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Prodigy Gold NL

ACN 009 127 020

Offer Booklet

For a non-renounceable entitlement offer of one (1) New Share for every one (1) Share registered as being held by Eligible Shareholders as at the Record Date, at an issue price of $0.002 per New Share, to raise up to approximately $6.35 million (before expenses), with no minimum subscription (**Entitlement Offer**).

The Entitlement Offer is partially underwritten by Plutus Prospecting Pty Ltd and APAC Resources Limited, securing certainty of funding of approximately $3,058,000 (before expenses).

Ignite Equity Pty Ltd (**Ignite**) has been engaged to act as lead manager to the Entitlement Offer.

Please refer to section 3.4 for details regarding the underwriting arrangements.

IMPORTANT NOTICE

This Offer Booklet may not be released to US wire services or distributed in the United States.

This document is important and should be read in its entirety. If, after reading this Offer Booklet, you have any questions about the Shares being offered pursuant to this Offer Booklet or any other matter, then you should consult with your stockbroker, accountant or other professional adviser.

Neither ASIC nor ASX, nor any of their respective officers or employees, take any responsibility for this Offer Booklet or the merits of the investment to which this Offer Booklet relates.

The New Shares offered in accordance with this Offer Booklet should be considered as a speculative investment.

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Important Notices

The Offer Booklet is dated 10 June 2025 and is not a prospectus prepared in accordance with the Corporations Act and has not been lodged with ASIC. Accordingly, this Offer Booklet does not necessarily contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document. As Prodigy Gold NL ACN 009 127 020 (**Company**) is a listed disclosing entity which meets the requirements of section 708AA of the Corporations Act, as modified by ASIC Instruments 2016/84 and 2016/73, the Entitlement Offer and the Shortfall Offer will be made without a prospectus.

No person is authorised to give information or to make any representation in connection with this Offer Booklet, which is not contained in the Offer Booklet. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Booklet.

It is important that investors read this Offer Booklet in its entirety and seek professional advice where necessary. The New Shares the subject of this Offer Booklet should be considered speculative.

Privacy

By submitting an Application, you will be providing personal information to the Company (directly or via the Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder and facilitate the distribution of payments and corporate communications to you as a Shareholder.

The information may also be used and disclosed to persons inspecting the Company's register, bidders for your Shares in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Booklet.

Overseas Shareholders

The Entitlement Offer and Shortfall Offer do not, and are not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Offer Booklet has not been, nor will it be, lodged, filed or registered with any regulatory authority in the securities laws of any country.

No action has been taken to register or qualify the offer of the New Shares or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia.

The distribution of this Offer Booklet and the accompanying Application Form outside of Australia or New Zealand may be restricted by law and persons who come into possession of the Offer Booklet and the accompanying Application Form should seek advice on and observe those restrictions.

Any failure to comply with those restrictions may constitute a violation of applicable securities laws. The Company reserves the right to treat as invalid any Application which does not comply with the requirements of this Offer Booklet or the Application Form or which the Company believes has been sent for, or on the account of, a person located in a jurisdiction to whom it would be illegal to make the Entitlement Offer.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your application for New Shares is subject to all requisite authorities and clearances being obtained for the Company to lawfully receive your application monies.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to Eligible Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority in accordance with the *Financial Markets Conduct Act 2013* (New Zealand). This Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

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United States

None of the information in this Offer Booklet, or the Application Form that will accompany this Offer Booklet when it is despatched to Eligible Shareholders, constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (**United States**). Neither this Offer Booklet (or any part of it), the accompanying ASX announcements nor the Application Form when that is to be made available, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares have not been, and will not be, registered pursuant to the United States Securities Act of 1933 (as amended) (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

Notice to Nominees and Custodians

Eligible Shareholders that are recorded in the Company's Share register as having an address in Australia or New Zealand that hold Shares on behalf of persons who are resident in jurisdictions outside of Australia or New Zealand are responsible for ensuring that subscribing for that Entitlement in accordance with the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application will be taken by the Company to constitute a representation that there has been no breach of those regulations.

Capitalised terms

Capitalised terms used in this Offer Booklet have the same meaning as those given in the Glossary contained in section 7 of this Offer Booklet.

Except where otherwise stated, capitalised terms used in this Offer Booklet that are not defined but are defined in the JORC Code have the meanings ascribed to them in the JORC Code.

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1. Timetable

Event	Date
Entitlement Offer Booklet and Appendix 3B lodged with the ASX	Tuesday, 10 June 2025
Shares quoted on an 'ex-basis'	Tuesday, 17 June 2025
Record Date for determining Entitlements (7:00pm (Sydney time))	Wednesday, 18 June 2025
Offer Booklet and Application Forms dispatched to Eligible Shareholders and Ineligible Shareholders letters sent and announcement of dispatch	Friday, 20 June 2025
Entitlement Offer Opens	Friday, 20 June 2025
Last date to extend the Closing Date of the Entitlement Offer and Shortfall Offer (before noon)	Wednesday, 9 July 2025
Closing Date for Applications in accordance with the Entitlement Offer and Shortfall Offer (5:00pm (Sydney time))	Monday, 14 July 2025
New Shares quoted on a deferred settlement basis	Tuesday, 15 July 2025
Issue of New Shares and announcement of results of Entitlement Offer and Shortfall Offer (before noon)	Monday, 21 July 2025
Quotation of New Shares issued under Entitlement Offer and Shortfall Offer	Tuesday, 22 July 2025

The above timetable is subject to the ASX Listing Rules and the Corporations Act and the Directors reserve the right to vary these dates. You cannot withdraw an Application once it has been submitted. No cooling-off rights apply to the offers made pursuant to this Offer Booklet. The commencement of Quotation of New Shares is subject to confirmation from ASX.

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2. Chair's Letter

Dear Shareholder,

The Board is pleased to offer all Eligible Shareholders the opportunity to acquire one (1) New Share for every one (1) Share held by Eligible Shareholders as at the Record Date, being 7:00pm (Sydney time) on 18 June 2025, at an issue price of $0.002 per New Share, to raise up to approximately $6.35 million (before expenses) (**Entitlement Offer**).

The Entitlement Offer is partially underwritten by Plutus Prospecting Pty Ltd ACN 682 005 769 (**Plutus Prospecting**). Plutus Prospecting's underwriting commitment is capped at 19.90% of the shares on issue on completion of the Entitlement Offer.

In addition, a binding commitment and underwriting deed has been received from existing substantial shareholder, APAC Resources Limited (**APAC**), to subscribe for its full Entitlement and such number of Shortfall Shares as it is permitted to in accordance with exception 9 of section 611 of the Corporations Act (i.e., the "3% creep" exception).

Accordingly, while these arrangements mean that the Entitlement Offer is only partially underwritten, they do provide certainty of funding for at least approximately $3,058,000.

Eligible Shareholders are also entitled to subscribe for any New Shares not subscribed for by other Eligible Shareholders in accordance with the Entitlement Offer (**Shortfall Offer**) and the Company intends to place any Shares not taken up in accordance with the Shortfall Offer within three months of the Closing Date.

The funds raised pursuant to the Entitlement Offer (after expenses) are planned to be used to fund:

- exploration work on the Company's key projects, including:
    - the Tanami North Project (which includes the Tregony and Hyperion gold deposits), specifically to determine the next steps towards future development of the recently updated mineral resources in this project area;
    - the Tanami West Project (which includes the Old Pirate and Buccaneer gold deposits), reviewing possible development opportunities for the Old Pirate high-grade deposit and assessing other potential material sources around the project areas;
    - advance several brownfield targets around the Tanami North project, such as the Brokenwood, Boco and Mark's Rise prospects, and the Tanami West project, such as Vampire, Casa and Blackcat;
- continuing to progress the Hyperion Mineral Lease application to grant, including environmental studies and the review of the mining options for the project from heap leach to conventional CIL processing with additional metallurgical testwork;
- assessing the available options to recommence mining at the Old Pirate deposit, including obtaining a Mining Licence;
- on-going project development, project divestment, purchase of field capital equipment, project acquisition costs and tenement maintenance costs; and
- general working capital expenses.

As the Entitlement Offer is non-renounceable, your Entitlements will not be tradeable on the ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlements in full will not receive any value for those Entitlements that they do not take up.

Applicants for New Shares pursuant to this Offer Booklet should be aware that there are various risks associated with an investment in New Shares and the Company, including those risks summarised in section 4 of this Offer Booklet. Accordingly, any potential investors should consult with their professional advisers before deciding whether to apply for any New Shares pursuant to this Offer Booklet.

The Board thanks all Shareholders for their continuing support of the Company and recommends the Entitlement Offer.

Yours sincerely,

Gerard McMahon
Chairman
Prodigy Gold NL

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3. Investment Overview

3.1 Entitlement Offer

The Entitlement Offer is being undertaken as a non-renounceable entitlement offer of one (1) New Share for every one (1) Share held by Eligible Shareholders registered as at the Record Date, being 7.00pm (Sydney time) on 18 June 2025, at an issue price of $0.002 per New Share.

Eligible Shareholders who wish to accept the Entitlement Offer can do so in accordance with the instructions contained in section 5.1 of this Offer Booklet.

Eligible Shareholders will receive, or will be able to access, a personalised Application Form setting out their Entitlement together with a copy of this Offer Booklet. Ineligible Shareholders will not be entitled to participate in the Entitlement Offer or subscribe for New Shares.

There is no minimum subscription for the Entitlement Offer or Shortfall Offer. Eligible Shareholders may subscribe for all or part of their Entitlement.

Fractional Entitlements to New Shares will be rounded up to the nearest whole number.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX nor can they be sold, transferred or otherwise disposed of.

Shares issued pursuant to this Offer Booklet will have the same rights and liabilities as the existing Shares on issue as at the date of this Offer Booklet.

Based on the capital structure of the Company as at the date of this Offer Booklet, up to approximately 3,175,055,551 New Shares will be issued pursuant to this Offer Booklet to raise up to approximately $6.35 million (before expenses).

3.2 Shortfall Offer

In addition to the Entitlement Offer, Eligible Shareholders may apply to receive any New Shares not taken up in accordance with the Entitlement Offer (**Shortfall Shares**) by participating in the Shortfall Offer.

The issue price of Shortfall Shares offered in accordance with the Shortfall Offer is the same as the Entitlement Offer, being $0.002 per Shortfall Share.

Eligible Shareholders who wish to apply for Shortfall Shares can do so in accordance with the instructions contained in section 5.2 of this Offer Booklet.

Shortfall Shares will only be offered if the Entitlement Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions received in accordance with the Entitlement Offer.

It is possible that, depending on the extent to which Eligible Shareholders participate in the Entitlement Offer or Shortfall Offer, one or more Eligible Shareholders could increase their Shareholding significantly by participating in the Entitlement Offer or Shortfall Offer.

However, no Eligible Shareholder who currently holds 20% or less than 20% Voting Power may increase their Voting Power to more than 20% Voting Power and the Company reserves the discretion to refuse to accept applications (in whole or in part) in such circumstances as set out in section 5.3 of this Offer Booklet.

The control effect of the Entitlement Offer and Shortfall Offer is set out in section 3.9 of this Offer Booklet.

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3.3 Purpose of the Entitlement Offer

The purpose of the Entitlement Offer is to raise up to approximately $6.35 million (before expenses).

As noted in section 2 of this Offer Booklet, the funds raised pursuant to the Entitlement Offer (after expenses) are planned to be used to fund:

- exploration work on the Company's key projects, including:
    - the Tanami North Project (which includes the Tregony and Hyperion gold deposits), specifically to determine the next steps towards future development of the recently updated mineral resources in this project area;
    - the Tanami West Project (which includes the Old Pirate and Buccaneer gold deposits), reviewing possible development opportunities for the Old Pirate high-grade deposit and assessing other potential material sources around the project areas;
    - advance several brownfield targets around the Tanami North project, such as the Brokenwood, Boco and Mark's Rise prospects, and the Tanami West project, such as Vampire, Casa and Blackcat;
- continuing to progress the Hyperion Mineral Lease application to grant, including environmental studies and the review of the mining options for the project from heap leach to conventional CIL processing with additional metallurgical testwork;
- assessing the available options to recommence mining at the Old Pirate deposit, including obtaining a Mining Licence;
- on-going project development, project divestment, purchase of field capital equipment, project acquisition costs and tenement maintenance costs; and
- general working capital expenses.

Please refer to section 3.11 for further details relating to the estimated expenses of the Entitlement Offer.

The above is a statement of current intentions as at the date of this Offer Booklet. As with any budget, the allocation of funds set out in the above may change depending on a number of factors including intervening events (including additional requirements arising from exploration and other activities), regulatory developments, market and general economic conditions and other new circumstances. In light of this the Board reserves the right to alter the way funds are ultimately applied.

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3.4 Underwriting Arrangements

The Company has entered into:

(a) a binding commitment and underwriting deed with existing substantial Shareholder, APAC, pursuant to which it has agreed to:

(1) subscribe for its full Entitlement under the Entitlement Offer, being an entitlement to 938,348,574 New Shares; and

(2) subscribe, or procure subscriptions, for any New Shares offered under the Entitlement Offer not subscribed for by other Eligible Shareholders under the Entitlement Offer,

to the extent that it is permitted to do so in accordance with exception 9 of section 611 of the Corporations Act (i.e., the "3% creep" exception); and

(b) an underwriting agreement with Plutus Prospecting (**Underwriting Agreement**), pursuant to which Plutus Prospecting has agreed to subscribe, or procure subscriptions, for any New Shares not subscribed for by other Eligible Shareholders under the Entitlement Offer or the Shortfall Offer, provided that Plutus Prospecting does not acquire a Voting Power of more than 19.90%.

Accordingly, the extent that these underwriting arrangements are called upon and the level of funds received is dependent upon the level that other Shareholders subscribe for their Entitlements, as well as the extent of applications received under the Shortfall Offer.

These arrangements do, however, provide certainty of funding for at least $3,058,000.

Plutus Prospecting – Partial Underwriting

Plutus Prospecting is a private Australian company focused on identifying and supporting opportunities in the gold exploration and mining sector. The sole director and shareholder of Plutus Prospecting is Liang Zhen (Jally) Lin, who is a senior property executive and business entrepreneur with more than 15 years of experience in the Australian and Chinese property development industries. He was previously CEO of ASX Listed Tian An Australia Limited (ASX: TIA) and, before that, a senior manager of Sezone, a Sydney-based construction company, where he managed a number of core residential development projects across the greater Sydney region and along the Queensland coast. Mr Lin is currently chairman of the LFD Group, a privately owned residential and mixed-use property developer in NSW.

As at the date of this Offer Booklet, Plutus Prospecting does not have a relevant interest in any Shares and section 3.9 of this Offer Booklet outlines the potential effect of the Entitlement Offer on Plutus Prospecting's Voting Power in the Company.

Plutus Prospecting has advised the Company that, as at the date of the Underwriting Agreement, it:

(a) has cash in the bank of at least $5 million, which is sufficient to meet its obligations under the Underwriting Agreement;

(b) intends to support the current management and board of Directors of the Company on its continued exploration activity; and

(c) does not have any intention to redeploy the Company's assets or, otherwise, change the Company's current business or any arrangement with the Company's directors or employees.

It is noted that, in the event that Plutus Prospecting does not obtain Voting Power of at least 19.90% via its underwriting of the Entitlement Offer, the Company has agreed to issue Plutus Prospecting such number of Shares as to result in Plutus Prospecting having Voting Power in the Company of 19.90% via a private placement, as follows:

(a) an unconditional placement of up to 476,258,333 New Shares using the Company's existing placement capacities under the ASX Listing Rules; and

(b) a conditional placement of such number of New Shares to enable Plutus Prospecting to acquire a 19.90% Voting Power in the Company, subject to Shareholder approval.

Whether the unconditional placement and conditional placement proceed or not is dependent on the level of subscriptions received under the Entitlement Offer.

No fees are payable to Plutus Prospecting in providing the underwriting commitment under the Underwriting Agreement.

Please refer to section 3.12 of this Offer Booklet for further details regarding the Underwriting Agreement.

APAC – Binding Commitment and Underwriting

No fees are payable to APAC in consideration for providing its binding commitment and agreeing to partially underwrite the Entitlement Offer.

APAC's obligations to subscribe for its Entitlement and to underwrite the Entitlement Offer will cease and the Binding Commitment and Underwriting Deed will terminate automatically in the event that the Company does not dispatch offers under the Entitlement Offer to Eligible Shareholders by the 20th business day after the date of the Offer Booklet.

As at the date of this Offer Booklet, APAC has a Voting Power in the Company of 29.55% and section 3.9 of this Offer Booklet outlines the potential effect of the Entitlement Offer on APAC's Voting Power.

Please refer to section 3.13 of this Offer Booklet for further details regarding the Binding Commitment and Underwriting Deed.

3.5 Effect of the Entitlement Offer

The principal effect of the Entitlement Offer, assuming that the Entitlement Offer is fully subscribed and that no Options are exercised prior to the Record Date, will be to:

(a) increase the Company's cash position by up to approximately $6.35 million (before expenses) immediately after completion of the Entitlement Offer; and

(b) increase the number of Shares on issue from 3,175,055,551 at the date of this Offer Booklet to up to 6,350,111,102 Shares.

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3.6 Effect on capital structure

The effect of the Entitlement Offer on the Company's capital structure, assuming that all Entitlements are accepted and that no Options are exercised prior to the Record Date, is set out below:

Shares	
Description	**Number**
Shares on issue as at the date of this Offer Booklet:	3,175,055,551
New Shares offered pursuant to the Entitlement Offer:	3,175,055,551
Total Shares on issue after the Entitlement Offer:	**6,350,111,102**

Options	
Description	**Number**
Options on issue before the date of this Offer Booklet:	
PRXAJ: Option expiring 16 Oct 2027, ex $0.012	5,000,000
PRXAK: Option expiring 30 Nov 2026, ex $0.007	250,289,443
PRXAH: Option expiring 21 Jan 2026, ex $0.049	1,000,000
PRXAI: Option expiring 01 May 2026, ex $0.038	2,000,000
PRXAF: Option expiring 02 Nov 2025, ex $0.081	1,500,000
PRXAM: Option expiring 30 Nov 2027, ex $0.005	704,853,895
Options offered pursuant to the Entitlement Offer:	Nil
Total Options on issue after the Entitlement Offer:	**964,643,338**

3.7 Dilution of Eligible Shareholders that do not accept their Entitlement

The dilutionary effect of the Entitlement Offer on the shareholding of existing Shareholders will depend on whether they are an Eligible Shareholder and, if so, whether they elect to subscribe for some or all of their Entitlements. If Eligible Shareholders take up all of their Entitlements pursuant to the Entitlement Offer, Eligible Shareholders will hold the same percentage interest in the Company as they did immediately prior to the Record Date for the Offer. However, to the extent that any Eligible Shareholder fails to take up their full Entitlement pursuant to the Entitlement Offer, and ineligible Shareholders are unable to participate in the Entitlement Offer, that Shareholder's percentage holding in the Company will be diluted.

As the Entitlement Offer is an offer of one (1) New Share for every one (1) Share held by Eligible Shareholders, the maximum amount that any Shareholder will be diluted is approximately 50%.

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Eligible Shareholders should note that if they do not accept their Entitlements in full, their Shareholdings are likely to be diluted as follows:

Example Shareholder	Total Share Holding as at the date of this Offer Booklet	% as at the date of this Offer Booklet	Entitlement	Holding if Entitlement not taken up	% following allotment of New Shares
Shareholder 1	1,000,000	0.03%	1,000,000	1,000,000	0.02%
Shareholder 2	2,500,000	0.08%	2,500,000	2,500,000	0.04%
Shareholder 3	5,000,000	0.16%	5,000,000	5,000,000	0.08%
Shareholder 4	10,000,000	0.31%	10,000,000	10,000,000	0.16%

3.8 Effect on relevant interest of substantial security holders

As at the date of this Offer Booklet, the following persons were believed to have a relevant interest of 5% or more of the Shares in the Company:

Shareholder	Shares	%
BNP Paribas Noms Pty Ltd, APAC Resources Limited (and its Related Bodies Corporate) and Allied Properties Investments (1) Company Limited (**APAC Group**)	938,348,574	29.55%
Jetosea Pty Ltd ACN 003 784 441	516,762,040	16.28%

As noted elsewhere in this Offer Booklet, a binding commitment and underwriting deed has been received from APAC under which it has agreed to partially underwrite the Entitlement Offer by committing to subscribe for, or procure subscriptions for:

(a) its full Entitlement under the Entitlement Offer; and

(b) such number of additional Shares under the Shortfall Offer,

to the extent that it is permitted to do so in accordance with exception 9 of section 611 of the Corporations Act (i.e. the “3% creep” exception).

Accordingly, APAC may acquire Voting Power in the Company of up to 32.55% depending on the level that other Shareholders subscribe for their Entitlements, as well as the extent of applications received under the Shortfall Offer.

As at the date of this Offer Booklet, the Company has not received any binding commitments from other major Shareholders that they will subscribe for their Entitlement.

If the Entitlement Offer is fully subscribed and the above parties subscribe for all of their Entitlements pursuant to the Entitlement Offer, there will be no change to their relevant interests in Shares.

If the Entitlement Offer is not fully subscribed, the above Shareholders may increase their Voting Power in the Company. The extent to which any of the above Shareholders may increase their respective Voting Power in the Company is dependent upon the level that other Shareholders subscribe for their Entitlements, as well as the extent of applications received under the Shortfall Offer and limits on the above Shareholders increasing their Voting Power imposed by the Corporations Act.

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3.9 Effect of Entitlement Offer on Voting Power in the Company

As the Entitlement Offer and the Shortfall Offer do not satisfy the requirements of exception 10 of section 611 of the Corporations Act, no person shall be entitled to acquire Shares pursuant to the Entitlement Offer or Shortfall Offer if to do so would result in their, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, unless a separate exception to the restrictions contained in section 606 of the Corporations Act applies.

The only such exception that may apply is exception 9 of section 611 of the Corporations Act (i.e. the "3% creep" exception).

Accordingly, applications for New Shares will be rejected (in whole or in part) where the effect of issuing New Shares to the Applicant will result in the Applicant's, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, other than as permitted by the "3% creep" exception.

As at the date of this Offer Booklet, Plutus Prospecting does not have any Voting Power in the Company and, accordingly, Plutus Prospecting may only acquire Voting Power the Company of up to 20%.

As APAC held Voting Power in the Company of 29.55% six months before the date of the Offer, it may acquire Voting Power in the Company of up to 3%, taking it to 32.55%.

However, for illustrative purposes, the table below sets out the number of Shares and potential Voting Power in the Company that APAC Group or Plutus Prospecting could obtain in the Company based on the following scenarios:

(a) APAC Group participates for its full Entitlement to the extent it is able to do in reliance on the "3% creep" exception and applications are received for 0% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shortfall Offer;

(b) APAC Group participates for its full Entitlement and the Shortfall Offer to the extent it is able to do in reliance on the "3% creep" exception and applications are received for 25% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shortfall Offer;

(c) APAC Group participates for its full Entitlement and the Shortfall Offer to the extent it is able to do in reliance on the "3% creep" exception and applications are received for 50% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shortfall Offer; and

(d) APAC Group participates for its full Entitlement and the Shortfall Offer to the extent it is able to do in reliance on the "3% creep" exception and applications are received for 75% of all other Shareholders' Entitlements pursuant to the Entitlement Offer or Shortfall Offer.

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APAC Group and Plutus Prospecting Potential Voting Power				
Shareholder Outcomes	**Level of Acceptance by Eligible Shareholders (other than APAC)**			
	0%	**25%**	**50%**	**75%**
New Shares subscribed for by Eligible Shareholders (excluding APAC)	0	559,176,744	1,118,353,489	1,677,530,233
Total Shares on Issue after Entitlement Offer	4,704,301,049	5,880,376,311	6,350,111,102	6,350,111,102
Total Shares held by APAC Group after the Entitlement Offer	1,531,438,163	1,914,297,704	1,876,697,148	1,876,697,148
Voting Power of APAC Group after the Entitlement Offer (%)	32.55%	32.55%	29.55%	29.55%
Total Shares held by Plutus Prospecting after the Entitlement Offer	936,155,909	1,170,194,886	1,118,353,488	559,176,744
Voting Power of Plutus Prospecting after the Entitlement Offer (%)	19.90%	19.90%	17.61%	8.81%

For completeness, it is noted that, in the event that Plutus Prospecting does not obtain Voting Power of at least 19.90% via its underwriting of the Entitlement, the Company has agreed to issue Plutus Prospecting such number of New Shares as to result in Plutus Prospecting having Voting Power in the Company of 19.90% via a private placement (a portion of which may be subject to Shareholder approval).

Whether this placement proceeds or not is dependent on the level of subscriptions received under the Entitlement Offer.

3.10 Interests of Directors

As at the date of this Offer Booklet, the Relevant Interest of each Director in Shares, together with their respective Entitlements in accordance with the Entitlement Offer, is set out in the table below:

Director	Shares	Entitlement
Gerard McMahon Chairman	Nil	Nil
Mark Edwards Managing Director	12,650,501	12,650,501

Director	Shares	Entitlement
Brett Smith Non-Executive Chairman	1,982,142	1,982,142
Neale Edwards Non-Executive Director	3,500,000	3,500,000

Brett Smith and Neale Edwards have confirmed to the Company that they intend to subscribe for their full entitlement under the Entitlement Offer and Mark Edwards has confirmed that he will subscribe for $10,000 worth of Shares under the Entitlement Offer.

3.11 Expenses of the offers

The total expenses of the Entitlement Offer and Shortfall Offer are estimated to be approximately $150,000 which are expected to be applied towards the items set out in the table below:

Expense	Amount ($)
ASX fees	$25,000
Legal fees	$80,000
Printing, registry and distribution	$25,000
Other Costs	$20,000
TOTAL	**$150,000**

Ignite Equity Pty Ltd (**Ignite**) has been engaged to act as lead manager to the Entitlement Offer and will have the right to place any shortfall arising from the Entitlement Offer not subscribed for by Plutus Prospecting on a best endeavours basis. Ignite will be entitled to receive a fee of 6% of any Shares they place from the shortfall.

3.12 Underwriting Agreement with Plutus Prospecting

The material terms of the Underwriting Agreement are as follows:

(a) the Underwriting Agreement contains standard commercial terms and conditions for a firm underwriting agreement for a capital raising of this size and type, including customary covenants, indemnities and representations and warranties by the Company and terminating events which if they occur, will relieve Plutus Prospecting of its underwriting obligations;

(b) subject to certain exclusions, including, but not limited to, fraud, wilful misconduct or gross negligence, the Company indemnifies Plutus Prospecting against various liabilities and losses incurred or sustained directly or indirectly in connection with the Entitlement Offer;

(c) the obligation of Plutus Prospecting to underwrite the Entitlement Offer is subject to certain events occurring, including, but not limited to, the giving of various notices and certificates within prescribed timeframes;

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(d) Plutus Prospecting has the right to immediately terminate the agreement by notice and without any costs or liabilities if certain events occurs, including, but not limited to the following:

(1) (**Insolvency**): the Company becomes insolvent or there is an act or omission which is likely to result in the Company becoming insolvent;

(2) (**Market fall**): the ASX/S&P 300 Index falls 10% or more below the level at market close on the ASX trading day immediately preceding the date of the Underwriting Agreement and closes at or below that level on any two consecutive business days after the date of the Underwriting Agreement and on or before the business day immediately prior to the date for payment for the Shortfall Shares;

(3) (**New circumstance**) a new circumstance arises which is matter adverse to investors in New Shares and which would have been required by the Corporations Act to be included in the materials for the Entitlement Offer;

(4) (**Material adverse change**): there is a material adverse change in the business, assets, liabilities, financial performance, profits, losses, operations, results or prospects of the Company or its Related Bodies Corporate;

(5) (**Notifications**): any regulatory body commences, or gives notice of an intention to commence proceedings against the Company or hold, any investigation, proceedings or hearing in relation to the Entitlement Offer or any of the materials for the Entitlement Offer; and

(6) (**Compliance with regulatory requirements**): the Entitlement Offer or the materials for the Entitlement Offer do not comply with any applicable law or regulatory requirement or there is a contravention by the Company of the Corporations Act, its Constitution or any of the ASX Listing Rules; and

(e) Plutus Prospecting may also terminate the agreement if one or more of the following events has had, or could be expected to have, a material adverse effect on the financial position of the Company, the market price of the New Shares or is reasonably likely to result in a contravention of, or liability by Plutus Prospecting under the Corporations Act or any applicable law:

(1) (**Disruption in financial markets**): there are disruptions in global financial markets, including the occurrence of any of the following:

(A) a general moratorium on commercial banking activities in Australia, New Zealand, Hong Kong, Singapore, the United States of America or the United Kingdom is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;

(B) an adverse effect on the financial markets in Australia, New Zealand, Hong Kong, Singapore, the United States of America or the United Kingdon, or in foreign exchange rates or any development involving a prospective change or break up in political, financial, trade or economic conditions in any of those countries; and/or

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(C) trading in all securities quoted or listed on ASX, NASDAQ, New York Stock Exchange, Hong Kong Stock Exchange or London Stock Exchange is suspended or limited in a material respect for 1 day (or a substantial part of 1 day) on which that exchange is open for trading;

(2) (**Hostilities**): hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, Hong Kong, Singapore, the People's Republic of China, the United States of America, the United Kingdom; and

(3) (**Change in management**): there is a change in the Managing Director.

As part of the Underwriting Agreement, the Company has provided various warranties and representations that are common for an arrangement of this sort, including as the Company's capacity to undertake the Entitlement Offer.

No fees are payable to Plutus Prospecting in consideration for agreeing to partially underwrite the Entitlement Offer.

3.13 Binding Commitment and Underwriting Deed with APAC

The material terms of the Binding Commitment and Underwriting Deed are as follows:

(a) the Binding Commitment and Underwriting Deed contains standard commercial terms and conditions for a firm commitment and underwriting agreement for a capital raising of this size and type, including customary covenants, representations and warranties by the Company and terminating events which if they occur, will relieve APAC of its obligations to subscribe for its Entitlement and apply for New Shares pursuant to the Shortfall Offer; and

(b) APAC has the right to immediately terminate the agreement by notice and without any costs or liabilities if certain events occurs, including, but not limited to the following:

(1) (**Insolvency**): the Company or its subsidiary becomes insolvent or there is an act or omission which is likely to result in the Company or its subsidiary becoming insolvent;

(2) (**Market fall**): the ASX/S&P 200 index closes at a level that is 10% or more below the level at market close on the ASX trading day immediately preceding the date of the Binding Commitment and Underwriting Deed on any two consecutive trading days in the period between (and including) the date of the Binding Commitment and Underwriting Deed and the business day immediately prior to the date that APAC accepts the offer made to it under the Offer Booklet;

(3) (**Proceedings**): ASIC issues or threatens to issue proceedings in relation to the Entitlement Offer (including the Shortfall Offer) or commences, or threatens to commence any inquiry or investigation in relation to the Entitlement Offer (including the Shortfall Offer) or gives notice of an intention to prosecute the Company, or any person applies to the Takeovers Panel in connection with the Entitlement Offer or any aspect of it; and

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(4) (**Suspension**): the Company ceases to be admitted to the official list of the ASX or the Shares are suspended from trading for more than two Business Days, or cease to be quoted on, the ASX.

As part of the Binding Commitment and Underwriting Deed, the Company has provided various warranties and representations that are common for an arrangement of this sort, including as the Company's capacity to undertake the Entitlement Offer.

No fees are payable to APAC in consideration for agreeing to subscribe for its Entitlement and apply for New Shares under the Shortfall Offer.

3.14 Overseas shareholders

The offer of New Shares pursuant to this Offer Booklet does not, and is not intended to, constitute an offer or invitation in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Offer Booklet.

It is not reasonable for the Company to comply with the securities laws of all overseas jurisdictions in which Shareholders are resident having regard to the number of overseas Shareholders and the number and value of Shares these Shareholders would be offered and the cost of complying with the regulatory requirements in each relevant jurisdiction.

The Entitlement Offer is not being extended to Shareholders that are recorded in the Company's share register as having an address that is outside Australia or New Zealand.

This Offer Booklet is prepared under Australian law and is not a product disclosure statement prepared under New Zealand law. New Zealand law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

No New Zealand product disclosure statement is being prepared and the offer of New Shares is being extended to Eligible Shareholders that were recorded in the Company's share register as having an address in New Zealand in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

As a result, Eligible Shareholders that were recorded in the Company's share register as having an address in New Zealand may not be given all the information usually required under New Zealand law and will also have fewer other legal protections for this investment.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser. The Entitlement Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

Any amounts paid on the financial products will be in Australian dollars and not New Zealand dollars. You may incur significant fees in having any such Australian dollar funds credited to a bank account in New Zealand in New Zealand dollars.

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If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. The financial products are not currently traded on any financial product market in New Zealand. The way in which any financial product trading market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from the financial product trading markets that operate in New Zealand.

Eligible Shareholders that are resident in Australia or New Zealand that hold Shares on behalf of persons who are resident in jurisdictions other than Australia and New Zealand are responsible for ensuring that taking up any Entitlement pursuant to the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3.15 Taxation

The taxation consequences arising from an investment in any New Shares will depend on the particular circumstances of each Applicant and it is the responsibility of all Applicants to satisfy themselves of the taxation treatment that applies to them by consulting their own professional tax advisers.

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4. Risks

4.1 Introduction

The New Shares offered in accordance with this Offer Booklet are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consider the risk factors described below, together with information contained elsewhere in this Offer Booklet and otherwise disclosed to the ASX, and consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Booklet.

In addition to the specific risks that relate directly to the Company, there are also other general risks, many of which are largely beyond the control of the Company and the Directors, that investors should consider. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of any New Shares issued pursuant to this Offer Booklet.

4.2 Business specific and industry risks

(a) Key sensitivities of the Company's Projects

The future success of the Company is primarily dependent on the success of the mineral exploration activities and development study outcomes as well as approvals and permits to enable the Company's existing or future projects to advance.

The Projects, together with any other project that the Company may in the future acquire, are subject to the following key sensitivities:

(1) the identification and exploration of a mineral deposit with sufficient potential to be economically and commercially viable;

(2) the delineation of sufficient gold reserves so as to result in the viable extraction and processing of gold from the Projects;

(3) metal commodity prices and, in particular the gold price;

(4) the permits and approvals to enable the exploration for and extraction of minerals from regulators, local authorities and stakeholders;

(5) mining, processing and other related expenses (such as royalty payments) for the extraction of gold ores being less than the revenue receivable; and

(6) the capital cost to construct any required processing plant and associated facilities being such that financing for the project is capable of being received.

Whilst the Company believes and is optimistic that it is possible, there is also no guarantee that the Company will be able to obtain all the necessary approvals, permits, licences or consents required to develop the projects or any other project that it may, in the future, acquire.

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(b) Current funding risk

The Entitlement Offer is partially underwritten and there are restrictions in the Corporations Act that limit the extent that the Company's existing substantial Shareholders can participate in the Entitlement Offer and the Shortfall Offer.

Therefore, the Entitlement Offer may not be fully subscribed, leaving a shortfall from the full amount that could be raised.

Accordingly, if the proceeds of the Entitlement Offer reach less than the full subscription level, the Directors intend to place the shortfall of any Shares not subscribed for pursuant to the Entitlement Offer or Shortfall Offer, within three months following the Closing Date, and to carry out additional capital raising activities if necessary.

However, there is no certainty that the Company will be able to raise additional capital, or that it will be able to do so on favourable terms.

(c) Future funding requirements

The Company's capital requirements depend on numerous factors, including the success of its planned exploration programs, the future exploration programs for its Projects, the Company's ability to generate income from its operations and possible acquisitions or other corporate opportunities. The Company may require further capital to achieve its objective of transitioning from explorer to producer. If the Company acquires any new project it may need to raise further capital to fund the acquisition or the project once acquired.

For the foreseeable future, it is expected that this funding will be obtained from equity financing. Any equity financing undertaken will dilute existing Shareholders.

There is no guarantee that the Company will be able to secure any additional funding or will be able to secure funding on terms that are favourable or acceptable to the Company.

This may require that the Company reduce the scope of its operations or, if necessary, surrender or dispose of some of its interest in one of more of its Projects to a third party.

There is a risk that the Company will not be able to meet the work commitments or satisfy the required licence fees, which may result in one or more of its Tenements being forfeited.

Similarly, while debt financing is unlikely to be available to the Company for the foreseeable future, any debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is not able to raise additional future funding in a timely manner through either the issue of additional Shares or the disposal of assets, it could have a significant detrimental effect on the financial position and viability of the Company.

(d) Grant and renewal of permits

The Company's mineral exploration activities are dependent upon the granting and maintenance (including renewal) of the Tenements or other tenements in which the Company acquires an interest.

Maintenance of the Tenements is dependent on, among other things, the Company's ability to meet the licence conditions imposed by relevant authorities including minimum annual expenditure requirements which, in turn, is dependent on the Company being sufficiently funded to meet those expenditure requirements.

The extent of work performed on each Tenement may vary depending upon the results of the exploration programme which will determine the prospectivity of the relevant area of interest. There is a risk that if the Company fails to satisfy these minimum expenditure requirements at the time of expiry of the granted Tenements, the Company may be required to relinquish part or all its interests in these granted Tenements. As at the date of this Offer Booklet, the Company is not in breach of its minimum expenditure commitments.

(e) Operational and exploration risk

The business of mineral exploration, development and production, by its nature, involves significant risks. The Tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The business depends on, amongst other things, successful exploration and identification of mineral reserves, geological conditions, security of tenure, the availability of adequate funding, satisfactory performance of mining operations, limitations on activities due to inclement weather or seasonal weather patterns, availability and cost of consumables and plant and equipment (including drilling rigs and other necessary machinery to undertake exploration, development and production) and skilled labour when required, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

4.3 Industry Specific Risks

There are a number of industry specific risks associated with the Company which have a reasonable likelihood of occurring, are difficult to mitigate, and if they do eventuate, would have a significant effect on the Company's financial position, prospects or the price of its Shares and are, therefore, key risks. These risks include:

(a) Commodity price fluctuations

It is anticipated that any future revenues derived from mining will primarily be derived from the sale of minerals, and in particular, gold. Consequently, any future earnings are likely to be closely related to the price of precious metals such as gold.

The prices of minerals are influenced by numerous variable factors beyond the control of the Company, including laws and regulations, economic conditions and trading demand and supply. Fluctuations in mineral prices may, positively or negatively,

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influence the operating and financial performance of projects and businesses in which the Company has an interest or proposes to have an interest.

Even if this is not the case, general sentiment towards one or more minerals may have a significant adverse affect on the price of Shares.

(b) Land access

The Company will be required to negotiate access arrangements and pay compensation to land owners, local authorities, traditional land users and others who may have an interest in the area covered by the Tenements. The Company's ability to resolve access and compensation issues will have an impact on the future success and financial performance of the Company's operations.

The effect of present laws in respect of native title that apply in Australia is that mining tenements (including applications for mining tenements) may be affected by native title claims or procedures, which may prevent or delay the granting of tenements, or affect the ability of the Company to explore and develop the Tenements.

In addition, where the relevant part of the Tenements is not accessible without crossing land which is not owned by the Company, the Company may be required to obtain the consent of owners and occupiers of land within the Tenements to carry out its planned activities on such land or otherwise pass through such land. Compensation may be required to be paid to the owners and occupiers of land in order for exploration and development activities to be carried out.

Negotiations with land owners, local authorities, traditional land users and others may therefore be required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities. Special conditions may also attach to exploration (if permitted) in special locations within the Tenements, including those of environmental or heritage significance. There may be delays experienced in negotiating these conditions, and there is a risk that the parties cannot reach agreement and the matter could result in the Company not being able to conduct the exploration or production activities on terms acceptable to the Company (or at all).

Agreements with traditional land owners include that any exploration programs are approved and the underlying land the subject to exploration is cleared by traditional owners via the Central Land Council to protect any sacred and sensitive sites. The timing of such clearances is outside the Company's control and subject to Central Land Council and traditional owner availability.

Access is critical for exploration and development to succeed and the ability to be able to negotiate satisfactory commercial arrangements with land owners, local authorities, traditional land users and occupiers is often essential.

(c) Exploration costs

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

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(d) Potential acquisitions, divestments and investments

The Company may pursue and assess other new business opportunities in the resource sector in order to realise benefits including complementary revenue streams and future platforms for growth and may seek to divest certain assets no longer considered essential to the Company's operations.

Divestments under current agreements or negotiation may not be able to be completed and the identification, evaluation and negotiation of divestments and other opportunities may require significant time and effort from key management and employees, and may result in disruptions to the business.

These new business opportunities may take the form of direct project acquisitions, investments, joint ventures, farm-ins, acquisition of tenements and permits, and/or direct equity participation. Such transactions (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is undertaken, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or raising additional capital (if available). There is also a risk that the Company is unsuccessful in integrating new businesses or assets into its existing operations in a timely manner, or that the new businesses or assets do not result in the benefits anticipated. The Company cannot guarantee that every acquisition or partnership that it makes or enters into will result in favourable outcomes for the business. In addition, the process of integrating new businesses or assets may require significantly more financial and management resources, or time to complete, than originally planned.

(e) Mineral Resource estimates

Mineral resource estimates are expressions of judgement and are estimates based on knowledge, experience and industry practice. While these estimates may be appropriate when made, they may change significantly when new information or techniques become available.

Estimates are a necessary practice and may change significantly or cease to be accurate when new information or techniques become available through additional fieldwork and analysis. Mineral Resource estimates are, by their nature, imprecise and, to an extent, depend on interpretation, which may result in inaccuracies. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations. New information, practices or techniques may result in the Company revising any initial estimates of its Mineral Resources or Ore Reserves, which may could adversely affect the Company's operations.

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(f) Native Title risk

Access to land for exploration purposes can be adversely affected by land ownership, including private (freehold) land, pastoral lease and native title land or claims under the *Native Title Act 1993* (Cth) (**NTA**) (or similar legislation in the jurisdiction where the Company operates). The effect of the NTA is that existing and new Tenements held by the Company may be affected by native title claims and procedures.

There is a risk that a determination could be made that native title exists in relation to land the subject of a tenement held or to be held by the Company which may affect the operation of the Company's business and development activities. In the event that it is determined that native title does exist or a native title claim has been registered, the Company may need to comply with procedures under the NTA in order to carry out its operations or to be granted any additional rights required. Such procedures may take considerable time, involve the negotiation of significant agreements, may involve access rights, and require the payment of compensation to those persons holding or claiming native title in the land the subject of a Tenement. The involvement in the administration and determination of native title issues may have a material adverse impact on the position of the Company in terms of cash flows, financial performance, business development, and the Share price.

(g) Joint venture parties, agents and contractors

There is a risk of financial failure or default by a participant in any joint venture to which the Company is, or may in the future become, a party, or the insolvency or managerial failure by any service provider used by the Company for any activity.

Any failure by any of the Company's existing or future joint venture partners could result in the Company being required to expend significant time and monetary resources, for which it may not have made provision, requiring it to raise additional funds and direct its energies and/ or reallocate budgeted expenditure.

(h) Environmental

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences and hamper access to Tenements and delay exploration activities. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by current, future or previous operations or non-compliance with environmental laws or regulations.

It is the Company's intention to conduct its activities to the highest standard of its environmental obligations, including by complying with all environmental laws and regulations.

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(i) Metallurgy

Metal and/or mineral recoveries are dependent upon metallurgical processes and, by their nature, contain elements of significant risk such as:

(1) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

(2) developing an economic process route to produce a metal and/or concentrate; and

(3) changes in the mineralogy of the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the Projects.

(j) Competition risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's Projects and business.

In particular, the Company's ability to undertake exploration and mining activities is dependent upon its ability to source and acquire appropriate mining equipment and personnel. Equipment and personnel are not always readily available and the market for mining equipment and personnel experiences fluctuations in supply and demand. Increases in worldwide mining activities may create cost pressures for services and skilled personnel in the resources industry, which may affect the ability to purchase or hire equipment, supplies, and services and to recruit skilled personnel in relation to the Projects. In addition, the availability of drilling rigs and other equipment and services is affected by the level and location of drilling activity around the world. An increase in drilling activity in Australia may reduce the availability of equipment and services to the Company. In addition, an increased demand for mineral commodities may significantly increase the demand for many mining and processing inputs, which has resulted in shortages, as well as longer lead times for delivery and increases in pricing, of mining equipment and metallurgical plant, strategic spares and critical consumables. The reduced availability of equipment, services and skilled personnel may delay the planned exploration, development, and production activities at the projects. A shortage of skilled labour in the Australian mining industry could result in the Company having insufficient employees or contractors to operate its business, which could adversely affect the Company's business, results of operations and financial condition.

4.4 General Investment Risks

(a) Regulatory risks and Government Policy changes

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consents, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. Changes in government policies or legislation may affect ownership of

mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company.

The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production, and rehabilitation activities. Obtaining necessary permits can be a time consuming process and there is a risk that the Company may not obtain these permits on acceptable terms, in a timely manner, or at all. Any costs or delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a Project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Company's Tenements.

(b) Economic and market conditions

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's ability to fund its operations. Share market conditions may affect the value of the Company's Equity Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

(1) general economic outlook;

(2) commodity prices;

(3) interest rates and inflation rates;

(4) changes in investor sentiment toward particular market sectors and commodity types;

(5) the demand for, and supply of, capital; and

(6) terrorism or other hostilities.

The market price of Equity Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for securities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Foreign exchange rate risk

The Company's revenue and expenditure will be taken into account in Australian dollars (**AUD**). The Company's operating and exploration expenses are largely incurred in AUD. Gold is sold throughout the world based principally on a USD price. Therefore, the Company is exposed to fluctuations and volatility in the USD and AUD exchange rates. Movements in these exchange rates may adversely or beneficially affect the Company's results or operations and cash flows.

(d) Taxation

The acquisition and disposal of Equity Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential

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investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Equity Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Equity Securities in accordance with this Offer Booklet.

(e) Liquidity risk

An application will be made to ASX for Quotation of the New Shares offered pursuant to this Offer Booklet within 7 days of the date of this Offer Booklet.

However, no assurance can be given of the price at which New Shares will trade or that they will trade at all. Potential Applicants should, therefore, be prepared to hold their New Shares for extended periods pending the development of the Projects and potential opportunities emerging in the future. The market price of Equity Securities can fall, as well as rise, and may be subject to varied and unpredictable influences on the market for equities and, in particular, resources entities. Neither the Company nor the Directors provide any warranty as to the future performance of the Company or any return on an investment in the Company.

This may affect the liquidity of trading in the Company's Shares, which may result in a lower volume of Shares being traded than would otherwise have been the case, potentially making it difficult to realise any return on your investment.

(f) Reliance on key personnel

The Directors are primarily responsible for overseeing the operations and the strategic management of the Company. The day-to-day operations of the Company are the responsibility of the Managing Director. There can be no assurance that there will be no detrimental impact on the Company if one or more of the Directors, particularly the Managing Director, no longer act as Directors of the Company.

(g) Information technology/privacy

The Company relies heavily on its own computer systems and those of third party service providers to store and manage private and confidential information. A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of the Company's data at risk. If the Company's efforts to combat any malicious attack are unsuccessful or the Company has actual or perceived vulnerabilities, the Company's business reputation and brand name may be harmed, potentially having a material adverse effect on the Company's operations and financial position.

(h) Insurance

The Company insures its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

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(i) Climate change

There are a number of climate-related factors that may affect the operations and proposed activities of the Company.

Climate change may be said to cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. These risks said to be associated with climate change may have a direct impact on Company's ability to perform its mining operations, and may significantly change the industry in which the Company operates.

In addition, changing investor sentiment towards climate change, including a view that all mining should be avoided due to its contribution to greenhouse gas emissions (despite the reliance on the various metals by the renewables sector) and, thus, cause investors to cease investing in mining and exploration entities, may have a significant adverse effect on the Company's ability to secure additional funding and other ancillary products and services (including, for example, appropriate insurance at affordable prices).

4.5 Speculative investment

The above risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Booklet.

Therefore, the New Shares to be issued pursuant to this Offer Booklet carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for any New Shares pursuant to this Offer Booklet.

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5. Acceptance of Entitlement Offer and Shortfall Offer

5.1 Acceptance of Entitlement Offer

Your acceptance of the Entitlement Offer must be made in accordance with the instructions contained in your personalised Application Form accompanying this Offer Booklet. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for your maximum Entitlement.

You may participate in the Entitlement Offer as follows:

(a) if you wish to accept your full Entitlement, you must pay your application monies via BPAY® or EFT (if you are unable to pay via BPAY®, for example, because you are a New Zealand Shareholder who does not have an Australian bank account) in accordance with the instructions, and for the amount indicated, on the Application Form. Please refer to section 5.5 for further information regarding payment via BPAY® or EFT. Your application monies must be received by the Share Registry by no later than 5:00pm (Sydney time) on the Closing Date; or

(b) if you only wish to accept part of your Entitlement, you must pay the appropriate application monies for the relevant part via BPAY® or EFT (if you are unable to pay via BPAY®, for example, because you are a New Zealand shareholder who does not have an Australian bank account) in accordance with the instructions, and for the amount indicated, on the Application Form. Please refer to section 5.5 for further information regarding payment via BPAY® or EFT. Your application monies must be received by the Share Registry by no later than 5:00pm (Sydney time) on the Closing Date; or

(c) if you do not wish to accept any part of your Entitlement, you are not obliged to do anything.

Eligible Shareholders who do not take up their Entitlement in full will not receive any payment or value for any part of their Entitlement that they do not take up and their Shareholding in the Company will be diluted.

The Directors retain the discretion to refuse to accept applications for New Shares (in whole or in part) where the effect of issuing New Shares to the Applicant will result in the Applicant's, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%.

5.2 Application for Shortfall Shares

If you wish to apply for Shortfall Shares in excess of your Entitlement under the Shortfall Offer, you may do so in accordance with the instructions referred to in the Application Form. Please read the instructions carefully. Any Shortfall Shares applied for in excess of your Entitlement will be issued from the excess of any New Shares not applied for in accordance with the Entitlement Offer (if any) and there is no guarantee that you will receive all, or any, of the amount of the Shortfall Shares applied for pursuant to the Shortfall Offer.

Application monies received by the Company in excess of the amount in respect of your Entitlement will be treated as an application to apply for as many New Shares as that excess amount will pay for, in full, at the issue price of $0.002 per New Share (up to the maximum number of New Shares available as per the discretion in 5.1 above).

For payment methods, please refer to section 5.4.

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5.3 Allocation of Shortfall Shares

Subject to the Directors retaining discretion to refuse to accept applications (in whole or in part) for Shortfall Shares under the Shortfall Offer where the effect of issuing Shortfall Shares to the Applicant will result in the Company breaching the ASX Listing Rules or the Applicant's, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, applicants under the Shortfall Offer will be allocated the lesser of:

(a) the number of Shortfall Shares applied for by the Applicant; and

(b) if the number of Shortfall Shares available for subscription is less than the aggregate number of Shortfall Shares applied for by all unsatisfied Applicants, the number of Shortfall Shares applied for, scaled on a pro rata basis according to all unsatisfied Applicant's respective Shareholdings in the Company as at the Closing Date for the Entitlement Offer.

If, following the allocation process referred to in paragraphs (a) and (b) immediately above, there are any remaining Shortfall Shares, that allocation process will be repeated continuously until all applications for Shortfall Shares have been satisfied in full or there are no further Shortfall Shares.

The Directors intend to place the shortfall of any Shares not subscribed for pursuant to the Entitlement Offer or Shortfall Offer, within three months following the Closing Date, and to carry out additional capital raising activities if necessary. The Directors reserve the right to pay a commission of up to 6% (exclusive of GST) of any amounts subscribed under any such placement through any licensed securities dealers or Australian financial services licensee in respect of any Applications lodged and accepted by the Company.

5.4 Payment Methods

Eligible Shareholders may make payment of your application monies in the following ways:

(a) by BPAY®; or

(b) if you are unable to pay via BPAY® (for example, because you are a New Zealand Shareholder who does not have an Australian bank account), by EFT.

Cash or cheque payments will not be accepted. Receipts for payment will not be issued. Any application monies received for more than your final allocation of New Shares (only where the amount is $1.00 or greater) will be refunded as soon as practicable. No interest will be paid on any application monies received or refunded.

5.5 Payment by BPAY® or EFT

For Eligible Shareholders wishing to pay via BPAY® or EFT, please follow the instructions on the Application Form. You can only make a payment via BPAY® if you are an Eligible Shareholder and the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

(a) you do not need to submit the Application Form but are taken to have made the declarations on that Application Form; and

(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® or EFT payment is received by the Share Registry by no later than 5.00pm (Sydney time) on the Closing Date. You should be aware that your financial institution may implement cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any application monies received for more than your final allocation of New Shares (only where the amount is $1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

The Entitlement Offer is non-renounceable. Accordingly, Shareholders may not sell or transfer all or part of their Entitlement.

5.6 Representations you will be taken to make by acceptance

A payment of application monies made through BPAY® or EFT constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Booklet and, once paid, cannot be withdrawn. The Company's decision whether to treat an Application as valid is final.

By making a payment of application monies by BPAY® or EFT, you will be deemed to have:

(a) acknowledged that you have fully read and understood this Offer Booklet and the Application Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Application Form;

(b) agreed to be bound by the terms of the Entitlement Offer and Shortfall Offer (as applicable), the provisions of this Offer Booklet and the Company's Constitution;

(c) authorised the Company to register you as the holder of the New Shares allotted to you;

(d) declared you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations pursuant to the personalised Application Form;

(e) warranted that you are an Eligible Shareholder and that you are not located in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person located in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue of New Shares pursuant to this Offer Booklet;

(f) declared that you were the registered holder as at the Record Date of the Shares indicated in the Application Form as being held by you on the Record Date;

(g) agreed to apply for and be issued up to the number of New Shares specified in the Application Form, or for which you have submitted payment of any application monies via BPAY® or EFT at the issue price of $0.002 per New Share;

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(h) authorised the Company, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;

(i) acknowledged and agreed that:

(1) determination of eligibility of investors for the purpose of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company; and

(2) the Company, and each of its Affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;

(j) acknowledged that the information contained in this Offer Booklet and your Application Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;

(k) acknowledged that this Offer Booklet is not a prospectus and does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to the ASX;

(l) acknowledged the statement of risks in the 'Risks' section of this Offer Booklet, contained in section 4, and that investments in the Company are subject to risk;

(m) acknowledged that none of the Company or its Related Bodies Corporate and Affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital; and

(n) authorised the Company to correct any errors in your Application Form.

The Directors' (or their delegates') decision as to whether to treat an Application as valid and how to construe, amend or complete the Application is final and binding.

5.7 Enquiries concerning your Entitlement

If you have any queries concerning your Entitlement please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

5.8 No Cooling-Off Rights

Cooling-off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your application once it has been accepted.

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6. Additional information

6.1 Not financial product or investment advice

This Offer Booklet and the accompanying Application Form is for information purposes only and is not financial product or investment advice or a recommendation to acquire New Shares and has been prepared without taking into account your objectives, financial circumstances or particular needs. This Offer Booklet should not be considered to be comprehensive and does not purport to contain all the information that you may require to make a decision about whether to apply for any New Shares. This Offer Booklet should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX and available at www.prodigygold.com.au.

Before making an investment decision, you should consider the appropriateness of the information in this Offer Booklet having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any questions about whether you should participate in any of the offers under this Offer Booklet, you should seek professional advice before making any investment decision. The Company is not licensed to provide financial product advice in respect of the New Shares.

6.2 Allotment

New Shares issued pursuant to the Entitlement Offer and Shortfall Offer will be allotted in accordance with ASX Listing Rules and the timetable set out in this Offer Booklet.

Where the number of New Shares issued is less than the number applied for, or where no allotment is made, any surplus application money received by the Company will be refunded to the Applicant in full as soon as practicable after the Closing Date of the Entitlement Offer. No interest will be paid on any application money refunded to Applicants.

Pending the allotment and issue of New Shares or payment of refunds pursuant to this Offer Booklet, all application money will be held by the Company on trust for the Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for New Shares issued pursuant to the Entitlement Offer and Shortfall Offer will be mailed to Applicants in accordance with the ASX Listing Rules and timetable set out at the commencement of this Offer Booklet.

6.3 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for applying for New Shares pursuant to the Entitlement Offer.

6.4 ASX listing

An application has been made for Quotation of the New Shares offered pursuant to this Offer Booklet. If ASX does not grant Quotation of the New Shares offered pursuant to this Offer Booklet, the Company will not issue any New Shares and will repay all application money for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Quotation of the Shares offered pursuant to this Offer Booklet is not to be taken in any way as an indication of the merits of the Company or the Shares offered for subscription.

6.5 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX listed companies, the Company is required to immediately disclose to the market any information that a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

As such, this Offer Booklet should be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus prepared in accordance with the Corporations Act. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision as to whether or not to invest. Information that is already in the public domain has not been reported in this Offer Booklet.

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The Company's announcements are also available at www.prodigygold.com.au.

6.6 Clearing House Electronic Sub Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them in accordance with this Offer Booklet. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures pursuant to CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

6.7 Governing Law

This Offer Booklet and the contracts formed on acceptance of an Application are governed by the laws of the Northern Territory, Australia. Each Applicant submits to the non-exclusive jurisdiction of the courts of the Northern Territory, Australia.

6.8 Information Availability

Eligible Shareholders in Australia and New Zealand can obtain a copy of this Offer Booklet during the period of the Entitlement Offer at www.prodigygold.com.au or by calling the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside

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Australia) at any time from 8:30am to 5:00pm (Sydney time) Monday to Friday during the offer period for the Entitlement Offer. Persons who access the electronic version of this Offer Booklet should ensure that they download and read the entire Offer Booklet.

The electronic version of this Offer Booklet on the Company's website will not include an Application Form. Applicants will only be entitled to apply for New Shares pursuant to the Entitlement Offer in accordance with the instructions in the personalised Application Form that accompanies this Offer Booklet. A replacement Application Form can be requested by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time from 8:30am to 5:00pm (Sydney Time).

6.9 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with this Offer Booklet, that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its Related Bodies Corporate, in connection with this Offer Booklet. Except as required by law, and only to the extent so required, none of the Company, nor any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet or its contents.

6.10 Withdrawal of Entitlement Offer

The Company reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws, in which case the Company will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to the Company.

6.11 Enquiries

Any questions concerning the Entitlement Offer should be directed to the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

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7. Glossary

$	means the lawful currency of the Commonwealth of Australia.
Affiliates	has the meaning given in the Corporations Act.
APAC	means APAC Resources Limited.
Applicant	means a person who applies for Shares pursuant to this Offer Booklet.
Application	means an application for New Shares pursuant to this Offer Booklet in accordance with the instructions in this Offer Booklet and any applicable Application Form.
Application Form	means a personalised entitlement and acceptance form in the form accompanying this Offer Booklet, pursuant to which Eligible Shareholders may apply for New Shares pursuant to the Entitlement Offer or the Shortfall Offer.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it (as the context requires).
ASX Listing Rules	means the listing rules of ASX.
Binding Commitment and Underwriting Deed	means the binding commitment and underwriting deed between APAC and the Company dated on or about 9 June 2025.
Board	means the board of Directors unless the context indicates otherwise.
CHESS	means the ASX's clearing house electronic subregister system.
Closing Date	means the date specified in the timetable set out at the commencement of this Offer Booklet (unless extended).
Company	means Prodigy Gold NL ACN 009 127 020.
Completion	means the completion of the issue of New Shares pursuant to the Entitlement Offer and Shortfall Offer.
Constitution	means the constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth).
Directors	means the directors of the Company as at the date of this Offer Booklet.
Eligible Shareholder	means a Shareholder, as at the Record Date, who: (a) is recorded in the Company's register of members as having an address in Australia or New Zealand; (b) as far as the Company is aware, is not located in the United States and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; and (c) is not otherwise ineligible under all applicable securities laws to receive an offer under the Entitlement Offer.
Entitlement	means the entitlement of an Eligible Shareholder pursuant to the Entitlement Offer.
Entitlement Offer	means the non-renounceable entitlement offer to Eligible Shareholders in accordance with this Offer Booklet.

Equity Securities	means the same as defined by the ASX Listing Rules.
Managing Director	means Mark Edwards.
New Share	means any Shares to be issued pursuant to this Offer Booklet.
Options	means options to subscribe for Shares.
Plutus Prospecting	means Plutus Prospecting Pty Ltd ACN 682 005 769.
Projects	means the Company's mineral exploration projects, including the Tanami West Project (including the Buccaneer and Old Pirate mineral resources), the Tanami North Project (including the Hyperion and Tregony mineral resources), Lake Mackay JV Project, Tobruk and Monza JV Projects, together with any other project that the Company may acquire in the future.
Offer Booklet	means this offer booklet, as supplemented or amended from time to time.
Quotation	means official quotation of Equity Securities on the ASX.
Record Date	means 7:00pm (Sydney time) on the date specified in the timetable set out at the commencement of this Offer Booklet.
Related Body Corporate	has the meaning given in the Corporations Act.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Share Registry	means Automic Pty Ltd ACN 152 260 814.
Shortfall Offer	means the offer to Eligible Shareholders acquire any New Shares not applied for in accordance with the Entitlement Offer on the terms and conditions set out in section 3.2 of this Offer Booklet.
Shortfall Shares	means the New Shares offered pursuant to the Shortfall Offer.
Tenements	means the mineral exploration tenements where the Company has a legal or beneficial interest, and mineral exploration tenements that the Company may, in future, have a legal or beneficial interest.
Voting Power	has the meaning given to that term in the Corporations Act.
United States	means the United States of America.
Underwriting Agreement	means the underwriting agreement between the Company and Plutus Prospecting dated on or about 10 June 2025.

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8. Corporate Directory

Directors

Gerard McMahon

Mark Edwards

Brett Smith

Neale Edwards

Company Secretary

Jutta Zimmermann

Share Registry

Automic Pty Ltd
Level 5
191 St Georges Terrace
Perth WA 6000

Website: www.automicgroup.com.au

Telephone: 1300 288 664 (within Australia) or
+61 2 9698 5414 (outside Australia)

Registered office
Level 1, 67 Smith Street
Darwin NT 0800

Telephone: + 61 8 9423 9777

Email: admin@prodigygold.com.au

Website: www.prodigygold.com.au

Lawyer

Piper Alderman
Level 26, Riparian Plaza
71 Eagle Street
Brisbane QLD 4000

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