



Predictive Discovery Limited Share Purchase Plan

28 October 2019

Dear Shareholder

Predictive Discovery Limited Share Purchase Plan

The Directors of Predictive Discovery Limited (ACN 127 171 877) (ASX: PDI) (**Company** or **Predictive Discovery**) are pleased to offer you the opportunity to participate in the Predictive Discovery Share Purchase Plan (**SPP**).

As announced on 16 October 2019, the Company is undertaking a two-stage program of capital raisings comprising of:

1. a placement to sophisticated and professional investors and Directors of the Company of up to 175,000,000 Shares at an issue price of \$0.01 (1 cent) per Share (**Placement Shares**), with an entitlement to one (1) option for every two (2) Shares subscribed for with an exercise price of \$0.018 (1.8 cents) and an expiry date which is 3 years from date of issue (**Placement Options**) to raise up to \$1,750,000 (**Placement**). The Placement includes a commitment from Managing Director, Mr Paul Roberts, of \$10,000. The issue of Placement Shares to Directors and the issue of the Placement Options is subject to prior shareholder approval at the Company's annual general meeting, anticipated to be held on 26 November 2019 (**Annual General Meeting**) and, if approved, the Company will issue the Placement Shares to Directors and all Placement Options shortly after the Annual General Meeting. It is the intention of the Company to apply for quotation of the Placement Options on the ASX; and
2. this SPP, under which fully paid ordinary shares in the Company are offered to shareholders with a registered address in Australia or New Zealand (**Eligible Shareholders**), at an offer price of \$0.01 (1 cent) per Share (**SPP Shares**), with, subject to prior shareholder approval, one (1) option for every two (2) SPP Shares subscribed on the same terms as the Placement Options (**SPP Options**). The Record Date for the SPP is 5:00pm (WST) on Tuesday, 15 October 2019. The issue of the SPP Options is subject to prior shareholder approval at the Annual General Meeting. It is important to note the SPP Shares will be issued regardless of whether shareholder approval is obtained for the SPP Options. Where approval is not obtained, SPP participants will not be issued the SPP Options, nor will they receive a refund of any of their application money or be entitled to be paid any compensation by the Company (please see Section 20 of the attached Offer Booklet for more information).

The SPP offers Eligible Shareholders an opportunity to purchase further Shares in the Company to a value of \$1,000, \$5,000, \$10,000, \$20,000 or \$30,000 at a discount and free from brokerage and transaction costs.

The offer price for the SPP Shares represents a 17.3% discount to the volume weighted average price of the Company's Shares over the five-trading day period prior to 16 October 2019 (the trading day of the announcement of the SPP and Placement) (**Discount**).

In addition to the Placement Shares and SPP Shares being quoted on the ASX when issued, it is proposed that the Company will apply to have the Placement Options and SPP Options quoted on ASX. It is intended that quotation of the SPP Shares will take place prior to the Annual General Meeting and the quotation of the SPP Options and Placement Options will take place after the Annual General Meeting (subject to prior Shareholder approval and meeting ASX's quotation conditions).

The SPP Options and Placement Options will be offered under a prospectus intended to be lodged prior to the Annual General Meeting and will only be issued subject to the receipt of prior shareholder approval at the Annual General Meeting. A Notice of Annual General Meeting will be distributed in the coming week.

The SPP is not underwritten and will be capped at a total amount of \$500,000 (before costs). A scale-back policy will be applied if valid applications exceed \$500,000. The Company reserves absolute discretion regarding the amount raised under the SPP and the exercise of its right to accept additional funds or to scale-back applications. Should a scale-back happen, you may be allocated SPP Shares to a value which is less than the parcel of SPP Shares you applied for and the difference will be refunded to you.

It is intended that the funds raised under the Placement and SPP will be used:

- to fund the Company's gold exploration activities in West Africa including:
 - maintaining the Company's minority interest in the Resolute joint venture in Cote D'Ivoire; and
 - exploration activities at the Company's 100% owned gold projects in Guinea; and
- for working capital purposes.

Participation in the SPP is entirely optional and open to Eligible Shareholders who were holders of Shares in the Company as at 5:00pm (WST) on Tuesday, 15 October 2019.

The SPP will open on 28 October 2019 (and the SPP Offer Booklet will be despatched to Eligible Shareholders on 30 October 2019) and will remain open until 5:00pm (WST) on Monday, 18 November 2019. As soon as practicable after the close of the SPP, the Company will make an ASX announcement as to the outcome of the SPP and the number of SPP Shares that will be issued and the number of SPP Options to be issued after the Annual General Meeting (subject to shareholder approval).

This document is important and should be read thoroughly in conjunction with the publicly available information relating to the Company. If you are unsure about whether to participate, please contact your professional adviser. If you require further information, please contact the Company Secretary (contact details are in the enclosed instructions).

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company.

Yours sincerely

A handwritten signature in black ink, appearing to read 'PJ', followed by a long horizontal flourish.

Phillip Jackson
Chairman
Predictive Discovery Limited

SPP OFFER BOOKLET

SPP OFFER AT A GLANCE

INDICATIVE KEY DATES

Capitalised terms in this SPP Offer Booklet that are not defined have the same as those ascribed in the letter to shareholders dated 28 October 2019.

DATE	EVENT
5:00pm (WST) on Tuesday, 15 October 2019	Record Date The date and time at which the Company determines who is eligible to participate in the SPP.
Wednesday, 16 October 2019	Announcement of SPP
Thursday, 24 October 2019	Lodgement of cleansing notice with ASX for first tranche Placement Shares
Monday, 28 October 2019	Opening Date for SPP
Wednesday, 30 October 2019	Despatch of SPP Offer Booklet
5:00pm (WST) on Monday, 18 November 2019	Closing Date for SPP Application Forms together with payment by cheque or money order must be received by this time and date. Note: BPAY payments must be received by 2:00pm (WST) on 18 November 2019, which is when the BPAY system closes on the Closing Date.
Thursday, 21 November 2019	SPP Shares Issue Date The date on which the SPP Shares are expected to be issued.
Friday, 22 November 2019	SPP Shares Despatch Date Transaction confirmations/holding statements will be sent to shareholders for SPP Shares on or about this date.
Friday, 22 November 2019	Lodgement of Prospectus Lodgement of Prospectus with ASX for offer of SPP Options and Placement Options (Options Offers).
Monday, 25 November 2019	SPP Shares Trading Date The date on which the SPP Shares are expected to begin trading.
Tuesday, 26 November 2019	Despatch of Prospectus
Tuesday, 26 November 2019	Opening Date for Options Offers

DATE	EVENT
Tuesday, 26 November 2019 (this is anticipated to be the earliest date on which the Annual General Meeting may be held)	Annual General Meeting The date and time of the Annual General Meeting at which shareholder approval will be sought for the issue of the SPP Options and Placement Options.
Friday, 6 December 2019	Closing Date for Options Offers
Wednesday, 11 December 2019	SPP Options Issue Date The date on which the SPP Options are expected to be issued (subject to shareholder approval at the Annual General Meeting).
Friday, 13 December 2019	SPP Options Trading Date The date on which the SPP Options are expected to begin trading (subject to meeting ASX quotation conditions).
Friday, 13 December 2019	SPP Options Despatch Date Transaction confirmations/holding statements will be sent to shareholders for SPP Options on or about this date.

* The Company may change any of the Indicative Key Dates at its discretion (even if the offer has opened or applications have been received). If the Annual General Meeting is not held on 26 November 2019, the Issue Date, Trading Date and Despatch Date for the SPP Options will take place on later dates, provided Shareholder approval is received.

OFFER DETAILS

Offer Price	The offer price for each SPP Share is \$0.01. The offer price for the SPP Shares represents a 17.3% discount to the volume weighted average price of the Company's Shares for the five-trading day period prior to the announcement of the SPP.
Options	<p>One (1) SPP Option for every two (2) SPP Shares subscribed for, exercisable at \$0.018 and expiring 3 years from date of issue. The issue of the SPP Options is subject to shareholder approval and the Company intends to apply to ASX for quotation of these SPP Options.</p> <p>There is a risk that the issue of the SPP Options will not be approved at the Annual General Meeting and, if there is no approval, the SPP Shares will still be issued under this SPP but without the SPP Options.</p> <p>Full terms and conditions of the SPP Options will be set out in the Notice of Annual General Meeting.</p>
Minimum Application Amount	The minimum application amount is \$1,000.

Maximum Application Amount	The maximum application amount is \$30,000.
Permitted Application Amounts	Each Eligible Shareholder is entitled to subscribe for a parcel of SPP Shares valued at any of \$1,000, \$5,000, \$10,000, \$20,000 or \$30,000.

INSTRUCTIONS

The SPP opens on 28 October 2019 and under the offer you may apply for a parcel of SPP Shares as set out in the table below. You will be entitled to, subject to receipt of prior shareholder approval at the Annual General Meeting, one (1) SPP Option for every two (2) SPP Shares you subscribe for under the SPP. The total number of SPP Options under each parcel of SPP Shares is outlined in the table below:

Number of SPP Shares applied for	Value	Number of SPP Options
100,000	\$1,000	50,000
500,000	\$5,000	250,000
1,000,000	\$10,000	500,000
2,000,000	\$20,000	1,000,000
3,000,000	\$30,000	1,500,000

In terms of the above table, where an application for SPP Shares (and entitlement to SPP Options) results in a fraction of a SPP Share or SPP Option to be issued to an Eligible Shareholder, such fraction will be rounded up to the nearest whole SPP Share and SPP Option.

To apply and pay for your SPP Shares, you have two options:

Option 1: BPAY®

You can make a payment by BPAY® if you have an Australian bank account enabled for this purpose. BPAY® customers must follow the instructions at paragraph 5 of the Terms and Conditions and in the Application Form and must use the customer reference number shown on the Application Form which is required to identify your holding. If paying by BPAY®, you **do not** need to return your Application Form. See paragraph 5 of the Terms and Conditions for further information.

Option 2: Application Form and cheque, bank draft or money order

You can complete the Application Form and return it to Link Market Services Limited (**Share Registry**) together with a cheque, bank draft or money order, in accordance with the instructions on the Application Form, or as detailed below:

Mailing Address

Predictive Discovery Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery

Predictive Discovery Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 (Please do not use this address for mailing purposes)

Cheques, bank draft and money orders must be made payable to "Predictive Discovery Limited" in Australian dollars and drawn on an Australian bank for the correct amount. The Company will not accept payment by cash.

If you require further information on how to complete this Application Form, please contact the Predictive Discovery Limited Offer Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.

Timing

All payments by cheques, bank draft and money orders and Application Forms must be received before 5:00pm WST on Monday 18 November 2019. You cannot withdraw or cancel your application or BPAY® payment once you have sent it in. BPAY® payments must be received by 2:00pm WST on Monday 18 November 2019 (note that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment).

NO OFFER OUTSIDE AUSTRALIA AND NEW ZEALAND

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, in any country other than Australia and New Zealand.

QUESTIONS

If you require further information on how to complete this Application Form, please contact the Predictive Discovery Limited Offer Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.

SPP TERMS AND CONDITIONS

IMPORTANT NOTICE: The market price of Company Shares may rise or fall from now to when the SPP Shares are issued to you under the SPP or upon exercise of the SPP Options. Therefore, if you apply for and we allot to you SPP Shares under the SPP, the offer price for those SPP Shares may be more than, or less than, the market price of Company Shares you could buy at that time. Similarly, the exercise price for your SPP Options may be more than, or less than, the market price of the Company's Shares you could buy at the time of exercise. By completing and returning the Application Form or making a BPAY payment, you acknowledge this risk. We encourage you to contact your professional adviser regarding whether to participate in the SPP and how much to contribute.

1. Offer timetable

- (a) The offer timetable is set out in the Indicative Key Dates above and is included in these Terms and Conditions.
 - (b) Payment by BPAY®, Application Forms, cheques, bank draft and money orders may not be processed and may not be valid if they have not been received by or on behalf of the Company by the time and date specified for the Closing Date. You must allow adequate time for Application Forms and cheques, bank draft or money orders forwarded by post to be received by the Share Registry. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.
 - (c) The Company expects to send transaction confirmations or holding statements to you on or around the relevant Despatch Date.
 - (d) The Company expects that the SPP Shares and SPP Options will be issued on the Issue Dates set out in the timetable and will commence trading on ASX on the Trading Dates set out in the timetable. You must confirm your holding before trading in any SPP Shares and SPP Options you believe have been issued to you under the SPP and pursuant to the Prospectus, respectively.
 - (e) At any time, the Company can change the Closing Date, the Issue Dates, the Trading Dates and the Despatch Dates (even if the offer has opened, or BPAY® payments and Application Forms have been received) by lodging a revised timetable with ASX.
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2. Eligible Shareholders

You are an eligible shareholder and may participate in the SPP if you were a registered holder of fully paid ordinary shares in the Company (**Shares**) with a registered address in Australia or New Zealand as at 5:00pm (WST) on Tuesday, 15 October 2019, unless you hold Shares on behalf of another person who resides outside Australia or New Zealand (in which case you will not be eligible to participate in respect of the SPP Shares of that person) (**Eligible Shareholder**).

For New Zealand shareholders, you must still be a shareholder at the date of this offer, that is, 28 October 2019.

The Company has determined that it is not practical for holders of Shares with registered addresses in other countries to participate.

- (a) **Holders receiving more than one offer:** If you are the only registered holder of Shares, but you receive more than one offer under the SPP (due to multiple registered holdings), you may only contribute a maximum of \$30,000 in applying for SPP Shares.
- (b) **Joint Holders:** If 2 or more persons are recorded in the register of members of the Company as jointly holding Company Shares, they are considered to be a single registered holder for the purpose of the SPP and they are entitled to participate in the SPP in respect of that single holding only. If as joint holders you receive more than one offer under the SPP due to multiple identical holdings, you may still only contribute a maximum of \$30,000 in applying for SPP Shares.
- (c) **Custodians, trustees and nominees:** If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian**), and hold Shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of a "downstream custodian" within the definition of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 who holds the beneficial interest in Shares on behalf of a Participating Beneficiary, you may apply for up to a maximum of \$30,000 worth of SPP Shares for each Participating Beneficiary, subject to providing the Company with a Custodian Certificate in accordance with paragraph 15(d) below. If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for SPP Shares. You are not eligible to participate on behalf of a person who resides outside Australia and New Zealand.

3. Participation is optional

Participation in the SPP is entirely optional. If you are an Eligible Shareholder, you can choose whether or not to participate.

4. How much can you invest?

- (a) If you are an Eligible Shareholder, you may apply to buy a parcel of SPP Shares by contributing a set amount of approximately \$1,000, \$5,000, \$10,000, \$20,000 or \$30,000. There is no additional cost to acquire the SPP Options.
- (b) This parcel may be subject to a scaleback and rounding. The SPP will be capped at a total amount raised of \$500,000 (before costs) and the maximum number of SPP Shares that will be issued is 50,000,000. The Company reserves absolute discretion regarding the amount raised under the SPP and the exercise of its right to accept additional funds or to scaleback applications subject to the ASX Listing Rules.
- (c) Unless you are applying as a Custodian, the maximum amount of \$30,000 applies even if you receive more than one Application Form or if you hold Shares in the Company in more than one capacity (for example, if you are both a sole and joint holder of Shares in the Company - see paragraph 2 above) and irrespective of the number of Shares you hold on the Record Date. We can reject any application for SPP Shares if we believe you have not complied with this condition.

5. How to apply for SPP Shares

If you would like to participate in the SPP, you have two options:

Option 1: BPAY

Provided you are not a Custodian, you can make a payment by BPAY® if you have an Australian bank account enabled for this purpose. BPAY® customers must use the customer reference number shown on the Application Form which is required to identify your holding.

IMPORTANT NOTE: By using this BPAY® facility to apply for SPP Shares, you represent that the total of the application price for the following does not exceed \$30,000:

- (a) the SPP Shares the subject of this application;
- (b) any other SPP Shares applied for under this SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before this application;
- (c) any other Shares or interests in the class which you have instructed a custodian to acquire on your behalf under this SPP; and
- (d) any other Shares or interests in the class issued to a Custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the Shares or interests.

Payment by BPAY® may not be processed and may not be valid if it has not been received by the Company by the time and date specified for the Closing Date. You should be aware that the BPAY® system closes at 2:00pm WST and your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

Option 2: Application Form and cheque, bank draft or money order

You must complete an Application Form and return it with a cheque, bank draft or money order in accordance with the instructions on the Application Form.

Cheques, bank draft and money orders must be payable to "Predictive Discovery Limited", in Australian dollars and drawn on an Australian bank for the correct amount. The Company will not accept payment by cash.

Application Forms, cheques, bank draft and money orders may not be processed and may not be valid if they have not been received by or on behalf of the Company by the time and date specified for the Closing Date. You must allow adequate time for Application Forms and cheques, bank draft or money orders forwarded by post to be received by the Share Registry.

6. Options

Successful applicants for SPP Shares under the SPP will also be entitled to receive, subject to prior shareholder approval, SPP Options at the ratio of one (1) SPP Option for every two (2) SPP Shares subscribed under the SPP. The Company will apply to have the SPP Options quoted so that they can be traded on ASX.

The offer of SPP Options will be made separately under a Prospectus which will be sent to Eligible Shareholders who subscribed for SPP Shares as a separate document. Applicants should consider the Prospectus when deciding whether to apply for the SPP Options and must complete the Application Form which accompanies the Prospectus.

Subject to satisfying the ASX listing criteria, the SPP Options are intended to be quoted on ASX and will be issued subject to shareholder approval at the Annual General Meeting. It is important to note the SPP Shares will be issued regardless of whether shareholder approval is obtained for the SPP Options. Where approval is not obtained, SPP participants will not be issued the SPP Options nor will they receive a refund of any of their application money or be entitled to be paid any compensation by the Company.

7. Company's discretion regarding applications

The Company may accept or reject applications for SPP Shares under the SPP, including if:

- (a) an Application Form is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
- (b) you are a Custodian, and we are not satisfied with your certification for any reason;
- (c) a cheque is dishonoured or has not been completed correctly;
- (d) the correct amount corresponding to your application is not provided with the Application Form or BPAY®;
- (e) a BPAY® payment is not received or is incomplete or invalid;
- (f) unless you are applying as a Custodian, an applicant appears to be contributing more than \$30,000 under the SPP;
- (g) an application is received after the time and date specified as the Closing Date. The Company has a discretion whether or not to accept late BPAY® payments, Application Forms and cheques, bank draft or money orders; or
- (h) the Company believes you are not an Eligible Shareholder,

and the Company must reject applications if required to do so under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

The Company reserves the right to return your cheque, bank draft or money order or refund your BPAY® payment and not allot you any SPP Shares.

8. Offer price

The offer price for each SPP Share is \$0.01 (1 cent). The offer price for the SPP Shares represents a 17.3% discount to the volume weighted average price of the Company's Shares for the five-day trading day period prior to the announcement of the SPP.

9. Condition

The issue of the SPP Shares under the SPP and the SPP Options pursuant to the Prospectus is subject to the Company being able to comply with the ASX Listing Rules, or obtain requisite waivers. The issue of the SPP Options is also subject to shareholder approval at the Annual General Meeting of the Company and meeting ASX's quotation conditions.

10. Applications may be scaled back

- (a) The Directors reserve the right, in their absolute discretion, to determine the amount the Company raises through the SPP, including the right to scale back applications (**Scaleback**). At this stage the maximum amount raised under the SPP will be capped at a total amount of \$500,000 (before costs), though the Company reserves the right to change this cap at its discretion by announcement to ASX.
- (b) If a Scaleback produces a fractional number when applied to your parcel, the number of SPP Shares and SPP Options you will be issued will be rounded up.
- (c) The Company will refund to you by direct credit deposit to your nominated bank account (where you have given your nomination to the Share Registry) or by cheque, the difference between your application money and the total offer price for the SPP Shares issued to you.

11. No other participation costs

No brokerage, commission or other participation costs are payable by you to acquire SPP Shares and SPP Options under the SPP and pursuant to the Prospectus.

12. No interest

No interest will be paid on any application money returned to you.

13. You cannot transfer your rights under this SPP

Your rights under this offer are personal to you and are non-renounceable. This means you cannot transfer your right to purchase SPP Shares under this SPP or to receive SPP Options under the Prospectus to anyone else.

14. Equal ranking

SPP Shares issued under the SPP will, at the time of issue, rank equally with existing fully paid ordinary shares in the Company quoted on ASX, with the same voting rights, dividend rights and other entitlements.

15. Significance of applying for SPP Shares

If you apply to participate in the SPP:

- (a) you agree that once you have sent in your application or made your BPAY® payment, you cannot withdraw or cancel your application and your application is unconditional;
- (b) you confirm that you are an Eligible Shareholder and that you are lawfully permitted to accept the offer under the SPP and participate in the SPP in accordance with these Terms and Conditions and any applicable laws;
- (c) you certify that, even if you have received more than one offer under the SPP or received offers in more than one capacity, the total of the application price for the following does not exceed \$30,000:
 - (i) the SPP Shares the subject of this application;
 - (ii) any other Shares applied for under this SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before this application;
 - (iii) any other Shares or interests in the class which you have instructed a Custodian to acquire on your behalf under this SPP; and
 - (iv) any other Shares or interests in the class issued to a Custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the Custodian or another custodian, which resulted in you holding a beneficial interest in the Shares or interests;
- (d) if you are a Custodian and are applying for SPP Shares with a total application price exceeding \$30,000, subject to you providing a notice in writing to the Company certifying the matters required by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 condition 9 (**Custodian Certificate**). Custodians should request a pro forma Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate or if you would like further information on how to apply, you should contact the Predictive Discovery Limited Offer Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday;
- (e) you agree to these Terms and Conditions and you agree not to do anything which would be contrary to the spirit, intention or purpose of the SPP;
- (f) you agree to be bound by the Constitution of the Company;
- (g) you authorise the Company (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by inserting missing details if the Company elects to do so, and to do the same in respect of the application form for SPP Options;
- (h) you agree that the Company may determine that your Application Form is valid and in accordance with these Terms and Conditions, even if it is incomplete, contains errors or is otherwise defective;

- (i) you agree that your application is only effective when received by, or on behalf of, the Company and not when posted;
- (j) you accept the risk associated with any refund that may be sent to you by direct credit to your account as nominated to the Share Registry or cheque to your address shown on the Company's register;
- (k) you agree that you are responsible for any dishonour fees or other costs which the Company may incur if your cheque for payment is dishonoured;
- (l) you agree that the Company and the Share Registry have not provided you with investment or financial product advice, and that they have no obligation to provide advice to you about your decision to apply for and buy SPP Shares or to receive SPP Options; and
- (m) you agree that the Company is not liable for any exercise of its discretions referred to in these Terms and Conditions.

16. Notice to shareholders in New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

17. Withdrawal, waiver, suspension and termination

The Company reserves the right to withdraw the offer at any time up to the Issue Date.

The Company reserves the right at any time to:

- (a) waive compliance with any provision of these Terms and Conditions;
- (b) amend or vary these Terms and Conditions; and
- (c) suspend or terminate the SPP.

Any amendment, variation, suspension or termination is binding on all Eligible Shareholders even if the Company does not notify you of the event.

18. Use of funds

The funds raised under the SPP and Placement are intended to be used:

- (a) to fund its gold exploration activities in West Africa including:
 - (i) maintaining the Company's minority interest in the Resolute joint venture in Cote D'Ivoire; and
 - (ii) exploration activities at the Company's 100% owned gold projects in Guinea; and
- (b) for working capital purposes.

19. General

19.1 Governing Law

These Terms and Conditions are governed by the laws in force in Western Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts in Western Australia.

19.2 Interpretation

The term "these Terms and Conditions" includes terms and conditions in the Application Form and the "SPP Offer at a Glance". The Application Form forms part of this offer document.

19.3 Disputes

The Company may settle, in any manner it sees fit, any difficulties, anomalies or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares. The Company's decision is conclusive and binding on all participants and other persons to whom the determination relates. These rights may be exercised by the Company's Board or any delegate of the Board.

19.4 Privacy

By receiving completed Application Forms, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. Unless required by the law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by the law, shareholders are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy policy, please contact us.

19.5 No underwriting

The SPP is not underwritten.

20. Risks

There are risks associated with an investment in SPP Shares and SPP Options and the following is a non-exhaustive list of some of the key risks:

20.1 Speculative nature of investment

Prospective applicants should be aware that there are risks associated with investments in shares listed on a stock exchange. The value of shares can be expected to fluctuate depending on various factors including general worldwide economic conditions, changes in government policies, investors' perceptions, movements in interest rates and stock markets, variations in the operating costs and costs of capital replacement which the Company may in the future require. Accordingly, assuming that the SPP Shares are granted official quotation by the ASX, the SPP Shares may trade on ASX at a different price than the offer price.

The SPP Shares carry no guarantee with respect to the payment of dividends, returns of capital or their market value. An investment in the Company is speculative. Prospective applicants should carefully consider whether the SPP Shares are a suitable investment for them before deciding to apply. Any prospective applicant in doubt, should consult their professional advisers before deciding whether to invest.

The SPP Options are currently "out of the money" and may remain so until they expire.

The interests of prospective applicants that take up SPP Shares may be subsequently diluted by capital raisings which are not on a pro-rata basis.

The issue of the SPP Options is subject to shareholder approval at the Annual General Meeting of the Company. The SPP Shares will be issued regardless of whether shareholder approval is obtained for the SPP Options. In those circumstances applicants will not be issued the SPP Options nor will they receive a refund of any of their application money or be entitled to be paid any compensation by the Company.

20.2 Disclosure risk

The SPP Offer Booklet has been prepared by the Company, and is not a prospectus or disclosure document for the purposes of Chapter 6D of the Corporations Act and has not been lodged with ASIC.

The Company is offering the securities under this SPP Offer Booklet without disclosure to investors under Chapter 6D of the Corporations Act, pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which allows the Company to offer the SPP Shares to Eligible Shareholders subject to compliance with the conditions set out in the Class Order.

The SPP Offer Booklet does not contain all the information that prospective applicants may require to make an informed decision as to whether or not to apply for SPP Shares. Prospective applicants should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to apply for SPP Shares.

It is important that you read and understand the information regarding the Company which is publicly available prior to accepting the offer under the SPP.

Publicly available information includes:

- (a) the Annual Report of the Company for the year ended 30 June 2019 released to the ASX on 24 October 2019;
- (b) other announcements released to ASX; and
- (c) the 'Cleansing Notice' that the Company lodged with ASX pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

The above information is available via the ASX website at <http://www.asx.com.au/> under code 'PDI'.

Neither ASIC nor ASX has any responsibility for the content of this offer document.

20.3 Capital, funding and going concern risks

The Company is engaged in mineral exploration and does not have a continuing source of revenue or operating cash flow. Accordingly, the Company can only continue as a going concern if it is able to raise equity or debt capital in the future to fund its operations. Whilst the Company has a track record of raising substantial capital over an extended period of time, there can be no guarantee that the Company will be able to raise additional equity or debt capital and, if the Company is unable to do so, the financial and operating position of the Company may be adversely affected. In that case the value of an investment in the Company may be adversely affected, or at worst, become valueless.

20.4 Geopolitical risk

The Company is pursuing projects located in the countries of Guinea, Cote D'Ivoire and Burkina Faso in West Africa and so is subject to the risks associated with operating in that region of the world. These risks may include economic, social or political instability or change, currency convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

Any future material adverse changes in government policies or legislation in West African countries that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company and its projects.

There is no guarantee that, even if a potentially economic deposit is discovered, the political environment will not change in a way that will significantly impact on the economics of a mining project. Furthermore, the Company is operating in areas where there are subsistence farmers and artisanal miners and where any discovery could lead to access disputes, considerably delaying any proposed development. At this stage, the Company does not maintain political risk insurance.

20.5 Tenement risks

Interests in tenements in Guinea, Cote d'Ivoire and Burkina Faso are governed by the mining law and regulations of those countries. There is no guarantee that the mining

law or regulations in any of those countries will not be changed in a way that is adverse to the Company's interests.

The Company's title to its tenements generally requires the Company to continue to satisfy its expenditure or work commitments. The Company currently has no reason to believe that it will not satisfy those commitments. However, this cannot be guaranteed.

Mining and exploration tenements, once granted, are subject to periodic renewal. There is no guarantee that current or future tenement renewals will be approved. Renewal of the term of a granted tenement is at the discretion of the relevant government authority and may include additional or varied expenditure or work commitments or compulsory relinquishment of the areas comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

20.6 Profit and dividend risk

The Company is not presently profitable and may never be so. The Company has never paid a dividend and may never do so.

20.7 Exploration stage and success

The mineral tenements of the Company are at the exploration stage only. The Company is not at the development stage. There can be no assurance that exploration of the tenements currently held by the Company, or any other tenements that may be acquired in the future by the Company, will result in the discovery of an economic deposit. Investors should understand that mineral exploration and any subsequent development are high-risk undertakings.

Despite the best efforts of the Company, there is no guarantee of exploration success, and even if there is exploration success, there is no guarantee that development of any such success will be commercially viable. The current and future operations of the Company will be affected by a range of factors. If exploration is successful, there will be additional costs and processes involved in moving to the development phase.

20.8 Economic risk

Factors, such as, but not limited to, political movements, stock market trends, interest rates, inflation levels, commodity prices, foreign exchange rates, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes, may all have an adverse impact on the Company's operating costs, profit margins and Share price. These factors are beyond the control of the Company and the Company cannot, to any degree of certainty, predict how they will impact the Company.

20.9 Regulatory risk

Operations may require approvals from regulatory authorities which may not be forthcoming or which may not be able to be obtained on acceptable terms. There can be no guarantee that any requisite approvals will be obtained and a failure to obtain any such approval would mean that the ability of the Company to develop or operate any project, or potentially acquire any project, may be limited or restricted either in part or absolutely. The regulatory environment for the Company's operations could

change in ways that could substantially increase liabilities, tax or costs of compliance thereby materially and adversely affecting the Company's financial position.

21. Directory

Registered Office

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