
Predictive Discovery Limited

ABN 11 127 171 877

Notice of Annual General Meeting

TIME: 11.00 am
DATE: Tuesday, 26 November 2019
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 Secretaries, Mr Eric Moore or Mr Bruce Waddell, on +61 8 6143 1840

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 **Tuesday, 26 November 2019 at 11.00 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. 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 Auditor's Report, for the year ended 30 June 2019.

2. Resolution 1 - Appointment of PKF Perth as Auditor

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

"That for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes PKF Perth, having been nominated by a Shareholder and, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company."

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, 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."

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 2019 as disclosed in the 2019 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 on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report: or
- (b) a Closely Related Party of such a member.

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

- (a) The voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this 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.

5. Resolution 4 – Ratification of Placement Shares (LR7.1)

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 44,000,000 Shares to unrelated investors on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of such persons. 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.

6. Resolution 5 – Ratification of Placement Shares (LR7.1A)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,000,000 Shares to unrelated investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of such persons. 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.

7. Resolution 6 – Approval to Issue Placement Shares and Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 102,000,000 Placement Shares and 87,500,000 Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 7 – Approval of Issue of Broker Options

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 20,000,000 Options to Zenix Nominees Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. Resolution 8 – Approval of additional 10% capacity to issue shares

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula set out in Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. Resolution 9 – Participation of Director Paul Roberts in the Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue up to 1,000,000 Shares and up to 500,000 Options to Mr Paul Roberts (or his nominee), a director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Paul Roberts (or his nominee) or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. Resolution 10 – Approval of Issue of SPP Options

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, approval be given for the Company to issue up to 25,000,000 SPP Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 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: 24 OCTOBER 2019

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 **5.00 pm (WST) on Friday, 22 November 2019**.

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 18.2(a) 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 11.00 am (WST) on Sunday, 24 November 2019).

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 11.00 am (WST) on Sunday, 24 November 2019. 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 on 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.

It is noted that the Proxy Form expressly authorises the Chair to exercise any undirected proxies in relation to Resolution 3 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. The Chairperson intends to vote all undirected proxies in favour of all resolutions.

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.

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 11.00 am on Tuesday, 26 November 2019.

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 & the Corporations Act (2001). Neither ASX nor any of their 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 Secretaries, Mr Eric Moore or Mr Bruce Waddell, telephone: +61 8 6143 1840.

1. Financial Statements and Reports

In accordance with the Constitution and the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2019 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 Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at www.predictivediscovery.com.

Note: There is no requirement for shareholders to approve these documents.

2. Resolution 1: Appointment of PKF Perth as Auditor

Background

The Company applied to ASIC to obtain ASIC's consent of the resignation of the Company's previous auditor, Moore Stephens. On 23 January 2019, ASIC announced on the ASX platform, its consent to the resignation of the Company's auditor.

As announced to the ASX at the time, the Board's decision to change auditors was made following a consultative process and PKF Perth was selected based on its reputation and experience.

In accordance with section 328B(1) of the Corporations Act, the Company has received a nomination from a Shareholder for PKF Perth to be appointed as the Company's Auditor. A copy of this nomination is attached to the Explanatory Memorandum.

The Directors recommend that Shareholders appoint PKF Perth as auditor of the Company.

If Resolution 1 is passed, the appointment of PKF Perth as the Company's auditor will take effect at the conclusion of this Meeting.

Resolution 1 is an ordinary resolution.

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

Clause 20.1 of the Company's Constitution requires that a Director (other than a Managing 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. Clause 20.3 of the Company's Constitution requires that at least one Director must retire from office at each Annual General Meeting.

Clause 20.4 of the Constitution requires that if no Director is required to retire under clause 19.5 or clause 20.1, then the Director to retire under clause 20.3 will be the one who has been the longest in office since his or her last election (excluding the Managing Director). Mr Phillip Jackson was re-elected a Director at the Annual General Meeting in 2017. 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 2019 Annual Report.

4. Resolution 3 – Approval of Remuneration Report

4.1 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 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.

4.2 Voting consequences

Under the Corporations Act 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 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.

4.3 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.

5. Resolution 4 – Ratification of Placement Shares (LR7.1)

5.1 General

On 16 October 2019, the Company announced that it had received commitments for a placement of up to 175,000,000 Shares at an issue price of \$0.01 per Share to raise up to \$1,750,000 (**Placement Shares**), along with (subject to prior Shareholder approval) 1 free-attaching quoted option for every 2 Placement Shares issued with an exercise price of \$0.018 per option with an expiry date which is 3 years from date of issue of the first batch of options (in the event the options are issued at different times) (**Placement Options**) (**Placement**).

The allotment of the first part of the Placement for 44,000,000 Shares is not subject to shareholder approval and will fall within the Company's 15% placement capacity under ASX Listing Rule 7.1 and additional 10% placement capacity under ASX Listing Rule 7.1A (**Tranche 1**).

On 24 October 2019, the Company issued 44,000,000 Placement Shares using its 15% placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**).

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

5.2 ASX 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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in

relation to the issue of the Placement Shares:

- (a) a total of 44,000,000 Shares were issued;
- (b) the Shares were issued for \$0.01 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to a cornerstone investor, Capital Drilling, and other sophisticated investors, being clients of Hartleys Limited. None of these subscribers are related parties of the Company; and
- (e) funds raised through this placement will be used to maintain the Company's approximate 25% joint venture interest in Cote D'Ivoire and exploration activities at the Company's 100% owned gold projects in Guinea; and
- (f) a voting exclusion statement is included in the Notice.

6. Resolution 5 – Ratification of Placement Shares (LR7.1A)

6.1 General

Please refer to Section 5.1 for details of the Placement.

The allotment of the first part of the Tranche 1 Placement Shares (approximately \$730,000) is not subject to shareholder approval and will fall within the Company's 15% placement capacity under ASX Listing Rule 7.1 and additional 10% placement capacity under ASX Listing Rule 7.1A (**Tranche 1**).

On 24 October 2019, the Company issued 29,000,000 of the Capital Raising Shares under the Company's placement capacity afforded under ASX Listing Rule 7.1A.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the LR7.1A Ratification Shares.

6.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary shares at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. Where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A, those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purposes of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A.

By ratifying the LR7.1A Ratification Shares, the Company will retain the flexibility to issue equity securities in the future up to the annual placement capacity of the Company under ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

6.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the LR7.1A Ratification:

- (a) 29,000,000 Shares were issued;
- (b) the Shares were issued for 1.0 cent per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to a cornerstone investor, Capital Drilling, and other

sophisticated investors, being clients of Hartleys Limited. None of these subscribers are related parties of the Company;

- (e) funds raised through this placement will be used to maintain the Company's approximate 25% joint venture interest in Cote D'Ivoire and exploration activities at the Company's 100% owned gold projects in Guinea; and
- (f) a voting exclusion statement is included in the Notice.

7. Resolution 6 – Approval of Issue of Placement Shares and Placement Options

7.1 General

Please refer to Section 5.1 for details of the Placement.

A total of 73,000,000 Shares were issued under Tranche 1 (refer to Resolutions 4 and 5 above). Resolution 6 seeks shareholder approval to issue the remaining 102,000,000 Placement Shares and 87,500,000 attaching Placement Options (**Tranche 2**).

A summary of Listing Rule 7.1 is set out in Section 5.2.

The effect of Resolution 6 will be to allow the Company to issue the Placement Shares and Placement Options 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.

The Directors recommend that Shareholders vote in favour of Resolution 6.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of the Placement Shares and Placement Options.

7.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- a) a total of 102,000,000 Placement Shares and 87,500,000 Placement Options are to be issued;
- b) the Placement Shares and Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- c) the issue price of the Placement Shares will be \$0.01 per Placement Share;
- d) the issue price of the Placement Options is nil, as they will be granted as free-attaching with the Placement Shares on a 1 for 2 basis;
- e) the Placement Shares are fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- f) the Placement Options are exercisable at \$0.018, with an expiry date which is 3 years from date of issue of the first batch of Options (in the event the options are issued at different times) and are otherwise on the terms and conditions set out in Schedule 2;
- g) the Placement Shares and Placement Options will be issued to sophisticated investors under the Placement, being clients of Hartleys Limited, none of whom is a related party of the Company;
- h) no funds will be raised from the issue of the Placement Options, as they are being issued for nil cash consideration;
- i) funds raised through this Placement will be used to maintain the Company's approximate 25% joint venture interest in Cote D'Ivoire and exploration activities at the Company's 100% owned gold projects in Guinea; and
- j) a voting exclusion statement is included in the Notice.

8. Resolution 7 – Approval of Issue of Broker Options

8.1 General

For details of the Placement, refer to Section 5.1.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 20,000,000 Options to Zenix Nominees Pty Ltd (or its nominees) in consideration for services provided in connection with the Placement (**Broker Options**).

The Directors recommend that Shareholders vote in favour of Resolution 7.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2.

The effect of Resolution 7 will be to allow the Company to issue the Broker Options 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.

8.3 Technical information required by Listing Rule 7.3

The following additional information is provided to shareholders pursuant to Listing Rule 7.3:

- (a) the maximum number of Broker Options to be issued is 20,000,000;
- (b) the Broker Options 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 Listing Rules);
- (c) the issue price of the Broker Options is nil, as they will be granted in consideration for broking services provided to the Company;
- (d) the Broker Options will be issued to Zenix Nominees Pty Ltd (or its nominees), none of whom is a related party;
- (e) the Broker Options are exercisable at \$0.018 on or before the date which is 3 years from the issue of the first batch of Options (in the event the options are issued at different times) and otherwise on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Broker Options, as they are being issued for nil cash consideration; and
- (g) a voting exclusion statement is included in the Notice.

9. Resolution 8 – Approval of additional 10% capacity to issue shares

General

Listing Rule 7.1A, provides that an Eligible Entities may seek shareholder approval at an annual general meeting to allow it to issue Equity Securities up to 10% of the its issued capital (**10% Placement Capacity**).

For the purposes of Listing Rule 7.1A, the Company is an Eligible Entity.

Effect of Resolution 8

If Shareholders approve Resolution 8, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 8 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 8 for it to be passed.

The Board recommends that Shareholders vote in favour of Resolution 8.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 2 classes of listed Equity Securities on issue, being the Shares (ASX Code: PDI) and Listed Options (ASX Code: PDIO).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the Company provides the following information for the purpose of obtaining shareholder approval under Resolution 8.

1. Minimum price at which equity securities may be issued	<p>The minimum price at which shares may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of equity securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none">(a) the date on which the price of the securities to be issued is agreed; or(b) if they are not issued within 5 ASX trading days of the date in paragraph (a), the ASX trading day on which the securities are issued.
--	--

2. Date on which Company may issue equity securities	<p>If shareholder approval of Resolution 8 is obtained, shares may be issued under the 10% Placement Capacity during the period commencing on the date of the Annual General Meeting and ending on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) 12 months after the date of the Annual General Meeting; and (b) the date of Shareholder approval for any transaction under Listing Rules 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).
3. Purposes for which equity securities may be issued, including whether the Company may issue them for non-cash consideration	<ul style="list-style-type: none"> (a) Shares may be issued under the 10% Placement Capacity for cash consideration, in which case the Company intends to use the funds raised to continue exploration programs at the company's West African projects, to acquire new assets or investments or for working capital purposes. (b) The Company will comply with its disclosure obligations under the Listing Rules in relation to any issue of securities under the 10% Placement Capacity.
4. Details of the Company's allocation policy for issues under approval	<ul style="list-style-type: none"> (a) The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will depend on the prevailing market conditions at the time of any proposed issue under the 10% Placement Capacity. (b) The identity of allottees under the 10% Placement Capacity will be determined on a case-by-case basis having regard to factors which may include: <ul style="list-style-type: none"> (i) the purpose of the issue; (ii) alternative methods of raising funds which are available to the Company including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising; (iii) the effect of any such issue on the control of the Company; (iv) the Company's circumstances, including without limitation, its financial position and solvency; (v) prevailing market conditions; and (vi) advice from corporate, financial and broking advisers. (c) As at the date of this Notice, the allottees under the 10% Placement Capacity have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
5. Previous approvals under Listing Rule 7.1A	<p>The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 26 November 2018.</p> <p>In the 12 months preceding the date of this Notice, the Company issued a total of [132,000,000] Equity Securities which represent 55% of the total number of Equity Securities on issue at the commencement of that 12 month period.</p> <p>The Equity Securities issued in the preceding 12 months prior to the date of this meeting were undertaken in three issues as detailed in the table below.</p>

6. Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Shareholders should note that there is a risk that

- (i) the market price for the shares at the time they are issued under the 10% Share Issue Capacity may be materially higher or lower than on the date of the Annual General Meeting; and
- (ii) shares may be issued under the 10% Share Issue Capacity at a price that is at a discount to the market price for those shares on the date of their issue.

Note that the percentage dilution of voting power and economic interest as a result of the issue of additional shares under the 10% Placement Capacity is dependent on the number of shares issued and the issue price for the issue of those shares under the 10% Placement Capacity. This is demonstrated in the hypothetical example below.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.005 (50% decrease in current issue price)	\$0.01 (Current issue price)	\$0.015 (50% increase in current issue price)
368,142,065	Shares issued – 10% dilution	36,814,206	36,814,206	36,814,206
(Current)	Funds Raised	\$184,071	\$368,142	\$552,213
552,213,097	Shares issued – 10% dilution	55,221,309	55,221,309	55,221,309
(50% increase)*	Funds Raised	\$276,106	\$552,213	\$828,320
736,284,130	Shares issued – 10% dilution	73,628,413	73,628,413	73,628,413
(100% increase)*	Funds Raised	\$368,142	\$736,284	\$1,104,426

*The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 368,142,065 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 22 October 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. Ratification of the Shares, subject of Resolutions 4 and 5, is assumed to have occurred.
5. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
10. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

1. Issue #1	
Date of issue:	26 April 2019
Number issued:	59,000,000 Fully Paid Ordinary Shares
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Issue of shares pursuant to the placement made to sophisticated and other s708 exempt investors, to assist in funding the Company's exploration projects in Guinea, West Africa.
Names of persons who received securities or basis on which those persons were determined:	Sophisticated and other s708 exempt investors backed by Capital Drilling Limited and also supported by several Australian stockbroking firms and some current shareholders
Price:	0.9 cents
Discount to market price (if any):	Issue price was calculated using the 15 day VWAP prior to the date on which the price was agreed. The 15 day VWAP was \$0.01138673 for the period 18/03/19 to 11/04/19.
For cash issue	
Total cash consideration received	\$531,000
Amount of cash consideration spent	

Use of cash consideration	To assist in funding the Company's exploration projects in Guinea, West Africa.
Intended use for remaining amount of cash (if any):	
2. Issue #2	
Date of issue:	24 October 2019
Number issued:	44,000,000 Fully Paid Ordinary Shares
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Issue of shares pursuant to the placement made to sophisticated and other s708 exempt investors, to assist in funding the Company's exploration projects in Guinea, West Africa.
Names of persons who received securities or basis on which those persons were determined:	Sophisticated and other s708 exempt investors. Hartleys Limited acted as lead manager to the placement.
Price:	1.0 cent
Discount to market price (if any):	Nil
For cash issue	
Total cash consideration received	\$440,000
Amount of cash consideration spent	Nil
Use of cash consideration	To assist in funding the Company's exploration projects in Guinea, West Africa.
Intended use for remaining amount of cash (if any):	As above
3. Issue #3	
Date of issue:	24 October 2019
Number issued:	29,000,000 Fully Paid Ordinary Shares
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Issue of shares pursuant to the placement made to sophisticated and other s708 exempt investors, to assist in funding the Company's exploration projects in Guinea, West Africa.
Names of persons who received securities or basis on which those persons were determined:	Sophisticated and other s708 exempt investors. Hartleys Limited acted as lead manager to the placement.
Price:	1.0 cent
Discount to market price (if any):	Nil
For cash issue	
Total cash consideration received	\$290,000
Amount of cash consideration spent	Nil
Use of cash consideration	To assist in funding the Company's exploration projects in Guinea, West Africa.
Intended use for remaining amount of cash (if any):	As above

Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 8.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

10. Resolution 9 – Participation of Director in the Placement

10.1 General

Please refer to Section 5.1 for details of the Placement.

A Director of the Company wishes to participate in the Placement.

Resolution 9 seeks Shareholder approval for the issue to the Director (or his nominee) of up to a total of 1,000,000 Placement Shares (**Director Participation Shares**) and up to 500,000 Placement Options (**Director Participation Options**) pursuant to the Placement as follows.

Director	Director Participation Shares	Director Participation Options
Paul Roberts	1,000,000	500,000

10.2 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 proposed issue of the Director Participation Shares and Director Participation Options to the Director pursuant to the Placement will constitute giving a financial benefit to a related party of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the Director Participation Shares and Director Participation Options will be issued on the same terms upon which the Placement Shares and Placement Options will be issued to non-related party participants in the Placement and as such, the Directors consider that the giving of the financial benefit is on arm's length terms.

10.3 Listing Rule 10.11

Listing Rule 10.11 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 proposed issue of the Director Participation Shares and Director Participation Options to the Director involves the issue of securities 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.

Approval pursuant to Listing Rule 7.1 is not required for the participation as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Participation Shares and Director Participation Options to the Director (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

10.4 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 Resolution 9:

- (a) Mr Paul Roberts (or his nominee) will be issued 1,000,000 Director Participation Shares and 500,000 Director Participation Options;
- (b) the maximum number of Director Participation Shares to be issued is 1,000,000 and the maximum number of Director Participation Options to be issued is 500,000;
- (c) the Director Participation Shares and Director Participation Options 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 Director Participation Shares and Director Participation Options will occur on the same date;
- (d) the issue price of the Director Participation Shares is \$0.01 per Share and the issue price of the Director Participation Options is nil, as they will be granted as free-attaching with the Director Participation Shares on a 1 for 2 basis;
- (e) the Director Participation 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;
- (f) the Director Participation Options will be granted on the same terms and conditions as the Placement Options and Broker Options, as set out in Schedule 2;
- (g) a voting exclusion statement is included in the Notice; and
- (h) funds raised through the Director Participation Shares placement will be used to maintain the Company's approximate 25% joint venture interest in Cote D'Ivoire and exploration activities at the Company's 100% owned gold projects in Guinea and for general working capital and no funds will be raised from the issue of the Director Participation Options, as they are being issued for nil cash consideration.

11. Resolution 10 – Approval of Issue of SPP Options

11.1 General

As announced on 16 October 2019, the Company has also announced it is undertaking a Share Purchase Plan in conjunction with the Placement to raise up to a further \$500,000 to allow existing shareholders of the Company to participate in the capital raising on the same terms as the Placement (**SPP**). The SPP offers eligible shareholders an opportunity to purchase Shares at an issue price of \$0.01 per Share (**SPP Shares**), with (subject to prior Shareholder approval), 1 quoted option for every 2 SPP Shares issued and on the same terms as the Placement Options (**SPP Options**).

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 25,000,000 SPP Options.

The SPP Shares will be issued regardless of whether shareholder approval for this Resolution is obtained. For further information, please refer to the SPP Offer Booklet, to be announced at or about the same time as this Notice.

The Directors recommend that Shareholders vote in favour of Resolution 10.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2.

The effect of Resolution 10 will be to allow the Company to issue the SPP Options 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.

11.3 Technical information required by Listing Rule 7.3

The following additional information in relation to the SPP is provided to shareholders pursuant to Listing Rule 7.3:

- (a) the maximum number of SPP Options to be issued is 25,000,000;
- (b) the SPP Options 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 Listing Rules);
- (c) the issue price of the SPP Options is nil, as they will be granted as free-attaching with the SPP Shares on a 1 for 2 basis;
- (d) the SPP Options will be issued to existing shareholders under the SPP or any shortfall participants (or their nominees), none of whom is a related party;
- (e) the SPP Options are exercisable at \$0.018, on or before the date which is 3 years from the issue of the first batch of Options (in the event the options are issued at different times) and are otherwise on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the SPP Options, as they are being issued for nil cash consideration; and
- (g) a voting exclusion statement is included in the Notice.



14 October 2019

The Secretary
Predictive Discovery Limited
Level 2
33 Ord Street
WEST PERTH WA 6005

Dear Sir

For the purposes of Section 328B (1) of the *Corporations Act 2001*, we, **Aurora Minerals Limited**, being a member of Predictive Discovery Limited, hereby nominate PKF Perth as auditor of the company at the Annual General Meeting to be held on 26 November 2019.

Yours sincerely

A handwritten signature in black ink, appearing to be "G. Laing", written in a cursive style.

Geoff Laing
Managing Director

Aurora Minerals Limited
PO Box 644
WEST PERTH WA 6872
Telephone: (08) 6143 1840

Schedule 1- Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

\$	Australian dollars
10% Placement Capacity	Has the meaning given in Section 9.
ABN	Australian Business Number.
ACN	Australian Company Number.
Annual Report	The Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2019.
ASX	ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	The auditor's report on the Financial Report.
Board	The board of Directors.
Broker Options	Has the meaning given in Section 8.1.
Closely Related Party	Of a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) A spouse or child of the member;(b) A child of the member's spouse;(c) A dependent of the member's spouse;(d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) A company the member controls; or(f) A person prescribed by the Corporations Regulations 2001 (Cth).
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.
Director Participation Options	Has the meaning given in Section 10.1.
Director Participation Shares	Has the meaning given in Section 10.1.
Directors' Report	The annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	The same meaning as in the Listing Rules.
Explanatory Memorandum	The Explanatory Memorandum accompanying the Notice of Meeting.
Financial Report	The annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	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, the 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.
Listing Rules	The listing rules of the ASX.
Notice of Meeting	The notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum.
Meeting or Annual General Meeting	The Annual General Meeting of Predictive called by the Notice of Meeting.
Option	Means an option to acquire a share
Placement	Has the meaning given in Section 5.1

Placement Shares	Has the meaning given in Section 5.1
Placement Options	Has the meaning given in Section 5.1
Proxy Form	Proxy Form attached to the Notice of Meeting.
Remuneration Report	The remuneration report of the Company contained in the Directors' Report.
Resolution	Resolution in the Notice of Meeting.
Share	Means a share in the capital of the Company.
Share Purchase Plan	
Shareholder	The registered holder of a Share.
Spill Meeting	Has the meaning given in Section 4.
Spill Resolution	Has the meaning given in Section 4.
SPP	Has the meaning given in Section 11.1.
SPP Shares	Has the meaning given in Section 11.1.
SPP Options	Has the meaning given in Section 11.1.
Tranche 1	Has the meaning given in Section 5.1.
Tranche 1 Placement Shares	44,000,000 Shares issued under LR 7.1 and 29,000,000 Shares issued under LR 7.1A.
Tranche 2	Has the meaning given in Section 7.1.

Schedule 2 – Terms and Conditions of Placement Options, SPP Options and Broker Options

- (a) Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) Subject to and conditional upon any adjustment in accordance with these conditions, the amount payable upon exercise of each Option will be \$0.018 per Option (**Exercise Price**).
- (c) Each Option will expire at 5.00pm (WST) on the date which is 3 years from the issue of the first batch of Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The Options are exercisable at any time from the date of their issue until the Expiry Date (**Exercise Period**).
- (e) The Company will apply for official quotation on ASX of the Options. Quotation is at the discretion of ASX and subject to the Company meeting the quotation conditions in the Listing Rules.
- (f) The Options will be transferable subject to compliance with the Corporations Act and Listing Rules.
- (g) The Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by cheque or electronic funds transfer.
- (h) Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (i) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.
- (j) Shares issued on exercise of the Options rank equally with the then Shares of the Company.
- (k) Within 15 Business Days after the later of the following:
 - A. receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
 - B. where the Options were issued without disclosure and no notice under 708A(5)(e) of the Corporations Act was provided at the time of issue, when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,the Company will:
 - A. issue the Shares pursuant to the exercise of the Options;
 - B. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - C. apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If the Company is unable to deliver a notice under paragraph (k)(B) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.
- (l) There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be the minimum number of business days after the issue is announced as permitted by the Listing Rules. This will give the Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - A. the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
 - B. no change will be made to the Exercise Price.
- (n) If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph (m) will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
- (o) If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

PREDICTIVE DISCOVERY LIMITED
ABN 11 127 171 877

Suite 2, Level 2
20 Kings Park Road
West Perth WA 6005
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 Annual General Meeting of the Company (**Meeting**) to be held at 11.00am on Tuesday, 26 November 2019 at Level 2, 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 directions 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 my/our proxy, either by appointment or by default, and I/we have not indicated my/our voting instructions below, I/we are expressly 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 Key Management Personnel for the Company or, if the Company is part of a consolidated entity, the entity.

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	Appointment of PKF Perth as Auditor	<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"/>
Resolution 4	Ratification of Placement Shares (LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Placement Shares (LR 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approve Issue of Placement Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approve Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approve of additional 10% Capacity to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approve Participation of Director Paul Roberts in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of Issue of SPP Options	<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: _____ 2019

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: _____ 2019

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 bruce.waddell@predictivediscovery.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 11.00 am Western Standard Time on Sunday, 24 November 2019.

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: _____