

RESULTS OF SCHEME MEETING

Scheme approved by the Requisite Majorities of Shareholders

De Grey Mining Ltd (ASX:DEG, "**De Grey**") is pleased to announce that the Requisite Majorities of its shareholders today voted in favour of 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**").

Capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet released to ASX on 11 March 2025, unless the context otherwise requires.

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), a detailed report of the votes cast on the resolution approving the Scheme is attached to this announcement.

In summary:

- 99.64% of the votes cast by De Grey Shareholders were in favour of the Scheme; and
- 89.68% of De Grey Shareholders present and voting (in person or online or by proxy, attorney or corporate representative) voted in favour of the Scheme.

Next steps

De Grey will now seek approval of the Scheme by the Federal Court of Australia (Western Australia registry) ("**Court**") at the Second Court Hearing scheduled for 10:15 am (AWST) on 22 April 2025.

If the Court approves the Scheme at the Second Court Hearing, De Grey intends to lodge a copy of the orders of the Court with ASIC on 23 April 2025, such that the Scheme will become Effective on that date. If this occurs, De Grey Shares will be suspended from trading on ASX with effect from the close of trading on 23 April 2025.

Implementation of the Scheme is expected to occur on 5 May 2025, subject to the satisfaction or waiver of the remaining conditions precedent to the Scheme (including approval by the Court at the Second Court Hearing).

Indicative Scheme timetable

The remaining key dates expected for the Scheme are set out below.

Event	Date and Time (AWST)
Second Court Hearing	10:15 am on 22 April 2025
Effective Date	23 April 2025
Last date of trading of De Grey Shares	23 April 2025



Event	Date and Time (AWST)
Opt-In Notice Cut-Off Date ¹	5:00 pm on 24 April 2025
Scheme Record Date	5:00 pm on 28 April 2025
Implementation Date	5 May 2025
Last day of deferred settlement trading of New Northern Star Shares	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

Note: The above times and dates are indicative only and subject to change. Among other things, dates and times are subject to necessary approvals from the Court 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.

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
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¹ 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.

Disclosure of Proxy Votes

De Grey Mining Ltd
Scheme Meeting
Wednesday, 16 April 2025



AUTOMIC
Automic
GPO Box 5193, Sydney, NSW 2001
P 1300 288 664 (aus) or +61 (0)2 9698 5414 (world)
F +61 (0)2 8583 3040 E hello@automic.com.au
ABN 27 152 260 814

In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

			Proxy Votes				Total Poll Results			Results
Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 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 alterations 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.	P	<div>Shares: 1,580,400,737</div> <div>Holders: 645</div>	<div>Shares: 1,570,583,347</div> <div>99.38%</div> <div>Holders: 536</div> <div>83.62%</div>	<div>Shares: 4,994,013</div> <div>0.32%</div> <div>Holders: 64</div> <div>9.98%</div>	<div>Shares: 462,417</div> <div>Holders: 4</div>	<div>Shares: 4,823,377</div> <div>0.31%</div> <div>Holders: 45</div> <div>7.02%</div>	<div>Shares: 1,580,680,469</div> <div>99.64%</div> <div>Holders: 608</div> <div>89.68%</div>	<div>Shares: 5,634,347</div> <div>0.36%</div> <div>Holders: 70</div> <div>10.32%</div>	<div>Shares: 462,417</div> <div>Holders: 4</div> <div>Carried</div>	

