



ASX ANNOUNCEMENT

11 July 2022

Letter to Shareholders and Proxy Form in relation to Addendum to Notice of Extraordinary General Meeting

Prospect Resources Limited (ASX: PSC, FRA:5E8) (**Prospect** or **the Company**) has today despatched the following Letter to Shareholders and Replacement Proxy Form in relation to an Addendum to Notice of Extraordinary General Meeting ("Addendum") which is also included below.

The Addendum should be read in conjunction with the original Notice of Extraordinary General Meeting which was originally despatched to Shareholders on 17 June 2022.

Authorise for release by the Board of Directors.

For further information, please contact:

Sam Hosack
Managing Director
shosack@prospectresources.com.au

Nicholas Rathjen
Head of Corporate Development
nrathjen@prospectresources.com.au



11 July 2022

Dear Shareholder,

Addendum to Notice of Extraordinary General Meeting – Letter to Shareholders

On 17 June 2022, **Prospect Resources Limited (ASX: PSC)** (“Prospect Resources Limited” or the “Company”) despatched a Notice of Meeting (“Notice”) to Shareholders advising that an Extraordinary General Meeting (“EGM”) would be held at 10.30AM (Perth time) on Monday, 18 July 2022 at Level 2, 40 Kings Park Road, West Perth 6005.

The EGM is convened for Shareholders to consider a capital reduction which forms part of an overall cash distribution of \$0.96 per fully paid ordinary share.

Following receipt of advice from the ATO and to allow shareholders to have sufficient time to consider the additional information, the Company is issuing an Addendum to the Notice (“Addendum”) which makes the following amendments to the Notice:

- THE AMENDMENT OF THE AMOUNT OF THE PROPOSED CAPITAL REDUCTION FROM A\$0.19 PER SHARE TO A\$0.17 PER SHARE. However, the Company maintains its intention to distribute A\$0.96 per share, and the Directors have resolved to amend the amount of the special dividend from A\$0.77 per Share to A\$0.79 per share, so that if the capital reduction is approved at the EGM, the total amount of the cash distribution will remain unchanged, being A\$0.96 per share
- THE RESCHEDULING OF THE EXTRAORDINARY GENERAL MEETING TO:
Time of the meeting: 10.30 am (Perth time)
Date of the meeting: Friday, 22 July 2022
Place of the meeting: Level 2, 40 Kings Park Road, West Perth, Western Australia 6005

Further detail on these amendments can be found in the Addendum. The Addendum is supplemental to the original Notice and should be read in conjunction with the original Notice. In accordance with section 110D of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Addendum to Shareholders that have elected to receive Notices of Meeting in physical form. The Addendum is being made available to Shareholders electronically and can be viewed and downloaded online from the Company’s website at: <https://www.prospectresources.com.au/announcements>.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE IN FAVOUR OF THE RESOLUTION TO BE CONSIDERED AT THE EGM

Replacement Proxy Forms

As a result of the postponement of the EGM, The Company advises that a replacement proxy form is attached to the Addendum and this letter (“Replacement Proxy Form”).

To ensure clarity of voting instructions by Shareholders on the Resolution, Shareholders are advised that the Proxy Form previously dispatched to Shareholders remains unchanged notwithstanding the issue of the Addendum. Shareholders are advised that:

- a) if you have already completed and returned the Proxy Form which was provided with the original Notice of Meeting and you wish to change your vote, you must complete and submit the Replacement Proxy Form;
- b) if you have already completed and submitted the Proxy Form which was provided with the original Notice of Meeting and you do not wish to change your vote, you do not need to take any action as the earlier submitted Proxy Form will be accepted by the Company unless you submit a Replacement Proxy Form; and
- c) if you have not yet completed and returned a Proxy Form and you wish to vote on the Resolution by proxy, please complete and submit the Replacement Proxy Form.

The business of the EGM affects your shareholding, and your vote is important.

To vote in person, attend the EGM on the date and at the place set out above.

To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of the resolution, where permitted.

Yours Faithfully,



Sam Hosack
Managing Director



Prospect Resources

PROSPECT RESOURCES LIMITED

ACN 124 354 329

Addendum to Notice of Extraordinary General Meeting

FOR THE AMENDMENT OF THE AMOUNT OF THE PROPOSED CAPITAL REDUCTION FROM A\$0.19 PER SHARE TO A\$0.17 PER SHARE

THE BOARD OF DIRECTORS HAVE RESOLVED TO AMEND THE AMOUNT OF THE SPECIAL DIVIDEND FROM A\$0.77 TO A\$0.79 PER SHARE

IF THE CAPITAL REDUCTION IS APPROVED BY SHAREHOLDERS, THE TOTAL AMOUNT OF THE CASH DISTRIBUTION TO ELIGIBLE SHAREHOLDERS WILL REMAIN UNCHANGED, BEING A\$0.96 PER SHARE

THE BOARD OF DIRECTORS HAVE RESOLVED TO RESCHEDULE THE EXTRAORDINARY GENERAL MEETING TO:

Time of the meeting: 10.30 am (Perth time)

Date of the meeting: Friday, 22 July 2022

Place of the meeting: Level 2, 40 Kings Park Road, West Perth, Western Australia 6005

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE IN FAVOUR OF THE RESOLUTION TO BE CONSIDERED AT THE EGM

This Addendum to Notice of Meeting is supplemental to the original Notice of Meeting dated 17 June 2022 and should be read in conjunction with the original Notice of Meeting. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Addendum Notice of Meeting of the Notice of Meeting please do not hesitate to contact the Joint Company Secretary on +61 405 524 960.

ADDENDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING

Prospect Resources Limited (ACN 124 354 329) (**Company**), hereby gives notice to Shareholders of the Company that, in relation to the Notice of Extraordinary General Meeting dated 17 June 2022 (**Notice of Meeting**) in respect of an extraordinary general meeting of Shareholders originally scheduled on Monday, 18 July 2022, the Directors have determined to (a) reschedule the EGM to **10.30am (Perth time) on Friday, 22 July 2022** at Level 2, 40 Kings Park Road, West Perth 6005; and (b) amend the Resolution in the Notice of Meeting, by issuing this addendum to the Notice of Extraordinary General Meeting (**Addendum**).

General

Definitions in the Notice of Meeting have the same meaning in this Addendum.

This Addendum is supplemental to the original Notice and should be read in conjunction with the original Notice of Meeting. Save for the amendments set out below, the information in the the Notice of Meeting, including the Explanatory Memorandum, remains unchanged.

The Notice of Meeting and this Addendum are also available for you to view and download on the Company's website at <https://www.prospectresources.com.au/announcements>.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Joint Company Secretary on +61 405 524 960.

Replacement Proxy Forms

As a result of the postponement of the EGM, the Company advises that a replacement proxy form is attached to this Addendum (**Replacement Proxy Form**).

To ensure clarity of voting instructions by Shareholders on the Resolution, Shareholders are advised that:

- (a) if you have already completed and returned the Proxy Form which was provided with the original Notice of Meeting and you wish to change your vote, you must complete and submit the Replacement Proxy Form attached to this Addendum;
- (b) if you have already completed and submitted the Proxy Form which was provided with the original Notice of Meeting and you do not wish to change your vote, you do not need to take any action as the earlier submitted Proxy Form will be accepted by the Company unless you submit a Replacement Proxy Form; and
- (c) if you have not yet completed and returned a Proxy Form and you wish to vote on the Resolution by proxy, please complete and submit the Replacement Proxy Form attached to this Addendum.

Please refer to page 3 of the Notice of Meeting for information on how to vote by proxy (including voting online). Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

UPDATED TIMETABLE

Time and date	Event
10.30am (Perth time) on Wednesday, 20 July 2022	Latest time and date for proxies for the EGM to be submitted to the Share Registry
5.00pm (Perth time) on Wednesday, 20 July 2022	Time and date for determining eligibility to vote at the EGM
10.30am (Perth time) on Friday, 22 July 2022	Extraordinary General Meeting
If the Capital Reduction is approved by Shareholders at the EGM*	
Following the EGM	Announcement of voting result
Monday, 25 July 2022	The Capital Reduction becomes effective
Tuesday, 26 July 2022	Last day for trading on a 'cum Capital Reduction' basis* and 'cum Special Dividend' basis
Wednesday, 27 July 2022	Trading in Shares on an 'ex Capital Reduction' basis*, and 'ex Special Dividend' basis
Thursday, 28 July 2022	Record Date for Capital Reduction* and Special Dividend
Thursday, 4 August 2022	Payment Date of Capital Reduction* and Special Dividend

* If the Capital Reduction is not approved by Shareholders at the EGM, only the Special Dividend will be paid in accordance with the timetable above. Note that the timetable is indicative and is subject to change to the extent permitted under law and the ASX Listing Rules.

1 RESOLUTION

The Resolution in the Notice of Meeting is amended as follows:

Equal capital reduction

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

“For the purposes of section 256C(1) of the Corporations Act and for all other purposes, approval is given by the Shareholders of the Company to reduce its share capital by equal capital reduction on the Payment Date by A\$0.17 per Share on issue on the Record Date to Eligible Shareholders.”

For the Resolution to be passed, it must be approved by a simple majority of the votes cast on the ordinary resolution.

2 SUPPLEMENTARY EXPLANATORY STATEMENT

2.1 Reason for the amendment to the Resolution and postponement of EGM

As noted in the Notice of Meeting, the Company intends to distribute A\$0.96 per Share to its Shareholders from the net cash proceeds received from the sale of the Company’s 87% interest in Arcadia.

The Board has determined that the Cash Distribution will comprise an unfranked dividend component and a capital reduction component. As noted in the Notice of Meeting, the Company applied for a class ruling from the ATO in relation to the Cash Distribution to seek confirmation, among other matters, that:

- the Special Dividend is classed as Conduit Foreign Income, therefore non-Australian Shareholders will not be subject to Australian dividend withholding tax; and
- no part of the Capital Reduction will be classed as assessable income for Australian taxpayers, therefore Australian Shareholders will not be taxed on this portion of the distribution, to the extent that it is lower than the cost base of their Shares.

Based on consultation with the ATO, the Company can now advise that the the capital reduction amount for tax purpose will be up to A\$0.17 per Share and that we expect the ATO Class Ruling to be finalised on this basis. Therefore, the Directors have determined to amend the Resolution so that the amount of the Capital Reduction is reduced from A\$0.19 per Share to A\$0.17 per Share.

The Company maintains its intention to distribute A\$0.96 per Share. As a result of the proposed amendment to the amount of the Capital Reduction, the Directors have resolved to amend the amount of the Special Dividend from A\$0.77 per Share to A\$0.79 per Share, so that if the Capital Reduction is approved by Shareholders at the EGM, the total amount of the Cash Distribution to Eligible Shareholders will remain unchanged, being A\$0.96 per Share.

The Directors have also resolved to postpone the EGM so that the Shareholders will have sufficient time ahead of the meeting to consider the additional information set out in this Addendum.

2.2 Amendment to references to the amount of Capital Reduction and the amount of Special Dividend

As a result of the amendment to the Resolution and the Board’s determination to amend the amount of the Special Dividend, in the Notice of Meeting:

- (a) all references to the amount of the Capital Reduction, being ‘A\$0.19’, are replaced with ‘A\$0.17’;
- (b) all references to the total amount of the Capital Reduction, being ‘*approximately A\$87.91 million*’, are replaced with ‘A\$78.58 million’;
- (c) all references to the amount of Special Dividend in the Notice of Meeting, being ‘A\$0.77’ are replaced with ‘A\$0.79’;
- (d) footnote 2 is removed in its entirety and is replaced with ‘*Assuming 462,259,462 Shares on issue on the Record Date, being all of the issued Shares of the Company as at the date of the Addendum. All Options have been exercised since the date of the Notice of Meeting.*’;
- (e) all references to the aggregate amount of the Cash Distribution:
 - i. in the event the Capital Reduction is approved by Shareholders, being ‘*approximately A\$444.16 million*’, are replaced with ‘*approximately A\$443.77 million*’; and
 - ii. in the event the Capital Reduction is not approved by Shareholders, being ‘*approximately A\$356.25 million*’, are replaced with ‘*approximately A\$365.18 million*’; and
- (f) all references to the amount of the Company’s cash balance after the Cash Distribution in the event the Capital Reduction is not approved by Shareholders, being ‘*approximately A\$122 million*’, are replaced with ‘*approximately A\$112.6 million*’.

2.3 Effect of the Cash Distribution

(a) Effect on financial position

The table in Section 3.6(a) of the Notice of Meeting illustrating the financial effects of the Cash Distribution on the consolidated financial statements of the Company is removed in its entirety, and replaced with the table below:

<i>Estimated effect on</i>	<i>If the Capital Reduction is approved (A\$ million)</i>	<i>If the Capital Reduction is not approved (A\$ million)</i>	<i>Comment</i>
<i>Total assets</i>	<i>Reduced by \$443.77</i>	<i>Reduced by \$365.18</i>	<i>Being the total amount of the Cash Distribution paid</i>
<i>Total equity interests</i>	<i>Reduction of contributed equity by \$78.58</i>	<i>N/A</i>	<i>Being the total amount of the Capital Reduction</i>
<i>Annual revenue</i>	<i>N/A</i>	<i>N/A</i>	<i>There is no impact on annual revenue</i>
<i>Annual expenditure</i>	<i>N/A</i>	<i>N/A</i>	<i>There is no impact on annual expenditure</i>
<i>Annual profit before tax</i>	<i>N/A</i>	<i>N/A</i>	<i>There is no impact on annual profit after tax</i>

(b) Effect on capital structure

Section 3.6(b) of the Notice of Meeting is removed in its entirety, and replaced with the following:

‘As at the date of this Addendum, the Company has 462,259,462 Shares and no Option on issue.

If the Capital Reduction proceeds, for the purposes of ASX Listing Rule 7.20, the Company’s share capital will be reduced by A\$0.17 per Share, which amounts to approximately A\$78.58 million and the Company’s contributed equity capital will be reduced from A\$108.26 million to approximately A\$29.68 million⁹.

No Shares will be cancelled and the number of Shares held by Shareholders will not change as a result of the Capital Reduction. No fractional entitlements will arise from the Capital Reduction. All Shares issued by the Company remain fully paid.

There is no effect on the Company’s capital structure as a result of the Special Dividend.’

2.4 Timetable

As a result of the postponement of the EGM, any reference to the date of an event in the Notice of Meeting (including in relevant definitions) is replaced with the date set out in the ‘Updated Timetable’ section of this Addendum on page 5.

In particular, Shareholders are advised that:

- (a) **(time of EGM)** the Extraordinary General Meeting will be held at 10.30am (Perth time) on Friday, 22 July 2022 at Level 2, 40 Kings Park Road, West Perth 6005;
- (b) **(proxy voting)** if you wish to vote by proxy, and you have not submitted your Proxy Form or if you wish to change your vote, your Replacement Proxy Form must be received by 10.30am (Perth time) on Wednesday, 20 July 2022;
- (c) **(eligibility for voting)** the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 5.00pm (Perth time) on Wednesday, 20 July 2022;
- (d) **(Eligible Shareholder and Record Date)** Shareholders who are recorded on the Company’s Register on the Record Date, being 5.00pm (Perth time) on Thursday, 28 July 2022, are eligible to receive the Cash Distribution. Shareholders should be aware that trades made on the ASX settle on a T+2 basis, which means, for settlement of trades to occur before the Record Date so that the buyer of such trades can be registered as the Shareholder of those Shares on the Record Date, the trades must occur on or before Tuesday, 26 July 2022, being 2 Business Days before the Record Date (ie. the last day for trading on a ‘cum Cash Distribution’ basis); and
- (e) **(Payment Date)** The Cash Distribution will be paid on the Payment Date, being Thursday, 4 August 2022.

2.5 Options

All of the holders of Options have exercised their Options since the date of the Notice of Meeting.

As a result, the first sentence in section 3.7 of the Notice of Meeting, being ‘As at the date of this Notice of Meeting, the Company has 17,000,000 Options on issue, with exercise price between A\$0.21 and A\$0.27 per Share, expiring between 5 November 2023 and 3 February 2025’, is replaced with ‘As at the date of this Addendum, the Company does not have any Option

on issue.

2.6 Interest of Directors

Section 9.1 of the Notice of Meeting is removed in its entirety, and replaced with the following:

‘No Director will receive a payment or benefit of any kind as a result of the Cash Distribution, other than as a Shareholder of the Company.

The table below sets out the Shares and Options held by the Directors as at the date of this Addendum.

Director	Number of Shares	Number of Options
<i>M Wheatley</i>	<i>2,000,000</i>	<i>0</i>
<i>H Greaves</i>	<i>5,517,954</i>	<i>0</i>
<i>G Fahey</i>	<i>1,025,000</i>	<i>0</i>
<i>Zed Rusike</i>	<i>3,040,374</i>	<i>0</i>
<i>D Shetty</i>	<i>741,039</i>	<i>0</i>
<i>H Chen</i>	<i>6,913,744</i>	<i>0</i>
<i>S Hosack</i>	<i>7,220,854</i>	<i>0</i>

2.7 Tax Implications for Cash Distribution for Shareholders

Section 7 of the Notice of Meeting is removed in its entirety, and is replaced with the following.

‘As noted in the Notice of Meeting, Prospect applied to the ATO for a class ruling to confirm the Australian income tax outcomes of the Cash Distribution for Prospect and its Shareholders who hold their Shares on “capital account”. The ruling process is substantially progressed and a copy of the draft ruling has been submitted to the ATO and is in the process of being finalised. Prospect will notify Shareholders as soon as the ruling is finalised.

In the class ruling, Prospect has requested the ATO to rule on the below Australian income tax outcomes which are expected in the final ruling. However, please note that information included in this section does not consider the individual circumstances of each Shareholder, and Shareholders should seek their own specific advice on the outcomes of the Cash Distribution.

Capital Reduction component

- *The Capital Reduction component of 17 cents per Prospect Share should not constitute a “dividend” for Australian income tax purposes.*
- *The Capital Reduction component should give rise to CGT Event G1 for Shareholders.*
- *If CGT Event G1 applies, Australian tax resident Shareholders should:*
 - *have the tax cost base of their Shares in Prospect reduced by the amount of the Capital Reduction; or*
 - *to the extent the Capital Reduction component exceeds the tax cost base a full*

reduction in the tax cost base of their Shares and a prima facie capital gain equal to the excess.

- *Whether qualifying Australian tax resident Shareholders may treat a capital gain made when CGT Event G1 happened as a discount capital gain if they acquired their Prospect Shares at least 12 months before the payment date provided the conditions in Subdivision 115-A of ITAA 1997 are satisfied.*
- *Non-Australian tax resident Shareholders should disregard any capital gain from CGT event G1 contingent on their specific facts and circumstances.*

Special Dividend component – Australian tax resident Shareholders

- *The Special Dividend component will be an unfranked dividend.*
- *Australian tax resident Shareholders will include the Special Dividend as assessable income in their tax returns for the relevant income year.*

Special Dividend component – Prospect and Non-Australian tax resident Shareholders

- *The dividend is expected to be declared from Conduit Foreign Income.*
- *Confirmation a dividend from Conduit Foreign Income is not subject to Australian dividend withholding tax and is prima facie non-assessable and non-exempt income in the hands of non-Australian resident Shareholders (who have no taxable presence in Australia).'*

2.8 No other Material Information

Other than as set out in this Addendum, the Notice of Meeting and information previously disclosed to Shareholders, there is no other information currently known to the Directors which might reasonably be expected to be material to the making of a decision by Shareholders whether to vote in favour of the Resolution.

Dated: 11 July 2022

BY ORDER OF THE BOARD

Ian Goldberg

Joint Company Secretary

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.30am (Perth time) on Wednesday, 20th July 2022** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Contact	Return your completed form		All enquiries to Automic
	BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au BY FACSIMILE +61 2 8583 3040

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Prospect Resources Limited, to be held at **10:30am (Perth time) on Friday, 22nd July 2022 at Level 2, 40 Kings Park Road, West Perth, Western Australia 6005** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Resolutions		For	Against	Abstain
1.	Equal Capital Reduction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		
		Date (DD/MM/YY)
		<div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> / <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> / <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black;"></div>

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).