

Dear Shareholder,

### Notice of Annual General Meeting / Proxy Form

Prodigy Gold NL (Prodigy Gold or the Company) will be holding its Annual General Meeting of shareholders at 1.00pm ACST on 30 October 2024 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin, NT, 0800.

You will receive your personalised proxy form for your completion and lodgment with our share registry. Alternatively, you can vote online at <https://investor.automic.com.au/#/loginsah>

In accordance with the Company's constitution, the Corporations Act 2001 (Cth) implemented by Treasury Laws Amendment (2021 Measures No. 1) Act 2001 (Cth), and to significantly reduce printing cost as well as reducing our environmental impact, the Company has decided to not provide a printed copy of the Notice of Annual General Meeting but to provide you with the relevant URL link. Relevant URL Links:

Notice of Annual General Meeting: <http://www.prodigygold.com.au/investors/asx-announcements/>

Annual Report: <http://www.prodigygold.com.au/investors/financial-reports/>

### Your right to elect to receive documents electronically or physically

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Prodigy Gold shareholders receive communications. Prodigy Gold will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

### Providing your email address to receive shareholder communications electronically

Prodigy Gold encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the Company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

### How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> / or contact our share registry:

**Telephone (within Australia):** 1300 288 664

**Telephone (outside Australia):** +61 2 9698 5414

**Email:** hello@automicgroup.com.au

**Website:** <https://investor.automic.com.au/>

The Board of Directors thank you for your support.

Yours sincerely,

**Jutta Zimmermann | Company Secretary**  
**Prodigy Gold NL**

### A SIMPLE EXPERIENCE FOR MANAGING YOUR HOLDINGS VISIT:

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AU**



[DOWNLOAD THE QR READER APP ON YOUR  
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View and print all available shareholder communications and statements
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Vote online for upcoming Meetings
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View holding balances, transactions and payment history



# Prodigy Gold NL

ACN 009 127 020

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## Notice of Annual General Meeting

### Explanatory Notes

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#### Date of meeting

30 October 2024

#### Time of meeting

1:00pm (ACST)

#### Place

Ward Keller  
Level 7, Northern Territory House  
22 Mitchell Street  
Darwin, NT, 0800

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

## Notice of Annual General Meeting

Notice is given that Prodigy Gold NL ACN 009 127 020 (**Company**) will hold an annual general meeting at 1:00pm (ACST) on 30 October 2024 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin, NT, 0800 (**Annual General Meeting**).

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 1:00pm (ACST) on 28 October 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

### Voting in person

To vote and/or speak at the Meeting in person, attend the Annual General Meeting at the time, date and place set out above.

### Voting by proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by the time specified and in accordance with the instructions set out in the proxy form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

The proxy form (and any power of attorney under which it is signed) must be received at the address set out below not later than 1:00pm (ACST) on 28 October 2024 (being not less than 48 hours before the commencement of the Annual General Meeting). Any proxy forms received after that time will not be valid for the Annual General Meeting.

Online:	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>
By mail:	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax:	+61 2 8583 3040
By email:	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

### Voting by corporate representative

A Shareholder that is a body corporate may appoint a representative to attend in accordance with the Corporations Act. A form of the certificate of appointment may be obtained from the Company's share registry, Automic Group, the contact details of which are set out in the proxy form.

## AGENDA

### GENERAL BUSINESS

#### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024, together with the Directors' report and the auditor's report.

### ORDINARY BUSINESS

#### Resolution 1 – Adoption of Remuneration Report

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

*“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2024 be adopted.”*

Note: section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### Voting Restrictions

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the Key Management Personnel (**KMP**) for the Company, details of whose remuneration are included in the remuneration report; or
- a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Additionally, a person appointed as a proxy must not vote, on the basis of that appointment, on a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company if:

- the person is either:
  - a member of the KMP for the Company; or
  - a Closely Related Party of a member of the KMP for the Company; and
- the appointment does not specify the way the proxy is to vote on this Resolution,

however, this does not apply if:

- the person is the Chairman at which the resolution is voted on; and
- the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman is appointed, or is taken to have been appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on this Resolution by marking the appropriate box opposite this Resolution on the proxy form.

However, if the Chairman is your proxy and you do not direct the Chairman how to vote, you will be deemed to have directed, and expressly authorised, the Chairman to vote your proxy in favour of this Resolution. This express authorisation acknowledges that the Chairman may vote your proxy even though:

- this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company; or
- the Chairman may have an interest in this Resolution.

#### **Resolution 2 – Re-election of Director – Mr Gerard McMahon**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

*“That, for the purposes of clause 13.1(d) of the Company’s constitution, Listing Rule 14.5 and for all other purposes, Mr Gerard McMahon be re-elected as a Director of the Company.”*

### **SPECIAL BUSINESS**

#### **Resolution 3 – Approval to issue up to 3,833,840 Shares and up to 2,555,894 Options to Mr Mark Edwards (or his nominated Associate)**

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 10.11 and for all other purposes, the issue of up to 3,833,840 Shares at an issue price of \$0.002 per Share and up to 2,555,894 Options, having an exercise price of \$0.005 and an expiry date of 30 November 2027, to Mr Mark Edwards (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved.”*

#### **Voting Exclusion:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark Edwards or any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to this Resolution (except a benefit solely by reason of being a holder of Shares) and any of their respective Associates. However, this does not apply to a vote cast in favour of a resolution by:

- 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
- the chair of the meeting 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 4 – Approval of 10% Additional Placement Capacity**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 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 any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), and any of their associates. However, this does not apply to a vote cast in favour of this Resolution by:

- 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
- the chair of the meeting 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**DATED: 27 SEPTEMBER 2024**

**BY ORDER OF THE BOARD**



**Jutta Zimmermann**  
Company Secretary

## Explanatory Notes

This Explanatory Memorandum has been prepared to provide information the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. The Directors also recommend Shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

### GENERAL BUSINESS

#### Financial statements and reports

In accordance with the Company's constitution (**Constitution**), the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024, together with the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.prodigygold.com.au](http://www.prodigygold.com.au).

### ORDINARY BUSINESS

#### Resolution 1 – Adoption of Remuneration Report

##### General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders of the company. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2024.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

##### Voting consequences

If 25% or more of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the Company who were in office when the Directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

At the Company's 2023 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not capable of being put to Shareholders at this Annual General Meeting.

##### Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.



**Resolution 2 – Re-election of Director – Mr Gerard McMahon****Background**

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting. This rule applies even where no directors are required to stand for re-election at an annual general meeting in accordance with Listing Rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting.

Mr Gerard McMahon was last elected by Shareholders at the Company's annual general meeting held on 29 November 2021. As such, in accordance with clause 13.1(d) of the Constitution and Listing Rule 14.5, Mr Gerard McMahon retires by rotation and offers himself for re-election at the Annual General Meeting.

Over the past 30 years, Mr McMahon has been a director of many other listed companies in the Asia Pacific region which are involved in the banking, manufacturing, retailing, information technology, medical, telecoms and mining industries. Mr McMahon's past experience includes extensive involvement in the Hong Kong's Securities and Futures Commission as Chief Counsel, Member and Executive Director and has specialised in Hong Kong company law, securities and banking law and takeovers and mergers regulations. Mr McMahon was a Non-Executive Director of Tanami Gold NL (to 2021) (ASX:TAM), having formerly been Chairman from 2013 to 2018 and he is Non-Executive Director and Chairman of the Audit Committee of Hong Kong listed GDH Guangnan (Holdings) Limited (since 2000).

Mr Gerard McMahon is currently a non-executive Chairman of the Company.

**Directors' Recommendation**

Other than Mr Gerard McMahon (who is standing for re-election), the Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chairman (stepping in for Mr McMahon for the purposes of this Resolution 2) intends to vote all undirected proxies in favour of Resolution 2.

**SPECIAL BUSINESS****Resolution 3 – Approval to issue up to 3,833,840 Shares and up to 2,555,894 Options to Mr Mark Edwards (or his nominated Associate)****Background**

On 20 August 2024, the Company announced its non-renounceable 1 for 2 rights issue at an issue price of \$0.002 per Share, with 2 free unquoted attaching new Options for every 3 new Shares subscribed for, exercisable at \$0.005 on or before 30 November 2027 (**Rights Issue**), to raise approximately \$2.12 million before costs.

Mr Mark Edwards is the Managing Director of the Company and his nominated Associate wishes to subscribe for additional Shares under the shortfall of the Rights Issue and subscribe for up to 3,833,840 Shares and 2,555,894 Options.

**Listing Rule Requirements**

Listing Rule 10.11 requires, among other things, that an entity obtains shareholder approval prior to the issue of Equity Securities to a Related Party of the entity.

As Mr Edwards is a Director of the Company, he is a Related Party of the Company falling within Listing Rule 10.11.1. An Associate of Mr Edwards falls within Listing Rule 10.11.4.

Exception 1 of Listing Rule 10.12 provides that shareholder approval is not required under Listing Rule 10.11 whereby the Equity Securities are issued to a Related Party under a pro rata issue.

This exemption does not extend to the issue to a Related Party pursuant to the shortfall of such a pro rata issue.



Accordingly, Resolution 3 seeks Shareholder approval for the issue of Shares and Options to Mr Edwards (or his nominated Associate) as part of his participation in the shortfall offer offered pursuant to the Rights Issue in accordance with Listing Rule 10.11.

If Resolution 3 is passed, Mr Edwards or his nominated Associate will receive Shares and Options as part of the shortfall offer offered pursuant to the Rights Issue. If Resolution 3 is not passed, no Shares or Options will be issued to Mr Mark Edwards or his nominated Associate and all application money received from Mr Edwards (or his nominated Associate) for the Shares will be returned.

Shareholders should be aware that, if approval is given to issue Shares and Options to Mr Edwards or his nominated Associate under Listing Rule 10.11 pursuant to Resolution 3, approval will not be required under Listing Rules 7.1 and 7.1A and that the number of Shares and Options issued to Mr Edwards or his nominated Associate pursuant to Resolution 3 will not be counted towards the Company's placement capacity.

### Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or Shareholders have in a general meeting approved the giving of that financial benefit to the Related Party. Mr Edwards is a Director is therefore a Related Party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Shares and Options pursuant to Resolution 3 on the basis that the exception in section 210 of the Corporations Act applies as Mr Edwards is proposing to participate in the Rights Issue shortfall on the same terms as other participants.

For the purposes of Listing Rule 10.13, the following information is provided in respect of Resolution 3

<b>Name of the person</b>	If Resolution 3 is passed, the Shares and Options will be issued to Mr Edwards or his nominated Associate.
<b>Relationship to the Company</b>	As Mr Edwards is a Related Party of the Company, by virtue of his position as a Director, he is a person falling within the prescribed category set out in Listing Rule 10.11.1 and his Associates fall within Listing Rule 10.11.4.
<b>Maximum number of securities proposed to be issued</b>	The maximum number of securities proposed to be issued to Mr Edwards or his nominated Associate pursuant to Resolution 3 is: (a) 3,833,840 Shares and (b) 2,555,894 Options.
<b>Terms of the securities</b>	The Shares and Options proposed to be issued to Mr Edwards or his nominated Associate) pursuant to Resolution 3 are on the same terms as those issued to other participants in the Rights Issue. All Shares will, from their date of issue, rank equally with all other Shares on issue. The Options: (a) have an exercise price of \$0.005; (b) have an expiry date of 30 November 2027; and (c) will otherwise have the terms set out in Schedule 1 to this Explanatory Memorandum.
<b>Date of issue</b>	The Shares and Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 1 month after this Meeting.
<b>Issue Price</b>	The issue price of the Shares proposed to be issued to Mr Edwards or his nominated Associate is \$0.002 per Share. The Options are being issued for nil additional consideration.
<b>Use of funds</b>	It is proposed that the funds raised by the investment by Mr Edwards or his nominated Associate will be used to fund the Company's key projects.
<b>Material terms of the agreement</b>	The terms of the shortfall placement are as contained in the Prospectus for the Rights Issue, with the additional provision that participation is subject to obtaining Shareholder Approval for the purpose of Listing Rule 10.11.

## Directors' Recommendation

As the proposed issue of securities to Mr Edwards or his nominated Associate in accordance with Resolution 3 will be at the same issue price as all other participants in the Rights Issue, and will provide the Company with additional funds, the Directors, other than Mr Edwards who has abstained from providing any recommendation on Resolution 3, unanimously recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chairman intends to vote any undirected proxies in favour of Resolution 3.

## Resolution 4 – Approval of 10% Additional Placement Capacity

### Background

Listing Rule 7.1A enables Eligible Entities to issue Equity Securities up to 10% of its issued capital through placements over a period of up to 12 months after the annual general meeting at which approval of the issue is obtained (**10% Additional Placement Capacity**). This 10% Additional Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and will, if approved, allow the Company to issue up to 25% of its issued capital in total. If Resolution 4 is not passed, the Company will not be granted the 10% Additional Placement Capacity and will only be able to rely on its 15% placement capacity under Listing Rule 7.1.

An Eligible Entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less.

As the market capitalisation of the Company is less than \$300 million and the Company is not included in the S&P/ASX 300 Index, the Company is an Eligible Entity. In order for the Company to utilise the additional capacity to issue Equity Securities under Listing Rule 7.1A, it must remain compliant with the requirements of Listing Rule 7.1A at the date of the Annual General Meeting.

The Company is now seeking Shareholder approval by way of a Special Resolution, which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative), to have the ability to issue Equity Securities under the 10% Additional Placement Capacity. The exact number of Equity Securities to be issued under the 10% Additional Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

### Number of Equity Securities

The formula for calculating the maximum number of Equity Securities that may be issued under the 10% Additional Placement Capacity is calculated as follows:

#### (A x D) – E

**A** is the number of Shares on issue 12 months before the date of issue or the date of agreement to issue (**Relevant Period**):

- plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period or the issue or agreement to issue the convertible securities was approved, or taken by the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where the agreement was entered into before the commencement of the Relevant Period or the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;
- less the number of Shares cancelled in the Relevant Period.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has 2,117,774,483 Shares on issue. As such, provided that Resolution 4 is passed, the Company will have capacity to issue:

- (a) 317,666,172 Equity Securities under Listing Rule 7.1; and
- (b) 211,777,448 Equity Securities under Listing Rule 7.1A.

Any Equity Securities issued under the 10% Additional Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has only one class of quoted Equity Securities on issue, being Shares. Accordingly, as at the date of this Notice the only Equity Securities the Company may issue under Listing Rule 7.1A are Shares issued for cash consideration in accordance with Listing Rule 7.1A.3.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the table below under the heading 'Risk of economic and voting dilution'.

### **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of Resolution 4 as follows:

#### **(a) Period for which the approval will be valid**

Subject to approval of this Resolution, the approval commences on the date on which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the Annual General Meeting;
- the time and date of the Company's next annual general meeting; and
- the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 or 11.2.

#### **(b) Minimum issue price**

The issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the volume weighted average market price for Shares calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price at which the relevant Shares are to be issued is agreed by the Company and the recipient of the Shares; or
- if the relevant Shares are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Shares are issued.

#### **(c) Purposes for which Shares may be issued**

The Company may seek to issue the Shares for the purposes of an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and development expenditure on the Company's current assets and/or general working capital.

#### **(d) Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Shares under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the table below.

There is a risk that:

- the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date on which the approval under Listing Rule 7.1A is given; and

- the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the Shares.

The table below also shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder’s holding at the date of the Annual General Meeting. The Table also shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

The Table has been prepared on the following assumptions:

- Resolution 4 is passed;
- the current Shares on issue are the Shares on issue as at 20 September 2024;
- the Company issues the maximum number of Shares available under the 10% Additional Placement Capacity;
- no unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the issue price of the Shares used in the table is the same as the Share price and does not take into account any discount to the Share price (if any); and
- the Share price of \$0.002 per Share, being the closing price of Shares on 20 September 2024.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		\$0.001 50% decrease in issue price	\$0.002 Issue Price	\$0.004 100% increase in issue price
<b>Current Variable A</b> 2,117,774,483 Shares	10% voting dilution	211,777,448 Shares	211,777,448 Shares	211,777,448 Shares
	Funds raised	\$211,777	\$423,555	\$847,110
<b>50% increase in current Variable A</b> 3,176,661,724 Shares	10% voting dilution	317,666,172 Shares	317,666,172 Shares	317,666,172 Shares
	Funds raised	\$317,666	\$635,332	\$1,270,665
<b>100% increase in current Variable A</b> 4,235,548,966 Shares	10% voting dilution	423,554,896 Shares	423,554,896 Shares	423,554,896 Shares
	Funds raised	\$423,555	\$847,110	\$1,694,220

**(e) Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The intended allottees, usually sophisticated and professional investors, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the Shares on control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

**(f) Equity Securities issued by the Company**

No Equity Securities have been issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Annual General Meeting.

**Directors' Recommendation**

As at the date of this Notice of Meeting, the Company does not have any intention to issue any Equity Securities under Listing Rule 7.1A which has not previously been disclosed.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 and advise that they intend to vote any Shares that they own or control in favour of Resolution 4.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

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## Glossary

**10% Additional Placement Capacity** means the Equity Securities issued by the Company pursuant to Listing Rule 7.1A.

**Advisory Resolution** means a Resolution which, the result of voting by Shareholders, does not bind the Company.

**ACST** means Australian Central Standard Time.

**Annual General Meeting** or **General Meeting** or **Meeting** means the annual general meeting of the Company to be convened by the Notice of Meeting.

**Associate** has the meaning given to that term in the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691) or the securities market operated by ASX Limited (as the context requires).

**Board** means the board of Directors of the Company.

**Chairman** means the chair of the Meeting.

**Closely Related Party** means, of a member of the Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purpose of the above definition.

**Company** means Prodigy Gold NL ACN 009 127 020.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company as at the date of this Explanatory Memorandum.

**Eligible Entity** has the meaning given to that term in the Listing Rules.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

**Key Management Personnel** or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);

**Listing Rules** means the listing rules of the ASX.

**Notice, Notice of Meeting** or **Notice of Annual General Meeting** means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

**Option** means an option to subscribe for a Share.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Related Party** has the meaning given to that term in the Listing Rules.

**Resolution** means a resolution referred to in this Notice of Meeting.

**Shareholder** means a holder of a Share.

**Share** means a fully paid ordinary share in the capital of the Company.

**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

**Trading Days** means has the meaning given to that term in the Listing Rules.



## Schedule 1 - Rights and liabilities of Options

Options are issued in accordance with the Prospectus released on 20 August 2024 and on the following terms and conditions.

### Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm (Sydney time) on 30 November 2027 (**Expiry Date**). Options not exercised by that date will lapse.

### Exercise Price

Each Option entitles the holder with the right to be issued one Share on payment of the sum of \$0.005 per Option (**Exercise Price**) to the Company.

### Notice of Exercise

Option holders will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**).

Option holders may not exercise less than 100,000 Options at any one time, unless the Option holder has less than 100,000 Options, in which case they may do so provided they exercise all Options then held.

Options may be exercised at any time prior to 5:00pm (Sydney time) on the Expiry Date by delivering a duly executed Exercise Notice to the Company, together with payment for the aggregate Exercise Price for the Options being exercised.

Options will be deemed to have been exercised on the date that the Company has received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

### Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as the Company's existing Shares on issue as at the date of the exercise of the Options. The full details of the rights attaching to Shares are set out in the Company's constitution.

If the holder of any Options exercises less than the total number of Options registered in their name, the Company will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

### Transfer

The holder of any Options may transfer some or all of their Options in any manner authorised by the ASX or the Corporations Act. The Options will not be quoted.

### Participation or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

However, the Company will ensure that, for the purpose of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced so as to give Options holders the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

### Bonus Issues

If, prior to the expiry of the Options, the Company makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for the bonus issue.

### Pro-Rata Issue

If, from time to time, before the expiry of the Options, the Company makes a pro-rata issue of Shares to Shareholders, the exercise price of the Options may be amended in accordance with Listing Rule 6.22.2.

### Capital reorganisation

If there is a reorganisation of the issued capital of the Company (including any consolidation, subdivision, reduction, or return of capital), the rights of the Option holders shall be changed to the extent necessary to comply with the Listing Rules at the time of the reorganisation.



# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **01.00pm (ACST) on Monday, 28 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

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

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

