



Predictive Discovery Limited

ABN 11 127 171 877

Notice of General Meeting

TIME: 10.00 am (WST)
DATE: 17 May 2017
PLACE: Level 2, 33 Ord Street, West Perth, Western Australia

This Notice of General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Eric Moore, on +61 8 6143 1840

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Notice of Meeting to Shareholders

The General Meeting of Shareholders in Predictive Discovery Limited (**Predictive or the Company**) will be held at the Company's office at Level 2, 33 Ord Street, West Perth, Western Australia on **Wednesday 17 May 2017 at 10.00 am (WST)**.

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Please note terms contained in this Notice of Meeting have the same meaning as set out in Schedule 1 of the Explanatory Memorandum accompanying this Notice of Meeting.

1. Resolution 1– Consolidation of Capital

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

“That, for the purpose of Section 254H(1) of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every ten (10) Shares be consolidated into 1 Share; and*
- (b) every ten (10) Options be consolidated into 1 Option,*

in accordance with the timetable set out in the Explanatory Memorandum, and where this consolidation results in a fraction of a Share or an Option being held.”

BY ORDER OF THE BOARD



E G MOORE
COMPANY SECRETARY
DATED: 13 April 2017

Information for voting shareholders

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the General Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2011* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at **5.00 pm (WST) on 15 May 2017**.

On a poll, Shareholders have one vote for every Share held.

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, by fax or as an email attachment.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by proxy

In accordance with section 249L of the Corporations Act, members (i.e. Shareholders) are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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.

Each proxy will have the right to vote on a poll and also to speak at the meeting.

The proxy can be either an individual or a body corporate.

Any instrument appointing a proxy must in accordance with clause 10.34 of the Company's Constitution be received by the Company not less than 48 hours before the time for the meeting (i.e. it must be received by no later than 10.00 am (WST) on 15 May 2017).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with its constituent documents and the laws of that corporation's place of incorporation. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, or as an email attachment and by no later than 10.00 am (WST) on 15 May 2017. If facsimile transmission or email together with an attachment is used, the power of attorney must be certified.

Directed Proxies

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed if a poll is demanded.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

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

A proxy form is attached to this Notice of Meeting.

Undirected Proxies

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit subject to any restrictions at law or under the ASX Listing Rules.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit subject to any restrictions at law or under the Listing Rules.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on a poll called in relation to a Resolution and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting prohibition or exclusion laws or rules which apply to some of the proposed Resolutions (if any). These laws and rules (if any) are explained in this Notice.

Corporate Representatives

Any corporation which is a Shareholder may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the General Meeting) a natural person to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of Predictive Discovery Limited (**Predictive** or **the Company**) in relation to business to be conducted at the General Meeting to be held at the Company's office at Level 2, 33 Ord Street, West Perth, Western Australia at 10.00 am (WST) on Wednesday 17 May 2017.

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

Notice to persons outside of Australia

This Explanatory Memorandum has been prepared in accordance with the Corporations Act and the Listing Rules, disclosure requirements and Accounting Standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

Forward looking statements

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While Predictive believes that the expectations reflected in the forward looking statements are reasonable, neither Predictive nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

Disclaimer

No person is authorised to give any information or make any representation in connection with the proposed transactions which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by Predictive or the Board in connection with the proposed transactions.

Responsibility for information

The information contained in this Explanatory Memorandum has been prepared by Predictive and is the responsibility of Predictive.

ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice and Explanatory Memorandum.

Definitions

Many capitalised terms used in this Explanatory Memorandum are defined in the Glossary in Schedule 1.

Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company's Company Secretary, Mr Eric Moore, telephone: +61 8 6143 1840.

1. Resolution 1 – Consolidation of Capital

1.1 Background

Resolution 1 seeks Shareholder approval for the Company to consolidate its issued capital on the basis that:

- (a) every ten (10) Shares be consolidated into 1 Share; and
- (b) every ten (10) Options be consolidated into 1 Option,

(Consolidation).

1.2 Purpose of Proposed Resolution

The Directors propose the Consolidation for the following reasons:

- (a) the Company currently has approximately 1,631,113,686 Shares on issue which represents a relatively large number when compared to its peer group listed on the ASX; and
- (b) the Consolidation will result in a more appropriate and effective capital structure for the Company and a share price more appealing to a wider range of investors, particularly institutional, globally.

1.3 Legal Requirements

Pursuant to Section 254H(1) of the Corporations Act, the Company may convert all or any of its Shares into a larger or smaller number of Shares by ordinary resolution passed at a general meeting.

1.4 ASX disclosure requirements

This section of the Explanatory Memorandum provides the information required by Listing Rule 7.20 to be provided to Shareholders in relation to the Consolidation.

Effect of the Consolidation on Securities

(a) Shares

If the Resolution is approved, every ten (10) Shares on issue will be consolidated into one (1) Share (subject to rounding). Overall, this will result in the number of Shares on issue reducing from 1,631,113,686 to approximately 163,111,368 (subject to rounding).

As the Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding).

Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

(b) Options

As at the date of this Notice of Meeting, the Company has 58,575,000 Options on issue. All Options are unlisted.

If the Resolution is approved, every ten (10) Options on issue will be consolidated into one (1) Option (subject to rounding). Overall, this will result in the number of Options on issue reducing from 58,575,000 to approximately 5,857,500 (subject to rounding).

If the Resolution is approved, the exercise price of the Options will also be reorganised in accordance with the terms and conditions of the Options and Listing Rule 7.22.1 (as applicable) on the basis that the exercise price will change in inverse proportion to the conversion ratio.

For example, a holding of one thousand (1000) Options with an exercise price of \$0.01805 each prior to the Consolidation would result in a holding of approximately one hundred (100) Options with an exercise price of \$0.1805 each after the Consolidation.

After the Consolidation, and provided that no unlisted Options are exercised between the date of this Notice of Meeting and the date on which the Consolidation is approved, there will be approximately 5,857,500 unlisted Options exercisable in accordance with the table below:

Number of Options	Exercise Price	Exercise Date
1,952,500	18.05 cents	29 November 2018
1,952,500	25.78 cents	29 November 2019
1,952,500	38.67 cents	29 November 2020
5,857,500		

The Consolidation will not result in any change to the substantive rights and obligation of existing holders of Options.

No other securities

Other than the Shares and Options described above, the Company has no other securities on issue (convertible or otherwise).

Fractional entitlements

Where the Consolidation results in an entitlement to a fraction of a Share or Option (as applicable), that fraction will be rounded up to the nearest whole Share or Option.

1.5 Holding statements

Taking effect from the date of the Consolidation, all existing holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a pre-Consolidation basis.

Post-Consolidation new holding statements will be issued to all Securityholders in respect of their Securities. It is the responsibility of each Securityholder to check their holdings after the Consolidation.

1.6 Taxation

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Securities held after the Consolidation will be the sum of the cost bases of the original Securities pre-Consolidation. The acquisition date of Securities held after the Consolidation will be the same as the date on which the original Securities were acquired.

This Explanatory Memorandum does not however consider the tax implications in respect of Securities held by non-resident Shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

1.7 Indicative timetable

If approved by Shareholders, the proposed Consolidation will take effect on 17 May 2017 in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the ASX Listing Rules):

Action	Date
Company announces Consolidation and sends out Notice of Meeting.	13 April 2017
Company tells ASX that Shareholders have approved the Consolidation.	17 May 2017
Last day for pre-Consolidation trading.	18 May 2017
Post-Consolidation trading starts on a deferred settlement basis.	19 May 2017
Last day for Company to register transfers on a pre-Consolidation basis.	22 May 2017
First day for Company to send notice to each holder of the change in their details of holdings.	23 May 2017
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	29 May 2017
Last day for Securities to be entered into holders' Security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

1.8 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 for the reasons outlined in this Explanatory Memorandum.

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Schedule 1- Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

\$	Australian dollars
ABN	Australian Business Number.
ACN	Australian Company Number.
Associate	The meaning given to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	The board of Directors.
Chair	The chair of the Meeting.
Company or Predictive	Predictive Discovery Limited (ABN 11 127 171 877).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of Predictive.
Explanatory Memorandum	The Explanatory Memorandum accompanying the Notice of Meeting.
Listing Rules	The listing rules of the ASX.
Notice of Meeting	The notice convening the General Meeting, which accompanies this Explanatory Memorandum.
Meeting or General Meeting	The General Meeting of Predictive called by the Notice of Meeting.
Option	An option to acquire a Share.
Proxy Form	Proxy Form attached to the Notice of Meeting.
Resolution	Resolution in the Notice of Meeting.
Security	A Share or an Option.
Share	A share in the capital of the Company.
Shareholder	The registered holder of a Share.

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PREDICTIVE DISCOVERY LIMITED
ABN 11 127 171 877

Suite 2, Level 2
20 Kings Park Road
West Perth WA 6005
PO Box 644
West Perth WA 6872

Telephone: 61 (8) 6143 1840
Facsimile: 61 (8) 9321 4692
Email: contact@auroraminerals.com
Website: www.predictivediscovery.com

Proxy Form

Appointment of Proxy

I/We _____
of _____

being a member of Predictive Discovery Limited (**Company**) entitled to attend and vote at the General Meeting of the Company (**Meeting**) to be held at 10.00am (WST) on 17 May 2017 at Level 2, 33 Ord Street, West Perth, Western Australia, hereby appoint:

Print name of Proxy

or _____ the Chair of the Meeting as your proxy (if so please mark the box)

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/ our proxy to act on my/ our behalf (including to vote in accordance with the following directors or, if no directions have been given and to the extent permitted at law, as the proxy sees fit) at the Meeting and any postponement or adjournment of the Meeting.

CHAIR'S VOTING INTENTIONS AS PROXY HOLDER

The Chair of the meeting intends to vote undirected proxies FOR the resolutions to which they apply (assuming the Chair is entitled to vote the proxies)

ORDINARY BUSINESS VOTING INSTRUCTIONS

		For	Against	Abstain
Resolution 1	Approve Consolidation of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed
Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes
My total voting right is _____ shares***

If the shareholder(s) is an individual(s), every shareholder is to sign:

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by your constitution).

Signed: _____

Director or Sole Director and Secretary

Signed: _____

Director/Secretary

Dated: _____ 2017

Dated: _____ 2017

This form is to be used in accordance with the directions overleaf.

Instructions for completing and lodging this Proxy Form

1. A shareholder who is entitled to attend and vote at a meeting is entitled to appoint a proxy (and a shareholder who is entitled to cast two or more votes may appoint not more than two proxies) to attend and vote at the meeting.
2. Where two proxies are appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. Where two proxies for a shareholder are present at the meeting, neither proxy shall be entitled to vote on a show of hands, and on a poll the appointment shall be of no effect, unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, not exceeding 100% in aggregate.
3. A proxy need not himself be a shareholder of the Company.
4. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with section 127 of the Corporations Act or by its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
5. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the company, must accompany the proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

7. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must either be:
 - (a) deposited at the registered office of the Company, Suite 2, Level 2, 20 Kings Park Road, West Perth;
 - (b) be sent by post to Predictive Discovery Limited, PO Box 1710, West Perth, WA 6872;
 - (c) be sent by facsimile to Predictive Discovery Limited at (08) 9321 4692 or
 - (d) be emailed to Predictive Discovery Limited at contact@auroraminerals.com

so as to be received not later than 48 hours before the time fixed for the holding of the meeting - that is it is to be received by 10.00 am Western Standard Time on 15 May 2017.

Change of Address

Should your address have changed please use this section to advise the Company and, if faxing your proxy form or emailing it as an attachment, please fax or attach by email this side of the proxy form as well.

My new address is:

My email address is: _____

My phone number is: _____