

# PDI & ROBEX MERGER PROCEEDING TO IMPLEMENTATION

**Predictive Discovery Limited (ASX: PDI) ("PDI") and Robex Resources Inc. (ASX: RXR, TSX-V: RBX) ("Robex")** are pleased to announce that all conditions precedent to the proposed merger (the "Transaction") have been satisfied or waived (as applicable). The Transaction is now unconditional and proceeding to completion and implementation ("Implementation"), with the effective date expected to occur on or around 15 April 2026 ("Effective Date"). A detailed trading timetable for shareholders will be issued in due course prior to Implementation.

## HIGHLIGHTS

- Merger between PDI and Robex declared unconditional and proceeding to Implementation, with the Effective Date expected to occur on or around 15 April 2026.
- Robex shareholders to receive 7.862 PDI shares for each Robex share or Robex CHES Depository Interest ("CDI").
- Leading West African gold company to be created with a strengthened portfolio of high-quality assets, targeting production of more than 400,000 ounces of gold per annum by 2029.<sup>1</sup>
- Alignment of a world-class mine-building and operations team with the tier-one Bankan Project.
- Financing synergies and balance sheet strength support a clear financing pathway for the Bankan Project, without the requirement of raising additional equity or project finance debt.
- PDI has been conditionally approved for listing on the Toronto Stock Exchange ("TSX") under the ticker symbol "PDI" following Implementation.

## MANAGEMENT COMMENTARY

**Matthew Wilcox**, Chief Executive Officer & Managing Director of Robex and incoming Chief Executive Officer & Managing Director of the combined company, commented:

*"This marks a major milestone for both Robex and PDI, with the Transaction now unconditional and proceeding to implementation. The combination brings together a portfolio of high-quality gold assets, a strengthened balance sheet and meaningful financing synergies, alongside access to a world-class mine-building and operations team with recent, hands-on experience in Guinea. With increased scale, enhanced financial capacity and a proven execution platform, the combined group is well positioned to advance its development priorities and deliver disciplined, sustainable growth."*

<sup>1</sup> 2029 production based on Bankan Project 2029 estimated production of 272koz Au (assuming first production commences in April 2028) as reported in the Definitive Feasibility Study for the Bankan Project (as released by PDI to ASX on 25 June 2025 in its announcement titled "Bankan DFS Confirms Outstanding Project Economics") and Kiniero Project 2029 estimated production of 155koz Au as reported in the updated feasibility study for the Kiniero Project (as released by Robex to ASX on 22 August 2025 in its announcement titled "Amendment to Kiniero Gold Project Technical Report").

**Andrew Pardey**, Chief Executive Officer & Managing Director of PDI and incoming Non-Executive Chairman of the combined company, added:

*"This transaction brings together two highly complementary organisations with shared conviction on asset quality, execution and long-term value creation. The combination establishes a gold company with enhanced scale, a clear strategic focus, strong and experienced leadership and the capability to deliver its growth plans. Importantly, it positions the group to create a tier-one gold mining hub in Guinea producing more than 400,000 ounces of gold per annum by 2029, underpinned by robust governance and a prudent approach to capital management."*

*"I look forward to working closely with the Board, Matthew and the broader management team as we move into the next phase of growth and deliver sustainable value for shareholders and stakeholders. I would also like to thank the Government of Guinea for its vital support and look forward to continuing the close collaboration as we grow in the country."*

The Board and Management of the combined company would like to thank all retiring Directors and Management from both Robex and PDI for their dedication, leadership and valuable contributions, which have been instrumental in positioning the companies to successfully complete this Transaction.

## **TRANSACTION STATUS**

The Transaction is being implemented by way of a statutory plan of arrangement in the Province of Québec, Canada under the *Business Corporations Act* (Québec) ("Arrangement"), pursuant to the arrangement agreement dated 5 October 2025 (as amended) ("Arrangement Agreement").

In-principle approval of the Transaction has been received from the Minister of Mines and Geology in Guinea, satisfying a key condition precedent. The approval includes customary conditions relating to tax and administrative matters, which are progressing in the ordinary course.

Engagement with the Government of Mali in relation to the Transaction is ongoing. To align with the agreed Implementation timetable, and with all other conditions precedent satisfied, the Boards of PDI and Robex have agreed to waive this condition precedent.

The Transaction is scheduled to be Implemented on or around 15 April 2026. A detailed trading timetable for shareholders will be issued in due course prior to Implementation. To facilitate Implementation, PDI and Robex have agreed to extend the Outside Date under the Arrangement Agreement to 30 April 2026.

## **BOARD AND MANAGEMENT OF THE COMBINED COMPANY (POST-IMPLEMENTATION)**

Following Implementation of the Transaction, the Board of PDI will comprise:

- Andrew Pardey – Non-Executive Chairman;
- Matthew Wilcox – Chief Executive Officer & Managing Director;
- Alain William – Executive Director, Chief Legal & Government Relations Officer;
- Simon Jackson – Lead Independent Non-Executive Director;

- Steven Michael – Non-Executive Director;
- Alberto Lavandeira – Non-Executive Director;
- Howard Golden – Non-Executive Director.

The Executive Management Team will comprise:

- Clinton Bennett – Chief Operating Officer;
- Ross McLean – Chief Financial Officer;
- Dimitrios Felekis – Chief Development Officer;
- Justin Rivers – Chief Exploration Officer;
- Gwendal Bonno – Chief Human Resources Officer.

This joint ASX Announcement has been authorised for release by the PDI Board and the Robex Board.

*Neither the TSX Venture Exchange ("TSX-V") nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.*

For further information:

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**ADVISORS AND COUNSEL**

PDI has engaged BMO Capital Markets and SCP Resource Finance LP as financial advisors, Fasken Martineau DuMoulin LLP as Canadian legal advisor and Herbert Smith Freehills Kramer as Australian legal advisor. GenCap Mining Advisory has been engaged as financial advisor to the PDI Board.

Robex has engaged Canaccord Genuity as financial advisor, Peloton Legal Pty Ltd as Australian legal advisor and Osler, Hoskin & Harcourt LLP as Canadian legal advisor.

### **NOT AN OFFER**

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities. No securities regulatory authority has approved or disapproved the contents of this announcement. The securities referred to in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, or to, or for the account or benefit of, U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, U.S. registration requirements.

### **FORWARD-LOOKING STATEMENTS**

This announcement contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements regarding the expected Implementation and timing of the effective date of the Transaction, the satisfaction of remaining procedural steps before and after the effective date of the Transaction, delisting and trading expectations and timing, gold production of the combined company and expectations regarding exploration and development potential, the derisking of development funding for the Bankan Project, and anticipated benefits of the Transaction. Forward-looking statements are based on assumptions and expectations as at the date of this announcement and are subject to known and unknown risks and uncertainties that may cause actual results to differ materially. Forward-looking statements are generally identified by words such as "will", "expect", "anticipate", "may", "could", "should", "plan", "estimate" and similar expressions.

Although PDI and Robex believe that the expectations reflected in the forward-looking statements are reasonable, undue reliance should not be placed on forward-looking statements since no assurance can be provided that such expectations will prove to be correct. Forward-looking statements are based on information available at the time those statements are made and/or good faith belief of the officers and directors of PDI and Robex as of that time with respect to future events and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or suggested by the forward-looking statements. Forward-looking statements involve numerous risks and uncertainties. Factors that could cause actual results to differ materially include, but are not limited to, risks associated with the completion of the Transaction, commodity price fluctuations, foreign exchange movements and general economic conditions, geopolitical, social and regulatory risks, operating and cost risks, the speculative nature of exploration and project development including the risks of obtaining necessary approvals, licenses and permits and diminishing quantities or grades of reserves, changes to the legal and regulatory framework within which PDI and Robex operate or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation and other risks described in PDI's public disclosure documents filed on ASX and Robex's public disclosure documents filed on SEDAR+.

Forward-looking statements speak only as of the date they are made. Except as required by applicable law, PDI and Robex undertake no obligation to update or revise any forward-looking statements contained in this announcement. All forward-looking statements contained in this announcement are expressly qualified in its entirety by the above cautionary statement.

## **PRODUCTION TARGETS**

This announcement refers to PDI and Robex having combined Mineral Resource and Ore Reserve estimates of approximately 9.5Moz Au and approximately 4.5Moz Au respectively. Further information regarding the individual Mineral Resource and Ore Reserve estimates of each of PDI and Robex is set out below.

### **PDI**

The Production Targets in respect of the Bankan Project were released to ASX on 25 June 2025 in an announcement by PDI titled "Bankan DFS Confirms Outstanding Project Economics". PDI confirms that all the material assumptions underpinning the Production Targets and forecast financial information derived from the Production Targets in the previous announcement continue to apply and have not materially changed.

### **Robex**

The production targets and forecast financial information in respect of Robex's Kiniero Project was released to ASX on 22 August 2025 in an announcement by Robex titled "Amendment to Kiniero Gold Project Technical Report". Robex confirms that all the material assumptions underpinning the production targets and forecast financial information derived from the production targets in the relevant market announcement continue to apply and have not materially changed.