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This is an important document that requires your attention

Dear Shareholder

Share Purchase Plan – Eligible Shareholders may purchase fully paid ordinary shares in PDI up to a value of \$15,000

As announced on 22 August 2016, Predictive Discovery Limited (“PDI”) is undertaking a placement (“**Placement**”) to sophisticated and professional investors to raise \$3.2 million, in relation to which it has, to date, received firm commitments for \$2.2 million. Part of the Placement is subject to shareholder approval.

That announcement also included notice of the Company’s intention to offer shareholders the right to participate in a share purchase plan to subscribe for additional shares in PDI (“**SPP**”).

The Board of Directors of the Company is now pleased to make that offer to eligible shareholders on the terms and conditions enclosed within this letter (“**Terms and Conditions**”).

Accordingly, I am pleased to offer you the opportunity to increase your investment in PDI through the SPP.

Shareholders Eligible to Participate in the SPP

The right to participate under the SPP is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the capital of the Company (“**Shares**”) at 5.00pm (WST) on the Record Date of 19 August 2016 and whose registered address is in Australia or New Zealand (“**Eligible Shareholders**”).

Share Purchase Plan

The SPP entitles Eligible Shareholders, irrespective of the size of their shareholding, to apply for up to \$15,000 worth of Shares priced at an issue price of \$0.01 per Share free of brokerage and commission (“**Offer**”). The issue price represents a 17% discount to the last traded price of PDI Shares of \$0.012 and a 16% discount to the average market price of PDI Shares on the Australian Securities Exchange (“**ASX**”) during the 5 trading days in which Shares were traded immediately prior to the announcement of the Offer.

Details of the Offer, together with an Application Form, are set out in this letter and the enclosed Terms and Conditions.

Target Raise

The Company intends to raise up to a maximum of \$800,000 under the SPP, which is less than the maximum amount that could be raised if all Eligible Shareholders applied for their maximum subscription. As a result, and at the discretion of the Directors, applications may be scaled back. Eligible Shareholders are encouraged to submit their applications early, as the Directors reserve the right to close the SPP early, if oversubscribed.

Use of funds

The funds raised under the SPP will be used for exploration and general working capital purposes. This will assist PDI in funding its gold exploration activities in West Africa including:

- The Company's 35% share of exploration costs in the Toro Gold Joint Venture once Toro Gold Limited achieves its 65% equity by spending US\$2.5 million. This will include funding of the exciting Boundiali project in northern Cote D'Ivoire.
- Exploration of the Bobosso Project in Eastern Cote D'Ivoire.
- If a joint venture with a third party is not concluded on satisfactory terms, ongoing exploration and evaluation of the Company's Bonsiega Project in Burkina Faso, including the Bongou gold deposit, aimed at advancing the project towards a feasibility study.
- New project generation in West Africa.

Subscription and Application Procedure

If you would like to participate in the SPP, please follow the application instructions on the enclosed Application Form. Please note that the **Closing Date of the Offer is 5.00pm (AEST) on 20 September 2016**. No late applications will be accepted.

Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the SPP:

	Total amount payable	Number of Shares which may be purchased
Offer A	\$15,000	1,500,000
Offer B	\$10,000	1,000,000
Offer C	\$5,000	500,000
Offer D	\$2,500	250,000
Offer E	\$1,000	100,000

Once an application has been made it cannot be revoked. All valid applications will be deemed accepted, if otherwise valid, if received before the Closing Date of 5.00pm (AEST) on 20 September 2016.

The maximum investment any shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the Shares the subject of the application and any other shares and interests in the class applied for by you

under the SPP or any similar arrangement in the 12 months prior to the date of submission does not exceed \$15,000.

Participation in the SPP is entirely voluntary. No brokerage costs will apply to purchases under the SPP. The SPP is not underwritten.

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date ("**Beneficiary**") may apply for up to a maximum amount of A\$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Calculation of Purchase Price and acceptance of Risk Factors

The purchase price of Shares under the Offer is \$0.01, which represents a 16% discount to the average market price of the Company's shares on the ASX and Chi-X exchanges during the 5 trading days immediately prior to the announcement date of the Offer, being \$0.01192.

On the trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.012.

The market price of the Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are allotted to you as a result of your acceptance of this Offer.

By accepting the Offer and applying for Shares under the SPP, each Eligible Shareholder will be acknowledging that although the purchase Price is at a discount, Shares are a speculative investment and the price of Shares on the ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the SPP may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

Additional Information and Important Dates

The offer of Shares under the SPP is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act (2001)* (Cth).

The Offer cannot be transferred and the Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application. Shares allotted under the SPP will be issued no later than 10 business days after the Closing Date of the Offer. Application for quotation on the ASX of the new Shares will be made immediately following the issue of those Shares.

Shortfall Placement

In the event that less than \$800,000 is applied for, the full amount of the shortfall may be placed at the discretion of the Board subject to compliance with the applicable legal and other regulatory requirements.

Indicative Timetable

Record Date for Share Purchase Plan	19 August 2016
Announce Share Purchase Plan	22 August 2016
Section 708A "Cleansing Notice" lodged with ASX	24 August 2016
Release Offer Document to the ASX	25 August 2016
Share Purchase Plan Opens	25 August 2016
Dispatch Share Purchase Plan booklet to shareholders	29 August 2016
Closing date for Share Purchase Plan	20 September 2016
Lodge Appendix 3B, Issue of new shares under the Share Purchase Plan	27 September 2016
Quotation on the ASX of new shares under the Share Purchase Plan	28 September 2016

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Entitlement and Acceptance Forms as early as possible.

Current Activities

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at <http://www.predictivediscovery.com/>

This letter and its attachments set out the details and Terms and Conditions of the SPP. I encourage you to read the enclosed material and seek your own financial advice in relation to the SPP, before you decide whether to participate. If you require information on how to complete the Application Form please contact the Predictive Discovery Limited SPP Offer Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) at any time from 8.30am to 5.00pm (WST time) Monday to Friday during the Offer period.

On behalf of the Board, I invite you to consider participation in the SPP.

Yours sincerely



Mr Phillip Jackson
Chairman



Predictive Discovery Limited ACN 127 171 877 Shareholder Share Purchase Plan - Terms and Conditions

Purpose

The purpose of the Shareholder Share Purchase Plan (**the Plan**) is to offer shareholders of Predictive Discovery Limited (ACN 127 171 877) (**Company**) the opportunity to apply for additional fully paid ordinary shares in the Company (**Company Shares**) up to a maximum of \$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan – the Company has not issued a share purchase plan in the last 12 months) at an issue price of \$0.01 per Share (which represents a 16% discount to the average market price of Company Shares quoted on the financial market operated by ASX Limited (**ASX**) during the period 5 trading days in which the Company's shares were traded immediately prior to the date the Plan was announced) without the need to pay brokerage costs and without the need for Company to issue a Prospectus, upon such terms and conditions as the board of directors of Company, in its absolute discretion, sees fit.

Shareholders Eligible to Participate

Registered holders of the Company's Shares that are registered with an Australian or New Zealand address at 5.00pm (WST) on 19 August 2016 (**Record Date**) are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these terms and conditions in this document and the accompanying letter (**Terms and Conditions**). Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any the Company Shares offered under the Plan). Eligible Shareholders who wish to take up the Company Shares issued under the Plan agree to be bound by the Company's constitution in respect of the Company Shares issued under the Plan.

An offer may, at the discretion of the directors of the Company (**Directors**), be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of the Company Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

For the purposes of determining Eligible Shareholders, joint holders of Shares are taken to be a single registered holder of Shares.

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account). Applicants must ensure that the aggregate of the application price paid for the Shares the subject of the application and any other shares and interests in the class applied for under the Plan or any similar arrangement in the 12 months prior to the date of submission does not exceed \$15,000.

Directors of the Company who qualify as Eligible Shareholders may participate in the Offer on the same terms and conditions as all other Eligible Shareholders and their participation is not subject to shareholder approval.

Share Purchase Plan

The Plan is established pursuant to the Corporations Act 2001 (Cth) as amended by Australian Securities and Investment Commission (ASIC) Class Order [CO 09/425] (**CO 09/425**) and the ASX Listing Rules. Compliance with CO 09/425 exempts the Company from having to issue a disclosure document (e.g. prospectus) for the offer of the Shares. This Plan is intended to be a “Purchase Plan” for the purposes of CO 09/425 and is to be read and construed and administered in a manner which causes the Plan to qualify and satisfy the requirements of a Purchase Plan under CO 09/425. The issue of the Shares under the Offer falls within ASX Listing Rule 7.2 (exemption 15) and consequently those Shares issued will not count towards the Company’s placement capacities under ASX Listing Rules 7.1 and 7.1A (if relevant).

The Plan is governed upon such terms and conditions as the board of directors of the Company, in its absolute discretion, sees fit (subject to compliance with CO 09/425 and the ASX Listing Rules).

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold the Company Shares as a custodian (as defined in CO 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- A. that you hold Shares on behalf of beneficiaries who have instructed you to apply for Shares on their behalf under the Plan (or that another Custodian (**downstream custodian**) holds beneficial interest in shares on behalf of one of more persons (each a **Participating Beneficiary**) and you hold the shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian);
- B. the number of Participating Beneficiaries;
- C. the name and address of each Participating Beneficiary;
- D. the number of Shares that you or the downstream custodian hold on behalf of each Participating Beneficiary;
- E. the number of Shares which each Participating Beneficiary has instructed you or the downstream custodian to apply for on their behalf;
- F. that there are no Participating Beneficiaries in respect of which the total of the application price exceeds A\$15,000 worth of Shares, calculated by reference to Shares applied for by you as Custodian on their behalf under:
 - (a) the Plan; and
 - (b) any other Shares issued to you as Custodian in the 12 months before your application under an arrangement similar to the Plan, in each case, as a result of

an instruction given by them to you as Custodian or to the downstream custodian to apply for Shares on their behalf.

- G. that a copy of the offer documents for the Plan was given to each Participating Beneficiary; and
- H. where a downstream custodian is involved the name and address of each custodian who holds beneficial interests in the shares in relation to each Participating Beneficiary.

For the purposes of ASIC Class Order [CO 09/425] you are a 'custodian' if you are a registered holder that:

- A. holds an Australian financial services license that allows you to perform custodian or depositary services or operate IDPS accounts;
- B. is exempt from holding an Australian financial services license by virtue of Class Order [CO 03/184] or by relying on the Australian financial services license of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001* Cth;
- C. is a trustee of a self managed superannuation fund;
- D. is a trustee of superannuation master trusts;
- E. is a responsible entity of IDPS like schemes; and
- F. is noted on the Company's register of members as holding the shares on account of another person.

If you hold the Company Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Predictive Discovery Limited SPP Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) at any time from 8.30am to 5.00pm (WST time) Monday to Friday during the Offer period. Alternatively you can email Link Market Services at capitalmarkets@linkmarketservices.com.au for a copy of the Custodian Certificate.

The Company reserves the right to reject any application for the Company Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with the Terms and Conditions.

Foreign Shareholder restrictions

This document and the accompanying letter (**Documents**) may not be released or distributed in any country other than Australia and New Zealand. The Documents do not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in the Documents have not been, and will not be, registered under the *US Securities Act of 1933* (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

The Shares offered under the Plan are not being offered or sold to the public within New Zealand

other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

The Documents have not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). The Documents is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Price of the Company Shares

The issue price of Company Shares to be issued under the Plan will be \$0.01, which represents an 16% discount to the average market price of Company Shares quoted on ASX during the period 5 trading days on which Company's shares were traded immediately prior to the date the Plan was announced.

Participation

Eligible Shareholders may acquire a maximum of \$15,000 worth of Shares under the Plan by agreeing to accept one of the following parcels:

	Total amount payable	Number of Shares which may be purchased
Offer A	\$15,000	1,500,000
Offer B	\$10,000	1,000,000
Offer C	\$5,000	500,000
Offer D	\$2,500	250,000
Offer E	\$1,000	100,000

The maximum investment for each Eligible Shareholder is \$15,000 and the minimum investment is \$1,000.

No fractions of Shares will be issued. Any fraction of a Share will be rounded down to the nearest whole number of Shares.

The Offer is non-renounceable. This means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the Plan to another person.

Participation in the Plan is entirely at the option of each Eligible Shareholder. If you are in any doubt as to whether you should participate in the Plan or how such participation will affect you (including taxation implications), you should contact your professional advisers. The Company makes no recommendations as to the desirability or otherwise of your participation in the Plan.

Timetable

The indicative timetable for the Plan is as follows:

Record Date for Share Purchase Plan	19 August 2016
Announce Share Purchase Plan	22 August 2016
Section 708A "Cleansing Notice" lodged with ASX	24 August 2016
Release Offer Document to the ASX	25 August 2016
Share Purchase Plan Opens	25 August 2016
Dispatch Share Purchase Plan booklet to shareholders	29 August 2016
Closing date for Share Purchase Plan	20 September 2016
Lodge Appendix 3B, Issue of new shares under the Share Purchase Plan	27 September 2016
Quotation on the ASX of new shares under the Share Purchase Plan	28 September 2016

Subject to the ASX Listing Rules, the dates in the above table are indicative only and may change. The Company reserves the right to vary these dates, including whether to close the Offer early or accept late applications, either generally or in particular cases, without notifying any recipient of this Offer or any applicants. Eligible Shareholders who wish to submit an Application are encouraged to do so as soon as practicable after the Plan opens.

The Company will apply for the issued Shares to be quoted on the ASX within the relevant period specified in the ASX Listing Rules.

How to accept the Offer

Eligible Shareholders wishing to accept the Offer for Shares under the Plan have two payment options – by cheque or BPAY®, details of which are set out below. Please do not forward cash. Receipts for payment will not be issued. Cheques will only be accepted if they are drawn in Australian currency. Application money will not bear interest under any circumstances. The Company will pay any brokerage or transaction costs.

To pay by cheque you must:

- A. complete the accompanying Application Form in accordance with the instructions set out in that form;
- B. prepare a cheque for the appropriate amount in Australian dollars, payable to "Predictive Discovery Limited"; and
- C. send the Application Form and cheque to the Share Registry.

The completed Application Form and cheque must be received by the Closing Date. Applications received after that time may not be accepted.

To pay by BPAY® from your cheque or savings account you must use the Biller Code and Reference Number shown on your Application Form which is required to identify your holding. If you make your payment using BPAY®, you do not need to return the Application Form. Eligible Shareholders should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment or limits on amounts that can be transacted. It is the responsibility of each applicant to ensure that the application money is submitted through BPAY® with sufficient time for it to be processed by their own financial institution and received by the Company by the Closing Date and that the amount to be paid does not exceed any limit.

If you have multiple holdings you will have multiple Bpay® Reference Numbers. To ensure you receive your Shares under the Offer in respect of that holding you must use the specific Biller Code and Reference Number shown on each personalised Application Form when paying for any Shares that you may wish to apply for in respect of that holding. If you inadvertently use the same Reference Number for more than one of your applications, you will be deemed to have applied only for that application to which that Reference Number applies and any excess amount will be refunded.

By completing and returning the Application Form or paying by BPAY, you:

- A. acknowledge that you have read and understood the terms and conditions of this Offer (including the risks – see the section below dealing with Risk Factors) and subscribe for Shares in accordance with the Terms and Conditions;
- B. acknowledge that your application will be irrevocable and unconditional (and cannot be withdrawn);
- C. agree to pay the Price per Share up to a maximum of the value selected on the Application Form (which cannot exceed \$15,000);
- D. warrant you are an Eligible Shareholder;
- E. warrant that you are eligible under all applicable securities laws to receive an offer under the Plan;
- F. certify that you have not applied for Shares with an aggregate application price in excess of \$15,000 under the Plan or any similar arrangements in the 12 months prior to the date of application, even though you may have received more than one offer under the Plan or received offers in more than one capacity under the Plan;
- G. authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- H. acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- I. acknowledge that neither the Company, nor the Share Registry has provided any investment advice or financial product advice, and that neither has any obligation to provide this advice;

- J. acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to below; and
- K. agree to be bound by the Company's constitution.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date. Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Shareholding statements or CHESS notification will be issued in respect of all Shares issued under the Plan. If you trade any Shares before you receive your Holding Statement, then you do so at your own risk.

Company's discretions regarding Applications

Provided it does so in a manner which complies with CO 09/425 the Company has the right to accept or reject any applications under the Plan, including where:

- A. an Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid;
- B. a cheque is dishonoured or has not been completed correctly;
- C. a cheque is not made out for the exact value of Shares selected on the Application Form;
- D. the Application money is not submitted through BPAY® within sufficient time for it to be received by the Company before the Closing Date;
- E. it appears that an Eligible Shareholder is applying for more than \$15,000 (in aggregate) of Shares;
- F. an Application Form is received after the Closing Date. While the Company may accept late Application Forms and cheques, there is no assurance that it will do so. Late Application Forms and cheques, if not processed, will be returned to the shareholder's registered address; or
- G. the Company reasonably believes that the applicant is not an Eligible Shareholder.

If the Company rejects, or partially rejects, an application (including by way of scale-back) or terminates the Plan, the Company will promptly return to the Eligible Shareholder the relevant subscription monies, without interest.

The Company reserves the right to waive strict compliance with any provision of the Terms and Conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

If the Company is not satisfied with the Custodian Certificate, the Company cannot issue Shares to the Custodian on behalf of the Participating Beneficiary.

The Company may change, suspend or terminate the Plan and Offer at any time whether because of a change of law, ASX, ASIC requirements or policy or any other relevant circumstance. If the Company does this, it will post a notice on its website and make an announcement to the ASX. Failure to notify shareholders of changes to or the suspension or termination of the Plan and Offer, will not invalidate the change, suspension or termination.

The Company reserves the right to issue no Shares or fewer Shares than an Eligible Shareholder applies for under the Plan if the Company believes the issue of those Shares would contravene ASIC requirements (including CO 09/425) or policy, any law or any ASX Listing Rule.

Risk Factors

Before deciding whether to accept the Offer, you should refer to the current market price of the Company's Shares, which can be obtained from daily newspapers, your stockbroker or financial adviser or the ASX.

Owning shares in the Company is considered a speculative form of investment and the future price of the Company's Shares can rise or fall.

Shareholders should be aware that there is a risk that the market price of the Shares may change between the date of this Offer and the date when the new shares are issued under the Plan. The value of the Shares received may rise or fall accordingly.

Shareholders should note that the Offer is not made under a prospectus or other disclosure document and does not require the type of disclosure required under the Corporations Act 2001 (Cth). Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX. You should consult your professional adviser when deciding whether or not to accept the Offer and participate in the Plan.

Privacy

By completing the Application Form, you will be providing personal information to the Company. The Privacy Act 1988 (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each applicant provided on an Application Form for the purposes of evaluating and processing the application and, if the application is successful, to administer the applicant's security holding in the Company. If the Company is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for the Company's records, the Company will destroy or de-identify it.

By submitting an Application Form, each applicant agrees that the Company may use the information provided by an applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

Placement of Shortfall

The maximum number of Shares able to be issued under this Plan is 80,000,000. Any shortfall from the Offer may be placed at the discretion of the Board subject to compliance with the applicable legal and other regulatory requirements.

Issue of the Company Shares

The Company Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date.

The Company Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHES notification will be issued in respect of all the Company Shares issued under the Plan. The Company will, promptly after the issue of the Company Shares under the Plan, make application for those the Company Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer the Company Shares than the person applied for under the Plan if the issue of the Company Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Raising Amount and Scale back

The Company intends to raise \$800,000. The maximum number of Shares that can be issued based on this intended raising is 80,000,000 and the Company may in its discretion determine the final amount raised under the Plan.

In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on an equitable basis. If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or the Company Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of with the Terms and Conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser. Alternatively you can contact the Predictive Discovery Limited SPP Offer Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) at any time from 8.30am to 5.00pm (WST time) Monday to Friday during the Offer period.