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Predictive Discovery Limited ACN 127 171 877

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

A PROXY FORM IS ENCLOSED

The Annual General Meeting of Shareholders of Predictive Discovery Limited

will be held at 11am (Melbourne time) on Monday 18 November 2013

at Christie Conference Centre Melbourne - Flinders Room

Lower Ground Level, 454 Collins Street Melbourne VIC 3000.

If you are unable to attend the Annual General Meeting of Shareholders you may complete and return the enclosed proxy form or vote online in accordance with the specified directions.

These papers should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional adviser without delay.

ACTION REQUIRED BY SHAREHOLDERS

Step 1: Read the Notice and Explanatory Memorandum

The Explanatory Memorandum sets out details of the Resolutions to be voted on at the Annual General Meeting. This information is important. You should read this document carefully and if necessary seek independent advice on any aspects about which you are not certain.

Step 2: Vote on the Resolutions

Your vote is important.

The Annual General Meeting is scheduled to be held at 11am (Melbourne time) on Monday 18 November 2013 at the Christie Conference Centre Melbourne - Flinders Room, Lower Ground Level, 454 Collins Street Melbourne.

If you cannot attend the Annual General Meeting in person and wish to vote on some or all of the Resolutions, you can lodge your completed proxy form by:

- mailing it to Predictive Discovery Limited, at PO Box 1710 West Perth WA 6872;
- emailing it to Ian Hobson (Company Secretary) at ianhobson@bigpond.com;
- by facsimile to (08) 9481 7939; or
- hand delivering it to Predictive Discovery Limited, at Level 2, 9 Colin Street, West Perth WA 6005,

by 5pm (Melbourne time) on 16 November 2013.

Please refer to the enclosed proxy form for more information about submitting proxy voting instructions.

Questions

If you have any questions about any matter contained in the Notice of Meeting or the attached Explanatory Memorandum, please contact Ian Hobson (Company Secretary) on +61 8 9388 8290.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of **PREDICTIVE DISCOVERY LIMITED** will be held at the following time and place:

Time: 11am (Melbourne time)

Date: 18 November 2013

Place: Christie Conference Centre Melbourne - Flinders Room
Lower Ground Level, 454 Collins Street Melbourne.

AGENDA

Information on each of the following resolutions is set out in the attached Explanatory Memorandum which forms part of this Notice.

1. Annual Financial Statements

To receive and consider the annual Financial Report, together with the Directors' and Auditor's Reports, for the year ending 30 June 2013.

2. Resolution 1 – Adoption of Remuneration Report (non-binding resolution)

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

“That the Remuneration Report (which is contained in the Company's 2013 Annual Report) for the financial year ended 30 June 2013 be adopted.”

Note: This resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – Re-election of Director

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

“That, Philip Harman, who retires in accordance with Article 20.3 of the Company's Constitution, be re-elected as a Director of the Company.”

4. Resolution 3 – Re-election of Director

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

“That, Philip Henty, who retires in accordance with Article 20.3 of the Company's Constitution, be re-elected as a Director of the Company.”

5. Resolution 4 – Re-election of Director

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

“That, Timothy Markwell, who was appointed to fill a casual vacancy, retires in accordance with Article 19.5 of the Company's Constitution, be re-elected as a Director of the Company.”

6. Resolution 5 – Approval of additional 10% capacity to issue shares

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

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company, calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting prohibitions

Under the Corporations Act, the following persons are prohibited from voting on the respective Resolutions:

Resolution	Persons prohibited from voting
Resolution 1 (Adoption of Remuneration Report)	A vote must not be cast (in any capacity) by or on behalf of the following persons: (a) a member of the key management personnel whose remuneration details are included in the Remuneration Report; or (b) a closely related party of such a member. However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described paragraphs (a) and (b) above and the person: (c) does so as a proxy appointed by writing that specifies how the proxy is to vote on the relevant resolution; or (d) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy: i. does not specify the way proxy is to vote on the resolution; and ii. expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with the ASX Listing Rules, the Company will disregard any votes on the respective Resolutions cast by or on behalf of the following persons:

Resolution	Persons excluded from voting
Resolution 5 (Approval of additional 10% capacity to issue shares)	A person, and any associate of such a person, who: (a) may participate in the issue of equity securities under this Resolution; or (b) obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and an associate of such a person. Important note: The persons eligible to participate in a proposed issue (if any) under Listing Rule 7.1A were not known by the Company at the date of the Notice of Meeting. Accordingly, no Shareholders are currently excluded from voting on Resolution 5.

However, the Company need not disregard a vote on Resolution 5 if it is cast by a person as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Important information concerning proxy votes on Remuneration related Resolution 1

The Corporations Act prohibits Key Management Personnel and their Closely Related Parties from voting on resolutions connected directly or indirectly with the remuneration of a member of Key Management Personnel. Accordingly, the Company's Key Management Personnel and their Closely Related Parties, are prohibited from voting on Resolution 1 to adopt the Company's Remuneration Report.

However, a member of Key Management Personnel, or a Closely Related Party of such a member, may cast a vote on Resolution 1 if:

- they do so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a member of Key Management Personnel, or a Closely Related Party.

Undirected proxies held by Key Management Personnel or their Closely Related Parties will not be voted on Resolution 1.

If you appoint the Chairman as your proxy (whether intentionally or by default) you can direct the Chairman of the meeting to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form, under the heading 'Voting on Business of the Annual General Meeting'.

If you appoint the Chairman as your proxy (whether intentionally or by default) and do not direct the Chairman how to vote in respect of Resolution 1, the express authorisation contained in your proxy form directs and authorises the Chairman to vote your proxy in favour of Resolution 1. The express authorisation contained in your proxy form acknowledges that the Chairman may vote your proxy in favour of Resolution 1, even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting. Terms defined in the Explanatory Memorandum and used in the Notice of Annual General Meeting have the same meaning as in the Explanatory Memorandum.

Determining who holds shares for the purpose of the Annual General Meeting

It has been determined that under Corporations Regulation 7.11.37, for the purposes of this Annual General Meeting, Shares will be taken to be held by the persons who are the registered holders at 7.00pm (Melbourne time) on 16 November 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Proxies

Each Shareholder who is entitled to attend and vote has a right to appoint a proxy, and if a Shareholder is entitled to cast two or more votes that Shareholder may appoint 2 proxies. If a Shareholder appoints 2 proxies, the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes, each proxy may exercise one half of the Shareholder's votes. A proxy need not be a Shareholder of the Company.

In accordance with section 250BA of the Corporations Act, Shareholders are advised that the proxy forms must be received by:

- mailing it to Predictive Discovery Limited, at PO Box 1710 West Perth WA 6872;
- emailing it to Ian Hobson (Company Secretary) at ianhobson@bigpond.com;
- by facsimile to (08) 9481 7939; or
- hand delivering it to Predictive Discovery Limited, at Level 2, 9 Colin Street, West Perth WA 6005,

by no later than 7pm (Melbourne time) on 16 November 2013.

An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointer is a body corporate, by a director jointly with either another director or company secretary or if the company has only a sole director by the sole director, or by the company's duly authorised attorney.

Corporate Representatives

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a letter or certificate executed in accordance with section 250D of the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting; or
- a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

Voting by proxies

Shareholders are encouraged to direct their proxy as to how to vote on all resolutions, by marking the appropriate box on the proxy form, under the heading 'Voting on Business of the Annual General Meeting'.

Recent changes to the law have impacted on the way proxies vote at company meetings. Broadly, these changes include that:

- if a proxy holder votes, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman who must vote the proxies as directed.

The Chairman will vote all undirected proxies in favour of all Resolutions.

Key Dates

Event	Date
Determination of voting eligibility	7.00pm (Melbourne time) on 16 November 2013
Deadline for lodgement of proxy forms	7.00 pm (Melbourne time) on 16 November 2013

Annual General Meeting

11am (Melbourne time) on 18 November 2013

Dated 8 October 2013

By Order of the Board



Ian Hobson
Company Secretary

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

This Explanatory Memorandum forms part of and should be read in conjunction with the Notice of Annual General Meeting.

The Directors of the Company recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact your accountant, solicitor or other professional adviser.

Agenda Item 1 – Annual Financial Statements

The Corporations Act requires that the Financial Report, Directors' Report and the Auditor's Report (**Annual Financial Statements**) be tabled at the Annual General Meeting.

No vote will be taken on the Annual Financial Statements. However, Shareholders will be given the opportunity to ask questions about, or make comments on the Annual Financial Statements.

As a Shareholder, you are entitled to submit a written question to the Company's auditor, Nexia ASR (**Auditor**), prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 5pm (Melbourne time) on 14 November 2013.

All questions must be sent to the Company's registered office at Level 2, 9 Colin Street, West Perth WA 6005, and may not be sent to the auditor directly. The Company will then forward all questions to the Auditor.

The Auditor will be present at the Meeting and Shareholders will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the Auditor.

Agenda Item 2 - Resolution 1 – Adoption of Remuneration Report

Section 298 of the Corporations Act requires the annual Directors' Report to contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

By way of summary, the Remuneration Report:

- discusses the Company's policy and the process for determining remuneration of its executive officers and employees;
- addresses the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2013.

In accordance with section 250R(2) of the Corporations Act, the Company is required to put a resolution to its members that the Remuneration Report as disclosed in the 2012 Annual Report be adopted. Pursuant to section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Recent changes to the Corporations Act, provide that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the managing director) who were in office at the date of the approval of the applicable Directors' Report must stand for re-election.

If you intend to appoint a member of the Company's Key Management Personnel (including any Director of the Company or the Chairman) or their Closely Related Parties as your proxy, please refer to the important information contained in the Notice of Meeting under the heading "Important information concerning proxy votes on Resolution 1".

Voting Exclusion

A voting exclusion statement for Resolution 1 is included in the Notice of Meeting.

Agenda Items 3 & 4 – Resolutions 2 & 3– Re-election of Director

Article 20.1 of the Company's Constitution requires that a Director must retire from office or seek re-election by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer. Article 20.3 of the Company's Constitution requires that at least one Director must retire from office at each Annual General Meeting. Philip Harman and Philip Henty were appointed directors at the Annual General meeting in 2010. Accordingly, Philip Harman and Philip Henty retire in accordance with the Company's Constitution and, being eligible, seeks re-election.

Mr Harman is a professional geophysicist who spent more than 30 years working for BHP Billiton in minerals exploration in a broad number of roles both technical and managerial, both in Australia and overseas. Mr Harman was material in bringing BHP Billiton's proprietary FALCON® airborne gravity gradiometer technology to Gravity Capital Limited in 2001, which was the precursor to Gravity Diamonds Limited.

Mr Henty has extensive experience in the Australian securities markets. He has worked for nearly 30 years in stockbroking and investments markets. His experience covers the equities, derivatives and fixed interest markets and most aspects of the securities industry from dealing and advice through to

management, capital raising, investment management and private investment.

Directors' Recommendation

The Directors, Paul Roberts and Timothy Markwell, recommend Shareholders vote in favour of Resolutions 2 & 3.

Agenda Item 5 – Resolution 4– Re-election of Director

Article 19.5 of the Company's Constitution requires that a Director who was appointed to fill a casual vacancy must retire from office and will be eligible for re-election at the next annual general meeting following his or her appointment. Timothy Markwell was appointed to fill a casual vacancy on 11 September 2013. Accordingly, Timothy Markwell retires in accordance with the Company's Constitution and, being eligible, seeks re-election.

Mr Markwell is a geologist and has worked for 20 years in the resources and finance industries.

Mr Markwell currently serves as the manager for the African Lion 3 fund ("AFL3") based in Melbourne. AFL3 is a private equity fund with \$79.2m in committed capital and invests in exploration and development companies with African focused resource projects. The shareholders of AFL3 include Lion Selection Group (ASX-listed investment company), CDC (UK government development fund), Proparco (French government development bank), European Investment Bank (development bank of the European Union), RMB Structured Life and BIFM.

Previously Mr Markwell has worked for the LinQ Resources Fund as an investment manager and as a resource analyst for Perth broker DJ Carmichael. Mr Markwell has also worked as a geologist for BHP-Billiton, Golder Associates, Anaconda Nickel, Great Central and Reynolds.

Directors' Recommendation

The Directors, Paul Roberts, Phil Harman and Phil Henty recommend Shareholders vote in favour of Resolution 4.

Agenda Item 6 - Resolution 5 – Approval of additional 10% capacity to issue shares

Listing Rule 7.1

ASX Listing Rule 7.1 allows the Company to issue equity securities up to 15% of its issued share capital, in any 12 month period, without obtaining Shareholder approval (**15% Share Issue Capacity**).

Listing Rule 7.1A

In accordance with new Listing Rule 7.1A, Eligible Entities may seek shareholder approval at an annual general meeting to issue a further 10% of their issued share capital in addition to the 15% Share Issue Capacity (**10% Share Issue Capacity**).

For the purposes of Listing Rule 7.1A, the Company is an Eligible Entity.

Any issue of securities under ASX Listing Rule 7.1A must be:

- in the same class as an existing quoted class of the Company's equity securities;

- issued at a maximum of 25% discount to the current market price; and
- calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

Effect of Resolution 5

In Resolution 5, the Company seeks Shareholder approval to have the ability to issue securities under the 10% Share Issue Capacity.

The effect of Resolution 5 will be to provide the Company with greater flexibility to issue securities above the 15% Share Issue Capacity, without obtaining Shareholder approval.

Technical information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the Company provides the following information for the purpose of obtaining shareholder approval under Resolution 5.

1. Minimum price at which equity securities may be issued	The minimum price at which shares may be issued under the 10% Share Issue Capacity is 75% of the volume weighted average price of equity securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before: (a) the date on which the price of the securities to be issued is agreed; or (b) if they are not issued within 5 ASX trading days of the date in paragraph (a), the ASX trading day on which the securities are issued.
2. Date on which Company may issue equity securities	If shareholder approval of Resolution 5 is obtained, shares may be issued under the 10% Share Issue Capacity during the period commencing on the date of the Annual General Meeting and ending on the first to occur of the following: (a) 12 months after the date of the Annual General Meeting; and (b) the date of Shareholder approval for any transaction under ASX Listing Rules 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).
3. Purposes for which equity securities may be issued, including whether the Company may issue them for non-cash consideration	(a) Shares may be issued under the 10% Share Issue Capacity for the following purposes: (i) non-cash consideration for the acquisition of the new resources assets and other investments. If this occurs, the Company will provide a valuation of the non-cash consideration in accordance with ASX Listing Rule 7.1A.3; or (ii) cash consideration. If this occurs, the Company intends to use the funds raised to continue exploration and feasibility studies on the Company's current assets, to acquire new assets or investments or for working capital purposes. It is most likely envisaged the requirement for funds from any potential placement would be used towards the funding of drilling

	program and exploration programs at the company's eastern Burkina Faso on the <i>Bangaba</i> permit and <i>Bonsiega</i> permit groups. (b) The Company will comply with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A in relation to any issue of securities under the 10% Share Issue Capacity.
4. Details of the Company's allocation policy for issues under approval	(a) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Share Issue Capacity. (b) The identity of allottees under the 10% Share Issue Capacity will be determined on a case-by-case basis having regard to factors which may include: (i) the methods of raising funds which are available to the Company including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising; (ii) the effect of any such issue on the control of the Company; (iii) the financial situation of the Company; and (iv) advice from corporate, financial and broking advisers. (c) As at the date of this Notice, the allottees under the 10% Share Issue Capacity have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
5. Previous approvals under Listing Rule 7.1A	The Company previously sought and obtained Shareholder approval under ASX Listing Rule 7.1A at the Annual general meeting on 26 November 2012.
6. Risk of economic and voting dilution	If Resolution 5 is approved by Shareholders and securities are issued under the 10% Share Issue Capacity: (a) the interests of Shareholders who do not receive securities under the 10% Share Issue Capacity will have their voting power diluted by the reduction in the percentage of shares held by the Shareholder as a proportion of the shares on issue. (b) the value of the interests of Shareholders who do not receive securities under the 10% Share Issue Capacity may be diluted if shares are issued at a price which represents a discount to their value before the issue is made. (c) Shareholders should note that there is a risk that: (i) the market price for the shares at the time they are issued under the 10% Share Issue Capacity may be materially higher or lower than on the date of the Annual General Meeting; and (ii) shares may be issued under the 10% Share Issue Capacity at a price that is at a discount to the market price for those shares

on the date of their issue.

- (c) As the ASX Listing Rules require, the tables below show the potential dilution of Shareholders of the Company in various hypothetical scenarios.

Hypothetical example: By way of example only, the theoretical impact of issuing the full amount of the 10% Share Issue Capacity at a range of prices is demonstrated below. The number of new shares issued if the full 10% capacity is used is 27,138,419.			
Premium/discount to market value	Issue price	Shares Issued	Amount raised
50% premium	\$0.03	27,138,419	\$707,652
no premium/ discount	\$0.02	27,138,419	\$471,768
50% discount	\$0.01	27,138,419	\$235,884
This table assumes that: - the issued capital prior to the issue under the 10% Share Issue Capacity is the current issued capital - 271,384,194 Shares; - the market value of a share on the date of issue is the same as the closing ASX price on 7 October 2013 of \$0.02; - that shares are issued for cash and there is no other impact of the fundraising other than to increase cash reserves; and - no other securities are issued prior to the issue under the 10% Share Issue Capacity.			

Effect of change in capital structure and market price

The 10% Share Issue Capacity is calculated at the time of issue of securities and so may be effected by any changes in capital structure prior to the new issue occurring.

By way of example, the impact of changes in the capital structure on the amount which can be raised and the number of shares which may be issued under 10% Share Issue Capacity is shown below.

Note that the percentage dilution of voting power and economic interest as a result of the issue of additional shares under the 10% Share Issue Capacity is dependent on the number of shares issued and the issue price for the issue of those shares under the 10% Share Issue Capacity. This is demonstrated in the hypothetical example below.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.0100 (50% decrease in current issue price)	\$0.0200 (Current issue price)	\$0.0300 (50% increase in current issue price)
271,384,194 (Current)	Shares issued	27,138,419	27,138,419	27,138,419
	Funds Raised	\$271,384	\$542,768	\$814,153
407,076,291 (50% increase)*	Shares issued	40,707,629	40,707,629	40,707,629
	Funds Raised	\$407,076	\$814,153	\$1,221,229
542,768,388 (100% increase)*	Shares issued	54,276,839	54,276,839	54,276,839
	Funds Raised	\$542,768	\$1,085,537	\$1,628,305

Previous Approval under ASX Listing Rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its AGM on 26 November 2012.

In the 12 months preceding the date of this Notice, the Company issued a total of 120,068,644 Equity Securities which represent 76% of the total number of Equity Securities on issue at 26 November 2012.

The Equity Securities issued in the preceding 12 months were undertaken in eight (8) issues as detailed below. Issues # 1 – 7 inclusive were allotted pursuant to listing rule 7.1. Issue # 8 was allotted pursuant to listing rule 7.1A.

Issue #1	
Date of issue:	3 December 2012
Number issued:	11,250,000
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Fully Paid Ordinary Shares
Names of persons who received securities or basis on which those persons was determined:	Stratos Resources Ltd
Price:	\$0.07 per share
Discount to market price (if any):	None
For cash issue	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	\$787,500 (11,250,000 shares @ \$0.07)
Purpose of the issue:	To acquire 27.9% of Birrimian Pty Ltd
Current value of that non-cash consideration:	\$270,000 (11,250,000 shares @ \$0.024)
Issue #2	
Date of issue:	5 December 2012
Number issued:	65,538,806
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Fully Paid Ordinary Shares
Names of persons who received securities or basis on which those persons was determined:	Sophisticated and professional investors including those who are clients of stock brokers.
Price:	\$0.038 per share
Discount to market price (if any):	50%
For cash issue	
Total cash consideration received:	\$2,490,475
Amount of cash consideration spent:	\$2,490,475
Use of cash consideration:	To fund working capital, drilling program and exploration programs on the Company's Bangaba permit and Bonsiega permit groups in Burkina Faso.
Intended use for remaining amount of cash (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	N/A
Purpose of the issue:	N/A
Current value of that non-cash consideration:	N/A
Issue #3	
Date of issue:	5 December 2012
Number issued:	2,000,000
Class/Type of equity security:	Unlisted options
Summary of terms:	Options exercisable at \$0.15 per share expiring 30 October 2015. See Annexure A for terms.
Names of persons who received securities or basis on which those persons was determined:	Chalmsbury Nominees Pty Ltd
Price:	Nil

Discount to market price (if any):	N/A
For cash issue	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	\$23,735
Purpose of the issue:	Broker fees for placement on 5/12/2012
Current value of that non-cash consideration:	\$192
Issue #4	
Date of issue:	5 December 2012
Number issued:	3,500,000
Class/Type of equity security:	Unlisted options
Summary of terms:	Exercise price of 10 cents to 30 June 2013, 15 cents from 1 July 2013 to 30 June 2014 and 20 cents from 1 July 2014 to the expiry date on 30 June 2015. See Annexure A for terms.
Names of persons who received securities or basis on which those persons was determined:	Kitara Investments Pty Ltd RNB Equities Pty Ltd
Price:	Nil
Discount to market price (if any):	N/A
For cash issue	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	\$40,735
Purpose of the issue:	Broker fees for placement on 5/12/2012
Current value of that non-cash consideration:	\$325
Issue #5	
Date of issue:	6 December 2012
Number issued:	700,000
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Fully Paid Ordinary Shares
Names of persons who received securities or basis on which those persons was determined:	Sophisticated and professional investors including those who are clients of stock brokers.
Price:	\$0.038 per share
Discount to market price (if any):	50%
For cash issue	
Total cash consideration received:	\$26,600
Amount of cash consideration spent:	\$26,600
Use of cash consideration:	To fund working capital, drilling program and exploration programs on the Company's Bangaba permit and Bonsiega permit groups in Burkina Faso.
Intended use for remaining amount of cash (if any):	N/A
For non-cash issue	

Non-cash consideration paid:	N/A
Purpose of the issue:	N/A
Current value of that non-cash consideration:	N/A
Issue #6	
Date of issue:	27 February 2013
Number issued:	329,500
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Fully Paid Ordinary Shares
Names of persons who received securities or basis on which those persons was determined:	Burkina Faso Employees
Price:	\$0.044 per share
Discount to market price (if any):	None
For cash issue	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	\$14,498 (329,500 shares @ \$0.044)
Purpose of the issue:	To incentivise employees
Current value of that non-cash consideration:	\$7,908 (329,500 shares @ \$0.024)
Issue #7	
Date of issue:	20 August 2013
Number issued:	1,250,000
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Fully Paid Ordinary Shares
Names of persons who received securities or basis on which those persons was determined:	Mr Ivoir Negoce
Price:	Nil
Discount to market price (if any):	N/A
For cash issue	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	\$25,000 (1,250,000 shares @ \$0.02)
Purpose of the issue:	Part acquisition of tenement
Current value of that non-cash consideration:	\$30,000 (1,250,000 shares @ \$0.024)
Issue #8	
Date of issue:	11 September 2013
Number issued:	33,500,338
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Fully Paid Ordinary Shares
Names of persons who received securities or basis on which those persons was determined:	Sophisticated and professional investors including those who are clients of stock brokers. Sophisticated and professional investors including those who are clients of stock brokers.
Price:	\$0.019 per share

Discount to market price (if any):	None
<i>For cash issue</i>	
Total cash consideration received:	\$674,506
Amount of cash consideration spent:	Nil
Use of cash consideration:	Funds are currently retained in the Company's bank account
Intended use for remaining amount of cash (if any):	To fund working capital, drilling program and exploration programs on the Company's Bangaba permit and Bonsiega permit groups in Burkina Faso.
<i>For non-cash issue</i>	
Non-cash consideration paid:	N/A
Purpose of the issue:	N/A
Current value of that non-cash consideration:	N/A

Voting Exclusion statement

A voting exclusion statement for Resolution 5 is included in the Notice of Meeting.

At the date of the Notice of Meeting:

- the Company had not approached any existing Shareholder or class of security holders in relation to the proposed 10% Share Issue; and
- in accordance with Listing Rule 14.11.1, the persons eligible to participate in a proposed issue (if any) under Listing Rule 7.1A were not known by the Company.

Accordingly, no Shareholders are currently excluded from voting on Resolution 5.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

Additional Information

Shareholders should contact the Company Secretary on +61 8 9388 8290 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars, unless otherwise stated.

AGM or Meeting means the annual general meeting convened by the Notice.

ASX means ASX Limited.

Board means the Company's Board of Directors.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and who may be expected to influence the member or be influenced by the member in the member's dealings with the Company;
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Predictive Discovery Limited (ACN 127 171 877).

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

Director means a director of the Company from time to time.

Eligible Entities means in relation to ASX Listing Rule 7.1A, companies that are outside the S&P/ASX 300 Index, that also have a market capitalization of \$300 million or less.

Explanatory Memorandum means this Explanatory Memorandum attached to the Notice of Meeting.

Listing Rules means the Official Listing Rules of ASX.

Key Management Personnel has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

Notice, Notice of Meeting or Notice of Annual General Meeting means the notice of meeting which forms part of this Explanatory Memorandum.

Option means an option which, if vested and exercised, will entitle the holder to subscribe for a Share.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

S&P means Standard and Poor's Financial Services LLC

Shareholder means a holder of Shares.

Share means a fully paid ordinary share in the Company.

WST means Western Standard Time, Australia.

ANNEXURE A – TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are as follows:

1. Each Option entitles the holder to subscribe for one Share upon exercise of the Option and payment of the Exercise Price (defined below).
2. Each is exercisable at 15 cents per Shares on the date of the grant of the Option (**Exercise Price**), payable in full on exercise of the Option.
3. The Options automatically expire at 5.00 pm AWST on 30 October 2015 (**Expiry Date**).
4. The Options will not be quoted on ASX.
5. The Company must give the holder of each Option a certificate or holding statement stating:
 - a. the number of Options issued to each holder;
 - b. the Exercise Price of the Options; and
 - c. the date of issue of the Options.
6. Holders may exercise the Options at any time up to the Expiry Date. Any Option not exercised, automatically expires on the Expiry Date.
7. Options may only be exercised during the hours of 8.30am to 5.00pm AWST (Business Hours) by the delivery to the registered office of the Company or the Share Registry of a notice in writing stating the intention of the holder to:
 - a. exercise all or a specified number of the Options; and
 - b. pay the Exercise Price in full for the exercise of each such Option.
8. A notice in writing received outside of Business Hours will be deemed received at the next opening of Business Hours.
9. The exercise notice must be accompanied by the certificate or holding statement for the options being exercised and a cheque made payable to the Company for the Exercise Price for the Options being exercised.
10. The Options will be deemed to have been exercised on the date the exercise notice is received or deemed to be received by the Company or the Share Registry.
11. The Company will allot the Shares to which a holder is entitled following exercise of Options and deliver a holding statement with respect to such Shares within the timeframe required by the Listing Rules.
12. The exercise of only some Options will not affect the rights of the holder to the balance of the Options held by them.
13. If the holder of the Options exercises less than the total number of Options registered in the holder's name:
 - a. the holder of the Options must surrender its option certificate, if one has been issued by the Company; and
 - b. the Company must cancel the certificate and issue the holder of the Options a new certificate or holding statement stating the remaining number of Options held by the holder and stating the information set out above.
14. Options will not confer an entitlement to receive dividends declared and paid by the Company, nor an entitlement to vote at general meetings of the Company unless the holder of the Options

has exercised the Options before the record date for determining these entitlements and participates as a result of holding Shares.

15. All Shares issued on exercise of an Option will:
 - a. rank equally in all respects (including, without limitation, rights relating to dividends) with other issued Shares;
 - b. be issued credited as fully paid;
 - c. be duly authorised and issued by all necessary corporate action; and
 - d. be allotted and issued free from all liens, charges and encumbrances whether known about or not, including statutory and other pre-emption rights and any transfer restrictions.
16. The Company will apply to ASX Limited for official quotation of the Shares issued upon exercise of Options within the time period required by the Listing Rules.
17. The Options are not transferable.
18. A holder of Options does not have the right to participate in bonus issues or new issues of securities offered to Shareholders until Shares are allotted to the holder pursuant to the exercise of the Options.
19. In the event of a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the capital of the Company, the rights of the holders of Options (including, without limitation, the number of Options to which the Optionholder is entitled to and the Exercise Price) will be changed (as appropriate) in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
20. If the Company makes a pro-rata issue (other than a bonus issue) to existing Shareholders and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Exercise Price of each Option will be reduced in the manner permitted by the Listing Rules applying at the time of the pro-rata issue.
21. If the Company makes a bonus issue to existing Shareholders and no Share has been issued in respect of that Option before the record date for determining entitlements to the issue, then the number of Shares over which that Option is exercisable will be increased in the manner permitted by the Listing Rules applying at the time of the bonus issue.
22. The Company is entitled to treat the registered holder of an Option as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.

ANNEXURE B – TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are as follows:

1. Each Option entitles the holder to subscribe for one Share upon exercise of the Option and payment of the Exercise Price (defined below).
2. Each is exercisable at the price of 10 cents to 30 June 2013, 15 cents from 1 July 2013 to 30 June 2014 and 20 cents from 1 July 2014 to the expiry date on 30 June 2015 (**Exercise Price**), payable in full on exercise of the Option.
3. The Options automatically expire at 5.00 pm AWST on 30 June 2015 (**Expiry Date**).
4. The Options will not be quoted on ASX.
5. The Company must give the holder of each Option a certificate or holding statement stating:
 - a. the number of Options issued to each holder;
 - b. the Exercise Price of the Options; and
 - c. the date of issue of the Options.
6. Holders may exercise the Options at any time up to the Expiry Date. Any Option not exercised, automatically expires on the Expiry Date.
7. Options may only be exercised during the hours of 8.30am to 5.00pm AWST (Business Hours) by the delivery to the registered office of the Company or the Share Registry of a notice in writing stating the intention of the holder to:
 - a. exercise all or a specified number of the Options; and
 - b. pay the Exercise Price in full for the exercise of each such Option.
8. A notice in writing received outside of Business Hours will be deemed received at the next opening of Business Hours.
9. The exercise notice must be accompanied by the certificate or holding statement for the options being exercised and a cheque made payable to the Company for the Exercise Price for the Options being exercised.
10. The Options will be deemed to have been exercised on the date the exercise notice is received or deemed to be received by the Company or the Share Registry.
11. The Company will allot the Shares to which a holder is entitled following exercise of Options and deliver a holding statement with respect to such Shares within the timeframe required by the Listing Rules.
12. The exercise of only some Options will not affect the rights of the holder to the balance of the Options held by them.
13. If the holder of the Options exercises less than the total number of Options registered in the holder's name:
 - a. the holder of the Options must surrender its option certificate, if one has been issued by the Company; and
 - b. the Company must cancel the certificate and issue the holder of the Options a new certificate or holding statement stating the remaining number of Options held by the holder and stating the information set out above.
14. Options will not confer an entitlement to receive dividends declared and paid by the Company,

nor an entitlement to vote at general meetings of the Company unless the holder of the Options has exercised the Options before the record date for determining these entitlements and participates as a result of holding Shares.

15. All Shares issued on exercise of an Option will:
 - a. rank equally in all respects (including, without limitation, rights relating to dividends) with other issued Shares;
 - b. be issued credited as fully paid;
 - c. be duly authorised and issued by all necessary corporate action; and
 - d. be allotted and issued free from all liens, charges and encumbrances whether known about or not, including statutory and other pre-emption rights and any transfer restrictions.
16. The Company will apply to ASX Limited for official quotation of the Shares issued upon exercise of Options within the time period required by the Listing Rules.
17. The Options are not transferable.
18. A holder of Options does not have the right to participate in bonus issues or new issues of securities offered to Shareholders until Shares are allotted to the holder pursuant to the exercise of the Options.
19. In the event of a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the capital of the Company, the rights of the holders of Options (including, without limitation, the number of Options to which the Optionholder is entitled to and the Exercise Price) will be changed (as appropriate) in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
20. If the Company makes a pro-rata issue (other than a bonus issue) to existing Shareholders and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Exercise Price of each Option will be reduced in the manner permitted by the Listing Rules applying at the time of the pro-rata issue.
21. If the Company makes a bonus issue to existing Shareholders and no Share has been issued in respect of that Option before the record date for determining entitlements to the issue, then the number of Shares over which that Option is exercisable will be increased in the manner permitted by the Listing Rules applying at the time of the bonus issue.
22. The Company is entitled to treat the registered holder of an Option as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.

PROXY FORM

**APPOINTMENT OF PROXY
PREDICTIVE DISCOVERY LIMITED
ACN 127 171 877**

Shareholder Name:.....

Shareholder

Address.....

ANNUAL GENERAL MEETING

I/We being a member(s) of Predictive Discovery Limited (Company) and entitled to attend and vote at the Annual General Meeting of the Company to be held at 11am (Melbourne time), on 18 November 2013 at the Christie Conference Centre Melbourne - Flinders Room, Lower Ground Level, 454 Collins Street Melbourne, hereby appoint:

☐

the
Chairman of
the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy (do not insert your own name). I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting is appointed as my/our proxy and to vote for me/us on my/our behalf at the Meeting and at any adjournment or postponement of the meeting.

I acknowledge that Resolution 1 relates to the remuneration of key management personnel, and that the Chairman intends to vote any undirected proxies in favour of these Resolutions. I/ we expressly authorise the Chairman of the Meeting to exercise my/our proxy even though such Resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	☐	☐	☐
Resolution 2 – Re-election of Director – Philip Harman	☐	☐	☐
Resolution 3 – Re-election of Director – Philip Henty	☐	☐	☐
Resolution 4 – Re-election of Director – Timothy Markwell	☐	☐	☐
Resolution 5 – Approval of 10% capacity to issue securities	☐	☐	☐

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s)

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

**Predictive Discovery Limited
ACN 127 171 877**

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. If a member appoints only one proxy, that proxy may vote on a show of hands. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. If a box is not marked the proxy may vote as they choose. If more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then:
 - the proxy's authority to speak for that member is suspended while the member is present at the General Meeting; and
 - the proxy's authority to vote for the member on any resolution is not suspended while the member is present but is revoked by the member voting in person on that resolution.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - mailing it to Predictive Discovery Limited, at PO Box 1710 West Perth WA 6872;
 - emailing it to Ian Hobson (Company Secretary), at info@predictivediscovery.com;
 - by facsimile to (08) 9481 7939; or
 - hand delivering it to Predictive Discovery Limited, at Level 2, 9 Colin Street, West Perth, WA 6005.

so that it is received not later than 11am (Melbourne time) on 16 November 2013.

Proxy forms received later than this time will be invalid.