

**ASX ANNOUNCEMENT / MEDIA RELEASE****ASX: PRX**

20 August 2024

**PROPOSED ENTITLEMENT OFFER**

Prodigy Gold NL (ASX: PRX) ("**Prodigy Gold**" or the "**Company**") is pleased to advise that the Company's board of directors (**Board**) has resolved to undertake a non-renounceable entitlement offer to raise up to \$2.12 million (before expenses) (**Entitlement Offer**) if fully subscribed. However, it is highly unlikely that the Company will raise that amount and the Company is, instead, targeting to raise approximately \$1million.

The issue price for the Entitlement Offer represents a discount of approximately 6.5% to the volume weighted average market price of Prodigy Gold shares on the 15 ASX trading days on which those shares traded up to and including 16 August 2024.

Specifically, Eligible Shareholders (as defined overleaf) will be offered the opportunity to subscribe for one (1) Share (**New Share**) for every two (2) Shares held as at 7:00pm (Sydney time) on 23 August 2024 (**Record Date**), with no minimum subscription.

The issue price of New Shares under the Entitlement Offer is \$0.002 per New Share and Eligible Shareholders will also receive two (2) unquoted Attaching Options for every three (3) New Shares issued under the Entitlement Offer for nil additional consideration, having an exercise price of \$0.005 and expiry date of 30 November 2027.

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

The Entitlement Offer is intended to be extended to all Shareholders as at 7:00pm (Sydney time) on the Record Date who:

- are recorded in the Company's register of members as having a registered address in Australia or New Zealand; and
- as far as the Company is aware, are not located in the United States and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; or
- are those persons who the Company is satisfied, in its sole discretion, that it would not be unlawful to offer the New Shares and Attaching Options to, either unconditionally or after compliance with such conditions as the Company, in its sole and absolute discretion, has accepted, under all applicable securities laws.

### **(Eligible Shareholders)**

The Entitlement Offer is non-renounceable, meaning that Eligible Shareholders will not be able to transfer their entitlements pursuant to the Entitlement Offer and if they do not subscribe for their entitlements pursuant to the Entitlement Offer in full, their shareholding in the Company will be diluted.

Under the Entitlement Offer, Eligible Shareholders who take up their full entitlement may also apply for additional New Shares in excess of their entitlement under the Shareholder Shortfall Offer. Applications for additional New Shares in excess of Eligible Shareholders' entitlements will only be satisfied to the extent that there is a shortfall and will be subject to the terms and conditions outlined in the Prospectus.

Any New Shares and Attaching Options not subscribed for under the Entitlement Offer or Shareholder Shortfall Offer may be offered to third party investors, who are Australian residents and other persons to whom the Company is satisfied that it would not be unlawful to offer New Shares or Attaching Options (**Public Shortfall Offer**).

All of the New Shares to be issued pursuant to the Entitlement Offer, Shareholder Shortfall Offer and Public Shortfall Offer will rank equally with the existing Shares on issue from the date of allotment.

Full details of the Entitlement Offer, including the timetable and details on how to accept the Entitlement Offer, are set out in the prospectus that was lodged with ASIC that is attached to this announcement.

Eligible Shareholders should read the Prospectus in its entirety and consult with their stockbroker, accountant or other professional adviser before making any decision as to whether to subscribe for any New Shares and Attaching Options.

### **Use of Funds**

The proceeds of the Entitlement Offer and Placement (after expenses) are intended to be principally applied to fund:

- exploration work on the Company's key projects, including:
  - the Tanami North Project (which includes projects at Tregony and Hyperion), specifically to determine the next steps towards future development of the recently updated mineral resources in this project area;
  - the Twin Bonanza Project, specifically a review of the completed studies for the project to determine the next steps for development of the deposit and a detailed review of the Old Pirate mineral resource which forms part of the Company's mineral resource inventory; and
  - advance several brownfield targets in close proximity to the Tregony and Hyperion deposits, such as the Brokenwood, Boco and Mark's Rise prospects;
- ongoing test work on the Hyperion deposit to better understand the metallurgical properties of the mineralisation;

- project development, project divestment, field capital equipment, project acquisition costs and tenement maintenance costs; and
- general working capital expenses.

A prospectus together with a personalised Entitlement Form in relation to the Entitlement Offer (**Prospectus**) will be made available to Eligible Shareholders in the coming days.

### **Timetable**

The current proposed timetable for the Entitlement Offer is set out below. These dates are indicative only and the Company reserves the right to vary these dates (subject to the Corporations Act and the ASX Listing Rules).

Event	Date
ASX announcement and Lodge Prospectus with ASIC and ASX	Tuesday, 20 August 2024
Ex-Date	Thursday, 22 August 2024
Record date for Entitlement Offer (7:00pm (Sydney time)) (Record Date)	Friday, 23 August 2024
Prospectus and personalised Application Forms dispatched to Eligible Shareholders and ineligible Shareholder letters dispatched and announcement of dispatch	Tuesday, 27 August 2024
Last day to extend the Closing Date for the Entitlement Offer (before noon)	Monday, 9 September 2024
<b>Closing Date for the Entitlement Offer (5:00pm (Sydney time))</b>	<b>Thursday, 12 September 2024</b>
Announcement of results of Entitlement Offer (before noon)	Tuesday, 17 September 2024
Issue of New Shares and Attaching Options under the Entitlement Offer	Thursday, 19 September 2024
Quotation of New Shares and Attaching Options issued under the Entitlement Offer	Friday, 20 September 2024

This announcement has been authorised for release by Prodigy Gold's Board of Directors.

### **For further information, contact:**

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### **Important Notices**

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.

This announcement is not a financial product or investment advice, a recommendation to acquire New Shares or Attaching Options or accounting, legal or tax advice. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek appropriate legal and taxation advice.