



Prospech Limited

ABN 24 602 043 265

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members is to be convened at Level 2, 66 Hunter Street, Sydney, NSW, 2000 on 25 May 2021 at 11.00 am.

Shareholders are encouraged to attend the AGM virtually via a live Zoom webcast and will be able participate in the AGM and ask questions and make comments in relation to the business of the AGM via the Zoom webcast. Shareholders are encouraged to vote by submitting a Proxy Form as all voting will be by way of a poll and shareholders may vote in real time at the AGM via the Zoom webcast.

Zoom webcast details:

Zoom Meeting ID – 938 6017 8675

Password – 240469

or access at

<https://zoom.us/j/93860178675?pwd=R2tCL245b0hMUGhGa3RMQIFWVknRQT09>

AGENDA

BUSINESS

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 31 December 2020.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

Ordinary Resolutions

Resolution 1. Approval of Remuneration Report

'That the Remuneration Report for the year ended 31 December 2020 be and is hereby adopted.'

Resolution 2. Re-election of a Director

'That Thomas Mann be and is hereby re-elected as a Director.'

Resolution 3. Election of a Director

'That Stephen Gemell be and is hereby elected as a Director.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board

A handwritten signature in black ink, appearing to be 'R. [unclear]', written over a horizontal line.

Company Secretary

16 April 2021

pjn10741

Level 2, 66 Hunter Street, Sydney NSW 2000 Australia

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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 25 May 2021 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 2020 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 about the content of the financial reports.

Resolution 1 Approval of Remuneration Report

The Remuneration Report, which can be found as part of the Directors' Report in the Company's Annual Report for the year ended 31 December 2020, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This resolution is advisory only and does not bind Directors.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on, the Remuneration Report.

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

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

The Directors recommend that you vote IN FAVOUR of Resolution 1.

Resolution 2 Re-election of Thomas Mann as a Director

In accordance with Clause 11.4 of the Company's Constitution and the Corporations Law, Thomas Mann retires as a Director by rotation and, being eligible, offers himself for re-election.

Mr Mann has over 30 years' experience in financial markets and global trade having established a global trading corporation with offices in North America and the Asia-Pacific. Mr Mann is actively involved in capital raising and strategic development initiatives for public and private companies.

The Directors recommend that you vote IN FAVOUR of Resolution 2.

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Resolution 3 Election of Stephen Gemell as a Director

In accordance with Clause 11.13 of the Company's Constitution and the Corporations Law, Stephen Gemell who was appointed as a Director on 4 March 2021, is required to retire as a Director and, being eligible, offers himself for election.

Mr Gemell holds an Honours Degree in Mining Engineering and has more than 40 years' experience in the mining industry, having worked throughout Australasia and in Africa, North and South America, Asia, Eastern and Western Europe. He has been Principal of Gemell Mining Engineers since its formation in Kalgoorlie in 1984, specialising in mineral property assessment, strategic studies and valuation.

Steve is a Fellow of the Australasian Institute of Mining and Metallurgy (AusIMM), a Chartered Professional (Mining), and a Member of the American Institute of Mining, Metallurgical and Petroleum Engineers. He is an AusIMM representative on the VALMIN Committee and is also a VALMIN representative to the International Mineral Valuation Committee (IMVAL), which he chaired in 2018 and 2019.

In the past three years, he held appointments as a non-executive director of Astro Resources NL and Greenvale Mining Limited.

The Directors recommend that you vote IN FAVOUR of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of each Resolution.



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FORM OF PROXY

I/we

of

being a member/members of Prospech Limited HEREBY APPOINT

.....
or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of Members of the Company to be held at 11.00 am on 25 May 2021 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate boxes below:

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

Resolution	For	Against	Abstain
1 To adopt the Remuneration Report	☐	☐	☐
2 To re-elect of Thomas Mann as a Director	☐	☐	☐
3 To re-elect of Stephen Gemell as a Director	☐	☐	☐

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain.

The Chairman intends to vote undirected proxies in favour of each Resolution.

Dated this day of 2021.

Signatures of Securityholder(s):

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Individual Securityholder(s)

Director and Director/Company Secretary



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PROXY INSTRUCTIONS

1. A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
2. Where more than 1 proxy is appointed, each proxy must be appointment to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. All joint holders must sign.
5. Where the company has a Sole Director and Company Secretary, that person must sign. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
6. Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies), unless the vote is cast

- as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
 - by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.
7. All executors of deceased estates must sign.
 8. Chapter 2C of the Corporations Act 2001 (Cth) requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000 (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.
 9. The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares as at 5.00 pm Sydney time on 23 May 2021 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.
 10. This Proxy form (and the original or certified copy of any power of attorney under which this proxy form is signed) must be received at an address given below no later than 48 hours before the time appointed for holding the meeting:
 - by mail at the Company's registered office, Level 2, 66 Hunter Street, Sydney, NSW 2000 Australia; or
 - by email at redwards@prospech.com.au.