

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To: Company Name/Scheme Prospect Resources Limited

ACN/ARSN 124 354 329

1. Details of substantial holder (1)

Name Holloway Cove Pty Ltd ATF Holloway Cove Superannuation Fund

ACN/ARSN (if applicable) 101737446

The holder ceased to be a
substantial holder on

23 / 01 / 14

The previous notice was given to the company on

15 / 05 / 12

The previous notice was dated

15 / 05 / 12

2. Changes in relevant interest

Particulars of each change in, or change in nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to changes (5)	Class (6) and number of securities affected	Person's votes affected
23/01/14	Holloway Cove Pty Ltd ATF Holloway Cove Superannuation Fund	Dilution as a result of issue of 95,000,000 Ordinary Shares	N/A	23,900,000 Fully Paid Ordinary Shares	23,900,000

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7), with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Holloway Cove Pty Ltd ATF Holloway Cove Superannuation Fund	P O Box 231 BRIGHTON VIC 3186

Signature

print name Michael Pager and Myra Pager

capacity

Director

sign here

U. Pager

date

30 / 01 / 14