

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme PROSPECT RESOURCES LIMITED

ACN/ARSN 124 354 329

1. Details of substantial holder (1)

Name Morgan Stanley and its subsidiaries listed in Annexure A
ACN/ARSN (if applicable) Not Applicable

There was a change in the interests of the substantial holder on January 24, 2022
The previous notice was given to the company on January 20, 2022
The previous notice was dated January 18, 2022
The holder became aware on January 26, 2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	22,544,514	5.26%	27,720,071	6.47%
		Based on 428,523,535 Ordinary Shares Outstanding		Based on 428,523,535 Ordinary Shares Outstanding

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of Securities affected	Person's votes affected
01/19/2022	Morgan Stanley Australia Securities Limited	Buy	6,205.68	7,344 Ordinary Shares	7,344
01/19/2022	Morgan Stanley Australia Securities Limited	Buy	9,638.88	11,208 Ordinary Shares	11,208
01/19/2022	Morgan Stanley Australia Securities Limited	Buy	8,585.06	10,041 Ordinary Shares	10,041
01/19/2022	Morgan Stanley Australia Securities Limited	Buy	453,770.65	533,047 Ordinary Shares	533,047
01/19/2022	Morgan Stanley Australia Securities Limited	Buy	90,401.32	105,839 Ordinary Shares	105,839
01/19/2022	Morgan Stanley Australia Securities Limited	Sell	4,417.04	4,991 Ordinary Shares	4,991
01/20/2022	Morgan Stanley Australia Securities Limited	Sell	1,818.90	2,115 Ordinary Shares	2,115
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	24,645.27	29,166 Ordinary Shares	29,166
01/20/2022	Morgan Stanley Australia Securities Limited	Sell	3,615.44	4,204 Ordinary Shares	4,204
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	12,030.68	14,408 Ordinary Shares	14,408
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	68,800.00	80,000 Ordinary Shares	80,000
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	1,167.02	1,357 Ordinary Shares	1,357
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	82,796.32	97,196 Ordinary Shares	97,196
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	1,178,334.80	1,382,472 Ordinary Shares	1,382,472
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	1,444.10	1,689 Ordinary Shares	1,689
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	20,269.34	23,569 Ordinary Shares	23,569
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	33,485.22	39,164 Ordinary Shares	39,164
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	1,215.81	1,422 Ordinary Shares	1,422
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	5,515.24	6,376 Ordinary Shares	6,376
01/20/2022	Morgan Stanley Australia Securities Limited	Sell	1,695.47	1,983 Ordinary Shares	1,983

01/20/2022	Morgan Stanley Australia Securities Limited	Buy	678.16	784 Ordinary Shares	784
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	5,869.92	6,988 Ordinary Shares	6,988
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	465.45	535 Ordinary Shares	535
01/20/2022	Morgan Stanley Australia Securities Limited	Buy	47,661.50	55,100 Ordinary Shares	55,100
01/21/2022	Morgan Stanley Australia Securities Limited	Buy	8,307.25	9,494 Ordinary Shares	9,494
01/21/2022	Morgan Stanley Australia Securities Limited	Buy	344,594.40	400,000 Ordinary Shares	400,000
01/21/2022	Morgan Stanley Australia Securities Limited	Buy	929,004.87	1,082,702 Ordinary Shares	1,082,702
01/21/2022	Morgan Stanley Australia Securities Limited	Buy	6,090.00	7,000 Ordinary Shares	7,000
01/24/2022	Morgan Stanley Australia Securities Limited	Buy	3,142.55	3,633 Ordinary Shares	3,633
01/24/2022	Morgan Stanley Australia Securities Limited	Buy	6,356.22	7,306 Ordinary Shares	7,306
01/24/2022	Morgan Stanley Australia Securities Limited	Buy	1,089,028.42	1,271,276 Ordinary Shares	1,271,276
01/24/2022	Morgan Stanley Australia Securities Limited	Sell	227.43	266 Ordinary Shares	266

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Morgan Stanley Australia Securities Limited	Morgan Stanley Australia Securities (Nominee) Pty Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses.	27,720,071 Ordinary Shares	27,720,071
Each of the entities (as listed in Annexure A) in the Morgan Stanley group upstream of the above entity			The above entity is a body corporate that each upstream entity controls and therefore has the relevant interests that the above entity has.	27,720,071 Ordinary Shares	27,720,071

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
Not Applicable	Not Applicable

6. Addresses

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


Name	Address
Morgan Stanley	1585 Broadway, New York, New York, 10036, USA.
Morgan Stanley Australia Securities Limited	Level 39, Chifley Tower, 2 Chifley Square, Sydney, 2000, AUSTRALIA.

Signature

print name Wilson Li

capacity Vice President

sign here



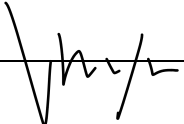
date January 26, 2022

Annexure A

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares or units stated in Section 4.

Name
└─ Morgan Stanley
└─ Morgan Stanley International Holdings Inc.
└─ Morgan Stanley (Australia) Securities Holdings Pty Limited
└─ Morgan Stanley Australia Securities Limited

Signature

print name	Wilson Li	capacity	Vice President
sign here		date	January 26, 2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and A.C.N or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure.
- The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.