

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Prospect Resources Limited

ABN

30 124 354 329

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	⁺ Class of ⁺ securities issued or to be issued	Unlisted options
2	Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued	45,000,000 unlisted and unvested options
3	Principal terms of the ⁺ securities (e.g. if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion)	45,000,000 unlisted and unvested options, each exercisable at \$0.06 per option, which vest on completion of the recipient's probationary period, expires on 12/05/2022 (if vested).

⁺ See chapter 19 for defined terms.

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4	Do the ¹ securities rank equally in all respects from the ¹ issue date with an existing ¹ class of quoted ¹ securities?	Yes upon exercise, the shares will rank equally with the quoted fully paid ordinary shares
	If the additional ¹ securities do not rank equally, please state:	
	<ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As announced by the Company on 14 May 2018, issue of 45,000,000 unlisted and unvested options to incoming Managing Director, Mr Sam Hosack.
6a	Is the entity an ¹ eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h <i>in relation to the ¹securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	13 November 2017
6c	Number of ¹ securities issued without security holder approval under rule 7.1	45,000,000 unlisted and unvested options
6d	Number of ¹ securities issued with security holder approval under rule 7.1A	N/A

¹ See chapter 19 for defined terms.

6e	Number of [†] securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A				
6f	Number of [†] securities issued under an exception in rule 7.2	N/A				
6g	If [†] securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the [†] issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If [†] securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See Annexure 1				
7	[†] Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	13 May 2018				
8	Number and [†] class of all [†] securities quoted on ASX (<i>including</i> the [†] securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 2px;">Number</th> <th style="text-align: left; padding: 2px;">[†]Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: left; padding: 2px;">1,981,114,971</td> <td style="text-align: left; padding: 2px;">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	[†] Class	1,981,114,971	Fully paid ordinary shares
Number	[†] Class					
1,981,114,971	Fully paid ordinary shares					

[†] See chapter 19 for defined terms.

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	Number	⁺ Class
9 Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	65,000,000	Unlisted options, each exercisable at \$0.05 per option, expiring on 31/12/2018.
	65,000,000	Unlisted and unvested options, each exercisable at 0.5 cents per option, which vests when the 20 day VWAP of the Company's share price is 1 cent or above, expires on 19/11/2018
	115,000,000	Unlisted and unvested options, each option exercisable at 1.5 cents each, which vests when the 20 day VWAP (or over 1 calendar month) of the Company's share price is 3 cents or above, expires on 15/06/2019
	20,000,000	Unlisted options, each option exercisable at 10 cents each, expires on 06/02/2019
	45,000,000	Unlisted and unvested options each exercisable at 6 cents per option, which vest on completion of the recipient's probationary period, expires on 12/05/2022 (if vested).

⁺ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

⁺ See chapter 19 for defined terms.

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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ¹securities
(*tick one*)

(a) ¹Securities described in Part 1

(b) All other ¹securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ¹securities are ¹equity securities, the names of the 20 largest holders of the additional ¹securities, and the number and percentage of additional ¹securities held by those holders

36 If the ¹securities are ¹equity securities, a distribution schedule of the additional ¹securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ¹securities

Entities that have ticked box 34(b)

38 Number of ¹securities for which
¹quotation is sought N/A

39 ¹Class of ¹securities for which
quotation is sought N/A

¹ See chapter 19 for defined terms.

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40 Do the [†] securities rank equally in all respects from the [†] issue date with an existing [†] class of quoted [†] securities? If the additional [†] securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A				
41 Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another [†] security, clearly identify that other [†] security)	N/A				
42 Number and [†] class of all [†] securities quoted on ASX (including the [†] securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>[†]Class</th></tr></thead><tbody><tr><td>N/A</td><td>N/A</td></tr></tbody></table>	Number	[†] Class	N/A	N/A
Number	[†] Class				
N/A	N/A				

[†] See chapter 19 for defined terms.

Quotation agreement

- 1 ^{+Quotation of our additional} ^{+securities is in ASX's absolute discretion. ASX may quote the} ^{+securities on any conditions it decides.}
- 2 We warrant the following to ASX.
 - The issue of the ^{+securities} to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ^{+securities} should not be granted ^{+quotation}.
 - An offer of the ^{+securities} for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ^{+securities} to be quoted and that no-one has any right to return any ^{+securities} to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ^{+securities} be quoted.
- If we are a trust, we warrant that no person has the right to return the ^{+securities} to be quoted under section 1019B of the Corporations Act at the time that we request that the ^{+securities} be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ^{+quotation} of the ^{+securities} begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



14 May 2018

Sign here:
Company secretary

Date:

Print name: Andrew Whitten

⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,594,128,296
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	10,000,000 fully paid ordinary shares (issued 14 December 2017) 14,853,840 fully paid ordinary shares (issued 6 February 2018, ratified 29 March 2018) 160,412,829 fully paid ordinary shares (issued 6 February 2018, ratified 29 March 2018) 35,053,339 fully paid ordinary shares (issued 12 February 2018, ratified 29 March 2018) 166,666,667 fully paid ordinary shares (issued 29 March 2018)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	1,981,114,971

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	297,167,245
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	45,000,000 unlisted and unvested options (issued 13 May 2018)
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	297,167,245
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	45,000,000
Total [“A” x 0.15] – “C”	252,167,245 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,981,114,971
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	198,111,497 (rounded down)
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none">• This applies to equity securities – not just ordinary securities• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained• It may be useful to set out issues of securities on different dates as separate line items	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A

“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	198,111,497
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	198,111,497 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.