



**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 30 May 2022 at 11.00 am.

**Please note that due to the ongoing restrictions due to COVID-19, all resolutions will be decided based on proxy votes. Shareholders will be able to attend the AGM virtually via a live Zoom webcast which will include a facility for Shareholders to ask questions in relations to the business of the meeting.**

**Zoom webcast details:**  
**Zoom Meeting ID – 842 1874 1887**  
**Passcode – 315354**  
**or access at**

<https://us06web.zoom.us/j/84218741887?pwd=elNwZ1J2bC83dXFIUWRYaU5oZEt0QT09>

## 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 2021.

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 2021 be and is hereby adopted.'

##### **Resolution 2. Re-election of a Director**

'That John Levings be and is hereby re-elected as a Director.'

##### **Special Resolution 3. Approval of amendments to Constitution**

'That pursuant to Section 136(2) of the Corporations Act 2001 and for all other purposes, approval be and is hereby given for the Company's Constitution to be amended, on the terms and conditions in the Explanatory Statement'.

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 read 'R Edwards', is written over a light blue horizontal line.

Richard J. Edwards  
Company Secretary

26 April 2022

## 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 30 May 2022 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 2021 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 2021, 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 John Levings as a Director

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

Mr Levings gained a Bachelor of Science degree from the University of Tasmania in 1977 and then worked for several years as a field geologist and geophysicist for Anglo American Limited. In 1985, as Chief Geologist for Australian Development Limited (later re-named Normandy Gold Limited), Mr Levings was responsible for the discovery of the high grade White Devil gold deposit (760,000 ounces of gold at 14.6 grams per tonne) in Tennant Creek. In 1986 Australian Development Limited was the best performing stock on the ASX on the back of this discovery. Relocating to Indonesia, Mr Levings became a founding partner of a successful geological consultancy which was very active during the 1990s. In more recent times, he identified the Romang Island polymetallic opportunity which was acquired by Robust Resources Limited.

He is a Fellow of the Australasian Institute of Mining and Metallurgy.

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

## **Resolution 3 – Amendments to Constitution**

### **General**

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders in accordance with section 136(2) of the Corporations Act.

#### *Virtual Meetings*

It is proposed that the Company's Constitution be amended to permit virtual meetings following recent legislative changes to the Corporations Amendment (Meetings and Documents) Bill 2022 which permits companies to hold virtual meetings if this is expressly permitted by the Company Constitution.

#### *CHESS Replacement*

In April 2021, the ASX provided an 'Issuer Update' to inform issuers about potential changes to their constitution or other documents and ASX's proposed data governance arrangements for the replacement of CHESS with a new system that uses distributed ledger technology (**CHESS Replacement**).

The ASX has said that the CHESS Replacement, which is to be known as the ASX Clearing and Settlement Platform (**CSP**), will modernise and upgrade critical market infrastructure and digitise certain processes. CSP currently has a targeted 'go-live' date of April 2023.

CHESS currently records holder details in an unstructured format and as a result of the practical 180 character limit, most constitutions (including the Company's Constitution) currently limit the number of registered joint holders to three joint holders for each security. After the CHESS Replacement, the system will have the functionality to record up to four joint holders for each security. In preparation for this enhancement, ASX has suggested to issuers that certain changes be made to issuer constitutions, by either removing this restriction or amending the limit.

Resolution 3 seeks Shareholder approval for the below noted amendments to the Company's Constitution in accordance with section 136(2) of the Corporations Act 2001.

A copy of the amended Constitution will be sent to any Shareholder on request and will also be available for inspection at the office of the Company during normal business hours prior to the Meeting.

The amended constitution will be effective from the close of the Meeting.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). The Chairperson intends to exercise all available proxies in favour of Resolution 3.

### **Summary of Proposed Amendment**

Resolution 3 seeks Shareholder approval to:

- a) insert the following new clause with respect to Virtual Meetings:

Clause 8.4:

8.4 A general meeting may be held using virtual technology only and shareholders attending virtually are present for the purposes of determining whether a quorum is present.

A general meeting of Shareholders may be held using virtual technology only and Shareholders attending virtually are present for the purposes of determining whether a quorum is present.

- b) amend clause 2.9 to increase the maximum number of registered holders of a share from three to four.

**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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ABN 24 602 043 265

**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 30 May 2022 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:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect of John Levings as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To amend Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 ..... 2022.

Signatures of Securityholder(s):

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 28 May 2022 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](mailto:redwards@prospech.com.au).