



Prodigy Gold NL | ABN 58 009 127 020

All Registry communications to:

Automic Group

GPO Box 5193

Sydney NSW 2001

Telephone (free call within Australia): 1300 288 664

ASX Code: PRX

Email: hello@automicgroup.com.au

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22 September 2025

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,


Prodigy Gold NL ACN 009 127 020 (**Prodigy Gold** or the **Company**) will be holding its Annual General Meeting of shareholders in person at 2:00pm ACST on 21 October 2025 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin, NT 0800 (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at www.prodigygold.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX: PRX).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on your holding statement.2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at admin@prodigygold.com.au.

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Board of Prodigy Gold.

Yours sincerely,
Jutta Zimmermann
Company Secretary
Prodigy Gold NL

For personal use only



Prodigy Gold NL

ACN 009 127 020

Notice of Annual General Meeting

Explanatory Notes

Date of meeting

21 October 2025

Time of meeting

2:00pm (ACST)

Place

Ward Keller
Level 7, Northern Territory House
22 Mitchell Street
Darwin, NT, 0800

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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Notice of Annual General Meeting

Notice is given that Prodigy Gold NL ACN 009 127 020 (**Company**) will hold an annual general meeting at 2:00pm (ACST) on 21 October 2025 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin NT 0800 (**Annual General Meeting**).

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00pm (ACST) on 19 October 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Voting in person

To vote and/or speak at the Annual General Meeting in person, you may attend the Annual General Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by the time specified and in accordance with the instructions set out in the proxy form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that each Shareholder has the right to appoint a proxy, the proxy need not be a member of the Company and a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

The proxy form (and any power of attorney under which it is signed) must be received at the address set out below not later than 2:00pm (ACST) on 19 October 2025 (being not less than 48 hours before the commencement of the Annual General Meeting). Any proxy forms received after that time will not be valid for the Annual General Meeting.

Online:	https://investor.automic.com.au/#/loginsah
By mail:	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax:	+61 2 8583 3040
By email:	meetings@automicgroup.com.au

Voting by corporate representative

A Shareholder that is a body corporate may appoint a representative to attend in accordance with the Corporations Act. A form of the certificate of appointment may be obtained from the Company's share registry, Automic Group, the contact details of which are set out in the proxy form.

AGENDA

GENERAL BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025, together with the Directors' report and the auditor's report. The Company's reports can be accessed on the Company's website at www.prodigygold.com.au.

1. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Advisory Resolution**:

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2025 be adopted.”

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Company's Key Management Personnel details of whose remuneration are included in the remuneration report;
- (b) a closely related party of such a member.

However, a person (**Voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the Voter is the Chairman and the appointment of the Chairman as proxy:
 - (1) does not specify the way the proxy is to vote on Resolution 1; and
 - (2) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Voting restriction pursuant to section 250BD of the Corporations Act

The Company will disregard any votes cast on Resolution 1 by any person appointed as a proxy by any person who is either:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel,

and the appointment does not specify the way the proxy is to vote on Resolution 1. However this does not apply if:

- (c) it is cast by the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Intention of the Chairman

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman is appointed, or is taken to have been appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box opposite Resolution 1 on the proxy form.

However, if the Chairman is your proxy and you do not direct the Chairman how to vote, you will be deemed to have directed, and expressly authorised, the Chairman to vote your proxy in favour of Resolution 1. This express authorisation acknowledges that the Chairman may vote your proxy even though:

- (a) Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel; or
- (b) the Chairman may have an interest in Resolution 1.

ORDINARY BUSINESS

2. Resolution 2 – Approval of Share Consolidation

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purpose of section 254H(1) of the Corporations Act, Listing Rule 7.22.1 and for all other purposes, approval is given for the Company to consolidate its issued capital on the basis that:

- (a) *every 20 Shares be consolidated into 1 Share; and*
- (b) *every 20 Options be consolidated into 1 Option with the exercise price amended in inverse proportion to that ratio,*

on the terms and conditions set out in the Explanatory Memorandum."

3. Resolution 3 – Ratify the issue of 391,751,582 Shares to Plutus Prospecting Pty Ltd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 391,751,582 Shares by way of private placement to Plutus Prospecting Pty Ltd at an issue price of \$0.002 per Share in accordance with the terms set out in the Explanatory Memorandum, be ratified."

Voting Exclusion Statement for Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 3; and
 - (2) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Election of Mr Ben Zheng Lin as a Director

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“That Mr Ben Zheng Lin, who was appointed as an additional Director under rule 13.1(b) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for election, is elected as a Director.”

5. Resolution 5 – Re-election of Mr Neale Edwards as a Director

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“That Mr Neale Edwards, who retires by rotation under rule 13.1(d) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director.”

6. Resolution 6 – Approval of the Employee Share Option Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, for the purposes of exception 13(b) of Listing Rule 7.2, sections 200E, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the Employee Share Option Plan (ESOP) and the issue of up to 120,000,000 Options under the ESOP in accordance with the terms set out in the Explanatory Memorandum, be approved.”

Voting Exclusion Statement for Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is eligible to participate in the ESOP or any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairman to vote on Resolution 6 as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
 - (2) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Restriction pursuant to Section 250BD of the Corporations Act

The Company will disregard any votes cast on Resolution 6 by any person appointed as a proxy by any person who is either:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel,

and the appointment does not specify the way the proxy is to vote on Resolution 6. However this does not apply if:

- (c) it is cast by the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 6 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement pursuant to Section 200E of the Corporations Act

Further, in accordance with the Corporations Act, a vote must not be cast on Resolution 6 (and will be taken not to have been cast if cast contrary to this restriction) by any participants or potential participants in the ESOP and their Associates, otherwise the benefit of Resolution 6 will be lost by such a person in relation to that person's future retirement. However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on Resolution 6; and
- (b) it is not cast on behalf of the person or an Associate of the person.

Voting Intention of the Chairman

Shareholders should be aware that any undirected proxies given to the Chairman will be cast in favour of Resolution 6 by the Chairman, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman may change his voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

SPECIAL BUSINESS

7. Resolution 7 – Approval of 10% additional placement capacity

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12-month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3, and otherwise and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement for Resolution 7

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chairman to vote on Resolution 7 as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 7; and
 - (2) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Jutta Zimmermann
Company Secretary
22 September 2025

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Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. The Directors also recommend that Shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

Capitalised terms used in the Notice of Meeting and in this Explanatory Memorandum have the meaning ascribed to them in the Glossary contained at the end of this Explanatory Memorandum.

Financial statements and reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025, together with the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's reports to Shareholders unless specifically requested to do so. The Company's reports are available on its website at www.prodigygold.com.au.

GENERAL BUSINESS

Resolution 1 – Adoption of Remuneration Report

Background

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders of the company. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report is set out on pages 40 to 44 (inclusive) of the Company's annual financial report for the period ending 30 June 2025. The annual financial report is available to download on the Company's website at www.prodigygold.com.au.

The remuneration report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Company's Key Management Personnel;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each member of Company's Key Management Personnel; and
- (d) details and explains any performance conditions applicable to the remuneration of Company's Key Management Personnel.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Corporations Act

If 25% or more of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the Company who were in office when the Directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

At the Company's 2024 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not capable of being put to Shareholders at this Annual General Meeting.

Directors' Recommendation

In the interests of good corporate governance, the Directors abstain from making a recommendation in relation to this Resolution 1.

ORDINARY BUSINESS

Resolution 2 – Approval of Share Consolidation

Background

Section 254H(1) of the Corporations Act provides that the Company may, by ordinary resolution passed at a general meeting, convert all or any of its Shares into a smaller number of Shares (**Share Consolidation**).

Listing Rule 7.22.1 also provides that where Shares are converted into a smaller number, the Company must consolidate all Options on issue in the same ratio as its Share capital and must amend the exercise price in inverse proportion to that ratio.

Resolution 2 seeks Shareholder approval for the consolidation of the Company's issued Share capital on the basis that every 20 Shares be consolidated into 1 Share and all Options on issue be adjusted in accordance with the Listing Rules.

Listing Rules

For the purposes of Listing Rule 7.20, the following information is provided in respect of Resolution 2:

- (a) (**Effect of Resolution 2 on the Company's capital structure**): Table 1 below illustrates the effect of Resolution 2 on the Company's capital structure, assuming that Resolution 2 is passed:

Table 1: Effect of Resolution 2 on the Company's capital structure

Type of Security	Pre-Share Consolidation ¹	Post-Share Consolidation ²
Shares	6,741,862,684	337,093,134
Options	964,643,338	48,232,167

Note to Table 1:

- These calculations are based on the number of Shares and Options on issue as at 10 September 2025 and assumes that the Company does not issue any further Shares and no Options are exercised into Shares before the date that the Share Consolidation takes effect.
- Subject to rounding.

The Share Consolidation will not involve the payment or distribution of any amounts to Shareholders and will not affect the Company's paid up capital. Immediately after the Share Consolidation, a Shareholder will hold the same proportion of the Company's Share capital and net assets as before the Share Consolidation. The current rights attaching to Shares and Options will not be affected by the Share Consolidation.

Following the Share Consolidation, the price for each Share may increase to 200% of its current price following the commencement of trading on a deferred settlement basis of the Shares on the ASX. However, the extent of this increase in the price for each Share will depend on various factors and market conditions.

- (Fractional entitlements):** Fractions of Shares or Options resulting from the passing of Resolution 2 will be rounded up to the nearest whole number. Shares resulting from the rounding up will be issued as fully paid up. Options will be issued on the same terms.
- (Treatment of Options):** In accordance with Listing Rule 7.22.1 and the terms of the existing Options, the Company must amend the exercise price in inverse proportion to that ratio. The result and effect on the exercise prices will be as follows:

Option class	Expiry date	Pre-Share Consolidation	Post-Share Consolidation
PRXAJ	16 October 2027	\$0.012	\$0.240
PRXAK	30 November 2026	\$0.007	\$0.140
PRXAH	21 January 2026	\$0.049	\$0.980
PRXAI	1 May 2026	\$0.038	\$0.760
PRXAF	2 November 2025	\$0.081	\$1.620
PRXAM	30 November 2027	\$0.005	\$0.100

Reasons for the Share Consolidation

The Company currently has on issue 6.8 billion Shares on a fully diluted basis and proposes to consolidate on a 20:1 basis to reduce the total to 337 million Shares (fully diluted). This large pre-consolidation number of Shares imposes a number of disadvantages upon the Company, including:

- (a) negative perception associated with a low share price;
- (b) precluding investment from certain investors who may be limited by their charters or mandates from investing in shares with low share prices;
- (c) administrative cost and inconvenience associated with the volume of shares in the market; and
- (d) additional share price volatility arising from the fact the minimum share price movement permitted by the ASX (of \$0.005) represents a high proportion of the Company's share price.

Holding Statements

The Share Consolidation will take effect on the passing of Resolution 2. As from the effective date of the Share Consolidation, all holding statements for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of Shares and Options post-Share Consolidation.

After the Share Consolidation becomes effective, the Company will dispatch a notice to Shareholders and Option holders advising them of the number of Shares and Options held by them respectively, both before and after the Share Consolidation. The Company will also arrange for new holding statements to be issued.

Indicative timetable

If Resolution 2 is approved by Shareholders, the proposed Share Consolidation will take effect in accordance with the following indicative timetable (subject to change) of the key events:

Event	Date
Annual General Meeting	21 October 2025
Effective date of the Share Consolidation	21 October 2025
Last day of trading in pre-Consolidation securities	22 October 2025
Trading in post-Consolidation securities commences on a deferred settlement basis	23 October 2025
Record Date for Share Consolidation	24 October 2025
Last date for new holding statements to be dispatched	31 October 2025

Subject to the Listing Rules, the timetable above may be changed at the discretion of the Directors or as required by the ASX.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Ratify the issue of 391,751,582 Shares to Plutus Prospecting Pty Ltd

Background

On 21 July 2025, the Company announced that it had completed its non-renounceable entitlement offer of one (1) new Share for every one (1) Share held, raising approximately \$4.45 million (before expenses) (**Entitlement Offer**).

The Entitlement Offer was partially underwritten by, among others, Plutus Prospecting whereby Plutus Prospecting agreed to:

- (a) take up any Shares not subscribed for by other Shareholders under the Entitlement Offer; and
 - (b) participate in a subsequent placement for Shares on the same terms as the Entitlement Offer,
- so that Plutus Prospecting could obtain a Voting Power of 19.90%.

Accordingly, in accordance with the terms of the Underwriting Agreement, the Company issued a total of 1,341,630,674 Shares to Plutus Prospecting, raising an additional \$2.68 million, as follows:

- (a) 949,879,092 Shares were issued on 21 July 2025 (**Shortfall Shares**), being the balance of the Shares not taken up by Shareholders under the Entitlement Offer; and
- (b) 391,751,582 Shares were issued on 30 July 2025 (**Placement Shares**), being the Shares issued to Plutus Prospecting so as to enable Plutus Prospecting to obtain a Voting Power of 19.90%.

As the Company issued the Shortfall Shares in reliance on Exception 2 of Listing Rule 7.2, the Shortfall Shares were not deducted from the Company's placement capacities under Listing Rules 7.1 and 7.1A.

Accordingly, the Company only seeks Shareholder approval to ratify the issue of the Placement Shares by this Resolution 3.

Shareholders should be aware that if Resolution 2 is passed, the total number of Shares held by Plutus Prospecting will be 67,081,534 on a post-Share Consolidation basis.

Listing Rules

The Placement Shares were issued in reliance on the Company's placement capacity under Listing Rule 7.1.

Resolution 3 seeks the ratification of the Placement Shares which were issued by the Company under its 15% Placement Capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach the thresholds set by Listing Rule 7.1.

If such approval is obtained, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without first obtaining Shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and, thus, the Company is seeking ratification of the Placement Shares issued by this Resolution 3.

The Company confirms that the issue and allotment of the Placement Shares did not breach Listing Rule 7.1 at the date of issue.

If Resolution 3 is passed, the Placement Shares issued will not be deducted from the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 3 is not passed, the relevant issue will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 3:

- (a) **(Name of allottee):** The Placement Shares were issued to Plutus Prospecting.
- (b) **(Number & class of Securities issued):** 391,751,582 Shares were issued, all of which rank equally with all other Shares on issue.
- (c) **(Date of issue):** The Placement Shares were issued on 30 July 2025.
- (d) **(Issue price):** The issue price for the Placement Shares was \$0.002 per Share, raising approximately \$783,000.
- (e) **(Purpose and intended use of funds):** The purpose of the issue of the Placement Shares was to raise funds to be used for the purposes of:
 - (1) exploration work on the Company's key projects, including the Tanami North Project and the Tanami West Project;
 - (2) continuing to progress the Hyperion Mineral Lease application to grant;
 - (3) assessing options to recommence mining at the Old Pirate deposit;
 - (4) on-going project development and tenement maintenance costs; and
 - (5) general working capital expenses.
- (f) **(Material terms of the agreement):** The Underwriting Agreement under which the Placement Shares were issued provided that:
 - (1) the issue price is \$0.002 per Share;
 - (2) if Plutus Prospecting did not obtain a Voting Power of 19.90% following completion of the Entitlement Offer, then it would be entitled to request that the Company conduct up to two subsequent placements of Shares so as to enable Plutus Prospecting to obtain a Voting Power of 19.90%; and
 - (3) various other conditions usual for a placement of this sort.

Directors' Recommendation

The Directors, other than Mr Ben Zheng Lin who has an interest in the outcome of Resolution 3 by virtue of his relationship with Plutus Prospecting, unanimously recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Election of Mr Ben Zheng Lin as a Director

Background

Rule 13.1(b) of the Constitution provides that the Directors may appoint any individual as a Director, either as an addition to the existing Directors or to fill a casual vacancy. A Director appointed under rule 13.1(b) of the Constitution holds office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

In conjunction with the Underwriting Agreement described in Resolution 3, the Company also entered into a side deed with Plutus Prospecting on 10 June 2025 (**Side Deed**) which granted Plutus Prospecting the right to nominate one non-executive Director for appointment to the Board for so long as it holds a Voting Power of at least 10%.

Mr Ben Zheng Lin was nominated by Plutus Prospecting under the terms of the Side Deed and was subsequently appointed as a Director by the Board on 19 August 2025.

Accordingly, Mr Lin holds office only until the end of the Annual General Meeting and, being eligible, offers himself for election to the Board. His qualifications are set out below:

Mr Lin is the Director of the LFG Group of companies, delivering multi-residential and mixed-use projects across Australia. He has over 18 years' experience in development, construction, and corporate finance, and is a licensed builder with specialist expertise in capital transactions, funds management and corporate structuring.

Mr Lin has worked extensively with multi-national capital funds and conglomerates, leading complex transactions and large-scale project delivery. He is experienced in strategic capital allocation, corporate governance and stakeholder engagement.

Directors' Recommendation

The Directors, other than Mr Lin who abstains due to his interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4 and advise that they intend to vote any Shares that they own or control in favour of Resolution 4.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5 – Re-election of Mr Neale Edwards as a Director

Background

Rule 13.1(d) of the Constitution and Listing Rule 14.4 provides that a Director (who is not the managing director) must retire from office no later than the longer of the third annual general meeting of the Company or three years following that Director's last election or appointment.

Mr Edwards was most recently re-appointed as a Director at the Company's annual general meeting on 29 November 2022, and retires by rotation in accordance with clause 13.1(d) of the Constitution and Listing Rule 14.4.

Mr Edwards, being eligible, offers himself for re-election at the Annual General Meeting. His qualifications are set out below:

Mr Edwards has over 30 years' experience in the mineral exploration and mining industry. He holds a Bachelor of Applied Science in Applied Geology and Bachelor of Science with Honours and is a Fellow of the Australian Institute of Geoscientists. Mr Edwards' experience covers projects ranging from the grassroots level through to mine development and mining in major geological provinces throughout Australia, the Pacific Rim, northern Africa and northern Europe. He was responsible for the discovery of significant gold resources in the Southern Cross Province of Western Australia for Samantha Gold and the identification of project opportunities that resulted in Dragon Mining becoming an established gold producer in the Nordic Region.

Mr Edwards is currently the Chief Geologist for the HKEX-listed Dragon Mining Limited (Stock Code 1712) and non-executive director for ASX-listed Tanami Gold NL (ASX: TAM).

Directors' Recommendation

The Directors, other than Mr Neale Edwards who abstains due to his interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5 and advise that they intend to vote any Shares that they own or control in favour of Resolution 5.

The Chairman intends to vote all undirected proxies in favour of Resolution 5.

Resolution 6 – Approval of the Employee Share Option Plan

Background

In 2017, the Company established the Employee Share Option Plan (**ESOP**) under its overall remuneration strategy to provide full-time and part-time employees, executives, senior management and Directors, and other persons determined by the Board to be treated as employees (Eligible Employees) with an additional incentive to increase profitability and return to Shareholders. The Company is of the view that the ESOP also assists the Company to attract and retain key employees, Directors and executives.

A summary of the material terms of the ESOP are contained in Annexure A to this Explanatory Memorandum.

Shareholder approval of the ESOP and the issue of securities pursuant to the ESOP is being sought for the reasons set out below.

Listing Rules

As noted elsewhere in this Explanatory Memorandum, Listing Rule 7.1 prohibits, subject to certain qualified exceptions, the Company from issuing Equity Securities over any 12-month period in excess of the 15% Placement Capacity, unless prior Shareholder approval is obtained. This 15% limit can be increased by a further 10% if the Shareholders pass a resolution in accordance with Listing Rule 7.1A.

Exception 13(b) to Listing Rule 7.2 provides that the general prohibition contained in Listing Rule 7.1 does not apply to the issue of Equity Securities under an employee incentive scheme (such as the ESOP), if, in the three years before the date of the relevant issue, Shareholders have approved the issue of Equity Securities under the employee incentive scheme as an exception to Listing Rule 7.1.

The ESOP was last approved three years ago at the Company's annual general meeting held on 29 November 2022. Accordingly, Resolution 6 seeks Shareholder approval to adopt the ESOP and to issue securities pursuant to it.

If Resolution 6 is passed, the Company will be able to issue Equity Securities to Eligible Employees under the ESOP without requiring further Shareholder approval for three years from the date of this Meeting, without using the Company's 15% Placement Capacity in Listing Rule 7.1 and, if applicable, 10% Additional Placement Capacity limit in Listing Rule 7.1A.

If Resolution 6 is not passed, the Company will still be able to issue Equity Securities to Eligible Employees under the ESOP, however, any such issue will be deducted from the Company's 15% Placement Capacity in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

Under Listing Rule 10.14, any grant of Equity Securities under the ESOP to:

- (a) a Director of the Company;
- (b) an Associate of a Director of the Company; or
- (c) a person whose relationship with the Company, the Directors of the Company or their Associates, is such that, in the ASX's opinion, the acquisition should be approved by security holders,

will require Shareholder approval regardless of whether Resolution 6 is passed.

For the purposes of Exception 13(b) of Listing Rule 7.2, the following information is provided in respect of Resolution 6:

- (a) **(Terms of the ESOP):** A summary of the terms of the ESOP are set out in Annexure A. To request a copy of the ESOP, please contact the Company Secretary at admin@prodigygold.com.au.
- (b) **(Prior issue of Equity Securities under the ESOP):** Since 29 November 2022, being the date that the ESOP was last approved, a total of 8,750,000 Options have been issued under the ESOP.
- (c) **(Maximum number of Equity Securities proposed to be issued under the ESOP):** The maximum number of Equity Securities proposed to be issued under the ESOP absent separate shareholder approval is 120,000,000 Options. Shareholders should be aware that if Resolution 2 is passed, this number will be 6,000,000 Options on a post-Share Consolidation basis.

Corporations Act

Termination Benefits

The Corporations Act restricts the Company from giving certain “benefits” to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior Shareholder approval unless an exemption applies.

The term “benefit” is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the terms of the ESOP.

Under the terms of the ESOP and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Options and/ or exercises certain discretions to cater for various circumstances, including determining that the Options may vest earlier than was initially provided for at the time of grant.

As a result of this discretion, the Board has the power to determine that some or all of a participant’s Options will not lapse or may vest early on the occurrence of certain events, including in the event of the participant ceasing employment or office before as a result of death, total permanent disability, retirement or redundancy.

The exercise of such discretion by the Board may constitute a Termination Benefit for the purposes of the Corporations Act. Accordingly, Resolution 6 also seeks Shareholder approval for the Company to provide these Termination Benefits to participants in the ESOP.

This approval is being sought in respect of any future participant in the ESOP, and the Termination Benefits that may arise if and when any participants cease to be employed or engaged by the Company.

Financial Assistance and Security

Section 259B of the Corporations Act provides that, generally, a company must not take security over shares in itself. An exception to this prohibition arises where the employee share scheme has been approved by shareholders under section 259B(2) of the Corporations Act.

Section 260A of the Corporations Act precludes a company from providing financial assistance to a person who acquires shares in the company or a holding company of the company except in limited circumstances. Pursuant to section 260C(4) of the Corporations Act, such financial assistance is exempted from the prohibition under section 260A if it has been given under an employee share scheme that has been approved by Shareholders.

As noted in Annexure A, the Directors may loan money to an Eligible Employee to enable that Eligible Employee to pay the exercise price for the Shares on the exercise of Options that have been issued to them under the ESOP.

For the purposes of section 200E of the Corporations Act, the following information is provided in respect of Resolution 6.

- (a) (**Explanation of the Termination Benefits**): The ESOP contains provisions setting out the treatment of unexercised Options on their cessation of employment or engagement by the Company, including the Board’s discretion to decide that any Options will not, immediately, lapse and/or waive any vesting conditions attaching to those Options.

As noted above, the exercise of these discretions by the Board will constitute a “benefit” for the purposes of the restrictions contained in the Corporations Act regarding Termination Benefits.

- (b) **(Value of the Termination Benefits):** Various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the ESOP and, therefore the value of the Termination Benefits cannot be determined in advance.

The value of a particular benefit resulting from the exercise of the Board’s discretion under the ESOP will depend on various factors, including the Share price at the time of the exercise of these discretions, the number of Options that the Board decides to waive the vesting conditions in respect of and the relevant vesting conditions (if any) applying to the Options. Some of the factors that may affect the value of the Termination Benefits are as follows:

- (1) the nature and extent of any vesting conditions waived by the Board;
- (2) the number of vesting conditions that have been satisfied at the time that the Board exercises this discretion; and
- (3) the number of unexercised Options that the participant holds at the time that this discretion is exercised.

Directors’ Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 and advise that they intend to vote any Shares that they own or control in favour of Resolution 6.

The Chairman intends to vote all undirected proxies in favour of Resolution 6.

SPECIAL BUSINESS

Resolution 7 – Approval of 10% additional placement capacity

Background

Listing Rule 7.1A enables Eligible Entities to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the annual general meeting at which approval of the issue is obtained (**10% Additional Placement Capacity**). This 10% Additional Placement Capacity is in addition to the Company’s 15% Placement Capacity under Listing Rule 7.1.

As the market capitalisation of the Company is less than \$300 million and the Company is not included in the S&P/ASX 300 Index, the Company is an Eligible Entity. Accordingly, Resolution 7 seeks Shareholder approval to have the ability to issue Equity Securities pursuant to the 10% Additional Placement Capacity.

If Resolution 7 is passed, the Company will be able to issue Equity Securities for up to 10% of the Company’s fully paid ordinary securities on issue during the period up to 12 months after the Meeting, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 7 is not passed, the Company will not be granted the 10% Additional Placement Capacity and will only be able to rely on its 15% Placement Capacity under Listing Rule 7.1.

The Company seeks Shareholder approval by way of a Special Resolution, which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative), to have the ability to issue Equity Securities under the 10% Additional Placement Capacity. The exact number of Equity Securities to be issued under the 10% Additional Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Table 2 below illustrates the Company's capacity to issue Equity Securities under Listing Rules 7.1 and 7.1A if Resolutions 2 and 7 are passed:

Table 2: Company's capacity to issue Equity Securities under Listing Rules 7.1 and 7.1A

Shares on issue:	Company's capacity under:	
	Listing Rule 7.1	Listing Rule 7.1A
Pre-Share Consolidation: 6,741,862,684	1,011,279,402	674,186,268
Post-Share Consolidation: 337,093,134	50,563,970	33,709,313

Any Equity Securities issued under the 10% Additional Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has only one class of quoted Equity Securities on issue, being Shares. Accordingly, as at the date of this Notice the only Equity Securities the Company may issue under Listing Rule 7.1A are Shares issued for cash consideration in accordance with Listing Rule 7.1A.3.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the table below under the heading 'Risk of economic and voting dilution'.

Listing Rules

For the purpose of Listing Rule 7.3A, the following information is provided in respect of Resolution 7:

- (a) **(Period for which the approval will be valid):** Subject to approval of Resolution 7, the approval commences on the date on which the approval is obtained and expires on the first to occur of the following:
 - (1) the date that is 12 months after the date of the Annual General Meeting;
 - (2) the time and date of the Company's next annual general meeting; and
 - (3) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 or 11.2.
- (b) **(Minimum issue price):** The minimum issue price at which Equity Securities (which must be issued for cash consideration and be in an existing quoted class of the Company's Equity Securities, which, as at the date of this Notice of Meeting, is only Shares) may be issued under this 10% Additional Placement Capacity will be no less than 75% of the volume weighted average market price for Equity Securities calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the relevant Shares are to be issued is agreed by the Company and the recipient of the Shares; or
 - (2) if the relevant Shares are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Shares are issued.
- (c) **(Use of funds):** The Company may seek to issue Equity Securities under this 10% Additional Placement Capacity for cash consideration, which the Company intends to use for an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and development expenditure on the Company's current assets and/or general working capital.
- (d) **(Risk of economic and voting dilution):** If this Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Additional Placement Capacity, the existing Shareholders' Voting Power in the Company will be diluted as shown in Table 3 (on a pre-Share Consolidation basis) and Table 4 (on a post-Share Consolidation basis).

Shareholders should note that there is a risk that:

- (1) the market price for the Company's Equity Securities may be significantly lower on the issue date of any Equity Securities issued under the 10% Additional Placement Capacity than on the date of the Annual General Meeting; and
- (2) the Equity Securities issued under the 10% Additional Placement Capacity may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue,

which may have an effect on the amount of funds raised by the issue of the Equity Securities issued under the 10% Additional Placement Capacity.

Table 3 below displays the potential dilution of existing Shareholders on a pre-Share Consolidation calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of three different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2:

Table 3: Potential dilution of existing Shareholders on a pre-Share Consolidation calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2

Listing Rule 7.1A.2		Dilution		
		\$0.0015 50% decrease in market price	\$0.003 Market price	\$0.006 100% increase in market price
Current Variable A 6,741,862,684 Shares	10% voting dilution	674,186,268 Shares	674,186,268 Shares	674,186,268 Shares
	Funds raised	\$1,011,279	\$2,022,558	\$4,045,117
50% increase in current Variable A 10,112,794,026 Shares	10% voting dilution	1,011,279,402 Shares	1,011,279,402 Shares	1,011,279,402 Shares
	Funds raised	\$1,516,919	\$3,033,838	\$6,067,676

Listing Rule 7.1A.2		Dilution		
		\$0.0015 50% decrease in market price	\$0.003 Market price	\$0.006 100% increase in market price
100% increase in current Variable A	10% voting dilution	1,348,372,536 Shares	1,348,372,536 Shares	1,348,372,536 Shares
13,483,725,368 Shares	Funds raised	\$2,022,558	\$4,045,117	\$8,090,235

Table 4 below displays the potential dilution of existing Shareholders on a post-Share Consolidation calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of three different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2:

Table 4: Potential dilution of existing Shareholders on a post-Share Consolidation calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2

Listing Rule 7.1A.2		Dilution		
		\$0.03 50% decrease in market price	\$0.06 Market price	\$0.12 100% increase in market price
Current Variable A	10% voting dilution	33,709,313 Shares	33,709,313 Shares	33,709,313 Shares
337,093,134 Shares	Funds raised	\$1,011,279	\$2,022,558	\$4,045,117
50% increase in current Variable A	10% voting dilution	50,563,970 Shares	50,563,970 Shares	50,563,970 Shares
505,639,701 Shares	Funds raised	\$1,516,919	\$3,033,838	\$6,067,676
100% increase in current Variable A	10% voting dilution	67,418,626 Shares	67,418,626 Shares	67,418,616 Shares
674,186,268 Shares	Funds raised	\$2,022,558	\$4,045,117	\$8,090,235

Table 3 and Table 4 do not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Annual General Meeting. Table 3 and Table 4 only show the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Table 3 and Table 4 have been prepared on the following assumptions:

- (1) Resolution 7 is passed and in respect of:
 - (A) Table 3 only, Resolution 2 (Approval of the Share Consolidation) is not passed; and

- (B) Table 4 only, Resolution 2 (Approval of the Share Consolidation) is passed;
- (2) the current Shares on issue are the Shares on issue as at 10 September 2025 (being 337,093,134 Shares on a post-Share Consolidation basis);
 - (3) the Company issues the maximum number of Shares available under the 10% Additional Placement Capacity;
 - (4) only Shares will be issued under the 10% Additional Placement Capacity
 - (5) no Options are exercised into Shares before the date of the issue of the Equity Securities;
 - (6) the 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - (7) the issue price of the Shares used in the table is the same as the Share price and does not take into account any discount to the share price (if any); and
 - (8) the Share price of \$0.003 per Share, being the closing price of Shares on 10 September 2025.

- (a) **(Allocation policy):** The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial shareholders and/or new shareholders who are not related parties or Associates of a related party of the Company.

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The intended allottees, usually sophisticated and professional investors, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- (1) the purpose of the issue;
- (2) alternative methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (3) the effect of the issue of the Equity Securities on control of the Company;
- (4) the financial situation and solvency of the Company; and
- (5) advice from corporate, financial and broking advisors (if applicable).

- (b) **(Equity Securities issued by the Company):** No Equity Securities have been issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Annual General Meeting.

Directors' Recommendation

As at the date of this Notice of Meeting, the Company does not have any intention to issue any Equity Securities under Listing Rule 7.1A which has not previously been disclosed.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 and advise that they intend to vote any Shares that they own or control in favour of Resolution 7.

The Chairman intends to vote all undirected proxies in favour of Resolution 7.

Glossary

10% Additional Placement Capacity means the Equity Securities issued by the Company pursuant to Listing Rule 7.1A.

15% Placement Capacity means the restriction on the issue of Equity Securities contained in Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the Shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

ACST means Australian Central Standard Time.

Annual General Meeting means the annual general meeting of the Company to be convened by the Notice of Meeting.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited (as the context requires).

Board means the board of Directors of the Company.

Constitution means the constitution of the Company.

Chairman means the chair of the Meeting.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Prodigy Gold NL ACN 009 127 020.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of this Explanatory Memorandum.

Eligible Entity has the meaning given to that term in the Listing Rules.

Equity Securities has the meaning given to that term in the Listing Rules.

ESOP means the Employee Share Option Plan established by the Company.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

Key Management Personnel has the meaning given to that term in the Corporations Act.

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Plutus Prospecting means Plutus Prospecting Pty Ltd ACN 682 005 769.

Related Party has the meaning given to that term in the Listing Rules.

Resolution means a resolution referred to in this Notice of Meeting.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

Share Consolidation means the proposed consolidation of Shares on a 20:1 basis, being the subject of Resolution 2.

Side Deed means the side deed between the Company and Plutus Prospecting dated 10 June 2025 in relation to Plutus Prospecting's entitlement to nominate a director.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Trading Day has the meaning given to that term in the Listing Rules.

Underwriting Agreement means the underwriting agreement between the Company and Plutus Prospecting dated 10 June 2025.

Voting Power has the meaning given to that term in the Corporations Act.

Annexure A – Summary of the ESOP

Eligibility	<p>The Board may, in its absolute discretion, issue written invitations to Eligible Employees selected by the Board inviting them to apply for Options under the ESOP.</p> <p>“Eligible Employees” under the ESOP are any person considered by the Board to be an employee of the Company, Directors and other persons determined by the Board to be treated as employees.</p>
Grant of Options	<p>If the Company receives a valid application for Options from an Eligible Employee under the rules of the ESOP, the Company may at the discretion of the Board grant Options to that Eligible Employee.</p> <p>The grant of Options under the ESOP is subject to receipt of any necessary Shareholder or other approvals under the Listing Rules, the Corporations Act and any other law applicable to the Company.</p>
Maximum number of Options	<p>The Company must not grant Options if such grant would result in any maximum threshold specified under any applicable Listing Rules, under the Corporations Act, or any other law applicable to the Company being exceeded.</p>
No quotation	<p>The Company will not apply to the ASX for the quotation of any Options granted under the ESOP. The Company will make an application for the quotation of Shares issued upon the exercise of any Options under the ESOP.</p>
Expiry of Options	<p>Options will expire and lapse on the expiry date determined by the Board.</p> <p>Where a participant ceases to be an employee of the Company, unvested Options held by that participant will automatically expire and lapse, and the expiry and lapse of vested Options held by the participant will accelerate.</p>
Exercise of Options	<p>An Option granted under the ESOP may only be exercised if it has vested and has not expired. An Option will automatically vest upon a change in control event occurring, regardless of the vesting date has been reached or whether an applicable vesting condition has been achieved.</p> <p>If a participant does not exercise all of their Options, they must only exercise Options in multiples of 1,000 and not less than 25,000 Options.</p> <p>Shares issued on exercise of the Options will rank equally with all existing Shares from the date of the issue of such Shares.</p>
Transfer	<p>The rights and entitlements of a participant to Options may not be transferred, assigned, encumbered or otherwise disposed of by the participant except by transmission on death of the participant.</p>

Loan	<p>The Directors may offer a loan to a participant who holds an Option for the amount of the exercise price in order to enable the participant to pay the exercise price.</p> <p>Where the participant:</p> <ul style="list-style-type: none"> • ceases to be an Eligible Employee; • fails to comply with a term or condition of the loan or the ESOP; or • becomes bankrupt, <p>the Company may purchase the Shares from the participant or direct that such Shares be sold to a nominee of the Company at a price that is the lesser of the purchase price of the Shares paid by the participant and the market price at the date of such disposition.</p> <p>The Company will then apply the proceeds from the disposal of the Shares towards satisfaction of any amounts outstanding under or in connection with the Loan.</p>
Participation rights	<p>A Participant may only participate in issues of securities by the Company if the Option has been exercised and a Share allotted in respect of the exercise of that Option before the closing date for determining entitlements to the security issue.</p>
Reconstruction of capital	<p>In the event of any reconstruction of the issued capital of the Company between the date of grant of the Options and the exercise of the Options, the number of Shares to which the holder will become entitled on the exercise of the Options and their exercise price will be adjusted.</p>
Termination	<p>The ESOP may be determined at any time by resolution of the Board.</p>
Governing law	<p>The ESOP is governed by the laws of Western Australia, Australia. Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies to the ESOP and all Options granted under the ESOP.</p>

Your proxy voting instruction must be received by **2.00pm (ACST) on Sunday, 19 October 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Share Consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratify the issue of 391,751,582 Shares to Plutus Prospecting Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Ben Zheng Lin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Mr Neale Edwards as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of the Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of 10% additional placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).