
Predictive Discovery Limited

ABN 11 127 171 877

Notice of General Meeting

TIME: 10.00 am
DATE: Friday, 11 December 2020
PLACE: CWA House, 1176 Hay Street, West Perth, Western Australia

DUE TO CURRENT COVID-19 SOCIAL DISTANCING RESTRICTIONS A REDUCED NUMBER OF SHAREHOLDERS WILL BE ABLE TO ATTEND THE MEETING IN PERSON.

Shareholders are urged to vote by lodging the proxy form attached to the Notice.

In the event COVID-19 social distancing restrictions are amended prior to the meeting, the Company will release an announcement to the market to advise whether shareholders can attend in person.

This Notice of General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Ian Hobson on +61 8 9388 8290.

Notice of Meeting to Shareholders

A General Meeting of Shareholders in Predictive Discovery Limited (**Predictive or the Company**) will be held at CWA House, 1176 Hay Street, West Perth, Western Australia on **Friday, 11 December 2020 at 10.00 am (WST)** and via a web based meeting portal (**Meeting**).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Please note terms contained in this Notice of Meeting have the same meaning as set out in Schedule 1 of the Explanatory Memorandum accompanying this Notice of Meeting.

1. Resolution 1 – Ratification of prior LR7.1 issue of shares (October Placement)

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue under Listing Rule 7.1 by the Company of 94,396,655 Shares to the parties and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

2. Resolution 2 – Ratification of prior LR7.1A issue of shares (October Placement)

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue under Listing Rule 7.1A by the Company of 82,388,626 Shares to the parties and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

3. Resolution 3 – Approval to issue second tranche of October Placement Shares

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,714,289 shares as set out in the Explanatory Memorandum”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who will participate in the issue or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

4. Resolution 4 – Approval for issue of shares to Paul Roberts (October Placement)

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the subscription by Mr Paul Roberts (and/or his nominees) of, and authorise the Company to issue to him (and/or his nominees), 714,500 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Paul Roberts and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

5. Resolution 5 – Approval for issue of shares to Phillip Jackson (October Placement)

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the subscription by Mr Phillip Jackson (and/or his nominees) of, and authorise the Company to issue to him (and/or his nominees), 714,500 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Phillip Jackson and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

6. Resolution 6 – Approval for issue of shares to Steven Michael (October Placement)

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the subscription by Mr Steven Michael (and/or his nominees) of, and authorise the Company to issue to him (and/or his nominees), 178,580 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Steven Michael and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

7. Resolution 7 – Ratification of prior LR7.1 issue of Corporate Advisory Options

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue under Listing Rule 7.1 by the Company of 7,500,000 Corporate Advisory Options to the parties and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Zenix Nominees Pty Ltd or an associate of Zenix Nominees Pty Ltd. However, this does not apply to a vote cast in favour of the Resolution by:

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

8. Resolution 8 – Approval of Issue of Broker Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 8,000,000 Broker Options to the parties on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Euroz Hartleys Limited and Sprott Capital Partners LP or an associate of Euroz Hartleys Limited and Sprott Capital Partners LP. However, this does not apply to a vote cast in favour of the Resolution by:

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

Information for voting shareholders

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the General Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2011* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at **4.00 pm (WST) on Wednesday, 9 December 2020**.

On a poll, Shareholders have one vote for every Share held.

How to vote

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company only able to allow some Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

Should social distancing restrictions be eased prior to the meeting, the Company will advise via an ASX announcement whether a greater number of shareholders will be able to attend in person and participate in the usual way.

Voting by proxy

All voting will be conducted by poll using proxy instructions received in advance of the Meeting. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all shareholders who would like to have their vote counted to either:

- ***vote by lodging a proxy form prior to 9 December at 10.00am (WST) (Proxy Cut-Off Time) (recommended); or***
- ***Shareholders who wish to participate and vote at the Meeting should contact the Company Secretary at ian.hobson@predictivediscovery.com prior to 5.00pm (WST) on 9 December 2020, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting.***

How Shareholders can participate:

1. Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice of Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the meeting.
2. Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company Secretary at ian.hobson@predictivediscovery.com to notify the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Shareholder Meeting by videoconference to follow the meeting and timing of the poll (see below). After giving notice and following the Proxy Cut-Off Time, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX in accordance with the Listing Rules.
3. Shareholders who have completed a proxy form but have not notified the Company that you intend to participate and vote on a poll at the Meeting will have an opportunity to participate in the meeting through the videoconference facility described below. In this circumstance, the person you have appointed as proxy will cast your vote on your behalf.

Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at ian.hobson@predictivediscovery.com by 10.00 am (WST) 9 December 2020, and relate to the business of the Meeting only.

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

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Remote attendance

The Meeting will be accessible to all Shareholders via a webinar, which will allow Shareholders to listen and observe the Meeting.

Shareholders who wish to participate in the General Meeting can do so remotely by registering with the Company Secretary. Shareholders must contact the Company Secretary at ian.hobson@predictivediscovery.com and request remote access details of the meeting by providing your name, address and HIN/SRN in order to register. Details of how to vote by a poll will also be provided.

BY ORDER OF THE BOARD



**IAN HOBSON
COMPANY SECRETARY**

DATED: 9 NOVEMBER 2020

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of Predictive Discovery Limited (**Predictive or the Company**) in relation to business to be conducted at the General Meeting to be held at CWA House, 1176 Hay Street, West Perth, Western Australia at 10.00 am on Friday 11, December 2020.

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

Notice to persons outside of Australia

This Explanatory Memorandum has been prepared in accordance with the Corporations Act and the Listing Rules, disclosure requirements and Accounting Standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

Forward looking statements

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While Predictive believes that the expectations reflected in the forward looking statements are reasonable, neither Predictive nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

Disclaimer

No person is authorised to give any information or make any representation in connection with the proposed transactions which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by Predictive or the Board in connection with the proposed transactions.

Responsibility for information

The information contained in this Explanatory Memorandum has been prepared by Predictive and is the responsibility of Predictive.

ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the Listing Rules & the Corporations Act (2001). Neither ASX nor any of their officers take any responsibility for the contents of the Notice and Explanatory Memorandum.

Definitions

Many capitalised terms used in this Explanatory Memorandum are defined in the Glossary in Schedule 1.

Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company's Company Secretary Ian Hobson, telephone +61 8 9388 8290.

1. Resolution 1 – Ratification of prior LR7.1 issue of shares (October Placement)

1.1 General

On 23 October 2020, the Company announced that it had received commitments for a placement of up to 189,107,150 shares at an issue price of \$0.056 per share to raise up to \$10.6 million (**October Placement Shares**) before costs (**October Placement**).

The Placement was to be issued in two tranches. The first tranche of 176,785,281 shares (\$9,899,976) was issued on 30 October 2020 was not subject to shareholder approval as it fell within the Company's placement capacity under ASX Listing Rules 7.1 (**LR7.1 Ratification Shares**) (94,396,655 shares) and 7.1A (**LR7.1A Ratification Shares**) (82,388,626 shares).

The second tranche consisting of 12,321,869 shares (\$690,025), which includes PDI Director participation (totalling \$90,000), will be issued subject to shareholder approval this General Meeting.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 94,396,655 October LR7.1 Ratification Shares.

Resolution 1 is proposed as an ordinary resolution. Shareholders' attention is drawn to the voting exclusion statement in relation to Resolution 1 in the Notice.

The Board recommends that Shareholders vote in favour of the Resolution and the Chair intends to vote undirected proxies in favour of the Resolution.

1.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**). Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Without Shareholder approval pursuant to Listing Rule 7.4, the issue will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 1 seeks shareholder approval to under and for the purposes of Listing Rule 7.4, allowing the Company to substantially refresh its 15% share issue capacity.

If Resolution 1 is passed, the issue of the Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

If Resolution 1 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

1.3 Specific information required under Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the LR7.1 Ratification Shares:

- (a) a total of 94,396,655 Shares were issued on 30 October 2020;
- (b) the LR7.1 Ratification Shares were issued for 5.6 cents per Share;
- (c) the LR7.1 Ratification Shares were issued fully paid and rank equally with other fully paid ordinary shares in the Company on issue.;
- (d) the LR7.1 Ratification Shares were issued to sophisticated and institutional investors qualifying as such under section 708 of the Corporations Act, being investors identified by the Directors

and including clients of Euroz Hartleys and Sprott who acted as joint lead manager for the October Placement. None are related parties of the Company. The only subscriber who is a substantial shareholder and who acquired 1% or more of the Company's issued capital Shares, was Capital DI Limited who was issued 21,000,000 Shares. All other shareholders that were issued LR7.1 Ratification Shares pursuant to the October Placement are not considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;

- (e) funds raised through the October Placement will be used to accelerate development of the Bankan Gold Project, including the second phase of drilling where the Company is targeting a maiden Mineral Resource Estimate to be delivered by mid-2021; and
- (f) a voting exclusion statement is included in the Notice.

2. Resolution 2 – Ratification of prior LR7.1A issue of shares (October Placement)

2.1 General

Please refer to Section 1.1 for details of the October Placement announced on 23 October 2020.

On 30 October 2020, the Company issued 82,388,626 of the October Placement Shares within the 10% share issue capacity set out in Listing Rule 7.1A (described below). By issuing those Shares (**LR7.1A Ratification Shares**) under the October Placement, the Company's capacity to issue further Equity Securities without Shareholder approval within those limits was accordingly reduced.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 82,388,626 LR7.1A Ratification Shares.

Resolution 2 is proposed as an ordinary resolution. Shareholders' attention is drawn to the voting exclusion statement in relation to Resolution 2 in the Notice.

The Board recommends that Shareholders vote in favour of the Resolution and the Chair intends to vote undirected proxies in favour of Resolution 2.

2.2 Listing Rules 7.1A and 7.4

Listing Rule 7.1A provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 10% of its fully paid ordinary securities on issue at the start of that 12 month period (**10% share issue capacity**). Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1A will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1A.

Without Shareholder approval pursuant to Listing Rule 7.4, the issue will be counted towards the Company's 10% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1A.

Accordingly, Resolution 2 seeks shareholder approval to under and for the purposes of Listing Rule 7.4, allowing the Company to substantially refresh its 10% share issue capacity.

If Resolution 2 is passed, the issue under the April Placement will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

If Resolution 2 is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

2.3 Specific information required under Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the LR7.1A Ratification Shares:

- (a) a total of 82,388,626 Shares were issued on 30 October 2020;
- (b) the LR7.1A Ratification Shares were issued for 5.6 cents per Share;
- (c) the LR7.1A Ratification Shares were issued fully paid and rank equally with other fully paid ordinary shares in the Company on issue;
- (d) the LR7.1A Ratification Shares were issued to sophisticated and institutional investors qualifying as such under section 708 of the Corporations Act, being investors identified by the Directors and including clients of Euroz Hartleys / Sprott who acted as joint lead manager for the October Placement. None are related parties of the Company;
- (e) none of these subscribers are related parties of the Company and are not considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (f) funds raised through the October Placement will be used to accelerate development of the Bankan Gold Project, including the second phase of drilling where the Company is targeting a maiden Mineral Resource Estimate to be delivered by mid-2021; and
- (g) a voting exclusion statement is included in the Notice.

3. Resolution 3 – Approval to Issue second tranche of October Placement Shares

3.1 General

Please refer to Section 1.1 for details of the October Placement announced on 23 October 2020.

The second tranche consisting of a total of 12,321,869 shares (\$690,025), which includes PDI Director participation of 1,607,580 shares totalling \$90,000 (see resolutions 4, 5 & 6), will be issued subject to shareholder approval this General Meeting.

Resolution 3 is an ordinary resolution that seeks Shareholder approval for the issue of 10,714,289 Shares pursuant to Listing Rule 7.1.

A summary of Listing Rule 7.1 is set out in Section 1.2.

The effect of Resolution 3 will be to allow the Company to issue the second tranche of the October Placement Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Directors recommend that Shareholders vote in favour of Resolution 3.

3.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- a) The placees are sophisticated and institutional investors qualifying as such under section 708 of the Corporations Act, being investors identified by the Directors and including clients of Euroz Hartleys / Sprott who acted as lead manager for the October Placement;
- b) a total of 10,714,289 October Placement Shares are to be issued;
- c) the Placement Shares are fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- d) the second tranche of the October Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

- e) the issue price of the October Placement Shares will be \$0.056 per Share;
- f) funds raised through this Placement will be used to accelerate development of the Bankan Gold Project, including the second phase of drilling where the Company is targeting a maiden Mineral Resource Estimate to be delivered by mid-2021; and
- g) a voting exclusion statement is included in the Notice.

4. Resolutions 4, 5 and 6– Approval for issue of shares to Paul Roberts, Phillip Jackson and Steven Michael (October Placement)

4.1 General

As announced to ASX on 23 October 2020, Paul Roberts, Phillip Jackson and Steven Michael agreed to subscribe for a total of 1,607,580 Shares under the October Placement at \$0.56 per Share for a total of \$90,000, subject to the Company obtaining Shareholder approval for the issue of those Shares. Further details of the October Placement are set out in Section 1.

Resolutions 4, 5 and 6 seek Shareholder approval pursuant to Listing Rule 10.11 for the issues of the Shares. Resolutions 4, 5 and 6 are ordinary resolutions. Shareholders' attention is drawn to the voting exclusion statements in relation to Resolutions 4, 5 and 6 in the Notice.

The Board (excluding Paul Roberts, Phillip Jackson and Steven Michael who decline to make a recommendation based on their interests in the outcome of Resolutions 4, 5 and 6) recommends that Shareholders vote in favour of the issue of the Shares. The Chair intends to vote undirected proxies in favour of Resolutions 4, 5 and 6.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to certain categories of recipients, including a related party of the company and their associates, unless it obtains the approval of shareholders.

The proposed issues to Mr Paul Roberts, Mr Phillip Jackson and Mr Steven Michael fall within Listing Rule 10.11.1 as they are related parties and they do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

If the Resolutions are passed, the Company will be able to proceed with the issue of the Shares to Mr Paul Roberts, Mr Phillip Jackson and Mr Steven Michael (and/or nominees). In addition, as Shareholder approval is not required under Listing Rule 7.1 where an approval is given under Listing Rule 10.11, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

If the Resolutions are not passed, the Company will not be able to proceed with the issue of the Shares to Mr Paul Roberts, Mr Phillip Jackson and Mr Steven Michael (and/or nominees) and they will not be required to subscribe for the Shares despite their commitments in connection with the October Placement.

4.3 Specific information required under Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

- i) The recipients are Paul Roberts, Phillip Jackson and Steven Michael.
- ii) Each of them is a related party of the Company by virtue of being a Director.
- iii) The maximum number of Shares to be issued to Mr Roberts (and/or his nominee) is 714,500 Shares, to Mr Jackson (and/or his nominee) is 714,500 Shares and to Mr Michael is (and/or his nominee) is 178,580 Shares.
- iv) The Shares will be issued fully paid and rank equally with other fully paid ordinary shares in the Company on issue.
- v) The issue of the Shares will occur no later than one month after the date of the Meeting.

- vi) The Shares will be issued at an issue price of \$0.56 per Share, being the issue price under the October Placement.
- vii) The funds raised from the issue of the Shares will be aggregated with and used for the same purpose as the funds raised from the October Placement. See Section 1 for further details.

5. Resolution 7 – Ratification of Corporate Advisory Options

5.1 General

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 for the ratification of 7,500,000 Options issued to Zenix Nominees Pty Ltd on 30 June 2020 in consideration for corporate advisory services (**Corporate Advisory Options**).

The Directors recommend that Shareholders vote in favour of Resolution 7.

5.2 Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**). Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Without Shareholder approval pursuant to Listing Rule 7.4, the issue will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 7 seeks shareholder approval to under and for the purposes of Listing Rule 7.4, allowing the Company to substantially refresh its 15% share issue capacity.

If Resolution 7 is passed, the issue of the Corporate Advisory Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

If Resolution 7 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

5.3 Specific information required under Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the LR7.1 Ratification Shares:

- (a) the Corporate Advisory Options were issued to Zenix Nominees Pty Ltd
- (b) a total of 7,500,000 Corporate Advisory Options were issued on 30 June 2020;
- (c) the Corporate Advisory Options were issued for Nil consideration in lieu of corporate advisory fees;
- (d) Corporate Advisory Options are unlisted options exercisable at \$0.18 per share and expiring 30 June 2023 on the terms set out in Schedule 2;
- (e) The the Corporate Advisory Options were issued for no consideration. There are no funds being raised through the allotment as the Corporate Advisory Options are provided for services to the company. Funds raised through the exercise of the Corporate Advisory Options will be used to further the Company's exploration activities in West Africa;
- (f) The material terms of the agreement are a 12 month term commencing 1 July 2020 to provide corporate advisory services as specified in the agreement; and

- (g) a voting exclusion statement is included in the Notice.

6. Resolution 8 – Approval of Issue of Broker Options

6.1 General

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 8,000,000 Broker Options to Euroz Hartleys Limited and Sprott Capital Partners LP (or nominees) (**Joint Lead Managers**) in consideration for services provided in connection with the Placement (**Broker Options**).

The Directors recommend that Shareholders vote in favour of Resolution 8.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2.

The effect of Resolution 8 will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. If Resolution 8 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

6.3 Technical information required by Listing Rule 7.3

The following additional information is provided to shareholders pursuant to Listing Rule 7.3:

- (a) the maximum number of Broker Options to be issued is 8,000,000;
- (b) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the issue price of the Broker Options is nil, as they will be granted in consideration for broking services provided to the Company;
- (d) the Broker Options will be issued to the Joint Lead Managers (or nominees), none of whom is a related party;
- (e) the Broker Options are exercisable at \$0.112 on or before the date which is 3 years from the issue and otherwise on the terms and conditions set out in Schedule 3;
- (f) no funds will be raised from the issue of the Broker Options, as they are being issued for nil cash consideration. Funds raised through the exercise of the Broker Options will be used to further the Company's exploration activities in West Africa;
- (g) The material terms of the agreement with the Joint Lead Managers a month term ending 23 October 2020 to undertake a capital raising with fees up to 6% and Broker Options on successful completion of the raising; and
- (h) a voting exclusion statement is included in the Notice.

Schedule 1- Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

\$	Australian dollars
10% Placement Capacity	Has the meaning given in Section 2
15% Placement Capacity	Has the meaning given in Section 1
ABN	Australian Business Number.
CAN	Australian Company Number.
ASX	ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	The board of Directors.
Closely Related Party	Of a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) A spouse or child of the member;(b) A child of the member's spouse;(c) A dependent of the member's spouse;(d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) A company the member controls; or(f) A person prescribed by the Corporations Regulations 2001 (Cth).
Chair	The chair of the Meeting.
Company or Predictive	Predictive Discovery Limited (ABN 11 127 171 877).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of Predictive.
Directors' Report	The annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	The same meaning as in the Listing Rules.
Explanatory Memorandum	The Explanatory Memorandum accompanying the Notice of Meeting.
Key Management Personnel	Has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes 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, the entity, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.
Joint Lead Managers	Euroz Hartleys Limited and Sprott Capital Partners LP.
Listing Rules	The listing rules of the ASX.
Notice of Meeting	The notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum.
Meeting or General Meeting	The General Meeting of Predictive called by the Notice of Meeting.
Resolution	Resolution in the Notice of Meeting.
Security	means a security in the capital of the Company Share, Option, Performance Right or other Convertible Security.
Share	Means a share in the capital of the Company.
Shareholder	The registered holder of a Share.

Schedule 2- Corporate Advisory Option Terms

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.18 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2023 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting and Exercise Period**

The Options will vest upon the earlier of:

- the 6-month anniversary of the Engagement; or
- announcement of a proposed change of control transaction.

Otherwise, the Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under g(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 3- Broker Option Terms

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.112 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) three years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(e) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(f) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (iv) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (v) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (vi) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under g(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

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Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

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If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

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The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Predictive Discovery Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Predictive Discovery Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



**the Chairman of the
Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am on Friday, 11 December 2020 at CWA House, 1176 Hay Street, West Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of prior LR7.1 issue of shares (October Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for issue of shares to Phillip Jackson (October Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior LR7.1A issue of shares (October Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval for issue of shares to Steven Michael (October Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue second tranche of October Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of prior LR7.1 issue of Corporate Advisory Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for issue of shares to Paul Roberts (October Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 9 December 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Predictive Discovery Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**