All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: PRX
Email: hello@automicgroup.com.au

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26 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Prodigy Gold NL ACN 009 127 020 (ASX: PRX or "the **Company**"), advises the 2026 Annual General Meeting will be held at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin NT 0800 on Thursday, 26 November 2026 at 1:00pm (ACST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at www.prodigygold.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX: PRX).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at admin@prodigygold.com.au

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.

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Prodigy Gold NL

ACN 009 127 020

Notice of Annual General Meeting

Explanatory Notes

Date of meeting

26 November 2026

Time of meeting

1:00pm (ACST)

Place

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

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

Notice of Annual General Meeting

Notice is given that Prodigy Gold NL (ACN 009 127 020) (**Company**) will hold an annual general meeting at 1:00pm (ACST) on 26 November 2026 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin NT 0800 (**Annual General Meeting**).

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:30pm (ACST) on 24 November 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Voting in person

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

Voting by proxy

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that each Shareholder has the right to appoint a proxy, the proxy need not be a member of the Company and a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

The proxy form (and any power of attorney under which it is signed) must be received at the address set out below not later than 1:00pm (ACST) on 24 November 2026 (being not less than 48 hours before the commencement of the Annual General Meeting). Any proxy forms received after that time will not be valid for the Annual General Meeting.

Completed proxy forms should be sent to the Company's share registrar, Automic Pty Ltd, as follows:

Online:	https://singleholding.automic.com.au/login
By mail:	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax:	+61 2 8583 3040
By email:	meetings@automicgroup.com.au

Voting by corporate representative

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

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GENERAL BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026, together with the Directors' report and the auditor's report. The Company's reports can be accessed on the Company's website at www.prodigygold.com.au.

1. Resolution 1 – Adoption of the Remuneration Report

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

"*That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2026 be adopted.*"

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R of the Corporations Act

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of either of the following persons:

(a) a member of the Company's Key Management Personnel, details of whose remuneration are included in the remuneration report; or

(b) a Closely Related Party of such a member.

However, a person (**Voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or

(b) the Voter is the Chairman and the appointment of the Chairman as proxy:

(1) does not specify the way the proxy is to vote on Resolution 1; and

(2) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Voting restriction pursuant to section 250BD of the Corporations Act

The Company will disregard any votes cast on Resolution 1 by any person appointed as a proxy by any person who is either:

(a) a member of the Company's Key Management Personnel; or

(b) a Closely Related Party of a member of the Company's Key Management Personnel,

and the appointment does not specify the way the proxy is to vote on Resolution 1. However this does not apply if:

(c) it is cast by the Chairman; and

(d) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Intention of the Chairman

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman is appointed, or is taken to have been appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box opposite Resolution 1 on the proxy form.

However, if the Chairman is your proxy and you do not direct the Chairman how to vote, you will be deemed to have directed, and expressly authorised, the Chairman to vote your proxy in favour of Resolution 1. This express authorisation acknowledges that the Chairman may vote your proxy even though:

(a) Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel; or

(b) the Chairman may have an interest in Resolution 1.

ORDINARY BUSINESS

2. Resolution 2 – Election of Mr Daniel Karl Broughton as a Director

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"*That Mr Daniel Karl Broughton, who was appointed as an additional Director under rule 13.1(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for election, is elected as a Director.*"

SPECIAL BUSINESS

3. Resolution 3 – Approval of 10% additional placement capacity

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"*That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise and on the terms and conditions set out in the Explanatory Memorandum.*"

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Voting Exclusion Statement for Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or

(b) the Chairman as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman decides; or

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

  (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 3; and

  (2) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Jutta Zimmermann
Company Secretary
26 October 2026

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Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. The Directors also recommend that Shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

Capitalised terms used in the Notice and in this Explanatory Memorandum have the meaning ascribed to them in the Glossary contained at the end of this Explanatory Memorandum.

Financial statements and reports

In accordance with the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026, together with the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's reports to Shareholders unless specifically requested to do so. The Company's reports are available on its website at www.prodigygold.com.au.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity:

(a) to ask questions about or make comments on the management of the Company; and

(b) to ask the Company's auditor or the auditor's representative questions relevant to:

(1) the conduct of the audit;

(2) the preparation and content of the auditor's report;

(3) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(4) the independence of the auditor in relation to the conduct of the audit.

A shareholder of the Company who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to:

(c) the content of the auditor's report to be considered at the Annual General Meeting; or

(d) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

A written question may be submitted by giving the question to the Company no later than 19 November 2026, being the fifth business day before the day on which the Annual General Meeting is to be held, and the Company will then, as soon as practicable after the question has been received, pass the question on to the auditor. At the Annual General Meeting the Company will allow a reasonable opportunity for the auditor or the auditor's representative to answer such written questions submitted to the auditor.

The Company will make copies of the question list reasonably available to shareholders attending the Annual General Meeting.

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Resolution 1 – Adoption of Remuneration Report

Background

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

The remuneration report is set out on pages 48 to 52 (inclusive) of the Company's annual financial report for the period ending 30 June 2026. The annual financial report is available to download on the Company's website at www.prodigygold.com.au.

The remuneration report:

(a) explains the Board's policy for determining the nature and amount of remuneration of Company's Key Management Personnel;

(b) explains the relationship between the Board's remuneration policy and the Company's performance;

(c) sets out remuneration details for each member of Company's Key Management Personnel; and

(d) details and explains any performance conditions applicable to the remuneration of Company's Key Management Personnel.

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

Voting Consequences

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

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

All of the Directors of the Company who were in office when the Directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

At the Company's 2025 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not capable of being put to Shareholders at this Annual General Meeting.

Directors' Recommendation

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

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Resolution 2 – Election of Mr Daniel Karl Broughton as a Director

Background

Rule 13.1(b) of the Constitution provides that the Directors may appoint any individual as a Director, either as an addition to the existing Directors or to fill a casual vacancy. A Director appointed under rule 13.1(b) of the Constitution holds office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

ASX Listing Rule 14.4 provides that a director (excluding the Managing Director (if any)) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each general meeting.

APAC Resources Limited (**APAC**) has the contractual right to appoint one non-executive director to the Board. As previously disclosed in the Company's ASX announcement dated 21 May 2026, APAC notified the Company of the replacement of Mr Brett Smith with Mr Broughton as its nominee director and Mr Broughton was subsequently appointed as a Director by the Board on 1 June 2026.

In accordance with clause 13.1(b) of the Constitution, Mr Broughton holds office as an addition to the board only until the end of the Annual General Meeting and, being eligible, offers himself for election to the Board.

Mr Broughton has 20 years' experience in the financial operations of listed mining companies. Mr Broughton is a non-executive director of ASX-listed Elementos Limited (ASX:ELT) and chief financial officer of ASX-listed Tanami Gold NL (ASX:TAM) and Metals X Limited (ASX:MLX) as well as Dragon Mining Limited, which is listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 1712).

Mr Broughton holds a Bachelor of Commerce from Murdoch University and a Graduate Diploma of Chartered Accounting from the Institute of Chartered Accountants in Australia, awarded in July 2010.

Accordingly, Resolution 2 provides for the election of Mr Broughton as a director of the Company.

Directors' Recommendation

The Directors, other than Mr Broughton who abstains due to his interest in the outcome of Resolution 2, recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

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Resolution 3 – Approval of 10% additional placement capacity

Background

ASX Listing Rule 7.1A enables Eligible Entities to issue Equity Securities up to 10% of its issued capital through placements over a period of up to 12 months after the annual general meeting at which approval of the issue is obtained (**10% Additional Placement Capacity**). This 10% Additional Placement Capacity is in addition to the Company's 15% Placement Capacity under ASX Listing Rule 7.1 and will, if approved, allow the Company to issue up to 25% of its issued capital in total. If Resolution 3 is not passed, the Company will not be granted the 10% Additional Placement Capacity and will only be able to rely on its 15% placement capacity under ASX Listing Rule 7.1.

An Eligible Entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of $300 million or less. On 12 October 2026, the closing price of Shares was $0.047 per Share and the Company had 337,093,373 Shares on issue, meaning the market capitalisation of the Company on 12 October 2026 was approximately $15,843,388.531.

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

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

Number of equity securities

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

(A x D) – E

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

(a) plus the number of Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(b) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period or the issue or agreement to issue the convertible securities was approved, or taken by the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where the agreement was entered into before the

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commencement of the Relevant Period or the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(d) plus the number of Shares issued in the Relevant Period with approval under ASX Listing Rule 7.1 or 7.4;

(e) plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;

(f) less the number of Shares cancelled in the Relevant Period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

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

At the date of this Notice, the Company has 337,093,373 Shares on issue. As such, provided that Resolution 3 is passed, the Company will have capacity to issue:

(a) 50,564,005 Equity Securities under ASX Listing Rule 7.1; and

(b) 33,709,337 Equity Securities under ASX Listing Rule 7.1A.

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

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

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

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of Resolution 3 as follows:

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

Subject to approval of Resolution 3, the approval commences on the date on which the approval is obtained and expires on the first to occur of the following:

(1) the date that is 12 months after the date of the Annual General Meeting;

(2) the time and date of the Company's next annual general meeting; and

(3) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 or 11.2.

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(b) **Minimum issue price**

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

(1) the date on which the price at which the relevant Shares are to be issued is agreed by the Company and the recipient of the Shares; or

(2) if the relevant Shares are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Shares are issued.

(c) **Use of funds**

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

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

If this Resolution 3 is approved by Shareholders and the Company issues Shares under the 10% Additional Placement Capacity, the existing Shareholders' Voting Power in the Company will be diluted as shown in the table below.

Shareholders should note that there is a risk that:

(1) the market price for the Shares may be significantly lower on the date of issue of the Shares than on the date on which the approval under Listing Rule 7.1A is given; and

(2) the Shares may be issued at a price that is at a discount to the market price for the Shares on the date of issue,

which may have an effect on the amount of funds raised by the issue of the Shares.

The table below also shows:

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

(2) two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Annual General Meeting. The Table also shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

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Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		$0.0235 **50% decrease in Issue Price**	**$0.047** **Issue Price**	**$0.094** **100% increase in Issue Price**
Current Variable A 337,093,373	10% voting dilution Funds raised	33,709,337 Shares $792,169	33,709,337 Shares $1,584,338	33,709,337 Shares $3,168,677
50% increase in current Variable A 505,640,059	10% voting dilution Funds raised	50,564,005 Shares $1,188,254	50,564,005 Shares $2,376,508	50,564,005 Shares $4,753,016
100% increase in current Variable A 674,186,746	10% voting dilution Funds raised	67,418,674 Shares $1,584,338	67,418,674 Shares $3,168,677	67,418,674 Shares $6,337,355

The table outlined above has been prepared on the following assumptions:

(1) Resolution 3 is passed;

(2) the current Shares on issue are the Shares on issue as at 12 October 2026;

(3) the Company issues the maximum number of Shares available under the 10% Additional Placement Capacity;

(4) only Shares will be issued under the 10% Additional Placement Capacity;

(5) no unlisted Options (including unlisted Options issues under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities;

(6) the 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%;

(7) the issue price of the Shares used in the table is the same as the Share price and does not take into account any discount to the Share price (if any); and

(8) the Share price of $0.047 per Share, being the closing price of Shares on 12 October 2026.

(e) **Allocation policy**

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

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The intended allottees,

usually sophisticated and professional investors, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

(1) the purpose of the issue;

(2) alternative methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

(3) the effect of the issue of the Shares on control of the Company;

(4) the financial situation and solvency of the Company; and

(5) advice from corporate, financial and broking advisors (if applicable).

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

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

Directors' Recommendation

As at the date of this Notice, the Company does not have any intention to issue any Equity Securities under ASX Listing Rule 7.1A which has not previously been disclosed.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

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Glossary

10% Additional Placement Capacity means the Equity Securities issued by the Company pursuant to ASX Listing Rule 7.1A.

15% Placement Capacity means the restriction on the issue of Equity Securities contained in ASX Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the Shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

ACST means Australian Central Standard Time.

Annual General Meeting means the annual general meeting of the Company to be convened by the Notice.

APAC means APAC Resources Limited (Hong Kong Stock Exchange Stock Code: 1104) of Room 2304, 23rd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited (as the context requires).

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors of the Company.

Business Day has the meaning given to that term in the ASX Listing Rules.

Constitution means the constitution of the Company.

Chairman means the chair of the Meeting.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Prodigy Gold NL ACN 009 127 020.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of this Explanatory Memorandum.

Eligible Entity has the meaning given to that term in the ASX Listing Rules.

Equity Securities has the meaning given to that term in the ASX Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice.

Key Management Personnel has the meaning given to that term in the Corporations Act.

Notice means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Related Party has the meaning given to that term in the ASX Listing Rules.

Resolution means a resolution referred to in this Notice.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

Special Resolution means a resolution:

(a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and

(b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Trading Day has the meaning given to that term in the ASX Listing Rules.

Voting Power has the meaning given to that term in the Corporations Act.

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Prodigy Gold

Proxy Voting Form

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

Prodigy Gold NL | ABN 58 009 127 020

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Your proxy voting instruction must be received by **1:00pm (ACST) on Tuesday, 24 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Prodigy Gold NL, to be held at **1:00pm (ACST) on Thursday, 26 November 2026 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin NT 0800** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of the Remuneration Report	☐	☐	☐
2	Election of Mr Daniel Karl Broughton as a Director	☐	☐	☐
3	Approval of 10% additional placement capacity	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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