Predictive Discovery Limited
ACN 127 171 877

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: **3.00pm (Australian Western Standard Time) on 21 August 2026 (3.00am (North American Eastern Time (EDT)) on 21 August 2026)**

In-person: **Grant Thornton Australia, Central Park Level 43, 152 - 158 St Georges Terrace, Perth, Western Australia, 6000 Australia**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9216 1000

Shareholders are urged to vote by lodging the Proxy Form

Predictive Discovery Limited
ACN 127 171 877

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Predictive Discovery Limited (**Company**) will be held virtually and in-person at Grant Thornton Australia, Central Park Level 43, 152 - 158 St Georges Terrace, Perth, Western Australia, 6000, Australia on 21 August 2026 at 3.00pm (Australian Western Standard Time) (21 August 2026 at 3.00am (North American Eastern Time (EDT)) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form accompany and form part of the Notice.

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of the Meeting, the persons eligible to vote at the Meeting are those who are registered holders of Shares as at 5.00pm (Australian Western Standard Time) on 19 August 2026 (5.00am (North American Eastern Time (EDT)) on 19 August 2026) (**Registration Date**). Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**), Canadian beneficial shareholders as of 10 July 2026 (**Canadian Beneficial Holder Record Date**) are entitled to receive notice of the Meeting and to provide instructions to vote at the Meeting. Please see the notes below for further voting information for Canadian beneficial shareholders and registered shareholders.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting and disclosure required by Canadian securities law. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Approval of Change of Company Name

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

'That, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "PDI Gold Ltd".'

Resolution 2 – Approval of Consolidation of Capital

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

'That, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

a) *every five (5) Shares be consolidated into one (1) Share;*

b) *every five (5) Options be consolidated into one (1) Option;*

c) *every five (5) DSUs be consolidated into one (1) DSU;*

d) *every five (5) Warrants be consolidated into one (1) Warrant; and*

e) *every five (5) Performance Rights to be consolidated into one (1) Performance Right,*

and where this Consolidation results in a fraction of a Share, Option, Warrant, or Performance Right being held, the Company be authorised to round that fraction down to the nearest whole Share, Option, Warrant or Performance Right (as applicable), with the Consolidation to take effect in accordance with the timetable set out in the Explanatory Statement.'

Resolution 3 – Approval to Issue Securities under Long Term Incentive Plan

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

*'That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the employee incentive scheme of the Company known as the Long Term Incentive Plan (**LTIP**) and the issue of Equity Securities under the LTIP, on the terms and conditions set out in the Explanatory Memorandum.'*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of:

(a) a person who is eligible to participate in the Company's Long Term Incentive Plan;

(b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this resolution by:

(a) 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

(b) the Chair 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) 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

  (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval to Grant Performance Rights to Matthew Wilcox

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

'That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 337,500 Performance Rights on a post-Consolidation basis to the Company's Chief Executive Officer and Managing Director, Mr Matthew Wilcox (or his nominee), under the Company's Long Term Incentive Plan on the terms set out in the Explanatory Memorandum.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

(a) Mr Matthew Wilcox or an associate of Mr Matthew Wilcox;

(b) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or an associate of those persons.

However, this does not apply to a vote cast in favour of this resolution by:

(a) 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

(b) the Chair 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) 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

    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 by a member of the Key Management Personnel, or a Closely Related Party of a member of the Key Management Personnel, appointed as a proxy if the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 5 – Approval to Grant Performance Rights to Alain William

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

'That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 139,174 Performance Rights on a post-Consolidation basis to the Company's Executive Director, Chief Legal and Government Relations Officer, Mr Alain William (or his nominee), under the Company's Long Term Incentive Plan on the terms set out in the Explanatory Memorandum.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

(a) Mr Alain William or an associate of Mr Alain William;

(b) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or an associate of those persons.

However, this does not apply to a vote cast in favour of this resolution by:

(a) 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

(b) the Chair 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) 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

    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 5 by a member of the Key Management Personnel, or a Closely Related Party of a member of the Key Management Personnel, appointed as a proxy if the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 6 – Approval of Potential Termination Benefits under the LTIP

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

*'That, in accordance with Rule 7.9 of the Constitution and for the purposes of sections 200B and 200E of the Corporations Act, ASX Listing Rule 10.19 and for all other purposes, Shareholders approve the giving of benefits to any person who, from time to time, holds or has held a managerial or executive office in the Company or a related body corporate, in connection with that person ceasing to hold their managerial or executive office in the Company or a related body corporate (**Benefits**), as described in*

the Explanatory Statement accompanying this Notice of Meeting.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of any persons entitled to receive a Benefit and any associates of those persons.

However, this does not apply to a vote cast in favour of this resolution by:

(a) 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

(b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) 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

    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with sections 200E and 250BD of the Corporations Act, a vote must not be cast on Resolution 6 by a member of the Key Management Personnel, or a Closely Related Party of a member of the Key Management Personnel, appointed as a proxy if the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7– Amendment to Constitution

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

'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be amended in the manner set out in the draft amended constitution circulated to members with the Notice of Meeting by repealing it in full and replacing it with the draft constitution circulated to members with the Notice of Meeting.'

BY ORDER OF THE BOARD

Andrew Pardey
Non-Executive Chairperson
Predictive Discovery Limited
Dated: 21 July 2026

NOTES

The details and information in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

If you hold your Shares directly in your own name, you are a registered shareholder of the Company (a **Registered Shareholder**). Your Shares may be registered not in your name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or stockbroker, or a clearing agency in which such an intermediary participates). If Shares are listed in an account statement provided to you by a broker, then it is likely that those Shares are not registered in your name, but under the broker's name or under the name of a depository (such as The Canadian Depository for Securities Limited, the nominee for many Canadian brokerage firms). If your Shares are registered in the name of an intermediary or a nominee, you are a non-registered, or beneficial, shareholder (a **Non-Registered Owner, beneficial owner** or **beneficial shareholder**).

1.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out in this Notice of Meeting. See Section 1.6 below with respect to voting for Canadian Non-Registered Owners.

If you have any questions or need more information about voting your Shares, please contact the Company's Canadian transfer agent, Computershare Investor Services Inc, by calling 1 800-564-6253 (toll free within North America) or the Company's Australian share registry, Computershare Investor Services Pty Limited, by calling 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

1.2 Voting by poll

The vote on each resolution set out in this Notice of Meeting will be conducted by way of a poll. Shareholders are encouraged to lodge directed proxies in advance of the Meeting. See Section 1.6 below with respect to voting for Canadian Non-Registered Owners.

If you are a Shareholder entitled to vote at the Meeting, you may vote by:

(a) attending and voting in person;

(b) appointing one or two proxies to attend the Meeting and vote on your behalf, by lodging your Proxy Form;

(c) appointing an attorney to attend the Meeting and vote on your behalf, using a power of attorney; or

(d) in the case of a body corporate, appointing a body corporate representative to attend the Meeting and vote on behalf of the body corporate, using a certificate of appointment of body corporate representative.

1.3 Voting by proxy

A Proxy Form accompanies this Notice of Meeting. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form by the time and in accordance with the instructions set out on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person. See Section 1.6 below with respect to voting for Canadian Non-Registered Owners.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(a) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(b) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(c) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

If:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

If you wish to exercise your right to vote by proxy, your completed and signed Proxy Form, and any authority under which it is signed (or certified copy of the authority) must be received by the Company by 3.00pm (Australian Western Standard Time) on 19 August 2026 (3.00am (North American Eastern Time (EDT)) on 19 August 2026), being not later than 48 hours before the commencement of the Meeting.

The Proxy Form must be signed by the Shareholder or, if the Shareholder is a body corporate, it must be executed in accordance with section 127 of the Corporations Act, or by its duly authorised officer or attorney.

1.4 Voting by a corporation

Members or proxies that are corporations entitled to vote and participate at the Meeting may appoint an individual to act as its corporate representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the appointment of a corporate representative must be lodged with the Company before the Meeting. See Section 1.6 below with respect to voting for Canadian Non-Registered Owners.

1.5 Voting by attorney

You are entitled to appoint an attorney to participate and vote at the Meeting on the member's behalf. An attorney need not be a member of the Company. The power of attorney appointing the attorney must be duly signed and specify the name of each of the member, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as Proxy Forms. See Section 1.6 below with respect to voting for Canadian Non-Registered Owners.

1.6 Canadian Non-Registered Owners or Beneficial Shareholders

Canadian beneficial shareholders should be aware that only the Registered Shareholders whose names appear on the share register of the Company are entitled to vote at the Meeting. The purpose of the procedures described below is to permit Canadian beneficial shareholders to direct the voting of the Shares they beneficially own in accordance with NI 54-101. There are two categories of Canadian beneficial shareholders: Canadian beneficial shareholders who have provided instructions to an intermediary that they do not object to the intermediary disclosing ownership information about them are considered to be NOBOs. Canadian beneficial shareholders who have objected to an intermediary providing ownership information are OBOs.

The Notice, Explanatory Memorandum and proxy-related materials will be sent to intermediaries to be forwarded to all Canadian Non-Registered Owners. The intermediary holding the Shares on your behalf has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

The Company will be sending the Notice, Explanatory Memorandum, and proxy-related materials to NOBOs directly. The Company does not intend to pay for intermediaries to forward the Notice, Explanatory Memorandum, and proxy-related materials to OBOs. Consequently, an OBO will not receive the Notice, Explanatory Memorandum, and proxy-related materials unless the OBO's intermediary/broker assumes the cost of delivery. In addition, Canadian beneficial shareholders receive a voting instruction form (**VIF**) from an intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF.

(a) Voting Procedure for Canadian Beneficial Shareholders

Intermediaries (which are usually banks, trust companies, securities dealers or stockbrokers, or clearing agencies in which such an intermediary participates), which are the Canadian Registered Shareholders, can only vote the Shares if instructed to do so by the Canadian beneficial shareholders. Every intermediary has its own mailing procedure and provides its own instructions. You should consider and follow the instructions which your intermediary provides to you (or which are otherwise contained in the contract between you and your intermediary). Typically, a beneficial owner will be given a VIF, which must be completed and signed by the beneficial owner in accordance with the instructions provided by the intermediary. The purpose of such VIF is to give the intermediary permission on how to vote on behalf of or otherwise represent the beneficial owner at the Meeting. A Canadian beneficial shareholder cannot use the VIF to vote or otherwise represent Shares at the Meeting.

The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions (**Broadridge**). Broadridge mails the VIFs to the Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date and asks the Canadian beneficial shareholders to return the VIFs to Broadridge. Broadridge then tabulates the results of all VIFs received from Canadian beneficial shareholders as of the beneficial ownership determination date respecting the Shares to be represented at the Meeting. The VIF must be returned to Broadridge in advance of the Meeting as per the instructions on the VIF in order to have the Shares voted or otherwise represented at the Meeting.

(b) Voting by Internet, Telephone or Facsimile

If you are a Canadian beneficial shareholder and have been provided with a VIF from your intermediary, you may be given the option of submitting your voting instructions by telephone or facsimile – follow the instructions on the VIF. You will likely also be able to submit your voting instructions by Internet by accessing the URL or web address as provided in the VIF, entering the control number that appears on the VIF, indicating your vote on each resolution and selecting “final submission”. Any such vote is an instruction to your intermediary as to how you wish to vote. It is not a vote cast by you at the Meeting.

Canadian beneficial shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

1.7 Chair's voting intentions

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form for that Resolution.

1.8 Submitting questions

Shareholders are encouraged to submit any questions that they may wish to put to the Company during the Meeting in writing by email to the Company Secretary at cosec@pdigold.com, by no later than 3.00pm (Australian Western Standard Time) on 20 August 2026 (3.00am (North American Eastern Time (EDT)) on 20 August 2026), being the day prior to the Meeting. Shareholders will also be able to ask questions during the Meeting either attending in person or using the web-based meeting portal, and Shareholders will be required to give their names when asking a question.

Predictive Discovery Limited
ACN 127 171 877
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually and in-person at Grant Thornton Australia, Central Park Level 43, 152 - 158 St Georges Terrace, Perth, Western Australia, 6000, Australia on 21 August 2026 at 3.00pm (Australian Western Standard Time) (21 August 2026 at 3.00am (North American Eastern Time (EDT))).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Resolution 1 – Approval of Change of Company NameApproval of Change of Company Name
Section 3	Resolution 2 – Approval of Consolidation of CapitalApproval of Consolidation of Capital
Section 4	Resolution 3 – Approval to Issue Securities under Long Term Incentive Plan
Section 5	Resolution 4 – Approval to Grant Performance Rights to Matthew Wilcox
Section 6	Resolution 5 – Approval to Grant Performance Rights to Alain William
Section 7	Resolution 6 – Approval of Potential Termination Benefits
Section 8	Resolution 7 – Amendment of Constitution
Section 9	General Matters
Schedule 1	Definitions
Schedule 2	Summary of Long Term Incentive Plan
Schedule 3	Summary of material differences between existing Constitution and New Constitution

A Proxy Form is made available with the Explanatory Memorandum.

2. Resolution 1 – Approval of Change of Company Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to "PDI Gold Limited".

If Resolution 1 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 1 is passed and subject to the Listing Rules, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

The Directors of the Company believe Resolution 1 is in the best interest of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – Approval of Consolidation of Capital

3.1 General

The Company is proposing the Shares be consolidated through the consolidation of every 5 Shares into 1 Share.

The Consolidation is proposed by the Company to reduce the total number of Securities on issue, provide a more appropriate and effective capital structure and result in a share price that is more appealing to investors.

If Resolution 2 is passed and excluding any Securities issued pursuant to the other Resolutions, the number of:

(a) Shares on issue will be reduced from five (5) to one (1) (subject to rounding);

(b) Options on issue will be reduced from five (5) to one (1) (subject to rounding);

(c) DSUs on issue will be reduced from five (5) to one (1) (subject to rounding);

(d) Warrants on issue will be reduced from five (5) to one (1) (subject to rounding); and

(e) Existing Performance Rights on issue will be reduced from five (5) to one (1) (subject to rounding).

3.2 Legal Requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The Consolidation is also subject to the Listing Rules.

Listing Rule 7.20 provides that, if a company proposes to reorganise its capital, it must advise shareholders of certain matters which are set out in the below Sections. No voting exclusions apply, and all shareholders can vote on the resolution.

Listing Rule 7.21 provides that a listed company which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22.1 requires that where a listed company with options undertakes a consolidation of its capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

3.3 Fractional Entitlements

Not all Security holders will hold that number of Shares, Options, DSUs, Warrants or Existing Performance Rights (as the case may be) which can be evenly divided by five (5). Where the Consolidation results in a holder of a Share, Option, DSU, Warrant or Performance Right having an entitlement to a fraction of a Share, Option, DSU, Warrant or Performance Right, the fraction will be rounded down to the nearest whole number of Shares, Options, DSUs, Warrants or Existing Performance Rights (as applicable).

3.4 Effect of the Consolidation

In addition to consolidation of the Shares on issue on a five to one (5 to 1) basis, if the Consolidation is approved and subject to the Listing Rules, any convertible securities in the capital of the Company must also be reorganised in accordance with the terms and conditions of those convertible securities and ASX Listing Rules 7.21 and 7.22.1. Given the Company has a number of convertible securities on issue as at the date of this Notice (as set out in Section 3.5 below), the convertible securities will be consolidated in the same ratio as the Consolidation of Shares and their respective exercise prices will be amended in inverse proportion to that ratio.

3.5 Effect on Capital Structure

As at the date of this Notice, the effect of the Consolidation on the Company's capital structure is set out below.

Capital Structure	Shares	Options	DSUs	Warrants
Pre-Consolidation Securities [1]	4,940,077,185	48,547,850	786,200	98,275,000
Post Consolidation Securities [2 3]	**988,015,437**	**9,709,570**	**157,240**	**19,655,000**

1. As at the date of this Notice.
2. Subject to rounding of fractional entitlements.
3. Assumes no Convertible Security is exercised or converted prior to Consolidation.

Shares

The Company has 4,940,077,185 Shares on issue as at the date of this Notice. If Resolution 2 is passed and subject to the Listing Rules, every five (5) Shares on issue will be consolidated into one (1) Share (subject to rounding). As at the date of this Notice, this will result in the number of Shares currently on issue being reduced from 4,940,077,185 to 988,015,437 (the number of Shares ultimately on issue post-Consolidation will depend on the rounding of fractional entitlements). This assumes no existing Options or Convertible Securities are exercised prior to the Consolidation.

As the Consolidation will apply equally to all Shareholders, individual shareholdings will be reduced in the same ratio (subject to rounding). The Consolidation will have no effect on the percentage of equity interest that each Shareholder has in the Company (subject to the impact of rounding).

Options

The Company has a total of 48,547,850 Options on issue as at the date of this Notice. If Resolution 2 is passed and subject to the Listing Rules, in accordance with the terms of the Options and Listing Rule 7.22.1, the number of Options will be consolidated on the same basis as the Shares such that every five (5) Options on issue will be consolidated into one (1) Option (subject to rounding), with the exercise price of each Option being amended in inverse proportion to the Consolidation ratio. As at the date of this Notice, this will result in the number of Options on issue being reduced from 48,547,850 to 9,709,570 (the number of Options ultimately on issue post-Consolidation will depend on the rounding of fractional entitlements).

As at the date of this Notice, the effect of the Consolidation on the Options and Warrants is set out below.

Options – Pre Consolidation

Terms	Number
Options exercisable at A$0.472 expiring 11 July 2027	432,410
Options exercisable at A$0.38 expiring 21 September 2028	1,729,640
Options exercisable at A$0.28 expiring 9 December 2027	46,385,800
Total	**48,547,850**

Options – Post Consolidation

Terms	Number
Options exercisable at A$2.36 expiring 11 July 2027	86,482
Options exercisable at A$1.90 expiring 21 September 2028	345,928
Options exercisable at A$1.40 expiring 9 December 2027	9,277,160
Total	**9,709,570**

Warrants

The Company has a total of 98,275,000 Warrants on issue as at the date of this Notice. If Resolution 2 is passed and subject to the Listing Rules, in accordance with the terms of the Warrants and Listing Rule 7.22, the number of Warrants will be consolidated on the same basis as the Shares such that every five (5) Warrants on issue will be consolidated into one (1) Warrant (subject to rounding), with the exercise price of each Warrant being amended in inverse proportion to the Consolidation ratio. As at the date of this Notice, this will result in the number of Warrants on issue being reduced from 98,275,000 to 19,655,000 (the number of Warrants ultimately on issue post-Consolidation will depend on the rounding of fractional entitlements).

As at the date of this Notice, the effect of the Consolidation on the Warrants is set out below.

Warrants – Pre Consolidation

Terms	Number
Warrants exercisable at $0.36 expiring 15 April 2028	98,275,000
Total	**98,275,000**

Warrants – Post Consolidation

Terms	Number
Warrants exercisable at $1.80 expiring 15 April 2028	19,655,000
Total	**19,655,000**

DSUs

The Company has a total of 786,200 DSUs on issue as at the date of this Notice.

If Resolution 2 is passed and subject to the Listing Rules, in accordance with the terms of the DSUs, the number of DSUs will be consolidated on the same basis as the Shares such that every five (5) DSUs on issue will be consolidated into one (1) DSU (subject to rounding).

As at the date of this Notice, this will result in the number of DSUs on issue being reduced from 786,200 to 157,240 (the number of DSUs ultimately on issue post-Consolidation will depend on the rounding of fractional amounts).

3.6 Taxation implications

It is not considered that any taxation implications will exist for Security holders as a result of the Consolidation. However, Security holders are advised to seek their own tax advice on the effect of the Consolidation. The Company does not accept any responsibility for the individual taxation implications as a result of the Consolidation.

3.7 Holding Statements

From the date of the Consolidation, all holding statements (or direct registration system advices (**DRS**) or share certificates, as applicable) for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements (or DRS or share certificates, as applicable) for Securities to be issued to holders of those Securities.

It is the responsibility of each Security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

3.8 Indicative Timetable

If Resolution 2 is passed and subject to the Listing Rules, the Consolidation will take effect in accordance with the following indicative timetable (as set out in Appendix 7A (paragraph 5) of the ASX Listing Rules):

Action	Indicative date
Canadian Beneficial Holder Record Date	Friday, 10 July 2026
Company announces Consolidation and dispatches Notice of Meeting	Tuesday, 21 July 2026
Shareholders approve the Consolidation	Friday, 21 August 2026
Effective Date	Monday, 24 August 2026
Last day for pre-Consolidation trading	Tuesday, 25 August 2026
Post-Consolidation trading starts on a deferred settlement basis	Wednesday, 26 August 2026
Record Date (last day for the Company to register transfers on a pre-Consolidation basis)	Thursday, 27 August 2026
First day for the Company to update its register and send holding statements (or DRS or share certificates, as applicable) to security holders reflecting the change in their holdings	Friday, 28 August 2026
Last day for entity to update its register and send holding statements (or DRS or share certificates, as applicable) to security holders reflecting the change in their holdings and notify ASX that this has occurred	Friday, 4 September 2026
Commencement of normal settlement trading of securities on a consolidated basis	Monday, 7 September 2026

The above timetable is indicative only and the Company reserves the right to vary the timetable subject to compliance with the Listing Rules.

3.9 Additional Information

The Directors of the Company believe Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Approval to Issue Securities under Incentive Plan

4.1 General

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 6,500,000 Securities on a post consolidation basis, representing approximately 0.66% of the issued and outstanding Shares on a post consolidation basis as at the date of this Notice, under the Incentive Plan. There is no maximum number of Awards that can be granted to any one person under the LTIP.

The objective of the Incentive Plan is to reward, motivate and retain directors and employees of, and other persons who provide services to, the Company. The Company considers the adoption of the Incentive Plan and the future issue of Securities under the Incentive Plan will provide selected employees, directors and other service providers with the opportunity to share in the future growth of the Company and a greater incentive to focus on the Company's longer-term goals.

A summary of the material terms of the Incentive Plan is set out in Schedule 2.

4.2 Legal Requirements

Generally, subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without shareholder approval over any rolling 12 month period to 15% of the number of fully paid ordinary shares on issue at the start of the 12 month period.

Listing Rule 7.2 Exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of equity securities under an employee incentive scheme if, within 3 years before the date of issue of the securities, shareholders have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2 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 in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 Exception 13(b). Listing Rule 7.2 Exception 13(b) also 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 at which the approval was obtained.

4.3 Shareholder Approval

If Resolution 3 is passed, the Company will be able to issue Securities under the Incentive Plan, up to the maximum number set out in the Notice of Meeting, to eligible participants over a period of 3 years from the date of Resolution 3 being passed. The issue of any Securities to eligible participants under the Incentive Plan (up to the maximum number of Securities stated in the Notice of Meeting) will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

The Company must seek shareholder approval under Listing Rule 10.14 in respect of any future issue of Securities under the Incentive Plan to a Director, their associate or a person whose relationship with the Company or a Director (or their associate) is, in ASX's opinion, such that requires approval for the issue.

If Resolution 3 is not passed, the Company will be able to proceed with an issue of Securities under the Incentive Plan to eligible participants, but any such issue of Securities will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue (unless another exception in Listing Rule 7.2 applies to the issue).

4.4 Information required under Listing Rule 7.2 Exception 13(b)

The following information is provided in accordance with Listing Rule 7.2 Exception 13(b).

Summary of terms of the Incentive Plan	A summary of the material terms of the Incentive Plan is set out in Schedule 2.
Number of Securities previously issued under the Incentive Plan	At the date of this Notice, the Company has not issued any Securities under the Incentive Plan.

Maximum number of Securities proposed to be issued under the Incentive Plan following approval	If Resolution 3 is approved by Shareholders, the Company will issue up to a maximum of 6,500,000 Securities (representing approximately 0.66% of the issued and outstanding Shares on a post consolidation basis as at the date of this Notice) on a post-consolidation basis, under the Incentive Plan during the three (3) year period following approval. This limit excludes any issues that are then cancelled or lapse in accordance with the terms of the Incentive Plan. The maximum number of Securities is stated as a limit for the purposes of Listing Rule 7.2 Exception 13(b) and is not necessarily indicative of the actual number of Securities to be issued under the Incentive Plan.
Voting exclusion statement	A voting exclusion statement for Resolution 3 is set out in the Notice of Meeting.

4.5 Additional Information

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Approval to Grant Performance Rights to Matthew Wilcox

5.1 General

Resolution 4 seeks Shareholder approval for the purposes of ASX Listing Rules 10.14 for the proposed grant, subject to the passing of Resolution 3 (to approve the issue of Securities under the Long Term Incentive Plan), of 337,500 Performance Rights on a post Consolidation basis, to the Chief Executive Officer and Managing Director of the Company, Mr Matthew Wilcox (or his nominee), under the Company’s Long Term Incentive Plan.

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that grants made to eligible persons under the Long Term Incentive Plan provides a powerful tool to underpin the Company's employment and engagement strategy, and that the implementation of the plan will:

- enable the Company to recruit, incentivise and retain key personnel and other employees needed to achieve the Company's business objectives;
- link the reward of key staff with the achievements of strategic goals and the long term performance of the Company;
- align the financial interest of participants in the Plan with those of Shareholders; and
- provide incentives to participants in the Plan to focus on superior performance that creates Shareholder value.

5.2 Background

For the calendar year ending 31 December 2026 Mr Matthew Wilcox’s total remuneration package comprises:

- Fixed remuneration: $900,000 per annum plus statutory superannuation.
- Short term incentive: The maximum STI the Executive may achieve is 75% of target (there is no over-earn potential).

  At the Board's discretion, up to 25% of the CEO's STI award may be deferred for 12 months as PDI shares, subject to shareholder approval. Deferred shares vest on the first anniversary of the award date, subject to continued employment. This aligns the CEO's interests with medium-term shareholder outcomes.
- Long term incentive: Maximum 150% to be awarded as performance rights subject to vesting milestones and shareholder approval.

The components of the remuneration will be proportioned to ensure a significant portion of total remuneration is at-risk and performance-based, consistent with market practice and the Company's objective of aligning executive rewards with shareholder value creation.

Personnel	Fixed Remuneration	STIP (% of FR)	LTIP (% of FR)	Total at-risk (% of FR)
Chief Executive Officer / Managing Director	$900,000	75%	150%	225%

The total target component of remuneration at-risk for the Chief Executive Officer and Managing Director comprises 225% of the total remuneration. The grant of Performance Rights comprises a key component of the remuneration package.

5.3 Legal Requirements

ASX Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without shareholder approval:

(a) a director of the entity;

(b) associate of a director of the entity; or

(c) a person whose relationships with the entity or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

As Mr Matthew Wilcox is a director of the Company, the proposed grant of Performance Rights requires the shareholder approval pursuant to ASX Listing Rule 10.14.1. Shareholders are asked to approve the grant of the Performance Rights to Mr Matthew Wilcox.

If Resolution 4 is passed, the Company will be able to grant the Performance Rights to Mr Matthew Wilcox on the terms set out in section 5.5 below, and the grant will not count towards the Company's placement capacity under ASX Listing Rule 7.1. It is intended that the Performance Rights will be granted within one month following the Meeting.

If Resolution 4 is not passed, the Company will not be able to grant the Performance Rights and may consider alternative remuneration arrangements to provide an incentive for future performance.

5.4 Proposed Grant

The Performance Rights will be granted to Mr Matthew Wilcox (or his nominee). Mr Matthew Wilcox is the Chief Executive Officer and Managing Director of the Company.

The Company proposes to grant the Performance Rights as a long-term incentive award for the period CY2026-2028. Each Performance Right will entitle Mr Matthew Wilcox to receive one (1) fully paid ordinary share in the Company at a nil exercise price, subject to the vesting conditions being met and exercise of the Performance Right by Mr Matthew Wilcox.

The number of Performance Rights to be granted to Mr Wilcox is calculated as follows:

Number of Performance Rights = (TFR x LTI % Opportunity) ÷ VWAP

VWAP = Volume Weighted Average Price of ordinary shares in the Company

The VWAP is calculated over the 20 trading day period immediately preceding the date of grant.

5.5 Vesting conditions – LTIP Grant

Long term incentive awards under the Long Term Incentive Plan are designed to align the interests of the Company's Key Management Personnel more closely with the interests of Shareholders and provide greater incentive for Key Management Personnel to focus on the Company's longer term goals.

The Performance Rights will vest over a 36-month period from the date of grant, subject to satisfaction of the applicable performance hurdles.

The Performance Rights are subject to four performance hurdles, to be measured over a three (3) year performance period commencing on 1 January 2026 and ending 31 December 2028 and weighted as set out below.

Performance measure	Weighting	Criteria
First Performance Hurdle Relative Total Shareholder Return (**TSR**)	40%	Measured against a global group of gold peer group companies. PDI TSR ranked vs. a peer group of ASX/TSX-listed gold producers, comprising: - Endeavour Mining plc (TSX: EDV) - B2Gold Corp (TSX: BTO) - West African Resources Limited (ASX: WAF) - Perseus Mining Limited (ASX/TSX: PRU) - Resolute Mining Limited (ASX: RSG) - Fortuna Mining Corp (NYSE: FSM / TSX: FVI) - Asante Gold Corporation (TSX: ASE) - Orezone Gold Corporation (ASX/TSX: ORE) PDI TSR Ranking Percentile: - Below 50%: 0% vests

Performance measure	Weighting	Criteria
		- Between 50th and 75th percentile: Straight line pro rata - Above 75%: 100% vests
Second Performance Hurdle Guidance (Gold production and AISC)	20%	Measured against publicly disclosed guidance for gold production (oz) and AISC (US$/oz) over the performance period. Vesting scales on a straight-line pro rata basis across the full guidance range: - At/below bottom of guidance range: 0% vests - At guidance midpoint: 50% vests - At/above top of guidance range: 100% vests - Straight-line pro rata between bottom and top of range Equal weighting (50/50) applied to production and AISC performance.
Third Performance Hurdle Ore Reserve / Resource Growth	20%	Group Ore Reserve and Mineral Resource additions (koz) vs. targets set at grant date; replacement ratio over the performance period. - Below 120%: 0% vests - At/above 120%: 100% vests
Fourth Performance Hurdle Projects	20%	Board-approved project delivery milestones, principally Bankan Gold Project: - First gold pour completed within 24 months of Permit Grant Date (100% of target)

First Performance Hurdle

For the purposes of the First Performance Hurdle, the Company's TSR will be calculated over the performance period and ranked against the relative TSR performance of a peer group of ASX/NYSE/TSX listed gold production companies approved by the Board at the grant date, comprising eight companies detailed in the table above.

TSR will be measured by the share price appreciation plus dividends reinvested, calculated over the full three (3) year performance period from the grant date, and ranked against the relative TSR performance of the Peer Group.

Share price will be measured using a 20-day VWAP for the 20 trading days up to and including the first day of the performance period and the 20-day trading days up to and including the last day of the performance period.

For the First Performance Hurdle, the Company's percentile will determine the number of Performance Rights to vest in accordance with the following table:

PDI TSR Ranking relative to Peer Group	Vesting % of First Performance Hurdle tranche *
Below 50th percentile	0% (nil vesting)
Between 50th and 75th percentile (between target and stretch)	Straight line pro rata of First Performance Hurdle
At the 75th percentile and above (stretch)	100% of First Performance Hurdle, subject to aggregate 100% grant cap

Note: Vesting percentages in this table apply only to the First Performance Hurdle. Any stretch vesting above 100% is included in the weighted aggregate LTIP calculation but remains subject to the 100% cap on the total number of Performance Rights that may vest under the grant.

Second Performance Hurdle

The Second Performance Hurdle comprises two sub-hurdles, gold production volume and cost control. Each performance hurdle comprises 50% of the Second Performance Hurdle weighting (which represents 20% of the weighted aggregate LTIP calculation).

Sub-hurdle 2A – Gold Production

This is measured as cumulative consolidated gold production (oz) over the three (3) year performance period vs. published production guidance for the calendar year.

Cumulative Production vs Published Guidance	Vesting % of Sub-hurdle 2A tranche
At/below bottom of guidance range	0% (nil vesting)
At guidance midpoint	50%
Between bottom and top of guidance range	Straight line pro rata.
At/above top of guidance range	100%

Note: Vesting percentages in this table apply only to the Sub-hurdle 2A tranche of the Second Performance Hurdle.

Sub-hurdle 2B – AISC

This is measured as group AISC (US$/oz, World Gold Council definition) averaged across the 3 year performance period vs. published guidance at the commencement of each year.

Cumulative AISC vs Published Guidance	Vesting % of Sub-hurdle 2B tranche
At/above top of AISC guidance range	0% (nil vesting)
At AISC guidance midpoint	50%
Between top and bottom of AISC guidance range	Straight line pro rata.
At/below AISC guidance range	100%

Note: Vesting percentages in this table apply only to the Sub-hurdle 2B tranche of the Second Performance Hurdle.

Third Performance Hurdle

The Third Performance Hurdle relates to Ore Reserve replacement (a measure of mine life sustainability) and represents 20% of the weighted aggregate LTIP calculation.

This measure is JORC Ore Reserves at the end of the performance period measured relative to the Company's Ore Reserves at Grant date (organic growth only, excluding acquisitions). Additions from all sources count (Bankan conversion to Reserve, Kiniero extensions, Nampala).

Reserve Replacement Ratio	Vesting % of Sub-hurdle 3A tranche
Below 120%	0% (nil vesting)
At/above 120% (target)	100%

Note: Vesting percentages in this table apply only to the Third Performance Hurdle.

Board discretion

The Board retains discretion to adjust targets for material changes in JORC Code or commodity price driven cut off changes.

Fourth Performance Hurdle

The Fourth Performance Hurdle is focused on directly incentivising delivery of the Bankan Gold Project, the Company's primary value creation driver over the 2026-2028 period, and the central strategy priority for the Board.

The milestones are binary or near binary events and set by the Board at the commencement of each three (3) year grant cycle, as disclosed in the Remuneration Report on a retrospective basis. For the inaugural 2026-2028 LTIP grant, the milestone and weighting is set out below:

Milestone	Target Timing	Weight within Fourth Performance Hurdle
Bankan first gold pour completed within 24 months of Exploitation Permit Grant date.	Within 24 months of Exploitation Permit Grant	100%

Vesting cap

For each LTIP grant, vesting is first calculated separately for each performance hurdle by multiplying the relevant hurdle weighting by the vesting percentage achieved for that hurdle. No proposed hurdles include stretch vesting outcomes above 100% of that hurdle's weighting. However, these stretch outcomes are used only for the purpose of calculating the overall performance outcome and do not increase the maximum number of Performance Rights that may vest under the grant.

The aggregate vesting outcome for any LTIP grant is capped at 100% of the original grant. This means that, even where one or more hurdles are achieved at stretch and the weighted calculation produces an outcome above 100%, the number of Performance Rights that vest cannot exceed the number originally granted.

The Board retains discretion to reduce vesting below the calculated outcome or below the 100% cap in accordance with its overriding discretion as outlined in Section 5.7 below, but may not increase vesting above 100% of the original grant under any circumstances.

5.6 Board discretion

The Board may in its discretion reduce or eliminate vesting outcomes, despite the satisfaction of the quantitative performance conditions in appropriate cases, such as:

(a) a material safety incident, fatality or significant environmental breach during the performance period;

(b) a material restatement of financial results;

(c) conduct that is contrary to the Company's Code of Conduct or values;

(d) outcomes that the Board considers inconsistent with the spirit of the plan or that are not in shareholders' interests.

5.7 Lapse of Performance Rights

Unless otherwise determined by the Board, a Performance Right will lapse on the earlier of:

(a) the Board determining that any performance hurdle applicable to the Performance Right has not been satisfied in accordance with its terms or is incapable of being satisfied;

(b) the day immediately following the last date of exercise period; or

(c) certain circumstances connected with the cessation of employment, a change of control event or a breach of duty or act of fraud or misconduct.

5.8 Clawback

Performance Rights may be subject to clawback in circumstances where the Board discovers a material misstatement in the Company's financial statements or another event occurs which results in the vesting conditions being wrongly treated as satisfied. The Board may then cancel the affected Performance Rights for no consideration or treat affected Shares as forfeited, require repayment of the after-tax value of the affected awards or shares or adjust current or future remuneration, incentives or plan participation.

5.9 Dealing restrictions

A participant must not deal with their Performance Rights issued under the LTIP unless the Board gives prior consent or the transfer occurs by operation of law on a participant's death.

5.10 Incentive Plan terms

A summary of other applicable material terms of the LTIP is set out in Schedule 2.

6. Resolution 5 – Approval to Grant Performance Rights to Alain William

6.1 General

Resolution 5 seeks Shareholder approval for the purposes of ASX Listing Rules 10.14 for the proposed grant, subject to the passing of Resolution 3 (to approve the issue of Securities under the Long Term Incentive Plan), of 139,174 Performance Rights on a post Consolidation basis, to the Executive Director and Chief Legal and Government Relations Officer of the Company, Mr Alain William (or his nominee), under the Company's Long Term Incentive Plan.

6.2 Background

For the calendar year ending 31 December 2026 Mr Alain William's total remuneration package comprises:

- Fixed remuneration: € 342,582
- Short term incentive: The maximum STI the Executive Director, Chief Legal & Government Relations Officer may achieve is 60% of target (there is no over-earn potential).
- Long term incentive: Maximum 100% to be awarded as performance rights subject to vesting milestones and shareholder approval.

The components of the remuneration will be proportioned to ensure a significant portion of total remuneration is at-risk and performance-based, consistent with market practice and the Company's objective of aligning executive rewards with shareholder value creation.

Personnel	Fixed Remuneration	STIP (% of FR)	LTIP (% of FR)	Total at-risk (% of FR)
Executive Director / Chief Legal and Government Relations Officer of the Company	€ 342,582	60%	100%	160%

The total target component of remuneration at-risk for the Executive Director and Chief Legal and Government Relations Officer comprises 160% of the total remuneration. The grant of Performance Rights comprises a key component of the remuneration package.

6.3 Legal Requirements

ASX Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without shareholder approval:

(a) a director of the entity;

(b) associate of a director of the entity; or

(c) a person whose relationships with the entity or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

As Mr Alain William is a director of the Company, the proposed grant of Performance Rights requires the shareholder approval pursuant to ASX Listing Rule 10.14.1. Shareholders are asked to approve the grant of the Performance Rights to Mr William.

If Resolution 5 is passed, the Company will be able to grant the Performance Rights to Mr William on the terms set out in section 6.5 below, and the grant will not count towards the Company's placement capacity under ASX Listing Rule 7.1. It is intended that the Performance Rights will be granted within one month after the Meeting.

If Resolution 5 is not passed, the Company will not be able to grant the Performance Rights and may consider alternative remuneration arrangements to provide an incentive for future performance.

6.4 Proposed Grant

The Performance Rights will be granted to Mr Alain William (or his nominee). Mr Alain William is an Executive Director and Chief Legal and Government Relations Officer of the Company.

The Company proposes to grant the Performance Rights as a long-term incentive award for the period CY2026-2028. Each Performance Right will entitle Mr Alain William to receive one fully paid ordinary share in the Company at a nil exercise price, subject to the vesting conditions being met and exercise of the Performance Right by Mr Alain William.

The number of Performance Rights to be granted to Mr Alain William is calculated as follows:

Number of Performance Rights = (TFR x LTI % Opportunity) ÷ VWAP

VWAP = Volume Weighted Average Price of ordinary shares in the Company

The VWAP is calculated over the 20 trading day period immediately preceding the date of grant.

6.5 Vesting conditions – LTIP Grant

Long term incentive awards under the Long Term Incentive Plan are designed to align the interests of the Company's Key Management Personnel more closely with the interests of Shareholders and provide greater incentive for Key Management Personnel to focus on the Company's longer term goals.

The Performance Rights will vest over a 36-month period from the date of grant, subject to satisfaction of the applicable performance hurdles.

The Performance Rights are subject to four performance hurdles, to be measured over a three (3) year performance period commencing on 1 January 2026 and ending 31 December 2028 and weighted as set out below.

Performance measure	Weighting	Criteria
First Performance Hurdle Relative Total Shareholder Return (**TSR**)	40%	Measured against a global group of gold peer group companies. PDI TSR ranked vs. a peer group of ASX/TSX-listed gold producers, comprising: - Endeavour Mining plc (TSX: EDV) - B2Gold Corp (TSX: BTO) - West African Resources Limited (ASX: WAF) - Perseus Mining Limited (ASX/TSX: PRU) - Resolute Mining Limited (ASX: RSG) - Fortuna Mining Corp (NYSE: FSM / TSX: FVI) - Asante Gold Corporation (TSX: ASE) - Orezone Gold Corporation (ASX/TSX: ORE)

Performance measure	Weighting	Criteria
		PDI TSR Ranking Percentile: - Below 50%: 0% vests - Between 50th and 75th percentile: Straight line pro rata - Above 75%: 100% vests
Second Performance Hurdle Guidance (Gold production and AISC)	20%	Measured against publicly disclosed guidance for gold production (oz) and AISC (US$/oz) over the performance period. Vesting scales on a straight-line pro rata basis across the full guidance range: - At/below bottom of guidance range: 0% vests - At guidance midpoint: 50% vests - At/above top of guidance range: 100% vests - Straight-line pro rata between bottom and top of range Equal weighting (50/50) applied to production and AISC performance.
Third Performance Hurdle Ore Reserve / Resource Growth	20%	Group Ore Reserve and Mineral Resource additions (koz) vs. targets set at grant date; replacement ratio over the performance period. - Below 120%: 0% vests - At/above 120%: 100% vests
Fourth Performance Hurdle Projects	20%	Board-approved project delivery milestones, principally Bankan Gold Project: - First gold pour completed within 24 months of Permit Grant Date (100% of target)

First Performance Hurdle

For the purposes of the First Performance Hurdle, the Company’s TSR will be calculated over the performance period and ranked against the relative TSR performance of a peer group of ASX/NYSE/TSX listed gold production companies approved by the Board at the grant date, comprising eight companies detailed in the table above.

TSR will be measured by the share price appreciation plus dividends reinvested, calculated over the full three (3) year performance period from the grant date, and ranked against the relative TSR performance of the Peer Group.

Share price will be measured using a 20-day VWAP for the 20 trading days up to and including the first day of the performance period and the 20-day trading days up to and including the last day of the performance period.

For the First Performance Hurdle, the Company's percentile will determine the number of Performance Rights to vest in accordance with the following table:

PDI TSR Ranking relative to Peer Group	Vesting % of First Performance Hurdle tranche *
Below 50th percentile	0% (nil vesting)
Between 50th and 75th percentile (between target and stretch)	Straight line pro rata of First Performance Hurdle
At the 75th percentile and above (stretch)	100% of First Performance Hurdle, subject to aggregate 100% grant cap

Note: Vesting percentages in this table apply only to the First Performance Hurdle. Any stretch vesting above 100% is included in the weighted aggregate LTIP calculation but remains subject to the 100% cap on the total number of Performance Rights that may vest under the grant.

Second Performance Hurdle

The Second Performance Hurdle comprises two sub-hurdles, gold production volume and cost control. Each performance hurdle comprises 50% of the Second Performance Hurdle weighting (which represents 20% of the weighted aggregate LTIP calculation).

Sub-hurdle 2A – Gold Production

This is measured as cumulative consolidated gold production (oz) over the three (3) year performance period vs. the aggregate of the published guidance.

Cumulative Production vs Published Guidance	Vesting % of Sub-hurdle 2A tranche
At/below bottom of guidance range	0% (nil vesting)
At guidance midpoint	50%
Between bottom and top of guidance range	Straight line pro rata.
At/above top of guidance range	100%

Note: Vesting percentages in this table apply only to the Sub-hurdle 2A tranche of the Second Performance Hurdle.

Sub-hurdle 2B – AISC

This is measured as group AISC (US$/oz, World Gold Council definition) averaged across the three (3) year performance period vs. the published guidance for the calendar year.

Cumulative AISC vs Published Guidance	Vesting % of Sub-hurdle 2B tranche
At/above top of AISC guidance range	0% (nil vesting)
At AISC guidance midpoint	50%
Between top and bottom of AISC guidance range	Straight line pro rata.
At/below AISC guidance range	100%

Note: Vesting percentages in this table apply only to the Sub-hurdle 2B tranche of the Second Performance Hurdle.

Third Performance Hurdle

The Third Performance Hurdle relates to Ore Reserve replacement (a measure of mine life sustainability) and represents 20% of the weighted aggregate LTIP calculation.

This measure is JORC Ore Reserves at the end of the performance period measured relative to the Company's Ore Reserves at Grant date (organic growth only, excluding acquisitions). Additions from all sources count (Bankan conversion to Reserve, Kiniero extensions, Nampala).

Reserve Replacement Ratio	Vesting % of Sub-hurdle 3A tranche
Below 120%	0% (nil vesting)
At/above 120% (target)	100%

Note: Vesting percentages in this table apply only to the Third Performance Hurdle.

Board discretion

The Board retains discretion to adjust targets for material changes in JORC Code or commodity price driven cut off changes.

Fourth Performance Hurdle

The Fourth Performance Hurdle is focused on directly incentivising delivery of the Bankan Gold Project, the Company's primary value creation driver over the 2026-2028 period, and the central strategy priority for the Board.

The milestones are binary or near binary events and set by the Board at the commencement of each three (3) year grant cycle, as disclosed in the Remuneration Report on a retrospective basis. For the inaugural 2026-2028 LTIP grant, the milestone and weighting is set out below:

Milestone	Target Timing	Weight within Fourth Performance Hurdle
Bankan first gold pour completed within 24 months of Exploitation Permit Grant date.	Within 24 months of Exploitation Permit Grant	100%

Vesting cap

For each LTIP grant, vesting is first calculated separately for each performance hurdle by multiplying the relevant hurdle weighting by the vesting percentage achieved for that hurdle. No proposed hurdles include stretch vesting outcomes above 100% of that hurdle's weighting. However, these stretch outcomes are used only for the purpose of calculating the overall performance outcome and do not increase the maximum number of Performance Rights that may vest under the grant.

The aggregate vesting outcome for any LTIP grant is capped at 100% of the original grant. This means that, even where one or more hurdles are achieved at stretch and the weighted calculation produces an outcome above 100%, the number of Performance Rights that vest cannot exceed the number originally granted.

The Board retains discretion to reduce vesting below the calculated outcome or below the 100% cap in accordance with its overriding discretion as outlined in Section 5.7 above, but may not increase vesting above 100% of the original grant under any circumstances.

7. Resolution 6 – Approval of potential termination benefits under the Long Term Incentive Plan

7.1 General

Resolution 6 seeks Shareholder approval in accordance with Rule 7.9 of the Constitution, Part 2D.2 of the Corporations Act (including Sections 200B and 200E of the Corporations Act), Listing Rule 10.19 and for all other purposes, for the Company to give certain potential termination benefits to any person in connection with the person or someone else ceasing to be officers of, or ceasing to hold a managerial or executive office in, the Company or a related body corporate.

Under Rule 7.9 of the Constitution, subject to the Corporations Act, the Company may give, or agree to give, a person a benefit in connection with the person's (or someone else's) retirement from a board or managerial office in the Company or a related body corporate of the Company.

Under the Long Term Incentive Plan, the Board has the discretion, among other things, to determine that some or all of the Awards granted to a participant under the Plan will not lapse in the event that the participant ceases their engagement with the Company before such Awards vest.

Accordingly, the terms of the Long Term Incentive Plan include potential termination benefits which may become payable to managerial or executive officers of the Company or any of its related bodies corporate in connection with their ceasing employment or engagement.

7.2 Legal Requirements

Under Part 2D.2 of the Corporations Act, the Company must not give a benefit to individuals who hold, or have held in the last three years, a managerial or executive office (as defined in the Corporations Act) on leaving employment with the Company or its related bodies corporate unless shareholder approval is obtained or another exemption applies. Further, ASX Listing Rule 10.19 requires that, in the absence of Shareholder approval, the Company must ensure no Company officer (or officer of a related body corporate) will, or may, be entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given by the Company to ASX under the ASX Listing Rules.

Termination benefits are broadly defined under the Corporations Act to include any payment or other valuable consideration, real or personal property, and benefits that arise on a person ceasing to hold office or employment as a result of the waiver or acceleration of vesting conditions or disposal restrictions applying to entitlements under an incentive plan. The Incentive Plan provides the Board with the ability to exercise discretion to waive, reduce or accelerate vesting conditions or vary the treatment of securities granted under the Incentive Plan in the context of the cessation of a participant's employment or engagement, such as by determining that some or all securities granted to a participant under the Incentive Plan will not lapse in the event of the participant ceasing to hold office or employment with the Company before the securities have vested.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or a related body corporate if it is approved by Shareholders under section 200E of the Corporations Act or another exemption applies.

The Company is seeking approval for all purposes, including for the purposes of section 200E of the Corporations Act and ASX Listing Rule 10.19, to deal with securities granted under the Incentive Plan on cessation of employment or engagement of persons who hold a managerial or executive office in the Company or a related body corporate in accordance with the terms of the Incentive Plan where this may constitute giving a benefit in connection with their ceasing to hold a managerial or executive office.

The Company is unable to determine the amount and value of the termination benefits that may be provided to a person in connection with their ceasing to hold a managerial or executive office at the present time. This is because various matters and circumstances will, or are likely to, affect that value, including:

- the number of unvested equity entitlements that the person holds at the time they cease employment or engagement;
- their length of service and the status of the vesting conditions at the time of cessation of employment or engagement;
- whether the vesting conditions are waived or met;
- the number that the Board determines to vest, lapse or leave on foot;
- the Company's share price when the value of any equity based termination entitlements are determined, and the terms of those entitlements.

7.3 Additional Information

The Directors (other than Mr Matthew Wilcox and Mr Alain William) unanimously recommend that Shareholders vote in favour of Resolution 6.

Mr Matthew Wilcox and Mr Alain William have abstained from making a recommendation to Shareholders in relation to Resolution 6 because they have a personal interest in the outcome of the resolution. The Corporations Act prohibits certain persons from voting on Resolution 6. A voting exclusion statement regarding Resolution 6 is set out in the Notice of Meeting.

If the Chair is appointed your proxy and you have not specified the way the Chair is to vote on Resolution 6, by returning the Proxy Form (or using the online lodgement process to lodge the Proxy Form), you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair’s intentions, even if the resolution is connected directly or indirectly with the remuneration of members of the Key Management Personnel, which includes the Chair.

8. Resolution 7 – Amendment to Constitution

8.1 General

Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 7 seeks Shareholder approval by special resolution to repeal the Company's existing Constitution and adopt a new constitution (**New Constitution**) in its place.

The Board considers that it is appropriate for the Company to adopt the New Constitution, rather than amend a number of specific provisions of the existing Constitution.

The New Constitution has been prepared to reflect the proposed change of the Company's name to PDI Gold Limited (subject to Shareholder approval of Resolution 1) and to update the Company's constitutional arrangements, having regard to the current requirements of the Corporations Act, the ASX Listing Rules, the Manual, applicable securities laws, and contemporary governance practice.

The New Constitution is broadly consistent with the existing Constitution. However, a number of changes are proposed to update the Company's governance framework, clarify the operation of particular provisions and remove or update provisions that are no longer considered appropriate in their current form.

A summary of the material differences between the existing Constitution and the New Constitution is set out in Schedule 3. The summary in Schedule 3 is not intended to be exhaustive and should be read subject to the full terms of the New Constitution. Shareholders are encouraged to read the New Constitution in full.

A copy of the New Constitution is available for inspection by Shareholders at the Company's registered office during normal business hours prior to the Meeting. A copy of the New Constitution can also be sent to Shareholders upon request to the Company Secretary.

8.2 Effect of Resolution 7

If Resolution 7 is passed, the Company will repeal its existing Constitution and adopt the New Constitution with effect from the close of the Meeting.

If Resolution 7 is not passed, the Company's existing Constitution will remain in effect.

8.3 Additional Information

Resolution 7 is a special resolution and, accordingly, requires approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

The Directors of the Company believe Resolution 7 is in the best interest of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 7.

9. General Matters

9.1 Outstanding Voting Shares and Voting at Meeting

The Company is authorised to issue ordinary shares. As of the Canadian Beneficial Holder Record Date, the Company has 4,940,077,185 Shares outstanding, each of which carries one vote. Registered Shareholders as of the Registration Date and Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date shall be entitled to vote their Shares personally or by proxy at the Meeting or provide their voting instructions.

9.2 Principal Shareholders

To the knowledge of the directors and executive officers of the Company, as at the date of this Notice, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the outstanding Shares, other than:

Name	Number of Shares	Percentage of Outstanding Shares
BlackRock, Inc.	593,875,032	12.02%
Helikon Investments Limited	577,241,407	11.79%

Note: The information as to the class and number of voting securities beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca, on SEDAR+ at www.sedarplus.ca or on the ASX Market Announcements Platform at www.asx.com.au.

9.3 Auditors of the Company

The auditors of the Company are Grant Thornton Audit Pty Ltd. at Central Park Level 43, 152-158 St Georges Terrace, Perth, Western Australia, 6000 Australia.

9.4 Interests of Certain Persons or Companies in Matters to be Acted Upon

Management of the Company is not aware of any material interest, direct or indirect, of any person who is or has been at any time a director or executive officer of the Company within the last financial year or any associate or affiliate of any of the foregoing in any matter to be acted upon at the Meeting, except as disclosed in this Notice and Explanatory Memorandum.

9.5 Indebtedness of Directors and Executive Officers

No person who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, nor any associate of any such director, executive officer, is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries, or indebted to another entity, where such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, pursuant to a security purchase program of the Company or otherwise.

9.6 Interest of Informed Persons in Material Transactions

Except as otherwise disclosed herein, no informed person (as that term is defined in National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators) of the Company, no informed person, nor any associate or affiliate of any informed person, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$	means Australian Dollars.
€	means Euros.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	means the listing rules of ASX.
Board	means the board of Directors.
Broadridge	means Broadridge Investor Communications Solutions.
Canadian Beneficial Holder Record Date	means 10 July 2026.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Predictive Discovery Limited (ACN 127 171 877).
Consolidation	means the consolidation of capital in relation to the Company to be approved by Shareholders pursuant to Resolution 2.
Constitution	means the constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
DRS	means direct registration system advice.
DSUs	means director share based restricted share units.
Equity Security	has the same meaning as in the ASX Listing Rules.
Existing Performance Rights	means the Performance Rights on issue at the date of the Notice of Meeting.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
FR	means fixed remuneration.

Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the ASX Listing Rules and the Manual.
Long Term Incentive Plan, LTIP or Incentive Plan	means the proposed new long term incentive plan of the Company to be approved by Shareholders pursuant to Resolution 3.
Manual	means the TSX Company Manual.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Mineral Resource	has the meaning in Appendix 5A of the ASX Listing Rules (JORC Code 2012).
New Constitution	means the new Constitution in relation to the Company to be approved by Shareholders pursuant to Resolution 7.
NI 54-101	means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.
Non-Registered Owner	means a non-registered, or beneficial, shareholder of the Company.
Notice	means this notice of general meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price (or $nil) and at a specified time in the future, subject to the satisfaction (or where permitted, waiver) or certain conditions.
Ore Reserve	has the meaning in Appendix 5A of the ASX Listing Rules (JORC Code 2012).
Performance Right	means a performance right, giving the holder the right, but not an obligation, to acquire a Share at a specified time in the future, subject to the satisfaction (or where permitted, waiver) of certain conditions.
Proxy Form	means the proxy form made available with the Notice.
Recommendations	means the 4^{th} Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
Registration Date	means 5.00pm (Australian Western Standard Time) on 19 August 2026 (5.00am (North American Eastern Time (EDT)) on 19 August 2026).
Registered Shareholder	means a registered shareholder of the Company.
related body corporate	has the meaning given in the Corporations Act.

Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options, DSUs, Warrants and/or Existing Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
TFR	means total fixed remuneration.
TSR	means total shareholder return.
VWAP	means the volume weighted average price of a share.
Warrant	means a warrant, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price (or $nil) and at a specified time in the future, subject to the satisfaction (or where permitted, waiver) or certain conditions.
VIF	means voting instruction form.

Schedule 2 - Summary of Long Term Incentive Plan

The key terms of the Company's Long Term Incentive Plan (**Incentive Plan** or **LTIP**) are set out below.

1. Eligible Participants

The LTIP is open to full-time and part-time employees of the Company or its subsidiaries, executive directors, non-executive directors and contractors (if approved by the Board) who satisfy the eligibility requirements specified in the LTIP.

2. Awards Under the LTIP

The LTIP permits the Board to grant (subject to the Corporations Act, ASX Listing Rules, applicable law and any required shareholder approval), Shares, Options and Performance Rights (**Awards**) with the vesting conditions, performance hurdles, exercise price, vesting period and other terms determined by the Board.

3. Invitations and Offers

Participation under the LTIP is by Board invitation. Subject to applicable laws, the Listing Rules and customs, and any necessary shareholder approval, the Board determines in its absolute discretion individual grants of Awards to eligible participants, including the number of Awards, any issue or exercise price, vesting period, grant or vesting conditions, exercise periods and disposal restrictions. Eligible participants may nominate a Nominated Party (as defined in the LTIP) to hold their Awards on their behalf.

4. Vesting Conditions

Awards may be subject to performance, service, retention, milestone or other vesting conditions determined by the Board. The vesting of Shares, Options or Performance Rights will be conditional on the satisfaction of any such vesting conditions.

The Board may determine whether vesting conditions have been satisfied and may waive them in whole or in part where permitted by applicable law and the ASX Listing Rules.

Shares become vested when the Board determines that the applicable vesting conditions have been satisfied or waived and issues a vesting notice.

Options and **Performance Rights** become vested when the Board determines that the applicable vesting conditions have been satisfied or waived and issues a vesting notice.

5. Board discretion generally

The Board administers the LTIP and has discretion to determine Award terms, including the number and type of Awards granted, vesting conditions, performance hurdles, exercise prices, vesting periods, disposal restrictions and treatment of Awards in particular circumstances, subject to Applicable Law and the ASX Listing Rules.

6. Shares

The Board may grant Shares under the LTIP, subject to vesting conditions and disposal restrictions. The Company may impose holding locks or other restrictions to ensure compliance with vesting conditions and dealing restrictions. Until vesting occurs Shares may be subject to forfeiture and Participants may be restricted from transferring or otherwise dealing with the Shares. Unless otherwise determined by the Board, Shares issued under the LTIP rank equally with existing fully paid ordinary shares from the date of issue.

7. Options and Performance Rights

Options and Performance Rights give Participants the right to acquire Shares in the future, subject to applicable vesting conditions and exercise requirements. Until the Options or Performance Rights are exercised and the Participants hold Shares, Participants have: (a) no legal or beneficial interest in the underlying Shares, (b) voting rights in respect of the underlying Shares, or (c) rights to dividends or capital returns in respect of the underlying Shares.

9. Exercise of Options and Performance Rights

Vested Options and Performance Rights may be exercised in accordance with the relevant offer and the LTIP. Following valid exercise, the Company must issue or transfer the relevant number of Shares to the Participant. Shares issued on exercise rank equally with existing Shares from the date of issue.

10. Cashless Exercise

Where permitted by the Board, Options may be exercised on a cashless basis. Under the cashless exercise mechanism, a Participant need not pay the exercise price and instead receives a reduced number of Shares calculated by reference to the market value of the Shares and the exercise price of the Options at exercise.

11. Rights Attaching to Shares

Subject to the terms of the relevant Offer, Participants: (a) holding Shares are entitled to receive notices of shareholder meetings, (b) may vote the Shares held by them, (c) may receive dividends paid on Shares; and (d) may participate in rights issues and bonus issues. The Board may determine whether dividends paid on unvested Shares are paid immediately or held subject to vesting conditions.

12. Rights Issues, Bonus Issues and Capital Reorganisations

The LTIP contains customary adjustment provisions designed to preserve Participant entitlements following: (a) pro rata rights issues, (b) bonus issues, (c) share consolidations, (c) share splits, (d) capital reductions, and (e) other reorganisations of capital. Adjustments must be made in accordance with the ASX Listing Rules and Applicable Law.

13. Disposal Restrictions and Hedging

Participants may not Deal with an Option or Performance Right unless the Board consents in writing or the transfer occurs by operation of law on the Participant's death. The Board may impose conditions on its consent. Any purported Dealing in breach of this rule causes the relevant Option or Performance Right to immediately lapse, unless the Board determines otherwise.

Deal or **Dealing** means, in relation to a Share, Option or Performance Right: to sell, transfer, assign, novate, swap, declare a trust over, grant a Security Interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, dispose of or otherwise alienate or deal with any legal or equitable interest in the Share, Option or Performance Right (as applicable).

The Company may impose holding locks and other administrative controls to enforce disposal restrictions.

14. Cessation of Employment

The treatment of Awards upon cessation of employment depends on the circumstances of cessation.

15. Bad Leavers

Where a Participant ceases employment due to specified misconduct events, including fraud, corruption, dishonesty, serious safety breaches, acts or omissions jeopardising the security, safety or production of the Company’s mining operations, environmental breaches, confidentiality breaches or similar misconduct: (a) unvested Shares are forfeited; (b) unvested Options and Performance Rights immediately lapse; and (c) vested but unexercised Options and Performance Rights lapse.

16. Good Leavers

Where a Participant ceases employment due to death, terminal illness, total and permanent disablement, mental illness, redundancy, resignation or other cessation circumstances approved by the Board:

- the Board may determine whether and to what extent unvested Awards vest;
- the Board may permit pro rata vesting having regard to service completed and satisfaction of performance conditions; and
- vested Options and Performance Rights remain exercisable until their expiry date.

17. Board discretion in relation to Bad Leavers and Good Leavers

Despite the Bad Leaver and Good Leaver provisions and subject to the ASX Listing Rules and Corporations Act, the Board may determine to treat any Unvested Shares, Options or Performance Rights held by the relevant Participant differently if the Board considers the circumstances warrant it.

18. Termination Without Cause

If a Participant ceases to be an Employee due to termination without cause, then, subject to the ASX Listing Rules and the Corporations Act: (a) service-based vesting conditions are waived, (b) unvested Awards immediately vest (provided all other vesting conditions have been met), and (c) vested Options and Performance Rights remain exercisable until expiry.

19. Change of Control

If a Change of Control Event occurs, then, subject to the ASX Listing Rules, the Corporations Act and Board discretion, all Unvested Awards immediately vest and, where applicable, become exercisable, and all applicable Vesting Conditions are waived, regardless of whether the Participant's employment, engagement or office ceases in connection with the Change of Control Event.

A **Change of Control Event** includes a person acquiring control of the Company, the sale of substantially all of the Company’s assets or another qualifying control transaction.

20. Last Exercise Date, Forfeiture and Lapse

Subject to the absolute discretion of the Board, the last exercise date for Options and Performance Rights is: (a) the date specified in an offer or certificate; (b) subject to paragraph (c), if no date is specified in an offer or certificate, the date that is seven years after the first exercise date; or (c) the date determined under the LTIP provisions for cessation of employment.

Awards may be forfeited or lapse where applicable vesting conditions are not satisfied or are incapable of satisfaction, a Participant ceases employment in certain circumstances, becomes a Bad Leaver, breaches applicable dealing restrictions or an applicable exercise period expires. Unless otherwise determined by the Board, no compensation is payable for forfeited or lapsed Awards.

21. Clawback

The LTIP contains clawback provisions. Where a material financial misstatement or similar event occurs and Awards vested when they should not have vested, the Board may: (a) cancel Awards, (b) forfeit Shares, (c) require repayment of benefits received; or (d) adjust future remuneration or incentive outcomes.

22. Amendments

The Board may amend the LTIP at any time, subject to the Corporations Act, ASX Listing Rules and other applicable laws. However, amendments may not materially reduce or adversely affect rights attaching to Awards already granted without the affected Participant’s consent.

23. Termination or Suspension of the LTIP

The LTIP commences on a date determined by Board resolution. The Board may terminate the LTIP at any time or suspend its operation for any period. Termination or suspension will not affect Participants’ accrued rights. The LTIP continues until terminated by the Board or the Company is removed from the official ASX list. In addition, the Company and a Participant may agree in writing to cancel some or all of the Participant's Options or Performance Rights, subject to applicable laws and regulations.

24. Compliance with Applicable Laws

The LTIP is subject to the Corporations Act, the ASX Listing Rules, the Company’s constitution and any other applicable laws and regulatory requirements. Awards may only be granted, vested or exercised where doing so complies with applicable laws and any required shareholder approvals, including under the ASX Listing Rules.

Schedule 3 Summary of material differences between existing Constitution and New Constitution

Topic	Existing Constitution (2022)	New Constitution (2026)
Company name	Predictive Discovery Limited.	PDI Gold Limited, subject to the proposed change of name being approved in Resolution 1.
Preference shares	Detailed default terms are set out in a dedicated schedule, including specific provisions allowing the Company to amend those terms without shareholder consent in minor cases.	While not often used, preference share terms are now addressed in the main body of the constitution, rather than in a dedicated schedule. The new provisions do not include the same express no-consent amendment mechanism for formal, minor, technical, manifest error, compliance, listing or non-materially prejudicial amendments. They also expressly permit preference shares to be redeemable or convertible at the option of either the Company or the holder.
Variation of class rights	For preference shares, the Current Constitution requires both a special resolution of the Company and either a special resolution passed at a separate meeting of preference shareholders, or the written consent of holders of at least 75% of the preference shares. The Current Constitution does not contain an equivalent general class rights variation provision applying to all classes of shares.	Class rights may, unless the relevant terms of issue provide otherwise, be varied with either the written consent of holders of 75% of the shares in the relevant class, or a special resolution passed at a separate meeting of holders of that class. No separate whole of company special resolution is required under the New Constitution.
Overseas members	No equivalent standalone provision.	The New Constitution includes a specific overseas members provision allowing the Board to withhold or modify offers, issues, distributions or other entitlements where making them available to members outside Australia would be unlawful, impracticable, unduly onerous or unduly expensive.
Quorum at general meetings	If no quorum is present within 15 minutes, a meeting convened by the Directors or at members' request is dissolved. A meeting called another way is adjourned.	The grace period is extended to 30 minutes. Only a meeting called at members' request is dissolved for want of a quorum. A meeting called by the Board instead stands adjourned, to a time and place the Directors present decide or, by default, to the same time in the following week.
Poll voting at general meetings	A resolution put to the vote at a general meeting is decided on a show of hands unless the chair decides that a poll will be held, or a poll is demanded.	A matter at a general meeting is decided on a poll without first being submitted to a show of hands.

Topic	Existing Constitution (2022)	New Constitution (2026)
Direct votes and quorum	A member who has lodged a direct vote is expressly not taken into account in determining whether there is a quorum at a general meeting.	A member present at a general meeting includes a member who has duly lodged a valid direct vote. This allows direct votes to be counted for quorum purposes, subject to the terms of the New Constitution and applicable law.
Minimum number of Directors	Not less than 3, unless the Company in general meeting determines otherwise by ordinary resolution.	Not less than 3, with no mechanism for members to vary that minimum by ordinary resolution.
Director nomination notice period	A member wishing to nominate a candidate for election, or to stand for election as a Director must give notice between 35 and 90 business days before the meeting.	That window changes to between 45 and 90 business days before the meeting or 30 and 90 business days where the meeting was called at members' request.
Auditor independence	No equivalent restriction.	A partner, employer or employee of the Company's auditor cannot be appointed or elected as a Director.
Grounds for a Director's office to become vacant	A Director's office is vacated on grounds including bankruptcy, unsound mind, resignation, removal, a disqualifying order, the end of the Director's term of appointment and, for a Managing or Executive Director, ceasing to be employed by the Company or a related body corporate.	Adds two further automatic vacation grounds for Directors, being conviction on indictment of an offence unless the Board resolves within one month to confirm the Director's continuation and failure to attend Board meetings for more than three consecutive months without approved leave. The employment-related ground has also been reframed. Rather than applying only to a Managing or Executive Director who ceases to be employed by the Company or a related body corporate, it applies to any Director employed by the Company or a Subsidiary who ceases to be so employed, unless the Board decides differently.
Non executive director remuneration cap	States the maximum aggregate yearly remuneration for all non executive Directors, being A$500,000 as at the date the Current Constitution was adopted. A further shareholder resolution is needed to increase it.	Requires the aggregate amount to be "fixed by the Company in general meeting" but does not itself state a figure.
Board meetings by technology	A Directors' meeting may be held using technology only with the consent of all Directors. A standing consent is permitted.	A Board meeting is validly held by telephone or other electronic means once enough Directors to constitute a quorum are linked together. Unanimous Director consent is no longer required.
Director proxies at Board meetings	A Director may participate in and vote by proxy at a Board meeting, provided the proxy is another	No equivalent provision.

Topic	Existing Constitution (2022)	New Constitution (2026)
	Director and the appointment is signed by the appointing Director.	
Board quorum setting	The Board may determine the quorum for Board meetings and, unless determined otherwise, the quorum is 2 Directors present in person or by proxy.	Unless the Board resolves to increase the number, any 2 Directors constitute a quorum. This permits the Board to increase, but not reduce, the default quorum of 2.
Casting vote, Board meetings	The chair has a casting vote on a tied Board resolution, unless only two Directors are present.	The chair does not have a casting vote at Board meetings. A tied resolution is taken to be lost. The chair's casting vote at general meetings is unchanged.
Written Board resolutions	A written Board resolution may be passed if all Directors entitled to vote consent, excluding any Director on approved leave.	A written Board resolution may be passed without the consent of certain excluded Directors, including Directors on leave, uncontactable Directors, incapacitated Directors, Directors who have disqualified themselves and Directors prohibited by the Corporations Act from voting.
Managing and Executive Directors	The Board may appoint an employee of the Company or one of its subsidiaries as Managing Director or Executive Director and the appointment as Director cannot exceed the term of that employment.	The Board may appoint one or more Directors to the office of Managing Director or other executive Director and separately determine the terms of appointment, delegation and remuneration. The employment-related vacation provision is dealt with separately.
Indemnity for officers	Indemnifies each current or former Director, Secretary or officer of the Company or a subsidiary against liabilities incurred in that capacity, excluding legal costs, and separately indemnifies legal costs incurred in defending proceedings or, where approved under Company policy, obtaining legal advice.	Contains a single broader indemnity for losses, liabilities, costs and expenses, including legal costs, on a full indemnity basis. The indemnity applies to Directors, executive officers and any other officer or former officer of the Company or a related body corporate as the Board determines, applies to liabilities incurred before and after adoption of the New Constitution and operates only to the extent the liability is not covered by insurance.
Winding up	Contains a shorter winding up regime focused on distribution of assets, vesting property in trustees and shares issued on special terms.	Contains a more detailed surplus distribution regime, including the treatment of unpaid amounts on partly paid shares and a contribution obligation where the calculation would otherwise produce a negative amount.

Topic	Existing Constitution (2022)	New Constitution (2026)
Access to records by former Directors	Contains general provisions dealing with inspection of records by members and other persons.	Expressly permits the Company to enter into agreements with Directors or former Directors for continuing access to board papers, books, records and documents relating to their period of office and to procure equivalent access from subsidiaries.
Execution provisions	Deals principally with the use of seals and execution of negotiable instruments.	Includes an express execution rule allowing documents to be executed by 2 Directors, a Director and secretary or any other person authorised by the Board.
Submission to jurisdiction	No equivalent clause.	Each member submits to the non exclusive jurisdiction of the Supreme Court of Western Australia, the Federal Court of Australia and the courts that hear appeals from those courts.

Predictive Discovery Limited
ABN 11 127 171 877

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3.00pm (Australian Western Standard Time) on Wednesday, 19 August 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188864

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark **X** to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Predictive Discovery Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Predictive Discovery Limited to be held at Grant Thornton Australia, Central Park Level 43, 152 - 158 St Georges Terrace, Perth, Western Australia, 6000 Australia on Friday, 21 August 2026 at 3.00pm (Australian Western Standard Time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 4, 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Approval of Change of Company Name			
Resolution 2	Approval of Consolidation of Capital			
Resolution 3	Approval to Issue Securities under Long Term Incentive Plan			
Resolution 4	Approval to Grant Performance Rights to Matthew Wilcox			
Resolution 5	Approval to Grant Performance Rights to Alain William			
Resolution 6	Approval of Potential Termination Benefits under the LTIP			
Resolution 7	Amendment to Constitution			

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically