



Prospech Limited

ABN 24 602 043 265

26 April 2023

The Manager Companies
ASX Limited
20 Bridge Street
Sydney NSW 2000

(3 pages by email)

Dear Madam,

RESULTS OF ANNUAL GENERAL MEETING

I advise that the resolution put to shareholders at today's Annual General Meeting of Members as set out in the attached document was passed and decided by way of a poll. The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution Description	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable):			
	For	Against	Open	Abstain*	For	Against	Abstain*	
1. Approval of Remuneration Report	16,935,723	292,785	91,369	19,880,008	17,027,029 (98.31%)	292,785 (1.69%)	19,880,008	Passed on a poll
2. Re-election of Peter Nightingale as a Director	36,808,331	292,785	98,769	-	36,907,100 (99.21%)	292,785 (0.79%)	-	Passed on a poll
3. Approval of Proposed Issue of up to 75,000,000 shares and up to 37,500,000 options	36,821,575	292,785	85,525	-	36,907,100 (99.21%)	292,785 (0.79%)	-	Passed on a poll
4. Approval of Proposed Issue of up to 7,678,749 options	36,808,331	292,785	98,769	-	36,907,100 (99.21%)	292,785 (0.79%)	-	Passed on a poll

* Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item.

Yours sincerely

Richard Edwards
Company Secretary

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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.'

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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

A handwritten signature in black ink, appearing to read 'R Edwards', written in a cursive style.

Richard J. Edwards
Company Secretary

21 March 2023

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