

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

27 August 2024

DESPATCH OF PROSPECTUS AND LETTERS TO INELIGIBLE SHAREHOLDERS

Prodigy Gold NL (ASX: PRX) (**Prodigy Gold** or the **Company**) refers to the non-renounceable entitlement offer on the basis of one (1) new fully paid ordinary share in the Company (**New Share**) for every two (2) fully paid ordinary shares (**Shares**) held as at the Record Date, together with two (2) unquoted options for every three (3) New Shares (**Attaching Options**) issued for nil additional consideration (**Offer**) as set out in the prospectus dated 20 August 2024 (**Prospectus**).

Prodigy Gold is pleased to confirm that in accordance with the Indicative Timetable previously announced, it will despatch today letters to Eligible Shareholders outlining how to access the Prospectus, together with a personalised application form.

Shareholders who are eligible to participate in the Offer (**Eligible Shareholders**) are those persons who:

- as at 7:00pm (Sydney time) on 23 August 2024 (**Record Date**), are registered as a holder of fully paid ordinary shares in the Company;
- have an address on the Company's register in Australia or New Zealand; and
- as far as the Company is aware, are not located in the United States of America (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
- the Company is, otherwise, satisfied, in its sole discretion, that it would not be unlawful to offer 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.

A letter to ineligible shareholders notifying them of the Offer and their ineligibility to participate (**Ineligible Shareholder Letter**) will also be despatched today. A copy of the Ineligible Shareholder Letter is enclosed with this announcement. An electronic version of the Prospectus can be viewed online on the Company's website at <https://www.prodigygold.com.au/investors/asx-announcements>.

Offer

The Offer is now open for acceptance by Eligible Shareholders and is expected to close at 5:00pm (Sydney time) on 12 September 2024.

Eligible Shareholders will have the opportunity to acquire New Shares at an issue price of \$0.002 (**Offer Price**), together with the Attaching Options which are exercisable at \$0.005 and expire at 5:00pm on 30 November 2027.

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

Eligible Shareholders who take up their full entitlement may also apply to receive any New Shares not taken up under the Offer at the Offer Price, together with the Attaching Options (**Shareholder Shortfall Offer**). New Shares and Attaching Options will only be offered in accordance with the Shareholder Shortfall Offer if the Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions received in accordance with the Offer.

Any New Shares not taken up under the Offer or the Shareholder Shortfall Offer may be offered to investors who are not Eligible Shareholders (**Public Shortfall Offer**).

Full details of the Offer, the Shareholder Shortfall Offer and the Public Shortfall Offer, including the timetable and details for how to accept the Offer, are set out in the Prospectus and the personalised application form accompanying the Prospectus. 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 New Shares and Attaching Options.

Enquiries

Any questions concerning the Offer, the Shareholder Shortfall Offer or the Public Shortfall Offer should be directed to the Company's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday.

Authorised for release by Prodigy Gold's Board of Directors.

For further information, contact:

Mark Edwards
Managing Director
+61 8 9423 9777

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 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.

27 August 2024

Dear Shareholder

Important notice

On 20 August 2024 Prodigy Gold NL (ASX: PRX) (**Prodigy Gold**) announced a pro rata non-renounceable entitlement offer (**Entitlement Offer**) to shareholders in Australia and New Zealand as at the record date (**Eligible Shareholders**). Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for one (1) New Share for every two (2) existing Shares held at the Offer Price of \$0.002 per New Share.

The Prospectus has been given to ASX and is available to view on the ASX website and Prodigy Gold's website at <https://www.prodigygold.com.au/investors/asx-announcements/>. Further details regarding the Offer have also been announced to the ASX and are available on ASX's website.

Prodigy Gold will not be printing or dispatching hard copies of the Prospectus. Instead, an electronic copy of the Prospectus as well as your Entitlement and Acceptance Form is available and accessible by you using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and your postcode at the following link: <https://investor.automic.com.au>.

Shareholders should read the Prospectus in full prior to making an application under the Entitlement Offer. Your application under the Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Entitlement and Acceptance Form which is enclosed, and also available through Automic's online facility.

To download your Entitlement and Acceptance Form you have the following 3 choices:

I already have an online account with the Automic Share registry	https://investor.automic.com.au Select: "Existing Users Sign In". Once you have successfully signed in, click on "Documents and Statements". Download the Prospectus and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form. Do not return your Entitlement and Acceptance Form.
I don't have an online account with Automic – but wish to register for one	https://investor.automic.com.au/#/signup Select: Prodigy Gold NL from the dropdown list in the ISSUER field. Enter your holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Aust only) or Country of Residence (if not Australia). Tick box "I am not a robot", then Next Complete prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Prospectus and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form. Do not return your Entitlement and Acceptance Form.

I don't have an online account with Automic – but want to use Automic for this Offer only	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select: Prodigy Gold NL from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Aust only) or Country of Residence (if not Australia). Tick box “I am not a robot”, then Access.</p> <p>Once you have successfully signed in, click on “Documents and Statements”.</p> <p>Download the Prospectus and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>
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If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the Prospectus and your Entitlement and Acceptance Form – initially by calling Automic Group on 1300 288 664 or emailing hello@automicgroup.com.au and asking them to mail a paper copy of the Prospectus and your Entitlement and Acceptance Form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request.

The Entitlement Offer closes at 5:00 pm (Sydney time) on 12 September 2024.

Event	Date
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 despatched to Eligible Shareholders and ineligible Shareholder letters despatched and announcement of despatch	Tuesday, 27 August 2024
Last day to extend the Closing Date for the Entitlement Offer (before noon)	Monday, 9 September 2024
Closing Date for the Entitlement Offer (5:00pm (Sydney time))	Thursday, 12 September 2024
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 issued under the Entitlement Offer	Friday, 20 September 2024

These dates are indicative only and subject to change. Prodigy Gold reserves the right to change any date including to extend the closing date of the Entitlement Offer, to close the Entitlement Offer early, to accept late acceptances either generally or in particular cases, or to withdraw or reduce the size of the Entitlement Offer without notice. Any extension of the closing date will have a consequential effect on the issue date of new shares.

If you have any query or question about the Entitlement Offer, please contact Prodigy Gold's share registrar as follows:

Automic Registry Services

Email: hello@automicgroup.com.au

Phone: 1300 288 664 (within Australia), or +61 2 9698 5414 (international) between 8:30 am and 7:00pm (AEST time) Monday to Friday.



Gerard McMahon
Chairman



Prodigy Gold NL | ACN 009 127 020

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001
1300 288 664 (within Australia)
+61 2 9698 5414 (international)
corporate.actions@automicgroup.com.au
www.automicgroup.com.au

Holder Number:

Shares held as at the Record Date at
7.00pm (Sydney time) on 23 August 2024

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSSES 5:00PM (SYDNEY TIME) 12 SEPTEMBER 2024 (WHICH MAY CHANGE WITHOUT NOTICE)

On 20 August 2024, Prodigy Gold NL ("Prodigy Gold" or "the Company") announced a non-renounceable pro-rata issue of 1 New Share for every 2 Shares held by those Shareholders registered at the Record Date at an issue price of \$0.002 per Share to raise up to approximately \$2.12 million (based on the number of Shares on issue as at the date of this Prospectus) (**Entitlement Offer**). Shareholders will also receive two (2) unquoted Attaching Options for every three (3) New Shares issued for nil additional consideration.

The Prospectus dated 20 August 2024 contains information about the Entitlement Offer and you should carefully read the Prospectus before applying for Shares. This Entitlement and Acceptance Form should be read in conjunction with the Prospectus. If you do not understand the information provided in the Prospectus or you are in doubt as to how you should deal with it, you should seek professional advice. Other than as defined in this Entitlement and Acceptance form, capitalised terms have the same meaning as defined in the Prospectus.

1 ACCEPTANCE OF ENTITLEMENT OR PART THEREOF

	Payment Amount A\$ (\$0.002 per New Share)	Number of New Shares Applied
Full Entitlement		
Partial Entitlement		

2 APPLICATION FOR SHORTFALL SHARES

As an Eligible Shareholder, you are invited to apply for Shortfall Shares, providing you have taken up your full Entitlement.

	Payment Amount A\$ (\$0.002 per Shortfall Share)	Number of Shortfall Shares Applied
Shortfall Application		

3 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this Entitlement and Acceptance Form.

Option A - BPAY®



Biller Code:

Ref No:

Please ensure you use the BPAY® details stated above as they are unique for each Offer.

Note: You do not need to return this form. Your BPAY® reference number or unique reference number will process your payment for your application for New Securities electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is:

Funds are to be deposited in AUD currency directly to following bank account:

Account name:
Account BSB:
Account number:
Swift Code:

IMPORTANT: You must quote your unique reference number as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and Shares subsequently not issued.

4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Entitlement and Acceptance Form by post, you have not provided your email address or elected to receive all communications electronically

- Help the Company reduce its printing and mailing costs
- Receive investor communications faster and more securely
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)
AND UPDATE YOUR COMMUNICATION
PREFERENCE



To elect via email, please complete this section and return to: corporateactions@automicgroup.com.au

Telephone Number

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Contact Name (PLEASE PRINT)

PRX

Insert your email address if you wish to elect to be an e-Shareholder, and you consent to receiving communications from the Share Registry, Automic Group

INSTRUCTIONS FOR COMPLETION OF THIS ENTITLEMENT AND ACCEPTANCE FORM

The right to participate in the Entitlement Offer is optional and is offered exclusively to all Shareholders who are registered as holders of fully paid ordinary Shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

ACCEPTANCE OF OFFER

By making a BPAY® or EFT payment:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form and
- you provide authorisation to be registered as the holder of securities acquired by you and agree to be bound by the Constitution of the Company.

1 Acceptance of Full or Partial Entitlement for Shares

If you wish to accept your full Entitlement:

- make payment by BPAY® or EFT for your full Entitlement by following the instructions on this Entitlement and Acceptance Form.

If you only wish to accept part of your entitlement:

- calculate the payment amount for the portion of your Entitlement that you wish to take up in accordance with the partial entitlement section of this Entitlement and Acceptance Form and
- make payment by BPAY® or EFT for that portion of your Entitlement by following the instructions on this Entitlement and Acceptance Form.

2 Applying for Shortfall Shares

If you accept your full entitlement and wish to apply for Shortfall Shares in excess of your entitlement:

- make payment by BPAY® or EFT of the total payment amount for your full entitlement AND your participation in the Shortfall Offer by following the instructions on this Entitlement and Acceptance Form.

Your application for Shortfall Shares may not be successful (wholly or partially). The decision in relation to the number of Shortfall Shares in excess of your Entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

3 Payment

By making a payment via BPAY® or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by the Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (Sydney time) on the closing date.

By making payment of application monies, you certify that you wish to apply for Shares under the Entitlement Offer as indicated on this Entitlement and Acceptance Form and acknowledge that your acceptance is irrevocable and unconditional.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 3. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer (EFT). Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5:00pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your CRN or unique Payment Reference will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid.

4 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

If you require further information about the Offer, please contact Automic line on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.

27 August 2024

Dear Shareholder

***NOTICE TO INELIGIBLE SHAREHOLDERS
NON-RENOUNCEABLE ENTITLEMENT OFFER***

On 20 August 2024, Prodigy Gold NL (ASX: PRX) (“**Prodigy Gold**” or the “**Company**”) announced its intention to undertake a non-renounceable entitlement offer, whereby Eligible Shareholders (as defined overleaf) will be offered the opportunity to acquire one (1) new fully paid ordinary share in the Company (**New Share**) for every two (2) fully paid ordinary shares (**Shares**) held as at the Record Date (as defined below) at an issue price of \$0.002 per New Share, with no minimum subscription (**Offer**).

Eligible Shareholders will also receive two (2) options to acquire one (1) Share each for every three (3) New Shares issued for nil additional consideration (**Attaching Options**). The Attaching Options will have an exercise price of \$0.005 and will be exercisable at any time prior to 5:00pm (Sydney time) on 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 Offer (**Shareholder Shortfall Offer**).

Any New Shares or Attaching Options not subscribed for by Eligible Shareholders under the Offer or Shareholder Shortfall Offer may be offered to third party investors who are not Eligible Shareholders (**Public Shortfall Offer**).

The Record Date for the Offer is 7:00pm (AEST) on 23 August 2024 (**Record Date**). Please note that Shares will be quoted on an ‘ex’ basis from 22 August 2024, and therefore any Shares bought on market on or after this date will not be entitled to participate in the Offer.

This letter is to inform you about the Offer and to explain why you will not be able to subscribe for New Shares under the Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares made under the Offer.

You are not required to do anything in response to this letter. Further details regarding the Offer are set out in the prospectus for the Offer that was lodged with the Australian Securities and Investment Commission (**ASIC**) and ASX Limited ACN 008 624 691 (**ASX**) on 20 August 2024 (**Prospectus**).

The Company has determined not to extend the Offer to persons outside of Australia and New Zealand in accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth), after considering:

- the legal and regulatory requirements for making or extending the Offer to places outside Australia and New Zealand;
- the cost of complying with those legal and regulatory requirements; and
- the number of shareholders in places outside Australia and New Zealand and the number and value of New Shares which would otherwise be offered to those persons.

Unfortunately, according to the Company’s records, you do not satisfy the eligibility criteria for an Eligible Shareholder (defined overleaf), and the Company wishes to advise you that it will not be extending the Offer to you and you will not be able to subscribe for New Shares and Attaching Options pursuant to the Offer and you will not be sent any further documents relating to the Offer.

Summary of Key Features of the Offer

The Offer is open to shareholders that are registered on the Company's register of members as at 7:00pm (AEST) on the Record Date as having a registered address in Australia, New Zealand, or such other place as the Company is satisfied (in its sole discretion) that the offer of New Shares and Attaching Options in a particular place would not be unlawful under the local laws of that place, 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 Offer is non-renounceable, meaning that Eligible Shareholders will not be able to transfer their entitlements under the Offer and, if they do not take up their entitlements under the Offer, their shareholding in the Company will be diluted.

Eligible Shareholders will also be able to subscribe for any New Shares and Attaching Options not subscribed for by other Eligible Shareholders pursuant to the Shareholder Shortfall Offer. Applications under the Shareholder Shortfall Offer will only be satisfied to the extent that there is a shortfall under the Offer and will be subject to the terms and conditions outlined in the Prospectus. Any New Shares not taken up by Eligible Shareholders under the Shareholder Shortfall Offer may be offered to investors who are not Eligible Shareholders.

All of the Shares issued pursuant to the Offer will rank equally with the existing Shares on issue from the date of allotment. Further details regarding the Offer and the rights and liabilities attaching to the New Shares and Attaching Options is contained in the Prospectus. There is no minimum subscription amount for the Offer.

Use of funds

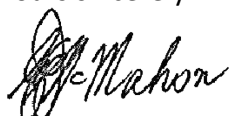
The funds raised from the Offer, the Shareholder Shortfall Offer and the Public Shortfall Offer will be used to fund:

- 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.

Further details regarding the use of funds are set out in the Prospectus.

Thank you again for your support of the Company and I trust that you understand the Company's position on this matter.

Yours sincerely



Gerard McMahon
Chairman