice. Major inputs for pit optimisation included:

- Resource model containing 5 m x 5 m x 5 m resource blocks.
- Geotechnical recommendations from MGT.
- Metal prices of A$2,500/oz Au (US$1,575/oz at $0.63 exchange rate on 27/12/2024), which is significantly lower than current spot prices of A$4,578/oz Au (per 5/2/2025 World Gold Council website, https://www.gold.org), and which is lower than the metal price used in the 2023 DFS Financial Model of A$2,700/oz Au.
- Gold recoveries were estimated using a fixed tails grade of 0.1 g/t Au for all rock types and weathering states, which at the average Ore Reserve grade of 1.5 g/t Au, is approximately 93% and at the breakeven cut-off grade of 0.49 g/t Au is approximately 79%.
- Mining costs used were from the 2022 PFS:
  - Load and haul costs vary by deposit, reduced level (RL) and ore and waste, from $2.60/bank cubic metre (bcm) for ore from Falcon pit at surface to $12.09/bcm for waste rock from Aquila Crow pit at 365 m below surface.
  - Drill and blast costs varied from $0.18/bcm for light blasting in cover rock to $2.84/bcm for fresh waste.
  - Ore based costs were estimated at $4.68/t ore and included Owners fixed costs, dewatering, rehabilitation and grade control.
- Processing costs of $23.94/t processed for all ore types and weathering states, provided by De Grey Mining Ltd.
- General and administration (G&A) costs of $1.38/t developed by De Grey Mining Ltd.
- Royalties of 3.25% (revenue) and selling costs of $10/oz.
- Discount rate of 6%.

The total ore-based cost of $30.01/t results in a breakeven cut-off grade of 0.49 g/t Au using the above parameters. Although AMC considers that some of the mining ore-based costs should be more appropriately attributed as a general mining cost than an ore-based costs, and therefore not used in a cut-off grade calculation, it is not considered material for pit optimisation.

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Pit slopes were developed for pit optimisation for each deposit by regolith, weathering and lithology domains and assumed fully dewatered pit slopes from the advance dewatering programme. Batters are 10 m high in transported cover, oxide and transition and 20 m high in fresh material. BFAs and berm widths are variable. IRAs range from 27.5° in the paleochannel to 63° in the competent parts of the fresh rock. Pit slope assumptions are shown in Table 3.1, although allowances for the flattening impact of haul ramps were made in determining overall slope angles (OSA) for pit optimisation and modifications made to BFA or berm width to smooth the transition between sectors.

The pit optimisation analysis is considered reasonable, although AMC considers that dilution may have more impact than assumed.

5.5 Pit optimisation results

Pit optimisation is completed using a range of metal prices to create a range of optimum pit shells. The metal price used for a particular pit shell as a proportion of the selected metal price defines the revenue factor (RF) for that pit shell. The RF 1.0 pit shell uses the selected metal price, in this case A$2,500/oz Au.

The pit optimisations used to define pit shells to guide final pit designs were undertaken individually by deposit and using Indicated Mineral Resource only (Inferred Mineral Resource considered as waste). De Grey Mining Ltd selected RF pit shells less than 1.0. Selection of pit shells was based on the maximum discounted worst case, which assumes mining of each pit bench by bench without cutbacks, which is a reasonable approach.

Results of pit optimisation for the pit shells selected by De Grey Mining Ltd for each deposit is summarised in Table 5.1.

An example of the pit optimisation curve for Falcon deposit, showing the selected pit shell, is shown in Figure 5.1.

AMC considers the pit optimisation process to be industry standard and the selection of pit shells to guide final pit design to be reasonable.

Table 5.1 Hemi pit optimisation shells selected to guide final pit design

Deposit	Shell	Factor	Total Tonnes Mt	Waste Tonnes Mt	Strip ratio t:t	Ore Tonnes Mt	Au g/t	In situ Au koz	Recovered Au koz	Cost/oz $/oz
Aquila – Crow	23	0.84	219	195	8.2	23.9	1.60	1,228	1,151	1,321
Brolga	26	0.90	181	145	4.0	36.1	1.56	1,810	1,694	1,068
Diucon	24	0.86	192	166	6.3	26.2	1.61	1,351	1,267	1,232
Eagle	26	0.90	88	75	5.6	13.3	1.43	612	569	1,276
Falcon	22	0.82	150	131	7.0	18.7	1.47	881	821	1,334
Total	**-**	**-**	**830**	**712**	**6.0**	**118.2**	**1.55**	**5,882**	**5,502**	**1,220**

Figure 5.1 Falcon pit optimisation results

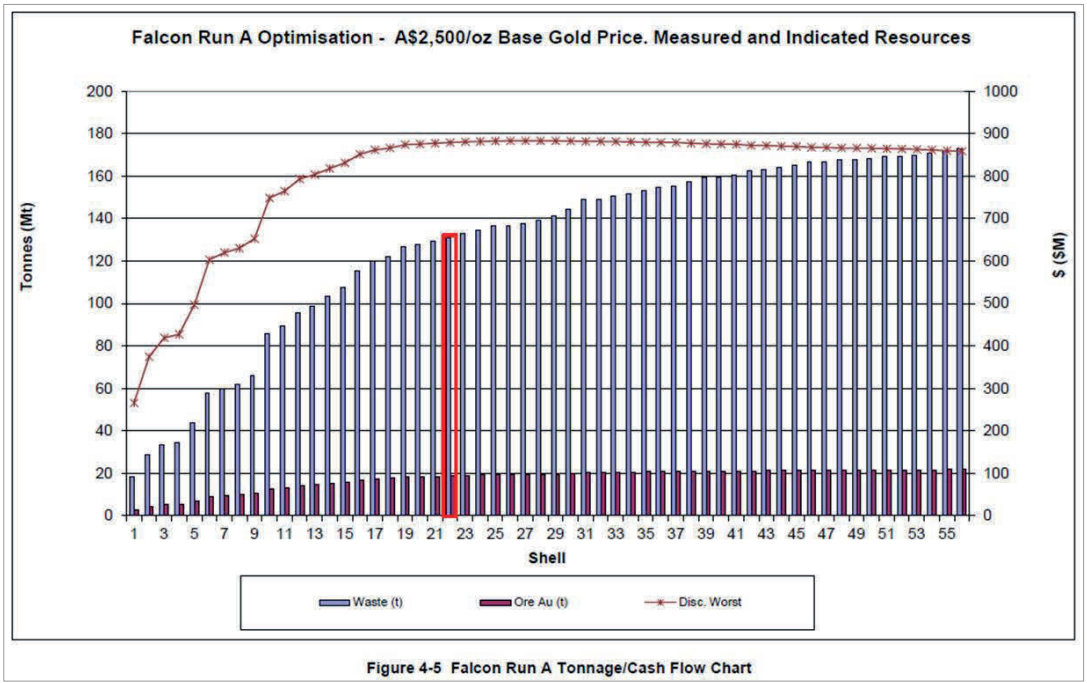


Figure 4-5 Falcon Run A Tonnage/Cash Flow Chart

5.6 Mine design

Pit designs were undertaken using the selected pit optimisation pit shells as guidance, the pit slope parameters shown in Table 3.1, minimum mining widths of 60 m in cutbacks, ramp widths of 35 m (two way) and 22 m (one way) and a ramp gradient of 10%. Final pit designs are shown in Figure 5.2.

Pit design inventories compared to pit optimisation shell inventories (Table 5.2) show that pit designs matched ore tonnes within 0.8-7.5% for individual pits and within 3.3% overall, waste tonnes within 10.8-17.5% for individual pits and within 13.5% overall and contained metal within 1.4-5.3% for individual pits and within 2.3% overall. AMC generally consider a target of +/-5% to be good practice for ore tonnes and contained metal but consider that it is likely that insufficient allowance was made in pit optimisation for the impact of haul ramps. As a conservative metal price and RF less that 1.0 was selected, this is not considered to be material to the Ore Reserve.

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Figure 5.2 Combined Hemi Mining Centre Pit Designs (showing Brolga Stage 1)

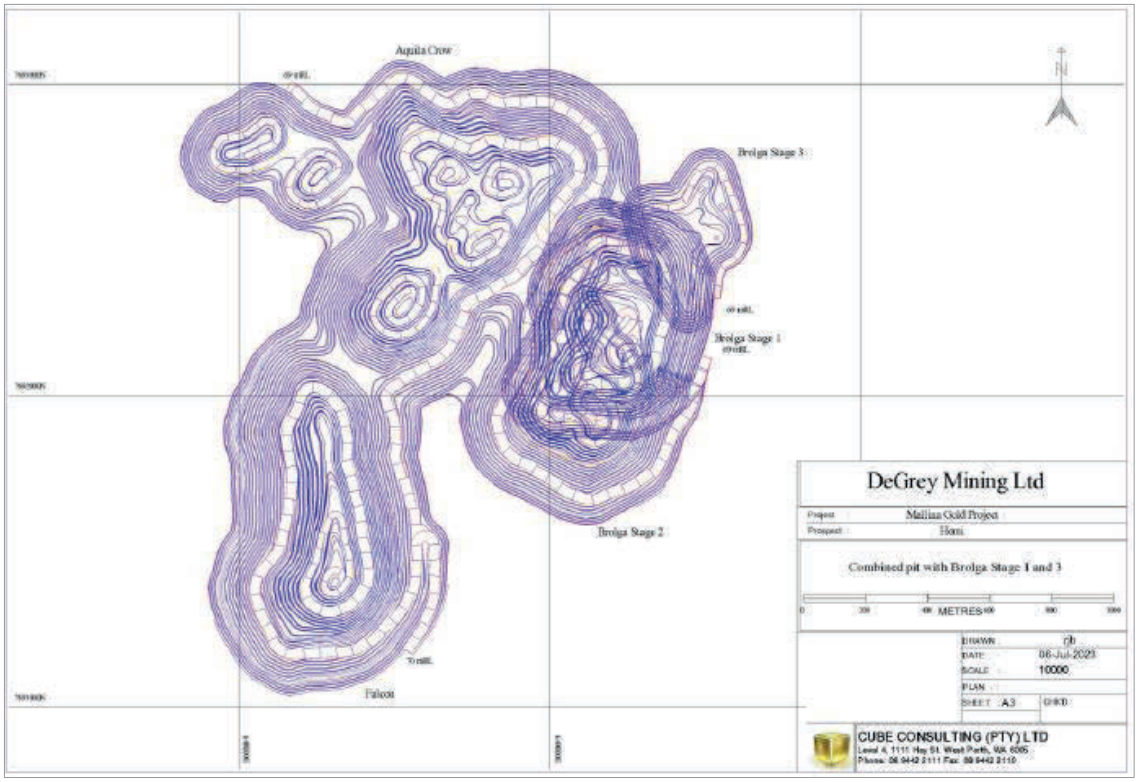


Table 5.2 Hemi Mining Centre pit optimisation shells compared with final pit design

Description	Units	Aquila/Crow	Brolga	Diucon	Eagle	Falcon	Total
Pit shell							
Ore	Mt	23.9	36.1	26.2	13.3	18.7	118.2
Grade	g/t Au	1.60	1.56	1.61	1.43	1.47	1.55
Contained Au	Moz	1.2	1.8	1.4	0.6	0.9	5.9
Waste	Mt	195.1	144.8	165.7	75.0	130.9	711.5
Total	Mt	219.0	180.9	191.9	88.3	149.6	829.7
Pit design							
Ore	Mt	24.9	36.8	27.1	13.2	20.1	122.1
Grade	g/t Au	1.58	1.55	1.60	1.42	1.44	1.54
Contained Au	Moz	1.3	1.8	1.4	0.6	0.9	6.0
Waste	Mt	224.3	160.5	184.9	88.0	149.9	807.6
Total	Mt	249.2	197.3	212.0	101.2	170.0	929.7
Difference							
Ore	%	4.2%	1.9%	3.4%	-0.8%	7.5%	3.3%
Grade	%	-1.3%	-0.6%	-0.6%	-0.7%	-2.0%	-1.0%
Contained Au	%	2.9%	1.3%	2.8%	-1.4%	5.3%	2.3%
Waste	%	15.0%	10.8%	11.6%	17.3%	14.5%	13.5%
Total	%	13.8%	9.1%	10.5%	14.6%	13.6%	12.1%

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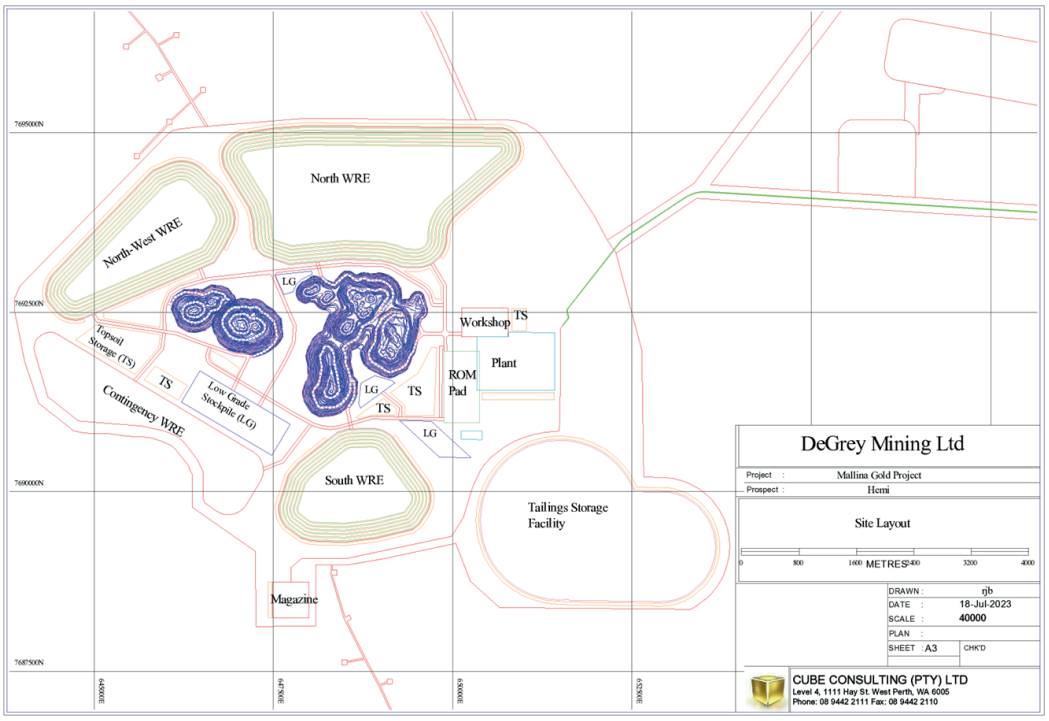
AMC notes that the pit design inventory for ore tonnes (122.1 Mt) consists of the Ore Reserve (120.8 Mt) and a minor quantity (1.3 Mt) of Inferred Mineral Resource contained within the pit design.

Three separate waste dumps were designed (shown in Figure 5.3) to the north, north-west and south of the Hemi pits with a combined capacity (including ROM pad and TSF) of 559 Mm^3 to store 368 M bank cubic metres of waste (455 Mm^3), which includes a 15% contingency factor to allow for variances against the swell factors assumed and minor changes in pit designs. Swell factors of 15% for transported and oxide, 25% for transition and 35% for fresh rock are reasonable. Other waste dump design parameters include a 5° backslope on the top surface, 39 m berms between each 10 m lift to provide an 18° reprofiled slope with 15 m berms, with a backslope at 7° and a final height of 50 m. An area to the south-west of the Hemi pits has been allocated should additional waste storage be required.

Waste geochemical characterisation studies have identified that less than 5% of waste rock is potentially acid forming and requiring specific management methods to prevent acid mine drainage issues.

The mining site layout is shown in Figure 5.3.

Figure 5.3 Hemi Mining Centre Site layout



5.7 Mining schedule

Mine scheduling was undertaken using Minemax strategic scheduling software and the pit designs developed by Cube were scheduled on quarterly time periods. AMC would expect monthly time periods using tactical scheduling software at FS level, and more detailed scheduling will be required prior to project implementation to schedule material movements in sufficient detail for production operations. Vertical rates of advance were limited to 80 m per annum and total material movements to 100 Mtpa in cover material and 90 Mtpa in other materials, which are reasonable.

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Initial mining is from the low stripping ratio Brolga pit, with Falcon and Diucon commencing in the second year (first year of ore processing), Eagle in the fourth year and Aquila Crow in the seventh year (see Figure 5.4). Brolga and Falcon also provided proximity to the run-of-mine (ROM) ore pad, avoidance of the palaeochannel in the first two years of mining, and relatively wide ore blocks with simple geology.

De Grey Mining Ltd has allowed a year in the mine development schedule for pre-production mining. Ore mined during pre-production is stockpiled ready for commissioning and plant ramp up.

AMC considers that the proposed ramp up in mining tonnages is challenging, with production rates of 93 Mtpa scheduled for the second year of operation (Figure 5.4). Offsetting that risk is De Grey Mining Ltd committing to a contract mining operation, flat terrain, pre-strip with minimal drill and blast, and a location in a major mining region close to good transport routes and infrastructure.

Ore mining and waste mining are scheduled in a balanced manner throughout the schedule (Figure 5.5), with ore mining from 11.3 Mtpa to 17.4 Mtpa over the LOM, waste from 79 Mtpa to 127 Mtpa and total mining 90 Mtpa to 143 Mtpa. Ore mining is scheduled at a faster rate than ore processing, leading to a build-up in ore stockpile over the LOM to 17 Mt. While stockpile space is available, grades are normally hard to control from large stockpiles. Minor Inferred Mineral Resource is included in the schedule, which AMC does not consider material.

Figure 5.4 Contributions by deposit by year

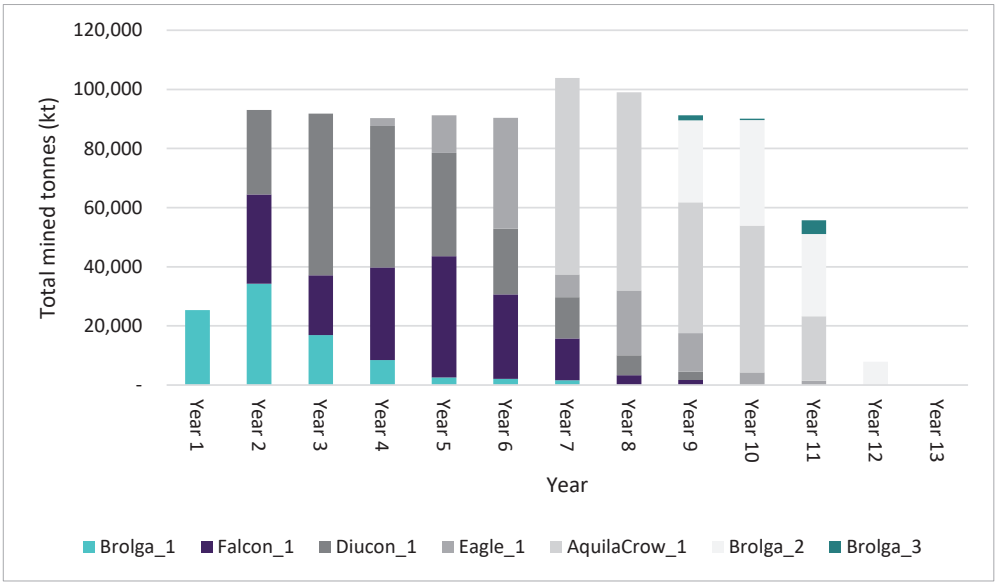
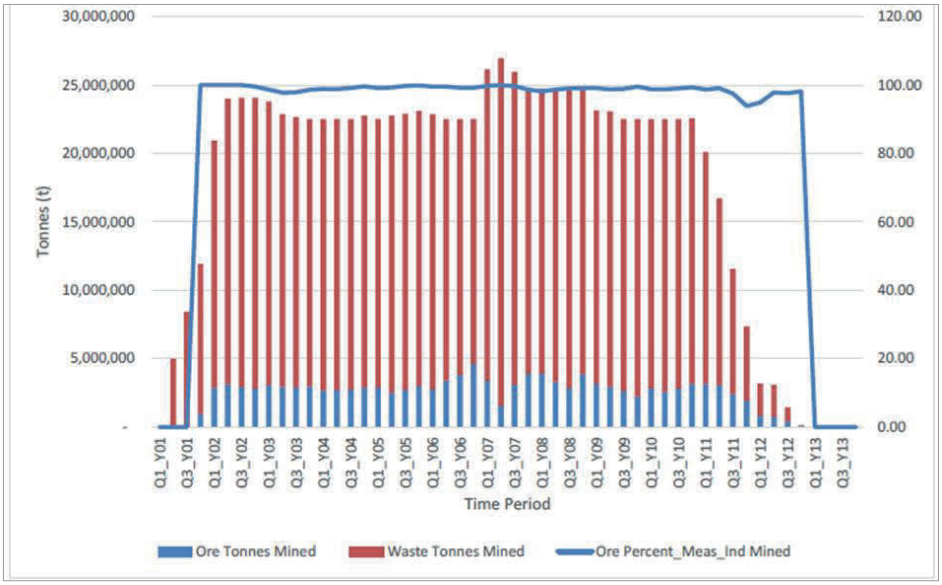


Figure 5.5 Ore and waste mining by quarter



5.8 Ore Reserve and estimation process

The Ore Reserve from the 2023 DFS is shown in Table 5.3.

Table 5.3 Hemi Mining Centre June 2023 Ore Reserve estimate

Deposit	Tonnes (Mt)	Grade (g/t Au)	Ounces (koz)
Aquila Crow	24.7	1.6	1,259
Brolga	36.5	1.6	1,829
Diucon	26.6	1.6	1,383
Eagle	13.0	1.4	598
Falcon	20.0	1.4	932
Total	**120.8**	**1.5**	**6,002**

The Ore Reserve is classified as Probable Ore Reserve as there are no Measured Mineral Resources defined for the Hemi Mining Centre. AMC agrees with the classification of the Ore Reserve, and although reporting tonnes and contained metal to four significant figures overstates the accuracy of estimates, AMC considers the Ore Reserve to be reasonable.

The pit design underpinning the Ore Reserve estimate contains approximately 808 Mt of waste, resulting in an open pit waste to Ore Reserves ratio of 6.6:1 (t:t), including waste pre-strip.

AMC undertook check estimates of the Ore Reserve and financial model inputs (see Table 5.4), which returned close alignment between the AMC estimate and the Ore Reserve/financial model in total, although individual pits and lithology subtotals were different, indicating different versions of pit stages and lithology wireframes through the course of the study, which AMC does not consider material.

There are minor differences between the Ore Reserve and pit inventories used for the financial model, which included minor Inferred Mineral Resource within the pit (approximately 1.0% of tonnes and 0.8% of contained gold), and check estimates, amounting to well under 1% of tonnes and contained metal, which AMC considers is reasonable.

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AMC also undertook spot checks that the pit designs provided by De Grey Mining Ltd followed the geotechnical recommendations in the 2023 DFS and again found good correlation with the recommended wall angles and berm widths.

Table 5.4 AMC checks on pit inventory

Deposit	Material	De Grey Mining Ltd Estimate			AMC Estimate		
		Tonnes (Mt)	Grade (g/t Au)	Contained Gold (Moz)	Tonnes (Mt)	Grade (g/t Au)	Contained Gold (Moz)
Brolga Stage 1	Oxide	2.4	1.91	144	2.4	1.91	144
	Trans	1.4	1.65	73	5.2	1.73	289
	Fresh	23.3	1.60	1,200	19.5	1.57	984
	Total	27.0	1.63	1,417	27.0	1.63	1,417
Brolga Final	Oxide	5.0	1.84	298	5.1	1.84	297
Aquila Crow	Trans	3.9	1.79	225	9.6	1.61	499
Falcon	Fresh	45.7	1.42	2,088	39.9	1.41	1,813
	Total	54.6	1.49	2,611	54.6	1.49	2,611
Diucon Final	Oxide	0.1	2.23	10	0.1	2.23	10
	Trans	0.4	1.85	25	1.5	1.68	80
	Fresh	26.4	1.59	1,354	25.4	1.59	1,299
	Total	27.0	1.60	1,389	27.0	1.60	1,389
Eagle Final	Oxide	0.1	1.90	8	0.1	1.90	8
	Trans	0.2	1.72	11	0.7	1.87	39
	Fresh	12.9	1.41	583	12.4	1.39	554
	Total	13.2	1.42	601	13.2	1.42	601
Total	**Oxide**	**7.6**	**1.87**	**459**	**7.7**	**1.87**	**459**
	Trans	**5.9**	**1.76**	**334**	**17.0**	**1.67**	**907**
	Fresh	**108.2**	**1.50**	**5,225**	**97.2**	**1.49**	**4,650**
	Total	**121.8**	**1.54**	**6,018**	**121.8**	**1.54**	**6,018**

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6 Mineral processing

6.1 Metallurgical testing

The 2023 DFS consists of mining six deposits Aquila, Brolga, Crow, Diucon, Eagle and Falcon. The deposits are hosted within predominantly diorite to quartz diorite intrusions and sills that have been emplaced within the Mallina Basin. The intrusions were emplaced into a sequence of sedimentary rocks that form part of the Mallina Formation and locally comprise greywacke, siltstones, sandstones, shale and black shale. Sulphide abundance in the mineralised intrusions typically ranges from 2.5% to 10.0%. Sulphide species vary across the deposits – with varying distributions of arsenopyrite (FeAsS), pyrite (FeS_2), galena (PbS), sphalerite ((Zn,Fe)S), and chalcopyrite ($CuFeS_2$). Gold is present as native gold and is closely bound with sulphides and characterised as "semi-refractory"; the definition of which is "able to deliver >90% Au extraction from a head grade of 1.0 g/t Au using sulphide flotation, oxidation of the flotation concentrate via POX, and CIL cyanide leaching of the combined POx residue and flotation tailings streams". All deposits feature a free milling oxide zone generally at the top of the deposit.

6.1.1 Historical testing

The six deposits are recent discoveries, with testwork dating from early 2020. A list of the metallurgical testing programmes undertaken is shown in Table 6.1.

The majority of early testing for the 2021 scoping study and for the 2022 PFS was completed by the ALS Metallurgy laboratory in Balcatta, WA. This is a well-known facility specialising in metallurgical testing for the gold ore processing sector.

In general, representative composite samples were assembled from drill core for early testing, with larger bulk samples created for later generation of feed for specific testing requirements. Variability series were also tested to define ranges specific parameters. The following metallurgical aspects were investigated to inform the 2023 DFS:

- Comminution parameters.
- Mineralogy.
- Gravity recoverable gold.
- Sulphide flotation.
- sulphide concentrate oxidation.
- Cyanide leaching:
  - Whole ore.
  - POx residue (flotation concentrate).
  - Flotation tailings.
  - Oxidised flotation concentrate.
- Circuit design parameters – slurry rheology, settling, filtration.

De Grey Mining Ltd have continued with testwork post the 2023 DFS, with this work shown in red text in Table 6.1.

Table 6.1 Metallurgical testwork programmes for the Hemi Mining Centre

Title	Date	Laboratory	Testwork ID	Samples/Description	Notes
Brolga Variability Testwork	Oct-20	ALS Metallurgy	A21056	4x Brolga Composites	Scoping 2021
Brolga Comminution Testwork	Oct-20	ALS Metallurgy	A21295	5x Brolga composites	
Aquila Variability Testwork	Jun-21	ALS Metallurgy	A21540	10x Aquila composites	
Falcon and Crow Variability Testwork	Nov-21	ALS Metallurgy	A21925	7x Falcon composites	
				5x Crow composites	
Brolga Flotation Optimisation Testwork	Aug-21	ALS Metallurgy	A22156	1x Brolga master composite (from Programme A21056)	
Brolga Flotation Pilot Plant Testwork	Apr-22	ALS Metallurgy	A23060	1x Brolga bulk sample (4.9 tonnes)	
Brolga Albion Testwork	Aug-20	Core Technology	1274C	1x Brolga Master Composite sample	
Hemi Oxide Variability Testwork	Mar-22	ALS Metallurgy	A23103	7x Brolga, Falcon, Crow & Aquilla oxide composites	
Hemi Transitional Variability Testwork	Mar-22	ALS Metallurgy	A23104	13x Brolga, Falcon, Crow & Aquilla transitional composites	
Brolga Fresh Variability Testwork	Mar-22	ALS Metallurgy	A23105	1x Brolga fresh composite	
Diucon & Eagle Variability Testwork	Mar-22	ALS Metallurgy	A23106	4x Diucon fresh composites	
				4x Eagle fresh composites	
Brolga Ore Variability Testwork	Apr-22	ALS Metallurgy	A23306	7x Brolga fresh composites	
Brolga Pilot Plant - Downstream Testwork	May-22	ALS Metallurgy	A23317	Brolga bulk sample (4.9 t) flotation products	
				(from Programme 23060)	
Brolga Pilot Plant - Concentrate POx Testwork	Apr-22	ALS Metallurgy	A24950	Brolga bulk sample (4.9 t) flotation concentrate POx and cyanide leach optimisation testwork (from Programme 23060)	
Hemi Ore HPGR Testing	Apr-22	ALS Metallurgy	A24950	1x Brolga bulk fresh sample (2.6 t)	Koeppem Machinery Australia
				1x Diucon bulk fresh sample (1.5 t)	Report: KMA2202TWddRRev0
				1x Eagle bulk fresh sample (1.5 t)	
Diucon & Eagle Variability Testwork	May-22	ALS Metallurgy	A23439	2x Diucon composites	
				4x Eagle composites	
Brolga Albion Testwork	Apr-22	Core Technology	1274D	1x Brolga bulk concentrate sample (from Brolga Pilot)	
Material Flow and Handling Testing	Aug-22	TUNRA	10749	Fresh Ore, kPyrite, and Oxide flow properties testing report	TUNRA (The University of Newcastle Research Associates)
					Tunra Bulk Solids Report No. 10749
Brolga Transition Ore Mineralogy	May-23	ALS Perth	A24083	1X Brolga transition sample. Diagnostic leaching, qemscan and laser ablation testwork	
Brolga Pilot 1 Concentrates	Dec-22	Dynatech (Sherritt), Edmonton Canada		Pressure Oxidation Pilot 1	Report Name: De Grey-Hemi Gold Pilot Campaign One Report
					(813-RS-101)
Flotation Pilot Plant 2 Testwork	Jan-23	ALS Metallurgy	A23291	Brolga, AquilaCrow, Diucon, Eagle & Falcon bulk pilot samples	
Pilot 2 Batch Pressure Oxidation Testwork	Jun-23	ALS Perth	A24278	Brolga, AquilaCrow, Diucon, Eagle & Falcon Concentrates.	
				Batch POx testing to confirm continuous piloting conditions.	
Pressure Oxidation Pilot 2	Jul-23	ALS Perth	A24285	Brolga, AquilaCrow, Diucon, Eagle & Falcon Concentrates.	
				Continuous pressure oxidation piloting testwork.	

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Title	Date	Laboratory	Testwork ID	Samples/Description	Notes
Extended Gravity Recoverable Gold Testwork	Jul-23	Consep	C26585	Pilot concentrates: Brolga 1, Brolga 2, AquilaCrow, Diucon, Eagle & Falcon	Report: C26585 De Grey Mining eGRG Testwork Report and Modelling
Pressure Oxidation Pilot 2 Downstream Testwork	Aug-23	ALS Perth	A24532	Brolga, AquilaCrow, Diucon, Eagle, and Falcon POx residues and flotation tailings. Downstream testwork including neutralisation and cyanidation coleaching testwork.	Tests complete. Report received in draft.
Thickening Testwork Brolga Pilot 1 Flotation	Feb-22	Metso, Perth	3315447 T1	Brolga Pilot 1 Flotation Concentrate and Flotation tailings.	
Thickening Testwork Brolga Pilot 1 POx	Dec-22	Metso, Canada	3351528TQ1	Brolga Pilot 1 Pressure oxidation residue.	
Thickening Testwork Pilot 2 Flotation	May-23	Fremantle Metallurgy, Perth		Pilot 2 Flotation concentrates and tailings.	Report: De Grey Flotation Cons and Tails Testwork Report May 2023.
Thickening Testwork Pilot 2 POx Residue	Jul-23	Fremantle Metallurgy, Perth		Pilot 2 pressure oxidation residues.	Report: De Grey POX Discharge Testwork Report July 2023 R1.
Thickening Testwork Pilot 1 Final Tailings	Sep-23	Metso, Perth	3389301	Pilot 2 final tailings samples.	Report received. 3389301 De Grey Hemi Thickening Report - Part A&B FINAL
Brolga and Falcon Flotation - Domain blending	Jan-24	ALS Perth	A25271	Brolga and Falcon. Flotation testing of Fresh ore blended with oxide and KSZ domains.	Tests complete. Report pending
Brolga Transition Ore Flotation Sighter Tests	May-23	ALS Perth	A24531	1x sample of Brolga transition SJW ore. Sighter flotation tests using sulphidisation and fatty acid collectors.	Tests complete. Report pending
Brolga Pilot 2 Downstream Testwork	Apr-24	ALS Perth	A25581	1x sample of Brolga Pilot 2 ore. Cyanide optimisation, slurry rheology, oxygen uptake, carbon parameters, tails neut, flotation tails leach.	Tests complete. Report pending
Brolga Transitional Variability Testwork	In progress	ALS Perth	A25731	13x SJW composites & 6x RSR composites Flotation, cyanide leaching, mineralogy, batch POx testing	Tests 90% complete.
Brolga Pilot 2 Downstream Testwork	In progress	ALS Perth	A25789	1x sample of Brolga Pilot 2 ore. Final tails neut & CN detox testing, ferrous sulphate detox testing, HCN evolution testing, CIL leach optimisation testing, oxide/POx residue/Rgr tail leaching	Tests complete. Report pending
Brolga Pilot 2 Downstream Testwork - Detox	In progress	ALS Perth	A26233	1x sample of Brolga Pilot 2 ore. Tailings detoxification including; ferric sulphate, CCD solutions, ferrous sulphate.	Tests 90% complete.
Hemi Tailings Geochemical Characterisation Program	In progress	SRK, Perth	tbc	Pilot 2 final tailings samples.	Testwork in progress, due for completion in February Interim summary memo received. DEG005_MEMO_DFS - Tailings_Interim Phase 1 and 2 Results_Rev1
Exmouth Limestone Characterisation	In progress	ALS, Perth	A26447	Characterisation of proposed project limestone	Testwork pending.
Ashburton Mount Olympus	In progress	ALS, Perth	A26001	Mount Olympus metallurgical testing. Flotation, leach, POX, mineralogy.	Testwork 50% complete.
Material Flow and Handling Testing	May-24	TUNRA	11800	Fresh/KSZ/Oxide blends - flow properties testing report	TUNRA (The University of Newcastle Research Associates) Tunra Bulk Solids Report No. 11800

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6.1.2 Geometallurgical modelling

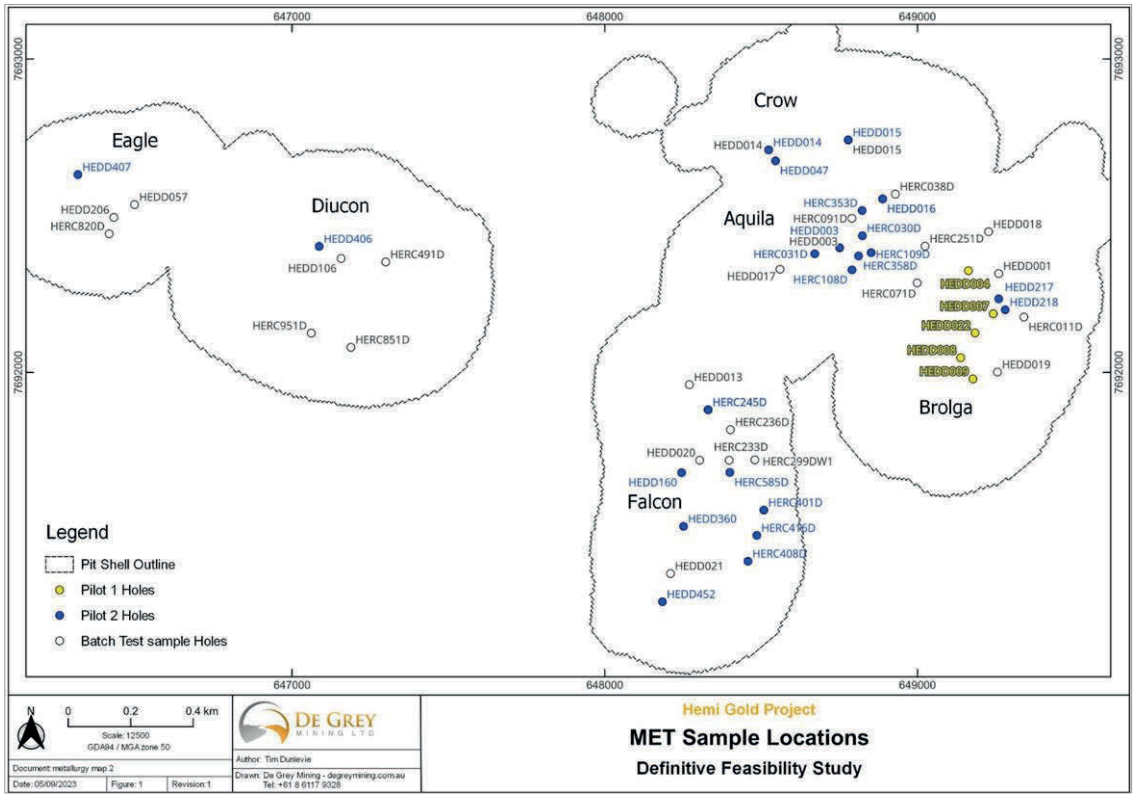
Feasibility study level sampling and multi-element analysis was completed on all the Hemi Mining Centre deposits. Figure 6.1 shows the locations of the metallurgical drill holes. Four key metallurgical domains were distinguished: oxide, transitional, sulphidic kaolinite and fresh. Table 6.2 shows the tonnage and Au and S contents of each domain for each ore deposit within pit shells at the resource cut-off grade of 0.3 g/t Au. The deposits were further split the domaining by regolith (vertical layering type).

Sampling conducted was detailed and well planned, enhancing the quality of the metallurgical testing conducted.

Table 6.2 Geometallurgical domains by ore deposit – tonnage, Au & S content

Geometallurgical Domain	Pit	Tonnes (Mt)	Au g/t	Ounces (koz)	S (%)	S (kt)
Oxide	Aquila	1.16	1.42	53	0.59	6.9
	Brolga	3.01	1.57	153	0.23	7.0
	Crow	1.25	1.16	47	0.21	2.6
	Diucon	0.24	1.78	14	0.21	0.5
	Eagle	0.16	1.61	8	0.34	0.5
	Falcon	1.86	1.84	110	0.25	4.7
	Total	**7.69**	**1.55**	**384**	**0.29**	**22.2**
Kaolinitic Sulphide	Aquila	1.51	2.36	115	2.34	35.4
	Brolga	0.36	2.11	25	1.59	5.8
	Crow	0.07	1.08	3	1.14	0.8
	Diucon	-	-	-	-	-
	Eagle	-	-	-	-	-
	Falcon	1.18	1.78	67	1.33	15.6
	Total	**3.12**	**2.08**	**209**	**1.84**	**57.6**
Transitional	Aquila	2.78	1.47	132	1.55	43.2
	Brolga	6.44	1.48	306	0.64	41.1
	Crow	4.43	1.16	165	0.50	22.4
	Diucon	1.91	1.43	88	0.49	9.3
	Eagle	0.78	1.64	41	0.64	5.0
	Falcon	2.89	1.32	123	0.92	26.6
	Total	**19.24**	**1.38**	**856**	**0.77**	**147.6**
Fresh	Aquila	5.95	1.48	283	1.48	88.3
	Brolga	34.78	1.30	1,458	0.88	306.7
	Crow	15.12	1.17	567	1.14	171.9
	Diucon	31.83	1.35	1,381	0.96	305.6
	Eagle	16.39	1.16	612	1.01	165.3
	Falcon	17.21	1.22	674	1.26	216.5
	Total	**121.29**	**1.28**	**4,975**	**1.03**	**1,254.4**
Grand total		**151.31**	**1.32**	**6,424**	**0.98**	**1,481.7**

Figure 6.1 Plan showing metallurgical sample drillhole locations



6.1.3 Pilot plant testwork

Two continuous pilot plant testing programmes were conducted for the 2023 DFS. The locations of drillholes providing sample material for testing are shown in Figure 6.1. The continuous pilot plant programmes were conducted as follows:

- Pilot #1:
  - 4.5 t of drill core from Brolga deposit.
  - Process stages completed by ALS at Balcatta, WA:
    - Crushing and grinding.
    - Classification.
    - Flotation.
    - Cyanide leaching – whole ore, flotation concentrate, flotation tailings, oxidised flotation concentrate, oxidised flotation tailings.
  - Pressure oxidation (POx) of flotation concentrate by Sherritt Technologies, Canada.
- Pilot #2:
  - 7.6 t of representative drill core samples from Aquila/Crow (1.2 t), Brolga (2.7 t), Diucon (1.1 t), Eagle (1.1 t), Falcon (1.5 t).
  - HPGR (high pressure grinding rolls) versus conventional crushing assessment completed.
  - Deposits tested separated for variability assessment.
  - Process stages completed by ALS at Balcatta, WA.
    - Crushing and grinding.
    - Classification.

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- Flotation.
- Pressure oxidation of flotation concentrate.
- Cyanide leaching – whole ore, flotation concentrate, flotation tailings, oxidised flotation concentrate, oxidised flotation tailings.

6.1.4 Metallurgical testwork results

A summary of the key metallurgical outcomes for each deposit was:

- The oxide domains of all Hemi Mining Centre deposits are free milling with Au recoveries >90%.
- Transitional, kaolinitic sulphide and fresh domains are semi-refractory and require comminution, sulphide flotation, POx of sulphide flotation concentrate, cyanide leaching of flotation concentrate and tailings to achieve >90% Au recovery.
- With respect to material competency, oxide domains are characterised as soft-moderate, and transition and fresh domains are characterised as medium to hard.
- Gravity recoverable gold (GRG) was generally low, ranging from 11% to 28%.
- With respect to fresh domain sulphide flotation performance:
  - Mass pull ranged from 4.7% to 6.8% for continuous pilot-scale tests and averaged 7.7% for batch testing.
  - Sulphide recovery to concentrate ranged from 95% to 99% with 98% the average.
  - Au recovery to concentrate ranged from 80% to 95% with 90% the average.
  - Leach extraction from POx residue was generally >95% while Au extraction from (unleached) flotation tailings averaged 69% for batch tests and 65% for continuous pilot tests.

6.1.4.1 Comminution testing results

Key comminution parameters for the four geometallurgical domains showed that:

- Oxide and transition samples were in the soft to medium range with respect to grinding, with very soft with respect to resistance to abrasion.
- Fresh samples are hard to very hard with respect to SAG and ball mill grinding, with medium resistance to abrasion breakage.

Detailed comminution parameters were determined for all ore deposits for use in circuit design.

6.1.4.2 HPGR testing results

A full evaluation of the potential for application of HPGR (high-pressure grinding rolls) in the Hemi Mining Centre project was conducted under the direction of Koeppern Machinery Australia (KMA) at ALS, Balcatta, WA. KMA is a prominent supplier of HPGR technology.

In general, the testwork programme established good applicability of HPGR for comminution of all the Hemi ore types. Good size reduction was achieved at moderate energy input. Closed loop testing at 3,500 kN/m^2 and with a 6 mm closing screen produced the following results for Brolga, Diucon and Eagle samples:

- Specific throughput ranged from 250 to 275 ts/hm^3 (throughput normalised for roller length, roller diameter, roller speed).
- Specific energy consumption ranged from 1.64 to 1.8 kWh/t.
- Cumulative percent passing 6 mm ranged from 63% to 64%.
- Cumulative percent passing 4 mm ranged from 52% to 53%.

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Samples crushed in the HPGR campaign were used in the downstream flotation campaign and were supplemented with additional sample crushed via conventional laboratory jaw crushers.

6.1.4.3 Gravity recovery testing results

Gravity recovery methods were tested in the scoping study, the 2022 PFS and the 2023 DFS. The earlier batch testing programmes utilised laboratory-scale (3") Knelson concentrators and either mercury amalgamation or intensive leaching using LeachWELL 60X catalyst while the 2023 DFS testing was conducted by Consep, a specialist vendor of Knelson concentrator technology. The modelled gravity recovery ranged from 11.0% for sample Brolga Pilot #2 to 28.2% for sample Eagle Pilot #1.

6.1.4.4 Batch flotation testing results

A large number of batch flotation tests have been undertaken over the course of the scoping study, 2022 PFS and 2023 DFS. A simple rougher-scavenger circuit with optimised operating parameters and a grind P_{80} size of 75 µm that is appropriate for good gold recovery at an acceptable mass pull was developed. Using the optimised configuration and settings, average Au recovery for fresh ore of 92.5% was achieved, with results ranging from 89.1% to 97.3% for the Hemi deposits. Average sulphide recovery for fresh ore of 98.2% was achieved, with results ranging from 97.7% to 99.0% for the Hemi Mining Centre deposits.

6.1.4.5 Flotation concentrate mineralogy

QEMSCAN was used to analyse samples from the Pilot #1 test program which tested samples from the Brolga deposit. Sulphide abundance results show pyrite (47%) and arsenopyrite (44%) are the predominant gold-associated species, make up the bulk of the flotation concentrate, with pyrrhotite concentrated from 5% in the flotation feed to 30% in the flotation tails. Pilot #2 testing showed that pyrite and arsenopyrite are the predominant sulphide species, with pyrite ranging from 22-34% and arsenopyrite ranging from 9-22% in the flotation concentrates.

6.1.4.6 Sulphide concentrate oxidation testing results

Oxidation of sulphide concentrates is required to open locked particle matrices to permit access to gold surfaces for cyanide (CN) leaching. Three commercially available oxidation processes were evaluated:

- Pressure oxidation:
  - Utilises high pressure, agitated autoclave vessels.
  - Temperature raised using steam.
  - Oxygen injected under pressure.
  - Metals go into solution as cations, sulphur (S) and arsenic (As) form sulphates and Arsenates.
  - Exiting product is acidic requiring neutralisation.
- Bacterial/biological oxidation:
  - Bacteria break down the sulphide mineral lattice and release locked gold atoms.
  - System operates at pH 1-2 and in a defined temperature range for the bacterial species (30-45°C typical).
  - Uses agitated tanks, with air provided by blowers and with specific nutrients added.
- Atmospheric oxidation following ultra-fine grinding (the Albion Process™):
  - Ultra-fine grinding to ~10 µm using IsaMill technology.
  - Uses enclosed leaching vessels.
  - Oxygen and limestone are added for pH control.

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Following extensive and detailed testing of the three methods in the early stages of the project, a trade-off study was conducted as part of the 2022 PFS. On the basis of this work, pressure oxidation was selected as the preferred oxidation route for the 2023 DFS.

6.1.4.7 Concentrate POx residue – CN leaching results

Table 6.3 shows a summary of test results for CN leaching of flotation concentrate POx residue. In general, Hemi Mining Centre deposit samples oxidised and leached well, with all samples oxidised more than 98% and most samples being 100% oxidised. Leach Au recoveries ranged from 90.4% to 99.1% and with averages ranging from 94.0% to 97.2%.

Table 6.3 Summary of concentrate POx residue – CN leaching results

Deposit – sample	Unit	Sulphide Oxidation	Leach Au Recovery		
			Min.	Max.	Average
Aquila - Aquila/Crow master composite	%	>99.4	92.9	94.7	94.0
Brolga #1 Pilot bulk con.	%	>99.2	93.3	96.8	95.4
Brolga #1 Pilot bulk con. - kinetic test ultimate result	%	>98.5	90.4	99.1	95.6
Crow - master composite	%	>99.2	95.5	96.3	95.9
Diucon - Diucon/Brolga #2 Pilot con.	%	>98.0	95.8	98.0	97.2
Eagle	%	>99.6	94.0	98.0	95.9
Falcon	%	>99.0	94.6	99.1	96.6

Figure 6.2 shows the relationship between Au leach extraction and degree of sulphide oxidation for tests conducted by ALS and Sherritt on Brolga bulk flotation concentrate. The curves illustrate the need for high levels of sulphide oxidation to expose gold surfaces and increase gold extraction.

Figure 6.2 Au leach extraction versus Sulphide Oxidation – Pilot #1 flotation concentrate

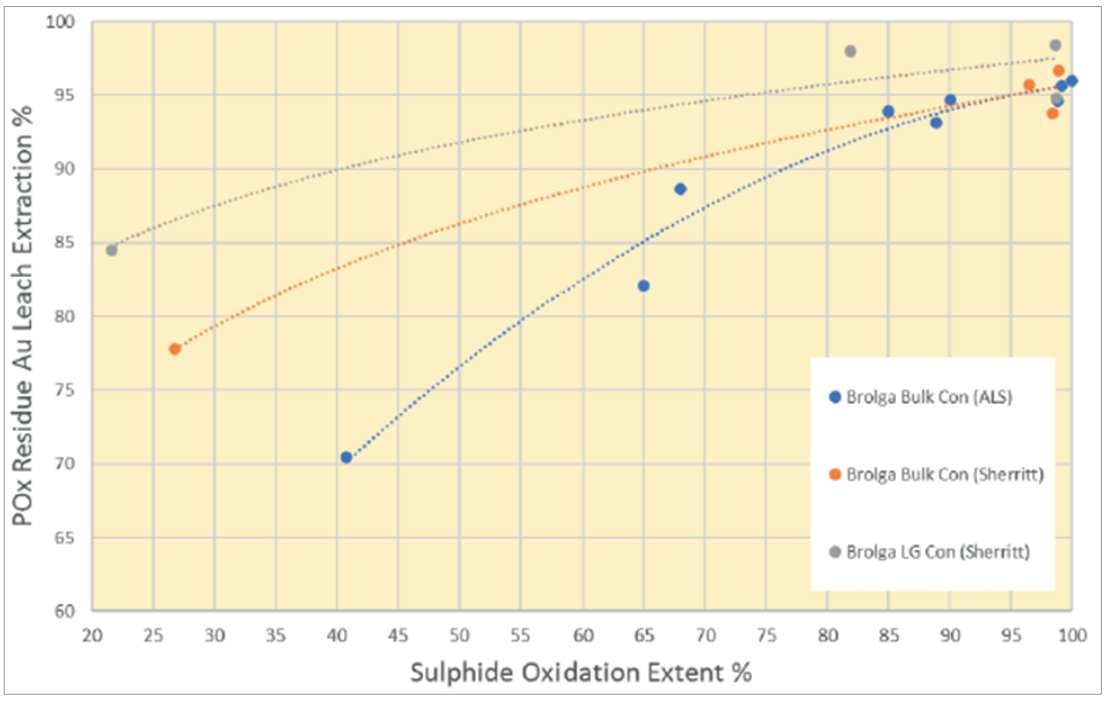
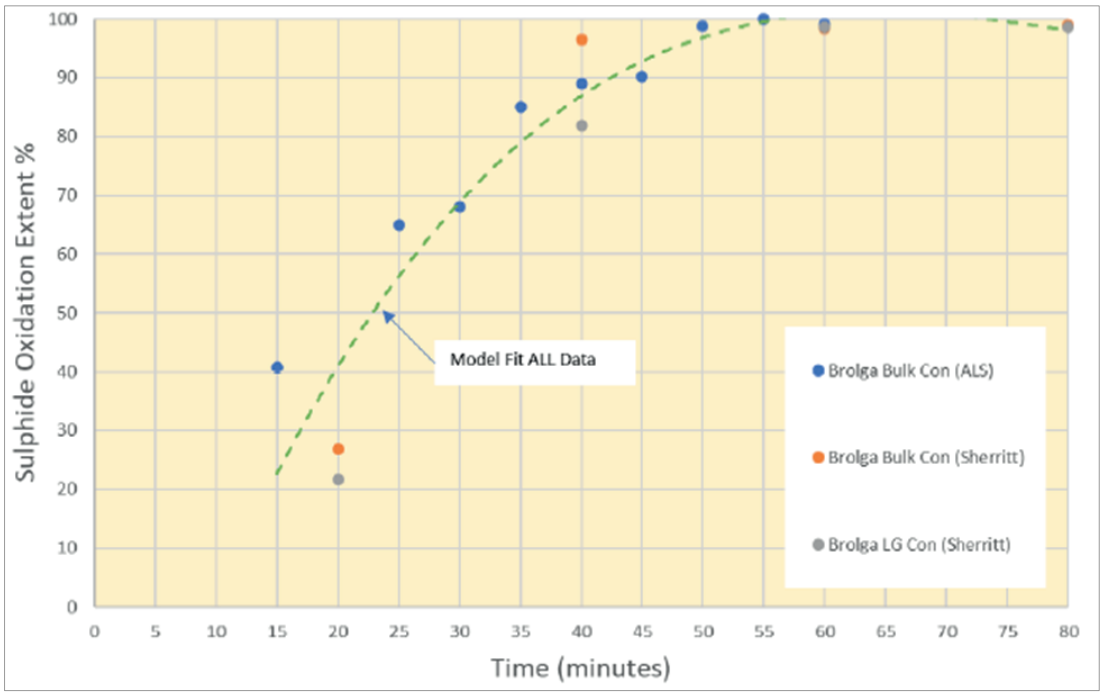


Figure 6.3 shows the progression of sulphide oxidation with time for the bulk testing of Brolga bulk flotation concentrate, with about 60 minutes required to ensure complete sulphide oxidation.

Figure 6.3 Sulphide oxidation rate – Pilot #1 flotation concentrate



A detailed optimisation and variability program was conducted as part of the 2023 DFS. The ability of POx to achieve complete sulphide oxidation and greater than 94% Au extraction across all ore types was confirmed.

6.1.4.8 Whole ore leaching

A summary of all whole ore cyanide leaching tests is shown in Table 6.4. Results for ore types are relatively as expected, with oxide recoveries averaging 96.3%, transition 81.6%, kaolinite 66.4% and fresh 72.0%. Fresh results for the Hemi deposits ranged from 64.0% (Brolga) to 82.5% (Eagle).

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Table 6.4 Whole ore cyanide leaching – all Hemi Mining Centre deposits, at P_{80} of 75 µm

Deposit	Domain	Number of Samples	Au Recovery @24hr	Tail Grade @24hr	Reagents (avg)	
			Average	Average	NaCN	Lime
		#	Au%	g/t Au	kg/t	kg/t
ALL Hemi	Oxide	9	96.3	0.06	0.32	1.09
	Transition	18	81.6	0.36	0.45	1.03
	Kaolinite	9	66.4	1.13	0.63	3.83
	Fresh	38	72.0	0.55	0.46	0.41
Aquila	Fresh	5	67.4	0.67	0.58	0.55
Brolga	Fresh	10	64.0	0.76	0.45	0.42
Crow	Fresh	5	73.0	0.51	0.44	0.29
Falcon	Fresh	7	77.7	0.35	0.43	0.34
Diucon	Fresh	5	70.8	0.71	0.47	0.41
Eagle	Fresh	6	82.5	0.23	0.40	0.43

6.1.4.9 Flotation tails leaching

Table 6.5 shows flotation tail cyanide leaching results. The flotation tailings samples display similar CN leaching performance as their corresponding flotation feed sample. Domain averages for all samples were as follows:

- Oxide: 90.0%
- Transition: 78.0%
- Kaolinite: 69.1%
- Fresh: 69.7%

Table 6.5 Flotation tails cyanide leaching – all Hemi Mining Centre deposits, at P_{80} of 75 µm

Deposit	Domain	Number of Samples	Au Recovery @24hr				Tail Grade @24hr				Reagents (avg)	
			Avg.	Median	Min	Max	Avg.	Median	Min	Max	NaCN	Lime
		#	Au%	Au%	Au%	Au%	g/t Au	g/t Au	g/t Au	g/t Au	kg/t	kg/t
Batch Testwork Variability Samples												
ALL Hemi	Oxide	8	90.0	91.2	85.7	94.2	0.05	0.04	0.025	0.14	0.34	0.84
	Transition	15	78.0	78.1	56.4	96.4	0.15	0.06	0.012	1.28	0.42	0.69
	Kaolinite	9	69.1	73.6	31.4	93.4	0.41	0.06	0.010	1.95	0.52	2.09
	Fresh	27	69.7	69.4	42.4	97.4	0.05	0.04	0.003	0.21	0.36	0.30
Aquila	Fresh	6	62.6	65.0	42.4	73.8	0.06	0.08	0.010	0.17	0.53	0.29
Brolga	Fresh	10	68.4	70.2	51.9	80.7	0.07	0.07	0.040	0.12	0.29	0.29
	Fresh ‡	6	68.4	69.7	59.9	76.4	0.05	0.04	0.030	0.08	0.26	0.31
Crow	Fresh	4	71.8	69.0	63.5	85.6	0.02	0.02	0.010	0.03	0.38	0.25
Diucon	Fresh	5	71.1	69.0	44.3	93.6	0.06	0.05	0.020	0.19	0.43	0.31
	Fresh ‡	3	70.8	69.6	56.5	88.1	0.03	0.02	0.010	0.04	0.43	0.34
Eagle	Fresh	6	80.0	78.6	57.5	97.4	0.03	0.02	0.003	0.10	0.37	0.33
	Fresh ‡	4	69.9	71.0	52.6	85.0	0.03	0.03	0.010	0.05	0.37	0.30
Falcon	Fresh	7	68.1	68.9	56.2	80.4	0.04	0.03	0.020	0.08	0.29	0.26
Bulk Piloting Samples												
AquilaCrow Pilot 2	Fresh	2	56.5	-	-	-	0.03	-	-	-	0.33	0.77
Brolga Pilot 1	Fresh	3	69.5	-	-	-	0.03	-	-	-	0.45	0.35
Brolga Pilot 2	Fresh	2	68.9	-	-	-	0.08	-	-	-	0.30	1.02
Diucon Pilot 2	Fresh	2	53.5	-	-	-	0.05	-	-	-	0.45	1.03
Eagle Pilot 2	Fresh	2	71.5	-	-	-	0.03	-	-	-	0.44	0.79
Falcon Pilot 2	Fresh	2	66.4	-	-	-	0.04	-	-	-	0.27	0.86

‡ Tests were preceded by a bulk (20 kg) gravity recovery stage. Grades and recoveries are shown relative to the leach feed sample.

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6.1.4.10 Co-leaching – POx residue and flotation tails

The Hemi Mining Centre flowsheet will combine POx residue and flotation tails prior to CN leaching. Testwork on Pilot #2 samples is ongoing. Tests on the Pilot #1 samples using the expected "stoichiometric" ratio of POx residue to flotation tails of 6.5%/93.5% produced the following general results:

- Leach kinetics were rapid, with leaching complete in 16 hours.
- Average Au recovery was 93.1% with leach residue grade of 0.045 g/t Au.
- NaCN consumption was moderate at 0.26 kg/t.
- Lime consumption was 1.45 kg/t. This increased up to 1.81 kg/t when the ratio of POx residue in the leach feed increased.
- Use of CIL rather than direct leach increased leach kinetics.

6.1.4.11 Continuous pilot testing results

Pilot testing was conducted as part of the 2023 DFS testing program. Pilot plant testing involved continuous ball milling and flotation to produce separate concentrate and tailings products. Pressure oxidation was completed at a later time in a continuous pilot scale autoclave. Downstream processes including cyanide co-leaching of the combined flotation tails and POx residue, and neutralisation, were completed as bench-scale batchwise tests.

Continuous pilot testing results are shown in Table 6.6. Overall Au recoveries ranged from 90.9% to 95.3%, with leach residues ranging from 0.07 g/t Au to 0.11 g/t Au.

Table 6.6 Continuous pilot testing results

			Pilot 1		Pilot 2			
			Brolga #1	Brolga #2	Aquila Crow	Diucon	Eagle	Falcon
Feed	Mass Treated	t	4.5	2.7	1.2	1.1	1.1	1.5
	Gold (Assay Head)	Au g/t	1.04	1.26	1.49	1.14	2.15	1.74
	Gold (Calculated Head)	Au g/t	0.90	1.21	0.94	0.96	1.74	1.13
	Sulphide	S^{2-} %	0.68	0.78	1.22	0.88	0.74	1.26
Flotation	Mass Pull	%	6.8	4.8	5.9	6.3	5.1	5.5
	Gold Recovery	%	89.3	81.2	91.0	89.8	94.0	88.3
	Sulphur Recovery	%	96.2	93.4	96.2	94.4	98.2	94.9
Concentrate Analysis	Gold	Au g/t	12.2	25.8	15.1	17.9	27.1	22.7
	Sulphide	S^{2-} %	9.2	17.8	16.5	14.7	17.3	19.9
Sulphide Oxidation	POX Discharge	%	97.9	99.9	99.7	99.1	99.2	98.8
Gold Cyanidation Extraction	POx Residue	%	95.4	96.0	96.4	94.7	96.8	97.1
	Flotation Tail	%	71.0	68.9	56.5	53.5	71.5	66.4
Gold Recovery	POx Residue	%	85.2	78.0	87.7	85.1	91.0	85.8
	Flotation Tail	%	7.6	13.0	5.1	5.5	4.3	7.7
	Total Recovery	%	92.8	90.9	92.8	90.5	95.3	93.6
Residue Grade	Overall Calculated	Au g/t	0.07	0.11	0.07	0.09	0.08	0.07

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6.2 Gold recovery modelling

Following assessment of all testing results, the 2023 DFS adopted a single "fixed tail" recovery model as follows:

$$Recovery\ \% = 100 * \frac{Head\ Grade - 0.10}{Head\ Grade}$$

Head grade of Au is in g/t.

For fresh samples, De Grey Mining Ltd noted:

- The metallurgical responses of all Hemi Mining Centre ore deposits have proved to be similar and a simple, single recovery model was deemed reasonable and conservative.
- 27 of 33 test results are less than the selected fixed tail of 0.10 g/t Au.
- 5 of 6 pilot tail grades were below 0.10 g/t Au. The Brolga Pilot #2 tail was 0.11 g/t Au.
- Most of the co-leaching leaching tail grades were below 0.10 g/t Au, with an average of 0.045 g/t Au.

For transition tests, while the fixed tail value appears adequate for lower feed grades, the recovery model will predict a higher recovery than actual at higher feed grades. Further testing is planned for the Transition ore domain.

As would be expected with free milling oxide ore, quite low final tail grades were recorded with almost all results well below 0.10 g/t Au. Use of the fixed tail recovery model will be quite conservative for oxide ore, with actual recoveries exceeding the predicted value.

6.3 Hemi Mining Centre processing plant

6.3.1 Hemi process plant design

The Hemi process plant is designed for a throughput of 10 Mtpa of fresh ore with a gold grade of 1.5 g/t Au and maximum sulphur design grade of 1.30%. Figure 6.4 shows a simplified flowsheet for the Hemi process plant.

The processing circuit comprises of:

- A comminution circuit of primary and secondary crushing, followed by high pressure grinding rollers (HPGR) feeding a closed-circuit ball mill.
- A gravity gold circuit to recover gold from the cyclone underflow stream.
- A rougher scavenger flotation circuit to produce a sulphide concentrate for oxidation.
- Two high pressure oxidation (POx) circuits to oxidise the sulphide minerals, thus making the flotation concentrate amendable to leaching. Due to the low (8%) mass pull sulphide concentrate produced as feed to the POx circuit, the POx throughput is 0.8 Mtpa compared with the overall plant throughput rate of 10 Mtpa.
- A conventional CIL to leach gold from the recombined oxidised concentrate and flotation tailings and absorb it onto activated carbon.
- An Anglo-American Research Laboratories (AARL) circuit to recover gold by electrowinning to produce gold doré, which is the final product.
- A tailings neutralisation circuit to neutralise the acidic CCD overflow solution, detoxify WAD cyanide species, and precipitate metal ions, prior to thickening and deposition into the TSF.
- Process water treatment to destroy any cyanide species present in the process water.

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The processing circuit design is largely based on an industry standard flowsheet and equipment, with the addition of the pressure oxidation circuit. Pressure oxidation has been successfully applied at a number of processing plants around the world for more than 30 years. De Grey Mining Ltd have visited a number of these operations to understand how these operations have performed and applied this knowledge in the design of the Hemi pressure oxidation circuit.

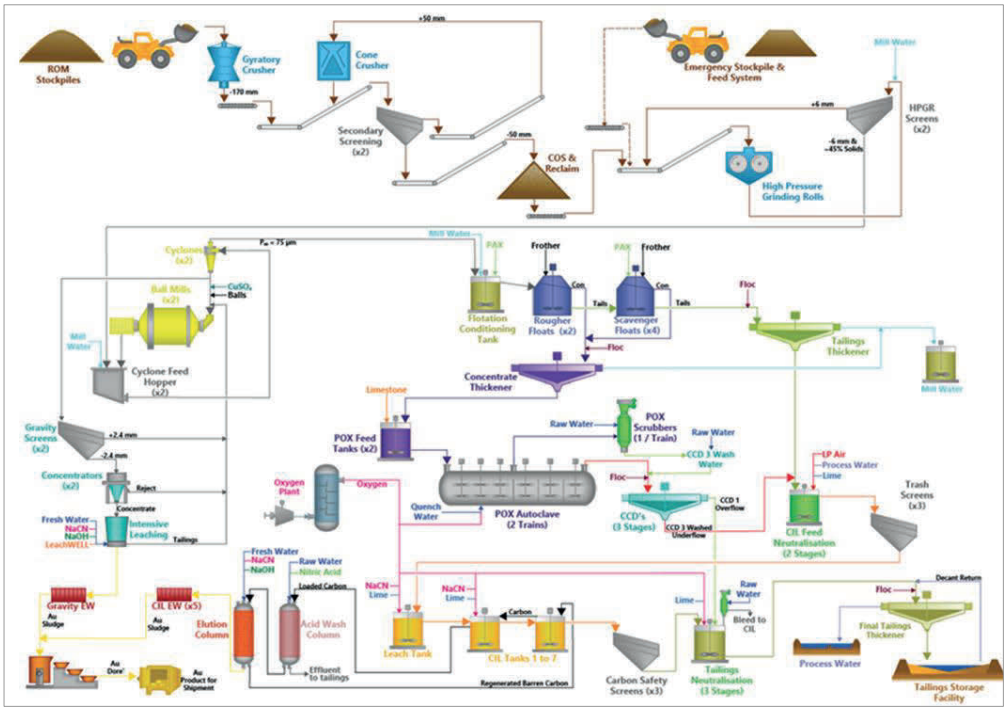
The basic circuit of the plant are as follows:

- Primary crushing:
  - Feed from ROM pad.
  - P_{100} of 170 mm.
- Secondary crushing:
  - Cone crusher with 50 mm screens (2).
  - P_{100} of 50 mm.
  - Storage in crushed ore stockpile (~5 hours live storage).
- High pressure grinding rolls (HPGR):
  - HPGR crushing with 6 mm wet screening (2).
  - Screen undersize (-6 mm) to ball mill feed.
- Ball milling – gravity gold recovery:
  - Ball mills (2), with hydrocyclone classification.
  - Product P_{80} size of 75 µm.
  - Gravity concentrators (2), fed from cyclone underflow.
  - Concentrator product reports to intensive leach reactor (ILR) (1).
  - ILR solution to dedicated circuit in gold room.
- Bulk sulphide flotation:
  - Conditioning tank – agitated.
  - Roughers (2), scavengers (4) in series.
  - All concentrate from rougher and scavenger combined in flotation concentrate thickener.
  - Scavenger tailings to flotation tailings thickener.
  - CN detoxification of make-up water:
    - Water from the process water system.
    - Caro's acid detoxification process.
    - Uses sulphuric acid, hydrogen peroxide, milk of lime.
- Pressure oxidation:
  - POx feed tanks to provide continuous feed for autoclaves.
  - Autoclaves (2).
  - Limestone slurry is added to maintain sulphide:carbonate minimum ratio of 2.0.
  - Target free acid in POx discharge slurry of 30 g/L.
- Counter current decantation (CCD) washing:
  - Three-stage CCD circuit, using POx vent scrubber water and raw water.
  - Washed solid from CCD3 pumped to CIL feed neutralisation circuit.
  - CCD1 overflow reports to tailings neutralisation circuit.
- CCD underflow neutralisation – combination with flotation tails:
  - Carbonates in flotation tailings neutralises slurry from CCD3.
  - Milk of lime added to reach pH 10 for CIL leaching.

- CIL leaching:
  - Leach tank (1), CIL tanks (7).
  - CN added to CIL1 and CIL2, oxygen injected into leach tank agitator.
- Gold recovery, doré production (gold room):
  - Split AARL loaded carbon elution system, includes carbon regeneration kiln.
  - Six 20 t carbon cycles processed per week.
  - Electrowinning cells (5) deposit gold on stainless steel cathodes, cathode sludge is oven dried.
  - Dried filter sludge is smelted with flux and poured as doré bars for transport off site.
- Tailings neutralisation and tailings storage facility (TSF):
  - CIL tailings mixed with CCD1 overflow solution:
    - Ferrous iron reacts with free CN to form stable CN complex.
    - Neutralisation of acid in solution using carbonate in CIL tailings.
    - Oxidisation of residual ferrous iron to ferric iron with oxygen.
    - Precipitation of iron and other metals at pH 10.
  - Tailings thickener.
  - TSF, with decant water recovery and return system.

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Figure 6.4 Hemi Mining Centre processing plant flowsheet



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6.3.2 Hemi processing plant – key operating parameters

Key operating parameters for the Hemi processing plant are shown in Table 6.7. Plant availability factors are as follows:

- Crushing plant: 70.0%
- HPGR & wet plant: 91.3%
- POx plant: 88.0%

A 70.0% availability for crushing plants is a standard allowance for mineral crushing applications. 91.3% (8,000 operating hours per year) is a standard allowance for mineral grinding and flotation plants. 88.0% availability for the POx circuit provides approximately six weeks per year of downtime for repairs and rebuilds of autoclave linings, agitators and high pressure/high temperature/acid resistant fittings. The 2023 DFS does not provide the basis of the POx circuit availability assumption. AMC considers that 86% availability (seven weeks downtime) would be a more conservative allowance that is taken for similar applications and considers the slightly higher availability to be a potential risk.

Total gold recovery (gold recovery from the CIL circuit) of 93.6% is derived using the fixed tail model as discussed in section 6.2. Overall, AMC considers the prediction of recovery is conservative, especially for oxide ores. More work is required to model performance of transition ores which is acknowledged by De Grey Mining Ltd.

Table 6.7 Hemi process plant – key design parameters

Description			Unit	Value
Plant operating hours per day			h/d	24
Operating days per year			d/a	365
Shifts per day			#	2
Hours per shift			h	12
Crushing plant availability / annual operating hours			% / h/a	70.0 / 6,132
HPGR & wet plant availability / annual operating hours			% / h/a	91.3 / 8,000
POx plant availability / annual operating hours			% / h/a	88.0 / 7,709
Plant nominal feed capacity	ROM feed		dry Mt/a	10.0
	Nominal feed rates	Crushing plant	t/h	1,631
		HPGR & wet plants	t/h	1,250
		POx plant	t/h	106
Feed design grades	Gold		g/t	1.5
	Sulphide sulphur		%	1.15
	$Fe_{sulphide}$: As		#	> 3
Recovery / oxidation / leaching extents	Flotation	Sulphur recovery to concentrate	%	97
		Arsenic recovery to concentrate	%	94
		Gold recovery to concentrate	%	90
	POx	Carbonate leaching	%	100
		Sulphide oxidation	%	93
	CIL gold leach recovery			93.6
Nominal design production rate	Gold production in doré		troy oz / annum	451,400

Whilst the majority of the plant components are designed for the 10 Mtpa rate, some items such as the primary crusher and HPGR, are sized for future expansion to 15 Mtpa and appropriate footprint has been allowed for future expansion to 15 Mtpa for all other unit operations.

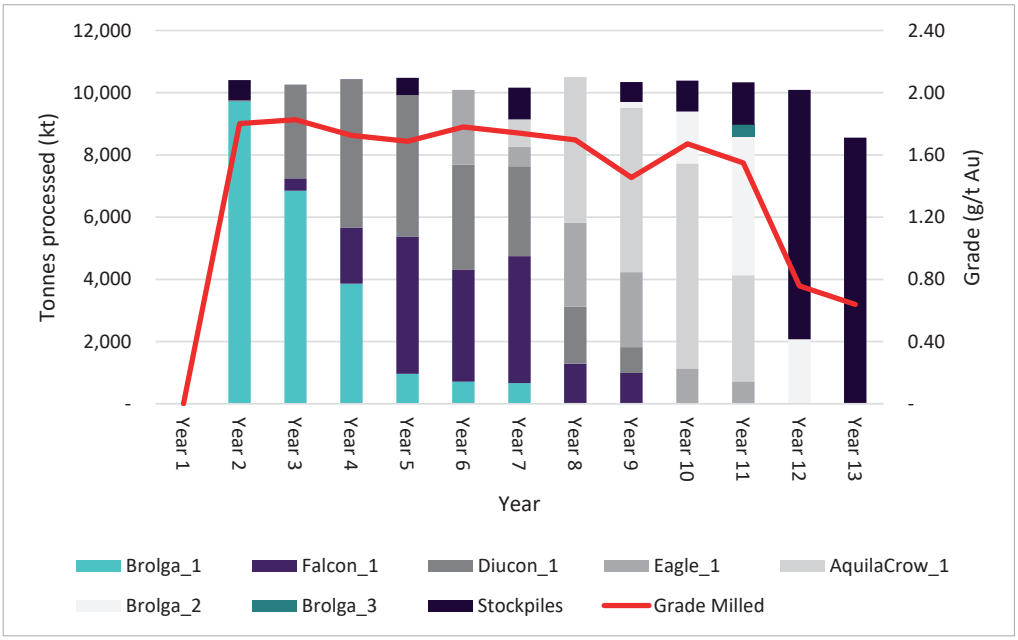
6.4 Processing schedule

The LOM processing key metrics are:

- Ore milled: 122.1 Mt
- Grade milled: 1.54 g/t Au
- Contained gold: 6,050 koz
- Recovery: 93.5%
- Gold Production: 5,658 koz

The processing feed was scheduled at 13.2 Mtpa for oxide, 11.4 Mtpa for transition, and 10 Mtpa for fresh material. Oxide was limited to 20% in the processing schedule. The annualised ore processing throughput rates varied from 10.1 Mtpa to 10.5 Mtpa over the LOM. The annual processing schedule by ore source is illustrated in Figure 6.5.

Figure 6.5 Annual processed tonnes by source



The production profile of recovered gold demonstrates an annual production range up to approximately 570,000 oz in years 1 and 2 of processing with an average production of 553,000 oz/annum in the first five years and 530,000 oz/annum in the first 10 years. The annual recovered gold and recovery are shown in Figure 6.6.

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Figure 6.6 Annual recovered gold

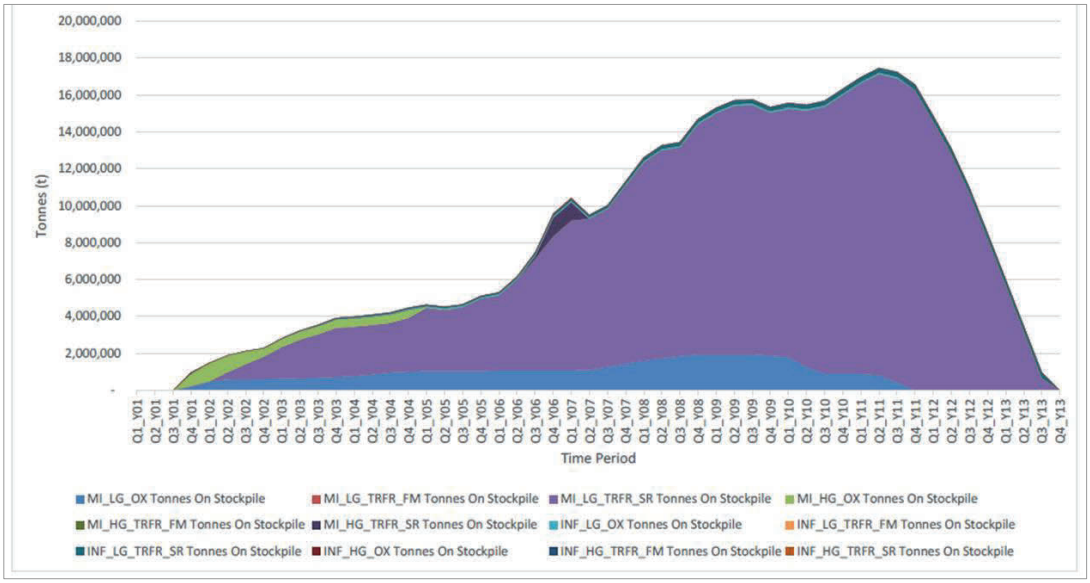


The ore processing ramp up provided by De Grey Mining Ltd is considered challenging by AMC, with an assumption of 75% of nameplate capacity in Month 1, 85% in Month 2, 90% in Month 3 and 100% thereafter. AMC considers that ramping up a complex and specialised, high throughput processing plant over three months from start-up to be unrealistic. AMC recommends that an assumption of 75% of nameplate in Quarter 1, 85% in Quarter 2, 90% in Quarter 3 and 100% from Quarter 4 to be more likely for such a complex plant and a startup operation.

Processing commences one year after mining and ore mined during pre-production is stockpiled ready for commissioning and plant ramp up. Ore mining is scheduled at a faster rate than ore processing, leading to a build-up in the ore stockpile over the LOM to 17 Mt, consisting mostly of low-grade ore. The stockpile balance is illustrated in Figure 6.7.

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Figure 6.7 Stockpile balance by year



6.5 Tailings Storage Facility

The TSF is an integrated waste landform style circular facility with a central decant. The embankment will be zoned with an upstream zone of low permeability upstream zone of clayey mine waste material and a downstream zone of general waste material.

The key design criteria were:

- Annual tailings production rate of 10 Mtpa.
- Storage of up to 130 Mt (100 Mt in the main TSF, with a future expansion of 30 Mt). Since completion of the 2023 DFS, the TSF has been re-designed into a single TSF.
- Dry density of tailings of 1.4 t/m^3.
- 30 m final wall height.

The TSF was designed to the appropriate regulatory requirements and the ANCOLD[8] Guidelines. Consideration was given to the Global Industry Standard on Tailings Management (GITSM) and De Grey Mining Ltd considered the TSF design met the technical requirements, but not other aspects such as governance, data management, and risk assessment.

[8] Australian National Committee on Large Dams (ANCOLD), 2019. Guideline on Tailings Dams – Planning Design, Construction, Operation and Closure.

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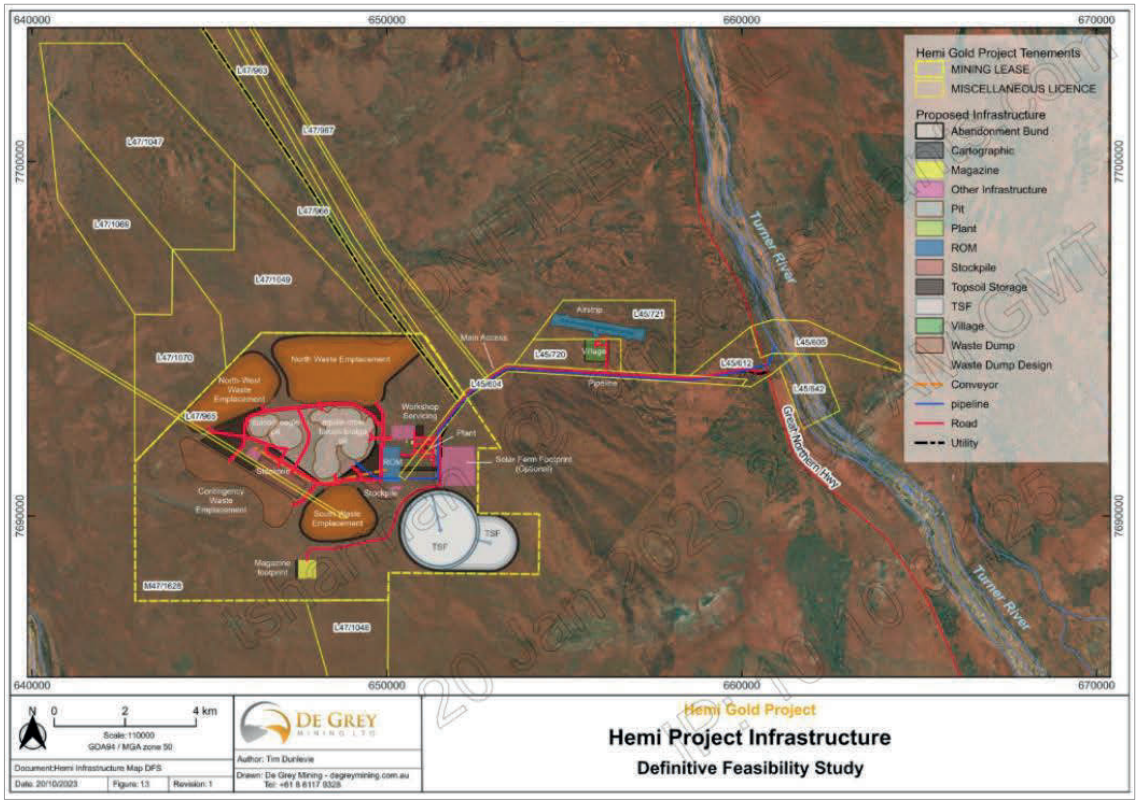
7 Site infrastructure and services

The Hemi Gold Project is located approximately 85 km by road south of Port Hedland, 200 km east of Karratha and 1,600 km north of Perth in the Pilbara region of Western Australia. The project is located in close proximity to the Port Hedland International Airport and connected to Port Hedland and Perth via two lane bitumen sealed highway (Great Northern Highway), providing good access for logistical transport of equipment, materials and services. Other access roads to connect processing plant, accommodation village, office/administration, airstrip and other site infrastructure (haul roads accessing various deposits, ROM pad, magazine etc.) will be developed under the scope of project works by De Grey Mining Ltd and its contractors.

Port Hedland is the world's largest bulk export port, with four of the nineteen operational berths within the harbour public berths owned and operated by the Pilbara Port Authority, which offers the opportunity to export and import general cargo/bulk consumables to support mine development and operations. The close proximity to both Port Hedland and Karratha will play a pivotal role in effective and efficient service offerings for De Grey Mining Ltd and its contractors. Many of the major Original Equipment Manufacturers (OEM's) and service providers (Mechanical, Electrical, Hydraulic, Plant Shutdowns etc.) have head offices, depots and skilled labour to support mining operations based in these towns.

The Project location with respect to the major highway (Great Northern Highway) with site infrastructure layout is illustrated in Figure 7.1.

Figure 7.1 Hemi project infrastructure



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Site infrastructure designed and costed within the 2023 DFS to support mining and processing at Hemi Gold Project include:

- Power supply.
- Water resources.
- Site village.
- Airstrip.
- Access roads.
- Offices.
- Workshops.
- Laydown areas.
- Explosives magazine.
- Surface water management infrastructure.
- Pipelines.
- Waste disposal/landfill.
- Security fencing.
- Construction camp facilities (Mt Dove).

The Hemi Gold Project is located within the North West Interconnected System (NWIS) which comprises of a gas fired and solar power facility fed 220 kV transmission line with future renewable energy sources to expand the NWIS distribution network and offer De Grey Mining Ltd with GHG reductions throughout operations. Three alternative power supply proposals were stated in the 2023 DFS to support the estimated maximum power demand of 71.15 MW, namely Horizon Power, Alinta Energy and APA Group. Horizon and Alinta proposed power supply via connection to the regional grid and their respective generation facilities in Port Hedland. APA Group proposed a build-own-operate (BOO) power supply via an on-site gas fired power station including a pipeline from the Pilbara Energy Pipeline to the Project site, coupled with solar power and battery energy storage system. All three proposals have decarbonisation pathways either at commencement or during operations. De Grey Mining Ltd are investigating the options and assessing the proposals (risk and value) for a power purchase agreement to be finalised prior to the Financial Investment Decision (FID).

The Project is located between the Turner and Yule Rivers, with associated local groundwater aquifers proposed as the primary source of water for operations (processing, mine dust suppression and accommodation). Hydrogeological studies conducted during the 2023 DFS show mine dewatering will provide adequate water supply to meet demand of 25 ML/day during steady state 10 Mtpa production rate for most of the LOM. Modelling indicates that in year 8 of processing operations water demand may exceed the mine dewatering. This demand is planned to be met by converting some reinjection bores to production bores.

The water resource management system will include a total of 104 production bores, 22 bores established during the trial phase, 15 bores developed during early pre-approval works, 39 bores during construction and another 28 bores throughout operations. A key strategy for water management at Hemi is the re-injection of mine dewatering to meet system balance, for which 29 re-injection bores will be established. The water management system will include intermediate storage areas (lined ponds) and be interconnected, monitored and managed to redistribute as required. Discharge of up to 24 ML/day to the Turner River in Years 1 and 2 (ceasing by Year 3) is planned. De Grey Mining Ltd is also considering alternative water management strategies to this proposed water resource management system.

The Project will utilise and recondition the existing Atlas Iron Mt Dove camp for construction accommodation of up to 242 persons, reducing time and costs for permitting, construction and commissioning. A permanent 600-person site village will be constructed to meet operation's needs, with en-suited single rooms, dry and wet messing, laundry and recreation facilities.

An airstrip will be constructed adjacent to the permanent village with a capability to handle Code 3C category aircraft with a capacity of approximately 100 passengers (e.g. Fokker 100 or Embraer 190). The airstrip is designed to be expandable to accommodate Code 4C aircraft with a capacity of 140-180 passengers (e.g. Boeing 737-700/800 or Airbus 320).

Other site infrastructure as outlined above required to operate and maintain a project of this size and scale in this location have been included in the design and cost estimates.

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8 Environmental, social and permitting

The Project as defined in the 2023 DFS is predominantly located on the Indee Station Pastoral Lease for which De Grey Mining Ltd have a granted land access and activities agreement in place for exploration and future mine operations. A small portion of the northern miscellaneous license intersects the Mundabullangana Station Pastoral Lease, although no key project activities are located on the pastoral lease.

De Grey Mining Ltd through its subsidiary Last Crusade Pty Ltd hold the Hemi Gold Project Mining Lease (M47/1628) which was granted in September 2023, covering 6,600 Ha which includes open pit targets (Aquila, Brolga, Crow, Diucon, Eagle and Falcon), process plant, tailings and mine waste storage. De Grey Mining Ltd have applied for 16 Miscellaneous Licenses, of which 13 have been granted. Pending licenses include L45/720, L45/721 and L47/1047 for permanent village, airstrip and re-injection borefield (contingency). The licenses for Village and Airstrip will not be granted until the project has completed the EPA Part IV Assessment.

De Grey Mining Ltd has opted to undertake the State-Commonwealth Assessment Bilateral, allowing the State EPA Part IV Assessment and the Commonwealth EPBC Part IX Impact Assessment to be conducted concurrently, potentially expediting the assessment and approval process. De Grey Mining Ltd have been advised that the assessments will likely be completed in Q2 2025 (EPBC) and Q2 2025 (EPA) respectively. There are a number of risks to the approval process timeline, although none are considered as having the potential to significantly delay the approval process, including any vexatious appeal to a Minister's decision.

De Grey Mining Ltd forecast (base case) to produce 2.5Mt of $CO_{2\text{-}e}$ (Scope I), 2.25Mt of $CO_{2\text{-}e}$ (Scope II) and 2.1Mt $CO_{2\text{-}e}$ (Scope III) Greenhouse Gas Emissions (GHG) throughout the LOM. GHG emissions from a proposal will be considered by the EPA when a project is likely to exceed 100Kt $CO_{2\text{-}e}$ of Scope I emissions in any year; or 100Kt of $CO_{2\text{-}e}$ of Scope II emissions in any year. A benchmark study was undertaken by Energetics in 2022 with De Grey Mining Ltd's base case (a further low emissions case through reduction strategies was assessed) was 30% lower than WA Gold Mining Standard for emissions per ounce produced (t $CO_{2\text{-}e}$/oz.). De Grey Mining Ltd has developed a GHG Environmental Management Plan to outline best practise measures to avoid, reduce and offset Scope I, II and III emissions, with statement and description for five-yearly reduction targets and management strategies.

As part of the 2023 DFS, De Grey Mining Ltd engaged Engineering Risk Management Pty Ltd (ERM) in March 2024 to undertake a due diligence on Environmental and Social aspects of the project with consideration of the Laws, legislation and regulations of Australia and Western Australia, Equator Principles and the International Finance Corporation (IFC) Performance Standards on Environmental and Social Sustainability and IFC Environment, Health and Safety Guidelines for Mining.

Key findings relating to approvals, water, biodiversity, cultural heritage and engagement with Indigenous peoples, stakeholder engagement, social impact assessment, human rights and climate change were investigated.

The Project was identified to be a Category B as defined by the Equator Principles Financing Institutions (EPFI), where projects have potential limited adverse environmental and social risks and/or impacts that are few in number, generally site-specific, largely reversible and readily addressed through mitigation measures.

Water and its impacts to surface and ground aquifers remains the highest risk, with water mounding potentially increasing pore pressure behind open pit slopes (increased risk of localised failures), to alteration of seasonal flow of Turner River, impacting dry-wet season cycles and ecosystems due to planned discharge (contingency of planning). Mine dewatering may render pastoral lease bores inoperable, requiring extension or provision of new, deeper bores. Elevated arsenic levels and other metalloids may impact water quality, discussions with De Grey Mining

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Ltd stated recent test work and modelling have alleviated this risk, however, must remain a focus of management plans.

No State or Commonwealth listed threatened flora, or ecological communities have been recorded within the revised Project area. Seven threatened fauna species identified as potentially occurring in and around the Project area have been listed in the referral documentation with a Fauna Management Plan developed to protect and mitigate any adverse impact to the native fauna.

The traditional owners of the land for which the Project is located is the Kariyarra People and in December 2018, the Kariyarra Native Title Claim (WCD2018/015) was determined and found to exist in parts of the determination area. The Kariyarra People are represented by the Kariyarra Aboriginal Corporation (KAC) and the Kariyarra Native Title Determination consists of approximately 17,354 km^2 of traditional land. In December 2022, De Grey Mining Ltd and KAC signed a Project Agreement, with a range of committed actions relating to communications and engagement, land and water management, Aboriginal cultural management, cultural awareness, access, compensation social opportunities and employment. Twenty-five heritage sites (ACH) were identified by KAC and partner heritage specialists within the Project development envelope. Ten of these require management as outlined in the ACH Management Plan (ACHMP). ACH sites include artefact scatters, landforms (large sand dune with ethnographic values) and a stone arrangement. Within the ACHMP, it is noted that 10 of the 12 sites require exclusion zones and are to be avoided. A remaining two artefact scatter sites require salvaging and are each the subject of a granted section 18 consent. Finally, a further 13 sites, not in areas of proposed infrastructure are to be the subject of discussion with the KAC regarding the management approach which may require inclusion within the ACHMP together with any required avoidance or protective measures.

De Grey Mining Ltd has undertaken a Social Impact Assessment in 2022 (prepared by Umwelt (Australia) Pty Ltd). The stakeholder mapping identified those who live, work or recreate near the proposed project, interested and affected parties and, those who use or value the resources associated with the proposed project. De Grey Mining Ltd have established a Community and Social Performance Management System in INX InForm, to record stakeholder engagement and manage obligations. Consultation with stakeholders has been managed through website/newsletters, briefings and Town Hall meetings, personal meetings/interviews and, community and business events held in Port Hedland.

De Grey Mining Ltd has a conceptual mine closure plan with estimated closure costs assumed by a unit rate ($0.1/t) of total waste mined. The current scope for closure factors removal of infrastructure, earthworks for final landforms, replacement of topsoil and native vegetation, construction of abandonment bunds around open pits, construction of permanent surface water management, identification and removal of any contaminates, stakeholder commitments and monitoring programmes for lease relinquishment. Based upon the project maturity, this concept plan and its associated cost estimate is sufficient for financial assessment and financial risk, however, does not factor physical, biophysical, social and all economic factors for a holistic, integrated plan. A risk-based approach is recommended, with opportunities to utilise mine operating phase to prove and implement closure activities. With limited suitable material availability (erosion stability summary, 68% reported as Low) and the Projects position within a Category B cyclone area (wind and rain erosion), it will be imperative that designation of select mine waste for rock armouring be placed strategically for landform contouring. Waste characterisation modelling and scheduling (mine plan) will form the basis of operational waste dump and final landform designs. Progressive rehabilitation of landform slopes to play an active operational planning role, testing criteria and confirming the closure effectiveness. Waste characterisation test work to date has indicated low percentages (5%) of Potentially Acid Forming (PAF) material, ongoing orebody knowledge definition and delineation to be developed, De Grey Mining Ltd have an encapsulation strategy in plan for effective PAF management. Further mineral assessments have indicated no fibrous, or radiation minerals at problematic levels which require management.

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9 Capital and Operating Costs

The excel based financial model[9] (Financial Model) was based on 2023 DFS physicals as described above. The Financial Model has a minor update to the pre-strip-mining costs since the 2023 DFS financial model was prepared. All other costs remain unchanged. The financial outcomes were calculated using a gold price of A$2,700/oz Au(which is 8% higher than the Ore Reserve gold price of A$2,500/oz Au) and a 5% discount rate.

9.1 Basis of the cost estimate

The basis of the cost estimate includes:

- An effective date of Q2 2023.
- No escalation was applied.
- The costs have an expected accuracy of ±15%.
- Exclusion of Australian Goods and Services Tax (GST).

9.2 Capital Costs

Capital costs total $1,611M over the LOM, consisting of $1,298M construction capital, $82M for pre-strip mining, $106M for phased construction of the TSF, $46M for deferred capital on project expansions and $79M ($6.6M or 0.7% of direct construction costs per annum) for sustaining capital. In addition to this, mine closure cost estimates of $81M have been included as non-operating costs.

A breakdown of the initial project construction capital is provided in Table 9.1.

Table 9.1 Project construction capital costs

Area	Amount ($M)	Notes
Processing - Plant	616	Communication, flotation, oxidation, neutralisation, and leaching circuits; and oxygen plant
Processing - Infrastructure	85	Power substation, TSF, buildings, offices, laboratory and workshops
Processing – Indirects	37	First fill reagents and consumables, ocean freight, spares, commissioning
Non-Processing Infrastructure (NPI)	200	Borefield, village, airstrip, roads, communications
EPCM / Indirects	198	EPCM, owner's costs, temporary facilities, insurances
Subtotal	**1,136**	
Growth allowance/ contingency	162	
Total	**1,298**	

Initial project capital costs for the processing (including infrastructure, excluding oxygen plant), Non-Processing Infrastructure (NPI) (power and water supply, site accommodation, tailings storage facility, airstrip, administration) were estimated by first principles to a defined Class 3 (-10% to +15%) feasibility standard estimate (AACE International). Estimates were developed by industry recognised experts, with majority of equipment costs sourced from vendor budget quotations. Pricing is reflective of Q2 2023, with no escalation applied.

An Engineering, Procurement and Construction Management (EPCM) contracting strategy was assumed and costed for the processing plant and processing infrastructure estimates. A build-own-operate model has been assumed for the oxygen plant and therefore omitted from the initial capital cost estimate. De Grey Mining Ltd have applied a reconciled factor of 15% from the processing EPCM cost build up to the NPI direct costs to reflect the owners team management.

[9] Project Colt DFS Financial Model Stage 2 v1.0.xlsx

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AMC notes that this is not to the AACE International standard as used for the Processing capital estimate and efficiencies of scale for large, established EPCM contractors should not be assumed.

Contingencies for processing and NPI equate to approximately 13% of the direct costs ($94M and $23M respectively) which is at the mid-point of contingency estimate (10-15%) for a Class 3 feasibility study. AMC notes that capital estimates do incur risk for inflation of goods and services and exchange rate variances.

At the end of December 2024, De Grey Mining Ltd[10] have committed $200M on long lead item capital expenditure (primary gyratory crushers, ball mills, HPGR, flotation cells, screens and permanent accommodation), with no material impact to the 2023 DFS cost estimate to date (-$1.5M or -0.1% of $201M in the 2023 DFS). This is a positive result which also increases the capital contingency from 13% as stated above to 17% against remaining direct costs.

Sustaining capital is estimated as 0.7% of direct construction costs ($6.6M per annum or $79M LOM). In AMC's experience this is below the 1-2% industry accepted range, which De Grey Mining Ltd attribute to the quality of components selected in the plant design.

An additional $46M is included for deferred project capital and for upgrades and replacements.

Mine closure costs of $81M has been included as non-operating costs within the Financial Model, De Grey Mining Ltd have developed a conceptual mine closure plan with a full deconstruct, reshape and rehabilitation strategy assumed. Pit lakes would be formed, with restricted access measures put in place. A nominal $0.1/t of total waste mined has been assumed for the cost estimate, AMC notes that based on the closure planning maturity (conceptual), the resultant estimate sufficiently covers the liability in the preliminary stages of development. Mine closure risks and opportunities to be defined in detail as the closure planning matures.

9.3 Operating Costs

The operating costs have been developed over the 12-year LOM, with a steady state processing rate of 10 Mtpa.

The site operating costs and all-in-sustaining costs (AISC)[11] are summarised in Table 9.2. The LOM operating cost is $6,728M and $55.1/t processed. The 2023 DFS estimates to produce at a C1 LOM average cash cost of $1,189/oz, and AISC of $1,337/oz.

Table 9.2 Hemi LOM all-in-sustaining costs

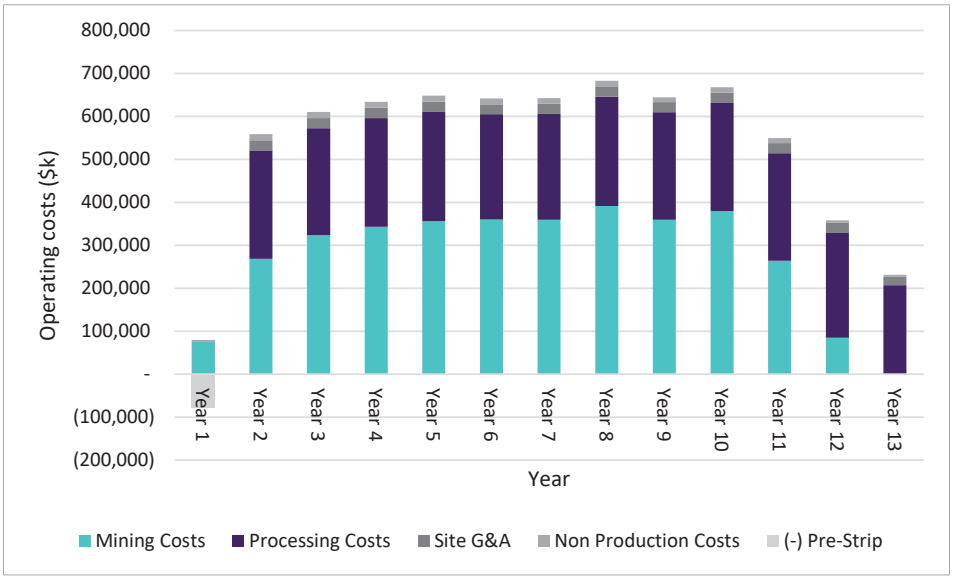
Cost Element	Total LOM ($M)	Unit Cost ($/t processed)	Unit Cost ($/oz produced)
Mining	3,491	28.6	617
Processing	2,956	24.2	523
Administration	281	2.3	50
Site operating costs	**6,728**	**55.1**	**1,189**
Non-production costs	142	1.2	25
Royalties	382	3.1	68
Sustaining and deferred project capital	125	1.0	22
TSF lifts	106	0.9	19
Rehabilitation	81	0.7	14
Total	**7,565**	**62.0**	**1,337**

[10] ASX Announcement, 21 January 2025, Quarterly Activities Report for the period ending 31 December 2024
[11] AISC is based on the World Gold Council guidance note

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Annual operating costs average approximately $600 Mpa and are shown in Figure 9.1.

Figure 9.1 Annual operating costs



9.4 Mining Costs

The mining costs are based on contractor mining for the LOM with De Grey Mining Ltd providing management and technical services. This is a standard operating approach in the Australian mining industry.

The De Grey Mining Ltd's owner's mine operating costs have been developed by first principles covering mine technical services and production/supervision personnel (62 persons), accommodation and flights, associated consumables, light vehicles, pit dewatering, grade control and all mining fly-in/fly-out (FIFO) costs.

The mining contractor costs were sourced from a request for pricing (RFP) covering clearing, drill and blast, load and haul, ancillary, fixed costs and mobilisation/demobilisation activities based on the 2022 PFS mine design, volumes and schedule. Three contractor pricing submissions were received. The bids had a variance of 20%, with the rates from the lowest bid (which De Grey Mining Ltd note was also the best conforming tender) applied to the 2023 DFS design and schedule. De Grey Mining Ltd assumed an additional 7% cost reduction could be achieved due to operating efficiencies brought through the implementation of Autonomous Haulage Systems (AHS) and Autonomous Drilling Systems (ADS). AMC believes operating efficiencies can be achieved with AHS/ADS, however De Grey Mining Ltd have not included the additional capital for hardware and software systems and mine design changes required to achieve the assumed cost reductions.

The resultant LOM mining operating cost estimate was $3.75/t rock mined. A summary of the mine operating costs is reported in Table 9.3. The major components of the owner's costs are personnel and FIFO (both De Grey Mining Ltd and contractors) costs.

De Grey Mining Ltd have indicated verbally to AMC that the mine contractor pricing from the 2023 DFS has been supported (±10%) by tender submissions received late in Q4 2024. The tender submissions are in the early stage of analysis by De Grey Mining Ltd and are not ready to be shared with AMC. Therefore, AMC cannot verify this statement.

Table 9.3 Mining cost summary

Cost Element	Total LOM ($M)	Unit cost ($/bcm)	Unit cost ($/t rock)
Owner's costs	335	0.81	0.36
Clear and grub	17	0.04	0.02
Drill and blast	889	2.14	0.96
Load-and-haul	1,945	5.19	2.09
Fixed costs	369	0.89	0.40
Mobilisation and demobilisation	14	0.03	0.02
Pre-strip	-77	-0.19	-0.08
Total	**3,491**	**8.42**	**3.75**

9.4.1 Processing Costs

Processing costs average $24.2/t processed (inclusive of $0.1/t processed for refining costs) over the LOM, with a breakdown shown in Table 9.4. The processing costs were developed from:

- Reagent consumption rates from metallurgical testwork.
- Reagent prices from supplier quotations.
- Labour costs from the proposed organisation chart.
- Power consumption from the electrical load list, power supply cost from supplier costs based on non-binding term sheets.
- Maintenance costs from first principles and vendor recommendations and data sheets.

Costs were developed by a recognised industry consultant with labour, diesel and electricity estimated and supplied by De Grey Mining Ltd.

Table 9.4 Hemi processing cost summary

Cost Element	Total LOM ($M)	Annual (avg) ($Mpa)	Unit cost ($/t processed)
Reagents	804	67.0	6.6
Personnel	375	31.3	3.1
Maintenance parts	297	24.8	2.4
Power	851	70.9	7.0
Consumables	354	29.5	2.9
Miscellaneous	122	10.2	1.0
Processing administration	139	11.6	1.1
Refining	14	1.2	0.1
Total	**2,956**	**246.4**	**24.2**

The processing cost estimate included electricity supplied at $0.15/kWh, oxygen costs supplied as a build-own-operate (BOO) contract basis at $50/t with all reagents, consumables and maintenance materials (including mobile equipment and light vehicles), transport costs, general freight, contract and on-site laboratory operation and management, miscellaneous costs and general & administration. Raw water costs are not included as these are covered by onsite water management (mine dewatering and bores).

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9.4.2 General and administration

General & administration (G&A) costs cover site administration, occupational health and safety (OHS), environmental, community, village, and airstrip. FIFO related costs for accommodation and flights are backcharged to the departments (mining, processing and administration).

The G&A costs average $2.30/t processed over the LOM. AMC reviewed the costs against AMC's Smart Data[12] and consider the estimate lies within the reasonable range for the production rate.

[12] AMC's benchmarking database (AMC SmartData™) includes data from more than 300 underground and open pit metalliferous mines including an extensive range of mining methods, production rates, operating environments, and locations. Mining operations in AMC's SmartData have undergone a rigorous data collection and analysis process.

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10 Project execution

De Grey Mining Ltd is establishing an owner's project team to manage construction of the Hemi Gold Project. The processing plant and most NPI delivery model is based on an Engineering, Procurement and Construction Management (EPCM) model with horizontal construction packages under the control of the De Grey Mining Ltd's owners' team.

Since completion of the 2023 DFS, De Grey Mining Ltd have continued to advance the Hemi Gold Project as follows:

- Continue to obtain all necessary statutory approvals and permits.
- Front-End Engineering Design (FEED) achieved the 30% milestone during the September 2024 quarter.
- At the end of the December 2024 quarter, total commitments were $200M for plant and infrastructure long-lead items and awarded contracts, which includes the permanent camp and autoclaves. Pricing to date is generally in line with expectations and compliance with the 2023 DFS estimate.
- Engineering, Procurement and Construction (EPC) and EPCM tender documents for the process plant were received in November 2024 and are currently being evaluated by De Grey Mining Ltd.
- The Project Execution Plan and Risk Register are in development.
- Refurbishment and extension of the temporary Mt Dove camp.
- The mining tender process concluded in December 2024. Tender submissions and all supporting documentation from tenderers were received. The review process is expected to commence in the March 2025 quarter.
- Grade control/infill drilling for the Brolga starter pit and associated metallurgical testwork is largely complete with results released in the December 2024 quarter.
- De Grey Mining Ltd plan to conduct a review of the capital cost in the March 2025 quarter following receipt of tenders for the plant construction and mining contracts in the December quarter 2024.

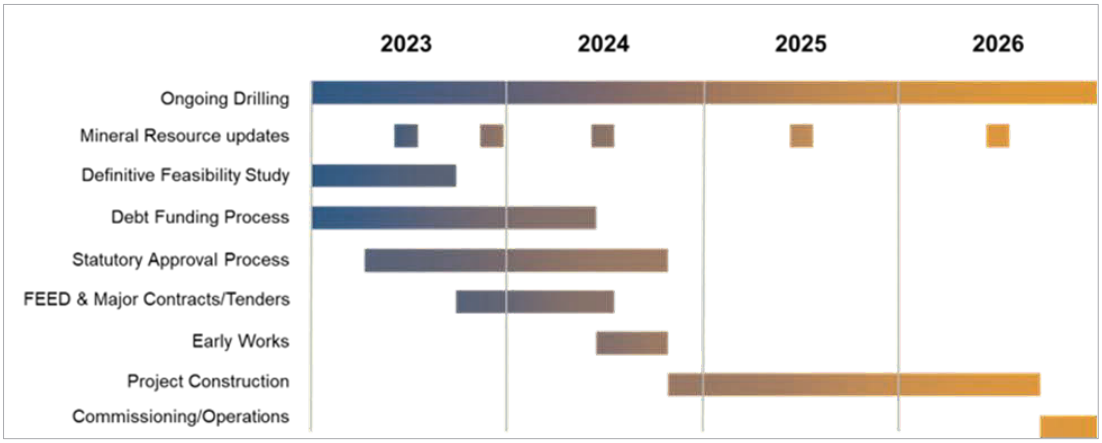
A high-level project implementation schedule from the 2023 DFS is provided in Figure 10.1. The project critical path is:

- Permitting and statutory approvals.
- Preliminary works for the accommodation village, airstrip and dewatering bores.
- Dewatering.
- Processing plant construction.
- Commissioning.

Implementation is tracking approximately 12 months behind this schedule, with key statutory approvals expected mid-2025.

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Figure 10.1 2023 DFS implementation schedule



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11 Regional scoping study

De Grey Mining Ltd has undertaken a Regional Scoping Study (2024 Regional Deposits Scoping Study) into the development of the Western and Eastern Mining Centre deposits located within the Hemi Regional tenement package (refer to Figure 2.1). The Western Mining Centre is located approximately 94 km west from Hemi by sealed highway or approximately 30 km straight line distance. The Eastern Mining Centre, including the Mt Berghaus and Wingina Deposits, is located 12 to 16 km from Hemi.

11.1 Mineral Resources

The November 2023 MRE were used as the basis of the 2024 Regional Deposits Scoping Study as described in section 2.2.2 and 2.2.3.

11.2 Mining

There has been insufficient work to define Ore Reserves for the Regional Deposits. Pit designs were not completed for the scoping study, with pit optimisation shells factored for use in mine scheduling, which AMC considers to be reasonable at this level of study. A 5% ore loss and 5% dilution allowance were included, which AMC considers is likely to underestimate dilution and ore loss for mining these smaller deposits with the proposed 100-t to 200-t excavators and 150-t haul trucks. Material mined was constrained by a maximum digging capacity of 13.8 Mtpa.

The inventory used for the 2024 Regional Deposits Scoping Study is shown in Table 11.1.

Table 11.1 2024 Regional Deposits Scoping Study mine inventory

Deposit	Mill Feed (Mt)	Grade (g/t Au)	Contained Gold (koz)	Waste (Mt)	Total (Mt)	Strip Ratio (t:t)
Eastern						
Mt Berghaus	1.4	1.62	0.07	13.5	15	9.8
Wingina	1.6	1.87	0.10	15.8	17	9.7
Total Eastern	**3.0**	**1.76**	**0.17**	**29.2**	**32**	**9.7**
Western						
Toweranna	6.7	1.60	0.34	55.4	62	8.3
Mallina	1.2	1.86	0.07	15.9	17	13.2
Withnell	4.3	1.64	0.23	43.5	48	10.2
CamelRoe	0.6	2.71	0.05	13.7	14	24.4
Calvert	0.8	1.45	0.04	3.2	4	4.0
Total Western	**13.6**	**1.67**	**0.73**	**131.7**	**145**	**9.7**
Total Regional	**16.6**	**1.69**	**0.90**	**161.0**	**178**	**9.7**

11.3 Metallurgy and processing

Limited testwork has been conducted at scoping study level to metallurgically evaluate the Regional Deposits as summarised in Table 11.2.

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Table 11.2 Summary of key metallurgical characteristics

Deposit	Properties
Towerenna	Comminution properties are in the moderate range in terms of competency; Contains a moderate Gravity recoverable cyanidable gold component; The oxide, transition and fresh domains are free milling; The transition and fresh domains were amenable to conventional flotation, producing flotation concentrates with high gold and sulphide recoveries; Amenable to ore-pre-concentration via ore sorting; and Concentrate was amenable to pressure oxidation without loss of gold recovery. Recovery 92%
Withnell	Comminution properties are in the moderate range in terms of competency; The transition and fresh domains were amenable to conventional flotation, producing flotation concentrates with high gold and sulphide recoveries; The fresh domain displayed preg robbing characteristics and semi refractory in nature; Ores have a significant percentage of the gold associated with sulphide minerals, predominantly pyrite, and that these sulphide minerals required oxidation to liberate the contained gold prior to cyanidation leaching; Improvements in gold recovery were marginal when applying fine grinding to the concentrate prior to cyanidation leaching; Gold recoveries improved if the flotation concentrate was subjected to an oxidation stage; and POx residue leach extractions are variable and likely sensitive to chloride content in the autoclave. Recovery 88%
Mallina	Limited testwork has been completed. Oxide sample displayed free milling properties; fresh sample displayed highly refractory properties; and Flotation of the Mallina fresh ore samples recorded a high gold recovery of 95%
Calvert/Camel Roe	Limited testwork has been completed. Oxide samples tested from both deposits displayed free milling properties. One fresh ore sample tested from Calvert displayed refractory properties, with improved recovery using flotation, followed by oxidation and cyanide leaching. Recovery ranging from 80% to 95%
Mt Berghaus	Limited testwork has been completed Both the oxide and fresh ore samples tested displayed free milling properties, achieving whole ore cyanide leach recoveries of 87% and 95% respectively.
Wingina	Testwork was last completed in 2005. Both the oxide and fresh/transition ore samples tested displayed free milling properties, achieving avg whole ore cyanide leach recoveries of 95 and 92% respectively, at a P80 grind size of 106 µm; and The Fresh/Transition ore zones exhibited moderate competency.

Ore from the larger Western Mining Centre is proposed for processing through a standalone nominal 3 Mtpa processing plant at Withnell (the Western Hub processing plant) to produce doré from free-milling ore and a concentrate from refractory ore for transport to and processing at Hemi. The proposed processing plant is located approximately 25 km from Hemi (straight line direction) or approximately 95 km along the Great Northern Highway and North West Costal Highway. The processing plant will include primary and secondary crushing, milling and pebble crushing, gravity concentration, flotation, CIL blanking, and a leaching circuit to recover free milling ore and a flotation and blanking circuit to treat the refractory ore which will be floated, filter pressed and the concentrate trucked to Hemi for further processing.

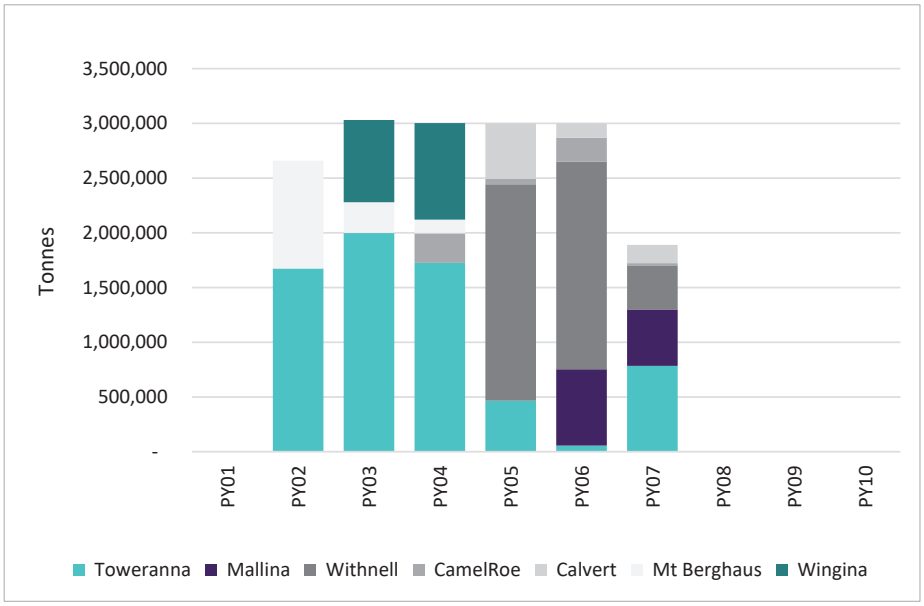
The Eastern Mining Centre Deposits are predominately free milling oxide ores and are proposed to be hauled and processed through the Hemi processing facility at a rate of 1 Mtpa.

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Concentrate storage and repulping facilities at Hemi are included within the 2024 Regional Deposits Scoping Study capital cost estimate. However, no capital costs have been included at Hemi for the direct processing of free milling Eastern Mining Centre Deposits or for downstream processing of Western Hub concentrate through the pressure oxidation circuit at Hemi.

The production profile proposed for the Regional Deposits is shown in Figure 11.1 by year, with the horizontal axis representing Project year for the Regional Deposits.

Figure 11.1 Annual Regional Deposits processing profile



Source: Regionals Scoping Study Fig 1-4

11.4 Infrastructure

Supporting infrastructure at the Western Hub includes access roads, village accommodation, mining infrastructure facilities, power generation facilities and a TSF.

11.5 Costs and financial

The capital cost estimate includes the capital costs for the establishment of the Eastern Mining Centre unsealed haul roads to Hemi, the Western Hub free milling circuit and associated infrastructure, followed by the Western Hub flotation circuit and concentrate handling facilities at Hemi. The estimate includes the separable portions and sequencing of the following scope as outlined in Table 11.3.

Table 11.3 Capital cost estimate

Item	Amount ($M)
Eastern Deposits Haul Roads	14
Western Hub Free Milling Circuits and associated infrastructure	196
Western Hub Flotation, filter press, blacking and thickening circuits and Hemi concentrate receival and repulp facilities	107
Total	**317**

A summary of the combined 2024 Regional Deposits Scoping Study All in Sustaining Costs (AISC) is outlined in Table 11.4.

Table 11.4 Regional Deposits AISC Costs

Cost Element	Total LOM ($M)	Unit cost ($/t processed)	Unit cost ($/oz produced)
Mining	797	48.1	975
Ore haulage	114	6.9	140
Processing	384	23.2	471
Concentrate haulage and processing	14	0.8	17
Administration	63	3.8	77
Site operating costs	**1,372**	**82.7**	**1,679**
Non-production costs	25	1.5	30
Royalties	55	3.3	68
Sustaining and deferred project capital	17	1.1	21
TSF lifts	5	0.3	6
Rehabilitation	16	1.0	20
Total	**1,490**	**89.9**	**1,824**

Using a gold price of A$2,700/oz and 5% discount rate the key financial outcomes were:

- NPV (pre-tax) of $296M.
- The internal rate of return (pre-tax) is 43%.
- Capital payback (pre-tax) of approximately 3.5 years.
- Total cashflow generated over LOM (pre-tax) $396M.

11.6 Conclusions

De Grey Mining Ltd have completed the 2024 Regional Deposits Scoping Study on the assumption that debottlenecking at Hemi will release additional capacity to enable Eastern Mining Centre ore to be processed at Hemi at 1 Mtpa and that Western Hub concentrate can be processed in the pressure oxidation circuit at Hemi without requiring further capital.

The 2024 Regional Scoping Study assumed that the Regional Deposits could start processing in either year four or five of the Hemi processing plant schedule. Allowing for two years for construction for the Western Hub processing plant, AMC considers the later start sensible to allow De Grey Mining Ltd to focus on the optimisation of the Hemi Gold Project operation before management is distracted by construction and implementing a new operation.

The processing assumptions are considered low confidence assumptions by AMC and AMC considers that the full value estimated by the 2024 Regional Deposits Scoping Study will not be achieved.

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12 AMC production case

AMC reviewed the De Grey Mining Ltd financial models for the 2023 DFS and 2024 Regional Scoping Study and considered them to be, with minor changes, reasonable to use as the basis for the production case. The detailed work undertaken on the Project provided sufficient confidence in the mine inventory that AMC considered that only a single production case would be required.

The inventory used by AMC for the AMC Production Cases were as per the 2023 DFS and 2024 Regional Scoping Study and listed in Table 12.1. AMC notes that no mining has occurred on the Hemi Gold Project or Regional Deposits and therefore Mineral Resources and Ore Reserves are unchanged at the valuation date.

Table 12.1 AMC Production Case mine inventory

Deposit	Mill Feed (Mt)	Grade (g/t Au)	Contained Gold (koz)	Waste (Mt)	Total (Mt)	Strip Ratio (t:t)
Hemi						
Brolga 1	26.9	1.64	1,418	64.5	91.4	2.4
Brolga 2	9.5	1.35	412	89.5	99.0	9.4
Brolga 3	0.4	1.17	15	6.5	6.9	16.8
Total Brolga	36.8	1.56	1,844	160.5	197.3	4.4
Aquila/Crow	24.8	1.59	1,269	224.4	249.2	9.0
Falcon	20.2	1.44	934	150.1	170.3	7.4
Eagle	13.3	1.42	609	87.9	101.2	6.6
Diucon	27.0	1.61	1,395	185.0	212.0	6.9
Total Hemi	**122.1**	**1.54**	**6,051**	**807.9**	**929.9**	**6.6**
Regional Deposits						
Eastern						
Mt Berghaus	1.4	1.62	72	13.5	15	9.8
Wingina	1.6	1.87	98	15.8	17	9.7
Total Eastern	**3.0**	**1.76**	**170**	**29.2**	**32**	**9.7**
Western						
Toweranna	6.7	1.60	345	55.4	62	8.3
Mallina	1.2	1.86	72	15.9	17	13.2
Withnell	4.3	1.64	225	43.5	48	10.2
CamelRoe	0.6	2.71	49	13.7	14	24.4
Calvert	0.8	1.45	38	3.2	4	4.0
Total Western	**13.6**	**1.67**	**729**	**131.7**	**145**	**9.7**
Total Regional	**16.6**	**1.69**	**899**	**157.7**	**174**	**9.5**
Total Hemi Plus Regional						
Total	**138.6**	**1.56**	**6,950**	**966**	**1,104**	**7.0**

AMC has made adjustments to De Grey Mining Ltd's 2023 DFS and 2024 Regional Scoping Study financial model inputs as a result of its review, these are listed below.

Hemi start date: The timeline for the approvals process for resource projects can be difficult to forecast and often takes longer, in AMC's experience, than forecasts assumed in studies. This has also been the case for Hemi. De Grey Mining Ltd's current forecast for final approval is July 2025 and for gold production to commence in Q3 2027, is a year later than forecast in the 2023 DFS. AMC consider it prudent to allow for further minor delays in approvals, mobilisation of construction crews to site and complications with construction commencing in the wet season. Therefore, AMC has assumed that mining will commence in Q1 2027 and gold production will commence in Q1 2028.

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Hemi ramp up profile: De Grey Mining Ltd has assumed, what AMC considers is a rapid ramp-up to full production over 3 months, with 75% design throughput in Month 1, 85% in Month 2, 90% in Month 3, and 100% design throughput from Month 4, resulting in approximately 95% design throughput in the first year. While the De Grey Mining Ltd process flowsheet utilises conventional technology, the circuit arrangement is complex and includes a pressure oxidation circuit operating at high temperature and high pressure. There are few processing plants operating locally with a similar process flowsheet and similar throughput rate. It is considered likely that there will be issues in attracting and retaining sufficient skilled operators and technical personnel to achieve the ramp up proposed and that there will be learnings over time in achieving appropriate plant settings to account for local variability in mineralogy that is likely to lead to a slower ramp-up in plant throughput. AMC considers it prudent to expect a slower ramp-up in plant throughput and has assumed 75% design throughput in the first quarter of Year 1, 85% in the second quarter, 90% in the third quarter, and 100% design throughput from the beginning of the fourth quarter, resulting in 88% plant design throughput in the first year. A ramp-up in metallurgical recovery has not been applied.

Escalation: The project operating and capital costs contained in the 2023 DFS are provided as real costs at the time of estimation, which was Q2 2023. To account for price escalation in the 21 months since then, AMC used the difference in indices between December 2022 and September 2024 (latest available at 16/01/2025). AMC applied a rise and fall calculation, typical of that used in the mining contracting industry, but with weightings adjusted to reflect the full suite of on-site costs. Indices were from published data from the Australian Bureau of Statistics (ABS), the Australian Taxation Office, the Reserve Bank of Australia and others to estimate the effect of cost inflation on operating and capital costs.

The form of the rise and fall calculation is:

$$\textit{Rise and fall} = \sum \textit{Weighting} \times \textit{September 2024 Value/December 2022 Value}$$

Where:

Weighting is the weighting of the individual component (sum of weightings is 100%).

The individual cost elements used by AMC and the source of the information for the index values used are:

- Labour – Australian Bureau of Statistics (ABS) Catalogue 6345 Wage Price Index - Table 5b. Total Hourly Rates of Pay Excluding Bonuses: Sector by Industry, Original (Quarterly Index Numbers), Private, Mining, Series ID A2602939F at the end of the evaluation month.
- Parts - ABS Catalogue 6427.0 Producer Price Indexes - Table 11 Input to the Coal mining industry, index numbers and percentage changes, Coal Mining, Series ID A83737106J at the end of the evaluation month.
- Fuel - the cost of diesel fuel, delivered to site, excluding GST and after removal of the Fuel Tax Credit during the evaluation month, sourced from the website[13] and accessed on 16/01/2025.
- Materials - ABS Catalogue 6401 Consumer Price Index - Tables 1 and 2. CPI, All Groups, Index Numbers and Percentage Changes, All groups CPI, Perth, Series ID A2325826V at the end of the evaluation month.
- Exchange rates – Reserve Bank of Australia historical data, daily exchange rates, sourced from the website[14] and accessed on 16/01/2025 and applied to 75% of materials only.

[13] https://view.officeapps.live.com/op/view.aspx?src=https%3A%2F%2Faip.com.au%2Fsites%2Fdefault%2Ffiles%2Fdownload-files%2F2025-01%2FAIP_TGP_Data_10-Jan-2025.xlsx&wdOrigin=BROWSELINK/

[14] https://www.rba.gov.au/statistics/historical-data.html#exchange-rates/

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The rise and fall weightings and index values used by AMC for the Hemi escalation are summarised in Table 12.2.

Table 12.2 Rise and fall factors and index values Hemi

Cost Element	Operating Cost Weighting (%)	Capital Cost Weighting (%)	December 2022 Value	September 2024 Value
Labour	30	20	142.6	152.2
Parts	20	-	127.1	134.1
Fuel[1]	10	5	1.195	1.136
Materials	35	70	129.3	137.0
- Exchange rate[1]	-	75	0.671	0.622
Not subject to rise and fall	5	5	-	-
Total	**100**	**100**	**-**	**-**

Note: 1. Fuel and Exchange rate values used March 2023 to December 2024 values as relevant data was available.

The rise and fall calculations resulted in the following escalation factors used by AMC to adjust the 2023 DFS operating and capital costs from a Q2 2023 basis to a Q1 2025 basis:

- Operating cost rise and fall = +5%.
- Capital cost rise and fall = +10%.

AMC applied the operating cost rise and fall to operating costs and those capital costs that were similar to operating costs, such as pre-production capital (which is really a mining cost reallocated to capital cost) and TSF lifts (which are for earthmoving costs).

In a similar fashion, AMC estimated escalation for the 2024 Regional Scoping Study for escalation for June 2024 to December 2024, using the March 2024 to September 2024 indices to provide 6 months escalation. The rise and fall weightings and index values used by AMC for the Regional Deposits escalation are summarised in Table 12.3.

Table 12.3 Rise and fall factors and index values Regional

Cost Element	Operating Cost Weighting (%)	Capital Cost Weighting (%)	March 2024 Value	September 2024 Value
Labour	30	20	149.3	152.2
Parts	20	-	132.4	134.1
Fuel[1]	10	5	1.202	1.136
Materials	30	70	129.3	137.0
- Exchange rate[1]	-	75	0.671	0.622
Not subject to rise and fall	10	5	-	-
Total	**100**	**100**	**-**	**-**

Note: [1] Fuel and Exchange rate values used June 2024 to December 2024 values as relevant data was available.

The rise and fall calculations resulted in the following escalation factors used by AMC to adjust the 2023 DFS operating and capital costs from a Q2 2023 basis to a Q1 2025 basis:

- Operating cost rise and fall = +1%.
- Capital cost rise and fall = +5%.

As per the Hemi production case, AMC applied the operating cost rise and fall to operating costs and those capital costs that were similar to operating costs, such as pre-production capital (which is really a mining cost reallocated to capital cost) and TSF lifts (which are for earthmoving costs).

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Hemi mining costs: AMC understands from a review of project costs undertaken by BDA, 2024[15] that mining costs were derived by De Grey Mining Ltd from taking the lowest of three budget estimates prepared by three mining contractors and assuming that a 7% cost improvement could be made on the lowest of the mining contractor estimates through the future application of technology, such as autonomous haulage and autonomous drilling. While AMC considers that technology is likely to result in cost improvements, it is uncertain whether those cost improvements will be realised in the timeframe required by the De Grey Mining Ltd LOM plan and that it would not be prudent on counting on operating cost improvements without a corresponding increase in capital costs to achieve those cost improvements.

De Grey Mining Ltd also states that it is also seeking to decarbonise its mining operation, although the implications to operating and capital costs were not stated. AMC consider it prudent to expect that mining costs will be higher than assumed in the 2023 DFS. Therefore, AMC has assumed that mining operating cost savings from technology should be discounted and mining costs increased by 7%. AMC has also assumed a further 5% increase in mining costs to account for De Grey Mining Ltd having used the lowest of the three budget estimates rather than a more conservative approach.

Hemi reclaim cost: The cost allocated to reclaiming stockpiles at the end of mine life appears to be low, with $1M allocated for reclaiming 17 Mt from stockpiles for processing in the final year of production when mining had ceased. AMC considers this is not reasonable and has allocated $1.0/t of reclaim plus escalation for the material reclaimed in the final two years of production (17 Mt).

Hemi refining cost: The 2023 DFS stated that a doré transport, security and refining cost of $2.5/oz Au produced was included in the ore processing cost. AMC notes that $10.0/oz Au was included by Cube in the pit optimisation inputs. AMC considers $2.5/oz is insufficient to cover this cost and typically sees costs between these two amounts. AMC has included an additional refining cost of $2.5/oz Au produced.

Hemi sustaining capital: AMC considers that sustaining capital should be allocated at a rate of 1%-2% per annum of installed fixed plant capital and considers the De Grey Mining Ltd allowance of 0.7% is unlikely to be sufficient to maintain the plant's condition. Therefore, AMC has increased the sustaining capital estimates by 50% to take this to the lower end of the 1% to 2% range, given the location of the Project in the Pilbara close to a major population centre and in an area with large number of large resource projects.

Regional Deposits: The 2024 Regional Scoping Study assumed that debottlenecking in the Hemi plant would allow 1.0 Mtpa of free milling regional ore from the Eastern Mining Centre Deposits to be processed at Hemi without any additional capital cost. Additionally, De Grey Mining Ltd has assumed that the concentrate from the Western Mining Centre Deposits processing hub could be processed at the Hemi Gold Project site using the existing POx circuit without any additional capital cost. AMC considers that both these assumptions to be low confidence without any supporting analysis to underpin the assumption.

The 2024 Regional Scoping Study was based on open pit optimisation shells with no pit designs completed. Conversion of pit shells to designs typically incurs additional waste into the design, increasing the mining cost.

In recognition of the scoping study level of accuracy, use of pit shells and uncertainty around processing capacity at Hemi, AMC has applied a 25% reduction to the value of the Regional Deposits.

[15] Independent Technical Review – De Grey Hemi Gold Project – Western Australia, Behre Dolbear Australia Pty Limited March 2024

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Regional Deposits start date: In the 2024 Regional Scoping Study, De Grey Mining Ltd suggested two start dates for integrating the Regional Deposits with the Hemi Gold Project, with the Regional Deposits commencing processing at either year 4 or 5 of the Hemi processing schedule. AMC consider the year 5 start date likely, to allow sufficient time to optimise Hemi Gold Project operations without distractions from relatively small amounts of Regional Deposits introducing a further source of variability (mineralogy, hardness, metallurgical characteristics, grade and impurities). This later date is used in developing the AMC Production Case.

Regional reclaim cost: There was no cost allocated to reclaiming stockpiles at the end of mine life for reclaiming 1 Mt from stockpiles for processing in the final year of production when mining had ceased. AMC has allocated $1.0/t of reclaim plus escalation for the material reclaimed in the final two years of production (1 Mt).

Regional refining cost: The 2024 Regional Deposits Scoping Study included $2.5/oz refining cost. As per Hemi, AMC included an additional refining cost of $2.5/oz Au produced.

Inputs to the Production Case that were not adjusted:

The following inputs were accepted from the 2023 DFS (with the addition of cost escalation discussed above) without adjustment:

- Mine plan.
- Processing costs at $24.22/t processed, escalated by 5% to $25.43/t processed.
- G&A costs at $2.30/t processed ($23M per annum), escalated by 5% to $2.42/t processed.
- Capital costs: Initial construction, deferred capital and mine closure, escalated at 10%, TSF lifts and production stripping escalated by 5% (similar to operating costs).
- Metallurgical recovery.

The following inputs were accepted from the 2024 Regional Deposits Scoping Study (with the addition of cost escalation discussed above) without adjustment:

- Mine plan.
- Mining costs at $4.53/t mined after escalation.
- Haulage costs of $6.70/t after escalation.
- Processing costs of $23.42/t processed after escalation.
- G&A costs at $3.81/t processed after escalation.
- Capital costs: escalated at 5%, TSF lifts and production stripping escalated by 1% (similar to operating costs).
- Metallurgical recovery.

Gold price forecast

A gold price forecast, comprising KPMG's preferred forecast for gold price in United States dollars and the preferred United States : Australian dollar exchange rate, was provided by KPMG for AMC to use in the AMC production cases to estimate pre-tax undiscounted cashflow, as shown in Australian dollars in Table 12.4. The June 2029 forecast was carried forward for the remainder of the LOM.

Table 12.4 KPMG gold price forecast

Year	June 2025	June 2026	June 2027	June 2028	June 2029
Gold price (A$/oz Au)	4,270	4,092	3,806	3,529	3,357

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AMC Production Case

The AMC Production Case is comprised of mining and ore processing physicals (ore and waste tonnes, ore grade and metallurgical recovery), operating costs and capital costs, revenue (gold price, revenue and royalties), and pre-tax undiscounted cashflow and is provided to the IE to assist with valuation of the Hemi and Regional Deposits.

The AMC Production Case for the combined Hemi and Regional Deposits production case is shown in Table 12.5, with the Hemi only shown in Table 12.6 and the Regional Deposits only shown in Table 12.7.

Table 12.5 AMC Production Case

Description	Units	LOM Total	FY26	FY27	FY28	FY29	FY30	FY31	FY32	FY33	FY34	FY35	FY36	FY37	FY38	FY39	FY40
Mining																	
Ore	Mt	**138.6**	-	1.0	11.7	11.9	11.0	11.1	17.4	15.3	17.4	14.1	14.2	11.3	2.1	-	-
Waste	Mt	**969**	-	24	81	80	79	80	111	127	112	108	110	49	6	-	-
Total	Mt	**1,107**	-	25	93	92	90	91	129	143	129	122	125	61	8	-	-
Strip ratio	t:t	**7.0**	-	25.1	6.9	6.7	7.2	7.2	6.4	8.3	6.4	7.7	7.8	4.3	2.8	-	-
Processing																	
Feed	Mt	**138.6**	-	-	9.5	10.3	10.4	10.5	12.8	13.2	13.5	13.3	13.4	12.2	10.1	9.5	-
Grade	g/t Au	**1.54**	-	-	1.80	1.83	1.74	1.69	1.76	1.72	1.72	1.53	1.68	1.54	0.83	0.65	-
Contained	Moz Au	**6,953**	-	-	550	603	583	571	722	730	746	654	723	604	270	198	-
Recovery	%	**93.2**	-	-	94.5	94.6	94.3	94.1	93.9	94.1	94.0	91.9	92.7	93.0	86.9	84.4	-
Recovered	Moz	**6,478**	-	-	520	571	550	537	678	687	702	601	670	561	234	167	-
Operating costs																	
Mining	$M	**4,911**	-	-	314	379	402	417	583	598	610	554	593	343	109	11	-
Haulage	$M	**125**	-	-	0	0	0	0	24	28	27	17	16	13	0	0	-
Processing	$M	**3,492**	-	-	242	261	265	267	315	325	333	339	340	309	256	240	-
G&A	$M	**358**	-	-	25	25	25	25	34	35	36	37	37	33	24	21	-
Non-production	$M	**174**	-	-	15	15	15	14	19	19	19	16	17	15	7	4	-
Refining cost	$M	**16**	-	-	1	1	1	1	2	2	2	2	2	1	1	0	-
Operating Cost	$M	**9,076**	-	-	597	681	708	725	977	1,007	1,026	965	1,005	712	396	276	-
Capital Cost																	
Construction	$M	**1,761**	954	474	-	-	-	221	-	-	112	-	-	-	-	-	-
Pre-production	$M	**98**	3	93	-	-	-	-	-		0	-	-	-	-	-	-
Deferred	$M	**180**	-	-	16	18	45	5	12	2	19	2	34	25	1	1	-
Sustaining	$M	**159**	-	-	11	11	11	11	16	16	16	16	16	15	11	11	-
Closure	$M	**106**	-	-	-	-	-	-	-	-		3	0	3	10	38	51
Capital Cost	$M	**2,303**	957	567	27	29	56	239	28	18	147	21	50	43	22	50	51
Revenue																	
Gold price	A$/oz	**3,371**	-	3,806	3,529	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357
Gold revenue	$M	**21,835**	-	-	1,834	1,916	1,845	1,803	2,277	2,305	2,355	2,017	2,250	1,885	786	562	-
Royalty	$M	**546**	-	-	46	48	46	45	57	58	59	50	56	47	20	14	-
Undiscounted cashflow	$M	**9,909**	-957	-567	1,164	1,157	1,035	794	1,215	1,222	1,123	982	1,139	1,082	348	222	-51

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Table 12.6 AMC Production Case (Hemi)

Description	Units	LOM Total	FY26	FY27	FY28	FY29	FY30	FY31	FY32	FY33	FY34	FY35	FY36	FY37	FY38	FY39	FY40
Mining																	
Ore	Mt	**122.1**	-	1.0	11.7	11.9	11.0	11.1	14.6	11.9	13.9	11.0	11.4	10.6	2.1	-	-
Waste	Mt	**808**	-	24	81	80	79	80	76	92	85	80	79	45	6	-	-
Total	Mt	**930**	-	25	93	92	90	91	90	104	99	91	90	56	8	-	-
Strip ratio	t:t	**6.6**	-	25.1	6.9	6.7	7.2	7.2	5.2	7.7	6.1	7.3	6.9	4.3	2.8	-	-
Processing																	
Feed	Mt	**122.1**	-	0.0	9.5	10.3	10.4	10.5	10.1	10.2	10.5	10.3	10.4	10.3	10.1	9.5	-
Grade	g/t Au	**1.54**	-	-	1.80	1.83	1.74	1.69	1.77	1.74	1.70	1.47	1.65	1.56	0.83	0.65	-
Contained	Moz Au	**6,054**	-	-	550	603	583	571	575	570	576	489	551	519	270	198	-
Recovery	%	**93.5**	-	-	94.5	94.6	94.3	94.1	94.4	94.3	94.2	93.2%	94.1	93.6	86.9	84.4	-
Recovered	Moz	**5,661**	-	-	520	571	550	537	543	537	542	456	519	485	234	167	-
Operating costs																	
Mining	$M	**4,105**	-	-	314	379	402	417	422	421	458	420	444	309	109	11	-
Haulage	$M	**-**	-	-	0	0	0	0	0	0	0	0	0	0	0	0	-
Processing	$M	**3,104**	-	-	242	261	265	267	257	259	267	263	264	263	256	240	-
G&A	$M	**295**	-	-	25	25	25	25	24	25	25	25	25	25	24	21	-
Non-production	$M	**149**	-	-	15	15	15	14	15	14	14	12	13	12	7	4	-
Refining cost	$M	**14**	-	-	1	1	1	1	1	1	1	1	1	1	1	0	-
Operating Cost	$M	**7,667**	-	-	597	681	708	725	719	718	766	721	748	610	396	276	-
Capital Cost																	
Construction	$M	**1,428**	954	474	-	-	-	-	-	-	-	-	-	-	-	-	-
Pre-production	$M	**96**	3	93	-	-	-	-	-	-	-	-	-	-	-	-	-
Deferred	$M	**175**	-	-	16	18	45	5	12	2	14	2	34	25	1	1	-
Sustaining	$M	**131**	-	-	11	11	11	11	11	11	11	11	11	11	11	11	-
Closure	$M	**89**	-	-	-	-	-	-	-	-	-	-	-	-	-	38	51
Capital Cost	$M	**1,918**	957	567	27	29	56	16	23	13	25	13	45	36	11	50	51
Revenue																	
Gold price	A$/oz	**3,373**	-	3,806	3,529	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357
Gold revenue	$M	**19,093**	-	-	1,834	1,916	1,845	1,803	1,823	1,804	1,819	1,531	1,741	1,630	786	562	-
Royalty	$M	**477**	-	-	46	48	46	45	46	45	45	38	44	41	20	14	-
Undiscounted cashflow	$M	**9,031**	-957	-567	1,164	1,157	1,035	1017	1,036	1,027	983	759	904	943	359	222	-51

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Table 12.7 AMC Production Case (Regional Deposits)

Description	Units	LOM Total	FY26	FY27	FY28	FY29	FY30	FY31	FY32	FY33	FY34	FY35	FY36	FY37	FY38	FY39	FY40
Mining																	
Ore	Mt	**16.6**	-	-	-	-	-	-	2.9	3.4	3.5	3.1	2.9	0.8	-	-	-
Waste	Mt	**161**	-	-	-	-	-	-	36	35	27	28	32	4	-	-	-
Total	Mt	**178**	-	-	-	-	-	-	38	39	30	31	35	5	-	-	-
Strip ratio	t:t	**9.7**	-	-	-	-	-	-	12.4	10.3	7.5	8.9	11.1	5.4	-	-	-
Processing																	
Feed	Mt	**16.6**	-	-	-	-	-	-	2.7	3.0	3.0	3.0	3.0	1.9	-	-	-
Grade	g/t Au	**1.54**	-	-	-	-	-	-	1.72	1.64	1.77	1.71	1.78	1.40	-	-	-
Contained	Moz Au	**899**	-	-	-	-	-	-	147	160	171	165	172	85	-	-	-
Recovery	%	**90.8**	-	-	-	-	-	-	91.9	93.3	93.5	87.9	88.4	89.3	-	-	-
Recovered	Moz	**817**	-	-	-	-	-	-	135	149	160	145	152	76	-	-	-
Operating costs																	
Mining	$M	**806**	-	-	-	-	-	-	161	177	152	133	149	34	-	-	-
Haulage	$M	**125**	-	-	-	-	-	-	24	28	27	17	16	13	-	-	-
Processing	$M	**388**	-	-	-	-	-	-	58	66	66	77	76	46	-	-	-
G&A	$M	**63**	-	-	-	-	-	-	9	11	11	12	12	8	-	-	-
Non-production	$M	**25**	-	-	-	-	-	-	5	5	5	4	4	2	-	-	-
Refining cost	$M	**2**	-	-	-	-	-	-	0	0	0	0	0	0	-	-	-
Operating Cost	$M	**1,410**	-	-	-	-	-	-	258	288	260	244	257	102	-	-	-
Capital Cost																	
Construction	$M	**333**	-	-	-	-	-	221	-	-	112	-	-	-	-	-	-
Pre-production	$M	**3**	-	-	-	-	-	3	-	-	-	-	-	-	-	-	-
Deferred	$M	**5**	-	-	-	-	-	-	-	-	5	-	-	-	-	-	-
Sustaining	$M	**27**	-	-	-	-	-	-	5	5	5	5	5	4	-	-	-
Closure	$M	**17**	-	-	-	-	-	-	-	-	-	3	0	3	10	-	-
Capital Cost	$M	**385**	-	-	-	-	-	223	5	5	122	8	5	7	10	-	-
Revenue																	
Gold price	A$/oz	**3,357**	-	3,806	3,529	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357	3,357
Gold revenue	$M	**2,741**	-	-	-	-	-	-	454	500	536	487	509	255	-	-	-
Royalty	$M	**69**	-	-	-	-	-	-	11	13	13	12	13	6	-	-	-
Undiscounted cashflow	$M	**878**	-	-	-	-	-	-223	180	195	140	223	235	139	-10	-	-

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13 Key risks and opportunities

13.1 Risks

Mining industry projects are subject to typical industry risks including:

- Estimation of tonnes, grade and metal are not precise calculations but are based on interpretation and on samples from drilling, that even at a close drill hole spacing, represents only a very small proportion of the overall orebody.
- Mine production forecasts are subject to resource estimation, geotechnical, hydrogeological and production related estimation risks.
- Estimations of capital and operating costs are rarely more accurate than ±10-15%.
- Mining project revenues are subject to variations in metal prices and revenue.

In addition to the typical mining industry risks, whilst preparing the ITSR, AMC identified the following material risks to the 2023 DFS, where materiality is defined as a potential impact of >5% on production or costs:

- The 5m x 5m x 5m SMU represents a degree of selectivity that is unlikely to be achieved with the bulk mining approach. Not achieving the planned degree of selectivity will result in more ore tonnes at a lower grade.
- Mining costs: AMC understands from a review of project costs undertaken by BDA in 2024 that mining costs were derived by De Grey Mining Ltd from taking the lowest of three budget estimates prepared by three mining contractors and assuming that a 7% cost improvement could be made on the lowest of the mining contractor estimates through the future application of technology. AMC considers it prudent to expect that mining costs will be higher than assumed in the 2023 DFS and has applied a cost increase in the AMC Production Case.
- The processing plant production ramp-up schedule is optimistic. Not achieving the ramp-up will reduce gold production and revenue in the first year of processing. AMC has proposed a more gradual ramp-up in the AMC production case.

13.2 Opportunities

In preparing the ITSR, AMC identified the following opportunities:

- De Grey Mining Ltd has undertaken a scoping study to provide a preliminary evaluation of the development of the Regional Deposits, that is, the Western and Eastern Mining Centres. Further assessment of these regional deposits will derisk and better define the potential of these deposits.
- Mineral Resource growth. De Grey Mining Ltd has demonstrated a history of rapid increases in Mineral Resources. The Hemi MRE has grown at the rate of approximately 1.3 Moz per annum since the maiden MRE of 6.8 Moz was released in June 2021 (Figure 13.1).
- Extensions to the Hemi Mining Centre deposits. Recent extensional resource drilling and a conceptual underground study undertaken by De Grey Mining Ltd in 2024 has shown the potential for underground mining below the 2023 DFS pit designs. Figure 13.2 shows drilling results below the 2023 DFS Eagle open pit design, with a broad zone of mineralisation continuing below the pit design and is still open down plunge.
- De Grey Mining Ltd has an extensive, contiguous tenement package covering 2,500km^2. De Grey Mining Ltd has entered into a farm-in agreement and option agreements on other tenements in the region, with the right to earn a 50% joint venture interest in the Novo Resources Corporation Egina tenements by spending $25M over four years (see section 14 below).

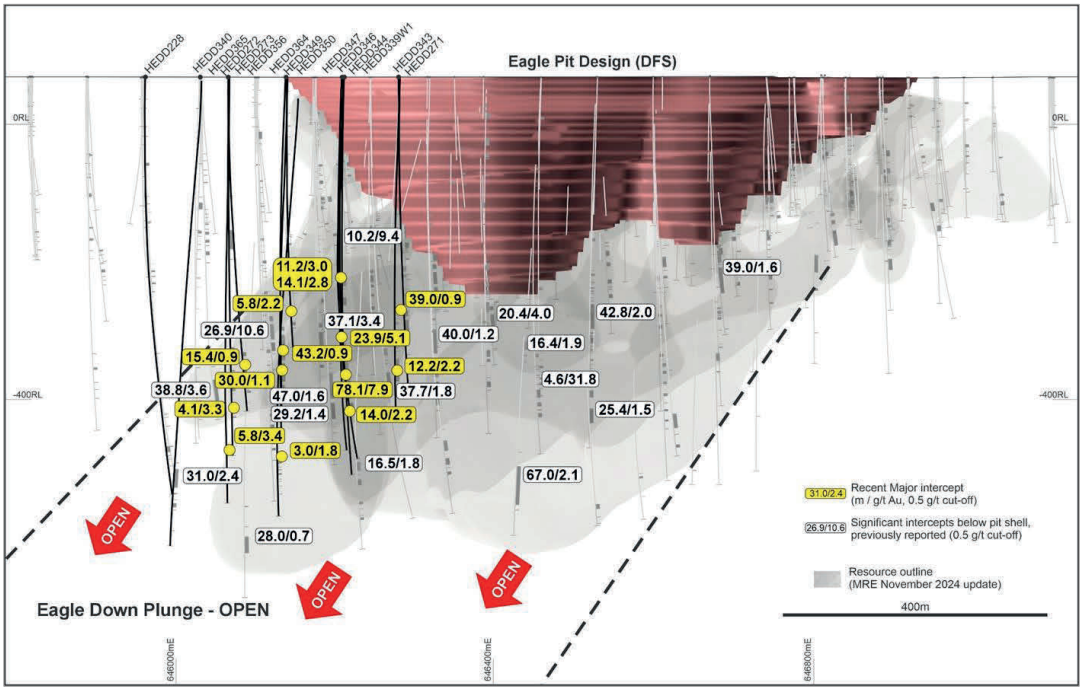
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Figure 13.1 Five-year Hemi and Regional Mineral Resource Growth



Source: Hemi Gold Project Mineral Resource Estimate (MRE) 2024, ASX release 14 November 2024

Figure 13.2 Eagle Long Projection showing recent drill results outside the 2023 DFS open pit design



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14 Exploration Values

14.1 Valuation methods – Mineral Resources and exploration assets

Where projections of production physicals and related costs can be reasonably determined for an operation or development project, it is accepted industry practice to prepare discounted cash flow (DCF) models from which net present value (NPV) estimates can be determined for the operation or project. Accordingly, production and capital and operating cost projections have been prepared (AMC Production Case) for consideration in the generation of NPVs for those operations or projects that are parts of the Mineral Assets.

Where this is not the case, such as in cases where Mineral Resources fall outside the DCF models, or other exploration projects of De Grey Mining Ltd (Exploration Assets), exploration valuation methods are applied. The methods used for valuation of the Exploration Assets are described below.

Mineral Resources not included in the AMC Production Case have been valued using an exploration valuation method. In most cases, Mineral Resources that have been valued by an exploration method are remnants of Mineral Resources included in the AMC Production Case. The Amanda and Dromedary Mineral Resources are not considered in the AMC Production Case.

Where a project is not sufficiently advanced to provide a reasonable basis for use of the DCF method (technical value), those projects have been considered as Exploration Assets for valuation purposes. This approach has been applied to tenements without Mineral Resources.

The valuation of Exploration Assets, particularly those for which Mineral Resources have not been estimated, is carried out using several generally accepted methods, based on available data (market value).

Due to data limitations, it has not been possible, to use more than one method for determining a valuation appropriate for De Grey Mining Ltd projects. Values are rounded, and outliers in contributing estimates are sometimes excluded.

The preferred value for the valuation ranges presented in this ITSR is the midpoint of the range.

The market value methods considered in AMC Report for valuation of the Mineral Resources not included in the AMC Production Case and other Exploration Assets of De Grey Mining Ltd are as follows.

The Yardstick Value method

Rules of thumb or Yardstick Values can be used for properties where a Mineral Resource has been quantified. A value per contained metal unit (for example, ounce of gold, tonne of copper, or gold equivalent) is assigned to an actual Mineral Resource. A high, mid, and low valuation are generally derived.

The Unit Area method

A value is determined by reference to actual transactions for the property in question or to recent transactions for projects considered to be similar to those under review (Comparable Transaction). Comparable Transactions are converted to a value per unit area.

14.2 Mineral Resources not included in AMC Production Cases

For the purposes of valuation of the Mineral Assets, AMC considers that the exploration value of tenements that host Mineral Resources is indicated by the value of that portion of the Mineral Resources not included in the AMC Production Case, referred to as remnant Mineral Resources.

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For the Hemi Gold Project, Mineral Resources converted to Ore Reserves have been included in the AMC Production Case. Ore Reserves have not been reported for the Western and Eastern Mining Centres however the Western and Eastern Mineral Resources have been considered in the AMC Production Case.

The value of Mineral Resources not included in the AMC Production Case has been considered by rule-of-thumb or the Yardstick Values method. A value per contained metal unit determined from comparable transactions was assigned to the contained metal in a Mineral Resource that was not included in an AMC Production Case. A range of yardstick values was determined to reflect the Mineral Resource classification.

Mineral Resources reported for the De Grey Mining Ltd projects are classified as Indicated and Inferred Mineral Resources. For the valuation, AMC determined the metal content of remnant Mineral Resources in Indicated and Inferred Mineral Resources by deducting the contained gold included in the AMC Production Case from the tonnage and grade in the Indicated Mineral Resources first, and then Inferred Mineral Resources.

To value Mineral Resources not included in the AMC Production Case, a search of a subscription database was completed to identify comparable transactions. Transactions for company takeovers are excluded because the value of the transaction will reflect other items apart from the value of the Mineral Resource (e.g. cash or debt). The transactions related to Australian gold deposits were used to derive an indicative gold price per ounce for Mineral Resources included in the transaction are reported in Table 14.1.

Table 14.1 Gold transactions for tenements with Mineral Resources in Australia

Date	Project	Buyer	Resource (koz AuEq)	Value ($M)	Implied Value (A$/oz)
24/03/2020	Clonbinane project	Mawson Resources Limited	47	0.62	13
6/04/2020	Mining Lease M37/54	Red 5 Limited	62.1	2.07	33
8/05/2020	Albury Heath project	Westgold Resources Limited	27	1.13	42
27/05/2020	Cables and Mission	Red 5 Limited	185	2.25	12
29/06/2020	Beaconsfield mine	NQ Minerals Plc	57.1	1.81	32
30/09/2020	Leonora tenements	Specrez Pty Ltd	104	0.19	2
1/10/2020	Eureka project	Warriedar Mining	43.1	1.41	33
5/11/2020	Kalpini project	Horizon Minerals Limited	256	2.72	11
10/11/2020	Trojan Slate Dam Clinker	Black Cat Syndicate Limited	115	0.49	4
16/12/2020	Mathinna/Alberton Lefroy	Nubian Resources Ltd.	45.3	2.38	53
24/12/2020	Tuckanarra project	Odyssey Energy Limited	80.7	4.85	60
12/01/2021	Kookynie project	Genesis Minerals Limited	414	15.0	37
13/01/2021	Yandan project	GBM Resources Limited	308	3.24	11
15/01/2021	Twin Hills	GBM Resources Limited	633	3.50	6
10/02/2021	Bendoc project	Gladiator Resources Limited	16	0.25	16
29/03/2021	Lindsays project	Nu-Fortune Gold Ltd	215	5.10	24
1/06/2021	Malcolm project	Mt Malcolm Mines NL	14.5	0.37	26
15/06/2021	Grade Gnows Nest	Emu NL	13.8	3.28	238
16/06/2021	Kurnalpi Project	Northern Star Resources	189	19	101
23/08/2021	Monument Project	SI6 Metals Limited	50	0.54	11
15/09/2021	Central Tanami project	Northern Star Resources	274	16.1	59
15/11/2021	Jumbuck project	Marmota Limited	319	3.04	10
17/12/2021	Millrose project	Strickland Metals Limited	346	10	30
30/12/2021	Manna project	Global Lithium Resources	1,096	33	30

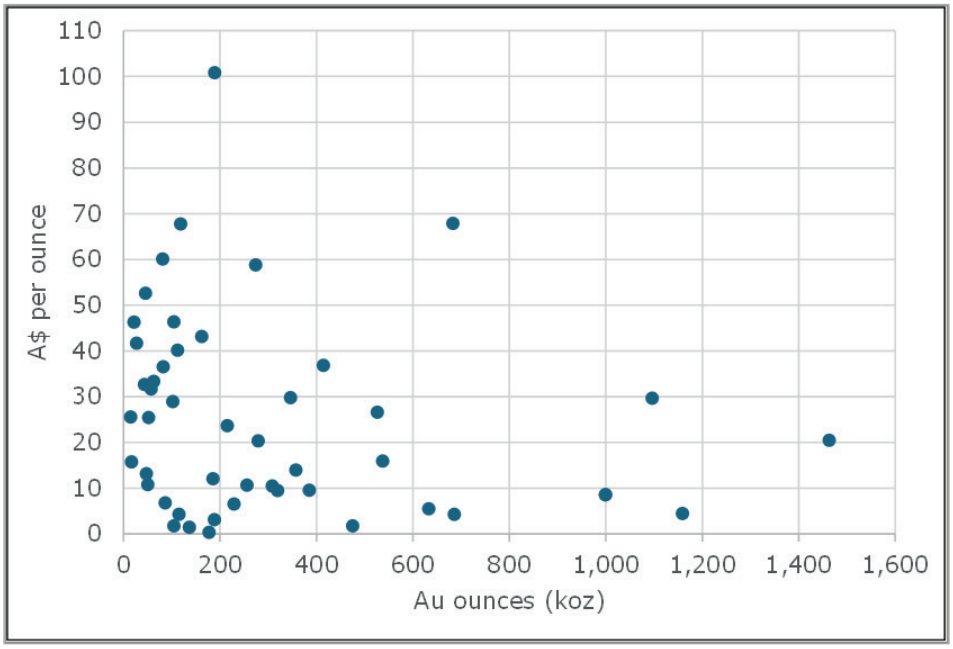
Date	Project	Buyer	Resource (koz AuEq)	Value ($M)	Implied Value (A$/oz)
15/06/2022	Paulsens W Tanami	Black Cat Syndicate Limited	683	46	68
9/03/2023	Malmsbury	Novo Resources Corp	104	4.8	46
9/03/2023	Castlemaine	Novo Resources Corp	686	3.0	4
26/04/2023	Cue	Rock Solid Mining Services Pty Ltd	136	0.20	1
2/05/2023	Sellheim	Niuminco Group Limited	33	0.4	195
26/06/2023	Millrose	Northern Star Resources Limited	346	59	172
5/09/2023	Blackwood	Currawong Resources Pty Ltd	86	0.59	7
19/09/2023	Mount Mackenzie	Aureus Mining Limited	229	1.5	7
18/10/2023	Mt Dimer	Beacon Minerals Limited	82	3.0	37
14/11/2023	Eyre Peninsula	Cobra Resources plc	279	5.7	20
22/11/2023	Golden Ant	Great Eastern Gold Ltd	385	3.7	10
20/12/2023	Nullagine	Calidus Resources Limited	1,159	5.2	5
5/02/2024	Ashburton Regional	De Grey Mining Limited	1,463	30	21
5/07/2024	Mt Bundy	Undisclosed Buyer	3,005	300	100
8/07/2024	White Dam	Olary Gold Mines Limited	102	3.0	29
15/07/2024	Twin Hills	Wise Walkers Limited	999	8.6	9
15/07/2024	Twin Hills	Wise Walkers Limited	999	8.6	9
1/08/2024	Montague	Brightstar Resources Limited	526	14	27
26/08/2024	Triumph	Dart Mining NL	118	8.0	68
28/08/2024	Palm Springs	WIN Metals Ltd	357	5.0	14
13/09/2024	Citadel	Rio Tinto Group	2,839	53	19
24/10/2024	Adelong	Great Divide Mining Ltd	188	0.59	3
25/10/2024	Eureka	Javelin Minerals Limited	112	4.5	40
31/10/2024	Halls Creek	KMG Group	162	7.0	43
4/11/2024	Glenburgh, Mt Egerton	Benz Mining Corp	537	8.6	16
4/11/2024	Silver Swan North	Mineral Mining Services Pty Ltd	22	1.0	46
19/11/2024	Nullagine	Austroid Australia Pty Ltd	475	0.85	2
29/11/2024	Parkes	Adavale Resources Limited	52	1.3	25
6/12/2024	Yarri	Kalgoorlie Gold Mining Limited	177	0.07	0.4

Source: S&P Global Inc.

For the purpose of considering the influence of project size, the implied values per ounce are compared with the size of the deposits in Figure 14.1 with some outliers excluded. Transactions fall within the range of $10 to $110 per ounce of contained gold. The implied value does not appear to be influenced unduly by deposit size.

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Figure 14.1 Yardstick value and deposit size for gold transactions in Australia



Source: AMC analysis of public information

The Mineral Resources that are subject to the transactions reported in Table 14.1 vary in size, mining status and relative proportion of Measured, Indicated, and Inferred Resources. The Mineral Resource estimates to which the yardstick values will be applied are categorised into Measured, Indicated, and Inferred Mineral Resources.

Implied values, excluding outliers, were used to assign ranges of values to be applied to the Measured, Indicated, and Inferred Mineral Resources.

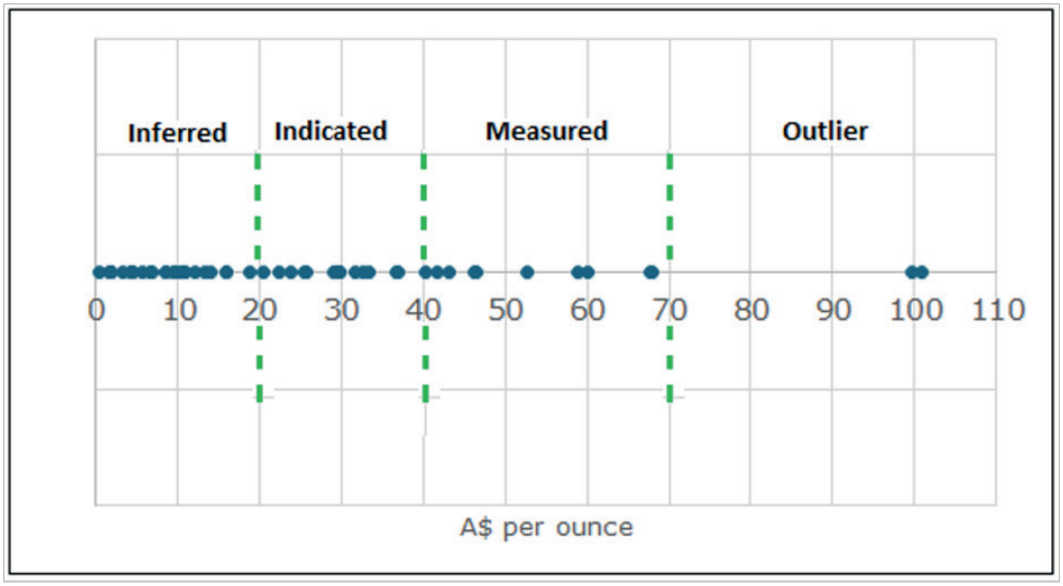
Figure 14.2 shows the basis of the ranges of values for Measured, Indicated, and Inferred Resources. From this data, and AMC experience, the ranges of yardstick values applied to each Mineral Resource category are:

- Measured Resource: A$40/oz to A$70/oz.
- Indicated Resource: A$20/oz to A$40/oz.
- Inferred Resource: A$5/oz to A$20/oz.

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Figure 14.2 Ranges of $/oz values assigned for Measured, Indicated, and Inferred Mineral Resources based on Australian transactions



Source: AMC analysis of public information

The Mineral Resources not included in AMC Production Cases, and to which the yardstick values were applied, were determined by depleting the contained gold in the November 2024 Mineral Resources by the contained gold in the AMC Production Cases. The AMC Production Case is based on the June 2023 MRE and the depletion of contained gold from the November 2024 MRE is slightly disconnected. However, the Mineral Resource statement for November 2024 states that most of the increase in Mineral Resources is in those parts of the deposits that might be mined by underground mining methods. AMC considers that any minor misallocation of open pit Mineral Resources in this process is outweighed by the need to reflect the substantial increase in underground Mineral Resources.

Table 14.2 summarises the valuation of remnant Mineral Resources.

Table 14.2 Valuation of remnant Mineral Resources

Mining Centre	Mineral Resource			Production Case	Remnant Resource		Value		
	Measured	Indicated	Inferred		Indicated	Inferred			
	Au Moz	Au Moz	Au Moz	Au Moz	Au Moz	Au Moz	A$M low	A$M preferred	A$M high
Western	0.06	0.84	0.98	0.73	0.16	0.98	8.15	17.1	26.1
Eastern	0.17	0.12	0.24	0.17	0.13	0.24	3.72	6.79	9.87
Hemi	0.59	6.26	4.33	6.05	0.80	4.33	37.6	78.0	118.4
Total							**49.4**	**101.9**	**154.4**

14.3 Exploration Assets without Mineral Resources

De Grey Mining Ltd holds exploration and mining interests in the Hemi and surrounding region as follows:

- 3 mining leases in the Hemi area covering 105.6 km^2.
- 7 exploration licences in the Hemi area covering 468.6 km^2.
- 21 exploration licences in the regional area covering 815 km^2.

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- 9 mining leases in the regional area covering 58.2 km^2.
- 6 prospecting licences in the regional area covering 3.3 km^2.
- 1 exploration licence of 138.6 km^2 held 75% by De Grey Mining Ltd with the balance held by Farno-Mcmahon Pty Ltd.
- Applications for 28 exploration licences in the regional area covering 353.1 km^2.
- 2 applications for mining leases in the regional area covering 8.2 km^2.

In addition, De Grey Mining Ltd has a farm-in agreement with Novo Resources Corporation (Novo) over the Egina exploration licences and mining leases covering 830.6 km^2 and an option agreement with Kalamazoo Resources Limited (Kalamazoo) over exploration licences and mining leases covering 24.53 km^2.

AMC has not attributed additional exploration values to Hemi Mining Centre or Regional Deposits mining leases. AMC considers that the values of these tenements are reflected in the AMC Production Case and valuation of their remnant Mineral Resources.

Mineral tenements without Mineral Resources have been valued using ranges of value per unit area (km^2) derived from comparable transactions from a subscription database. AMC has used transactions over the past four years for the valuation.

Recent transactions for tenements without Mineral Resources have been considered to determine values per unit area for exploration tenement packages that are prospective for gold. Transactions are listed in Table 14.3.

Table 14.3 Transactions for tenements in Australia without Mineral Resources

Date	Project	Buyer Comparable transactions	Area (km^2)	Value (A$M)	Implied Value (A$/km^2)
15/01/2020	E20/948	Scorpion Minerals Limited	384	0.25	651
31/01/2020	6 exploration licences	Kincora Copper Limited	580	1.95	3,364
11/06/2020	Two EPMs	Rio Tinto Exploration	178	0.05	280
26/06/2020	New Norcia	Lachlan Star Limited	600	0.61	1,022
9/07/2020	Hampton Victory	Black Cat Syndicate Limited	257	0.20	778
27/10/2020	EL5586	Rio Tinto Exploration	300	0.25	833
23/11/2020	Alford East Project	Thor Mining PLC	346	1.47	4,250
24/11/2020	E80/4990	Peako Limited	224	0.38	1,713
15/12/2020	Highlands Copper Project	Larvotto Resources Ltd	900	0.63	694
16/02/2021	Black Range Project	Resource Base Limited	409	1.52	3,716
18/02/2021	5 exploration licences	Odin Metals Limited	2,600	1.00	385
25/02/2021	2 EPMs	South32 Limited	137	1.00	7,299
24/03/2021	Ravenswood Project	Sunshine Gold Limited	373	0.41	1,111
22/06/2021	Russell Copper Project	Battery Minerals Limited	258	2.60	10,077
23/06/2021	Flanagans Copper-Gold	Bindi Metals Limited	188	0.45	2,394
17/11/2021	M29/417 and M29/418	Zuleika Gold Limited	17	0.01	588
16/12/2021	Commando project	Pursuit Minerals Limited	30	0.40	13,333
22/12/2021	E39/2040	Legacy Iron Ore Limited	12	0.10	8,333
11/01/2022	E37/1287 & E37/1355 tenements	Ozz Resources Limited	63	0.15	2,317
12/01/2022	Bright Property	A.I.S. Resources Limited	57	1.25	21,930
27/01/2022	Titan Project	Queensland Gold Hills Corp.	90	0.10	1,111
3/02/2022	Niagara project	Regener8 Resources NL	10	1.45	145,000
21/02/2022	E 29/1095	Javelin Minerals Limited	72	0.05	694
7/03/2022	Exploration licence E38/3434	Brightstar Resources Limited	12	0.01	833

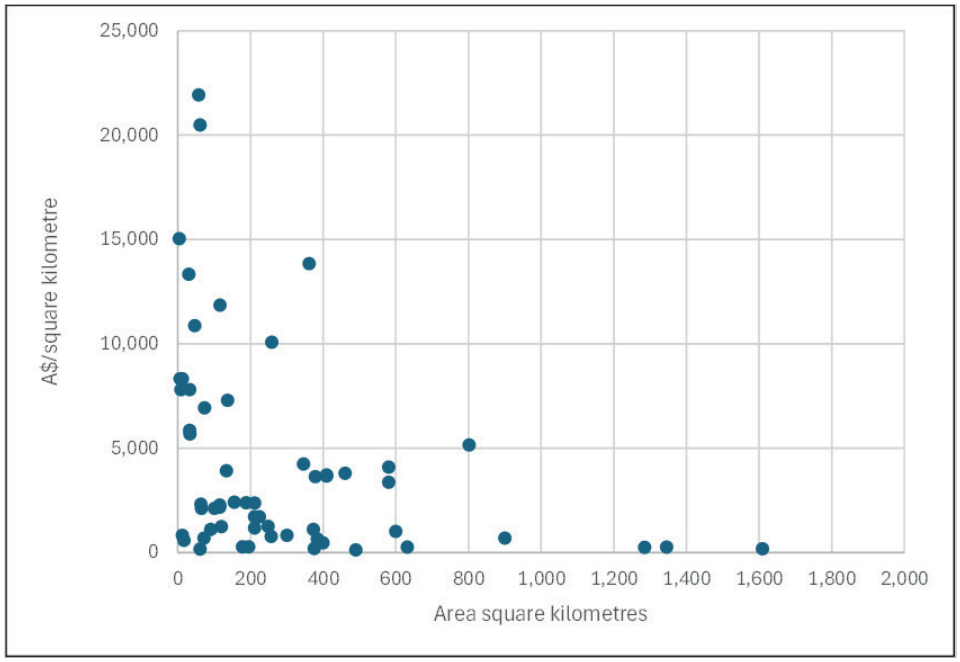
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Date	Project	Buyer Comparable transactions	Area (km^2)	Value (A$M)	Implied Value (A$/$km^2$)
30/05/2022	Mumbakine Well Project	Capricorn Metals Ltd	361	5.00	13,850
4/07/2022	Mt Piper Gold Project	Kalamazoo Resources Limited	1,609	0.30	186
28/07/2022	Additional tenure	IRIS Metals Limited	4	0.06	15,038
23/08/2022	Anketell Project	Wishbone Gold Plc	10	0.60	60,000
30/08/2022	EL 8807 and EL 6378 tenements	Cosmos Exploration Limited	65	0.14	2,115
28/09/2022	Gold and Mineral Rights E51/1681	E79 Gold Mines Limited	120	0.15	1,250
2/12/2022	Smokebush Gold Project	Terrain Minerals Limited	13	0.45	35,885
6/12/2022	E51/1995 Mine	Great Boulder Resources Limited	61	0.01	164
10/01/2023	Laverton	Rincon Resources Limited	32	0.15	5,859
15/02/2023	Warriedar	Tempest Minerals Limited	195	0.04	282
2/03/2023	Cue	Musgrave Minerals Limited	8	0.53	78,405
2/03/2023	Mainland Area	Musgrave Minerals Limited	8	0.53	63,321
9/03/2023	Southern Junee	Alkane Resources Limited	64	1.82	35,547
4/05/2023	Emu Lake, Fraser South, Kanowna East	Metal Hawk Limited	1,285	0.51	253
12/07/2023	Dandaraga	Aurumin Limited	6	0.04	8,333
1/08/2023	Southern Cross North	Golden Horse Minerals Limited	155	3.00	2,419
7/08/2023	Murchison	Ora Gold Limited	460	1.40	3,804
8/09/2023	Pepper Tree	United Mines Pty Ltd	8	0.05	7,813
11/09/2023	Talga	Octava Minerals Limited	211	0.97	1,718
16/11/2023	Panorama	Infinity Mining Limited	115	0.21	2,283
12/12/2023	Newman	Peregrine Gold Limited	116	1.10	11,853
8/01/2024	Bullfinch North	Golden Horse Minerals Limited	115	0.20	2,174
23/02/2024	Reynolds Range	iTech Minerals Ltd	375	0.06	200
9/04/2024	Yarri	Northern Star Resources Limited	66	12.5	189,394
1/05/2024	Padbury	Parbo Resources	399	0.15	470
30/05/2024	Laverton	Magnetic Resources NL	100	0.17	2,125
4/06/2024	Kanowna	Cosmo Metals Limited	6	0.13	27,083
17/06/2024	Cosmo Newbery	Sarama Resources Ltd	580	1.90	4,095
20/06/2024	West Chalice	Auric Mining Limited	378	1.10	3,638
25/07/2024	Mt Weary	EMX Royalty Corporation	490	0.06	128
30/08/2024	Penny South	Strata Minerals Ltd.	13	1.14	107,955
3/09/2024	Edjudina-Pinjin	Gibb River Diamonds Limited	1	0.11	102,230
12/09/2024	Ularring	Constellation Resources Limited	211	0.20	1,185
17/10/2024	Enmore	Koonenberry Gold Limited	134	0.42	3,918
25/10/2024	Redcastle	Southern Cross Gold Ltd	248	0.83	1,260
4/11/2024	Golden Chimney	KoBold Metals Company	73	0.41	6,935
5/11/2024	Music Well	Augustus Minerals Ltd	1,345	0.28	260
6/11/2024	Kookynie	KoBold Metals Company	46	0.40	10,870
21/11/2024	Whiteheads	Great Western Gold Pty Ltd	409	1.20	3,667
28/11/2024	Yandal West	Albion Resources Limited	61	1.00	20,492
4/12/2024	Talga	Global Lithium Resources Limited	211	0.40	2,370
13/12/2024	John Bull	Novo Resources Corp.	32	0.29	7,813
13/12/2024	Tibooburra	Novo Resources Corp.	631	0.19	267
18/12/2024	Beaufort, Myrtleford	Advance Metals Limited	802	4.14	5,159
24/12/2024	Higginsville	Loded Dog Prospecting Pty Ltd.	33	0.19	5,682

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The implied values per square kilometre are compared with the area of the tenements subject to the transaction in Figure 14.3. Outliers have been removed. There is a general relationship between tenement area and the unit area value indicated by transactions. Smaller tenement holdings can have a high implied value per square kilometre, and larger tenement holdings have a lower implied value per square kilometre.

Figure 14.3 Comparison of unit area value and tenement area tenements



Source: AMC analysis of public information

For the purpose of the valuation, unit area values indicated by transactions were clustered into three groups:

- $500 to $5,000 per km^2.
- $5,000 to $10,000 per km^2.
- $10,000 to $15,000 per km^2.

Within the lower group, ($500 to $5,000 per km^2), tenements have been subject to limited or regional-scale exploration possibly with anomalies, exploration targets and supporting geology that encourages further exploration.

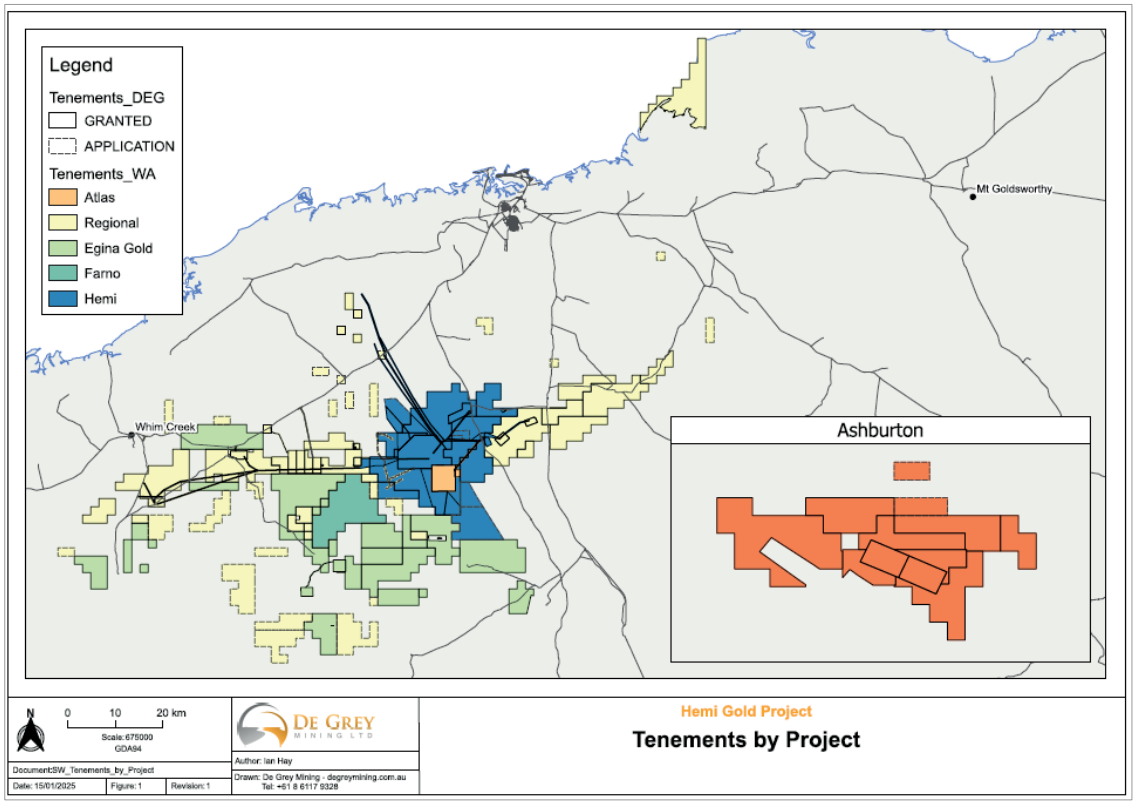
The middle group ($5,000 to $10,000 per km^2) shows a moderate or high level of prospectivity from exploration activities and geological understanding, correlation with known mineralisation styles, or assay results. Tenements include targets adjacent to identified Mineral Resources, and larger tenement packages with several projects considered prospective or exploration data suggesting prospectivity.

The upper group ($10,000 to $15,000 per km^2) is considered to be highly prospective often in small exploration tenement packages with identified mineralisation and possibly Mineral Resource definition drilling, but at a stage where a Mineral Resource has not been estimated.

De Grey Mining Ltd tenements, including the Egina Gold farm-in agreement and the Ashburton option agreement are shown in Figure 14.4.

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Figure 14.4 De Grey Mining Ltd exploration and mining tenements



For the valuation, AMC has considered the exploration licences in the Hemi Mining Centre area to fall into the middle group ($5,000 to $10,000 per km^2) and Regional Deposits exploration licences to fall into the lower group ($500 to $5,000 per km^2).

De Grey Mining Ltd's 75% attributable ownership of exploration licence E47/2502 with Farno-McMmahon Pty Ltd has been taken into account in the valuation.

De Grey Mining Ltd holds applications for 26 exploration licences and 2 mining leases covering an area of 361 km^2. AMC considers that applications should be taken into account in the valuation of exploration tenements where there are no priority or impediments to grant of the tenements, but adjusted for the fact that the tenements are not yet granted. AMC has discounted the unit area values by 50% for applications.

Based on the analysis outlined above, AMC considers the valuation of Exploration Assets without Mineral Resources to be as shown in Table 14.4.

Table 14.4 Valuation of Exploration Assets without Mineral Resources

Project	Area (km^2)	Low ($M)	Preferred ($M)	High ($M)
Hemi Mining Centre tenements	469	2.3	3.5	4.7
Regional Deposits tenements	957	0.5	2.5	4.6
Tenement applications	361	0.1	0.5	0.9
Total	**1,787**	**2.9**	**6.5**	**10.2**

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14.4 Farm-in and option agreements

De Grey Mining Ltd entered into a farm-in agreement with Novo Resources Corporation in June 2023 over exploration licences and mining leases covering 830.6 km^2 (the Egina Gold Project). De Grey Mining Ltd has the right to earn a 50% joint venture interest in the Novo Resources Corporation Egina tenements by spending $25M over four years, with a minimum of $7M spent within 18 months. When De Grey Mining Ltd earns a 50% interest by June 2027, a joint venture is to be formed. De Grey Mining Ltd is the project manager during the earn-in period and will retain that role while its interest remains at or above 50%.

In October 2024, De Grey Mining Ltd completed the initial $7M minimum expenditure commitment.

De Grey Mining Ltd has conducted an exploration program at the Becher Project, with drilling at Heckmair, Irvine, Lowe and Whillans Prospects. In addition to Novo drilling, De Grey Mining Ltd carried out air core and reverse circulation drilling and a drone magnetic survey. Encouraging results were received for reverse circulation drilling at Heckmair, Irvine, and Lowe with planned further work including reverse circulation and diamond drilling.

For the purpose of valuation of De Grey Mining Ltd's interest in exploration tenements, AMC considers that even though the minimum expenditure has been met, the expenditure to earn an interest in the tenements has not yet been completed and De Grey Mining Ltd does not yet hold an interest in the Egina Gold Project tenements. Accordingly, AMC has not attributed any value in the tenements to De Grey Mining Ltd.

De Grey Mining Ltd has an option agreement with over exploration licences and mining leases in the Ashburton region held by Kalamazoo covering 24.53 km^2 centred on the Mt Olympus gold deposit. Kalamazoo has reported a Mineral Resource over five deposits of 16.2 Mt grading 2.8 g/t Au containing 1.44 million ounces. The agreement was entered into in February 2024.

The option agreement consisted of an initial option fee of $3M paid on execution of the agreement that can be extended for a further six months to a total of 18 months. De Grey Mining Ltd extended the option period and the extended option period expires in August 2025. Exercising the option requires the payment of $30M in two tranches of $15M. A royalty on any gold production will apply.

De Grey Mining Ltd has completed metallurgical diamond drilling, historical pulp sample reassaying, chip tray and core photography, detailed drone photogrammetry and Terraspec analysis on historical drill chips. The metallurgical testwork is being carried out.

For the purpose of valuation of De Grey Mining Ltd's interest in exploration tenements, AMC considers that De Grey Mining Ltd does not hold an interest in the Ashburton tenements. Accordingly, AMC has not attributed any value in the tenements to De Grey Mining Ltd.

14.5 Summary of exploration valuations

The exploration valuations indicated by remnant Mineral Resources and tenements without Mineral Resources are summarised in Table 14.5.

Table 14.5 Summary of exploration valuations indicated by remnant Mineral Resources and tenements without Mineral Resources

Area	Value		
	$M	$M	$M
	low	preferred	high
Remnant Resources			
Western Mining Centre	8.1	17.1	26.1
Eastern Mining Centre	3.7	6.8	9.9
Hemi Mining Centre	37.6	78.0	118.4
Subtotal	**49.4**	**101.9**	**154.4**
Exploration tenements			
Hemi Mining Centre tenements	2.3	3.5	4.7
Regional Deposits tenements	0.5	2.5	4.6
Tenement applications	0.1	0.5	0.9
Subtotal	**2.9**	**6.5**	**10.2**
Total	**52.3**	**108.4**	**164.6**

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Appendix A
Contributors to the ITSR

Name	Qualifications	Affiliations	Involvements
David Lee	BEng (Hons) Mining Grad Diploma of Business	AMC Advisory Lead - Transactions and Corporate, Principal Mining Engineer FAusIMM	Project Manager and author
David Varcoe	BEng (Hons) Mining	AMC Director and Principal Consultant. FAusIMM	Peer review
Karl van Olden	MBA BSc Mining Engineering Grad Diploma Engineering (Mineral Economics)	AMC Executive Lead, FAusIMM	Peer review
Chris Harman	BSc Geology	MAusIMM MAIG	Author – Geology and Mineral Resources
Dean Carville	BSc (Hons) Geology	AMC Principal Geologist; MAusIMM	Author – Exploration and Mineral Resource valuations.
Glen Williamson	BEng (Hons) Mining	AMC Principal Mining Engineer; FAusIMM; CP (Mining); RPEQ (Mining)	Author – mining and geotechnical
Rob Chesher	BSc (Hons) Metallurgy	AMC Principal Consultant FAusIMM	Author - processing
Alexis Valenza	Masters Hydrology and Engineering Geology	Engineers Australia - Chartered Engineer International Association of Hydrogeologists MAusIMM	Author - hydrogeology
Tim Sharman	BEng Mining	MAusIMM	Author – environmental social and permitting; site infrastructure; and capital and operating costs

Appendix B
Key References

Reference Name	Document Name	Document Date
2023 DFS	DEG_DefinitiveFeasibilityStudy_HemiGoldProject_September2023_Rev0_Final and appendices	2023
Financial Model	Project Colt DFS Financial Model Stage 2 v1.0.xlsx	2023
Cube 2023	De Grey Mining Limited – Definitive Feasibility Study – Mining Engineering – Hemi Gold Project – August 2023" (Cube, 2023)	2023
BDA, 2024	Independent Technical Review – De Grey Hemi Gold Project – Western Australia, Behre Dolbear Australia Pty Limited March 2024.	2024
	De Grey Project Financing – DRAFT Ashurst Due Diligence Report – Native title and Aboriginal heritage (as at 7 March2024).	2024
2024 Regional Scoping Study	Hemi Regional Scoping Study, and appendices	2024
2024 Regional Scoping Study Financial Model	Study team – Combined Regionals Financial Model (WPH Schedule v16 Run 48 & Eastern v16 Run08 – Rev3.1.xlsx	2024
	DEG Hemi Underground Concept Study – Revised Draft	2024
	DEG Tenements by Project.pdf	2024
	DEG Expln Summary_201907-202412.docx	2025

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Appendix C
Abbreviations

Abbreviations and Glossary of Terms Abbreviations and definitions of technical terms used in this ITSR are as follows.

Unit	Description
/t	per tonne
<	less than
>	greater than
≤	less than or equal to
≥	greater than or equal t
µm	micron
2023 DFS	De Grey Mining Ltd – Definitive Feasibility Study
$	Australian dollars
$M	million Australian dollars
AAS	atomic absorption spectrum assay method
ABS	Australian Bureau of Statistics
AC	aircore drilling
ADS	Autonomous Drilling Systems
AEP	Annual Exceedance Probability
AHS	Autonomous Haulage Systems
AISC	all-in-sustaining cost
ALS	ALS Limited
AMC	AMC Consultants Pty Ltd
ANCOLD	Australian National Committee on Large Dams
ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange
ATV	Acoustic televiewer
Au	gold
bcm	bank cubic metre
BFA	batter face angle
BOO	build-own-operate
° C	degree Celsius
CCD	counter current decantation
CIL	carbon-in-leach
CN	cyanide
CO_2^e	carbon dioxide equivalent
COG	cut-off grade
Competent Person	person defined in the JORC Code to supervise and sign-off on a Mineral Resource or Ore Reserve estimate
CRMs	certified reference materials
DCCEEW	Commonwealth Department of Climate Change, Energy, the Environment and Water
DCF	discounted cash flow
DD	diamond drilling
De Grey	De Grey Mining Limited
doré	semi-pure alloy of gold and other metals
EPBC	Environment Protection and Biodiversity Conservation
EIS	Environmental Impact Statement

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Unit	Description
EMMP	Environmental Management and Monitoring Plan
EPA	Environmental Protection Authority
EPCM	Engineering, Procurement and Construction Management
EPFI	Equator Principles Financing Institutions
FIFO	fly in / fly out
FOS	factor of safety
FS	feasibility study
FY	financial year (year ending 30 June)
FYXX	financial year ending 30 June 20XX (for example, FY23 is the year ended 30 June 2023)
g	gram
G	giga (billion)
G&A	general and administration
g/t	grams per tonne
GDE	groundwater-dependent ecosystems
GHG	Greenhouse Gas Emissions
GRG	gravity recoverable gold
GWL	groundwater licence
h/a	hours per annum
ha	hectare
HPGR	high pressure grinding rolls
ICP-OES	Inductively Coupled Plasma Optical Emission spectroscopy
IER	independent expert's report
IFC	International Finance Corporation
IRA	inter-ramp angle
ISO	International Organisation for Standardisation
ITSR	independent technical specialist's report
JORC Code	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australasian Institute of Geoscientists and Minerals Council of Australia (JORC). Effective 20 December 2012 and mandatory from 1 December 2013.
KAC	Kariyarra Aboriginal Corporation
kg	kilogram
kg CO_2^e	kg of carbon dioxide equivalent
km	kilometre
km^2	square kilometre
KMA	Koeppern Machinery Australia
koz	thousands of ounces
kozpa	thousands of ounces per annum
KPMG	KPMG Financial Advisory Services (Australia) Pty Ltd
kt	kilotonnes
ktpa	kilotonnes per annum
kV	thousand volts
kW	kilowatt
L	litre
L/s	litres per second
LG	Lerchs-Grossmann
LMIK	localised multiple indicator kriging
LOM	life-of-mine

Unit	Description
LUC	localised uniform conditioning
m	metre
M	million
m^2	square meter
m^3	cubic meter
mbs	metres below surface
MCP	Mine Closure Plan
mg/L	milligram per litre
MGT	MineGeoTech Pty Ltd
MII	Measured, Indicated, and Inferred Mineral Resources
Mineral Asset	as defined in the VALMIN Code
Mineral Resource	as defined in the JORC Code
mm	millimetre
Moz	million ounces
MRE	Mineral Resource estimate
mRL	metres reduced level
Mt	million tonnes
Mtpa	million tonnes per annum
MW	megawatt
MWh	megawatt-hour
NAF	non-acid-forming
NPI	non-processing infrastructure
Northern Star	Northern Star Resources Limited
NPV	Net present value
NWIS	North West Interconnected System
OSA	overall slope angle
OEM	original equipment manufacturer
OK	ordinary kriging estimation method
OP	open pit
Ore Reserve	as defined in the JORC Code
oz	Troy ounce (31.1035 g)
P_{80}	product size at which 80% passes
PAF	potentially acid forming
PFS	pre-feasibility study
POB	Peter O'Bryan & Associates
POx	Pressure oxidation
ppm	parts per million
QAQC	quality assurance and quality control
QEMSCAN	quantitative evaluation of minerals by scanning electron microscopy
RC	reverse circulation
RF	revenue factor
RFP	Request for pricing
RG 111	ASIC Regulatory Guide 111 – Content of expert reports
RG 112	ASIC Regulatory Guide 112 – Independence of experts
RL	reduced level
ROM	run-of-mine
RO	Reverse osmosis
RPEEE	reasonable prospects for eventual economic extraction as referred to in the JORC Code

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Unit	Description
RQD	rock quality designation
S	sulphur
SAG	semi-autogenous grinding
SMU	selective mining unit
SID	Scheme Implementation Deed
t	metric tonne
tpa	tonnes per annum
tpd	tonnes per day
tph	tonnes per hour
TSF	tailings storage facility
UCS	unconfined compressive strength
UG	underground
US$	United States dollars
US$/oz	US$ per troy ounce
US$M	million United States dollars
VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, The VALMIN Code, 2015 Edition. Prepared by the VALMIN Committee of the Australasian Institute of Mining and Metallurgy (AusIMM) and Australian Institute of Geoscientists (AIG). Effective 30 January 2016. Mandatory for AusIMM and AIG members from 1 July 2016.
WRD	waste rock dump
WSP	WSP Australia Pty Ltd

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Appendix D
Exploration and mining tenements

Areas reported in graticule blocks have been converted to square kilometres using a factor of 3.3

Tenement number	Project	Status	Commence	Expiry	Holders	Area (km2)
M45/1294	Hemi	Live	8/09/2023	7/09/2044	Last Crusade Pty Ltd	10.2
M47/1449	Atlas	Live	9/08/2011	8/08/2032	Atlas Operations Pty Ltd	29.4
M47/1628	Hemi	Live	8/09/2023	7/09/2044	Last Crusade Pty Ltd	66.0
E45/3390	Hemi	Live	6/01/2011	5/01/2025	Last Crusade Pty Ltd	112.2
E45/3391	Hemi	Live	6/01/2011	5/01/2025	Last Crusade Pty Ltd	39.6
E45/3392	Hemi	Live	6/01/2011	5/01/2025	Last Crusade Pty Ltd	105.6
E45/5600	Hemi	Live	5/10/2023	4/10/2028	De Grey Mining Ltd	23.1
E47/3553	Hemi	Live	9/02/2018	8/02/2028	Domain Mining Pty Ltd	23.1
E47/3554	Hemi	Live	9/02/2018	8/02/2028	Last Crusade Pty Ltd	33.0
E47/891	Hemi	Live	18/07/2002	17/07/2025	Last Crusade Pty Ltd	132.0
E45/2364	Regional	Live	28/02/2006	27/02/2025	De Grey Mining Ltd	23.1
E45/2533	Regional	Live	24/06/2005	23/06/2025	De Grey Mining Ltd	75.9
E45/2983	Regional	Live	27/11/2007	26/11/2025	De Grey Mining Ltd	29.7
E45/2995	Regional	Live	7/08/2008	6/08/2026	Domain Mining Pty Ltd	108.9
E45/4751	Regional	Live	23/11/2018	22/11/2028	De Grey Mining Ltd	66.0
E45/5140	Regional	Live	9/04/2021	8/04/2026	De Grey Mining Ltd	36.3
E45/6098	Regional	Live	4/10/2023	3/10/2028	De Grey Mining Ltd	122.1
E47/2720	Regional	Live	15/08/2013	14/08/2025	Indee Gold Pty Ltd	132.0
E47/3399	Regional	Live	19/07/2016	18/07/2026	De Grey Mining Ltd	13.2
E47/3428	Regional	Live	4/08/2016	3/08/2026	De Grey Mining Ltd	3.3
E47/3429	Regional	Live	4/08/2016	3/08/2026	De Grey Mining Ltd	3.3
E47/3430	Regional	Live	30/08/2016	29/08/2026	De Grey Mining Ltd	9.9
E47/3504	Regional	Live	18/01/2017	17/01/2027	Indee Gold Pty Ltd	132.0
E47/3552	Regional	Live	9/02/2018	8/02/2028	Domain Mining Pty Ltd	6.6
E47/3750	Regional	Live	17/04/2018	16/04/2028	De Grey Mining Ltd	26.4
E47/4565	Regional	Live	9/02/2022	8/02/2027	De Grey Mining Ltd	3.3
E47/4916	Regional	Live	14/12/2023	13/12/2028	De Grey Mining Ltd	3.3
E47/4917	Regional	Live	14/12/2023	13/12/2028	De Grey Mining Ltd	3.3
E47/4925	Regional	Live	16/02/2024	15/02/2029	De Grey Mining Ltd	3.3
E47/4926	Regional	Live	16/02/2024	15/02/2029	De Grey Mining Ltd	6.6
E47/5032	Regional	Live	8/11/2024	7/11/2029	De Grey Mining Ltd	6.6
M45/1295	Regional	Live	8/09/2023	7/09/2044	Domain Mining Pty Ltd	4.8
M45/1299	Regional	Live	8/09/2023	7/09/2044	Domain Mining Pty Ltd	3.3
M47/1626	Regional	Live	21/03/2023	20/03/2044	Indee Gold Pty Ltd	6.1
M47/473	Regional	Live	24/12/2004	23/12/2025	Indee Gold Pty Ltd	9.6
M47/474	Regional	Live	24/12/2004	23/12/2025	Indee Gold Pty Ltd	9.0
M47/475	Regional	Live	24/12/2004	23/12/2025	Indee Gold Pty Ltd	8.9
M47/476	Regional	Live	24/12/2004	23/12/2025	Indee Gold Pty Ltd	7.4
M47/477	Regional	Live	24/12/2004	23/12/2025	Indee Gold Pty Ltd	6.2
M47/480	Regional	Live	24/12/2004	23/12/2025	Indee Gold Pty Ltd	3.0
P45/3029	Regional	Live	22/05/2017	21/05/2025	De Grey Mining Ltd	0.5

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Tenement number	Project	Status	Commence	Expiry	Holders	Area (km2)
P47/1732	Regional	Live	1/05/2015	30/04/2023	De Grey Mining Ltd	0.2
P47/1733	Regional	Live	1/05/2015	30/04/2023	De Grey Mining Ltd	1.4
P47/1866	Regional	Live	18/05/2018	17/05/2026	De Grey Mining Ltd	1.0
P47/2029	Regional	Live	18/12/2023	17/12/2027	De Grey Mining Ltd	0.1
P47/2030	Regional	Live	11/07/2024	10/07/2028	De Grey Mining Ltd	0.0
E47/2502	Farno	Live	14/12/2011	13/12/2025	De Grey Mining Ltd (75%) Farno-Mcmahon Pty Ltd (25%)	138.6
E45/6655	Regional	Pending	-	-	De Grey Mining Ltd	3.3
E45/6765	Regional	Pending	-	-	De Grey Mining Ltd	3.3
E45/6854	Regional	Pending	-	-	De Grey Mining Ltd	9.9
E45/6943	Regional	Pending	-	-	De Grey Mining Ltd	9.9
E47/4648	Regional	Pending	-	-	De Grey Mining Ltd	26.4
E47/4854	Regional	Pending	-	-	De Grey Mining Ltd	6.6
E47/4862	Regional	Pending	-	-	De Grey Mining Ltd	9.9
E47/4866	Regional	Pending	-	-	De Grey Mining Ltd	13.2
E47/4869	Regional	Pending	-	-	De Grey Mining Ltd	33.0
E47/4871	Regional	Pending	-	-	De Grey Mining Ltd	59.4
E47/4915	Regional	Pending	-	-	De Grey Mining Ltd	13.2
E47/4973	Regional	Pending	-	-	De Grey Mining Ltd	3.3
E47/5085	Regional	Pending	-	-	De Grey Mining Ltd	3.3
E47/5201	Regional	Pending	-	-	De Grey Mining Ltd	33.0
E47/5217	Regional	Pending	-	-	De Grey Mining Ltd	0.0
E47/5223	Regional	Pending	-	-	De Grey Mining Ltd	9.9
E47/5226	Regional	Pending	-	-	De Grey Mining Ltd	6.6
E47/5228	Regional	Pending	-	-	De Grey Mining Ltd	46.2
E47/5238	Regional	Pending	-	-	De Grey Mining Ltd	6.6
E47/5239	Regional	Pending	-	-	De Grey Mining Ltd	6.6
E47/5240	Regional	Pending	-	-	De Grey Mining Ltd	3.3
E47/5242	Regional	Pending	-	-	De Grey Mining Ltd	3.3
E47/5243	Regional	Pending	-	-	De Grey Mining Ltd	6.6
E47/5264	Regional	Pending	-	-	De Grey Mining Ltd	6.6
E47/5257	Ashburton	Pending	-	-	De Grey Mining Ltd	6.6
E47/5258	Ashburton	Pending	-	-	De Grey Mining Ltd	9.9
M47/1627	Regional	Pending	-	-	Indee Gold Pty Ltd	6.4
M47/1640	Regional	Pending	-	-	De Grey Mining Ltd	1.8
E45/4948	Egina Gold	Live	17/02/2020	16/02/2025	Essential Metals Limited	135.3
E47/3318	Egina Gold	Live	1/04/2016	31/03/2026	Essential Metals Limited	75.9
E47/3321	Egina Gold	Live	21/01/2016	20/01/2026	Essential Metals Limited	33.0
E47/3625	Egina Gold	Live	2/11/2018	1/11/2028	Grant's Hill Gold Pty Ltd	46.2
E47/3646	Egina Gold	Live	19/01/2018	18/01/2028	Grant's Hill Gold Pty Ltd	29.7
E47/3673	Egina Gold	Live	19/01/2018	18/01/2028	Grant's Hill Gold Pty Ltd	138.6
E47/3712	Egina Gold	Live	19/09/2018	18/09/2028	Grant's Hill Gold Pty Ltd	85.8
E47/3773	Egina Gold	Live	19/03/2018	18/03/2028	Meentheena Gold Pty Ltd	19.8
E47/3774	Egina Gold	Live	19/07/2018	18/07/2028	Meentheena Gold Pty Ltd	13.2
E47/3775	Egina Gold	Live	19/07/2018	18/07/2028	Meentheena Gold Pty Ltd	3.3
E47/3776	Egina Gold	Live	19/07/2018	18/07/2028	Meentheena Gold Pty Ltd	3.3
E47/3780	Egina Gold	Live	19/07/2018	18/07/2028	Meentheena Gold Pty Ltd	36.3

Tenement number	Project	Status	Commence	Expiry	Holders	Area (km2)
E47/3782	Egina Gold	Live	19/07/2018	18/07/2028	Meentheena Gold Pty Ltd	13.2
E47/3783	Egina Gold	Live	26/03/2019	25/03/2029	Meentheena Gold Pty Ltd	75.9
E47/3812	Egina Gold	Live	16/05/2019	15/05/2029	Farno-Mcmahon Pty Ltd (60%) New Frontier Resources Pty Ltd (40%)	52.8
E47/3945	Egina Gold	Live	2/10/2018	1/10/2028	Essential Metals Limited	46.2
E47/3962	Egina Gold	Live	26/09/2018	25/09/2028	Karratha Gold Pty Ltd	3.3
E47/3963	Egina Gold	Live	2/04/2019	1/04/2029	Karratha Gold Pty Ltd	3.3
E47/4056	Egina Gold	Live	6/03/2019	5/03/2029	Grant's Hill Gold Pty Ltd	3.3
M47/560	Egina Gold	Live	15/04/2013	14/04/2034	Farno-Mcmahon Pty Ltd	6.8
M47/561	Egina Gold	Live	5/07/2006	4/07/2027	Farno-Mcmahon Pty Ltd	5.0
E52/1941	Ashburton	Live	14/09/2007	13/09/2025	Kalamazoo Resources Limited	141.9
E52/3024	Ashburton	Live	18/06/2015	17/06/2025	Kalamazoo Resources Limited	26.4
E52/3025	Ashburton	Live	18/06/2015	17/06/2025	Kalamazoo Resources Limited	26.4
E52/4052	Ashburton	Live	10/08/2023	9/08/2028	Kalamazoo Resources Limited	13.2
M52/639	Ashburton	Live	28/05/1997	27/05/2039	Kalamazoo Resources Limited	10.0
M52/640	Ashburton	Live	28/05/1997	27/05/2039	Kalamazoo Resources Limited	9.9
M52/734	Ashburton	Live	9/05/2001	8/05/2043	Kalamazoo Resources Limited	9.7
M52/735	Ashburton	Live	9/05/2001	8/05/2043	Kalamazoo Resources Limited	10.0

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Part Two – Financial Services Guide

Dated: 6 March 2025

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by KPMG Financial Advisory Services (Australia) Pty Ltd **(KPMG FAS**) ABN 43 007 363 215, Australian Financial Services Licence Number 246901 (of which KPMG Corporate Finance is a division) (**KPMG Corporate Finance**) and Bill Allen is an authorised representative of KPMG FAS, authorised representative number 405336 and Sean Collins as an authorised representative of KPMG FAS, authorised representative number 404189 (**Authorised Representative**).

This FSG includes information about:

- KPMG FAS and its Authorised Representative/s and how they can be contacted;
- The services KPMG FAS and its Authorised Representative/s are authorised to provide;
- How KPMG FAS and its Authorised Representative/s are paid;
- Any relevant associations or relationships of KPMG FAS and its Authorised Representative/s;
- How complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- The compensation arrangements that KPMG FAS has in place.

The distribution of this FSG by the Authorised Representative has been authorised by KPMG FAS. This FSG forms part of an Independent Expert Report (**Report**) which has been prepared for inclusion in a disclosure document or, if you are offered a financial product for issue or sale, a Product Disclosure Statement (**PDS**). The purpose of the disclosure document or PDS is to help you make an informed decision in relation to a financial product. The contents of the disclosure document or PDS, as relevant, will include details such as the risks, benefits, and costs of acquiring the particular financial product.

Financial services that KPMG FAS and the Authorised Representative are authorised to provide

KPMG FAS holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for the following classes of financial products:

- deposit and non-cash payment products;
- derivatives;
- foreign exchange contracts;
- debentures, stocks or bonds issued or proposed to be issued by government;
- interests in managed investments schemes including investor directed portfolio services;
- securities;
- superannuation;
- carbon units;
- Australian carbon credit units; and
- eligible international emissions units,

to retail and wholesale clients. KPMG FAS provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of financial products. The Authorised Representative is authorised by KPMG FAS to provide financial product advice on KPMG FAS' behalf.

KPMG FAS and the Authorised Representative's responsibility to you

KPMG FAS has been engaged by De Grey Mining Limited (**Client**) to provide general financial product advice in the form of a Report to be included in the Scheme Booklet (**Document**) prepared by the Client in relation to Northern Star Resources Limited's 100% acquisition of De Grey Mining Limited by way of a Court approved member's scheme of arrangement under Part 5.1 of the *Corporations Act 2001 (Cth)* (**Transaction**).

You have not engaged KPMG FAS or the Authorised Representative directly but have received a copy of the Report because you have been provided with a copy of the Document. Neither KPMG FAS nor the Authorised Representative are acting for any person other than the Client.

KPMG FAS and the Authorised Representative are responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General Advice Warning

As KPMG FAS has been engaged by the Client, the Report only contains general advice as it has been prepared without taking your personal objectives, financial situation or needs into account. You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Document before making any decision in relation to the Transaction.

Fees KPMG FAS may receive and remuneration or other benefits received by our representatives

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KPMG FAS charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay KPMG FAS $195,000 (excl. Expenses and GST) for preparing the Report. KPMG FAS and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of the Report.

KPMG FAS officers and representatives (including the Authorised Representative) receive a salary or a partnership distribution from KPMG's Australian professional advisory and accounting practice (the **KPMG Partnership**). KPMG FAS' representatives (including the Authorised Representative) are eligible for bonuses based on overall productivity. Bonuses and other remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report. Further details may be provided on request.

Referrals

Neither KPMG FAS nor the Authorised Representative pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures, KPMG FAS operates as part of the KPMG Australian firm. KPMG FAS' directors and Authorised Representatives may be partners in the KPMG Partnership. The financial product advice in the Report is provided by KPMG FAS and the Authorised Representative and not by the KPMG Partnership.
From time to time KPMG FAS, the KPMG Partnership and related entities (**KPMG entities**) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.
KPMG entities have provided a range of services to the Client and to Northern Star Resourced Limited for which professional fees are received. Over the past two years professional fees of approximately $0.1 million have been received from the Client and approximately $4.7 million from Northern Star Resources Limited respectively. None of those services have related to the Transaction or alternatives to the Transaction.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the Transaction.

Complaints resolution

Internal complaints resolution process

If you have a complaint, please let either KPMG FAS or the Authorised Representative know. Complaints can be sent in writing to:

The Complaints Officer
KPMG
GPO Box 2291U
Melbourne, VIC 3000
or via email (AU-FM-AFSL-COMPLAINT@kpmg.com.au).

If you have difficulty in putting your complaint in writing, please call (03) 9288 5555 where you will be directed to the Complaints Officer who will assist you in documenting your complaint.

We will acknowledge receipt of your complaint, in writing, within 1 business day or as soon as practicable and will investigate your compliant fairly and in a timely manner.

Following an investigation of your complaint, you will receive a written response within 30 calendar days. If KPMG FAS is unable to resolve your complaint within 30 calendar days, we will let you know the reasons for the delay and advise you of your right to refer the matter to the Australian Financial Complaints Authority (**AFCA**).

External complaints resolution process

If KPMG FAS cannot resolve your complaint to your satisfaction within 30 days, you can refer the matter to AFCA. AFCA is an independent body that has been established to provide free and impartial assistance to consumers to help in resolving complaints relating to the financial services industry. KPMG FAS is a member of AFCA (member no 11690).

Further details about AFCA are available at the AFCA website www.afca.org.au or by contacting them directly at:

Address: Australian Financial Complaints Authority Limited, GPO Box 3, Melbourne Victoria 3001

Telephone: 1800 931 678

Email: info@afca.org.au.

The Australian Securities and Investments Commission also has a free call Customer Contact Centre info-line on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

KPMG FAS has compensation arrangements for loss or damage in accordance with section 912B of the Corporations Act 2001 (Cth). KPMG FAS holds professional indemnity insurance which, subject to its terms, provides cover for work performed by KPMG FAS including current and former representatives of KPMG FAS.

Contact Details

You may contact KPMG FAS using the below contact details:

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Attachment C Independent Limited Assurance Report

See following page.

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The Directors
De Grey Mining Ltd
Ground Floor
2 Kings Park Road
West Perth WA 6005

The Directors
Northern Star Resources Ltd
Level 4, 500 Hay Street
Subiaco WA 6008

10 March 2025

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT AND FINANCIAL SERVICES GUIDE

Introduction

This report has been prepared at the request of the Directors of each of De Grey Mining Ltd ('De Grey') and Northern Star Resources Ltd ('Northern Star'), (collectively 'the Companies' or 'the Merged Group'), for inclusion in a Scheme Booklet to be issued by De Grey in respect of the proposed acquisition of the shares in De Grey by Northern Star (the 'Transaction') under a scheme of arrangement (the 'Scheme of Arrangement').

Deloitte Corporate Finance Pty Limited is wholly owned by Deloitte Touche Tohmatsu and holds the appropriate Australian Financial Services licence (AFSL) under the *Corporations Act 2001* for the issue of this report.

References to the Companies and other terminology used in this report have the same meaning as defined in the Glossary of the Scheme Booklet.

Scope

Pro Forma Historical Financial Information

Deloitte Corporate Finance Pty Limited has been engaged by the Directors of the Companies to perform a limited assurance engagement on the Merged Group Pro Forma Historical Statement of Financial Position as at 31 December 2024 and accompanying notes (the 'Pro Forma Historical Financial Information') as set out in Section 7.9 of the Scheme Booklet.

The Pro Forma Historical Financial Information has been derived from the Statements of Financial Position as at 31 December 2024, extracted from the Historical Financial Information of both Companies, after adjusting for the effects of pro forma adjustments described in Section 7.9 of the Scheme Booklet ('Pro Forma Adjustments').

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited ("DTTL"), its global network of member firms, and their related entities (collectively, the "Deloitte organisation"). DTTL (also referred to as "Deloitte Global") and each of its member firms and related entities are legally separate and independent entities, which cannot obligate or bind each other in respect of third parties. DTTL and each DTTL member firm and related entity is liable only for its own acts and omissions, and not those of each other. DTTL does not provide services to clients. Please see www.deloitte.com/about to learn more.

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The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Statutory Historical Financial Information and transactions to which the Pro Forma Adjustments relate, as if the Transaction had occurred as at the date of the Statutory Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Merged Group's actual or prospective financial position.

The Statutory Historical Financial Information, which forms the basis of the Pro Forma Financial Information for each entity as outlined in Sections 5.9 and 6.13 of the Scheme Booklet has been extracted from the underlying audited or reviewed financial statements of each of the Companies as follows:

- the financial reports of Northern Star for the years ended 30 June 2023 and 30 June 2024, which were audited by Deloitte Touche Tohmatsu in accordance with the Australian Auditing Standards. Deloitte Touche Tohmatsu issued an unmodified audit opinion on the financial reports;
- the interim financial report of Northern Star for the period ended 31 December 2024, which was reviewed by Deloitte Touche Tohmatsu in accordance with the Australian Auditing Standards applicable to review engagements. Deloitte Touche Tohmatsu issued an unmodified review conclusion on the interim financial report;
- the financial reports of De Grey for the years ended 30 June 2023 and 30 June 2024, which were audited by Ernst & Young in accordance with the Australian Auditing Standards. Ernst & Young issued an unmodified audit opinion on the financial reports; and
- the interim financial report of De Grey for the period ended 31 December 2024, which was reviewed by Ernst & Young in accordance with the Australian Auditing Standards applicable to review engagements. Ernst & Young issued an unmodified review conclusion on the interim financial report.

The Statutory Historical Financial Information is presented in the Scheme Booklet in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Directors' Responsibility

The Directors of both Companies are responsible for the preparation and presentation of the Historical Financial Information and the Pro Forma Historical Financial Information, including the selection and determination of the Pro Forma Adjustments made to the Statutory Historical Financial Information and included in the Pro Forma Historical Financial Information.

This responsibility includes the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Statutory Historical Financial Information and the Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with Australian Standard on Assurance Engagements (ASAE) 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information (ASAE 3450).*

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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Our engagement did not involve updating or re-issuing any previously issued audit or review reports on any financial information used as a source of the financial information.

Conclusion

Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information is not prepared, in all material respects, in accordance with the stated basis of preparation, as described in Section 7.9 of the Scheme Booklet.

Restrictions on Use

Without modifying our conclusion, we draw attention to Section 7.9 of the Scheme Booklet which describes the purpose of the Statutory Historical Financial Information and the Pro Forma Historical Financial Information, being for inclusion in the Scheme Booklet. As a result, the Statutory Historical Financial Information and the Pro Forma Historical Financial Information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report, or on the Statutory Historical Financial Information and the Pro Forma Historical Financial Information to which it relates, for any purpose other than that for which it was prepared.

Consent

Deloitte Corporate Finance Pty Limited has consented to the inclusion of this limited assurance report in the Scheme Booklet in the form and context in which it is included.

Liability

The liability of Deloitte Corporate Finance Pty Limited is limited to the inclusion of this report in the Scheme Booklet. Deloitte Corporate Finance Pty Limited makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from the Scheme Booklet.

Disclosure of Interest

Deloitte Corporate Finance Pty Limited does not have any interest in the outcome of the Scheme of Arrangement other than the preparation of this report and participation in the due diligence procedures for which normal professional fees will be received.

Deloitte Touche Tohmatsu is the auditor of Northern Star Resources Ltd.

General financial product advice

Deloitte Corporate Finance Pty Limited has prepared this report for general information purposes only. It does not take into account the objectives, financial situation or needs of any specific investor. Investors should consider their own objectives, financial situation and needs when assessing the suitability of the report to their situation or investors may wish to obtain personal financial product advice to assist them in this assessment.

Financial Services Guide

We have included our Financial Services Guide in this report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our report.

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Yours faithfully



DELOITTE CORPORATE FINANCE PTY LIMITED



A T Richards
Authorised Representative Number 1264272
Deloitte Corporate Finance Pty Limited AFSL 241457

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March 2020

Financial Services Guide (FSG)

What is an FSG?

An FSG is designed to provide information about the supply of financial services to you.

Deloitte Corporate Finance Pty Limited (**DCF**) (AFSL 241457) provides this FSG to you, so you know how we are remunerated and who to contact if you have a complaint.

Who supplies the financial services?

We provide this FSG to you where you engage us to act on your behalf when providing financial services.

Alternatively, we may provide this FSG to you because our client has provided financial services to you that we delivered to them.

The person who provides the financial service to you is our Authorised Representative (**AR**) and DCF authorises the AR to distribute this FSG. Their AR number and contact details are in the document that accompanies this FSG.

What financial services are we licensed to provide?

We are authorised to provide financial product advice and to arrange for another person to deal in financial products in relation to securities, interests in managed investment schemes, government debentures, stocks or bonds, to retail and wholesale clients. We are also authorised to provide personal and general financial product advice and deal by arranging in derivatives and regulated emissions units to wholesale clients, and general financial product advice relating to derivatives to retail clients.

General financial product advice

We provide general advice when we have not taken into account your personal objectives, financial situation or needs, and you would not expect us to have done so. In this situation, you should consider whether our general advice is appropriate for you, having regard to your own personal objectives, financial situation or needs.

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How are we remunerated?

Our fees are usually determined on a fixed fee or time cost basis plus reimbursement of any expenses incurred in providing the services. Our fees are agreed with, and paid by, those who engage us.

Clients may request particulars of our remuneration within a reasonable time after being given this FSG.

Apart from these fees, DCF, our directors and officers, and any related bodies corporate, affiliates or associates, and their directors and officers, do not receive any commissions or other benefits.

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We do not pay commissions or provide other benefits to anyone who refers prospective clients to us.

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What should you do if you have a complaint?

Please contact us about a concern:

The Complaints Officer
PO Box N250
Grosvenor Place
Sydney NSW 1220
complaints@deloitte.com.au
Phone: +61 2 9322 7000

If an issue is not resolved to your satisfaction, you can lodge a dispute with the Australian Financial Complaints Authority (**AFCA**). AFCA provides fair and independent financial services dispute resolution free to consumers.

www.afca.org.au
1800 931 678 (free call)
Australian Financial Complaints Authority Limited
GPO Box 3 Melbourne VIC 3001

What compensation arrangements do we have?

Deloitte Australia holds professional indemnity insurance that covers the financial services we provide. This insurance satisfies the compensation requirements of the Corporations Act 2001 (Cth).

Deloitte Corporate Finance Pty Limited, ABN 19 003 833 127, AFSL number 241457 of Level 1 Grosvenor Place, 225 George Street, Sydney NSW 2000
Member of Deloitte Touche Tohmatsu Limited
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Attachment D Scheme of Arrangement

See following page.

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Scheme of arrangement

De Grey Mining Ltd

Each person registered on the Share Register as a holder of De Grey Shares as at the Record Date

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Date: [*]

This scheme of arrangement is made under section 411 of the Corporations Act.

Parties

1 **De Grey Mining Ltd ACN 094 206 292** of Ground Floor, 2 Kings Park Road, West Perth, WA 6005 (**De Grey**)

2 Each person registered on the Share Register as a holder of De Grey Shares as at the Record Date (**Scheme Shareholders**)

The parties agree

1 Defined terms and interpretation

1.1 Defined terms

A term or expression which is defined in the dictionary in Schedule 1 has the meaning given to it in the dictionary.

1.2 Interpretation

The interpretation clause in Schedule 1 sets out rules of interpretation for this Scheme.

2 Preliminary matters

2.1 De Grey

(a) De Grey is an Australian public company limited by shares that is admitted to the Official List of ASX.

(b) As at the date of the Implementation Deed, there were on issue:

(i) 2,396,757,505 De Grey Shares which are officially quoted for trading on ASX;

(ii) 6,555,510 Performance Rights which can convert into De Grey Shares as permitted by the Implementation Deed;

(iii) 1,294,087 Options which can convert into De Grey Shares as permitted by the Implementation Deed; and

(iv) 112,283 Share Rights which can convert into De Grey Shares as permitted by the Implementation Deed.

2.2 Northern Star

(a) Northern Star is an Australian public company limited by shares that is admitted to the Official List of ASX.

(b) As at the date of the Implementation Deed, Northern Star Shares are officially quoted for trading on ASX.

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2.3 If Scheme becomes Effective

(a) De Grey and Northern Star have entered into the Implementation Deed in respect of (among other things) the implementation of this Scheme.

(b) If this Scheme becomes Effective, each of the following will occur on the Implementation Date:

(i) all the Scheme Shares, and all the rights and entitlements attaching to them, will be transferred to Northern Star on the Implementation Date;

(ii) in consideration of the transfer of the Scheme Shares to Northern Star, Northern Star must provide, or procure the provision of, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of this Scheme and the Deed Poll; and

(iii) De Grey must enter the name of Northern Star in the Share Register as the holder of all the Scheme Shares in accordance with the terms of this Scheme.

(c) This Scheme attributes certain actions to Northern Star but does not itself impose any obligations on Northern Star to perform those actions, as Northern Star is not a party to this Scheme. By executing the Deed Poll, Northern Star has undertaken, in favour of each Scheme Shareholder, to perform the actions attributed to it under this Scheme, including providing, or procuring the provision of, the Scheme Consideration subject to the terms and conditions of this Scheme.

3 Conditions

3.1 Conditions precedent

This Scheme is conditional on, and will have no force or effect (and will not become Effective) until and unless, the following conditions precedent are satisfied:

(a) all the conditions in clause 3.1 of the Implementation Deed (other than the condition in clause 3.1(b) of the Implementation Deed relating to Court approval of this Scheme) having been satisfied or waived in accordance with the terms of the Implementation Deed;

(b) neither the Implementation Deed nor the Deed Poll having been terminated in accordance with their respective terms;

(c) the Court making orders under section 411(4)(b) of the Corporations Act approving the Scheme, including with any terms or conditions made or required by the Court under section 411(6) of the Corporations Act and approved in writing by De Grey and Northern Star in accordance with the Implementation Deed;

(d) such other conditions made or required by the Court under section 411(6) of the Corporations Act in relation to this Scheme and approved in writing by De Grey and Northern Star (such approval not to be unreasonably withheld or delayed) having been satisfied or waived; and

(e) the orders of the Court under section 411(4)(b) (and, if applicable, section 411(6)) of the Corporations Act approving this Scheme having come into effect, pursuant to section 411(10) of the Corporations Act, on or before the End Date (or any later date agreed to in writing by De Grey and Northern Star).

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3.2 Certificates

(a) Each of De Grey and Northern Star must provide a certificate signed for and on behalf of the relevant party in the form of a deed to the Court at or before the Second Court Hearing confirming (in respect of matters within their knowledge) whether or not the conditions precedent in clauses 3.1(a) and 3.1(b) of this Scheme have been satisfied or waived (but in the case of the condition precedent in clause 3.1(a), only in respect of those conditions in clause 3.1 of the Implementation Deed (other than the condition in clause 3.1(b) of the Implementation Deed) that are included for that party's benefit).

(b) The certificates given by De Grey and Northern Star under clause 3.2(a) constitute conclusive evidence (in the absence of manifest error) that the conditions precedent in clauses 3.1(a) and 3.1(b) have been satisfied, waived or taken to be waived.

3.3 End Date

Without limiting any rights or obligations under the Implementation Deed, this Scheme will lapse and be of no further force or effect if:

(a) the Effective Date does not occur on or before 11:59pm on the End Date; or

(b) the Implementation Deed or the Deed Poll is terminated in accordance with their respective terms,

unless De Grey and Northern Star otherwise agree in writing (and if required, as approved by the Court.

4 Implementation of this Scheme

4.1 Lodgement of Court orders with ASIC

In accordance with section 411(10) of the Corporations Act, De Grey must lodge with ASIC an office copy of the order made by the Court under section 411(4)(b) of the Corporations Act approving this Scheme as soon as possible and in any event by no later than 12:00pm on the Business Day immediately following the day on which De Grey receives such office copy (or any later date agreed in writing by Northern Star).

4.2 Transfer of Scheme Shares

Subject to this Scheme becoming Effective, the following actions must occur on the Implementation Date:

(a) subject to the provision of the Scheme Consideration in the manner contemplated by clause 5.2, all of the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares, must be transferred to Northern Star (free from all Encumbrances and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind), without the need for any further act by any Scheme Shareholder (other than acts performed by De Grey or any of its directors, officers, or secretaries as attorney and agent for Scheme Shareholders under clause 9.5), by:

(i) De Grey, in its capacity as the attorney and agent of each Scheme Shareholder, duly completing and executing the Scheme Transfer on behalf

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of each Scheme Shareholder (as transferor), and delivering it to Northern Star; and

(ii) Northern Star duly executing the Scheme Transfer (as transferee), attending to the stamping of the Scheme Transfer (if required) and delivering it to De Grey for registration; and

(b) immediately following receipt of the duly completed and executed Scheme Transfer in accordance with clause 4.2(a), but subject to the stamping of the Scheme Transfer (if required), De Grey must enter, or procure the entry of, the name and address of Northern Star in the Share Register as the registered holder of all of the Scheme Shares transferred to Northern Star in accordance with this Scheme.

5 Scheme Consideration

5.1 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to Northern Star of the Scheme Shares to Northern Star under this Scheme:

(a) each Scheme Shareholder will be entitled to receive the Scheme Consideration for each Scheme Share held by that Scheme Shareholder; and

(b) Northern Star must provide, or procure the provision of, the Scheme Consideration to each Scheme Shareholder for each Scheme Share held by that Scheme Shareholder (or the Sale Agent in accordance with clause 5.6(b)(i)),

in each case, on and subject to the terms of this Scheme.

5.2 Provision of Scheme Consideration

Subject to clauses 5.3, 5.4, 5.5 and 5.7, the obligation of Northern Star to provide, or procure the provision of, the Scheme Consideration to the Scheme Shareholders will be satisfied by Northern Star:

(a) on the Implementation Date, issuing the Scheme Consideration comprising New Northern Star Shares to each Scheme Shareholder and procuring that the name and address of the Scheme Shareholder is entered in the Northern Star Share Register in respect of those New Northern Star Shares; and

(b) procuring that on or before the date that is five (5) Business Days after the Implementation Date, a holding statement (or equivalent document) is sent to the Registered Address of each Scheme Shareholder representing the number of New Northern Star Shares issued to the Scheme Shareholder pursuant to this Scheme.

5.3 Fractional entitlements and share splitting

(a) Where the calculation of the number of New Northern Star Shares to be issued to a particular Scheme Shareholder (including an Ineligible Holder dealt with in accordance with clause 5.5) would result in the Scheme Shareholder becoming entitled to a part of a New Northern Star Share, then any such fractional entitlement:

(i) of 0.5 or more will be rounded up to the nearest whole number; and

(ii) of less than 0.5 will be rounded down to the nearest whole number,

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of New Northern Star Shares.

(b) If Northern Star is of the opinion (acting reasonably) that two (2) or more Scheme Shareholders (each of whom holds a number of Scheme Shares which results in rounding in accordance with clause 5.3(a)) have, before the Record Date, been party to Share Splitting or division in an attempt to obtain unfair advantage by reference to such rounding, Northern Star may give notice to those Scheme Shareholders:

(i) setting out their names and Registered Addresses;

(ii) stating that opinion; and

(iii) attributing the Scheme Shares held by all of them to one of them as specifically identified in the notice,

and, after such notice has been given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of this Scheme and the Deed Poll, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of this Scheme and the Deed Poll, be taken to hold no Scheme Shares. Northern Star, in complying with the other provisions of this Scheme and the Deed Poll relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to the other Scheme Shareholders named in the notice under the terms of this Scheme and the Deed Poll.

5.4 Joint holders

In the case of Scheme Shares held in joint names:

(a) the New Northern Star Shares to be issued under this Scheme must be issued to and registered in the names of the joint holders and entry into the Northern Star Share Register must take place in the same order as the holders' names appear in the Share Register;

(b) any cheque required to be sent under this Scheme will be made payable to the joint holders and sent to either, at the sole discretion of De Grey, the holder whose name appears first in the Share Register as at the Record Date or to the joint holders; and

(c) any other document required to be sent under this Scheme will be forwarded to either, at the sole discretion of De Grey, the holder whose name appears first in the Share Register as at the Record Date or to the joint holders.

5.5 Election by Small Shareholders

(a) De Grey must provide each Small Shareholder with, or procure the provision to each Small Shareholder of, an Opt-in Notice in accordance with the terms of the Implementation Deed.

(b) Unless a Small Shareholder provides De Grey with a duly completed Opt-in Notice prior to 5:00pm on the Business Day prior to the Record Date, Northern Star will be under no obligation under this Scheme or Deed Poll to issue, and will not issue, any New Northern Star Shares to any Small Shareholder, and instead, unless De Grey and Northern Star otherwise agree, Northern Star must procure that the New

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Northern Star Shares that each Small Shareholder would otherwise be entitled to receive as Scheme Consideration are dealt with in accordance with clause 5.6 of this Scheme.

5.6 Ineligible Holders and FRCGW Holders

(a) Northern Star has no obligation to issue, and will not issue, any New Northern Star Shares under this Scheme to any Ineligible Holder.

(b) Unless Northern Star and De Grey otherwise agree in writing, subject to clauses 5.3 and 5.7, Northern Star must, on the Implementation Date, issue to the Sale Agent:

(i) the New Northern Star Shares to which Ineligible Holders would otherwise be entitled under this Scheme, except to the extent any of the New Northern Star Shares are deducted or withheld under clause 5.6(b)(ii) **(Ineligible Consideration Shares**); and

(ii) the New Northern Star Shares (if any) which Northern Star determines (in its reasonable opinion acting in good faith) should be deducted or withheld from the Scheme Consideration otherwise payable to FRCGW Holders in accordance with clause 5.8(b) of the Implementation Deed (**FRCGW Consideration Shares**),

(together, the Ineligible Consideration Shares and FRCGW Consideration Shares are the **Relevant Northern Star Shares**).

(c) Northern Star must procure that, as soon as reasonably practicable after the Implementation Date (and in any event within 15 days on which Northern Star Shares are capable of being traded on ASX after the Implementation Date), the Sale Agent, acting on behalf of the Ineligible Holders and/or the FRCGW Holders (as relevant) and not on the behalf of De Grey or Northern Star:

(i) sells (on ASX or off-market) all of the Relevant Northern Star Shares in such manner, at such price and on such terms as the Sale Agent determines in good faith (with the outcome of such sale being at the risk of the Ineligible Holder and/or the FRCGW Holder, as the case may be); and

(ii) subject to the receipt of the proceeds of the sale under clause 5.6(c)(i), remits or procures to be remitted, to Northern Star, the proceeds of the sale under clause 5.6(c)(i) and after the Sale Agent or Northern Star (as applicable) has deducted any applicable brokerage, foreign exchange, stamp duty and other selling costs, Taxes (including withholding tax) and charges (**Sale Proceeds**) as soon as reasonably practicable (and in any event within ten (10) Business Days of receipt).

(d) Promptly after receiving all of the Sale Proceeds Northern Star will pay in Australian dollars to each Ineligible Holder and FRCGW Holder (**Relevant Holder**), such proportion of the Sale Proceeds to which that Relevant Holder is entitled (rounded down to the nearest cent) calculated in accordance with the following formula:

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$$A = \left(\frac{B}{C}\right) \times D$$

where:

A = is the amount to be paid to the Relevant Holder. If the Relevant Holder is a FRCGW Holder, 'A' will be reduced by any amount remitted to the Commissioner of Taxation in accordance with clause 5.8(c) of the Implementation Deed;

B = is the number of Relevant Northern Star Shares attributable to, and that would otherwise have been issued to, that Relevant Holder had it not been an Ineligible Holder and/or FRCGW Holder (as applicable) and which were instead issued to the Sale Agent; and

C = is the total number of Relevant Northern Star Shares attributable to, and which would otherwise have been issued to, all Ineligible Holders and FRCGW Holders collectively and which were instead issued to the Sale Agent; and

D = is the Sale Proceeds.

(e) The Ineligible Holders and FRCGW Holders acknowledge that none of Northern Star, De Grey or the Sale Agent gives any assurance or representation as to the price that will be achieved for the sale of Relevant Northern Star Shares described in clause 5.6(b) or the amount of Sale Proceeds to be received by Ineligible Holders and/or FRCGW Holders (as applicable) under the Sale Facility. Each of De Grey, Northern Star and the Sale Agent expressly disclaim any fiduciary duty to the Ineligible Holders and FRCGW Holders which may arise in connection with this clause 5.5.

(f) Northern Star must make, or procure the making of, payments to Ineligible Holders and/or FRCGW Holders (as relevant) under clause 5.6(d) by either (in the absolute discretion of Northern Star, and despite any authority referred to in clause 5.6(f)(i) or election referred to in clause 5.6(f)(ii) made or given by the Scheme Shareholder):

(i) paying, or procuring the payment of, the relevant amount in Australian dollars by electronic means to a bank account nominated by the Ineligible Holder and/or FRCGW Holder (as applicable) by an appropriate authority from the Ineligible Holder and/or FRCGW Holder (as relevant) to De Grey; or

(ii) if a bank account has not been nominated by the Ineligible Holder and/or FRCGW Holder (as relevant) in accordance with clause 5.6(f)(i):

(A) if an Ineligible Holder and/or FRCGW Holder (as relevant) has, before the Record Date, made a valid election in accordance with the requirements of the Share Registry to receive dividend payments from De Grey by electronic funds transfer to a bank account nominated by the Ineligible Holder and/or FRCGW Holder (as relevant), paying, or procuring the payment of, the relevant amount in Australia dollars by electronic means in accordance with that election; or

(B) otherwise dispatching, or procuring the dispatch of, a cheque for the relevant amount in Australian dollars to the Ineligible Holder and/or FRCGW Holder (as relevant) by prepaid post to their Registered Address (as at the Record Date), such cheque being drawn in the

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name of the Ineligible Holder and/or FRCGW Holder (as relevant) (or in the case of joint holders, in accordance with the procedures set out in clause 5.4).

(g) Northern Star must pay any amount so withheld (in accordance with clause 5.8(b) of the Implementation Deed) to the Commissioner of Taxation (in accordance with clause 5.8(c) of the Implementation Deed) within the time required by law, and Northern Star must provide a receipt or other appropriate evidence of such payment (or procure the provision of such receipt or other evidence) to the relevant FRCGW Holder.

(h) Each Ineligible Holder and FRCGW Holder appoints Northern Star as its agent to receive on its behalf any financial services guide or other notices (including any updates to those documents) that the Sale Agent is required to provide to the Ineligible Holder and/or FRCGW Holder (as relevant) under the Corporations Act or any other applicable law.

(i) Payment of the amounts calculated in accordance with clause 5.6(d) to an Ineligible Holder and/or FRCGW Holder (as relevant) in accordance with this clause 5.5 satisfies in full the Ineligible Holder's or FRCGW Holder's (as relevant) right to Scheme Consideration and interest will not be paid on any Sale Proceeds.

5.7 Orders of a court or Government Agency

If an applicable law requires, or if written notice is given to De Grey (or the Registry) or Northern Star (or the Northern Star Share Registry) of an order or direction made by a court of competent jurisdiction or by a Government Agency that:

(a) requires consideration to be provided to a third party (either through payment of a sum or the issuance of a security) in respect of Scheme Shares held by a particular Scheme Shareholder, which would otherwise be payable or required to be issued to that Scheme Shareholder by De Grey or Northern Star in accordance with this clause 5, or which requires an amount to be deducted or withheld from any consideration which would otherwise be payable or provided to a Scheme Shareholder in accordance with this clause 5, then De Grey or Northern Star (as applicable) will be entitled to procure that provision of that consideration, or deduction or withholding, is made in accordance with that order or direction; or

(b) prevents De Grey or Northern Star from providing consideration to any particular Scheme Shareholder in accordance with this clause 5, or the payment or issuance of such consideration is otherwise prohibited by applicable law, De Grey or Northern Star shall be entitled to (as applicable):

(i) in the case of an Ineligible Holder or other shareholder referred to in clause 5.5, retain an amount, in Australian dollars, equal to the relevant shareholder's share of the Sale Proceeds; or

(ii) not to issue (or, in the case of De Grey, direct Northern Star not to issue), or to issue (or, in the case of De Grey, direct Northern Star to issue) to a permitted trustee or nominee, such number of New Northern Star Shares as that Scheme Shareholder would otherwise be entitled to under clause 5.2,

until such time as provision of the Scheme Consideration in accordance with this clause 5 is permitted by that (or another) order or direction or otherwise by law.

To the extent that amounts are deducted or withheld under or in accordance with this clause 5.7, such deducted or withheld amounts will be treated for all purposes under this

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Scheme as having been paid to the person in respect of which such deduction or withhold was made, and will constitute the full discharge of Northern Star's obligations under clause 5.2 with respect to that amount until that amount is no longer required to be retained.

5.8 Unclaimed monies

(a) Northern Star may cancel a cheque issued under clause 5.6(f)(ii)(B) if the cheque:

(i) is returned to Northern Star; or

(ii) has not been presented for payment within 6 months after the date on which the cheque was sent.

(b) During the period of 12 months commencing on the Implementation Date, on request in writing from a Scheme Shareholder to De Grey or Northern Star (or the Registry) (which request may not be made until the date that is 20 Business Days after the Implementation Date), Northern Star must reissue a cheque that was previously cancelled under clause 5.8(a).

(c) The Unclaimed Money Act will apply in relation to any Scheme Consideration that becomes "unclaimed money" (as defined in section 6 of the Unclaimed Money Act.

(d) Any interest or other benefit accrued from the unclaimed Scheme Consideration will be for the benefit of Northern Star.

5.9 Status of New Northern Star Shares

(a) Under the terms of the Implementation Deed, Northern Star undertakes and warrants in favour of De Grey (in its own right and on behalf of each Scheme Shareholder) that:

(i) on issue, the New Northern Star Shares issued under the Scheme as Scheme Consideration will:

(A) be duly issued;

(B) rank equally in all respects with all existing Northern Star Shares;

(C) confer an entitlement to participate in and receive any dividends or distribution of capital paid and any other entitlements accruing in respect of Northern Star Shares;

(D) be fully paid and free from any mortgage, charge, lien, encumbrance or other Security Interest, encumbrance or third-party rights;

(ii) it will apply to ASX for the official quotation of the New Northern Star Shares that comprise the Scheme Consideration on the Official List of ASX; and

(iii) it will use its best endeavours to ensure that the New Northern Star Shares will be listed for quotation on the Official List on the Business Day after the Effective Date (or such later date as ASX may require), initially on a deferred settlement basis and, with effect from the first Business Day after the Implementation Date, on an ordinary (T+2) settlement basis (which approval may be conditional on the issue of those New Northern Star Shares and other conditions customarily imposed by ASX).

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6 Dealings in De Grey Shares

6.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in De Grey Shares or other alterations to the Share Register will only be recognised if:

(a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Share Register as the holder of the relevant De Grey Shares at the Record Date; and

(b) in all other cases, registrable transfer or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received at or before the Record Date at the place where the Share Register is kept,

and De Grey must not accept for registration, nor recognise (except a transfer to Northern Star pursuant to this Scheme and any subsequent transfer by Northern Star or its successors in title), any transfer or transmission application or other request in respect of De Grey Shares received after the Record Date, or received prior to the Record Date but not in registrable or actionable form.

6.2 Register

De Grey must register, or cause to be registered, registrable transmission applications or transfers of Scheme Shares that are received in accordance with clause 6.1(b) on or before the Record Date, provided that nothing in this clause 6.2 requires De Grey to register a transfer that would result in a De Grey Shareholder holding a parcel of De Grey Shares that is less than a 'marketable parcel' (as defined in the ASX Settlement Rules).

6.3 No disposals after Record Date

If this Scheme becomes Effective, each Scheme Shareholder (and any person claiming through any Scheme Shareholder) must not dispose of or transfer, or otherwise deal with, or purport or agree to dispose of, or transfer, or otherwise deal with, any Scheme Shares or any interest in them after the Record Date otherwise than pursuant to this Scheme, and such disposal, transfer or dealing or any attempt to do so will be void and have no legal effect whatsoever and De Grey must disregard any such disposal, transfer, purported disposal, transfer or agreement or dealing or transmission application in respect of Scheme Shares received after the Record Date.

6.4 Maintenance of Share Register

For the purpose of determining entitlements to the Scheme Consideration, De Grey must maintain the Share Register in accordance with this clause 6 until the Scheme Consideration has been provided to the Scheme Shareholders and Northern Star has been entered in the Share Register as the holder of all the Scheme Shares. The Share Register in this form will solely determine entitlements to the Scheme Consideration.

6.5 Effect of certificates and holding statements

Subject to provision of the Scheme Consideration and registration of the transfer of the Scheme Shares to Northern Star in accordance with this Scheme, all statements of holding or share certificates for Scheme Shares (other than holding statements or share certificates in favour of Northern Star) will cease to have effect after the Record Date as documents of title in respect of those shares and, as from that date, each entry current at that date on the Share Register (other than entries on the Share Register in respect of

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Northern Star) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the De Grey Shares relating to that entry.

6.6 Details of Scheme Shareholders

(a) As soon as practicable on or after the Record Date, and in any event by 5:00pm on the first Business Day after the Record Date, De Grey will ensure that the details of the names, Registered Addresses and registered holdings of Scheme Shares for each Scheme Shareholder as shown in the Share Register as at the Record Date are available and provided to Northern Star, in such form as Northern Star may reasonably require, and determine De Grey Shareholders' respective entitlements to the Scheme Consideration in accordance with the Scheme.

(b) Each Scheme Shareholder agrees that the information referred to in clause 6.6(a) may be disclosed to Northern Star, its advisers, share registry and other service providers to the extent necessary to effect this Scheme.

7 Quotation of De Grey Shares

(a) De Grey must apply to ASX to suspend trading in De Grey Shares with effect from the close of trading on the Effective Date.

(b) De Grey must apply:

(i) for termination of the official quotation of De Grey Shares on the ASX; and

(ii) to have itself removed from the Official List,

in each case with effect on and from the close of trading on the trading day immediately following (but not on or before) the Implementation Date, or such later date as agreed in writing between De Grey and Northern Star, acting reasonably, following consultation with ASX.

8 Instructions and elections

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency), all instructions, notifications or elections by a Scheme Shareholder to De Grey that are binding or deemed binding between the Scheme Shareholder and De Grey relating to De Grey or De Grey Shares, including instructions, notifications or elections relating to:

(a) whether dividends are to be paid by cheque or into a specific bank account;

(b) payments of dividends on De Grey Shares; and

(c) notices or other communications from De Grey (including by email),

will be deemed from the Implementation Date (except to the extent determined otherwise by Northern Star in its sole discretion), by reason of this Scheme, to be made by the Scheme Shareholder to Northern Star and to be a binding instruction, notification or election to, and accepted by, Northern Star in respect of the New Northern Star Shares issued to that Scheme Shareholder until that instruction, notification or election is revoked or amended in writing addressed to Northern Star at its registry.

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9 General Scheme provisions

9.1 Consent to amendments to this Scheme

If the Court proposes to approve this Scheme subject to any alterations, terms or conditions under section 411(6) of the Corporations Act, and those alterations or conditions have been agreed to in writing by each of De Grey and Northern Star:

(a) De Grey may, by its counsel, approve on behalf of all persons concerned, including each Scheme Shareholder, to those alterations, terms or conditions; and

(b) each Scheme Shareholder agrees to any such alterations, terms or conditions to which De Grey, by its counsel, has approved in writing (such approval not to be unreasonably withheld or delayed).

9.2 Scheme Shareholders' agreements and warranties

(a) Each Scheme Shareholder:

(i) agrees for all purposes to:

(A) the transfer of their Scheme Shares together with all rights and entitlements attaching to those Scheme Shares to Northern Star in accordance with this Scheme;

(B) become a member of Northern Star and to have their name registered in the Northern Star Share Register as a holder of Northern Star Shares (in respect of the New Northern Star Shares which they are issued pursuant to this Scheme);

(C) be bound by the constitution of Northern Star; and

(D) the variation, cancellation or modification (if any) of the rights attached to their Scheme Shares constituted by or resulting from this Scheme;

(ii) agrees that after the transfer of their Scheme Shares to Northern Star in accordance with this Scheme, any holding statement or share certificate relating to the Scheme Shares will not constitute evidence of title to those Scheme Shares and to, on the direction of Northern Star, destroy any statements of holding or share certificates relating to their Scheme Shares;

(iii) who holds its Scheme Shares in a CHESS Holding agrees to the conversion of those Scheme Shares to an Issuer Sponsored Holding and irrevocably authorises De Grey to do anything necessary, expedient or incidental (whether required by the ASX Settlement Rules or otherwise) to effect or facilitate such conversion; and

(iv) acknowledges and agrees that this Scheme binds De Grey and all Scheme Shareholders (including those who did not attend the Scheme Meeting or those who did not vote or voted against the resolution to approve this Scheme, at the Scheme Meeting),

in each case, irrevocably and without the need for any further act by the Scheme Shareholder.

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(b) Each Scheme Shareholder is taken (by operation of this Scheme and without the need for any further act by the Scheme Shareholder) to have warranted to De Grey and Northern Star on the Implementation Date, and appointed, authorised and directed De Grey as its attorney and agent to warrant to Northern Star on the Implementation Date, that:

(i) all of their Scheme Shares (including any rights and entitlements attaching to their Scheme Shares) which are transferred to Northern Star under this Scheme will, at the time of transfer of them to Northern Star, be free from all:

(A) Encumbrances and third party rights or interests of any kind whether legal or otherwise; and

(B) restrictions on transfer of any kind;

(ii) they have full power and capacity to sell and to transfer their Scheme Shares to Northern Star under this Scheme together with any rights and entitlements attaching to those Scheme Shares;

(iii) all of their Scheme Shares which are transferred to Northern Star under this Scheme will, on the date on which they are transferred to Northern Star, be fully paid; and

(iv) as at the Record Date, they have no existing right to be issued any other De Grey Shares, any options, share rights, performance rights or other instruments exercisable or convertible into De Grey Shares.

(c) De Grey undertakes that it will provide such warranties under clause 9.2(b) to Northern Star as agent and attorney of each Scheme Shareholder.

9.3 Title to and rights in Scheme Shares

(a) To the extent permitted by law, the Scheme Shares (including all rights and entitlements attaching to the Scheme Shares) transferred to Northern Star under this Scheme will, at the time of transfer of them to Northern Star, vest in Northern Star free from all:

(i) Encumbrances and interests of third parties of any kind, whether legal or otherwise; and

(ii) restrictions on transfer of any kind.

(b) Immediately on the provision of the Scheme Consideration to each Scheme Shareholder and, in the case of Ineligible Holders, on the issue of the Relevant Northern Star Shares to the Sale Agent in accordance with clause 5.6, Northern Star will be beneficially entitled to the Scheme Shares to be transferred to it under this Scheme pending registration by De Grey of Northern Star in the Share Register as the holder of the Scheme Shares.

(c) To avoid doubt, notwithstanding clause 9.3(b), to the extent that clause 5.7 applies to any Scheme Shareholder, Northern Star will be beneficially entitled to any Scheme Shares held by that Scheme Shareholder immediately upon compliance with clause 5.7 on the Implementation Date, as if Northern Star had provided the Scheme Consideration to that Scheme Shareholder.

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9.4 Appointment of Northern Star as sole proxy

(a) Immediately on the provision of the Scheme Consideration to each Scheme Shareholder in the manner contemplated by clause 5.2 or the Sale Agent (if applicable, and in accordance with clause 5.5), and until De Grey registers Northern Star as the holder of all Scheme Shares in the Share Register, each Scheme Shareholder (by operation of this Scheme and without the need for any further act by the Scheme Shareholder):

(i) is deemed to have irrevocably appointed Northern Star as attorney and agent (and directed Northern Star in each such capacity) to appoint any director, officer, secretary or agent nominated by Northern Star from time to time as its sole proxy and, where applicable or appropriate, corporate representative to attend De Grey Shareholders' meetings, exercise the votes attaching to the Scheme Shares registered in the name of the Scheme Shareholder and sign any De Grey Shareholders' resolution (whether in person, by proxy or by corporate representative);

(ii) must not attend or vote at any De Grey Shareholders' meetings, exercise the votes attaching to Scheme Shares registered in their names or sign or vote in respect of any De Grey Shareholders' resolutions (whether in person, by proxy or by corporate representative (other than pursuant to clause 9.4(a)(i)));

(iii) must take all other actions in the capacity of a registered holder of Scheme Shares as Northern Star reasonably directs; and

(iv) acknowledges and agrees that in exercising the powers conferred by clause 9.4(a)(i) or giving any directions under clause 9.4(a)(iii), Northern Star and any director, officer, secretary or agent nominated by Northern Star under clause 9.4(a)(i) may act in the best interests of Northern Star as the intended registered holder of the Scheme Shares.

9.5 Authority given to De Grey

Each Scheme Shareholder, without the need for any further act by the Scheme Shareholder:

(a) on and from the Effective Date, irrevocably appoints De Grey and each of its directors, officers and secretaries (jointly and each of them severally) as its attorney and agent for the purposes of:

(i) enforcing the Deed Poll against Northern Star; and

(ii) executing any document, or doing or taking any other act, necessary, desirable or expedient to give effect to this Scheme and the transactions contemplated by it, including (without limitation) executing the Scheme Transfer; and

(b) on the Implementation Date, irrevocably appoints De Grey and each of its directors, officers and secretaries (jointly and each of them severally) as its attorney and agent for the purposes of executing any document, or doing or taking any other act, necessary, desirable or expedient to give effect to this Scheme and the transactions contemplated by it, including (without limitation):

(i) executing the Scheme Transfer; and

(ii) executing and delivering any deed or document reasonably required by Northern Star that causes each Scheme Shareholder that is not an Ineligible Holder to become a shareholder of Northern Star and to be bound by the constitution of Northern Star,

and De Grey accepts such appointment. De Grey, as attorney and agent of each Scheme Shareholder, may sub-delegate its functions, authorities or powers under this clause 9.5 to all or any of its directors, officers or secretaries (jointly, severally or jointly and severally).

9.6 Binding effect of this Scheme

This Scheme binds De Grey and all of the Scheme Shareholders (including those who did not attend the Scheme Meeting or those who did not vote or voted against the resolution to approve this Scheme at the Scheme Meeting) and, to the extent of any inconsistency, overrides the constitution of De Grey.

10 General

10.1 Duty

Northern Star:

(a) must pay all Duty (if applicable) in respect of this Scheme, the Deed Poll or any transaction effected by or steps taken under this Scheme and the Deed Poll; and

(b) must indemnify each Scheme Shareholder against any liability arising from or in connection with any failure by Northern Star to comply with clause 10.1(a).

10.2 Consent

Each Scheme Shareholder (by operation of this Scheme and without the need for any further act by the Scheme Shareholder) consents to De Grey doing all things necessary or incidental to give full effect to the implementation of this Scheme and the transactions contemplated by it, whether on behalf of the Scheme Shareholders, De Grey or otherwise.

10.3 Notices

(a) If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to De Grey, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at De Grey's registered office or at the office of the Registry.

(b) The accidental omission to give notice of the Scheme Meeting or the non-receipt of such notice by a De Grey Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

10.4 Governing law and jurisdiction

(a) This Scheme is governed by the laws in force in Western Australia, Australia.

(b) Each party irrevocably submits to the non-exclusive jurisdiction of the courts of Western Australia and courts competent to determine appeals from those courts.

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10.5 Further action

De Grey must, at its own expense, do all things (on its own behalf and on behalf of each Scheme Shareholder) and execute and deliver all further documents required by law or necessary or desirable to give full effect to this Scheme and the transactions contemplated by it.

10.6 No liability when acting in good faith

Each Scheme Shareholder agrees (by operation of this Scheme and without the need for any further act by the Scheme Shareholder) that none of De Grey's or Northern Star's respective directors, officers or employees, will be liable for anything done or omitted to be done in the performance of this Scheme or the Deed Poll when the relevant person has acted in good faith.

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Schedule 1 Dictionary

1 Dictionary

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or, where the context requires, the financial market operated by it.

ASX Settlement Rules means operating rules of the settlement facility provided by ASX Settlement Pty Ltd ACN 008 504 532.

Business Day:

(a) when used in relation to the Implementation Date and the Record Date, has the meaning given in the ASX Listing Rules; and

(b) in all other cases, means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth, Western Australia.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement Pty Limited and ASX Clear Pty Limited.

CHESS Holding has the meaning given in the ASX Settlement Rules.

Corporations Act means the *Corporations Act 2001* (Cth).

Court means the Federal Court of Australia (Western Australia registry) or such other court of competent jurisdiction under the Corporations Act agreed in writing by De Grey and Northern Star.

De Grey means De Grey Mining Ltd ACN 094 206 292.

De Grey Share means a fully paid ordinary share in the capital of De Grey.

De Grey Shareholder means a registered holder of one or more De Grey Shares, as shown in the Share Register.

Deed Poll means the deed poll to be entered into by Northern Star under which Northern Star covenants in favour of the Scheme Shareholders to perform the obligations attributed to it under this Scheme.

Duty means any stamp, transfer, landholder, transaction or registration duty or similar charge imposed by any Government Agency and includes any interest, fine, penalty, charge or other amount imposed by any Government Agency in respect of any of those amounts.

Effective means the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to this Scheme.

Effective Date means the date on which this Scheme becomes Effective.

Encumbrance means any security for the payment of money or performance of obligations or having similar effect, including a mortgage, charge, lien, assignment,

pledge, power or title retention or flawed deposit arrangement, or any other agreement, trust or arrangement entered into for the purpose of conferring a priority, and including any "security interest" as defined in sections 12(1) or 12(2) of the PPSA.

End Date means 30 June 2025, or such later date as De Grey and Northern Star may agree in writing.

FRCGW Consideration Shares has the meaning given in clause 5.6(b)(ii).

FRCGW Holder means a De Grey Shareholder who is described in clause 5.8(b) of the Implementation Deed.

Government Agency means any foreign or Australian government or governmental, semi-governmental, administrative, fiscal, statutory or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any state, or any other federal, state, provincial, local or other government, whether foreign or Australian. It also includes any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions (including ASX, ASIC and the Takeovers Panel).

Implementation Date means the fifth Business Day after the Record Date or such other day as De Grey and Northern Star agree in writing or is ordered by the Court.

Implementation Deed means the scheme implementation deed dated 1 December 2024 between De Grey and Northern Star relating to (among other things) the implementation of the Scheme.

Ineligible Consideration Shares has the meaning given in clause 5.6(b)(i).

Ineligible Foreign Holder means any Scheme Shareholder whose address shown on the Share Register as at the Record Date is in a place outside Australia, New Zealand or any other jurisdiction agreed in writing by the parties (each acting reasonably).

Ineligible Holder means Ineligible Foreign Holders and Non-electing Small Shareholders.

Issuer Sponsored Holding has the meaning given in the ASX Settlement Rules.

New Northern Star Share means a Northern Star Share to be issued under the Scheme.

Non-electing Small Shareholder means a Small Shareholder who has not provided the Registry with an Opt-in Notice in accordance with the terms of the Scheme.

Northern Star means Northern Star Resources Ltd ACN 092 832 892.

Northern Star Share means a fully paid ordinary share in the capital of Northern Star.

Northern Star Share Register means the register of members maintained by Northern Star in accordance with the Corporations Act.

Official List means the official list of ASX.

Opt-in Notice means a notice by a Small Shareholder requesting to receive the Scheme Consideration as New Northern Star Shares.

PPSA means the *Personal Property Securities Act 2009* (Cth).

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Record Date means 5:00pm on the second Business Day after the Effective Date of the Scheme, or such other time and date as De Grey and Northern Star agree in writing.

Registered Address means, in relation to a Scheme Shareholder, the address shown in the Share Register as at the Record Date.

Registry means Automic Registry Services.

Relevant Northern Star Shares has the meaning given in clause 5.6(b).

Sale Agent means the Sale Agent appointed under clause 5.3 of the Implementation Deed to sell the New Northern Star Shares that are to be issued under clause 5.6(b) of this Scheme.

Sale Facility means the facility to be conducted in accordance with clause 5.6(b).

Sale Proceeds has the meaning given in clause 5.6(c)(ii).

Scheme means this scheme of arrangement between De Grey and the Scheme Shareholders under which all of the Scheme Shares will be transferred to Northern Star under Part 5.1 of the Corporations Act, in consideration for the Scheme Consideration, subject to any alterations or conditions that are:

(a) agreed to in writing by De Grey and Northern Star, and approved by the Court; or

(b) made or required by the Court under section 411(6) of the Corporations Act and agreed to in writing by De Grey and Northern Star.

Scheme Consideration means the consideration to be provided by or on behalf of the Northern Star to each Scheme Shareholder (other than an Ineligible Holder) for the transfer of each Scheme Share under the Scheme, being, 0.119 New Northern Star Shares for every 1 Scheme Share held by a Scheme Shareholder.

Scheme Meeting means the meeting of De Grey Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act to consider this Scheme, including any adjournment or postponement thereof.

Scheme Share means a De Grey Share held by a Scheme Shareholder as at the Record Date.

Scheme Shareholder means a De Grey Shareholder as at the Record Date.

Scheme Transfer means one or more proper instruments of transfer in respect of the Scheme Shares for the purposes of section 1071B of the Corporations Act in favour of Northern Star as transferee, which may be or include a master transfer of all or part of the Scheme Shares.

Second Court Date means the first day on which an application made to the Court for orders under section 411(4)(b) of the Corporations Act approving this Scheme is heard (or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard), with such hearing being the **Second Court Hearing**.

Security Interest means any mortgage, charge, pledge, lien, assignment or other security interest or any other arrangement (including a right of set off or combination) entered into for the purpose of conferring a priority, including any security interest as defined in section 51A of the Corporations Act or in the PPSA.

Share Register means the register of members maintained by De Grey in accordance with the Corporations Act.

Share Splitting means the splitting by a holder of De Grey Shares into two or more parcels of De Grey Shares whether or not it results in any change in beneficial ownership of the De Grey Shares.

Small Shareholder means a Scheme Shareholder (other than an Ineligible Foreign Holder) who based on their holding of Scheme Shares on the Record Date, would on implementation of the Scheme, be entitled to receive less than a marketable parcel (as that term is defined in the ASX Listing Rules) of New Northern Star Shares (assessed by reference to the last traded price of Northern Star Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration.

Tax means any tax, levy, Duty, charge, impost, fee, deduction, goods and services tax (including GST), compulsory loan or withholding, that is assessed, levied, imposed or collected by any Government Agency and includes any interest, fine, charge, fee or any other amount imposed on, or in respect of the above.

Unclaimed Money Act means the *Unclaimed Money Act 1990* (WA).

2 Interpretation

In this Scheme, the following rules of interpretation apply unless the contrary intention appears.

(a) Headings are for convenience only and do not affect the interpretation of this Scheme.

(b) The singular includes the plural and vice versa.

(c) Words that are gender neutral or gender specific include each gender.

(d) Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

(e) The words 'include', 'including', 'such as', 'for example' and similar expressions are not words of limitation and do not limit what else might be included.

(f) A reference to:

(i) a person includes a natural person, partnership, joint venture, government agency, association, corporation or other body corporate or entity (as that term is defined in section 64A of the Corporations Act);

(ii) a thing (including a chose in action or other right) includes a part of that thing;

(iii) a party includes its successors and permitted assigns;

(iv) a document includes all amendments or supplements to that document;

(v) a clause, term, party, schedule or attachment is a reference to a clause or term of, or a party, schedule or attachment to, this Scheme (as applicable);

(vi) this Scheme includes all schedules to it;

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(vii) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity or ASX Listing Rule and is a reference to that law as amended, consolidated or replaced;

(viii) an agreement (other than this Scheme) includes an undertaking or legally enforceable arrangement or understanding (whether or not in writing);

(ix) a time period includes the date referred to as that on which the period begins and the date referred to as that on which the period ends; and

(x) a monetary amount is in Australian dollars.

(g) An agreement on the part of two or more persons binds them jointly and severally.

(h) When the day on which something must be done is not a Business Day, that thing must be done on the following Business Day.

(i) A reference to any time in this Scheme is a reference to such time in Perth, Western Australia, Australia.

(j) No rule of construction applies to the disadvantage of a party because that party was responsible for the preparation of this Scheme or any part of it.

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Attachment E Deed Poll

See following page.

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Deed poll

Northern Star Resources Ltd

In favour of each person registered on the Share Register as a holder of De Grey Shares as at the Record Date

Contents

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Date: 5 March 2025

Parties

1 Northern Star Resources Ltd ACN 092 832 892 of Level 4, 500 Hay Street, Subiaco, WA 6008 (**Northern Star**)

2 In favour of each person registered as a holder of a fully paid ordinary share in De Grey Mining Ltd ACN 094 206 292 (**De Grey**) in the Share Register as at the Record Date (**Scheme Shareholders**)

Background

A De Grey and Northern Star have entered into the Implementation Deed, under which (among other things):

(i) De Grey and Northern Star have agreed to implement the Scheme on and subject to the terms of the Implementation Deed;

(ii) if the Scheme becomes Effective, the effect of the Scheme will be that all Scheme Shares will be transferred to Northern Star; and

(iii) Northern Star has agreed to:

(A) enter into this deed poll; and

(B) provide, or procure the provision of, the Scheme Consideration in accordance with the terms and conditions of the Scheme.

B Northern Star is entering into this deed poll for the purpose of covenanting in favour of the Scheme Shareholders to undertake the actions attributed to Northern Star under the Scheme and the Implementation Deed.

1 Defined terms and interpretation

1.1 Defined terms

In this deed poll:

(a) **Implementation Deed** means the scheme implementation deed dated 1 December 2024 between De Grey and Northern Star (as amended from time to time) relating to (among other things) the implementation of the Scheme;

(b) **Scheme** means the scheme of arrangement between De Grey and the Scheme Shareholders under which all of the Scheme Shares will be transferred to Northern Star under Part 5.1 of the Corporations Act, in consideration for the Scheme Consideration, subject to any alterations or conditions that are:

(i) agreed to in writing by De Grey and Northern Star, and approved by the Court; or

(ii) made or required by the Court under section 411(6) of the Corporations Act and agreed to in writing by De Grey and Northern Star,

substantially in the form attached to the Implementation Deed; and

(c) unless the context otherwise requires, terms defined in the Scheme (but not in this deed poll) have the same meaning when used in this deed poll.

1.2 Interpretation

Clause 2 of Schedule 1 of the Scheme applies to the interpretation of this deed poll, except that references to "this Scheme" in clause 2 of Schedule 1 of the Scheme are to be read as references to "this deed poll".

1.3 Nature of deed poll

Northern Star acknowledges and agrees that:

(a) this deed poll may be relied on and enforced by any Scheme Shareholder in accordance with the terms of this deed poll even though the Scheme Shareholders are not party to it; and

(b) under the Scheme, on and from the Effective Date, each Scheme Shareholder, without the need for any further act by the Scheme Shareholder, irrevocably appoints De Grey and each of its directors, officers and secretaries (jointly and each of them severally) as its attorney and agent to enforce this deed poll against Northern Star.

2 Conditions

2.1 Conditions

This deed poll and the obligations of Northern Star under this deed poll are subject to the Scheme becoming Effective.

2.2 Termination

This deed poll and the obligations of Northern Star under this deed poll will automatically terminate and the terms of this deed poll will be of no further force or effect if:

(a) the Implementation Deed is terminated in accordance with its terms; or

(b) the Scheme has not become Effective on or before the End Date,

unless De Grey and Northern Star otherwise agree in writing (and, if required, as approved by the Court).

2.3 Consequences of termination

If this deed poll is terminated under clause 2.2:

(a) Northern Star is released from its obligations to further perform this deed poll; and

(b) in addition and without prejudice to any other rights, powers or remedies available to the Scheme Shareholders, each Scheme Shareholder retains the rights they have against Northern Star in respect of any breach of this deed poll which occurred before it was terminated.

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3 Northern Star undertakings

3.1 Undertaking to issue Scheme Consideration

Subject to clause 2, Northern Star undertakes in favour of each Scheme Shareholder to:

(a) provide, or procure the provision of, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of the Scheme; and

(b) undertake, or procure the undertaking of, all other actions attributed to it under the Scheme, as if named as a party to the Scheme,

in each case subject to and in accordance with the terms and conditions of the Scheme.

3.2 New Northern Star Shares to rank equally

Northern Star covenants in favour of each Scheme Shareholder that the New Northern Star Shares which are issued to each Scheme Shareholder (or the Sale Agent, in the case of Ineligible Holders) in accordance with the Scheme will:

(a) rank equally with all other Northern Star Shares on issue as set out in clause 5.8(a) of the Scheme; and

(b) be issued fully paid and free from any mortgage, charge, lien, encumbrance or other Security Interest, encumbrance or third-party rights.

4 Warranties

Northern Star represents and warrants in favour of each Scheme Shareholder that:

(a) it is a validly existing corporation registered under the laws of its place of incorporation;

(b) it has full corporate power and lawful authority to execute, deliver and perform this deed poll;

(c) it has taken all necessary corporate action to authorise the execution of this deed poll and has taken or will take all necessary corporate action to authorise and carry out the performance of this deed poll in accordance with its terms;

(d) this deed poll is a legal, valid and binding obligation on it and enforceable against it in accordance with the terms of this deed poll; and

(e) the execution and performance by Northern Star of this deed poll or the carrying out by Northern Star of the transaction contemplated by this deed poll did not and will not violate or breach any provision of:

(i) any writ, order or injunction, judgment, law, rule or regulation to which it or any other Northern Star Group Member is a party by which Northern Star or any other Northern Star Group Member is bound or otherwise subject; or

(ii) Northern Star or any other Northern Star Group Member's constitution or other constituent documents.

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5 Continuing obligations

This deed poll is irrevocable and, subject to clause 2, remains in full force and effect until the earlier of:

(a) the date on which Northern Star has fully performed its obligations under this deed poll; or

(b) the earlier termination of this deed poll under clause 2.2.

6 General

6.1 Duty

Northern Star must:

(a) pay all Duty (if applicable) in respect of this deed poll, the Scheme, the transfer by the Scheme Shareholders of the Scheme Shares to Northern Star pursuant to the Scheme, or any transaction effected or steps taken under the Scheme and this deed poll; and

(b) indemnify each Scheme Shareholder against any liability arising from or in connection with any failure by Northern Star to comply with clause 6.1(a).

6.2 Notices

(a) Any notice, consent, approval, waiver or other communication to Northern Star in connection with this deed poll must be:

(i) in writing;

(ii) sent by an authorised representative of the sender; and

(iii) marked for the attention of the person named below,

and must be:

(iv) left at, or sent by commercial courier to, the address set out below; or

(v) sent by email to the address set out below.

Attention:	Company Secretary
Address:	Level 4, 500 Hay Street, Subiaco, WA 6008
Email:	compliance@nsrltd.com

with a copy (for information purposes only) to antonella.pacitti@au.kwm.com

(b) Subject to clause 6.2(c), any notice, consent, approval, waiver or other communication given in accordance with clause 6.2(a) is taken to be received as follows:

(i) If sent by delivery, when it is delivered; and

(ii) if sent by email:

(A) when the sender receives an automated message confirming delivery; or

(B) one hour after the time sent (as recorded on the device from which the email was sent), provided that the sender does not receive an automated message that the email has not been delivered,

whichever happens first.

(c) If a notice, consent, approval, waiver or other communication is taken to be received under clause 6.2(b):

(i) before 9:00am on a Business Day, it will be taken to be received at 9:00am on that Business Day; or

(ii) after 5:00pm on a Business Day or on a non-Business Day, it will be taken to be received at 9:00am on the next Business Day.

6.3 Cumulative rights

The rights, powers and remedies of Northern Star and each Scheme Shareholder under this deed poll are cumulative with and do not exclude the rights, powers or remedies provided by law independently of this deed poll.

6.4 Partial exercising of rights

Unless this deed poll expressly states otherwise, if Northern Star does not exercise a right, power or remedy in connection with this deed poll or at a given time, it may still exercise it later.

6.5 Waiver

(a) Failure to exercise or enforce, a delay in exercising or enforcing, or the partial exercise or enforcement of any right, power or remedy provided by law or under this deed poll by any party does not in any way preclude, or operate as a waiver of, any exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this deed poll.

(b) Any waiver given by a party under this deed poll is only effective and binding on that party if it is given or confirmed in writing by that party.

(c) No waiver of a breach of any term of this deed poll operates as a waiver of another breach of that term or of a breach of any other term of this deed poll.

6.6 Variation

A provision of this deed poll may not be varied, altered or otherwise amended unless:

(a) if before the First Court Date (as defined in the Implementation Deed), the variation is agreed to in writing by Northern Star and De Grey in writing; or

(b) if on or after the First Court Date (as defined in the Implementation Deed), the variation is agreed to in writing by Northern Star and De Grey in writing and the

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Court has indicated that the variation would not of itself preclude approval by the Court of the Scheme,

in which event Northern Star must enter into a further deed poll in favour of the Scheme Shareholders giving effect to the variation, alteration or amendment.

6.7 Governing law and jurisdiction

(a) This deed poll is governed by the laws of Western Australia, Australia.

(b) Northern Star irrevocably submits to the non-exclusive jurisdiction of the courts of Western Australia and courts competent to determine appeals from those courts.

6.8 Assignment

(a) The rights of Northern Star and each Scheme Shareholder created by this deed poll are personal to Northern Star and each Scheme Shareholder and must not be assigned, encumbered or otherwise dealt with at law or in equity without the prior written consent of Northern Star.

(b) Any purported dealing in contravention of clause 6.8(a) is invalid.

6.9 Further action

Northern Star must, at its own expense, do all things and execute all documents necessary to give full effect to this deed poll and the transactions contemplated by it.

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Execution page

Executed as a deed.

Signed, sealed and delivered by **Northern Star Resources Ltd ACN 092 832 892** in accordance with section 127 of the *Corporations Act 2001* (Cth) by:





Signature of director	Signature of ~~director~~/secretary
Stuart Tonkin	Hilary Macdonald
Name of director (print)	Name of ~~director~~/secretary (print)

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Attachment F Corporate Directory

De Grey Mining Ltd

Ground Floor, 2 Kings Park Road
West Perth WA 6005
T: +61 (08) 6117 9328
E: admin@degreymining.com.au

De Grey Directors

Simon Lill – Independent Non-Executive Chair
Glenn Jardine – Managing Director
Peter Hood AO – Lead Independent Non-Executive Director
Andrew Beckwith – Non-Executive Director
Paul Harvey – Independent Non-Executive Director
Emma Scotney – Independent Non-Executive Director

General Counsel & Company Secretary

Sarah Standish

Registry

Automic Pty Ltd (ACN 152 260 814)
Level 5, 191 St Georges Terrace
Perth WA 6000
T: 1300 288 664

Financial Advisers

Barrenjoey Advisory Pty Limited (ACN 636 976 228)
Level 12, 1 Spring Street
Perth WA 6000

Azure Capital Pty Ltd (ACN 107 416 106)
Level 46, 108 St Georges Terrace
Perth WA 6000

Legal Advisers

Gilbert + Tobin
Level 16, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA 6000

Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000

Independent Expert

KPMG Financial Advisory Services (Australia) Pty Ltd
(ACN 007 363 215 | AFSL No. 246901)
Level 8, 235 St Georges Terrace
Perth WA 6000

Independent Technical Specialist

AMC Consultants Pty Ltd
(ACN 008 129 164)
Level 1, 1100 Hay Street
West Perth WA 6005

Investigating Accountant

Deloitte Corporate Finance Pty Limited
(ACN 003 833 127 | AFSL No. 241457)
Level 7-9, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA 6000

De Grey Shareholder Information Line

1300 923 191 (within Australia) or +61 8 6288 3789 (outside Australia) between 8:30am and 5:00pm (Sydney time) on Monday to Friday (excluding Australian public holidays).

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