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Prodigy Gold NL

ACN 009 127 020

Prospectus

For a non-renounceable entitlement offer of one (1) New Share for every two (2) Shares registered as being held by Eligible Shareholders, as at the Record Date, at an issue price of $0.047 per New Share to raise up to approximately $7.92 million (before expenses), with no minimum subscription (**Entitlement Offer**).

The Entitlement Offer is fully underwritten by APAC Resources Limited, Plutus Prospecting Pty Ltd and Jetosea Pty Ltd. Please refer to Section 2.4 of this Prospectus for details regarding these underwriting arrangements.

NOT FOR RELEASE TO U.S. WIRE SERVICES

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus, you have any questions about the New Shares being offered pursuant to this Prospectus or any other matter, then you should consult with your stockbroker, accountant or other professional adviser.

Neither ASIC nor the ASX, nor any of their respective officers or employees, take any responsibility for this Prospectus or the merits of the investment to which this Prospectus relates.

The New Shares offered in accordance with this Prospectus should be considered as a speculative investment.

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Important Notices

This Prospectus is dated 8 October 2026 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares the subject of this Prospectus should be considered speculative.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making the representations contained in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters can reasonably be expected to be known to investors and professional advisers whom they may consult.

No exposure period applies to this Prospectus by operation of the Corporations Act.

Expiry Date
No New Shares will be issued pursuant to this Prospectus after the date that is 13 months after the date of this Prospectus.

Electronic Prospectus
Shareholders can obtain a copy of this Prospectus from www.prodigygold.com.au. The electronic version of this Prospectus on the Company's website will not include an Application Form. Eligible Shareholders will only be entitled to subscribe for New Shares under the Entitlement Offer and Shareholder Shortfall Offer in accordance with the instructions in the personalised Application Form which accompanies this Prospectus.

Financial Forecasts
The Directors have considered the matters set out in ASIC Regulatory Guide 170 and do not believe that they have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

The pro-forma financial information provided in this Prospectus is for illustrative purposes only and is not represented as being indicative of the Company's view on its future financial condition or performance.

Privacy
By submitting an Application, you will be providing personal information to the Company (directly or via the Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a holder of Shares and facilitate the distribution of payments and corporate communications to you as a Shareholder.

The information may also be used and disclosed to persons inspecting the Company's register, bidders for your Shares in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Forward Looking Statements
Some of the statements appearing in this Prospectus may be in the nature of forward-looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. These may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', or 'intends' and other similar such words that involve risks or uncertainties.

You should be aware that such statements are not statements of fact or guarantees and there can be no certainty of outcome in relation to the matters to which the statements relate. Forward looking statements are subject to many inherent risks and uncertainties before actual outcomes are achieved.

To the maximum extent permitted by law, neither the Company, any person named in this Prospectus nor any person involved in the preparation of this Prospectus makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any intentions or outcomes expressed or implied in any forward looking statement and disclaim all responsibility and liability for such forward looking statements (including, without limitation, liability for negligence). The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law. You are cautioned not to place undue reliance on any forward looking statement having regard to the fact that the outcome may not be achieved. For further information, please see the Company's past announcements released to the ASX.

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus.

Overseas Shareholders
The offer of New Shares pursuant to this Prospectus does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Prospectus has not been, nor will it be, lodged, filed or registered with any regulatory authority in the securities laws of any country.

No action has been taken to register or qualify the offer of the New Shares or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia.

The distribution of this Prospectus and the accompanying Application Form outside of Australia or New Zealand may be restricted by law and persons who come into possession of the Prospectus and the accompanying Application Form should seek advice on and observe those restrictions.

Any failure to comply with those restrictions may constitute a violation of applicable securities laws. The Company reserves the right to treat as invalid any Application which does not comply with the requirements of this Prospectus or the Application Form or which the Company believes has been sent for, or on the account of, a person located in a jurisdiction to whom it would be illegal to make the offer of New Shares pursuant to this Prospectus.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your application for New Shares is subject to all requisite authorities and clearances being obtained for the Company to lawfully receive your application monies.

New Zealand
The New Shares are not being offered to the public within New Zealand other than to Eligible Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority in accordance with the *Financial Markets Conduct Act 2013* (New Zealand). This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States
None of the information in this Prospectus, or the Application Form that will accompany this Prospectus when it is despatched to Eligible Shareholders, constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Prospectus (or any part of it), nor the Application Form when that is to be made available, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares have not been, and will not be, registered pursuant to the United States Securities Act of 1933 (as amended) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

Notice to Nominees and Custodians
Eligible Shareholders that are recorded in the Share register as having an address in Australia or New Zealand that hold Shares on behalf of persons who are resident in jurisdictions outside of Australia or New Zealand are responsible for ensuring that subscribing for that Entitlement in accordance with the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application will be taken by the Company to constitute a representation that there has been no breach of those regulations.

Capitalised terms
Capitalised terms used in this Prospectus have the same meaning as those given in the glossary contained in Section 7 of this Prospectus.

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Key Offer Information

Issue Price	**$0.047**	
Ratio	**One (1) New Share for every two (2) Shares held by Eligible Shareholders on the Record Date.**	
	Shares	**Options**
Equity Securities on issue as at the date of this Prospectus	337,093,373	48,007,338
Equity Securities offered under the Entitlement Offer(1)	168,546,687	Nil
Equity Securities on issue following the Completion of the Entitlement Offer	505,640,060	48,007,338
Total amount to be raised under the Entitlement Offer	$7,921,694	
Market capitalisation at the issue price	$23,765,083	

Notes:
1. Subject to rounding.

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Timetable

Event	Date
Announcement of Entitlement Offer and Appendix 3B lodged with ASX	Thursday, 8 October 2026
Prospectus lodged with ASIC and ASX	Thursday, 8 October 2026
Trading resumes on an ex-entitlement basis	Monday, 12 October 2026
Record Date	**7:00pm (Sydney Time) on Tuesday, 13 October 2026**
Prospectus and personalised Application Forms despatched to Eligible Shareholders, ineligible Shareholder letters despatched and announcement of despatch	Friday, 16 October 2026
Opening Date	**Friday, 16 October 2026**
Last day to extend the Closing Date	Before noon on Friday, 23 October 2026
Closing Date	**5:00pm (Sydney Time) on Wednesday, 28 October 2026**
Announcement of results of Entitlement Offer	Before noon on Wednesday, 4 November 2026
Issue of New Shares under the Entitlement Offer	Wednesday, 4 November 2026
Quotation of New Shares issued under the Entitlement Offer	Thursday, 5 November 2026

The above timetable is subject to the ASX Listing Rules and the Corporations Act and the Directors reserve the right to vary these dates. You cannot withdraw an Application once it has been accepted. No cooling-off rights apply to the offers made pursuant to this Prospectus. The commencement of Quotation of New Shares is subject to confirmation from ASX.

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1. Chairman's Letter

Dear Shareholder

As valued Shareholders, the Board is pleased to offer all Eligible Shareholders the opportunity to acquire one (1) New Share for every two (2) Shares held as at the Record Date at an issue price of $0.047 per New Share (**Entitlement Offer**).

If fully subscribed, the Entitlement Offer will raise approximately $7.92 million (before expenses).

Eligible Shareholders are also entitled to subscribe for any New Shares not subscribed for by other Eligible Shareholders under the Entitlement Offer (**Shareholder Shortfall Offer**).

The Company has received binding commitment and underwriting deeds from the following existing substantial Shareholders, each of whom has agreed to subscribe for their full Entitlement and any additional New Shares not subscribed for by other Eligible Shareholders under the Entitlement Offer or the Shareholder Shortfall Offer:

- APAC Resources Limited, an investment holding company focused on the resources sector;
- Plutus Prospecting Pty Ltd, a private investment vehicle focused on gold exploration; and
- Jetosea Pty Ltd, a private investment company with interests in Australian junior mining and exploration companies.

The funds raised pursuant to the Entitlement Offer (after expenses) are planned to be used to:

- fund exploration work on the Company's key projects, including Tanami North and Tanami West;
- obtain access approvals and undertake metallurgical testwork on the Tregony deposit to assess the potential for heap leach extraction, together with drilling, surface sampling, costeaning and other exploration work to advance green and brownfield targets;
- continue the approvals process for the Hyperion Mineral Lease, including the advancement of the recently released Scoping Study;
- progress the approvals process to potentially re-commence mining at the Old Pirate Project, including assessing development options for the Old Pirate high-grade gold Deposit such as potential joint venture or profit-sharing opportunities;
- fund other project development, project divestment, field capital equipment, project acquisition costs and tenement maintenance costs; and
- general working capital expenses.

As the Entitlement Offer is non-renounceable, your Entitlements will not be tradeable on the ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlements in full will not receive any value for those Entitlements that they do not take up.

Applicants for New Shares pursuant to this Prospectus should be aware that there are various risks associated with an investment in New Shares and the Company, including those risks summarised in Section 5 of this Prospectus. Accordingly, any potential investors should consult with their

professional advisers before deciding whether to apply for any New Shares pursuant to this Prospectus.

The Board thanks all Shareholders for their continuing support for the Company and recommends the Entitlement Offer.

Yours sincerely

Gerard McMahon
Chairman

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2. Investment Overview

2.1 Entitlement Offer

The Entitlement Offer is being undertaken as a non-renounceable entitlement offer of one (1) New Share for every two (2) Shares held by Eligible Shareholders registered as at the Record Date at an issue price of $0.047 per New Share (**Entitlement Offer**).

Eligible Shareholders who wish to accept the Entitlement Offer can do so in accordance with the instructions contained in Section 3.1 of this Prospectus.

Eligible Shareholders will receive, or will be able to access, a personalised Application Form setting out their Entitlement together with a copy of this Prospectus.

Fractional Entitlements to New Shares under the Entitlement Offer will be rounded up to the nearest whole number.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX nor can they be sold, transferred or otherwise disposed of.

All New Shares issued pursuant to this Prospectus will rank equally with the existing Shares on issue as at the date of allotment. The rights and liabilities attaching to the New Shares are contained in Section 4 of this Prospectus.

Eligible Shareholders may subscribe for all or part of their Entitlement.

There is no minimum subscription for the Entitlement Offer as the Entitlement Offer is fully underwritten by APAC Resources Limited, Plutus Prospecting Pty Ltd and Jetosea Pty Ltd.

If the Binding Commitment and Underwriting Deeds are terminated for any reason, the Company may not proceed with the Entitlement Offer. If the Company does not proceed with the Entitlement Offer, any application money received by the Company will be refunded to Applicants (without interest).

2.2 Shareholder Shortfall Offer

In addition to the Entitlement Offer, Eligible Shareholders may apply to receive any New Shares not subscribed for by other Eligible Shareholders under the Entitlement Offer by participating in the Shareholder Shortfall Offer.

The issue price of New Shares offered under the Shareholder Shortfall Offer is the same as the Entitlement Offer, being $0.047 per New Share.

Eligible Shareholders who wish to apply for New Shares under the Shareholder Shortfall Offer can do so in accordance with the instructions contained in Section 3.2 of this Prospectus.

New Shares will only be offered in accordance with the Shareholder Shortfall Offer if the Entitlement Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions received in accordance with the Entitlement Offer.

It is possible that, depending on the extent to which Eligible Shareholders participate in the Entitlement Offer or Shareholder Shortfall Offer, one or more Eligible Shareholders could

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increase their Shareholding significantly by participating in the Entitlement Offer or Shareholder Shortfall Offer.

The control effect of the Entitlement Offer and Shareholder Shortfall Offer is set out in section 2.9 of this Prospectus.

2.3 Purpose of the Entitlement Offer

The purpose of the Entitlement Offer is to raise up to approximately $7.92 million (before expenses).

As noted in Section 1 of this Prospectus, the funds raised pursuant to the Entitlement Offer are planned to be used as follows:

Use of funds	Amount	Percentage
Exploration work on the Company's key projects, including Tanami North and Tanami West	$3,150,000	39.76%
Obtain access approvals and undertake metallurgical testwork on the Tregony deposit to assess the potential for heap leach extraction, together with drilling, surface sampling, costeaning and other exploration work to advance green and brownfield targets	$600,000	7.57%
Continue the approvals process for the Hyperion Mineral Lease, including the advancement of the recently released Scoping Study	$1,000,000	12.62%
Progress the approvals process to potentially re-commence mining at the Old Pirate Project, including assessing development options for the Old Pirate high-grade gold Deposit such as potential joint venture or profit-sharing opportunities	$500,000	6.31%
Project development, project divestment, field capital equipment, project acquisition costs, tenement maintenance costs	$1,500,000	18.94%
General working capital	$1,016,486	12.83%
Estimated costs of the Entitlement offer	$155,208	1.96%

The above table is a statement of the Board's current intentions as at the date of this Prospectus. However, as with any budget, intervening events, including as a result of the outcome of the Company's exploration activities, market conditions, the development of new opportunities, studies undertaken on the Company's projects, regulatory developments or additional unforeseen expenses, have the potential to affect the manner in which the funds are ultimately applied, which the Board reserves the right to do. Accordingly, you should refer to the Risks in Section 5 for further information.

Please refer to Section 2.11 of this Prospectus for further details relating to the estimated expenses of the Entitlement Offer.

2.4 Underwriting Arrangements

The Company has received binding commitment and underwriting deeds from each of:

(a) APAC Resources Limited (**APAC**) pursuant to which APAC has agreed to:

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(1) subscribe for its full Entitlement under the Entitlement Offer, being an entitlement of 51,680,012 New Shares; and

(2) subscribe, or procure subscriptions, for up to 24,866,531 additional New Shares offered under the Entitlement Offer not subscribed for by other Eligible Shareholders under the Entitlement Offer or the Shareholder Shortfall Offer, being an amount equal to 50% of the shortfall (**Underwriting Commitment**); and

(b) Plutus Prospecting Pty Ltd (**Plutus**) pursuant to which Plutus has agreed to:

(1) subscribe for its full Entitlement under the Entitlement Offer, being an entitlement of 33,540,767 New Shares; and

(2) subscribe, or procure subscriptions, for up to 12,433,266 additional New Shares offered under the Entitlement Offer not subscribed for by other Eligible Shareholders under the Entitlement Offer or the Shareholder Shortfall Offer, being an amount equal to 25% of such shortfall (**Underwriting Commitment**); and

(c) Jetosea Pty Ltd (**Jetosea**) pursuant to which Jetosea has agreed to:

(1) subscribe for its full Entitlement under the Entitlement Offer, being an entitlement of 33,592,846 New Shares; and

(2) subscribe, or procure subscriptions, for up to 12,433,266 additional New Shares offered under the Entitlement Offer not subscribed for by other Eligible Shareholders under the Entitlement Offer or the Shareholder Shortfall Offer, being an amount equal to 25% of such shortfall (**Underwriting Commitment**).

For the avoidance of doubt, each Underwriter is also entitled to participate in the Shareholder Shortfall Offer, subject to the Directors' discretion referred to in Section 3.3 of this Prospectus.

Each of the Underwriters is an existing substantial Shareholder of the Company. APAC is an investment holding company focused on the resources sector. Plutus is a private investment vehicle focused on gold exploration and mining opportunities. Jetosea is a private investment company with interests in Australian junior mining and exploration companies.

As part of the underwriting arrangements, the Company has provided various warranties and representations that are common for an arrangement of this sort, including as to compliance with applicable laws and solvency.

Each of Plutus and Jetosea have advised the Company that, as at the date of their respective Binding Commitment and Underwriting Deed, they:

(a) intend to support the current management and board of Directors of the Company on its continued exploration activity; and

(b) do not have any intention to redeploy the Company's assets or, otherwise, change the Company's current business or any arrangement with the Company's directors or employees.

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A 2% fee on the respective Underwriting Commitment is payable to each Underwriter in consideration for providing their binding commitment and agreeing to underwrite the Entitlement Offer.

The Underwriter may terminate their respective Binding Commitment and Underwriting Deed in the event that the Company does not dispatch offers under the Entitlement Offer to Eligible Shareholders by the 10th business day after the date of that the Company announces its intention to undertake the Entitlement Offer.

APAC and Jetosea's Binding Commitment and Underwriting Deed grant APAC and Jetosea the right to appoint one non-executive director to the Board for so long as that party's Voting Power in the Company is not less than 10%. APAC has exercised this right by appointing Mr Daniel Broughton as non-executive Directors. Shareholders should also be aware that, under a separate agreement, Plutus has the right to appoint one non-executive director to the Board for so long as its Voting Power in the Company is 10% or more. Plutus has exercised this right by appointing Mr Benjamin Lin as a non-executive Director.

As at the date of this Prospectus, APAC has Voting Power in the Company of 30.66%, Plutus has a Voting Power in the Company of 19.90% and Jetosea has Voting Power in the Company of 19.93%. Section 2.9 of this Prospectus outlines the potential effect of the Entitlement Offer on the Underwriters' Voting Power.

2.5 Key Risks

There are various risk factors associated with an investment in the New Shares and the Company. Some, but not all, of these risks are summarised in Section 5 of this Prospectus. These risks, and others not specifically referred to in Section 5, have the potential to materially affect the financial performance and prospects of the Company and the value of the New Shares offered under this Prospectus.

Accordingly, potential investors should consider that an investment in the Company is speculative and should consult with their professional advisers before deciding whether to apply for any New Shares pursuant to this Prospectus.

(a) Key sensitivities of the Company's Projects

The future success of the Company is primarily dependent on the success of the exploration and development activities conducted on the Projects. The Projects are subject to various key sensitivities, including mineral extraction and processing, commodity prices and processing costs.

See section 5.2(a) for more information.

(b) Funding Risk

Exploration and development involve significant financial risk and capital development. The Company may require further capital to achieve its objective of transitioning from explorer to producer. In addition, if the Company acquires any new project or substantially develop an existing project, it may need to raise further capital to fund the acquisition or exploration at the project once acquired or the development of the existing project.

For the foreseeable future, it is expected that this funding will be obtained from equity financing. Any equity financing undertaken will dilute existing Shareholders. There is

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no guarantee that the Company will be able to secure any additional funding or will be able to secure funding on terms that are favourable or acceptable to the Company.

See section 5.2(b) for more information.

(c) **Grant and renewal of permits**

The Company's exploration and development activities are dependent upon the granting and maintenance (including renewal) of the Tenements or other tenements in which the Company acquires an interest.

Maintenance of the Tenements is dependent on, among other things, the Company's ability to meet the licence conditions imposed by relevant authorities including minimum annual expenditure requirements which, in turn, is dependent on the Company being sufficiently funded to meet those expenditure requirements.

See section 5.2(c) for more information.

(d) **Operation and exploration risk**

The business of mineral exploration, development and production, by its nature, involves significant risks. The Tenements are at various stages of exploration or development, and potential investors should understand that mineral exploration and development are high-risk undertakings.

See section 5.2(d) for more information.

2.6 Principal effect of the Entitlement Offer

The principal effect of the Entitlement Offer, assuming that the Entitlement Offer is fully subscribed and that no Options are exercised prior to the Record Date, will be to:

(a) increase the Company's cash position by up to $7.92 million (before expenses) immediately after Completion of the Entitlement Offer; and

(b) increase the number of Shares on issue from 337,093,373 at the date of this Prospectus to up to 505,640,060 Shares (with no Options exercised).

2.7 Effect on capital structure

The effect of the Entitlement Offer on the Company's capital structure, assuming that all Entitlements are accepted and that no Options are exercised prior to the Record Date, is set out below:

Shares

Description	Number
Shares on issue before the date of this Prospectus:	337,093,373
New Shares offered pursuant to the Entitlement Offer(1):	168,546,687
Total Shares on issue as at Completion:	**505,640,060**

Notes:
1. Subject to rounding.

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Options

Description	Number
Options on issue before the date of this Prospectus:	
PRXAJ: $0.24 exercise price and 16 October 2027 expiry	250,000
PRXAK: $0.14 exercise price and 30 November 2026 expiry	12,514,491
PRXAM: $0.10 exercise price and 30 November 2027 expiry	35,242,847
Options offered pursuant to the Entitlement Offer:	Nil
Total Options on issue as at Completion:	**48,007,338**

2.8 Dilution of Eligible Shareholders that do not accept their Entitlement

As the Entitlement Offer is an offer of one (1) New Share for every two (2) Shares held by Eligible Shareholders, the maximum dilution that will be experienced by any Eligible Shareholder that fails to subscribe for any Entitlement is approximately 33.33% of its existing shareholding.

Eligible Shareholders should note that if they do not accept their Entitlements in full, their shareholding in the Company is likely to be diluted as follows:

Example Shareholder	Total Shares held as at the date of this Prospectus	% as at the date of this Prospectus	Entitlement	Shares held if Entitlement not taken up	% following allotment of New Shares
Shareholder 1	1,000,000	0.30%	500,000	1,000,000	0.20%
Shareholder 2	2,500,000	0.74%	1,250,000	2,500,000	0.49%
Shareholder 3	5,000,000	1.48%	2,500,000	5,000,000	0.99%
Shareholder 4	10,000,000	2.97%	5,000,000	10,000,000	1.98%

2.9 Effect on Control

As at the date of this Prospectus, each of the Underwriters have the following Voting Power in the Company:

Underwriter	Voting Power
APAC Resources Limited	30.66%
Plutus Prospecting Pty Ltd	19.90%
Jetosea Pty Ltd	19.93%

The Underwriters may increase their Voting Power in the Company depending on the extent to which other Shareholders accept their Entitlements under the Entitlement Offer and the extent of any applications received under the Shareholder Shortfall Offer.

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The table overleaf sets out the potential number of Shares and Voting Power that the Underwriters may obtain on completion of the Entitlement Offer and Shareholder Shortfall Offer based on the following scenarios:

- each of the Underwriters participates for their full Entitlement and applications are received for 0% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shareholder Shortfall Offer;
- each of the Underwriters participates for their full Entitlement and applications are received for 25% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shareholder Shortfall Offer;
- each of the Underwriters participates for their full Entitlement and applications are received for 50% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shareholder Shortfall Offer; and
- each of the Underwriters participates for their full Entitlement and applications are received for 75% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shareholder Shortfall Offer.

Shareholder Outcomes	**Level of Acceptance by Eligible Shareholders (other than the Underwriters)**			
	0%	**25%**	**50%**	**75%**
New Shares subscribed for by Eligible Shareholders (excl. the Underwriters)	0	12,433,266	24,866,531	37,299,797
Total Shares on Issue after Entitlement Offer	505,640,060	505,640,060	505,640,060	505,640,060
Total Shares held by APAC after the Entitlement Offer(1)	179,906,567	173,689,935	167,473,302	161,256,669
Voting Power of APAC after the Entitlement Offer	35.58%	34.35%	33.12%	31.89%
Total Shares held by Plutus after the Entitlement Offer(2)	113,055,567	109,947,251	106,838,934	103,730,618
Voting Power of Plutus after the Entitlement Offer	22.36%	21.74%	21.13%	20.51%
Total Shares held by Jetosea after the Entitlement Offer(3)	113,211,804	110,103,488	106,995,171	103,886,855
Voting Power of Jetosea after the Entitlement Offer	22.39%	21.78%	21.16%	20.55%

Notes:

1. This has been calculated on the basis that APAC has subscribed for its full Entitlement under the Entitlement Offer and has subscribed for its Underwriting Commitment (being 50% of the shortfall).
2. This has been calculated on the basis that Plutus has subscribed for its full Entitlement under the Entitlement Offer and has subscribed for its Underwriting Commitment (being 25% of the shortfall).
3. This has been calculated on the basis that Jetosea has subscribed for its full Entitlement under the Entitlement Offer and has subscribed for its Underwriting Commitment (being 25% of the shortfall).

2.10 Effect on relevant interest of substantial security holders

As at the date of this Prospectus, the following persons were believed to have a relevant interest of 5% or more of the Company's Shares:

Substantial Holder	Shares	%[(1)]
APAC Resources Limited	103,360,024	**30.66%**
Plutus Prospecting Pty Ltd	67,081,534	**19.90%**
Jetosea Pty Ltd	67,185,692	**19.93%**

Notes:
1. Based on 337,093,373 Shares on issue as at the date of this Prospectus.

As noted elsewhere in this Prospectus, APAC, Plutus and Jetosea have each committed to subscribe for their respective Entitlements under the Entitlement Offer and to fully underwrite the Entitlement Offer.

If the Entitlement Offer is fully subscribed and each of the above Shareholders subscribe for their full Entitlement, there will be no change to their relevant interests in the Company's Shares.

If the Entitlement Offer is not fully subscribed, the above parties' may increase their relevant interest in the Company's Shares.

The extent to which each of the above may increase their respective relevant interest in the Company's Shares is dependent upon the level that other Shareholders subscribe for their full Entitlements, as well as the extent of applications received under the Shareholder Shortfall Offer.

2.11 Expenses of the offers

The total expenses of the Entitlement Offer are estimated to be approximately $155,208 (excluding GST), which are expected to be applied towards the items set out in the table below:

Expense	Amount
ASIC fees	$3,206
ASX fees	$24,002
Legal fees	$50,000
Printing, registry and distribution	$20,000
Underwriting Fees (maximum)	$48,000
Other	$10,000
Total	$155,208

2.12 Financial Information

The information in this Section 2.12 provides a summary of the Company's historical financial information. Full details of the Company's historical financial information, including applicable notes and the accounting policies underlying their preparation, are contained in the

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Company's financial reports for the year ended 30 June 2026 which can be found on the Company's website and in the Company's past announcements to the ASX.

The financial information set out in this Section 2.12 contains the following financial information in relation to the Company:

- the audited historical statement of financial position as at 30 June 2026 (**Statutory Historical Financial Information**); and
- a pro-forma statement of financial position as at 30 June 2026 and the associated details of the pro-forma adjustments (**Pro Forma Historical Statement of Financial Position**),

(together, the Statutory Historical Financial Information and Pro Forma Historical Statement of Financial Position form the **Financial Information**).

The Financial Information should be read together with the other information contained in this Prospectus, including the risk factors described in Section 5, the purpose of the Entitlement Offer described in Section 2.3 and the effect on the capital structure described in Section 2.7.

Please note that past performance is not an indication of future performance.

Basis of preparation of the Financial Information

The historical statement of financial position as 30 June 2026 has been derived from the Company's financial statements for the year ended 30 June 2026.

The Company's financial statements for the financial year ended 30 June 2026 were audited by BDO Audit Pty Ltd ACN 134 022 870 (**BDO**). BDO issued an unqualified opinion on the financial reports for the year ended 30 June 2026.

The Financial Information has been prepared in accordance with the recognition and measurement criteria of Australian Accounting Standards and the significant accounting policies are set out in the financial reports for the year ended 30 June 2026.

These significant accounting policies have been consistently applied throughout the financial periods presented, unless otherwise stated.

The Financial Information is presented in abbreviated form insofar as it does not include all of the presentation and disclosures required by the Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

Pro-Forma Statement of Financial Position as at 30 June 2026

	Prodigy Gold Audited	**Pro-Forma Unaudited Fully subscribed**
	30-Jun-26	**5-Nov-26**
	$	**$**
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	3,060,956	10,827,442

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	Prodigy Gold Audited 30-Jun-26 $	Pro-Forma Unaudited Fully subscribed 5-Nov-26 $
Other receivables	95,059	95,059
Inventories	50,698	50,698
Other current assets	173,244	173,244
TOTAL CURRENT ASSETS	3,379,957	11,146,443
NON-CURRENT ASSETS		
Term Deposits - Bonds	2,514,859	2,514,859
Property, plant and equipment	519,107	519,107
Exploration and evaluation expenditure	2,197,362	2,197,362
TOTAL NON CURRENT ASSETS	5,231,328	5,231,328
TOTAL ASSETS	8,611,285	16,377,771
LIABILITIES		
CURRENT LIABILITIES		
Trade and other payables	288,908	288,908
Employee benefits	286,522	286,522
TOTAL CURRENT LIABILITIES	575,430	575,430
NON-CURRENT LIABILITIES		
Employee benefits	20,005	20,005
Provisions	1,558,777	1,558,777
TOTAL NON-CURRENT LIABILITIES	1,578,782	1,578,782
TOTAL LIABILITIES	2,154,212	2,154,212
NET ASSETS	6,457,073	14,223,559
EQUITY		
Contributed equity	208,121,555	215,888,041
Reserves	1,855,403	1,855,403
Accumulated losses	-203,519,885	-203,519,885
TOTAL EQUITY	6,457,073	14,223,559

2.13 Overseas shareholders

The offer of New Shares pursuant to this Prospectus does not, and is not intended to, constitute an offer or invitation in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus.

It is not reasonable for the Company to comply with the securities laws of all overseas jurisdictions in which Shareholders are resident having regard to the number of overseas Shareholders and the number and value of Shares these Shareholders would be offered and the cost of complying with the regulatory requirements in each relevant jurisdiction.

The Entitlement Offer and Shareholder Shortfall Offer is not being extended to Shareholders that are recorded in the Company's share register as having an address that is outside Australia or New Zealand.

New Zealand

This Prospectus is prepared under Australian law and is not a product disclosure statement prepared under New Zealand law. New Zealand law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

No New Zealand product disclosure statement is being prepared and the offer of New Shares is being extended to Eligible Shareholders that were recorded in the Company's share register as having an address in New Zealand in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

As a result, Eligible Shareholders that were recorded in the Company's share register as having an address in New Zealand may not be given all the information usually required under New Zealand law and will also have fewer other legal protections for this investment.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Entitlement Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

Any amounts paid on the financial products will be in Australian dollars and not New Zealand dollars. You may incur significant fees in having any such Australian dollar funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. The financial products are not currently traded on any financial product market in New Zealand. The way in which any financial product trading market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from the financial product trading markets that operate in New Zealand.

Eligible Shareholders that are resident in Australia or New Zealand that hold Shares on behalf of persons who are resident in jurisdictions other than Australia and New Zealand are responsible for ensuring that taking up any Entitlement pursuant to the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application will be taken by the Company to constitute a representation that there has been no breach of those regulations.

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3. Acceptance and Application Process

3.1 Acceptance of the Entitlement Offer

Your acceptance of the Entitlement Offer must be made in accordance with the instructions contained in your personalised Application Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for your maximum Entitlement.

You may participate in the Entitlement Offer as follows:

(a) if you wish to accept your full Entitlement, you must either

(1) pay your application monies via BPAY® in accordance with the instructions, and for the amount indicated, on the Application Form. Please refer to Section 3.4 for further information regarding payment via BPAY®; or

(2) if you are unable to pay via BPAY® (for example, because you are a New Zealand shareholder who does not have an Australian bank account), you can make a payment by Electronic Funds Transfer (**EFT**). To do this, you must use the unique Entitlement Reference Number shown on your personalised Application Form. **If you make your payment via BPAY or EFT you do not need to return your Application Form**,

in each case, by no later than 5:00pm (Sydney time) on the Closing Date;

(b) if you only wish to accept part of your Entitlement, you must either:

(1) pay the appropriate application monies for the relevant part via BPAY® or EFT in accordance with the instructions on Application Form. Please refer to Section 3.4 for further information regarding payment via BPAY® and EFT; or

(2) if you are unable to pay via BPAY® (for example, because you are a New Zealand shareholder who does not have an Australian bank account), you can make a payment by EFT. To do this, you must use the unique Entitlement Reference Number shown on your personalised Application Form. **If you make your payment via BPAY or EFT you do not need to return your Application Form**,

in each case, by no later than 5:00pm (Sydney time) on the Closing Date; or

(c) if you do not wish to accept any part of your Entitlement, you are not obliged to do anything.

Eligible Shareholders who do not take up their Entitlement in full will not receive any payment or value for any part of their Entitlement that they do not take up and their shareholding in the Company will be diluted.

The Directors retain the discretion to refuse applications for New Shares (in whole or in part) where the effect of issuing New Shares to the Applicant will result in the Applicant's, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, unless a separate exception to the restrictions

contained in section 606 of the Corporations Act applies. One such exception that may apply is exception 9 of section 611 of the Corporations Act (i.e. the “3% creep” exception).

3.2 Application under the Shareholder Shortfall Offer

If you wish to apply for New Shares in excess of your Entitlement under the Shareholder Shortfall Offer, you may do so in accordance with the instructions referred to in the Application Form. Please read the instructions carefully. Any New Shares applied for in excess of your Entitlement will be issued from the excess of any New Shares not applied for by other Eligible Shareholders under the Entitlement Offer (if any). There is no guarantee that you will receive all, or any, of the amount of the New Shares applied for pursuant to the Shareholder Shortfall Offer.

Application monies received by the Company in excess of the amount in respect of your Entitlement will be treated as an application to apply for as many New Shares as that excess amount will pay for, in full, at the issue price of $0.047 per New Share (up to the maximum number of New Shares available as per the discretion in Section 3.3 below).

For payment methods, please refer to Section 3.4.

3.3 Allocation of New Shares under the Shareholder Shortfall Offer

Subject to the Directors retaining discretion to refuse applications (in whole or in part) for New Shares under the Shareholder Shortfall Offer where the effect of issuing New Shares to the Applicant will result in the Company breaching the ASX Listing Rules or the Applicant’s, or another person’s, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90% (unless a separate exception to the restrictions contained in section 606 of the Corporations Act applies. One such exception that may apply is exception 9 of section 611 of the Corporations Act (i.e. the “3% creep” exception), applicants under the Shareholder Shortfall Offer will be allocated the lesser of:

(a) the number of New Shares applied for by the Applicant under the Shareholder Shortfall Offer; and

(b) if the number of New Shares available for subscription is less than the aggregate number of New Shares applied for by all unsatisfied Applicants, the number of New Shares applied for, scaled on a pro rata basis according to all unsatisfied Applicants' respective shareholdings in the Company as at the Closing Date for the Entitlement Offer.

If, following the allocation process referred to in paragraphs (a) and (b) immediately above, there are any remaining New Shares, that allocation process will be repeated continuously until all applications for New Shares have been satisfied in full or there are no further New Shares.

Any New Shares remaining after completion of the steps outlined above will be issued to the Underwriters.

3.4 Payment Methods

Eligible Shareholders may make payment of your application monies in the following ways:

(a) by BPAY® and EFT; or

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(b) if you are unable to pay via BPAY® (for example, because you are a New Zealand Shareholder who does not have an Australian bank account), you can make a payment by Electronic Funds Transfer (EFT). To do this, you must use the unique Entitlement Reference Number shown on your personalised Application Form.

Cash and cheque payments will not be accepted. Receipts for payment will not be issued. Any application monies received for more than your final allocation of New Shares (only where the amount is $1.00 or greater) will be refunded as soon as practicable. No interest will be paid on any application monies received or refunded.

By making payment by BPAY® or EFT:

(a) you are taken to have made the declarations on that Application Form; and

(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® or EFT payment is received by the Share Registry by no later than 5:00pm (Sydney time) on the Closing Date. You should be aware that your financial institution may implement cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any application monies received for more than your final allocation of New Shares (only where the amount is $1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

3.5 Representations you will be taken to make by acceptance

A payment of application monies made through BPAY® and EFT or otherwise constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once paid, cannot be withdrawn. The Company's decision whether to treat an Application as valid is final.

By completing and returning an Application or by making a payment of application monies by BPAY® and EFT, you will be deemed to have:

(a) acknowledged that you have fully read and understood this Prospectus and the Application Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Prospectus and the Application Form;

(b) agreed to be bound by the terms of the Entitlement Offer and/or the Shareholder Shortfall Offer, the provisions of this Prospectus and the Company's Constitution;

(c) authorised the Company to register you as the holder of the New Shares allotted to you;

(d) declared you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations pursuant to the personalised Application Form;

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(e) warranted that you are an Eligible Shareholder (in respect of the Entitlement Offer and the Shareholder Shortfall Offer) and that you are not a resident in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person resident in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue of New Shares pursuant to this Prospectus;

(f) in respect of the Entitlement Offer and Shareholder Shortfall Offer (as applicable), declared that you were the registered holder as at the Record Date of the Shares indicated in the Application Form as being held by you on the Record Date;

(g) agreed to apply for and be issued up to the number of New Shares specified in the Application Form, or for which you have submitted payment of any application monies via BPAY® or EFT at the issue price of $0.047 per New Share;

(h) authorised the Company, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;

(i) acknowledged and agreed that:

(1) determination of eligibility of investors for the purpose of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company; and

(2) the Company, and each of its Affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;

(j) acknowledged that the information contained in this Prospectus and your Application Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;

(k) acknowledged that this Prospectus does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to the ASX;

(l) acknowledged the statement of risks in the 'Risks' section of this Prospectus, contained in Section 5 of this Prospectus, and that investments in the Company are subject to risk;

(m) acknowledged that none of the Company or its Related Bodies Corporate and Affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital; and

(n) authorised the Company to correct any errors in your Application Form.

The Directors' (or their delegates') decision as to whether to treat an Application as valid and how to construe, amend or complete the Application is final and binding.

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3.6 Enquiries concerning your Entitlement

If you have any queries concerning your Entitlement please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

3.7 No Cooling-Off Rights

Cooling-off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your application once it has been accepted.

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4. Rights and liabilities attaching to Shares

Shares issued pursuant to this Prospectus will have the same rights and liabilities as the Company's existing Shares on issue as at the date of this Prospectus. The full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available on the Company's website www.prodigygold.com.au and may also be inspected at the Company's registered office. A summary of the rights and liabilities attaching to the Shares is set out below. This summary is not exhaustive, nor does it constitute a definitive statement of a Shareholder's rights and obligations.

4.1 Voting rights

At a general meeting:

(a) on a show of hands, each Shareholder present in person and each other person present as a proxy, attorney or representative of a Shareholder has one vote; and

(b) on a poll:

(1) each Shareholder present in person has one vote for each fully paid share held by the Shareholder;

(2) each person present as proxy, attorney or representative of a Shareholder has one vote for each fully paid share held by the Shareholder that the person represents.

4.2 Dividends

Subject to the Corporations Act, the Listing Rules, the Constitution and the rights of any shares with special rights to dividends, the Directors may determine or declare that a dividend is payable and authorise the payment or crediting by the Company to, or at the direction of, each Shareholder entitled to that dividend.

4.3 Transfer of Shares

A Share is transferable:

(a) by any method of transferring or dealing in Shares introduced by the ASX or operated in accordance with the ASX Settlement Operating Rules; or

(b) by any other method of transfer which is approved by the Directors.

Generally, the Directors will not refuse to register a transfer unless the ASX Listing Rules require the Company to do so, or the transfer would result in a breach of the ASX Listing Rules or a restriction agreement.

4.4 Future increases in capital

The issue of Shares or Options is under the control of the Directors who may:

(a) issue, allot and cancel or otherwise dispose of shares in the Company;

(b) grant Options over unissued shares in the Company; and

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(c) consolidate and divide all or any parts of the Shares,

subject to the Corporations Act, the ASX Listing Rules and any special rights conferred on the holders of any shares or class of shares.

4.5 Rights on winding up

(a) Distribution of assets

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(b) Powers of liquidator to vest property

The liquidator may, with the authority of a special resolution, vest the whole or any part of any property in trustees on such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

4.6 Shareholder liability

As the Shares issued will be fully paid shares, Shareholders will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

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5. Risks

5.1 Introduction

The New Shares offered in accordance with this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus and otherwise disclosed to the ASX and consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

In addition to the specific risks that relate directly to the Company, there are also other general risks, many of which are largely beyond the control of the Company and the Directors, that investors should consider. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of any New Shares issued pursuant to this Prospectus.

5.2 Business specific and industry risks

(a) *Key sensitivities of the Company's Projects*

The future success of the Company is primarily dependent on the success of the mineral exploration activities and development study outcomes as well as approvals and permits to enable the Company's existing or future projects to advance.

The Projects, together with any other project that the Company may in the future acquire, are subject to the following key sensitivities:

(1) the identification and exploration of a mineral deposit with sufficient potential to be economically and commercially viable;

(2) the delineation of sufficient gold reserves so as to result in the viable extraction and processing of gold from the Projects;

(3) metal commodity prices and, in particular the gold price;

(4) the permits and approvals to enable the exploration for and extraction of minerals from regulators, local authorities and stakeholders;

(5) mining, processing and other related expenses (such as royalty payments) for the extraction of gold ores being less than the revenue receivable; and

(6) the capital cost to construct any required processing plant and associated facilities being such that financing for the project is capable of being received.

Whilst the Company believes and is optimistic that it is possible, there is also no guarantee that the Company will be able to obtain all the necessary approvals, permits, licences or consents required to develop the projects or any other project that it may, in the future, acquire.

(b) *Funding risk*

The Company's capital requirements depend on numerous factors, including the

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success of its planned exploration and development programs, the future exploration and development programs for its Projects, the Company's ability to potentially generate income from its operations and possible acquisitions or other corporate opportunities. The Company may require further capital to achieve its objective of transitioning from explorer to producer. If the Company acquires any new project it may need to raise further capital to fund the acquisition or the project once acquired.

For the foreseeable future, it is expected that this funding will be obtained from equity financing. Any equity financing undertaken will dilute existing Shareholders.

There is no guarantee that the Company will be able to secure any additional funding or will be able to secure funding on terms that are favourable or acceptable to the Company.

This may require that the Company reduce the scope of its operations or, if necessary, surrender or dispose of some of its interest in one of more of its Projects to a third party.

There is a risk that the Company will not be able to meet the work commitments or satisfy the required licence fees, which may result in one or more of its Tenements being forfeited.

Similarly, while debt financing is unlikely to be available to the Company for the foreseeable future, any debt financing, if available, may involve restrictions on financing and operating activities.

(c) *Grant and renewal of permits*

The Company's mineral exploration activities are dependent upon the granting and maintenance (including renewal) of the Tenements or other tenements in which the Company acquires an interest.

Maintenance of the Tenements is dependent on, among other things, the Company's ability to meet the licence conditions imposed by relevant authorities including minimum annual expenditure requirements which, in turn, is dependent on the Company being sufficiently funded to meet those expenditure requirements.

The extent of work performed on each Tenement may vary depending upon the results of the exploration programme which will determine the prospectivity of the relevant area of interest. There is a risk that if the Company fails to satisfy these minimum expenditure requirements at the time of expiry of the granted Tenements, the Company may be required to relinquish part or all its interests in these granted Tenements. As at the date of this Prospectus, the Company is not in breach of its minimum expenditure commitments.

(d) *Operational and exploration risk*

The business of mineral exploration, development and production, by its nature, involves significant risks. The Tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

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The business depends on, amongst other things, successful exploration and identification of mineral reserves, geological conditions, security of tenure, the availability of adequate funding, satisfactory performance of mining operations, limitations on activities due to inclement weather or seasonal weather patterns, availability and cost of consumables and plant and equipment (including drilling rigs and other necessary machinery to undertake exploration, development and production) and skilled labour when required, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

5.3 Industry Specific Risks

There are a number of industry specific risks associated with the Company which have a reasonable likelihood of occurring, are difficult to mitigate, and if they do eventuate, would have a significant effect on the Company's financial position, prospects or the price of its Shares and are, therefore, key risks. These risks include:

(a) *Commodity price fluctuations*

It is anticipated that any future revenues derived from mining will primarily be derived from the sale of minerals, and in particular, gold. Consequently, any future earnings are likely to be closely related to the price of precious metals such as gold.

The prices of minerals are influenced by numerous variable factors beyond the control of the Company, including laws and regulations, economic conditions and trading demand and supply. Fluctuations in mineral prices may, positively or negatively, influence the operating and financial performance of projects and businesses in which the Company has an interest or proposes to have an interest.

Even if this is not the case, general sentiment towards one or more minerals may have a significant adverse effect on the price of Shares.

(b) *Land access*

The Company will be required to negotiate access arrangements and pay compensation to landowners, local authorities, traditional land users and others who may have an interest in the area covered by the Tenements. The Company's ability to resolve access and compensation issues will have an impact on the future success and financial performance of the Company's operations.

The effect of present laws in respect of native title that apply in Australia is that mining tenements (including applications for mining tenements) may be affected by native title claims or procedures, which may prevent or delay the granting of tenements, or affect the ability of the Company to explore and develop the Tenements.

In addition, where the relevant part of the Tenements is not accessible without crossing land which is not owned by the Company, the Company may be required to obtain the consent of owners and occupiers of land within the Tenements to carry out its planned activities on such land or otherwise pass through such land. Compensation may be required to be paid to the owners and occupiers of land in order for exploration and development activities to be carried out.

Negotiations with landowners, local authorities, traditional land users and others may therefore be required before the Company can access land for exploration or mining

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activities. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities. Special conditions may also attach to exploration (if permitted) in special locations within the Tenements, including those of environmental or heritage significance. There may be delays experienced in negotiating these conditions, and there is a risk that the parties cannot reach agreement and the matter could result in the Company not being able to conduct the exploration or production activities on terms acceptable to the Company (or at all).

Agreements with traditional landowners include that any exploration programs are approved and the underlying land the subject to exploration is cleared by traditional owners via the Central Land Council to protect any sacred and sensitive sites. The timing of such clearances is outside the Company's control and subject to Central Land Council and traditional owner availability.

Access is critical for exploration and development to succeed and the ability to be able to negotiate satisfactory commercial arrangements with landowners, local authorities, traditional land users and occupiers is often essential.

(c) *Exploration costs*

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(d) *Potential acquisitions and investments*

The Company may pursue and assess other new business opportunities in the resource sector in order to realise benefits including complementary revenue streams and future platforms for growth. The identification, evaluation and negotiation of these opportunities may require significant time and effort from key management and employees and may result in disruptions to the business.

These new business opportunities may take the form of direct project acquisitions, investments, joint ventures, farm-ins, acquisition of tenements and permits, and/or direct equity participation. Such transactions (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is undertaken, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or raising additional capital (if available). There is also a risk that the Company is unsuccessful in integrating new businesses or assets into its existing operations in a timely manner, or that the new businesses or assets do not result in the benefits anticipated. The Company cannot guarantee that every acquisition or partnership that it makes or enters into will result in favourable outcomes for the business. In addition, the process of integrating new

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businesses or assets may require significantly more financial and management resources, or time to complete, than originally planned.

(e) *Mineral Resource estimates*

Mineral resource estimates are expressions of judgement and are estimates based on knowledge, experience and industry practice. While these estimates may be appropriate when made, they may change significantly when new information or techniques become available.

Estimates are a necessary practice and may change significantly or cease to be accurate when new information or techniques become available through additional fieldwork and analysis. Mineral Resource estimates are, by their nature, imprecise and, to an extent, depend on interpretation, which may result in inaccuracies. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations. New information, practices or techniques may result in the Company revising any initial estimates of its Mineral Resources or Ore Reserves, which may could adversely affect the Company's operations.

(f) *Native Title risk*

Access to land for exploration purposes can be adversely affected by land ownership, including private (freehold) land, pastoral lease and native title land or claims under the *Native Title Act 1993* (Cth) (**NTA**) (or similar legislation in the jurisdiction where the Company operates). The effect of the NTA is that existing and new Tenements held by the Company may be affected by native title claims and procedures.

There is a risk that a determination could be made that native title exists in relation to land the subject of a tenement held or to be held by the Company which may affect the operation of the Company's business and development activities. In the event that it is determined that native title does exist or a native title claim has been registered, the Company may need to comply with procedures under the NTA in order to carry out its operations or to be granted any additional rights required. Such procedures may take considerable time, involve the negotiation of significant agreements, may involve access rights, and require the payment of compensation to those persons holding or claiming native title in the land the subject of a Tenement. The involvement in the administration and determination of native title issues may have a material adverse impact on the position of the Company in terms of cash flows, financial performance, business development, and the Share price.

(g) *Joint venture parties, agents and contractors*

There is a risk of financial failure or default by a participant in any joint venture to which the Company is, or may in the future become, a party, or the insolvency or managerial failure by any service provider used by the Company for any activity.

Any failure by any of the Company's existing or future joint venture partners could result in the Company being required to expend significant time and monetary resources, for which it may not have made provision, requiring it to raise additional funds and direct its energies and/ or reallocate budgeted expenditure.

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(h) *Environmental*

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by current, future or previous operations or non-compliance with environmental laws or regulations.

It is the Company's intention to conduct its activities to the highest standard of its environmental obligations, including by complying with all environmental laws and regulations.

(i) *Metallurgy*

Metal and/or mineral recoveries are dependent upon metallurgical processes and, by their nature, contain elements of significant risk such as:

(1) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

(2) developing an economic process route to produce a metal and/or concentrate; and

(3) changes in the mineralogy of the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the Projects.

(j) *Competition risk*

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's Projects and business.

In particular, the Company's ability to undertake exploration and mining activities is dependent upon its ability to source and acquire appropriate mining equipment and personnel. Equipment and personnel are not always readily available and the market for mining equipment and personnel experiences fluctuations in supply and demand. Increases in worldwide mining activities may create cost pressures for services and skilled personnel in the resources industry, which may affect the ability to purchase or hire equipment, supplies, and services and to recruit skilled personnel in relation to the Projects. In addition, the availability of drilling rigs and other equipment and services is affected by the level and location of drilling activity around the world. An

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increase in drilling activity in Australia may reduce the availability of equipment and services to the Company. In addition, an increased demand for mineral commodities may significantly increase the demand for many mining and processing inputs, which has resulted in shortages, as well as longer lead times for delivery and increases in pricing, of mining equipment and metallurgical plant, strategic spares and critical consumables. The reduced availability of equipment, services and skilled personnel may delay the planned exploration, development, and production activities at the projects. A shortage of skilled labour in the Australian mining industry could result in the Company having insufficient employees or contractors to operate its business, which could adversely affect the Company's business, results of operations and financial condition.

5.4 General Investment Risks

(a) *Regulatory risks and Government Policy changes*

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consents, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. Changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company.

The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production, and rehabilitation activities. Obtaining necessary permits can be a time-consuming process and there is a risk that the Company may not obtain these permits on acceptable terms, in a timely manner, or at all. Any costs or delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a Project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Company's Tenements.

(b) *Economic and market conditions*

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's ability to fund its operations. Share market conditions may affect the value of the Company's Equity Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

(1) general economic outlook;

(2) commodity prices;

(3) interest rates and inflation rates;

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(4) changes in investor sentiment toward particular market sectors and commodity types;

(5) fuel availability and fuel supply policies enforced by the government;

(6) the demand for, and supply of, capital; and

(7) terrorism or other hostilities.

The market price of Equity Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for securities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) *Foreign exchange rate risk*

The Company's revenue and expenditure will be taken into account in Australian dollars (**AUD**). The Company's operating and exploration expenses are largely incurred in AUD. Gold is sold throughout the world based principally on a USD price. Therefore, the Company is exposed to fluctuations and volatility in the USD and AUD exchange rates. Movements in these exchange rates may adversely or beneficially affect the Company's results or operations and cash flows.

(d) *Taxation*

The acquisition and disposal of Equity Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Equity Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Equity Securities in accordance with this Prospectus.

(e) *Liquidity risk*

An application will be made to ASX for Quotation of the New Shares offered pursuant to this Prospectus within 7 days of the date of this Prospectus.

However, no assurance can be given of the price at which New Shares will trade or that they will trade at all. Potential Applicants should, therefore, be prepared to hold their New Shares for extended periods pending the development of the Projects and potential opportunities emerging in the future. The market price of Equity Securities can fall, as well as rise, and may be subject to varied and unpredictable influences on the market for equities and, in particular, resources entities. Neither the Company nor the Directors provide any warranty as to the future performance of the Company or any return on an investment in the Company.

This may affect the liquidity of trading in the Company's Shares, which may result in a lower volume of Shares being traded than would otherwise have been the case, potentially making it difficult to realise any return on your investment.

(f) *Reliance on key personnel*

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The Directors are primarily responsible for overseeing the operations and the strategic management of the Company. The day-to-day operations of the Company are the responsibility of the Managing Director. There can be no assurance that there will be no detrimental impact on the Company if one or more of the Directors, particularly the Managing Director, no longer act as Directors of the Company.

(g) *Information technology/privacy*

The Company relies heavily on its own computer systems and those of third party service providers to store and manage private and confidential information. A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of the Company's data at risk. If the Company's efforts to combat any malicious attack are unsuccessful or the Company has actual or perceived vulnerabilities, the Company's business reputation and brand name may be harmed, potentially having a material adverse effect on the Company's operations and financial position.

(h) *Insurance*

The Company insures its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

(i) *Climate change*

There are a number of climate-related factors that may affect the operations and proposed activities of the Company.

Climate change may be said to cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. These risks said to be associated with climate change may have a direct impact on Company's ability to perform its mining operations, and may significantly change the industry in which the Company operates.

In addition, changing investor sentiment towards climate change, including a view that all mining should be avoided due to its contribution to greenhouse gas emissions (despite the reliance on the various metals by the renewables sector) and, thus, cause investors to cease investing in mining and exploration entities, may have a significant adverse effect on the Company's ability to secure additional funding and other ancillary products and services (including, for example, appropriate insurance at affordable prices).

5.5 Speculative investment

The above risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to

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above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus.

Therefore, the New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for any New Shares pursuant to this Prospectus.

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6. Additional information

6.1 Director interests

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the two years preceding the lodgement of this Prospectus with ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(1) its formation or promotion; or

(2) the offer of New Shares pursuant to this Prospectus; or

(c) the offer of New Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

(d) as an inducement to become, or to qualify as, a Director; or

(e) for services provided in connection with:

(1) the formation or promotion of the Company; or

(2) the offer of New Shares pursuant to this Prospectus.

The relevant interest of each of the Directors in the Shares as at the date of this Prospectus, together with their respective Entitlements in accordance with the Entitlement Offer, is set out in the table below:

Director	Shares	New Shares under the Entitlement Offer
Gerard McMahon	Nil	Nil
Mark Edwards	924,218	462,109
Neale Edwards	350,000	175,000
Ben Lin	Nil	Nil
Daniel Broughton	Nil	Nil

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The total aggregate amount of remuneration for non-executive directors approved by Shareholders as at the date of this Prospectus is $400,000 per annum. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

Details of the remuneration paid and payable to each Director of the Company are set out in the Company's annual report for the financial year ending 30 June 2026. A copy of this report can be accessed on the Company's website www.prodigygold.com.au or on ASX webpage for the Company (ASX: PRX).

The following table details the total compensation each Director received for the financial years ending 30 June 2025 and 30 June 2026 (including allowances and share based payments):

Director	Directors' Fees (including superannuation)	
	2025	2026
Gerard McMahon Non-Executive Chairman appointed on 29 November 2021	$53,520	$66,080
Mark Edwards Managing Director appointed on 1 May 2022	$366,763	$367,075
Neale Edwards Non-Executive Director appointed on 29 November 2021	$26,760	$33,040
Benjamin Lin Non-Executive Director appointed on 19 August 2025	Nil	$29,400
Daniel Broughton Non-Executive Director appointed on 1 June 2026	Nil	$2,800

The above figures do not include any New Shares that the Directors may acquire pursuant to the Entitlement Offer.

6.2 Market price of Shares

The Shares are Quoted on the ASX (ASX: PRX). In the three months prior to 5 October 2026, the highest and lowest market sale prices of Shares on the ASX and the respective dates of those sales were:

	Date	Price
Lowest Price	9 September 2026	$0.049
Highest Price	27 July 2026	$0.070

6.3 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular

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reporting and disclosure obligations. Specifically, like all ASX listed companies, the Company is required to immediately disclose to the market any information that a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

The Company ensures compliance with these obligations through the establishment of a formal 'Continuous Disclosure Policy', which establishes formal protocols for the notification and disclosure of information by the Company's Directors, employees, consultants and contractors that may potentially be material. This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

As such, this Prospectus should be read in conjunction with the publicly available information in relation to the Company which has been notified to the ASX and does not include all of the information that would be included in a prospectus prepared in accordance with the Corporations Act for the initial public offering of securities in an entity that is not already listed on a securities exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision as to whether or not to invest.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, advises that:

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

    (1) the annual financial report most recently lodged by the Company with ASIC;

    (2) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (1) and before the lodgement of this Prospectus with ASIC; and

    (3) any documents lodged by the Company with ASX under the continuous disclosure reporting requirements from 20 August 2026 to the day prior to the date of this Prospectus.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with the ASX since the date of the lodgement of the Company's latest annual financial report and before the date of the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of announcement
20 August 2026	Appendix 4G
20 August 2026	Corporate Governance Statement - 2026
20 August 2026	2026 Environment Social Governance Report
20 August 2026	Annual Mineral Resource Statement - 2026
20 August 2026	2026 Annual Report
24 August 2026	RIU Investor Roadshow Presentation August 2026
25 August 2026	Change in substantial holding
3 September 2026	Mining the Territory Conference Presentation
8 September 2026	PhotonAssay Confirms High-Grade Gold Results at Tanami North
22 September 2026	Prodigy Completes Study with CSIRO on Hyperion Gold Deposit
25 September 2026	2026 AGM – Notification of Dates
1 October 2026	Hyperion Project Update - Diamond Drilling Commencing
7 October 2026	Trading Halt

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The Company's announcements are also available at www.prodigygold.com.au.

6.4 Not financial product or investment advice

This Prospectus and the accompanying Application Form is for information purposes only and is not financial product or investment advice or a recommendation to acquire New Shares and has been prepared without taking into account your objectives, financial circumstances or particular needs. This Prospectus should not be considered to be comprehensive and does not purport to contain all the information that you may require to make a decision about whether to apply for any New Shares. This Prospectus should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX and available at www.prodigygold.com.au.

Before making an investment decision, you should consider the appropriateness of the information in this Prospectus having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any questions about whether you should participate in any of the offers under this Prospectus, you should seek professional advice before making any investment decision. The Company is not licensed to provide financial product advice in respect of the New Shares.

6.5 Allotment

New Shares issued pursuant to the Entitlement Offer and the Shareholder Shortfall Offer will be allotted in accordance with ASX Listing Rules and the timetable set out in this Prospectus.

Where the number of New Shares issued is less than the number applied for, or where no allotment is made, any surplus application money received by the Company will be refunded to the Applicant in full as soon as practicable after the Closing Date of the Entitlement Offer. No interest will be paid on any application money refunded to Applicants.

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Pending the allotment and issue of New Shares or payment of refunds pursuant to this Prospectus, all application money will be held by the Company on trust for the Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for New Shares issued pursuant to this Prospectus will be mailed to Applicants in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

6.6 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for applying for New Shares pursuant to the Entitlement Offer.

6.7 ASX listing

An application has been made for Quotation of the New Shares offered pursuant to this Prospectus. If the ASX does not grant Quotation of the New Shares offered pursuant to this Prospectus, before the expiration of three months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any New Shares and will repay all application money for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that the ASX may grant Quotation of the New Shares offered pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the New Shares offered for subscription.

6.8 Clearing House Electronic Sub Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them in accordance with this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures pursuant to CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

6.9 Information Availability

Eligible Shareholders in Australia and New Zealand can obtain a copy of this Prospectus during the period of the Entitlement Offer at www.prodigygold.com.au or by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time from 8:30am to 5:00pm (Sydney time) Monday to Friday during the offer period for the Entitlement Offer. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

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The electronic version of this Prospectus on the Company's website will not include an Application Form. Applicants will only be entitled to apply for New Shares in accordance with the instructions in the personalised Application Form which accompanies a complete and unaltered copy of this Prospectus. A replacement Application Form can be requested by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time from 8:30am to 5:00pm (Sydney Time).

6.10 Taxation

The taxation consequences arising from an investment in any New Shares will depend on the particular circumstances of each Applicant and it is the responsibility of all Applicants to satisfy themselves of the taxation treatment that applies to them by consulting their own professional tax advisers.

6.11 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with this Prospectus, that is not contained in this Prospectus.

Any information or representation that is not in this Prospectus may not be relied on as having been authorised by the Company, or its Related Bodies Corporate, in connection with this Prospectus. Except as required by law, and only to the extent so required, none of the Company, nor any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus or its contents.

6.12 Withdrawal of Entitlement Offer

The Company reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws, in which case the Company will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to the Company.

6.13 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

(a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

(b) promoter of the Company; or

(c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the two years preceding lodgement of this Prospectus with ASIC, any interest in:

(d) the formation or promotion of the Company;

(e) any property acquired or proposed to be acquired by the Company in connection with:

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(1) its formation or promotion; or

(2) the offer of New Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

(a) the formation or promotion of the Company; or

(b) the offer of New Shares pursuant to this Prospectus.

The Underwriters have acted as the underwriters to the Entitlement Offer and will receive a 2% fee on the amount raised by their respective Underwriting Commitments as set out in Section 2.4.

6.14 Consents

Each of the persons referred to in this section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and

(b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Automic Pty Ltd has given its written consent to being named as the Company's Share registrar in this Prospectus. Automic Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

APAC Resources Limited (**APAC**) has given its written consent to being named in this Prospectus and the inclusion in this Prospectus of the statements regarding its intentions in respect of its participation as underwriter of the Entitlement Offer in the form and context in which those statements are included. APAC has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Plutus Prospecting Pty Ltd (**Plutus**) has given its written consent to being named in this Prospectus and the inclusion in this Prospectus of the statements regarding its intentions in respect of its participation as underwriter of the Entitlement Offer in the form and context in which those statements are included. Plutus has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Jetosea Pty Ltd (**Jetosea**) has given its written consent to being named in this Prospectus and the inclusion in this Prospectus of the statements regarding its intentions in respect of its participation as underwriter of the Entitlement Offer in the form and context in which those statements are included. Jetosea has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

6.15 Governing Law

This Prospectus and the contracts formed on acceptance of an Application are governed by the laws of the Northern Territory, Australia. Each Applicant submits to the non-exclusive jurisdiction of the courts of the Northern Territory, Australia.

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6.16 Enquiries

Any questions concerning the Entitlement Offer should be directed to the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

6.17 Authorisation

This Prospectus is issued by the Company.

The lodgement of this Prospectus with ASIC was consented to by every Director of the Company.

Mark Edwards
Managing Director

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7. Glossary

$	means the lawful currency of the Commonwealth of Australia.
Affiliates	has the meaning given in the Corporations Act.
APAC	means APAC Resources Limited.
Applicant	means a person who applies for New Shares pursuant to this Prospectus.
Application	means an application for New Shares pursuant to this Prospectus in accordance with the instructions in this Prospectus and any applicable Application Form.
Application Form	means an acceptance form in the form accompanying this Prospectus, pursuant to which Eligible Shareholders may apply for New Shares pursuant to the Entitlement Offer or the Shareholder Shortfall Offer.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it (as the context requires).
ASX Settlement Operating Rules	means the settlement rules of the securities clearing house which operates CHESS.
ASX Listing Rules	means the listing rules of the ASX, as amended or replaced from time to time.
Binding Commitment and Underwriting Deed	means the binding commitment and underwriting deed between the Company and each Underwriter.
Board	means the board of Directors unless the context indicates otherwise.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
CHESS	means the ASX's clearing house electronic subregister system.
Closing Date	means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).
Company	means Prodigy Gold NL ACN 009 127 020.
Completion	means the completion of the issue of New Shares pursuant to the Entitlement Offer and the Shareholder Shortfall Offer.
Constitution	means the constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth).
Directors	means the directors of the Company as at the date of this Prospectus.
Eligible Shareholder	means a Shareholder, as at the Record Date, who: • is recorded in the Company's register of members as having a registered address in Australia or New Zealand; • as far as the Company is aware, is not located in the United States and is not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; and • is not otherwise ineligible under all applicable securities laws to receive an offer under the Entitlement Offer.
Entitlement	means the entitlement of an Eligible Shareholder pursuant to the Entitlement Offer.

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Entitlement Offer	means the non-renounceable entitlement offer to Eligible Shareholders in accordance with this Prospectus.
Equity Securities	means the same as defined by the ASX Listing Rules.
Jetosea	means Jetosea Pty Ltd.
Managing Director	means Mark Edwards.
JORC Code	means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), as amended or replaced from time to time.
Ore Reserves	has the meaning given in the JORC Code.
Mineral Resources	has the meaning given in the JORC Code.
New Share	means any Shares to be issued pursuant to this Prospectus.
Options	means options to subscribe for Shares.
Plutus	means Plutus Prospecting Pty Ltd.
Projects	means the Company's mineral exploration projects, including the Tanami North Project, Tanami West Project, Twin Bonanza Project, Lake Mackay Project, Monza Gold Project, Tobruk Gold Project, Old Pirate Project and Hyperion Gold Project, together with any other project that the Company may acquire in the future.
Prospectus	means this prospectus, as supplemented or amended from time to time in accordance with the Corporations Act.
Quotation	means official quotation of Equity Securities on the ASX.
Record Date	means 7:00pm (Sydney time) on the date specified in the timetable set out at the commencement of this Prospectus.
Related Body Corporate	has the meaning given in the Corporations Act.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Automic Pty Ltd ACN 152 260 814.
Shareholder	means a holder of a Share.
Shareholder Shortfall Offer	means the offer to Eligible Shareholders to acquire any New Shares not applied for in accordance with the Entitlement Offer on the terms and conditions set out in section 2.2 of this Prospectus.
Tenements	means the mineral exploration tenements where the Company has a legal or beneficial interest, and mineral exploration tenements that the Company may, in future, have a legal or beneficial interest.
Voting Power	has the meaning given to that term in the Corporations Act.
United States	means the United States of America.
Underwriters	means APAC, Plutus and Jetosea.
Underwriting Commitment	means, in respect of each Underwriter, the commitment by that Underwriter to subscribe, or procure subscriptions, for additional New Shares not subscribed for by Eligible Shareholders under the Entitlement Offer or the Shareholder Shortfall Offer, as set out in Section 2.4.

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8. Corporate Directory

Directors

Gerard McMahon
Mark Edwards
Neale Edwards
Benjamin Lin
Daniel Broughton

Company secretary and Chief Financial Officer

Jutta Zimmermann

Share Registry

Automic Pty Ltd
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Telephone

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(outside Australia): +61 2 9698 5414

Website

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Lawyer

Piper Alderman
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