
Predictive Discovery Limited

ABN 11 127 171 877

Notice of General Meeting

TIME: 10.00 am
DATE: 5 October 2016
PLACE: Level 2, 33 Ord Street, West Perth, Western Australia

This Notice of 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

Notice of Meeting to Shareholders

The 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 **Wednesday 5 October 2016 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.

1. Resolution 1 – Approval for Placement of Shares to Related Party

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**;

"That for the purposes of Rule 10.11 and for all other purposes, approval be given for the Company to issue up to 75,000,000 Shares to Aurora Minerals Limited on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast on this Resolution by Aurora Minerals Limited and any of its associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

2. Resolution 2 – Proposed Capital Raising

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 7.1 and for all other purposes, Shareholders approve the issue of up to 200,000,000 Shares at an issue price of \$0.01 per Share to raise up to \$2 million on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any associate of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, the vote is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

BY ORDER OF THE BOARD



E G MOORE
COMPANY SECRETARY
DATED: 1 September 2016

Information for voting shareholders

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the 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 General Meeting will be the entitlement of that person set out in the register of Shareholders as at **5.00 pm (WST) on 3 October 2016**.

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 3 October 2016).

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 3 October 2016. 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.

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 any of the 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 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.

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 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 Wednesday 5 October 2016.

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.

1. Resolution 1 – Approval for Placement of Shares to a Related Party

1.1 Background

As announced by the Company to ASX on 22 August 2016, the Company is undertaking a capital raising to raise up to \$4,000,000. The capital raising will comprise private placements to sophisticated and professional investors for up to \$3,200,000 (**Placement**) and a share purchase plan to raise up to \$800,000 (**Capital Raisings**).

All Shares will be issued under these capital raisings at 1cent per Share.

On 25 August 2016, the Company issued 45,000,000 Shares under the Placement using its 15% placement capacity afforded to the Company under ASX Listing Rule 7.1.

The remainder of the Shares to be issued under the Placement are subject to shareholder approvals under Resolutions 1 and 2 of this Notice of Meeting and Explanatory Statement.

Resolution 1 seeks Shareholder approval for the Company to issue to Aurora Minerals Limited (**Aurora**) of up to 75,000,000 Shares at an issue price of 1 cent per Share under the Placement (**Related Party Placement**).

1.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Aurora under the Related Party Placement constitutes the giving of a financial benefit and Aurora is likely to be a related party of the Company as Aurora controls 41.68% of the shares on issue in Predictive Discovery Limited and one of Aurora's directors, Mr Phillip Jackson is also a director of Predictive Discovery Limited.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Aurora under Related Party Placement because the Shares will be issued to Aurora on the same terms as Shares will be issued and granted to non-related party participants in the Capital Raisings and as such the giving of the financial benefit is on arm's length terms.

1.3 Listing Rule 10.11

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As the Related Party Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

1.4 **Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the Related Party Placement:

- (a) the Shares will be issued to Aurora Minerals Limited;
- (b) the maximum number of Shares to be issued is 75,000,000;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares and the grant of the Options will occur on the same date;
- (d) Aurora is a Related Party of the Company as Aurora Minerals Limited controls 41.68% of the shares on issue in Predictive Discovery Limited and one of Aurora's directors, Mr Phillip Jackson is also a director of Predictive Discovery Limited;
- (e) the issue price will be 1 cent per Share, being the same as all other Shares issued under the Capital Raisings and upon issue the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Related Party Placement and Capital Raisings for exploration and development activities at the Company's assets in Burkina Faso and Cote d'Ivoire and for general working capital purposes.

Approval pursuant to Listing Rule 7.1 is not required for the Related Party Placement as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to Aurora Minerals Limited will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

2. **Resolution 2 – Proposed Capital Raising**

2.1 **Background**

As set out in section 1.1 of this Explanatory Statement the Company is undertaking a Placement under the Capital Raisings.

Resolution 2 seeks Shareholder approval for the issue of up 200,000,000 Shares at an issue price of 1 cent each to unrelated sophisticated and professional investors under the Placement to raise up to \$2 million (**Placement to Unrelated Parties**).

In its role raising capital for the Company under the Placement to Unrelated Parties, Sprott and its managed funds may apply for Shares under the Placement to Unrelated Parties on their own behalf.

2.2 **Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Company to issue the Shares pursuant to the Placement to Unrelated Parties during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement to Unrelated Parties:

- (a) the maximum number of Shares the Company can issue under the Placement to Unrelated Parties is 200,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued at an issue price of \$0.01 per Share;
- (d) the Shares will be issued to Sprott and to managed funds, affiliates and clients of Sprott. None of the allottees will be related parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue; and
- (f) the funds raised by the Placement to Unrelated Parties and Capital Raisings will be used for exploration and development activities at the Company's assets in Burkina Faso and Cote d'Ivoire and for general working capital purposes.

2.4 Directors' recommendation

The Directors consider the Placement to Unrelated Parties to be in the best interests of the Company and Shareholders and accordingly unanimously recommend Shareholders vote in favour of Resolution 2 in the absence of a superior proposal.

Schedule 1- Glossary

In this Explanatory Memorandum, the following terms have the meanings set out beside them:

\$	Australian dollars
ABN	Australian Business Number.
ACN	Australian Company Number.
Associate	The meaning given to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	The board of Directors.
Chair	The chair of the Meeting.
Company or Predictive	Predictive Discovery Limited (ABN 11 127 171 877).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of Predictive.
Explanatory Memorandum	The Explanatory Memorandum accompanying the Notice of Meeting.
Listing Rules	The listing rules of the ASX.
Notice of Meeting	The notice convening the General Meeting, which accompanies this Explanatory Memorandum.
Meeting or General Meeting	The General Meeting of Predictive called by the Notice of Meeting.
Proxy Form	Proxy Form attached to the Notice of Meeting.
Resolution	Resolution in the Notice of Meeting.
Sprott	The Sprott Group of Companies.
Share	An ordinary share of Predictive.
Shareholder	The registered holder of a Share.

PREDICTIVE DISCOVERY LIMITED
ABN 11 127 171 877

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PO Box 644
West Perth WA 6872

Telephone: 61 (8) 6143 1840
Facsimile: 61 (8) 9321 4692
Email: contact@auroraminerals.com
Website: 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 General Meeting of the Company (**Meeting**) to be held at 10.00am on 5 October 2016 at Level 2, 33 Ord Street, West Perth, Western Australia, hereby appoint:

Print name of Proxy

or ☐

the Chair of the Meeting as your proxy (if so 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.

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	Approve Related Party Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approve Proposed Placement	<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:

Signed: _____

Signed: _____

Dated: _____ 2016

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).

Director or Sole Director and Secretary

Director/Secretary

Dated: _____ 2016

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

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 3 October 2016.

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:

My email address is: _____

My phone number is: _____