PDI Gold Limited
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info@pdigold.com
4 Charles St, South Perth WA 6151
11 127 171 877 ABN

**PDI Gold Limited**
**ACN 127 171 877**

# Addendum to Notice of Annual General Meeting

**The annual general meeting of the Company will be held as follows:**

**Time and date:** 3.00pm (Australian Western Standard Time) on 20 November 2026 (2.00am (North American Eastern Time (EST)) on 20 November 2026)

**In-person:** Grant Thornton Australia, Central Park Level 43
152 – 158 St Georges Terrace, Perth, Western Australia, 6000
Australia

This Addendum must be read together with the Notice of Annual General Meeting dated 21 October 2026. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9216 1000**

**Shareholders are urged to vote by lodging the Replacement Proxy Form**

**PDI Gold Limited**
**ACN 127 171 877**

## Addendum to Notice of Annual General Meeting

PDI Gold Limited (ACN 127 171 877) (**Company**) gives notice to Shareholders that, in respect of the annual general meeting of Shareholders of the Company to be held virtually and in-person at Grant Thornton Australia, Central Park Level 43, 152 – 158 St Georges Terrace, Perth, Western Australia, 6000, Australia on 20 November 2026 at 3.00pm (Australian Western Standard Time) (20 November 2026 at 2.00am (North American Eastern Time (EST))) (**Meeting**), the Board has resolved to supplement the notice of annual general meeting and accompanying Explanatory Memorandum dated 21 October 2026 (**Original Notice**) by adding an additional item of business, being Resolution 8 – Appointment of Auditor (**Resolution 8**), as set out in this addendum (**Addendum**).

This Addendum is supplemental to, and must be read together with, the Original Notice. The Addendum introduces one additional ordinary resolution, seeking Shareholder approval for the appointment of Grant Thornton Audit Pty Ltd as auditor of the Company under section 327B of the Corporations Act. The Original Notice remains in full force and effect, except as supplemented by this Addendum.

Capitalised terms used in this Addendum have the meanings given to them in Schedule 1 of the Original Notice, unless otherwise defined in this Addendum (including in Schedule 1A). The numbering of the Resolutions and Sections in this Addendum is a continuation of the numbering used in the Original Notice.

## Effect of this Addendum

By this Addendum:

(a) Resolution 8, as set out below, is added to the business of the Meeting;

(b) a new Section 11 (Resolution 8 – Appointment of Auditor) is added to the Explanatory Memorandum, as set out in the Supplementary Explanatory Memorandum below. Section 11 supplements, and does not amend, Sections 1 to 10 of the Explanatory Memorandum;

(c) with effect from the date of this Addendum, references in the Original Notice to the "Notice" include this Addendum, references to the "Resolutions" include Resolution 8, and references to the "Proxy Form" include the Replacement Proxy Form;

(d) the date, time, place and arrangements for the Meeting, the Registration Date and the Canadian Beneficial Holder Record Date remain unchanged; and

(e) Resolutions 1 to 7, and the corresponding Sections of the Explanatory Memorandum, remain unchanged. Nothing in this Addendum changes the business to be considered at the Meeting other than by the addition of Resolution 8.

## Additional Resolution

The following additional resolution is added to the Agenda in Section 2 (Resolutions) of the Original Notice, immediately following Resolution 7:

### Resolution 8 – Appointment of Auditor

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

*'That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated by a Shareholder in accordance with section 328B(1) of the Corporations Act and having consented in writing to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act, is appointed as auditor of the Company with effect from the passing of this Resolution'.*

**Note:** there is no voting exclusion statement or voting prohibition statement applicable to this Resolution.

## Voting and Proxy Arrangements

**Replacement Proxy Form**

A replacement proxy form which includes Resolution 8 accompanies this Addendum (**Replacement Proxy Form**). The Replacement Proxy Form replaces the Proxy Form made available with the Original Notice (**Original Proxy Form**). The online proxy voting facility at www.investorvote.com.au will be updated to include Resolution 8.

**Shareholders who have not yet lodged a proxy**

Shareholders who have not yet lodged a proxy and who wish to appoint a proxy should use the Replacement Proxy Form or vote online, and should direct their proxy how to vote on each of Resolutions 1 to 8. An Original Proxy Form received by the Company after the date of this Addendum will be accepted as valid in respect of Resolutions 1 to 7.

**Shareholders who have already lodged a proxy**

Shareholders who have already lodged an Original Proxy Form (including online) should note the following:

(a) if you wish to vote on Resolution 8, or to change your voting directions on any of Resolutions 1 to 7, you should lodge a Replacement Proxy Form (or lodge your vote online) and complete your voting directions on all Resolutions. A validly lodged Replacement Proxy Form will revoke and replace any Original Proxy Form previously lodged by you; and

(b) if you do not wish to vote on Resolution 8 or to change your voting directions on Resolutions 1 to 7, you do not need to take any action. Your Original Proxy Form will remain valid and will be voted in accordance with your directions on Resolutions 1 to 7. As the Original Proxy Form does not contain a voting direction in respect of Resolution 8, your proxy will be entitled to vote on Resolution 8 as the proxy sees fit (to the extent permitted by law), and, where the Chair is your proxy, the Chair intends to vote in favour of Resolution 8.

**Proxy lodgement deadline**

Replacement Proxy Forms (and any authority under which they are signed, or a certified copy of that authority) must be received by the Company by 3.00pm (Australian Western Standard Time) on 18

November 2026 (2.00am (North American Eastern Time (EST)) on 18 November 2026), being not later than 48 hours before the commencement of the Meeting. This is the same deadline that applies under the Original Notice. Proxy appointments received after that time will not be valid for the Meeting.

**Canadian beneficial shareholders**

Canadian beneficial shareholders should continue to follow the procedures described in Section 1.9 of the Original Notice. Canadian beneficial shareholders will be provided with an updated VIF that includes Resolution 8 by their intermediary or Broadridge. A Canadian beneficial shareholder who has already submitted voting instructions and does not submit updated voting instructions will continue to have their voting instructions on Resolutions 1 to 7 acted upon. Voting instructions must be submitted in accordance with, and by the deadline specified in, the VIF.

**Access to this Addendum**

This Addendum has been released to ASX and posted on the Company's website at https://pdigold.com/investors/meeting-notices/ and under the Company's profile at SEDAR+ (www.sedarplus.ca). Shareholders who have elected to receive meeting documents in hard copy will be sent a hard copy of this Addendum. Any Shareholder may request a paper copy of this Addendum, at no cost, by contacting the Company via email to cosec@pdigold.com.

**Chair's voting intentions**

Section 1.10 of the Original Notice is supplemented as follows: the Chair intends to vote all available undirected proxies in favour of Resolution 8.

The Chair's voting intentions in respect of Resolutions 1 to 7 are unchanged.

**Further information**

This Addendum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting. Should you wish to discuss any matter in this Addendum, please do not hesitate to contact the Company Secretary by telephone on +61 8 9216 1000.

**BY ORDER OF THE BOARD**

Andrew Pardey
Non-Executive Chair
**PDI Gold Limited**
23 October 2026

**PDI Gold Limited**
**ACN 127 171 877**

# Supplementary Explanatory Memorandum

This Supplementary Explanatory Memorandum has been prepared for the information of Shareholders in connection with Resolution 8, which is to be considered at the Meeting to be held virtually and in-person at Grant Thornton Australia, Central Park Level 43, 152 – 158 St Georges Terrace, Perth, Western Australia, 6000, Australia on 20 November 2026 at 3.00pm (Australian Western Standard Time) (20 November 2026 at 2.00am (North American Eastern Time (EST))).

This Supplementary Explanatory Memorandum forms part of the Addendum and supplements the Explanatory Memorandum in the Original Notice. Section 11 below is added to the Explanatory Memorandum and follows Section 10 (General Matters). Sections 1 to 10 of the Explanatory Memorandum, including the information required by Canadian securities law in Section 10, remain unchanged.

The Supplementary Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on Resolution 8:

| | |
|---|---|
| Section 11 | Resolution 8 – Appointment of Auditor |
| Schedule 1A | Additional Definitions |
| Attachment | Shareholder Nomination of Auditor |

A Replacement Proxy Form is made available with the Addendum.

## 11. Resolution 8 – Appointment of Auditor

### 11.1 Background

Until 22 June 2026, the auditor of the Company was PKF Perth (**PKF**). On 3 June 2026, PKF sought the consent of ASIC to resign as auditor of the Company in accordance with section 329(5) of the Corporations Act. ASIC granted its consent to PKF's resignation on 22 June 2026, and PKF's resignation took effect on that date.

On 19 June 2026, the Board resolved to appoint Grant Thornton Audit Pty Ltd (**Grant Thornton**) as auditor of the Company, subject to ASIC consenting to PKF's resignation and with effect from the date of that consent. Grant Thornton was appointed by the Board as auditor of the Company with effect from 22 June 2026, to fill the vacancy in the office of auditor arising from PKF's resignation, under section 327C(1) of the Corporations Act. Grant Thornton consented in writing to act as auditor of the Company before that appointment was made.

On 24 June 2026, the Company announced to ASX the appointment of Grant Thornton as auditor of the Company and advised that, in accordance with section 327C of the Corporations Act, a resolution would be proposed at the Company's next AGM to confirm the appointment. Resolution 8 is that resolution.

Grant Thornton conducted the audit of the Financial Report for the financial year ended 30 June 2026 and issued the Independent Auditor's Report included in the Annual Report dated 30 September 2026.

## 11.2 Legislative requirements

Section 327C(1) of the Corporations Act requires the directors of a public company to appoint an auditor to fill a vacancy in the office of auditor within one month after the vacancy occurs, unless the company has appointed an auditor to fill the vacancy at a general meeting. Under section 327C(2) of the Corporations Act, an auditor appointed by the directors under section 327C(1) holds office until the company's next AGM.

Section 327B(1)(b) of the Corporations Act requires a public company to appoint an auditor at each AGM at which there is a vacancy in the office of auditor. As Grant Thornton was appointed by the Board under section 327C(1) of the Corporations Act, its appointment continues only until the Meeting, and the Company is required to appoint an auditor at the Meeting under section 327B(1)(b) of the Corporations Act.

In addition:

(a) under section 328A(1) of the Corporations Act, a company must not appoint an individual, firm or company as auditor unless that individual, firm or company has consented in writing to act as auditor and has not withdrawn that consent before the appointment is made;

(b) under section 328B(1) of the Corporations Act, a company may appoint an auditor at its AGM only if a member of the company gives the company written notice of the nomination of that individual, firm or company for appointment as auditor before the meeting was convened, or not less than 21 days before the meeting; and

(c) under sections 328B(3) and 328B(4) of the Corporations Act, the company must send a copy of the notice of nomination to each individual, firm or company nominated, each auditor of the company and each person entitled to receive notice of general meetings of the company, either not less than 7 days before the meeting or at the time notice of the meeting is given.

## 11.3 Shareholder nomination and auditor consent

The Company has received written notice from Ross McLean, being a Shareholder, dated 21 October 2026, nominating Grant Thornton for appointment as auditor of the Company in accordance with section 328B(1) of the Corporations Act. A copy of the notice of nomination is set out in the Attachment and is sent to Shareholders with this Addendum for the purposes of sections 328B(3) and 328B(4) of the Corporations Act.

Grant Thornton has given, and has not withdrawn, its written consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act.

Grant Thornton is an authorised audit company and is located at Central Park Level 43, 152-158 St Georges Terrace, Perth, Western Australia, 6000, Australia.

## 11.4 Effect of Resolution 8

If Resolution 8 is passed, Grant Thornton will be appointed as auditor of the Company under section 327B(1)(b) of the Corporations Act with effect from the passing of Resolution 8, and will hold office in accordance with the Corporations Act until it resigns, is removed from office or otherwise ceases to hold office.

If Resolution 8 is not passed, Grant Thornton will not be appointed as auditor of the Company under section 327B of the Corporations Act, and its appointment under section 327C(1) of the Corporations Act will not continue beyond the Meeting. In that event, the Board will take such steps as are required under the Corporations Act to ensure that the Company has an auditor.

### 11.5 Additional information

Resolution 8 is an ordinary resolution.

There is no voting exclusion statement or voting prohibition statement applicable to Resolution 8.

Grant Thornton was first appointed as auditor of the Company on 22 June 2026. The information in Section 10.3 (Auditors of the Company) of the Explanatory Memorandum remains accurate as at the date of this Addendum.

No Director has any material interest in the outcome of Resolution 8, other than as a holder of Shares (if any).

### 11.6 Board recommendation

The Board unanimously supports the appointment of Grant Thornton as auditor of the Company and recommends that Shareholders vote in favour of Resolution 8.

The Chair intends to vote all undirected proxies in favour of Resolution 8.

# Schedule 1A Additional Definitions

Schedule 1A supplements Schedule 1 (Definitions) of the Original Notice. In the Addendum, words importing the singular include the plural and vice versa.

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|---|---|
| **Addendum** | has the meaning given in the introductory paragraph of this Addendum, and includes the Supplementary Explanatory Memorandum, Schedule 1A and the Attachment. |
| **AGM** | means annual general meeting. |
| **ASIC** | means the Australian Securities and Investments Commission. |
| **Attachment** | means the attachment to the Addendum. |
| **Grant Thornton** | means Grant Thornton Audit Pty Ltd. |
| **Original Notice** | means the notice of annual general meeting of the Company dated 21 October 2026, including the Explanatory Memorandum and the Original Proxy Form. |
| **Original Proxy Form** | means the Proxy Form made available with the Original Notice. |
| **PKF** | means PKF Perth. |
| **Replacement Proxy Form** | means the proxy form made available with the Addendum. |
| **Resolution 8** | means the resolution set out in the Addendum under the heading "Resolution 8 – Appointment of Auditor". |
| **Supplementary Explanatory Memorandum** | means the supplementary explanatory memorandum which forms part of the Addendum. |

# Attachment – Shareholder Nomination of Auditor

21 October 2026

The Directors
PDI Gold Limited
4 Charles Street
South Perth WA 6151

By e-mail

To whom it may concern,

**AUDITOR NOMINATION**

For the purposes of Section 328B(1) of the *Corporations Act 2001* (Cth), I, Ross Mclean, being a member of PDI Gold Limited (ACN 127 171 877) (the **Company**), hereby nominate Grant Thornton Audit Pty Ltd to be appointed as auditor of the Company at the Annual General Meeting to be held on 20 November 2026 at 3:00pm WST.

Yours sincerely,

Ross McLean
Ross McLean