PDI Gold Limited
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info@pdigold.com
4 Charles St, South Perth WA 6151
11 127 171 877 ABN

**PDI Gold Limited**
**ACN 127 171 877**

# Notice of Annual General Meeting

**The annual general meeting of the Company will be held as follows:**

**Time and date:** 3.00pm (Australian Western Standard Time) on 20 November 2026 (2.00am (North American Eastern Time (EST)) on 20 November 2026)

**In-person:** Grant Thornton Australia, Central Park Level 43
152 – 158 St Georges Terrace, Perth, Western Australia, 6000
Australia

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

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9216 1000**

**Shareholders are urged to vote by lodging the Proxy Form**

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**PDI Gold Limited**
**ACN 127 171 877**

## Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of PDI Gold Limited (**Company**) will be held virtually and in-person at Grant Thornton Australia, Central Park Level 43, 152 – 158 St Georges Terrace, Perth, Western Australia, 6000, Australia on 20 November 2026 at 3.00pm (Australian Western Standard Time) (20 November 2026 at 2.00am (North American Eastern Time (EST)) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting and disclosures required by Canadian securities law. The Explanatory Memorandum and the Proxy Form accompany and form part of the Notice.

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of the Meeting, the persons eligible to vote at the Meeting are those who are registered holders of Shares as at 4.00pm (Australian Western Standard Time) on 18 November 2026 (3.00am (North American Eastern Time (EST)) on 18 November 2026) (**Registration Date**). Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**), Canadian beneficial shareholders as of 5 October 2026 (**Canadian Beneficial Holder Record Date**) are entitled to receive notice of the Meeting and to provide instructions to vote at the Meeting. Please see the notes below for further voting information for Canadian beneficial shareholders and registered shareholders.

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

## Agenda

### 1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Sustainability Report, the Financial Report, the Directors' Report and the Auditor's Report.

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

### 2. Resolutions

#### Resolution 1 – Remuneration Report

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

*'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum'.*

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

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**Voting prohibition statement**

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

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

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

## Resolution 2 – Re-election of Director – Andrew Pardey

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

*'That, Andrew Pardey, who retires in accordance with Rule 7.1(d) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum'.*

## Resolution 3 – Election of Director – Alain William

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

*'That, Alain William, who retires in accordance with Rule 7.1(c) of the Constitution and for all other purposes, retires and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum'.*

## Resolution 4 – Re-election of Director – Steven Michael

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

*'That, Steven Michael, who retires in accordance with Rule 7.1(d) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum'.*

## Resolution 5 – Election of Director – Howard Golden

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

*'That, Howard Golden, who retires in accordance with Rule 7.1(c) of the Constitution and for all other purposes, retires and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum'.*

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## Resolution 6 – Election of External Non-Board Endorsed Candidate

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

*'That, Mr Stephen Mayne, who has nominated himself in accordance with Rule 7.1(j)(iii) of the Constitution and for all other purposes, is elected as a Director'.*

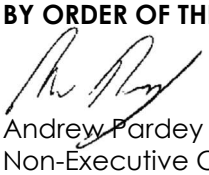
**The Board recommends Shareholders vote against Resolution 6.**

## Resolution 7 – Approval of Proportional Takeover Approval Provisions

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

*'That, for the purpose of section 648G of the Corporations Act and for all other purposes, the Proportional Takeover Approval Provisions in Schedule 3 of the Constitution be approved for a period of three (3) years commencing from the date of the Meeting.'*

**BY ORDER OF THE BOARD**



Andrew Pardey
Non-Executive Chair
**PDI Gold Limited**
21 October 2026

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## 1. NOTES

The details and information in the Explanatory Memorandum accompanying this Notice of Annual General Meeting should be read together with, and form part of, this Notice of Annual General Meeting.

If you hold your Shares directly in your own name, you are a registered shareholder of the Company (a **Registered Shareholder**). Your Shares may be registered not in your name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or stockbroker, or a clearing agency in which such an intermediary participates). If Shares are listed in an account statement provided to you by a broker, then it is likely that those Shares are not registered in your name, but under the broker's name or under the name of a depository (such as The Canadian Depository for Securities Limited, the nominee for many Canadian brokerage firms). If your Shares are registered in the name of an intermediary or a nominee, you are a non-registered, or beneficial, shareholder (a **Non-Registered Owner, beneficial owner** or **beneficial shareholder**).

### 1.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out in this Notice of Meeting. See Section 1.9 below with respect to voting for Canadian Non-Registered Owners.

If you have any questions or need more information about voting your Shares, please contact the Company's Canadian transfer agent, Computershare Investor Services Inc, by calling 1 800-564-6253 (toll free within North America) or the Company's Australian share registry, Computershare Investor Services Pty Limited, by calling 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

### 1.2 Voting by poll

The vote on each resolution set out in this Notice of Meeting will be conducted by way of a poll. Shareholders are encouraged to lodge directed proxies in advance of the Meeting. See Section 1.9 below with respect to voting for Canadian Non-Registered Owners.

If you are a Shareholder entitled to vote at the Meeting, you may vote by:

(a) attending and voting in person;

(b) appointing one or two proxies to attend the Meeting and vote on your behalf, by lodging your Proxy Form;

(c) appointing an attorney to attend the Meeting and vote on your behalf, using a power of attorney; or

(d) in the case of a body corporate, appointing a body corporate representative to attend the Meeting and vote on behalf of the body corporate, using a certificate of appointment of body corporate representative.

### 1.3 Voting by proxy

A Proxy Form accompanies this Notice of Meeting. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form by the time and in accordance with the instructions set out on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person. See Section 1.9 with respect to voting for Canadian Non-Registered Owners.

Please note that:

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

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

If:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

If you wish to exercise your right to vote by proxy, your completed and signed Proxy Form, and any authority under which it is signed (or certified copy of the authority) must be received by the Company by 3.00pm (Australian Western Standard Time) on 18 November 2026 (2.00am (North American Eastern Time (EST)) on 18 November 2026), being not later than 48 hours before the commencement of the Meeting.

The Proxy Form must be signed by the Shareholder or, if the Shareholder is a body corporate, it must be executed in accordance with section 127 of the Corporations Act, or by its duly authorised officer or attorney.

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## 1.4 Voting by a corporation

Members or proxies that are corporations entitled to vote and participate at the Meeting may appoint an individual to act as its corporate representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the appointment of a corporate representative must be lodged with the Company before the Meeting. See Section 1.9 below with respect to voting for Canadian Non-Registered Owners.

## 1.5 Voting by attorney

You are entitled to appoint an attorney to participate and vote at the Meeting on the member's behalf. An attorney need not be a member of the Company. The power of attorney appointing the attorney must be duly signed and specify the name of each of the member, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as Proxy Forms. See Section 1.9 below with respect to voting for Canadian Non-Registered Owners.

## 1.6 Canadian notice & access

The Company has chosen to deliver proxy materials, including the Notice of Annual General Meeting and Explanatory Memorandum (together, the **Proxy Materials**), in reliance on the provisions of Notice-and-Access, which govern the delivery of proxy materials to Shareholders using the internet. Notice-and-Access provisions are found in section 9.1.1 of NI 51-102 – *Continuous Disclosure Obligations* (**NI 51-102**) for delivery to registered Shareholders and in section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**) for delivery to non-registered (or beneficial) Shareholders (together, the **Notice-and-Access Provisions**).

The Notice-and-Access Provisions permit the Company to deliver the Proxy Materials to Shareholders by posting them on a non-SEDAR+ website (usually the reporting issuer's website or the website of its transfer agent), provided that the conditions of NI 51-102 and NI 54-101 are met, rather than by printing and mailing the Proxy Materials. This method reduces paper waste and the Company's printing and mailing costs. Under the Notice-and-Access Provisions, the Company must send a Notice-and-Access notification and form of proxy or voting instruction form, as applicable (together, the **Notice Package**) to each Shareholder, including registered and non-registered (or beneficial) Shareholders, indicating that the Proxy Materials have been posted online and explaining how a Shareholder can access such materials and how they may obtain a paper copy of the Explanatory Memorandum from the Company.

This Explanatory Memorandum has been posted in full, together with the Notice of Annual General Meeting, the form of proxy, and the financial statements request form, on the Company's website at (https://pdigold.com/investors/meeting-notices/) and under the Company's profile at SEDAR+ (www.sedarplus.ca), the Canadian Securities Administrators' national system that all market participants use for filings and disclosure.

*How to Obtain a Paper Copy of the Explanatory Memorandum*

Any Shareholder may request a paper copy of the Explanatory Memorandum be mailed to them, at no cost, by contacting the Company via email to cosec@pdigold.com.

To allow adequate time for a Shareholder to receive and review a paper copy of the Explanatory Memorandum and then to submit their vote by 2.00am (North American Eastern Time (EST)) on

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18 November 2026, a Shareholder requesting a paper copy of the Explanatory Memorandum as described above, should ensure such request is received by the Company no later than 2.00am (North American Eastern Time (EST)) on 6 November 2026. Under the Notice-and-Access Provisions, Proxy Materials must be available for viewing for up to one year from the date of posting and a paper copy of the Explanatory Memorandum can be requested at any time during this period. To obtain a paper copy of the Explanatory Memorandum after the Meeting date, please contact the Company.

The Company will not use a procedure known as 'stratification' in relation to its use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using Notice-and-Access Provisions also provides a paper copy of its Explanatory Memorandum to some Shareholders with the Notice Package. All Shareholders will receive only the Notice Package, which must be mailed to them pursuant to Notice-and-Access Provisions, and which will not include a paper copy of the Explanatory Memorandum. Shareholders will not receive a paper copy of the Explanatory Memorandum from the Company, or from any intermediary, unless a Shareholder specifically requests one.

All Shareholders may call 1-800-564-6253 (toll-free within Canada and the United States) or (+1)514-982-7555 (direct from outside Canada and the United States) in order to obtain additional information relating to Notice-and-Access Provisions. All Shareholders may email cosec@pdigold.com to request a paper copy of the Explanatory Memorandum, up to and including the date of the Meeting, including any adjournment of the Meeting.

### 1.7 Exemption from TSX Rules for security based compensation arrangements

In reliance on section 602.1 of the TSX Company Manual (Manual), the Company has sought and been granted an exemption from the requirements of section 613 of the Manual in relation to the approval of security-based compensation arrangements on the basis that the approval requirements under the ASX Listing Rules are adhered with. The Company sought the exemption on the basis that: (i) the Company's primary listing is the Australian Securities Exchange; (ii) the Company is incorporated in Australia; and (iii) less than 25% of trading volume in the Company's shares was on Canadian marketplaces.

### 1.8 Notice to Canadian Shareholders of Designated Foreign Issuer Status

Pursuant to Canadian securities laws, the Company is a "designated foreign issuer" as defined in National Instrument 71-102 – Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (NI 71-102), meaning that the Company is exempt from certain continuous disclosure obligations under NI 54-101. The Company is subject to "foreign disclosure requirements" (as such term is defined in NI 71-102) of the Australian Securities & Investments Commission and the Australian Securities Exchange (collectively, Australian Disclosure Requirements). In accordance with NI 71-102, the Company will satisfy Canadian continuous disclosure obligations provided it complies with the Australian Disclosure Requirements. However, the Company has voluntarily complied with Canadian securities laws with respect to the solicitation of proxies for the Meeting to ensure that Canadian Shareholders have the opportunity to vote their Shares at the Meeting.

### 1.9 Canadian Non-Registered Owners or Beneficial Shareholders

Canadian beneficial shareholders should be aware that only the Registered Shareholders whose names appear on the share register of the Company are entitled to vote at the Meeting.

The purpose of the procedures described below is to permit Canadian beneficial shareholders to direct the voting of the Shares they beneficially own in accordance with NI 54-101. There are two categories of Canadian beneficial shareholders:

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(a) Canadian beneficial shareholders who have provided instructions to an intermediary that they do not object to the intermediary disclosing ownership information about them are considered to be NOBOs (**NOBOs**): and

(b) Canadian beneficial shareholders who have objected to an intermediary providing ownership information are considered to be OBOs (**OBO**s).

The Notice, Explanatory Memorandum and proxy-related materials will be sent to intermediaries to be forwarded to all Canadian Non-Registered Owners. The intermediary holding the Shares on your behalf has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

The Company will be sending the Notice, Explanatory Memorandum, and proxy-related materials to NOBOs directly. The Company does not intend to pay for intermediaries to forward the Notice, Explanatory Memorandum, and proxy-related materials to OBOs. Consequently, an OBO will not receive the Notice, Explanatory Memorandum, and proxy-related materials unless the OBO's intermediary/broker assumes the cost of delivery.

In addition, OBOs and other Canadian beneficial shareholders will typically receive a voting instruction form (**VIF**) from an intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF.

(a) Voting Procedure for Canadian Beneficial Shareholders

Intermediaries (which are usually banks, trust companies, securities dealers or stockbrokers, or clearing agencies in which such an intermediary participates), which are the Canadian Registered Shareholders, can only vote the Shares if instructed to do so by the Canadian beneficial shareholders. Every intermediary has its own mailing procedure and provides its own instructions. You should consider and follow the instructions which your intermediary provides to you (or which are otherwise contained in the contract between you and your intermediary). Typically, a beneficial owner will be given a VIF, which must be completed and signed by the beneficial owner in accordance with the instructions provided by the intermediary. The purpose of such VIF is to give the intermediary permission on how to vote on behalf of or otherwise represent the beneficial owner at the Meeting. A Canadian beneficial shareholder cannot use the VIF to vote or otherwise represent Shares at the Meeting.

The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions (**Broadridge**). Broadridge mails the VIFs to the Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date and asks the Canadian beneficial shareholders to return the VIFs to Broadridge. Broadridge then tabulates the results of all VIFs received from Canadian beneficial shareholders as of the beneficial ownership determination date respecting the Shares to be represented at the Meeting. The VIF must be returned to Broadridge in advance of the Meeting as per the instructions on the VIF in order to have the Shares voted or otherwise represented at the Meeting.

(b) Voting by Internet, Telephone or Facsimile

If you are a Canadian beneficial shareholder and have been provided with a VIF from your intermediary, you may be given the option of submitting your voting instructions by telephone or facsimile – follow the instructions on the VIF. You will likely also be able to submit your voting instructions by Internet by accessing the URL or web address as provided in the VIF, entering the control number that appears on the VIF, indicating your

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vote on each resolution and selecting "final submission". Any such vote is an instruction to your intermediary as to how you wish to vote. It is not a vote cast by you at the Meeting.

Canadian beneficial shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

### 1.10 Chair's voting intentions

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of Resolutions 1 to 5 and 7, unless the Shareholder has expressly indicated a different voting intention.

Resolution 6 relates to the election of an external candidate, Mr Stephen Mayne, as a Director of the Company. Mr Mayne has nominated himself for election as a Director of the Company. Following consideration of Mr Mayne's nomination, the Board does not consider his election as a Director to be in the best interests of Shareholders and recommends you vote **against** Resolution 6. The Board's reasons for this recommendation are set out in the Explanatory Memorandum to Resolution 6.

### 1.11 Submitting questions

Shareholders are encouraged to submit any questions that they may wish to put to the Company during the Meeting in writing by email to the Company Secretary at cosec@pdigold.com, by no later than 3.00pm (Australian Western Standard Time) on 19 November 2026 (2.00am (North American Eastern Time (EST)) on 19 November 2026), being the day prior to the Meeting. Shareholders will also be able to ask questions during the Meeting either by attending in person or using the web-based meeting portal, and Shareholders will be required to give their names when asking a question.

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**PDI Gold Limited**
**ACN 127 171 877**

# Explanatory Memorandum

## 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually and in-person at Grant Thornton Australia, Central Park Level 43, 152 – 158 St Georges Terrace, Perth, Western Australia, 6000, Australia on 20 November 2026 at 3.00pm (Australian Western Standard Time) (20 November 2026 at 2.00am (North American Eastern Time (EST))).

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

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

| | |
|---|---|
| Section 2 | Annual Report |
| Section 3 | Resolution 1 – Remuneration Report |
| Section 4 | Resolution 2 – Re-election of Director – Mr Andrew Pardey |
| Section 5 | Resolution 3 – Election of Director – Mr Alain William |
| Section 6 | Resolution 4 – Re-election of Director – Mr Steven Michael |
| Section 7 | Resolution 5 – Election of Director – Mr Howard Golden |
| Section 8 | Resolution 6 – Election of External Non-Board Endorsed Candidate<br>**The Board recommends Shareholders vote against Resolution 6** |
| Section 9 | Resolution 7 – Approval of Proportional Takeover Approval Provisions |
| Section 10 | General Matters |
| Schedule 1 | Definitions |

A Proxy Form is made available with the Explanatory Memorandum.

## 2. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Sustainability Report, the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

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

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

(a) discuss the Annual Report which is available online at https://pdigold.com/investors/financial-reports/;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

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

## 3. Resolution 1 – Remuneration Report

### 3.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2026 in the 2026 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for specified executives and non-executive Directors.

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

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

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

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at the annual general meeting were less than 25%. Accordingly, the spill

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resolution is not relevant for this Annual General Meeting.

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

### 3.2 Additional information

Resolution 1 is an ordinary resolution.

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

## 4. Resolution 2 – Re-election of Director – Mr Andrew Pardey

### 4.1 General

Rule 7.1(d) of the Constitution and ASX Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment.

Rule 7.1(i) of the Constitution provides that a Director who retires in accordance with Rule 7.1(d) holds office until the conclusion of the Meeting but is eligible for re-election.

Andrew Pardey, Non-Executive Chair, was last re-elected at the 2021 annual general meeting of the Company held on 22 November 2021. Mr Pardey was appointed Managing Director of the Company on 1 January 2022. Following completion of the plan of arrangement with Robex Resources Inc. on 15 April 2026, Mr Pardey transitioned to Non-Executive Chair of the Company. Accordingly, Mr Pardey retires at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 2.

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

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

### 4.2 Andrew Pardey

Mr Pardey is a geologist with more than 30 years' experience covering exploration, project development, construction and operation. From 2015 to 2019, Mr Pardey served as the CEO of the $2 billion LSE/TSX-listed Centamin plc, which owns the major (450,000oz pa) Sukari Gold Mine in Egypt. Prior to being CEO of Centamin, Mr Pardey was a driving force in bringing Sukari into production, having joined during the transition of the operation from construction into production. Earlier in his career, Mr Pardey also held senior management roles at the AngloGold Ashanti Siguiri Mine and Nordgold Lefa Mine, both of which are located within Guinea's Siguiri Basin, which also hosts the Company's Bankan Project.

Mr Pardey is currently Non-Executive Director of Wia Gold Limited (ASX:WIA) and does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Pardey is considered by the Board (with Mr Pardey abstaining) to be a non-independent Director due to his recent history of being an executive with the Company. Notwithstanding, Mr Pardey is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an

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independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Pardey has confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 4.3 Board recommendation

The Board (with Mr Pardey abstaining) supports the re-election of Mr Pardey.

Mr Pardey's skills and significant experience in compliance and managing ASX listed entities enhance the Board's capability.

### 4.4 Additional information

Resolution 2 is an ordinary resolution.

## 5. Resolution 3 – Election of Director – Mr Alain William

### 5.1 General

Rule 7.1(b) of the Constitution permits the Board to appoint any eligible person as a Director, either as an addition to the existing Directors or to fill a casual vacancy. Rule 7.1(c) of the Constitution and ASX Listing Rule 14.4 provide that a Director so appointed, other than a Managing Director, must not hold office beyond the conclusion of the next annual general meeting without re-election.

Alain William, Executive Director, was appointed as an addition to the existing Directors on 15 April 2026. Accordingly, Mr William retires at this Meeting and, being eligible, seeks election pursuant to this Resolution 3.

If Resolution 3 is passed, Mr William will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not passed, Mr William will not be elected as a Director of the Company.

### 5.2 Alain William

Mr William has more than 25 years of experience in capital markets and the mining sector. He serves as Executive Director – Chief Government Affairs and Legal, having previously served as Chief Financial Officer of Robex and also overseeing stakeholder engagement. Earlier in his career, Mr William worked as a metals and mining analyst for leading financial institutions including IXIS Securities, ING Financial Markets, Société Générale, Natixis and Oddo. During this time, he was involved in major IPOs and capital raisings for global mining companies including Glencore, ArcelorMittal and Rio Tinto.

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

Mr William is considered by the Board (with Mr William abstaining) to be a non-independent Director due to his role as Executive Director and Chief Government Affairs and Legal.

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Mr William has confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 5.3 Board recommendation

The Board (with Mr William abstaining) supports the election of Mr William.

Mr William's skills and significant experience, particularly his extensive government relations expertise, enhance the Board's capability.

### 5.4 Additional information

Resolution 3 is an ordinary resolution.

## 6. Resolution 4 – Re-election of Director – Mr Steven Michael

### 6.1 General

Rule 7.1(d) of the Constitution and ASX Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment.

Rule 7.1(i) of the Constitution provides that a Director who retires in accordance with Rule 7.1(d) holds office until the conclusion of the Meeting but is eligible for re-election.

Steven Michael, Non-Executive Director, was last re-elected at the 2023 annual general meeting of the Company held on 16 November 2023. Accordingly, Mr Michael retires at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 4.

If Resolution 4 is passed, Mr Michael will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 4 is not passed, Mr Michael will not be re-elected as a Director of the Company.

### 6.2 Steven Michael

Mr Michael has over 25 years' experience in the global resources sector specialising in corporate finance and equity capital markets. He is Non-Executive Chair of TSX Listed BMC Minerals Limited and is a Non-Executive Director of Marvel Gold Limited, an ASX listed African gold exploration company. Mr Michael was previously Managing Director of ASX listed companies Red Hawk Mining Limited, Vimy Resources Limited and Arrow Minerals Limited. He has previously worked in the natural resources divisions of Macquarie Bank, Rothschild and Royal Bank of Canada. Mr Michael is a Member of the Institute of Chartered Accountants in Australia and is a member of the Australian Institute of Company Directors.

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

Mr Michael is considered by the Board (with Mr Michael abstaining) to be an independent Director. Mr Michael is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

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Mr Michael has confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 6.3 Board recommendation

The Board (with Mr Michael abstaining) supports the re-election of Mr Michael.

Mr Michael's skills and significant experience in the resources sector and corporate financing enhance the Board's capability.

### 6.4 Additional information

Resolution 4 is an ordinary resolution.

## 7. Resolution 5 – Election of Director – Mr Howard Golden

### 7.1 General

Rule 7.1(b) of the Constitution permits the Board to appoint any eligible person as a Director, either as an addition to the existing Directors or to fill a casual vacancy. Rule 7.1(c) of the Constitution and ASX Listing Rule 14.4 provide that a Director so appointed, other than a Managing Director, must not hold office beyond the conclusion of the next annual general meeting without re-election.

Howard Golden, Non-Executive Director, was appointed as an addition to the existing Directors on 15 April 2026. Accordingly, Mr Golden retires at this Meeting and, being eligible, seeks election pursuant to this Resolution 5.

If Resolution 5 is passed, Mr Golden will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 5 is not passed, Mr Golden will not be elected as a Director of the Company.

### 7.2 Howard Golden

Mr Golden is a geologist with more than 40 years of experience in mineral exploration across six continents. Mr Golden has played a key role in the discovery of several major ore deposits including Syama, Oyu Tolgoi, Agbaou and West Musgrave. During his career he has held senior executive and exploration leadership roles with companies including Nordgold, Rio Tinto, Kinross Gold Corporation, WMC Resources and BHP Minerals, leading exploration programmes across diverse geological environments. Mr Golden currently serves as a Non-Executive Director of Marvel Gold Limited.

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

Mr Golden is considered by the Board (with Mr Golden abstaining) to be an independent Director. Mr Golden is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

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Mr Golden has confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 7.3 Board recommendation

The Board (with Mr Golden abstaining) supports the election of Mr Golden.

Mr Golden's skills and significant geological experience enhance the Board's capability.

### 7.4 Additional information

Resolution 5 is an ordinary resolution.

## 8. Resolution 6 – Election of External Non-Board Endorsed Candidate

### 8.1 General

Resolution 6 relates to the nomination of Mr Stephen Mayne as a Director of the Company. The Board recommends Shareholders vote **against** the resolution for the reasons set out below.

### 8.2 Stephen Mayne

Mr Mayne nominated himself for election as a Director of the Company in accordance with Rule 7.1(j)(iii) of the Constitution. Mr Mayne's nomination **is not** supported by the Board.

Mr Mayne requested the following information be included in this Notice. The information is included verbatim and has not been verified by the Company.

"Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for *The Intelligent Investor* and co-hosts *The Money Café* podcast with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1400 ASX listed company AGMs since 1998. Stephen nominated for the PDI Gold board out of concern that it has once again chosen to run a physical AGM in Perth, which makes it difficult for interstate and overseas shareholders to participate. The Company has a market capitalisation of $4.64 billion and more than 5,000 shareholders. It should be following the lead of many other companies and offering hybrid AGMs with both the physical location in Perth and the ability for shareholders to vote and ask questions live online during proceedings. Mr Mayne is also concerned that when trading as Predictive Discovery, Mr Mayne considers that the Company had a poor record of unfairly diluting retail shareholders in capital raisings. In May 2024, Mr Mayne notes that the Company did a $50m placement at 19c with no Share Purchase Plan for retail investors and in February 2025 the Company did a $69m placement at 26.5c, again with no SPP. Adjusting for the recent 5-for-1 share consolidation, with the shares closing at $4.63 on September 15, participants in those two placements are sitting on paper profits of more than 400% or about $370 million. Mr Mayne believes the Company should offer retail shareholders a standalone uncapped make-good SPP at a reasonable discount to the prevailing price in order to offset some of the $200m+ in dilution that retail investors have suffered from these two selective placements and Mr Mayne considers that electing him to the board will reduce the prospect of such poor treatment of retail shareholders being repeated in the future. You can contact Stephen by email at Stephen@maynereport.com or via www.maynereport.com".

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### 8.3 Board recommendation

The Board does not believe that the election of Mr Mayne is in the best interests of the Company. The Board, supported by the Remuneration & Nomination Committee, has carefully considered Mr Mayne's nomination against the current Board composition and the skills and experience required to deliver the Company's purpose and strategy. Following that review, the Board has concluded that Mr Mayne does not possess the skills or experience necessary to oversee the Company during the next phase of its development and would not add value to the Board.

The Board has considered Mr Mayne's comments regarding the Company's shareholder meeting formats. The Company provides the ability for all Shareholders and interested parties to join a live webcast of its shareholder meetings, and all Shareholders can vote and submit questions in advance of shareholder meetings. For future meetings, the Board will also consider providing the ability to virtually vote and ask questions in real time at its shareholder meetings.

**The Board recommends Shareholders vote against this item.**

**The Chair of the Meeting intends to vote undirected proxies against this Resolution.**

## 9. Resolution 7 – Approval of Proportional Takeover Approval Provisions

### 9.1 General

Resolution 7 is a special resolution and, accordingly, requires approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

The Company's previous constitution contained proportional takeover approval provisions in Schedule 5. Those provisions were originally approved by Shareholders on 18 July 2022 and were renewed by Shareholders at the Company's annual general meeting held on 26 November 2025 for a further period of three (3) years.

On 21 August 2026, Shareholders approved the repeal of the Company's previous constitution and the adoption of the Company's current Constitution. Rule 5.6 of the current Constitution provides that Schedule 3 applies and forms part of the Constitution. Schedule 3 contains proportional takeover bid approval provisions (**Proportional Takeover Approval Provisions**).

The Company is seeking Shareholder approval of the Proportional Takeover Approval Provisions in accordance with section 648G of the Corporations Act for a period of three (3) years from the date of the Meeting.

If Resolution 7 is passed, the Proportional Takeover Approval Provisions will take effect from the close of the Meeting and, unless sooner omitted from the Constitution or renewed, will cease to have effect three (3) years after the date of the Meeting. If Resolution 7 is not passed,

Schedule 3 of the current Constitution will not be approved under this Resolution.

### 9.2 Technical information required by section 648G of the Corporations Act

**Statement under the Corporations Act**

Section 648G(5) of the Corporations Act requires certain information be provided to Shareholders in connection with a resolution concerning proportional takeover approval provisions. That information is set out below.

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### What is a Proportional Takeover Bid?

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

The Corporations Act allows a company to provide in its constitution that, if a Proportional Takeover Bid is made, Shareholders must vote on whether to approve the bid and the outcome of that vote determines whether transfers resulting from acceptances under the bid may be registered. This allows Shareholders to decide collectively whether a Proportional Takeover Bid should be permitted to proceed.

### Effect of the Proportional Takeover Approval Provisions

Section 648G(5)(c) of the Corporations Act requires Shareholders to be given a statement explaining the effect of the Proportional Takeover Approval Provisions.

If a Proportional Takeover Bid is made for Shares, Schedule 3 provides that the Company must not register a transfer giving effect to a takeover contract resulting from acceptance of an offer under the bid unless and until a resolution approving the bid is passed, or taken to be passed, in accordance with Schedule 3.

The Board may determine whether the approving resolution is voted on at a meeting of persons entitled to vote, by postal ballot or by any other method permitted by law. The persons entitled to vote are the persons who, at the end of the day on which the first offer under the bid was made, held bid class securities. The bidder and its associates are not entitled to vote.

An approving resolution is taken to have been passed if more than 50% of the votes cast on the resolution are in favour of the resolution. The Board must ensure that the approving resolution is voted on before the 14th day before the last day of the bid period. If the approving resolution has not been voted on by the end of the day before that 14th day, the resolution is taken to have been passed.

If the approving resolution is passed, or taken to have been passed, transfers of Shares resulting from acceptances under the Proportional Takeover Bid may be registered, provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Operating Rules and the Constitution. If the approving resolution is rejected, the consequences set out in section 648F of the Corporations Act apply, including that unaccepted offers and offers that have not resulted in binding takeover contracts are withdrawn and the bidder must rescind binding takeover contracts as soon as practicable after the approving resolution deadline.

The Proportional Takeover Approval Provisions do not apply to a takeover bid for all of a Shareholder's Shares.

### Reasons for proposing Resolution 7

Section 648G(5)(d) of the Corporations Act requires Shareholders to be given a statement explaining the reasons for proposing Resolution 7. Without the Proportional Takeover Approval Provisions, a Proportional Takeover Bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all of their Shares to the bidder. A bidder may also be able to obtain practical control of the Company by acquiring less than a majority interest. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and of control passing without payment of an adequate control premium. The Proportional

Takeover Approval Provisions lessen these risks because they allow Shareholders to decide whether a Proportional Takeover Bid is acceptable and should be permitted to proceed. The Board considers it appropriate for Shareholders to have this right.

**Knowledge of any acquisition proposals**

Section 648G(5)(e) of the Corporations Act requires Shareholders to be given a statement as to whether, as at the date the statement is prepared, any Director is aware of a proposal by any person to acquire, or increase the extent of, a substantial interest in the Company and, if so, the extent (if any) to which that proposal has influenced the decision to propose Resolution 7.

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

**Review of the Proportional Takeover Approval Provisions**

Section 648G(5)(f) of the Corporations Act requires Shareholders to be given a statement which retrospectively examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed or inserted.

For completeness, the Company has also considered the advantages and disadvantages of the proportional takeover approval provisions contained in the Company's former constitution during the period in which those provisions were in effect.

During that period no Proportional Takeover Bid was made for the Company. Accordingly, there are no actual examples against which to review the advantages or disadvantages of the proportional takeover approval provisions for the Directors or Shareholders. The Directors are not aware of any potential takeover bid that was discouraged by those provisions.

**Potential advantages and disadvantages of the Proportional Takeover Approval Provisions**

Section 648G(5)(g) of the Corporations Act requires Shareholders to be given a statement of the potential future advantages and disadvantages of the provisions in addition to retrospectively reviewing the provisions proposed to be renewed or inserted.

The Proportional Takeover Approval Provisions will allow the Directors to ascertain Shareholders' views on a Proportional Takeover Bid. Otherwise, the Directors consider that the Proportional Takeover Approval Provisions have no material potential advantages or disadvantages for them because they remain free to make a recommendation as to whether a Proportional Takeover Bid should be approved or rejected.

The potential advantages of the Proportional Takeover Approval Provisions for Shareholders include:

(a) giving Shareholders the right to decide by majority vote whether a Proportional Takeover Bid should proceed;

(b) assisting to prevent Shareholders from being locked in as a minority and reducing the risk of control passing without payment of an appropriate control premium;

(c) increasing Shareholders' bargaining power, which may assist in ensuring that any Proportional Takeover Bid is adequately priced; and

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(d) allowing each Shareholder to assess the likely outcome of the Proportional Takeover Bid with the benefit of knowing the view of the majority of Shareholders, which may assist that Shareholder in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Approval Provisions for Shareholders include:

(a) Proportional Takeover Bids may be discouraged and any speculative element in the market price of Shares arising from the possibility of a takeover bid may be reduced;

(b) the market price of Shares may be depressed or Shareholders may lose an opportunity to sell a proportion of their Shares at a premium;

(c) the likelihood of a Proportional Takeover Bid succeeding may be reduced; and

(d) the provisions may be considered to restrict the ability of Shareholders to deal freely with their Shares.

The Board does not consider that the potential disadvantages outweigh the potential advantages of the Proportional Takeover Approval Provisions and considers that approval of the Proportional Takeover Approval Provisions is in the interests of Shareholders.

### 9.3 Additional information

Resolution 7 is a special resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

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

## 10. General Matters

### 10.1 Outstanding Voting Shares and Voting at Meeting

The Company is authorised to issue ordinary shares. As of the Canadian Beneficial Holder Record Date, the Company has 988,014,707 Shares outstanding, each of which carries one vote. Registered Shareholders as of the Registration Date and Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date shall be entitled to vote their Shares personally or by proxy at the Meeting or provide their voting instructions.

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## 10.2 Principal Shareholders

To the knowledge of the directors and executive officers of the Company, as at the date of this Notice, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the outstanding Shares, other than[1]:

| Name | Number of Shares | Percentage of Outstanding Shares |
|---|---|---|
| Helikon Investments Limited | 126,773,012[2] | 12.83% |
| BlackRock, Inc. | 119,560,606[3] | 12.21% |

**Notes**:

1. The information as to the class and number of voting securities beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca, on SEDAR+ at www.sedarplus.ca or on the ASX Market Announcements Platform at www.asx.com.au.
2. Based on Helikon Investments Limited's substantial shareholder notice dated 11 August 2026 of 633,865,060 shares on a pre-consolidation basis. Differences may occur due to rounding.
3. Based on BlackRock Inc.'s substantial shareholder notice dated 23 April 2026 of 597,803,034 shares on a pre-consolidation basis. Differences may occur due to rounding.

## 10.3 Auditors of the Company

The auditor of the Company is Grant Thornton Audit Pty Ltd of Central Park Level 43, 152-158 St Georges Terrace, Perth, Western Australia, 6000, Australia.

## 10.4 Interests of certain persons or companies in matters to be acted upon

Management of the Company is not aware of any material interest, direct or indirect, of any person who is or has been at any time a director or executive officer of the Company within the last financial year or any associate or affiliate of any of the foregoing in any matter to be acted upon at the Meeting, except as disclosed in this Notice and Explanatory Memorandum.

## 10.5 Indebtedness of Directors and Executive Officers

No person who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, nor any associate of any such director or executive officer, is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries, or indebted to another entity, where such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, pursuant to a security purchase program of the Company or otherwise.

## 10.6 Interest of informed persons in material transactions

Except as otherwise disclosed herein, no informed person (as that term is defined in National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators) of the Company, nor any associate or affiliate of any informed person, has or has had any material interest, direct or indirect, in any transaction since commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

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# Schedule 1 Definitions

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

| | |
|---|---|
| **$ or A$** | means Australian Dollars. |
| **ASX** | means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| **ASX Listing Rules** | means the listing rules of ASX. |
| **Board** | means the board of Directors. |
| **Broadridge** | means Broadridge Investor Communications Solutions. |
| **Canadian Beneficial Holder Record Date** | means 5 October 2026. |
| **Chair** | means the person appointed to chair the Meeting of the Company convened by the Notice. |
| **Closely Related Party** | has the meaning given in section 9 of the Corporations Act. |
| **Company** | means PDI Gold Limited (ACN 127 171 877). |
| **Constitution** | means the constitution of the Company. |
| **Corporations Act** | means the *Corporations Act 2001* (Cth), as amended. |
| **Director** | means a director of the Company. |
| **Explanatory Memorandum** | means the explanatory memorandum which forms part of the Notice. |
| **Key Management Personnel** | has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group. |
| **Listing Rules** | means the ASX Listing Rules and the Manual. |
| **Manual** | means the TSX Company Manual. |
| **Meeting** | has the meaning given in the introductory paragraph of the Notice. |
| **NI 54-101** | means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. |
| **Non-Registered Owner** | means a non-registered, or beneficial, shareholder of the Company. |
| **Notice** | means this notice of annual general meeting. |

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| | |
|---|---|
| **Proxy Form** | means the proxy form made available with the Notice. |
| **Proportional Takeover Bid** | has the meaning given in Section 9.2. |
| **Proportional Takeover Approval Provisions** | has the meaning given in Section 9.1. |
| **Registration Date** | means 4.00pm (Australian Western Standard Time) on 18 November 2026 (3.00am (North American Eastern Time (EST)) on 18 November 2026). |
| **Registered Shareholder** | means a registered shareholder of the Company. |
| **Resolution** | means a resolution referred to in the Notice. |
| **Schedule** | means a schedule to the Notice. |
| **Section** | means a section of the Explanatory Memorandum. |
| **Share** | means a fully paid ordinary share in the capital of the Company. |
| **Shareholder** | means the holder of a Share. |
| **VIF** | means voting instruction form. |

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**PDI Gold Limited**
ABN 11 127 171 877

## Need assistance?

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

**Online:**
www.investorcentre.com/contact

## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3.00pm (Australian Western Standard Time) on Wednesday, 18 November 2026.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### PARTICIPATING IN THE MEETING

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

## Lodge your Proxy Form:

### Online:

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

Your secure access information is

**Control Number: 188998**

**SRN/HIN:**

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

### By Mail:

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

### By Fax:

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

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

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

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

# Proxy Form

**Please mark ☒ to indicate your directions**

## Step 1 Appoint a Proxy to Vote on Your Behalf

**I/We being a member/s of PDI Gold Limited hereby appoint**

☐ **the Chair of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PDI Gold Limited to be held at Grant Thornton Australia, Central Park Level 43, 152 - 158 St Georges Terrace, Perth, Western Australia, 6000 Australia on Friday, 20 November 2026 at 3.00pm (Australian Western Standard Time) and at any adjournment or postponement of that meeting.

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

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

## Step 2 Items of Business

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

| | | For | Against | Abstain |
|---|---|---|---|---|
| Resolution 1 | Remuneration Report | ☐ | ☐ | ☐ |
| Resolution 2 | Re-election of Director – Andrew Pardey | ☐ | ☐ | ☐ |
| Resolution 3 | Election of Director – Alain William | ☐ | ☐ | ☐ |
| Resolution 4 | Re-election of Director – Steven Michael | ☐ | ☐ | ☐ |
| Resolution 5 | Election of Director – Howard Golden | ☐ | ☐ | ☐ |
| Resolution 6 | Election of External Non-Board Endorsed Candidate | ☐ | ☐ | ☐ |
| Resolution 7 | Approval of Proportional Takeover Approval Provisions | ☐ | ☐ | ☐ |

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business, other than Resolution 6 which the Chair will vote undirected proxies against. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s)

*This section must be completed.*

| **Individual or Securityholder 1** | **Securityholder 2** | **Securityholder 3** | |
|---|---|---|---|
| | | | / / |
| **Sole Director & Sole Company Secretary** | **Director** | **Director/Company Secretary** | **Date** |

**Update your communication details** *(Optional)*

**Mobile Number** _____

**Email Address** _____

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

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