

Dear Shareholder,

### Notice of Annual General Meeting / Proxy Form

Prodigy Gold NL (Prodigy Gold or the Company) will be holding its Annual General Meeting of shareholders at 10.00am ACST on 29 November 2022 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin, NT, 0800.

You will receive your personalised proxy form for your completion and lodgment with our share registry. Alternatively, you can vote online at <https://investor.automic.com.au/#/loginsah>

In accordance with the Company's constitution, the Corporations Act 2001 (Cth) implemented by Treasury Laws Amendment (2021 Measures No. 1) Act 2001 (Cth), and to significantly reduce printing cost as well as reducing our environmental impact, the Company has decided to not provide a printed copy of the Notice of Annual General Meeting but to provide you with the relevant URL link. Relevant URL Links:

Notice of Annual General Meeting: <http://www.prodigygold.com.au/investors/asx-announcements/>

Annual Report: <http://www.prodigygold.com.au/investors/financial-reports/>

### Your right to elect to receive documents electronically or physically

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Prodigy Gold shareholders receive communications. Prodigy Gold will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

### Providing your email address to receive shareholder communications electronically

Prodigy Gold encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the Company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

### How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> / or contact our share registry:

**Telephone (within Australia):** 1300 288 664

**Telephone (outside Australia):** +61 2 9698 5414

**Email:** hello@automicgroup.com.au

**Website:** <https://investor.automic.com.au/>

The Board of Directors thank you for your support.

Yours sincerely,

**Jutta Zimmermann | Company Secretary**  
**Prodigy Gold NL**

### A SIMPLE EXPERIENCE FOR MANAGING YOUR HOLDINGS VISIT:

[HTTPS://INVESTOR.AUTOMIC.COM.  
AU](https://investor.automic.com.au)



[DOWNLOAD THE QR READER APP ON YOUR  
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Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
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View holding balances, transactions and payment history



# Prodigy Gold NL

ACN 009 127 020

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## Notice of Annual General Meeting

### Explanatory Notes

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#### **Date of meeting**

29 November 2022

#### **Time of meeting**

10:00am (ACST)

#### **Place**

Ward Keller  
Level 7, Northern Territory House  
22 Mitchell Street  
Darwin, NT, 0800

This Notice of Annual General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

## Notice of Annual General Meeting

Notice is given that Prodigy Gold NL ACN 009 127 020 (**Company**) will hold an annual general meeting at 10:00 am (ACST) on 29 November 2022 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin, NT, 0800 (**Annual General Meeting**).

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting eligibility

The directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders at 10:00 am (ACST) on 27 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

### Voting in person

To vote and/or speak at the meeting in person, attend the Annual General Meeting at the time, date and place set out above.

### Voting by proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by the time specified and in accordance with the instructions set out on the proxy form.

In accordance with section 249L of the *Corporations Act 2001* (Cth) (**Corporations Act**), members 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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If a member appoints two 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.

The proxy form (and any power of attorney under which it is signed) must be received at the address set out below not later than 10:00 am (ACST) on 27 November 2022 (being not less than 48 hours before the commencement of the Annual General Meeting). Any proxy forms received after that time will not be valid for the Annual General Meeting.

Online:	<a href="https://investor.automic.com.au/#!/loginsah">https://investor.automic.com.au/#!/loginsah</a>
By mail:	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax:	+61 2 8583 3040
By email:	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

### Voting by corporate representative

A shareholder that is a body corporate may appoint a representative to attend in accordance with the *Corporations Act*. A form of the certificate of appointment may be obtained from the Company's share registry, Automic Group, the contact details of which are set out in the proxy form.

## AGENDA

### GENERAL BUSINESS

#### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the directors' report and the auditor's report.

### ORDINARY BUSINESS

#### Resolution 1 – Adoption of Remuneration Report

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

*“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2022 be adopted.”*

Note: section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the directors or the Company.

#### Voting Restrictions

A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the key management personnel (**KMP**), details of whose remuneration are included in the remuneration report; or
- 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:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

#### Resolution 2 – Re-election of Director – Mr Neale Edwards

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

*“That, for the purpose of clause 13.1(e) of the Company's constitution, Listing Rule 14.5 and for all other purposes, Mr Neale Edwards be re-elected as a director of the Company.”*

**SPECIAL BUSINESS**
**Resolution 3 – Approval of the issue of securities under the Employee Share Option Plan**

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

*“That, for the purpose of Listing Rule 7.2, exception 13(b) and for all other purposes, approval is given for the adoption of the Employee Share Option Plan and the issue or grant from time to time of securities in the Company under the Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusions and Voting Restriction:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who is eligible to participate in the Employee Share Option Plan or by an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in accordance with the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a person appointed as proxy if the person is a member of the KMP, or any closely related party of such a member, unless:

- the proxy appointment specifies how the proxy is to vote on this resolution; or
- the person is the chair of the meeting at which the resolution is voted on and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

**Resolution 4 – Approval of grant of options to Mr Mark Edwards**

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

*“That, for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 2,000,000 options to the Managing Director, Mr Mark Edwards (and/or his nominees), on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusions and Voting Restriction:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme, or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in accordance with the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a person appointed as proxy if the person is a member of the KMP, or any closely related party of such a member, unless:

- the proxy appointment specifies how the proxy is to vote on this resolution; or
- the person is the chair of the meeting at which the resolution is voted on and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

#### **Resolution 5 – Disposal of major asset**

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

*“That, for the purpose of Listing Rule 11.4.1(b) and for all other purposes, approval is given for the sale of the Company’s Old Pirate Gold project and certain Tanami exploration tenements, on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Stockton Mining Limited and any other person who will obtain a material benefit as a result of the transaction, except a benefit solely by reason of being a holder of ordinary securities in the entity, or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 6 – Approval of 10% additional placement capacity**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue equity securities totalling up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed 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 this resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, any proposed issue of securities under Listing Rule 7.1A.2 (except a benefit solely by reason of being a holder of Shares), and any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 7 – Conditional spill resolution**

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

*“That, for the purposes of section 250V of the Corporations Act and for all other purposes, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Company’s remuneration report:*

- (a) *an extraordinary general meeting of the Company’s shareholders (**Spill Meeting**) be held within 90 days of the date of this meeting;*
- (b) *all of the Company’s directors who were in office when the resolution to make the directors’ report be considered at this meeting was passed (other than the managing director) and who continue to hold office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

*Note that this resolution will only be put to the meeting if at least 25% of the votes cast on Resolution 1 are against the adoption of the Company’s remuneration report. See Resolution 7 under the Explanatory Notes for further details.*

**Voting Restrictions**

A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the KMP, details of whose remuneration are included in the remuneration report; or
- 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:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

**DATED: 25 OCTOBER 2022**  
**BY ORDER OF THE BOARD**



**Jutta Zimmermann**  
Company Secretary

## Explanatory Notes

This Explanatory Statement has been prepared to provide information the directors believe to be material to shareholders in deciding whether or not to pass the resolutions which are the subject of the business of the meeting.

The directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the resolution. The directors also recommend shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

### GENERAL BUSINESS

#### Financial statements and reports

In accordance with the Company's constitution (**Constitution**), the business of the meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.prodigygold.com.au](http://www.prodigygold.com.au).

### ORDINARY BUSINESS

#### Resolution 1 – Adoption of Remuneration Report

##### General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders of the Company. However, such a resolution is advisory only and does not bind the directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The remuneration report is part of the directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2022.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

##### Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Managing Director, 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.

At the Company's 2021 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were more than 25%. Accordingly, if at least 25% of the votes cast on this resolution are against the adoption of the remuneration report, the Company will be required to put a Spill Resolution, which is the subject of Resolution 7, to shareholders at this Annual General Meeting.

##### Directors' Recommendation

The directors recommend that shareholders vote in favour of Resolution 1.

**Resolution 2 – Re-election of Director – Mr Neale Edwards****Background**

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting. This rule also applies even where no directors are required to stand for re-election at an annual general meeting in accordance with Listing Rule 14.4; an entity must have at least one director stand for election or re-election at each annual general meeting.

Clause 13.1(e) of the Constitution provides that where the Listing Rules require an election of directors to be held and no director is otherwise required to retire in accordance with the Constitution, the director to retire is any director who wishes to retire and offer himself or herself for re-election, otherwise it is the director who has been longest in office since their last election or appointment (excluding the Managing Director). Where directors were last elected on the same day, the director to retire must be decided by lot, or agreed amongst themselves.

Mr Neale Edwards, who was last re-elected by shareholders at the Company's annual general meeting held on 29 November 2021, has offered himself for re-election. On that basis, in accordance with Listing Rule 14.5, Mr Neale Edwards retires and seeks re-election at the Annual General Meeting.

Mr Neale Edwards has more than 30 years' experience in the mineral exploration and mining industry, ranging from the grassroots level through to mine development and mining in major geological provinces throughout Australia, the Pacific Rim, northern Africa and northern Europe. Neale Edwards was responsible for the discovery of significant gold resources in the Southern Cross Province of Western Australia and the identification of project opportunities that resulted in Dragon Mining Limited becoming an established gold producer in the Nordic Region.

Mr Neale Edwards is currently a non-executive director of the Company, Chief Geologist for HKEX listed Dragon Mining Limited and Non-Executive Director for ASX listed Tanami Gold NL.

**Directors' Recommendation**

Other than Mr Neale Edwards (who is standing for re-election), the directors recommend that shareholders vote in favour of Resolution 2.

**SPECIAL BUSINESS****Resolution 3 – Approval of the issue of securities under the Employee Share Option Plan****Background**

The Company established the Prodigy Gold Employee Share Option Plan (**ESOP**) in 2017 under its overall remuneration strategy to provide full-time and part-time employees, executives, senior management and directors of the Company, and other persons determined by the board to be treated as employees (**Eligible Employees**) with an additional incentive to increase profitability and return to shareholders. The Company is of the view that the ESOP also assists the Company to attract and retain key employees, directors and executives.

**Reason for approval**

Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2, exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

As the ESOP was last approved three years ago on 29 November 2019, the Company is seeking shareholder approval for the issue of equity securities under the ESOP as an exception to Listing Rule 7.1.

Listing Rule 7.1, exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the notice of meeting and ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 3 is passed, issues of equity securities under the ESOP in the 3 years following, will not reduce the Company's ability to issue equity securities without shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to refresh the issue of equity securities under the ESOP to eligible participants and any equity securities issued will reduce, to that extent, the Company's ability to issue equity securities without shareholder approval under Listing Rule 7.1.

### Information required by Listing Rule 7.2, exception 13

The grant of options to a director (or an associate of a director) will require shareholder approval in accordance with the Listing Rules.

A summary of the rules of the ESOP is set out in Annexure 1. To request a copy of the rules of the ESOP, please contact the Company Secretary.

The maximum number of securities proposed to be issued under the ESOP, following shareholder approval, is 25 million options per year (for a total of 75,000,000 options over 3 years).

The Company has issued 33,750,000 equity securities under the ESOP since it was last approved under Listing Rule 7.1, exception 13, being on and from 29 November 2019. A summary of these issues of equity securities is set out below.

Date	Quantity	Class	Additional notes
29/11/2019	15,000,000	Employee options approved by shareholders on 29/11/19 (Zepo's)	2 million exercised on 28/09/2021 and the balance have been cancelled
27/03/2020	1,500,000	Employee options (sign-on 145% options)	All have been cancelled
01/07/2020	1,050,000	Employee options (Zepo's)	550,000 have been cancelled
02/11/2020	10,400,000	Employee options approved by shareholders on 2/11/2020 (400,000 Zepo's, 10 million 145% options)	9,300,000 have been cancelled
03/05/2021	200,000	Employee options (Zepo's)	
19/05/2021	1,000,000	Employee options (role change 145% options)	
28/07/2021	2,600,000	Employee options (Zepo's)	175,000 have been cancelled
11/10/2021	1,000,000	Employee options (145% options)	All have been cancelled
17/03/2022	1,000,000	Employee options (145% options)	

## Directors' recommendation

Other than Mr Mark Edwards, who is the only director currently entitled to participate in the ESOP, the directors recommend that shareholders vote in favour of Resolution 3.

### Resolution 4 – Approval of the grant of options to Mr Mark Edwards

#### Background

As set out above, in 2017, as part of the overall remuneration strategy of the Company, the Company established the ESOP. The ESOP provides for the grant of options to Eligible Employees (including directors) invited by the board to participate in the ESOP. The exercise of options results in the issue of fully paid ordinary shares in the Company (**Shares**). A summary of the ESOP rules is attached to this document at Annexure 1.

The Company has, subject to obtaining shareholder approval, agreed to issue 2,000,000 unlisted options to Mr Mark Edwards, the Managing Director of the Company under the ESOP as part of his overall remuneration package.

#### Reason for approval

Listing Rule 10.14 requires that a company obtain shareholder approval for the issue of securities under an employee incentive scheme to a director, an associate of a director or a person whose relationship with the company, a director or an associate of a director is such that ASX considers approval should be obtained. Mr Mark Edwards is a director of the Company and so the proposed issue of options to him requires approval under Listing Rule 10.14. If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

If Resolution 4 is passed, the Company will proceed with the grant of options to Mr Mark Edwards on the terms as set out below. If this resolution is not passed, then the Company will not proceed with the grant of options to Mr Mark Edwards, and may need to consider alternative methods (such as cash payments) to remunerate and incentivise Mr Mark Edwards.

#### Option Terms

Subject to shareholder approval, the Company proposes to grant 2,000,000 unlisted options on a date within 3 business days of the Annual General Meeting determined by the board or such later date as the board may determine (**Grant Date**) on the following terms:

- (a) an issue price of nil;
- (b) an exercise price of \$0.038, being 145% of the 5-day VWAP prior to 8 March 2022, being the date of signing the executive service agreement between Mr Mark Edwards and the Company;
- (c) a vesting date of the date of issue; and
- (d) an expiry date of the earlier of the date that Mark Edwards ceases to be employed by the Company, and 1 May 2026, being 48 months after the commencement date of the executive service agreement.

#### Specific information required by Listing Rule 10.15

Listing Rule 10.15 requires that certain information be provided to shareholders for the purposes of obtaining shareholder approval under Listing Rule 10.14. This information is provided in respect of each proposed grant of options to Mr Mark Edwards, as follows:

- (a) **(name of person)** the person to whom options will be granted if Resolution 4 is passed is Mr Mark Edwards (and/or his nominees);
- (b) **(category of person)** Mr Mark Edwards is a director of the Company, meaning that approval is required in accordance with Listing Rule 10.14.1;
- (c) **(number and class of securities)** if Resolution 4 is passed Mr Mark Edwards will be granted 2,000,000 unlisted options;
- (d) **(total remuneration package)** see 'Total remuneration package' below;

- (e) **(securities previously issued under the ESOP)** Mr Mark Edwards was appointed as Managing Director of the Company effective 1 May 2022. As such, no securities have previously been issued to Mr Mark Edwards under the ESOP;
- (f) **(terms of options and the ESOP)** the options will be granted on the terms outlined above and otherwise under the terms of the ESOP, the material terms of which are described in Annexure 1;
- (g) **(why options are being used)** the directors consider that the proposed grant of the options was a cost effective incentive to Mr Mark Edwards to agree to act as Managing Director of the Company. The options form a part of Mr Mark Edwards' remuneration as a sign on benefit to his appointment;
- (h) **(value of options)** see 'Total remuneration package' below;
- (i) **(date of grant)** it is intended that the options will be granted within 3 business days of the date of the Annual General Meeting or such later date as may be determined by the board, which will be no later than one month after the date of the date of the Annual General Meeting;
- (j) **(price)** the options will have a grant price of nil and will therefore be granted for nil consideration;
- (k) **(terms of the ESOP)** a summary of the material terms of the ESOP is set out at Annexure 1;
- (l) **(no loan)** no loan will be provided by the Company in relation to the grant of the options;
- (m) **(required statements)** details of any securities issued under the ESOP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule; and
- (n) **(voting exclusion statement)** a voting exclusion statement is included in the notice of meeting.

### Total remuneration package

The Company estimates that the value of Mr Mark Edwards' total remuneration package is \$386,009, comprising a base salary of \$325,000, superannuation contributions of \$27,500, a discretionary performance bonus of up to \$25,000 per annum, based on the achievement of relevant key performance indicators to be determined by the Company, and the issue of the options, the subject of Resolution 4, with a value of approximately \$8,509 (subject to shareholder approval). The value of the options set out is based on the Black-Scholes option pricing model that takes into account the exercise price, the anticipated vesting period of the options, the impact of dilution, the share price at grant date and expected price volatility of the underlying options, the expected dividend yield and the risk-free interest rate for the term of the options. The valuation of the options has been prepared using the following assumptions:

Variable	Input
Date of valuation	29/11/2022
Share price (estimated)	\$0.01
Exercise price	0.038
Risk Free Interest Rate (estimated)	0.39%
Volatility (estimated)	104.51%
Time (years to expiry from agreement to issue)	3.42
Value per option	\$0.0042

Any change in the variable applied in the Black-Scholes calculation between the date of the valuation and the date the options are granted would have an impact on their value.

The Company has not engaged a third party to provide an independent valuation report in respect of the options the subject of this Resolution 4, however, the valuation was undertaken using the Black-Scholes option pricing model following the same approach used for previous share-based payments disclosed in the Company's 2022 audited annual report.

It is important to note that the grant of options means that the actual value (if any) of the options that Mr Mark Edwards will receive (if approval is obtained for the grant of those options) cannot be determined until the end of the exercise period and will depend on the share price from the time the options vest until the time at which the options are either exercised or expire.

### Directors' Recommendation

Other than Mr Mark Edwards (to whom the options are to be issued), the directors recommend that shareholders vote in favour of Resolution 4.

## Resolution 5 – Disposal of a major asset

### Background

On 29 April 2022 the Company announced that it had entered into a sale agreement (**Sale Agreement**) with Stockton Mining Pty Ltd (ACN 654 752 879), now Stockton Mining Limited (**Stockton**) for the divestment of the Company's Old Pirate Gold project and 23 surrounding exploration tenements (**Tenements**) located in the Tanami Region of the Northern Territory (**Transaction**). Following the Transaction, Stockton proposes to undertake an initial public offering (**IPO**) of its shares to raise capital and apply for admission to the official list of the ASX.

ASX has confirmed that it considers the divestment under the Sale Agreement to be a disposal of a major asset within the meaning of ASX Listing Rule 11.4.

Following the Transaction, the Company's other projects including Buccaneer, Suplejack (including the Hyperion resource), the Monza and Tobruk joint ventures with Newmont and the Lake Mackay joint ventures IGO Limited and Castile Resources Limited) will be retained by the Company (**Core Projects**). In addition the Company holds its North Arunta tenements and the Reynolds Range tenements (**Non-core Projects**).

The assets that will be disposed of under the Transaction are not the Company's main undertaking and the Transaction will not result in a significant change in the nature or scale of the Company's activities.

### Reason for approval

Listing Rule 11.4 and 11.4.1 provide that a listed company can only dispose of a major asset if:

- (a) the securities in the entity acquiring the asset (other than those being retained by the company itself) are being offered, issued or transferred pro rata to the holders of the ordinary shares in the company, or in another way that, in ASX's opinion, is fair in all the circumstances; or
- (b) the company's shareholders approve the disposal.

The Transaction is regarded as a disposal of a major asset for these purposes. Securities in Stockton are not being offered, issued or transferred pro rata to the Company's shareholders and, as such, it is a requirement for the Transaction to proceed that the Company's shareholders approve the Transaction.

To that end, Resolution 5 seeks the required shareholder approval of the Transaction under and for the purposes of Listing Rule 11.4.1(b).

If Resolution 5 is passed, the Company will proceed with the Transaction and will continue to progress and explore its Core Projects.

If the resolution is not passed, then the Company will not be able to proceed with the Transaction and will retain the Old Pirate Gold project and the Tenements, which the Company considers are not core assets.

The Company notes that it does not consider that the Transaction results in a change to the nature or scale of the Company's activities on the basis that the Company was unable to expend any meaningful resources exploring the Old Pirate Gold project or the Tenements being divested, or did not receive any results warranting further exploration expenditure by the Company. Whilst significant investment has been made in discovering and mining the Old Pirate Gold project, the Company shut down the mine during FY2016 due to the project failing to deliver the anticipated financial return. The Company does not consider the assets being divested to be core to the Company or its projects and the assets were subject to a divestment strategy for several years. The Company retains a number of assets and projects that it does consider to be core, as set out above and described as Core Projects. In addition, the divestment does not meet the threshold in accordance with ASX Guidance Note 12 of 25% to be a change to the scale of the Company's activities.

### **About Stockton Mining Limited**

Stockton was a private shell company created for the purpose of the Transaction. On 13 June 2022, Stockton transitioned from a private company to a public company. The directors of Stockton are Justin Boylson, Simon Andrew and Margaret Hawke. Stockton is not a related party of the Company.

Stockton intends its IPO will be at an issue price of \$0.20 per share and that it will be admitted to the official list of the ASX with 83 million shares on issue (assuming that the IPO is fully subscribed and that it is expected that Stockton will have 28 million shares on issue immediately prior to the IPO) and approximately \$7.5 million in the bank (assuming that \$11 million is raised from the IPO and following the fulfilment of its obligations under the Sale Agreement).

Following the IPO, Stockton intends to focus on testing priority targets associated with the tenement package. Through this exploration, Stockton hopes to increase the Mineral Resource and to assess the recommencement of mining activities.

**Justin Boylson:** Mr Boylson is an experienced commodity trader and resource project manager with over 25 years' experience. He has an extensive resource and commodity-based knowledge of Australia, South East and North Asia and their markets. Mr Boylson has been responsible for several high profile off-take transactions and has been involved in the start-up of several mining and recovery projects in Australia, the USA and Asia. Recent ASX Directorships include Manuka Resources Limited (prior to listing on the ASX) and Riversgold Limited, both from 2019 to 2020. Mr Boylson is currently the Non-Executive Chairman of Mamba Exploration Limited and Winsome Resources Limited.

**Simon Andrew:** Mr Andrew has over 20 years' experience in financial markets in Asia and Australia. Previously he has held senior management positions at various global investment banks. These roles included leading the equity sales desk for BNP Paribas and heading the Refining and Petrochemicals sector research team at Deutsche Bank in Asia as well as spending 5 years as a research analyst at Hartley's covering the oil and gas and industrial sectors. Mr Andrew is a Non-Executive Director of Riversgold, Non-Executive Chairman of Recharge Metals and Non-Executive Director of Mamba Exploration, and was previously a Non-Executive Director of Emmerson Resources Limited.

**Margaret Hawke:** Dr Margaret Hawke is an exploration geologist with over 15 years' experience on projects across Australia and Africa. Margaret graduated from the University of Melbourne with honours in geology, and also holds a M.Sc. (Economic Geology) and Ph.D. from the University of Tasmania. In 2009 she discovered Sandfire Resources' DeGrussa copper deposit. She was awarded the 2010 AMEC prospector of the year award for the DeGrussa discovery. She has consulted independently for companies in Australia and Africa for the past 6 years. She holds a commercial helicopter and aeroplane license and has spent 4 years on the board of the Australian Women Pilots' Association.

Relevant information in relation to the proposed IPO of Stockton's securities is as follows:

- Stockton currently has 1 fully paid share on issue, with further shares proposed to be issued in October/November to founding shareholders and intends to have 28 million shares on issue immediately

prior to the IPO and 83 million shares on issue upon admission to the official list of the ASX (assuming that the IPO is fully subscribed);

- the Company's shareholders will have the same ability to participate in the issue of shares in connection with Stockton's listing as other investors and will have no priority as a result of being a shareholder in the Company; and
- it is a condition of the Sale Agreement that the IPO is completed by 31 December 2022 or such later date agreed between the Company and Stockton.

The consideration payable by Stockton for the acquisition of the assets under the Sale Agreement is as follows:

- non-refundable deposit of \$50,000 within 5 business days of execution of the Sale Agreement;
- non-refundable deposit of \$50,000 within 5 business days of the Company obtaining shareholder approval of Transaction pursuant to Rule 11.4 of the ASX Listing Rules;
- 'Pre-IPO payment' of \$750,000 paid into an escrow account on the later to occur of 90 days after the execution of the Sale Agreement and 5 business days after the Company obtaining shareholder approval of the Transaction pursuant to Rule 11.4 of the ASX Listing Rules;
- 'IPO payment' of \$863,000 paid at completion;
- 'Top-Up shares' with a deemed issue price of \$0.20 in replacement of the deposit, Pre-IPO payment and IPO payment to the extent that such payments are not approved by ASX;
- 12,500,000 consideration shares issued at completion with a deemed issue price of \$0.20;
- a net smelter royalty of 2.5% payable on any minerals recovered from the Old Pirate Gold project (ML29822), and from tenement applications EL30944 and EL30814 in accordance with a royalty deed entered into between the Company and Stockton;
- holding costs in respect of the exploration of the Tenements and the Old Pirate Gold Project (ML29822) incurred after 31 December 2022 and which are attributable to completion of the Agreement being delayed, where such delays are not a direct result of the actions of the Company. Where the delay is a result of factors outside of Stockton's reasonable control, Stockton will only be required to pay 50% of those holding costs.

#### **Other material terms of the Sale Agreement**

The conditions precedent for completion of the Sale Agreement are as follows:

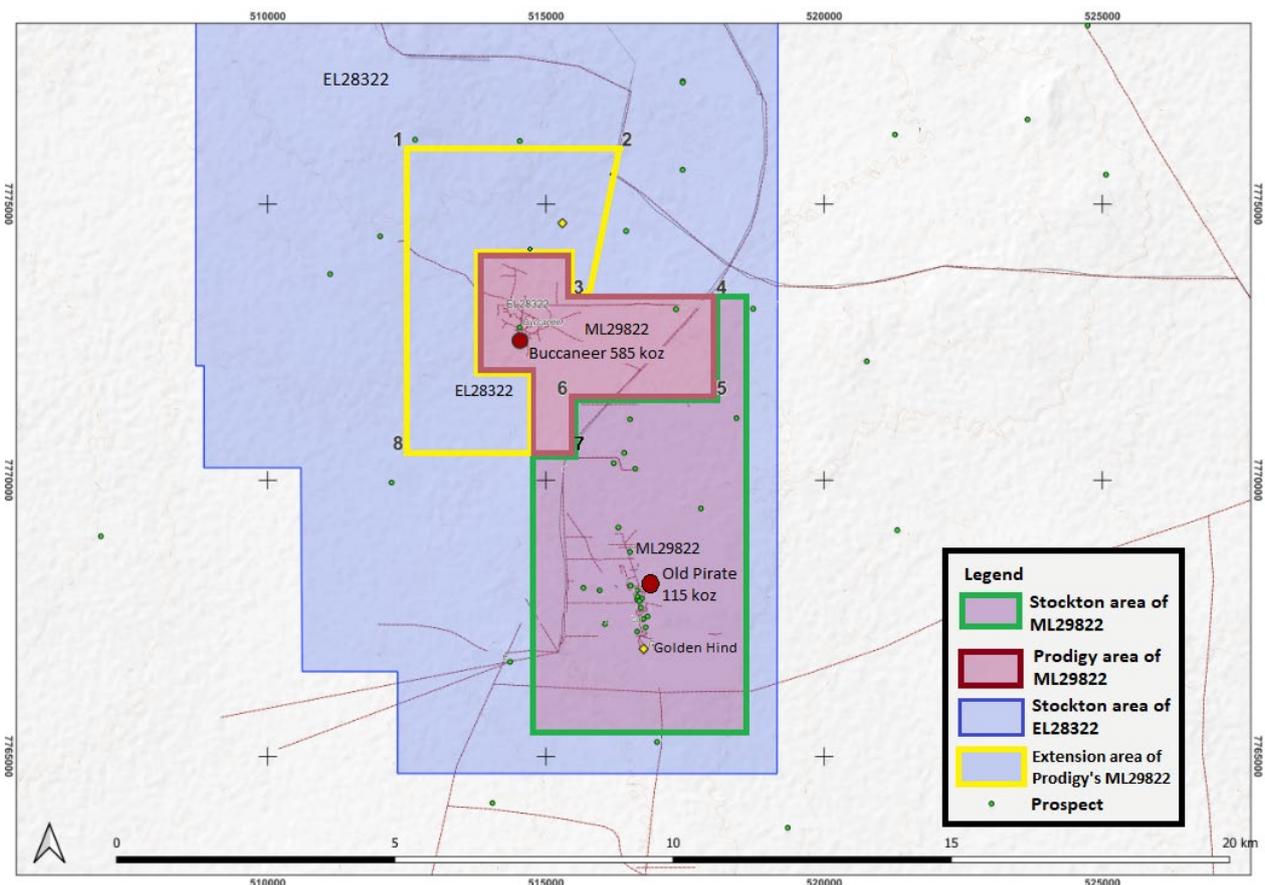
- entry into a royalty deed in relation to the royalty payable on minerals recovered from the Old Pirate Gold project (ML29822), EL30944 and EL30814 and a mineral rights deed including in relation to the Contingent Consideration, between the Company and Stockton;
- receipt of relevant approvals from government and semi-government agencies and parties with an interest in the assets;
- Splitting of ML29822 into two areas, one covering the Old Pirate Gold project (Stockton) and the other covering the Buccaneer Project (Prodigy Gold);
- execution of a deed terminating the operator agreement between Davidson Gold and the Company and releasing those parties from any liability under that agreement;
- Stockton completing an IPO no later than 31 December 2022 or such later date agreed between the Company and Stockton;
- to the extent required by ASX as a condition to the admission of Stockton to the official list of the ASX or quotation of Stockton's shares, the Company executing a restriction agreement in relation to the consideration shares and any 'Top Up Shares', to be issued to the Company; and
- the Company obtaining shareholder approval for the Transaction under ASX Listing Rule 11.4.

Other material terms include that:

- the Company may nominate a board member to be appointed to Stockton;
- the Agreement terminates if the conditions precedent have not been satisfied by 31 December 2022 or such later date as agreed by the parties in writing;
- the parties must negotiate in good faith in respect of variations to the Sale Agreement if a reverse takeover opportunity with a similar value proposition as the IPO presents itself;
- the Company grants Stockton a non-exclusive licence to enter the Tenements and the Old Pirate Gold project to do non-ground disturbing work for the purpose of formulating an exploration plan for the IPO prospectus;
- the deposit of \$100,000 and the 'Pre-IPO payment' are non-refundable;
- during the period from execution of the Sale Agreement until completion or termination, the Company must procure that the assets are not sold, transferred, assigned or disposed of, that no encumbrances (other than permitted encumbrances) are granted over the assets and, other than in accordance with the Sale Agreement, the Tenements, the Old Pirate Gold project and certain leases are not surrendered or relinquished without Stockton's prior written consent;
- the Sale Agreement may be terminated if a party defaults under the Sale Agreement and the default continues for 10 Business Days after the non-defaulting party gives notice in writing to remedy the default.

**About the Old Pirate Gold project**

The asset to be sold under the Sale Agreement named the Old Pirate Gold project is the part of mining lease ML29822 (for which there will be a replacement mining lease) which holds the Old Pirate Gold Mine and surrounding areas, but excluding the area containing the Company's Buccaneer Project, as depicted below.





### *The Bluebush project*

Bluebush is considered prime exploration ground with potential for the discovery of another Callie deposit (14.2Moz). It is a large-scale project area falling within the Trans-Tanami Fault Zone located 50km to the northwest of the world-class Callie Gold Mine owned by Newmont Mining. The prospective Dead Bullock Formation, host rock of the Callie deposit, extends into the project area with structural similarities of folding and faulting complexity and geochemical anomalism associated with Callie.

The initial first pass aircore drilling which commenced in 2018 was aimed at testing anomalous geochemical and structural targets at the Capstan, Indefatigable, Hornblower and Wild Turkey Prospects. Drilling results highlighted bedrock anomalism extending over a 8km area at the Capstan Prospect which was subsequently infilled.

**Capstan:** Capstan is a 22km x 8km sub-area of the Bluebush project, falling within the Trans-Tanami Fault Zone and located 50km northwest of the world-class Callie Gold Mine. The interpreted folding and faulting complexity and geochemical anomalism within the Dead Bullock Formation (host rocks of Callie) highlight the prospectivity of the area. Approximately 95% of Capstan is undercover and surface sampling has only been effective in very limited areas in the north and south of the Prospect. The Company defined bedrock gold anomalism over an area 8km long which included the five key target areas during drilling in FY2017. These areas were targeted for infill aircore drilling during FY2019.

**Capstan North:** Capstan North was first drilled with aircore in 2018 with no further drilling planned on this target due to the size of the potential target.

**Hat:** The Hat Prospect is located 4km to the south of Capstan North. Gold anomalism has been defined along 3km of strike and is over 500m wide on the southern two sections drilled. The best results and widest part of the gold anomaly coincide with the favourable Dead Bullock Formation and a northwest trending antiformal fold hinge. Gold deposits in the Tanami are typically associated with folded iron rich sediments as occurs at Hat. This data will be combined with geophysical data to determine potential scale of targets.

**Capstan East Target:** The Capstan East gold trend remains underexplored with a strike length of 7km identified as a priority target for 2019. Results from reconnaissance aircore holes failed to identify gold anomalism of interest. Arsenic anomalism previously intersected is interpreted to be sourced from graphitic shales.

**Capstan South Aircore Drilling:** Results for stratigraphic aircore holes completed at Capstan South confirmed stratigraphy and forms the foundation of a detailed aeromagnetic structural interpretation to target Callie-style deposits. No significant gold anomalism was identified in this drilling.

**Galaxy:** The Galaxy Prospect is located on the southern extension of the Central Tanami Trend which produced 2.2M ozs of gold between 1997 and 2002 from a number of deposits, all hosted within the Mt Charles Formation. Jims Pit, located 5km northwest of Galaxy, is part of the Central Tanami Trend and produced ~120koz between 1998 and 2001. Aircore drilling was completed at the Galaxy Prospect testing a 9.5km long section of the prospective Mt Charles and Dead Bullock Formation along strike of Jims and the Galifrey mineralised shears.

**Apertawonga Target:** Apertawonga is located 47km to the northwest of the 14.2Moz Callie Gold Mine. The area contains magnetic Dead Bullock Formation adjacent to the Tanami Fault and has shallow cover with limited RAB drilling. The historic drilling intersected anomalous arsenic. Arsenic is often associated with gold mineralisation in the Tanami Region. Reconnaissance drilling at Apertawonga defined gold and pathfinder anomalism over 4.5km with potential extensions to the southeast however, results of drilling reduced the potential for gold mineralisation.

**Bluehart Prospect:** The Bluehart Prospect is located 53km along strike of the 14Moz Callie Gold Mine and is associated with a 1,000m long high-grade soil and rock chip gold anomaly. Bluehart is associated with a northwest trending splay off the Trans-Tanami Fault Zone, similar to Callie. This northwest splay is coincident with soil and rockchip gold anomalism. Similar to the Callie deposit, sinistral shearing and east-west aligned anticlines are present within the three target areas at Bluehart with graphitic reduced sediments mapped in outcrop. Aircore drilling during FY2021 tested three targets at the Bluehart Prospect. Low level gold results with no significant assays were returned from the aircore program.

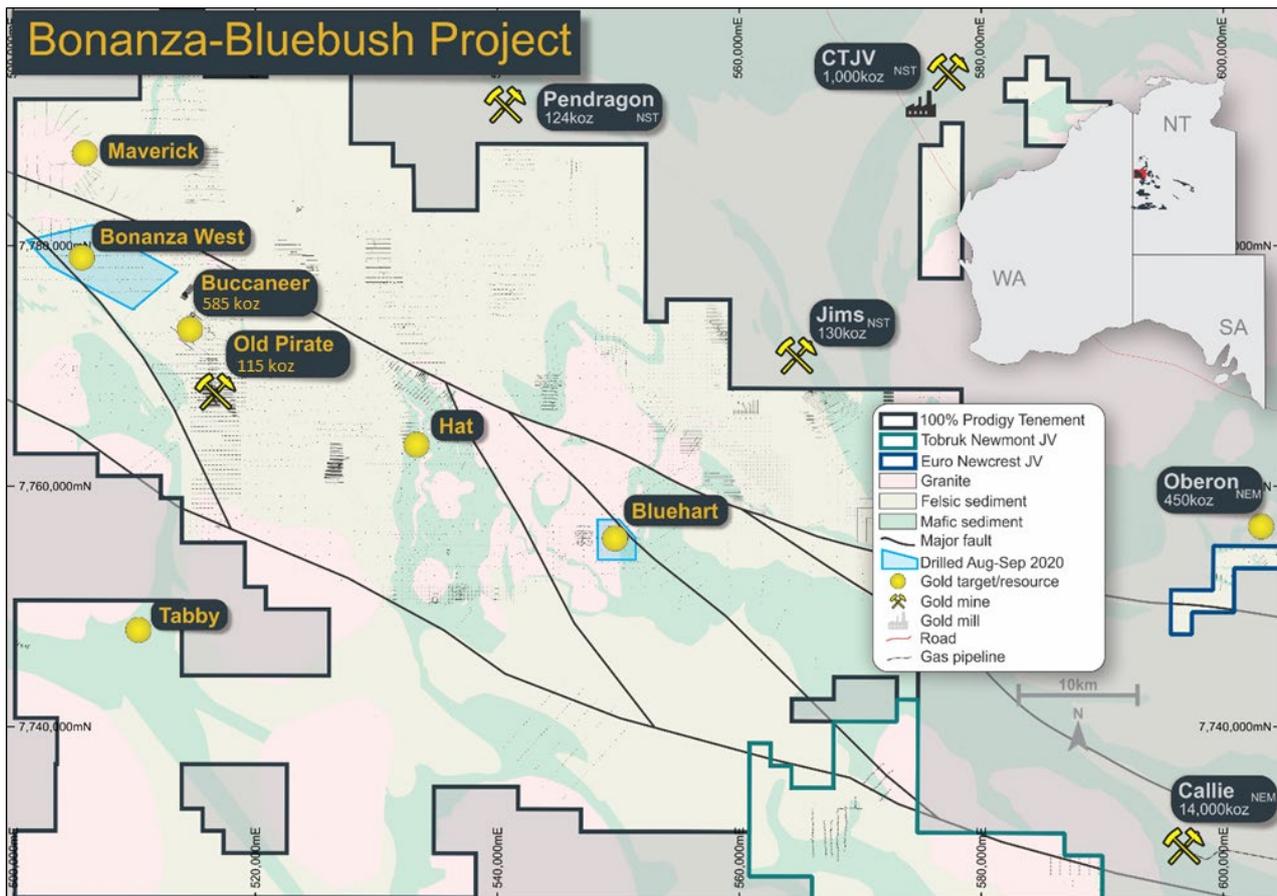
In summary, the work completed on the Bluebush project shows some potential for future deposit discovery but most of the work completed is still in the early phase of Greenfields exploration. A significant amount of future exploration would be required to advance these projects further.

### *Bonanza Project*

The Tanami Region is host to multiple 1Moz+ gold deposits (as shown in the figure below). The Company is using broad spaced RAB and aircore drilling to screen for the alteration and geochemical footprints associated with large scale deposits. Drilling is prioritised on targets with the same rocks as the known gold deposits, occurring in similar structural settings.

The Bonanza West Prospect is located to the west of the Old Pirate Gold Mine and Buccaneer Gold Deposit. The majority of the prospect area was not previously drill tested, although soil sampling was conducted over most of the region. Previous surface sampling campaigns across the targets have generated significant surficial gold and arsenic anomalies. Only portions of the existing surface anomalies had follow up drill-testing via vertical vacuum or RAB drilling. These shallow drilling techniques often failed to penetrate the cover sequence or the leached/depleted zone and where this has occurred, these techniques are not considered effective.

During FY2021 Prodigy Gold completed aircore drilling at the Bonanza West Prospect testing three target areas. The areas drilled include the Beluga Target, a 3.5km long soil gold anomaly, and two structural targets. Adjacent drilling did not appear supportive of a large scale gold system in this location. Surface gold enrichment at Beluga failed to extend into bedrock and does not warrant further work at this time by the Company.



### **Value of the Old Pirate Gold project and the Tenements**

The Company has assessed the total consideration for the Transaction to be \$5,623,950. This value was derived in accordance with AASB 6, during the 2022 audit process and is included in the Company's current assets as "Available for Sale Assets" The Company considers that this is an accurate reflection of the current market value

for the assets being disposed of in accordance with the Transaction. The pro forma statement of financial position reflecting the impact of the transaction is attached at Annexure 2.

The Company notes that it engaged an external valuation consultant to conduct a valuation of the royalty that covers the Old Pirate Gold project and certain Tenements, however, due to difficulties relating to meeting the requirements of the VALMIN code, the external valuation consultant was unable to provide a meaningful valuation.. The total value assigned to the royalty (which is the maximum allowable value for capitalisation under AASB6) is \$102,253.

### Impact of the disposal on the Company and its shareholders

In respect of the financial impact the Company, the Transaction will likely have the following financial effect:

	Pre-Transaction based on audited accounts as at 30 June 2022	Post-Transaction	% change
<b>Consolidated total assets</b>	\$13,695,559	\$11,484,609	-16.1%
<b>Consolidated total equity interests</b>	\$8,789,717	\$8,039,717	-8.53%
<b>Consolidated expenditure</b>	\$(7,981,621)	\$(7,231,621)	-9.4%
<b>Consolidated EBITDA</b>	\$(7,583,501)	\$(6,833,501)	-9.9%
<b>Consolidated loss before tax (as at 30.6.22)</b>	\$(7,620,360)	\$(6,870,360)	-9.8%

A pro forma statement of financial position, including the Company's reviewed consolidated statement of financial position as at 30 June 2022 as compared against an unaudited pro forma statement of financial position following the Transaction, showing the financial impact of the Transaction on the Company, is set out at Annexure 2. The pro forma statement, which only takes the Transaction into account and does not account for operating expenditure incurred in the period from 1 July 2022 to date, is indicative only and is not intended to be a statement of the Company's current or future financial position.

As the Transaction is structured as an asset sale, it will not:

- change the Company's corporate structure;
- have a dilutionary effect on the Company's shareholders;
- result in any changes to the Company's board or senior management; or
- result in a change to the Company name.

The Transaction will result in the Company having additional capital to use for the purposes of its other retained projects.

The Transaction will have no direct tax implications for shareholders.

### Advantages and disadvantages

The board considers that the advantages and disadvantages of the Transaction are as set out below. The board considers that the advantages outweigh the disadvantages and, as such, are of the view that the Transaction is in the best interests of the Company and its shareholders.

The advantages of the Transaction are as follows:

- it is a strategic disposal of non-core assets in line with the Company's divestment goals and objectives;

- it significantly decreases the Company's costs in relation to holding and operating the Old Pirate Gold project and Tenements. The current annual holding costs are in excess of \$500,000 in respect of the Old Pirate Gold project and in excess of \$370,000 in respect of the Tenements;
- it provides an increase to the Company's cash position without diluting shareholders' interests;
- it provides working capital to allow the Company to focus on and develop its other core projects, in particular Buccaneer and Suplejack;
- it divests assets that the Company considers are too large for a Company of its size to explore and develop efficiently;
- it allows the Company to share in the success of exploration on the Tenements through equity in Stockton;
- it allows the Company to share in the success of mining on the Old Pirate Gold project through a future income stream from royalties as well as through equity in Stockton; and
- it allows the company to focus its resources on the Core Projects as outlined above.

The disadvantages of the Transaction are as follows:

- the disposal of the assets under the Transaction may not be aligned with the investment objectives of some shareholders;
- the Company may not receive the full benefit of exploration and mining of the Old Pirate Gold project or the Tenements; and
- the Transaction may not complete carrying the risk of the assets being returned to the Company.

**Why the disposal is in the interests of the Company and its shareholders, without the offer, issue or transfer of securities in the entity acquiring the asset being made**

As set out above, a listed company can only dispose of a major asset if:

- (a) the securities in the entity acquiring the asset (other than those being retained by the company itself) are being offered, issued or transferred pro rata to the holders of the ordinary shares in the company, or in another way that, in ASX's opinion, is fair in all the circumstances; or
- (b) the company's shareholders approve the disposal.

The Company does not consider it appropriate to offer securities in the entity acquiring the asset as described in (a) above as, in the Company's view, the Transaction is the best option available to the Company in respect of the assets to be disposed of under the Transaction for the reasons set out in the section titled 'Advantages and disadvantages' above.

**Implications if the Transaction does not proceed**

If the resolution is not approved by shareholders and the Transaction does not proceed, the Company will:

- continue to hold non-core assets that the board believes is not in the best interests of the Company;
- continue to spend Company resources on the Old Pirate Gold project and Tenements to the detriment of focussing on and investing resources into its other existing core projects;
- continue to maintain its interests in the Old Pirate Gold project and Tenements and continue to investigate opportunities to obtain value from these assets by either continuing to develop and explore them or entering into joint ventures in respect of the development of the assets;
- lose any future earning potential and equity interest should the Company relinquish part, or all, of the Tenements;
- lose any future royalty potential from the Old Pirate Gold project should the Company not undertake any further work on the project; and

- have to carry the significant holding cost for the Tenements and Old Pirate Gold project.

### Indicative timetable

The indicative timetable for the Transaction is as follows:

Action	Date
Execution of Sale Agreement	28 April 2022
Announcement of Sale Agreement	29 April 2022
Dispatch of notice of meeting	27 October 2022
Annual General Meeting held	29 November 2022
Transaction completion	The date that is 5 business days after the date on which all conditions precedent are satisfied or waived, which must be no later than 31 December 2022 or such later date as agreed by the parties.
Sunset date for Stockton IPO completion	31 December 2022 or such later date as agreed by the parties.

The Company notes that the above timetable is indicative only and may be changed without providing further notice to shareholders.

### Material information

All material information required to be included in this notice of meeting in accordance with Guidance Note 13 is set out in these Explanatory Notes, above.

### Forward looking statements

The forward looking statements contained in these Explanatory Notes are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside of the control of the Company and the board, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in these Explanatory Notes. Forward looking statements include those words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans' or similar expressions.

### Directors' recommendations

The directors of the Company have certain holdings in Shares, but do not have any material interest in the outcome of Resolution 5.

The directors of the Company have approved the proposal to put this Resolution 5 to shareholders.

The directors of the Company consider that the Transaction is in the best interests of the Company and its shareholders, and recommend that shareholders vote in favour of Resolution 5.

## Resolution 6 – Approval of 10% additional placement capacity

### Background

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued Share capital through placements over a period of up to 12 months after the annual general meeting at which approval of the issue is obtained (**10% Additional Placement Capacity**). This 10% Additional Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and will, if approved, allow the Company to issue

up to 25% of its issued capital in total. If Resolution 6 is not passed, the Company will not be granted the 10% Additional Placement Capacity and will only be able to rely on its 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. On 24 October 2022, the closing price of Shares was \$0.01 per Share and the Company had 1,747,882,818 Shares on issue, meaning the market capitalisation of the Company on 24 October 2022 was approximately \$17,478,828.

As the market capitalisation of the Company is less than \$300 million and the Company is not included in the S&P/ASX 300 Index, the Company is an eligible entity. In order for the Company to utilise the additional capacity to issue equity securities under Listing Rule 7.1A, it must remain compliant with the requirements of Listing Rule 7.1A at the date of the Annual General Meeting.

The Company is now seeking shareholder approval by way of a special resolution, which requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative), to have the ability to issue equity securities under the 10% Additional Placement Capacity. The exact number of equity securities to be issued under the 10% Additional Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

### **Number of equity securities**

The formula for calculating the maximum number of equity securities that may be issued under the 10% Additional Placement Capacity is calculated as follows:

#### **(A x D) – E**

**A** is the number of Shares on issue 12 months before the date of issue or the date of agreement to issue (**Relevant Period**):

- plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period or the issue or agreement to issue the convertible securities was approved, or taken by the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where the agreement was entered into before the commencement of the Relevant Period or the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;
- less the number of Shares cancelled in the Relevant Period.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

The ability to issue equity securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

At the date of this notice, the Company has 1,747,882,818 Shares on issue. As such, provided that Resolutions 4 and 6 are passed, the Company will have capacity to issue:

- (a) 262,182,422 equity securities under Listing Rule 7.1; and
- (b) 174,788,281 equity securities under Listing Rule 7.1A.

Any equity securities issued under the 10% Additional Placement Capacity must be in the same class as an existing quoted class of equity securities of the Company.

The Company, as at the date of this notice, has only one class of quoted equity securities on issue, being Shares. Accordingly, as at the date of this notice the only equity securities the Company may issue under Listing Rule 7.1A are Shares issued for cash consideration in accordance with Listing Rule 7.1A.3.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the table below under the heading 'Risk of economic and voting dilution'.

### **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Placement Capacity as follows:

#### **(a) Period for which the approval will be valid**

Subject to approval of this resolution, the approval commences on the date on which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the Annual General Meeting;
- the time and date of the Company's next annual general meeting;
- the time and date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.

#### **(b) Minimum issue price**

The issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the volume weighted average market price for Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Shares are to be issued is agreed by the Company and the recipient of the Shares; or
- if the Shares are not issued within 10 trading days of the date in the paragraph above, the date on which the Shares are issued.

#### **(c) Purposes for which Shares may be issued**

The Company may seek to issue the Shares for the purposes of an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and development expenditure on the Company's current assets and/or general working capital.

#### **(d) Risk of economic and voting dilution**

If this resolution is approved by shareholders and the Company issues Shares under the 10% Additional Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date on which the approval under Listing Rule 7.1A is given; and
- the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of Shares that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of shareholders; and
- two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

The Table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Additional Placement Capacity, based on that shareholder's holding at the

date of the Annual General Meeting. The Table also shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

The Table has been prepared on the following assumptions:

- the Company issues the maximum number of Shares available under the 10% Additional Placement Capacity;
- no unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the equity securities;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%; and
- the issue price of \$0.01 per Share, being the closing price of Shares on 24 October 2022.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.005 50% decrease in issue price	\$0.01 Issue Price	\$0.02 100% increase in issue price
<b>Current Variable A</b> 1,747,882,818 Shares	10% voting dilution	174,788,281 Shares	174,788,281 Shares	174,788,281 Shares
	Funds raised	\$873,941	\$1,747,882	\$3,495,765
<b>50% increase in current Variable A</b> 2,621,824,227 Shares	10% voting dilution	262,182,422 Shares	262,182,422 Shares	262,182,422 Shares
	Funds raised	\$1,310,912	\$2,621,824	\$5,243,648
<b>100% increase in current Variable A</b> 3,495,765,636 Shares	10% voting dilution	349,576,563 Shares	349,576,563 Shares	349,576,563 Shares
	Funds raised	\$1,747,882	\$3,495,765	\$6,991,531

(e) **Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The intended allottees, usually sophisticated and professional investors, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the Shares on control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this notice, but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

**(f) Equity securities issued by the Company**

No equity securities have been issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Annual General Meeting.

**(g) Voting Exclusion**

A voting exclusion statement is set out in this notice. As at the date of this Annual General Meeting, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2 and as such, no shareholders will be excluded from voting on Resolution 6.

**Directors' Recommendation**

The directors recommend that shareholders vote in favour of Resolution 6.

**Resolution 7 – Conditional spill resolution****Background**

The Corporations Act under the 'two strike rule' provides that if at least 25% of the votes cast on a resolution to adopt the remuneration report are against adopting the remuneration report at two consecutive annual general meetings, the Company must convene a meeting within 90 days at which a Spill Resolution is put to shareholders. The directors of the Company that passed the resolution to adopt the remuneration report retire and under the Spill Resolution seek re-election.

At last year's annual general meeting, 49.14% of the votes cast on the resolution to adopt the remuneration report were against adopting the remuneration report, constituting a 'first strike'.

Accordingly, this resolution will only be put to the meeting if at least 25% of the votes cast on Resolution 1 to adopt the 2022 remuneration report are cast against its adoption (a 'second strike'). If fewer than 25% of the votes are cast against its adoption, then there will be no "second strike" and this Resolution 7 will not be put to the meeting. If the resolution is put, the Spill Resolution will be considered as an ordinary resolution, and if passed, a special meeting of shareholders known as a "Spill Meeting" must be held within 90 days of this meeting.

If the Spill Meeting is required to be held, all of the directors who were in office when the 2022 Directors' Report was approved, and who continue in office (excluding the CEO and Managing Director), will cease to hold office at the end of the Spill Meeting, unless they are re-elected at the Spill Meeting. These directors are Mr Brett Smith, Mr Gerard McMahon and Mr Neale Edwards. Mr Neale Edwards would need to be re-elected at the Spill Meeting to remain in office even if Resolution 2 for his re-election is passed at this Annual General Meeting.

The board considers the following factors to be relevant to a shareholder's decision on how to vote on this resolution:

- Mr Brett Smith, Mr Gerard McMahon and Mr Neale Edwards are key members of the Company's board;
- the board and the Company's executive leadership team have worked, and continue to work, cohesively and any spill of the board could significantly undermine the board's current stability and Company's ability to deliver its plan to achieve shareholder value;
- The Company has undergone a full board renewal process with Mr Smith the only director included in the previous remuneration report. All other directors, including the managing director were appointed either at or post the 2021 annual general meeting.
- the material expense that would be caused by holding another shareholders' meeting within 90 days would be significant and cause substantial disruption to the Company's business; and
- each of Mr Brett Smith, Mr Gerard McMahon and Mr Neale Edwards were either elected or re-elected as a director at the Company's 2021 annual general meeting and received strong support from shareholders for their election.

If the Company does not receive a "second strike" or the Spill Resolution fails, then the Company has a "clean slate" and enters the 2023 annual general meeting with no "strikes".

**ANNEXURE 1 – Terms of the Employee Share Option Plan**

Eligibility	<p>The Board may, in its absolute discretion, issue written invitations to Eligible Employees selected by the Board inviting them to apply for options under the ESOP.</p> <p>“Eligible Employees” under the ESOP are any person considered by the Board to be an employee of the Company, directors of the Company, and other persons determined by the Board to be treated as employees.</p>
Grant of options	<p>If the Company receives a valid application for options from an Eligible Employee under the Rules of the ESOP, the Company may at the discretion of the Board grant options to that Eligible Employee.</p> <p>The grant of options under the ESOP is subject to receipt of any necessary shareholder or other approvals under the Listing Rules, the Corporations Act and any other law applicable to the Company.</p>
Maximum number of options	<p>The Company must not grant options if such grant would result in any maximum threshold specified under any applicable Listing Rules, under the Corporations Act, or any other law applicable to the Company being exceeded.</p>
No quotation	<p>The Company will not apply to the ASX for the quotation of any options granted under the ESOP. The Company will make an application for the quotation of Shares issued upon the exercise of any options under the ESOP.</p>
Expiry of options	<p>Options will expire and lapse on the expiry date determined by the Board.</p> <p>Where a participant ceases to be an employee of the Company, unvested options held by that participant will automatically expire and lapse, and the expiry and lapse of vested options held by the participant will accelerate.</p>
Exercise of options	<p>An option granted under the ESOP may only be exercised if it has vested and has not expired. An option will automatically vest upon a change in control event occurring, regardless of the vesting date has been reached or whether an applicable vesting condition has been achieved.</p> <p>If a participant does not exercise all of their options, they must only exercise options in multiples of 1,000 and not less than 25,000 options.</p> <p>Shares issued on exercise of the options will rank equally with all existing Shares from the date of the issue of such Shares.</p>
Transfer	<p>The rights and entitlements of a participant to options may not be transferred, assigned, encumbered or otherwise disposed of by the participant except by transmission on death of the participant.</p>
Loan	<p>The directors may offer a loan to a participant who holds an option for the amount of the exercise price in order to enable the participant to pay the exercise price.</p> <p>Where the participant:</p> <ul style="list-style-type: none"> <li>• ceases to be an Eligible Employee;</li> <li>• fails to comply with a term or condition of the loan or the ESOP; or</li> <li>• becomes bankrupt,</li> </ul> <p>the Company may purchase the Shares from the participant or direct that such Shares be sold to a nominee of the Company at a price that is the lesser of the</p>

	<p>purchase price of the Shares paid by the participant and the market price at the date of such disposition.</p> <p>The Company will then apply the proceeds from the disposal of the Shares towards satisfaction of any amounts outstanding under or in connection with the Loan.</p>
Participation rights	<p>A Participant may only participate in issues of securities by the Company if the option has been exercised and a Share allotted in respect of the exercise of that option before the closing date for determining entitlements to the security issue.</p>
Reconstruction of capital	<p>In the event of any reconstruction of the issued capital of the Company between the date of grant of the options and the exercise of the options, the number of Shares to which the holder will become entitled on the exercise of the options and their exercise price will be adjusted.</p>
Termination	<p>The ESOP may be determined at any time by resolution of the Board.</p>
Governing law	<p>The ESOP is governed by the laws of Western Australia, Australia. Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies to the ESOP and all options granted under the ESOP.</p>

**ANNEXURE 2 – Pro forma statement of financial position**

<b>Prodigy Gold NL - Pro forma statement of financial position<sup>a</sup> as a result of the Transaction</b>			
	<b>Audited 30-Jun-22</b>	<b>Sale to Stockton</b>	<b>Proforma</b>
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	2,395,333	2,639,952	5,035,285
Other receivables	629,845		629,845
Inventories	4,306		4,306
Available for Sale Assets	5,623,950	(5,623,950)	-
Other current assets	131,954		131,954
<b>TOTAL CURRENT ASSETS</b>	<b>8,785,388</b>	<b>(2,983,998)</b>	<b>5,801,390</b>
<b>NON-CURRENT ASSETS</b>			
Term Deposits	2,509,484	(1,726,952)	782,532
Property, plant and equipment	108,702		108,702
Exploration and evaluation expense	2,291,985	(102,253)	2,189,732
EE Asset - Royalty right (2.5%)	-	102,253	102,253
Investment in Stockton	-	2,500,000	2,500,000
<b>TOTAL NON-CURRENT ASSETS</b>	<b>4,910,171</b>	<b>773,048</b>	<b>5,683,219</b>
<b>TOTAL ASSETS</b>	<b>13,695,559</b>	<b>(2,210,950)</b>	<b>11,484,609</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	666,261	(50,000)	616,261
Borrowings	2,500,000		2,500,000
Employee benefits	175,921		175,921
<b>TOTAL CURRENT LIABILITIES</b>	<b>3,342,182</b>	<b>(50,000)</b>	<b>3,292,182</b>
<b>NON-CURRENT LIABILITIES</b>			
Employee benefits	-		-
Provisions	1,563,660	(1,410,950)	152,710
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>1,563,660</b>	<b>(1,410,950)</b>	<b>152,710</b>
<b>TOTAL LIABILITIES</b>	<b>4,905,842</b>	<b>(1,460,950)</b>	<b>3,444,892</b>
<b>NET ASSETS</b>	<b>8,789,717</b>	<b>(750,000)</b>	<b>8,039,717</b>
<b>EQUITY</b>			
Contributed equity	187,260,818		187,260,818
Reserves	1,955,984		1,955,984
Accumulated losses	(180,427,085)		(180,427,085)
Profit / (Loss of transaction)		(750,000)	(750,000)
<b>TOTAL EQUITY</b>	<b>8,789,717</b>	<b>(750,000)</b>	<b>8,039,717</b>

**Adjustments**

- (a) Re-allocation of Bonds from Non-Current Assets - Term Deposits to Current Assets - Cash and cash equivalents \$1,726,952.
- (b) Re-allocation for Royalty Right (2.5%) for Old Pirate from Non-Current Asset Exploration and Evaluation Expense to Non-Current Asset EE Asset – Royalty right (2.5%). This amount was derived during the audit 30/6/2022 and represents the maximum amount the royalty right for Old Pirate can be recognised at in accordance with an assessment under AASB 6 paragraph 20.
- (c) Project expenditure in relation to the transaction of \$750,000 from 1 March 2022 to IPO.
- (d) Transaction consideration / Available for Sale Assets

Deposit in two tranches	\$100,000	Cash (\$50,000 received prior to 30 June 2022)
Payment for project expenditure	\$750,000	Cash
IPO payment	\$863,000	Cash
Reduction in Rehabilitation Provision	\$1,410,950	Rehabilitation obligation to be transferred to Stockton
Share Consideration (12,500,000 shares at \$0.20)	\$2,500,000	Non-current asset
<b>Total Consideration / Available for Sale Asset</b>	<b>\$5,623,950</b>	

## Breakdown of Available for Sale Assets into Asset groups

Previous EED allocation for capitalised exploration tenement	5,516,348	Capitalised at acquisition cost and assessed under AASB6 and impaired
EED for ML26822 to be transferred to Stockton / Royalty Value	102,253	Maximum allowable capitalisation under AASB6
Book value of fixed assets to be transferred to Stockton	5,349	
<b>Total Available for Sale Asset</b>	<b>\$5,623,950</b>	

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (ACST) on Sunday, 27 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
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#### IN PERSON:

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Sydney NSW 2000

#### BY EMAIL:

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+61 2 8583 3040

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**WEBCHAT:** <https://automicgroup.com.au/>

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