

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Prospech Limited is to be convened at Level 2, 66 Hunter Street, Sydney, NSW, 2000 on 26 April 2023 at 11.00 am.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm at 24 April 2023.

AGENDA

ORDINARY BUSINESS

The items of business should be read in conjunction with the explanatory notes on the pages to follow. The explanatory notes form part of this Notice of Meeting.

Financial Statements

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 31 December 2022.

Ordinary Resolutions

Resolution 1. Adoption of Remuneration Report

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

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2022 be and is hereby adopted.'

Resolution 2. Re-election of a Director

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

'That, for the purpose of Clause 11.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Peter Nightingale, a Director, retires by rotation and being eligible, is re-elected as a Director.'

Resolution 3 Approval of the Proposed Issue of up to 75,000,000 shares and up to 37,500,000 options

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

'That, for the purposes of ASX Listing Rule 7.1, approval is given for the Company to issue up to 75,000,000 fully paid ordinary shares at an issue price of \$0.02 and issue up to 37,500,000 Options, on the terms and conditions as set out in the Explanatory Memorandum attached to this Notice of Meeting.'

Resolution 4. Approval of the Proposed Issue of up to 7,678,749 options

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

'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,678,749 Options, to BW Equities Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

To transact any other business that may be brought forward in accordance with the Company's Constitution as set out in the Explanatory Memorandum accompanying this Notice of Meeting.

By order of the Board

R 51

Richard J. Edwards Company Secretary

21 March 2023

pjn11568

EXPLANATORY MEMORANDUM

This is an Explanatory Memorandum to in the Notice of Annual General Meeting of Prospech Limited to be convened at Level 2, 66 Hunter Street, Sydney, NSW, 2000 on 26 April 2023 at 11.00 am.

Financial Reports

The Company's annual financial report, the directors' report and the auditors' report for the year ended 31 December 2022 will be laid before the meeting. There is no requirement for shareholders to approve these reports, however, the Chairman of the meeting will allow a reasonable opportunity to ask questions about the content of the financial reports.

Resolution 1 Approval of Remuneration Report

The Remuneration Report, which forms part of the Directors' Report in the Company's 2022 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the Company's payments to its Directors.

None of the Corporations Act, the ASX Listing Rules or the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such report. In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. The resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Company's Remuneration Report.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for reelection at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following persons:

Key Management Personnel and Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- Cast by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; or
- Cast by the Chair of the Meeting as proxy or attorney appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the Chair to exercise the proxy even if the resolution is connected directly with the remuneration report; or
- Cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of this advisory Resolution 1. The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

Resolution 2 Re-election of Peter Nightingale as a Director

Mr Peter James Nightingale

Non-Independent, Executive Director and Chief Financial Officer Director since 26 September 2014

In accordance with Clause 11.4 of the Company's Constitution, Listing Rule 14.4 and the Corporations Law, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Mr Peter Nightingale retires as a Director by rotation and, being eligible, offers himself for re-election.

Peter Nightingale, who has served as a Director since 26 September 2014, retires by rotation and seeks reelection.

Mr Nightingale graduated with a Bachelor of Economics degree from the University of Sydney and is a member of Chartered Accountants Australia & New Zealand. He has worked as a chartered accountant in both Australia and the USA and has, for more than 35 years, been responsible for the financial control, administration, secretarial and in-house legal functions of a number of private and public listed companies in Australia and the USA, including Bolnisi Gold N.L. and Nickel Industries Limited. He is currently a director of ASX listed Alpha HPA Limited.

If re-elected, the Board does not consider Peter Nightingale will be an independent Director.

If Resolution 2 is passed, Peter Nightingale will be re-elected to the Board as a non-independent Director. In the event that Resolution 2 is not passed, Peter Nightingale will not join the Board as a non-independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

The Board has reviewed Peter Nightingale's performance since his appointment to the Board and considers that hisskills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Peter Nightingale and recommends that Shareholders vote in favour of Resolution 2.

The Directors recommend that you vote IN FAVOUR of Resolution 2. The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

Resolution 3 Approval of the Proposed Issue of Shares and Options

Subject to shareholder approval, the Company proposes to issue up to 75,000,000 fully paid ordinary shares ('Placement Shares'), together with one option for every two shares issued ('Placement Options'), at an issue price of \$0.02 per share to professional and sophisticated investors identified by the lead manager BW Equities Pty Ltd.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The proposed issue of Placement Shares and Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Shares and Placement Options. In addition, the issue of the Placement Shares and Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and Placement Options.

Resolution 3 seeks the required shareholder approval for the proposed issue of the Placement Shares and Placement Options under and for the purposes of Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.3 are as follows:

Name of allottees:	The Placement Shares and Placement Options are to be issued to unrelated sophisticated and professional investors who will be dentified by the Lead Manager BW Equities Pty Ltd through a bookbuild process seeking expressions of interest to participate in the placement (none of whom are related parties of the Company under Listing Rule 10.1 or 10.11 and none are material investors as defined in section 7.2 of Guidance Note 21).
Number of securities to be allotted:	The maximum number of Placement Shares to be issued is 75,000,000 and the maximum number of Placement Options to be issued is 37,500,000.
Terms:	The Placement Shares are fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
	Each Placement Option will be issued for nil consideration and is exercisable at \$0.04 on or before the date that is two years from the date of issue to acquire one fully paid ordinary share.
	The full terms and conditions of the Placement Options are set out in Annexure A.
Allotment date:	The Placement Shares and Placement Options will be issued no later than 3 months after the date of this General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Shares and Placement Options will occur on the same date.
Issue price:	\$0.02 per Placement Share and nil for the Placement Options.
Intended use of funds:	The proceeds from the Placement Shares and funds, if any ,from the exercise of the Placement Options will be used for the Company's exploration activities, administration expenses and working capital. The Placement Shares and Placement Options are not being issued under an agreement and are not being issued under, or to fund, a reverse takeover.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 3 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or;
- an associate of that person.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 3. The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 3.

Resolution 4 Approval to issue Broker Options

The Company has mandated BW Equities Pty Ltd to act as Lead Manager of a capital raising of up to \$2,559,583. As part of the fee for this mandate, the Company has agreed to issue to BW Equities Pty Ltd (or its nominee) up to 7,678,749 options, being 3 options for every dollar raised pursuant to the mandate ('Broker Options').

Each Broker Option is exercisable at \$0.04 on or before the date that is two years from the date of issue to acquire one fully paid ordinary share.

The full terms and conditions of the Broker Options are set out in Anneuxe A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The proposed issue of Broker Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Broker Options.

Resolution 4 seeks the required shareholder approval for the proposed issue of the Broker Options under and for the purposes of Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.3 are as follows:

Names of allottees:	BW Equities Pty Ltd or its nominee (none of whom are related parties of the Company under Listing Rule 10.1 or 10.11 and none are material investors as defined in section 7.2 of Guidance Note 21).
Number of securities to be allotted:	The maximum number of Broker Options to be issued is 7,678,749 Broker Options.
Date of securities to be Issue:	The Broker Options will be issued no later than 3 months after the date of this General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Options will occur on the same date.
Issue price:	Nil cash consideration.
Terms:	Each Broker Option is exercisable at \$0.04 on or before the date that is two years from the date of issue to acquire one fully paid ordinary share.
	The full terms and conditions of the Broker Options are set out in Annexure A.
Used of the funds:	No funds to be raised as the options are in part consideration for managing a capital raising by the Company. The funds, if any ,from the exercise of the Broker Options will be used for the Company's exploration activities, administration expenses and working capital.
	The Broker Options are being issued to BW Equities Pty Ltd under a lead manager mandate.
	The Broker Options are not being issued under, or to fund, a reverse takeover.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution by or on behalf of:

- BW Equities Pty Ltd or;
- an associate of BW Equities Pty Ltd; or
- any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 4.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4.

Annexure "A"

Term and Conditions of Placement Options and Broker Options

1. Entitlement and Exercise Price

The options entitle option holders to subscribe for 1 fully paid ordinary shares in the Company for each option exercisable at an exercise price of \$0.04 per share.

2. Vesting and Expiry Date of the options

The options vest immediately and will expire 24 months from the issue date. If the option holder has acted fraudulently, dishonestly or in breach of its obligations to the Company (as determined by the Board, acting reasonably), then the options shall lapse upon written notification to the option holder.

3. Exercise Period

The options not exercised on or before the Expiry Date will automatically lapse.

4. Notice of Exercise

The Options may be exercised at the end of each calendar quarter at any time prior to the Expiry Date wholly or in part by delivering a duly completed form of notice of exercise together with payment of the Exercise Price for each Option being exercised to the Company.

5. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds.

6. Shares issued on exercise

All Shares allotted on the exercise of Options will rank equally in all respects with the Company's then existing ordinary fully paid ordinary shares.

7. Participation in new issue

The option holders may only participate in new issues of securities to holders of ordinary shares in the Company if their options have been exercised and Shares allotted in respect of the options before the record date for determining entitlements to the issue.

8. Change in Exercise Price

There will be no change to the Exercise Price of the options or the number of Shares over which an option is exercisable in the event of the Company making a pro-rata issue of shares or other securities to the holders of ordinary shares in the Company.

9. Timing of issue of shares on exercise

Within 15 Business Days after the Exercise Date, if the Company's ordinary shares are quoted by ASX, the Company must:

- a. on the date that the shares are allotted pursuant to the exercise of Options, apply for quotation of all shares allotted; and
- b. perform such other acts or take such other actions to ensure the shares that are allotted pursuant to the exercise of the Options are quoted by the ASX and freely tradeable.
- 10. Reconstruction of Capital

If prior to the Expiry Date there is a reorganisation of the issued capital of the Company, the rights of a holder of options will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

11. Transferability

Unless quoted, the Options are transferable to sophisticated investors as that term is defined under the Corporations Act 2001 (Cth).



PRS

Need assistance?



Phone: 1300 855 080 (within Australia) +61 3 9415 4000 (outside Australia)

Online: www.investorcentre.com/contact



MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Monday, 24 April 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at

www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999 SRN/HIN: 199999999999 PIN: 99999 XX

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Step 1

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 999999999 IND

Proxy Form

Please mark X to indicate your directions

Appoint a Proxy to Vote on Your Behalf



I/We being a member/s of Prospech Limited hereby appoint

the Chairman	- I	PLEASE NOTE: Leave this box blank if
of the Meeting	<u> </u>	you have selected the Chairman of the
of the Meeting		Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Prospech Limited to be held at Level 2, 66 Hunter Street, Sydney, NSW 2000 on Wednesday, 26 April 2023 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2	Items of Business	PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.			
			For	Against	Abstain
Resolution 1	Adoption of Remuneration Rep	ort			
Resolution 2	Re-election of Peter Nightingale	e as a Director			
Resolution 3	Approval of the Proposed Issue	e of up to 75,000,000 shares and up to 37,500,000 options			
Resolution 4	Approval of the Proposed Issue	e of up to 7,678,749 options			

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of	Securityhold	er(s) This se	ection must be completed.		
Individual or Securityholder 1	Securityholder 2		Securityholder 3		1 1
Sole Director & Sole Company Secretary Director Update your communication details (Optional) Mobile Number Image: Company Secretary		Email Address	Director/Company Secretary By providing your email address, you consent to receive future Address of Meeting & Proxy communications electronically		Date
PRS	298	2 5 9 A		Computers	share -