



Predictive Discovery Limited
ACN 127 171 877

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

- Time and date:** 4:00pm (AWST) on Wednesday, 26 November 2025
- In-person:** Suite 9, 110 Hay Street, Subiaco WA 6008
- Virtually:** Via a web-based meeting portal

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary, Mr Ian Hobson on +61 8 9388 8290.

Shareholders are urged to vote by lodging the Proxy Form

Predictive Discovery Limited
ACN 127 171 877
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Predictive Discovery Limited (**Company**) will be held at Suite 9, 110 Hay Street, Subiaco WA 6008 on Wednesday, 26 November 2025 at 4:00pm (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are included as part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 24 November 2025 at 4:00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

'That, the Remuneration Report as set out in the Annual Report for the year ended 30 June 2025 be adopted.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

3 Resolution 2 – Re-election of Director – Sandra Bates

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

'That, Sandra Bates, who retires in accordance with article 7.2(a) of the Constitution, Listing Rule 14.4 and for all other purposes, and being eligible and offering herself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

4 **Resolution 3 – Increase in the Aggregate Non-Executive Director Fee Pool**

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

'That, for the purposes of Listing Rule 10.17 and article 7.8 of the Company's Constitution, the total aggregate annual remuneration that may be payable to Non-Executive Directors of the Company be increased by \$500,000 per annum, from \$500,000 to a maximum of \$1,000,000 per annum.'

5 **Resolution 4 – Renewal of Proportional Takeover Provisions**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

'That, for the purpose of section 648G of the Corporations Act and for all other purposes, the proportional takeover provisions in Schedule 5 of the Constitution be approved for a period of three (3) years commencing from the date of the Meeting.'

6 **Resolution 5 – Ratification of Issue of Placement Shares**

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 263,157,895 Placement Shares on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 3** by or on behalf of any Director of the Company or any of their respective associates.
- (b) **Resolution 5** by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.

The above voting exclusions contained in this notice of meeting do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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:
 - (i) 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 the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

Resolutions 1 and 3: In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolutions 1 and 3 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (d) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (e) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Ian Hobson
Company Secretary
Predictive Discovery Limited
Dated: 27 October 2025

For personal use only

Predictive Discovery Limited
ACN 127 171 877
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 9, 110 Hay Street, Subiaco WA 6008 on Wednesday, 26 November 2025 at 4:00pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Sandra Bates
Section 6	Resolution 3 – Increase in the Aggregate Non-Executive Director Fee Pool
Section 7	Resolution 4 – Renewal of Proportional Takeover Provisions
Section 8	Resolution 5 – Ratification of Issue of Placement Shares
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. **Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

2.1 **Attending the Meeting virtually**

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

- (a) view the Meeting live;
- (b) exercise a right, orally and in writing, to ask questions and make comments; and
- (c) cast votes in real time on a poll during the Meeting.

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than 4:00pm (AWST) Tuesday, 25 November 2025, the day prior to the day of the Meeting, by email to the Company Secretary at ian.hobson@predictivediscovery.com, including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to participate in the virtual Meeting via a web-based meeting portal.

2.2 **Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above.

2.3 **Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.4 **Voting by proxy**

Shareholders are encouraged to vote by completing a Proxy Form.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a. a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

- b. a proxy need not be a member of the Company; and
- c. a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- a. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- b. if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- c. if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- d. if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- a. an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- b. the appointed proxy is not the chair of the meeting;
- c. at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- d. either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 4:00pm (AWST) on Monday, 24 November 2025, being not later than 48 hours before the commencement of the Meeting.

2.5 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though that Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.6 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at ian.hobson@predictivediscovery.com, preferably by no later than 4:00pm (AWST) Monday, 24 November 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- a. discuss the Annual Report which is available online at <https://www.predictivediscovery.com/information-for-investors/#regulatory-news>;
- b. ask questions about, or comment on, the management of the Company; and
- c. ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- a. the preparation and content of the Auditor's Report;
- b. the conduct of the audit;
- c. accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 4:00pm (AWST) Wednesday, 19 November 2025, being five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2025 in the Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Managing Director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Sandra Bates

5.1 General

Article 7.2(a) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years, whichever is longer.

Sandra Bates, Executive Director, was last re-elected at the 2022 annual general meeting of the Company held on 22 November 2022. Accordingly, Ms Bates retires at this Meeting and, being eligible, seeks re-election.

If Resolution 2 is passed, Ms Bates will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Ms Bates will not be re-elected as a Director of the Company.

5.2 **Sandra Bates**

Ms Sandra Bates is an international lawyer and public company director with over 25 years of top-tier private practice and in-house experience advising management teams and boards of both listed and private companies in Europe, North America and Africa. She is a risk assessment and ESG specialist and brings extensive experience of guiding companies in the natural resources sector through complex negotiations often with a cross-cultural element.

Most recently, Sandra was General Counsel of TSX-V listed Elemental Altus Royalties Corp. and was previously a partner at Canadian firm Stikeman Elliott LLP and other international firms where for 15+ years she focused on M&A and financing matters for mining companies globally.

Until recently, Sandra was a Non-Executive Director (and Audit Committee Chair) of ASX/LSE listed Adriatic Metals Plc.

Ms Bates does not currently hold any other material directorships, other than as disclosed in this Notice.

If elected, Ms Bates is not considered by the Board (with Ms Bates abstaining) to be an independent Director due to her role as an Executive Director of the Company.

5.3 **Additional information**

Resolution 2 is an ordinary resolution.

The Board (with Ms Bates abstaining) supports the re-election of Ms Bates and recommends that Shareholders vote in favour of Resolution 2. In the Board's view Ms Bates' skills and significant experience in compliance and managing ASX-listed entities enhances the Board's capability.

6. **Resolution 3 – Increase in the Aggregate Non-Executive Director Fee Pool**

6.1 **General**

Listing Rule 10.17 and article 7.8 of the Constitution provides that an entity must not increase the total aggregate amount of directors' fees payable to all Non-Executive Directors without the approval of holders of its ordinary securities.

The maximum aggregate amount of fees payable to Non-Executive Directors is currently set at \$500,000. This level has been unchanged since 2010.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.17 and article 7.8 of the Constitution to increase the total aggregate amount of fees payable to Non-Executive Directors to \$1,000,000. This amount includes any superannuation contributions for the benefit of a non-executive director but does not include reimbursement of out-of-pocket expenses, special exertion fees or securities issued to non-executive directors that are separately approved by Shareholders.

The Company has grown substantially in recent years to a market capitalisation in excess of A\$1 billion and is likely to recruit additional board members in the near future. The Board believes that this increase will allow further flexibility to increase the number of Non-Executive Directors and adjust director fees to be in line with market rates for a Company of its size.

6.2 Technical information required by Listing Rule 10.17

The following information is provided for the purposes of Listing Rule 10.17:

- a. If Resolution 3 is passed, the maximum aggregate amount of fees that may be payable to Non-Executive Directors will increase by \$500,000 to \$1,000,000. Although the maximum amount of \$1,000,000 is being sought, the maximum amount will not necessarily be utilised immediately. The increase to the maximum aggregate amount of fees enables the Company to have the ability to attract and retain Non-Executive Directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.
- b. The Company has not issued securities to Non-Executive Directors pursuant to Listing Rules 10.11 and 10.14 since July 2022.

If Resolution 3 is not passed, the maximum aggregate amount of fees payable to Non-Executive Directors will remain at \$500,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled Non-Executive Directors.

6.3 Additional information

Resolution 3 is an ordinary resolution.

Given that each of the Non-Executive Directors has a personal interest in Resolution 3, the Board declines to make a recommendation to Shareholders in relation to voting on this Resolution.

7. Resolution 4 – Renewal of Proportional Takeover Provisions

7.1 General

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, virtually, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Schedule 5 of the Constitution (as approved on 18 July 2022) contains proportional takeover bid approval provisions (**Proportional Takeover Provisions**), which enable the Company to refuse to register securities acquired under a Proportional Takeover Bid unless a resolution is passed by shareholders in a general meeting approving the offer.

Pursuant to section 648G of the Corporations Act, the proportional takeover provisions expire after three (3) years from adoption or renewal and may then be renewed. The Proportional Takeover Provisions in the Company's Constitution expired on 18 July 2025.

Resolution 4 seeks Shareholder approval to renew the Proportional Takeover Provisions for three (3) years under section 684G(4) of the Corporations Act.

If Resolution 4 is approved by Shareholders, the Proportional Takeover Provisions will be renewed and have effect on the terms as set out in Schedule 5 of the Constitution, until the date that is three (3) years from the date of this Meeting.

7.2 Technical information required by section 648G of the Corporations Act

Section 648G of the Corporations Act requires that the following information is provided to Shareholders when they are considering the renewal of proportional takeover provisions in a constitution:

a. What is a proportional takeover bid?

A proportional off-market takeover bid (**Proportional Takeover Bid**) is a takeover bid where the offer made to each shareholder is only for a specified proportion of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principal.

b. Effect of renewal

If renewed and if a Proportional Takeover Bid is made to Shareholders of the Company, pursuant to Schedule 5 of the Constitution, a meeting of shareholders must be called to vote on a resolution to approve the proportional takeover.

The resolution is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, excluding the bidder and its associates. Where the resolution approving the Proportional Takeover Bid is passed, transfers of securities resulting from accepting the Proportional Takeover Bid are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASX Operating Rules and the Constitution. If the resolution is rejected, then under the Corporations Act all unaccepted offers under the Proportional Takeover Bid and offers fail to result in binding contracts are deemed to be withdrawn.

c. Reasons for renewing the Proportional Takeover Provisions

Without the Proportional Takeover Provisions, a Proportional Takeover Bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares to the bidder. In addition, by making a partial bid, a bidder may be able to obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. The Proportional Takeover Provisions decrease this risk, as they allow Shareholders to decide whether a Proportional Takeover Bid is acceptable and should be permitted to proceed.

d. Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

e. Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- i. the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- ii. assisting in preventing Shareholders from being locked in as a minority;
- iii. increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- iv. each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- i. proportional takeover bids may be discouraged;
- ii. having the proportional takeover provisions in place may depress the share price;
- iii. lost opportunity to sell a portion of their Shares at a premium; and
- iv. the likelihood of a proportional takeover bid succeeding may be reduced.

7.3 Additional information

Resolution 4 is a special resolution.

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Constitution is in the interest of Shareholders. The Directors unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair intends to vote all undirected proxies in favour of Resolution 4.

8. Resolution 5 – Ratification of Issue of Placement Shares

8.1 General

On 4 February 2025, the Company announced that it had received firm commitments for a placement of approximately A\$69,200,000 (before costs) (**Placement**). The Placement comprised the issue of 261,211,187 Shares (**Placement Shares**) at A\$0.265 per Placement Share.

On 10 February 2025, the Company issued 91,090,720 Placement Shares and on 12 February 2025 the Company issued 170,120,467 Placement Shares for a total of 261,211,187 Placement Shares using the Company's available placement capacity under Listing Rule 7.1.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

8.2 **Listing Rules 7.1 and 7.4**

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.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, 261,211,187 Placement Shares will be excluded in calculating the Company's 15% limit 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 issue date.

If Resolution 5 is not passed, 261,211,187 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 261,211,187 equity securities for the 12 month period following the issue of those Placement Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Placement Shares were issued.

8.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- a. The Placement Shares were issued to parties including the Lundin family and Zijin Mining Group Co., Ltd who are considered sophisticated and international investors, neither of whom is a related party of the Company.

The participants in the Placement were identified by management following direct approaches.

None of the Placement Share recipients were:

- i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

- ii. issued more than 1% of the issued capital of the Company.
- b. A total of 261,211,187 Placement Shares were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1.
- c. The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- d. On 10 February 2025, the Company issued 91,090,720 Placement Shares and on 12 February 2025 the Company issued 170,120,467 Placement Shares.
- e. The Placement Shares were issued at \$0.265 each.
- f. The proceeds from the issue of the Placement Shares are intended to fund the continuing growth and advancement of the Bankan Gold Project, including:
 - (i) completing the definitive feasibility study;
 - (ii) progressing biodiversity and social programs;
 - (iii) continuing regional exploration programs;
 - (iv) commencing early development activities;
 - (v) ordering of long lead items and initial earthworks; and
 - (vi) general working capital.
- g. The Placement Shares were issued under subscription letters which were on customary terms for a placement of this nature.
- h. See the voting exclusion statement in relation to this Resolution above.

8.4 **Additional information**

Resolution 5 is an ordinary Resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2025.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	<p>has the meaning given in section 9 of the Corporations Act and includes in respect of a member of the Key Management Personnel:</p> <ul style="list-style-type: none">(a) a spouse or child of the member a child of the member's spouse(b) a dependant of the member or of the member's spouse(c) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or(d) a company the member controls.
Company	means Predictive Discovery Limited (ACN 127 171 877).
Constitution	means the Constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director

(whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of annual general meeting.
Placement Shares	means the Shares issued on the following dates: (a) 91,090,720 Shares issued on 10 February 2025; and (b) 170,120,467 Shares issued on 12 February 2025.
Proportional Takeover Bid	has the meaning given in Section 7.2.
Proportional Takeover Provisions	has the meaning given in Section 7.1.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.



Predictive Discovery Limited
ABN 11 127 171 877

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (AWST) on Monday, 24 November 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188096

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Predictive Discovery Limited hereby appoint

☐ the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Predictive Discovery Limited to be held at Suite 9, 110 Hay Street, Subiaco WA 6008 and as a virtual meeting on Wednesday, 26 November 2025 at 4:00pm (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Sandra Bates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Increase in the Aggregate Non-Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically