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# **Predictive Discovery Limited**

ABN 11 127 171 877

## Notice of Annual General Meeting

**TIME:** 10.00 am  
**DATE:** 30 November 2015  
**PLACE:** Level 2, 33 Ord Street, West Perth, Western Australia

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Eric Moore, on +61 8 6143 1840*

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## Notice of Meeting to Shareholders

The Annual General Meeting of Shareholders in Predictive Discovery Limited (**Predictive** or **the Company**) will be held at the Company's office at Level 2, 33 Ord Street, West Perth, Western Australia on **Monday 30 November 2015 at 10.00 am (WST)**.

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

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

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### 1. Financial Report

To receive and consider the Annual Financial Report of the Company, together with the declaration of the directors, the Directors Report and the Auditors Report, for the year ended 30 June 2015.

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### 2. Resolution 1 - Re-election of Mr Phil Henty as a director of the Company

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

*"That Mr Phil Henty, a Director of the Company, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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### 3. Resolution 2 - Re-election of Mr Phillip Jackson as a director of the Company

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

*"That Mr Phillip Jackson who was appointed to fill a casual vacancy, retires in accordance with Article 19.5 of the Company's Constitution, be re-elected as a Director of the Company."*

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### 4. Resolution 3 - Adoption of Remuneration Report

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

*"That Shareholders' adopt the Remuneration Report for the year ended 30 June 2015 as disclosed in the 2015 Annual Report."*

*Note – the vote on this resolution is advisory only and does not bind the Directors of the Company.*

#### **Voting Prohibition Statement**

A vote must not be cast on this resolution 3 by Key Management Personnel details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties. The Key Management Personnel of the Company are set out in the Remuneration Report in the 2015 Annual Report of the Company.

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:

- (a) The voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- (b) The voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

**BY ORDER OF THE BOARD**



**E G MOORE**  
**COMPANY SECRETARY**  
**DATED: 27 October 2015**

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## Information for voting shareholders

### Voting Entitlements

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2011* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at **10.00 am (WST) on 28 November 2015**.

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

### How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, by fax or as an email attachment.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

### Voting by proxy

In accordance with section 249L of the Corporations Act, members (i.e. Shareholders) 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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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.

Each proxy will have the right to vote on a poll and also to speak at the meeting.

The proxy can be either an individual or a body corporate.

Any instrument appointing a proxy must in accordance with clause 10.34 of the Company's Constitution be received by the Company not less than 48 hours before the time for the meeting (i.e. it must be received by no later than 10.00 am (WST) on 28 November 2015).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with its constituent documents and the laws of that corporation's place of incorporation. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, or as an email attachment and by no later than 10.00 am (WST) on 28 November 2015. If facsimile transmission or email together with an attachment is used, the power of attorney must be certified.

### Directed Proxies

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed if a poll is demanded.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

A proxy form is attached to this Notice of Meeting.

### **Undirected Proxies**

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit subject to any restrictions at law or under the ASX Listing Rules.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit subject to any restrictions at law or under the Listing Rules.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on a poll called in relation to a Resolution and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting prohibition or exclusion laws or rules which apply to some of the proposed Resolutions (if any). These laws and rules (if any) are explained in this Notice.

Please note that the proxy expressly authorises the Chair to vote any undirected proxies in relation to any resolution connected directly or indirectly with the remuneration of a member of a Key Management Personnel for the Company – for example Resolution 3. The Chair intends to vote any undirected proxies in favour of all Resolutions.

If you appoint the Chair as your proxy and do not wish the Chair to vote in favour of Resolution 3 (or any other resolutions), you will need to expressly direct the Chair as to how to vote by checking the appropriate box in relation to that Resolution on the proxy form.

### **Corporate Representatives**

Any corporation which is a Shareholder may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the General Meeting) a natural person to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

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## **Explanatory Memorandum**

### **Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders of Predictive Discovery Limited (**Predictive** or **the Company**) in relation to business to be conducted at the Annual General Meeting to be held at the Company's office at Level 2, 33 Ord Street, West Perth, Western Australia at 10.00 am on Monday 30 November 2015.

### **Purpose of Explanatory Memorandum**

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

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

### **Notice to persons outside of Australia**

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

### **Forward looking statements**

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

### **Disclaimer**

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

### **Responsibility for information**

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

### **ASX**

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice and Explanatory Memorandum.

### **Definitions**

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

### **Enquiries**

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company's Company Secretary, Mr Eric Moore, telephone: +61 8 6143 1840.

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## 1. Financial Statements and Reports

In accordance with the 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 2015 together with the declaration of the directors, the directors' report, the Remuneration 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.predictivediscovery.com](http://www.predictivediscovery.com)

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## 2. Resolution 1- Re-election of Mr Phil Henty as a Director

Article 20.1 of the Company's Constitution requires that a Director must retire from office or seek re-election by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer. Article 20.3 of the Company's Constitution requires that at least one Director must retire from office at each Annual General Meeting. Article 20.4 of the Constitution requires that if no Director is required to retire under Article 19.5 or Article 20.1, then the Director to retire under Article 20.3 will be the one who has been the longest in office since his or her last election. Mr Phil Henty was re-elected a Director at the Annual General meeting in 2013. Accordingly, Mr Henty retires in accordance with the Company's Constitution and, being eligible, seeks re-election.

Details regarding Mr Henty's qualifications are set out in the Company's 2015 Annual Report.

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## 3. Resolution 2- Re-election of Mr Phillip Jackson as a Director

Article 19.5 of the Company's Constitution requires that a Director who was appointed to fill a casual vacancy must retire from office and will be eligible for re-election at the next annual general meeting following his or her appointment. Phillip Jackson was appointed to fill a casual vacancy on 4 December 2014. Accordingly, Mr Jackson retires in accordance with the Company's Constitution and, being eligible, seeks re-election.

Details regarding Mr Jackson's qualifications are set out in the Company's 2015 Annual Report.

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## 4. Resolution 3 – Approval 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. However, such a resolution is advisory only and does not bind the Company or the Directors of 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 a financial year.

The Chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those

annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder 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 most recent financial year) was approved, other than the managing director of the company, 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.

### **Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## Schedule 1- Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

<b>\$</b>	Australian dollars
<b>ABN</b>	Australian Business Number.
<b>ACN</b>	Australian Company Number.
<b>Associate</b>	The meaning given to that term in the Corporations Act.
<b>ASX</b>	ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	The board of Directors.
<b>Closely Related Party</b>	Of a member of the Key Management Personnel means: <ul style="list-style-type: none"><li>(a) A spouse or child of the member;</li><li>(b) A child of the member's spouse;</li><li>(c) A dependent of the member's spouse;</li><li>(d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;</li><li>(e) A company the member controls; or</li><li>(f) A person prescribed by the Corporations Regulations 2001 (Cth).</li></ul>
<b>Chair</b>	The chair of the Meeting.
<b>Company or Predictive</b>	Predictive Discovery Limited (ABN 11 127 171 877).
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of Predictive.
<b>Explanatory Memorandum</b>	The Explanatory Memorandum accompanying the Notice of Meeting.
<b>Key Management Personnel</b>	Has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or non executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.
<b>Listing Rules</b>	The listing rules of the ASX.
<b>Notice of Meeting</b>	The notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum.
<b>Meeting or Annual General Meeting</b>	The annual general meeting of Predictive called by the Notice of Meeting.
<b>Proxy Form</b>	Proxy Form attached to the Notice of Meeting.
<b>Resolution</b>	Resolution in the Notice of Meeting.
<b>Shareholder</b>	The registered holder of a Share.



PREDICTIVE DISCOVERY LIMITED  
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Website: [www.predictivediscovery.com](http://www.predictivediscovery.com)

Proxy Form

Appointment of Proxy

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member of Predictive Discovery Limited (**Company**) entitled to attend and vote at the Annual General Meeting of the Company (**Meeting**) to be held at 10.00pm on 30 November 2015 at Level 2, Level 2, 33 Ord Street, West Perth, Western Australia, hereby appoint:

\_\_\_\_\_ or ☐ the Chair of the Meeting as your proxy (if so  
Print name of Proxy please mark the box)

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/ our proxy to act on my/ our behalf (including to vote in accordance with the following directors or, if no directions have been given and to the extent permitted at law, as the proxy sees fit) at the Meeting and any postponement or adjournment of the Meeting.

**Important for Resolution 3:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you are authorising the Chair of the Meeting to exercise the proxy in respect of resolution 3, even though the Resolution is concerned directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

CHAIR'S VOTING INTENTIONS AS PROXY HOLDER

The Chair of the meeting intends to vote undirected proxies FOR the resolutions to which they apply (assuming the Chair is entitled to vote the proxies)

ORDINARY AND SPECIAL BUSINESS- VOTING INSTRUCTIONS

		For	Against	Abstain
Resolution 1	Re-election of Mr Phil Henty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Phillip Jackson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***This Proxy is appointed to represent \_\_\_\_\_% of my voting right, or if 2 proxies are appointed  
Proxy 1 represents \_\_\_\_\_% and Proxy 2 represents \_\_\_\_\_% of my total votes  
My total voting right is \_\_\_\_\_ shares***

If the shareholder(s) is an individual(s), every shareholder is to sign:

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by your constitution).

Signed: \_\_\_\_\_

\_\_\_\_\_  
Director or Sole Director and Secretary

Signed: \_\_\_\_\_

\_\_\_\_\_  
Director/Secretary

Dated: \_\_\_\_\_ 2015

Dated: \_\_\_\_\_ 2015

This form is to be used in accordance with the directions overleaf.

### ***Instructions for completing and lodging this Proxy Form***

1. A shareholder who is entitled to attend and vote at a meeting is entitled to appoint a proxy (and a shareholder who is entitled to cast two or more votes may appoint not more than two proxies) to attend and vote at the meeting.
2. Where two proxies are appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. Where two proxies for a shareholder are present at the meeting, neither proxy shall be entitled to vote on a show of hands, and on a poll the appointment shall be of no effect, unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, not exceeding 100% in aggregate.
3. A proxy need not himself be a shareholder of the Company.
4. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with section 127 of the Corporations Act or by its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
5. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the company, must accompany the proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way; and
  - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

7. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must either be:
  - (a) deposited at the registered office of the Company, Suite 2, Level 2, 20 Kings Park Road, West Perth;
  - (b) be sent by post to Predictive Discovery Limited, PO Box 1710, West Perth, WA 6872;
  - (c) be sent by facsimile to Predictive Discovery Limited at (08) 9321 4692 or
  - (d) be emailed to Predictive Discovery Limited at [contact@auroraminerals.com](mailto:contact@auroraminerals.com)

so as to be received not later than 48 hours before the time fixed for the holding of the meeting - that is it is to be received by 10.00 am Western Standard Time on 28 November 2015.

### **Change of Address**

Should your address have changed please use this section to advise the Company and, if faxing your proxy form or emailing it as an attachment, please fax or attach by email this side of the proxy form as well.

My new address is:

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My email address is:\_\_\_\_\_

My phone number is:\_\_\_\_\_