

## NOTICE UNDER SECTION 708AA

**Odyssey Gold Limited (ASX: ODY) (“Odyssey” or “Company”)** has previously announced that it is proposing to despatch to eligible shareholders an offer document in respect of a non-renounceable entitlements issue (**Offer**) to acquire one (1) new ordinary share (**New Share**) for each four (4) ordinary shares held at the record date of 4 October 2022 (**Record Date**). The Entitlements Issue will be offered at \$0.03 per share to raise up to \$4.6 million before costs.

The Company hereby gives notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**) that:

- (a) the Company will offer the New Shares under the Offer without disclosure under Part 6D.2 of the Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Act;
- (c) at the date of this notice, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and;
  - (ii) section 674 of the Act;
- (d) at the date of this notice, there is no information:
  - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (B) the rights and liabilities attaching to the New Shares; and
- (e) the potential effect that the issue of the New Shares, under the Entitlements Issue, will have on the control of the Company is as follows:
  - (i) if all eligible shareholders take up their entitlements under the Offer, the New Shares issued under the Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Offer;
  - (ii) in the more likely event that there is a shortfall in the Offer, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Offer will be diluted relative to those eligible shareholder who subscribe for some or all of their entitlement, and will be diluted by any take up of shortfall shares; and
  - (iii) in relation to any person participating in the shortfall offer, the Directors will ensure that no person will be issued, through participating in the shortfall offer, New Shares if such issue will result in their voting power in the Company exceeding 19.9%.