



**Prospech Limited**  
ABN 24 602 043 265

25 May 2021

The Manager Companies  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

(4 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	4,686,507	400,000	-	16,529,519	5,086,507 (100.0%)	- (0.0%)	16,529,519	Passed on a poll
2. Re-election of Thomas Mann as a Director	21,216,026	400,000	-	-	21,616,026 (100.0%)	- (0.0%)	-	Passed on a poll
3. Election of Stephen Gemell as a Director	21,216,026	400,000	-	-	21,616,026 (100.0%)	- (0.0%)	-	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 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=R2tCL245b0hMUGhGa3RMQlFWVknRQT09>

## 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

Company Secretary

16 April 2021

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**Prospech Limited**  
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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.**

### **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.**