

PRITCHARD EQUITY LIMITED

ABN 80 100 517 404

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the thirteenth annual general meeting of Pritchard Equity Limited will be held at 10 Murray Street, Hamilton, NSW 2303 on 24 November 2014 at 2:30 pm.

BUSINESS

1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Audit Report for the year ended 30 June 2014.

2. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2014.

3. Re-election of Director

Steven Pritchard retires by rotation in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.

4. Confirmation of appointment of new auditor for the year ended 30 June 2014

To confirm the appointment of PKF Lawler Partners Audit & Assurance as auditors of the company for the year ended 30 June 2014.

5. Confirmation of auditor for the year ended 30 June 2015

To confirm PKF Lawler Partners Audit & Assurance as auditors of the company.

6. Issue of B ordinary shares to Steven Pritchard

That Steven Pritchard be issued with 5,000 B ordinary shares in the capital of the company in lieu of directors fees.

7. Issue of B ordinary shares to Enzo Pirillo

That Enzo Pirillo be issued with 5,000 B ordinary shares in the capital of the company in lieu of directors fees.

8. Issue of B ordinary shares to Gordon Elkington

That Gordon Elkington be issued with 5,000 B ordinary shares in the capital of the company in lieu of directors fees.

9. General Business.

To transact any other business which may be properly brought forward.

The company has determined that, for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the company's register on 20 November 2014 at 2:30 pm.



Steven Pritchard

Director

15 October 2014

EXPLANATORY NOTES – BUSINESS OF THE MEETING

1. Financial Statements and Reports

During this item there will be an opportunity for shareholders to ask questions and comment on the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2014. No resolution is required to be passed on this item.

2. Adoption of Remuneration Report

During this item there will be an opportunity for shareholders to comment on and ask questions about the Remuneration Report on page 7 of the company's annual report.

Note that the vote on this item is advisory only and does not bind the directors of the company.

3. Re-election of Director

Steven Pritchard

Mr Pritchard was appointed a director on the incorporation of the Company in 2002. He is the Chairman of Hamilton Capital Pty Limited and Illuminator Investment Company Limited. He is a director of Florin Mining Investment Company Limited, Winpar Holdings Limited and Hamilton Securities Limited.

4. Confirmation of appointment of new auditor

On 31 March 2014 Forsythes Assurance & Risk merged with PKF Lawler Partners Audit & Assurance.

The Australian Securities & Investments Commission ("ASIC") approved PKF Lawler Partners Audit & Assurance to undertake the audit of the company for the year ended 30 June 2014. ASIC required the appointment to be confirmed at the Annual General Meeting.

5. Appointment of auditor

Mr Steven Pritchard, a member of the Company, has nominated PKF Lawler Partners Audit & Assurance to continue as auditors of the company.

6. Issue of B ordinary shares to Steven Pritchard, Enzo Pirillo and Gordon Elkington

The company has not paid any remuneration to its directors since it was listed on the National Stock Exchange of Australia Limited on 27 April 2006. Currently the remuneration approved by shareholders for non-executive directors is set at a maximum of \$80,000 per annum.

The company proposes to ask shareholders at the forthcoming Annual General Meeting to approve an issue of 5,000 B ordinary shares to each of the directors in lieu of directors' fees. Based upon the last sale price of \$1.10 per B ordinary share this is equivalent to \$5,500.00 per director.

None of the directors will vote any shares in which they have a relevant interest in respect of any of resolutions 5, 6 and 7.

Notes relating to proxies

1. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the company) to attend and vote in the member's place. Where a member appoints more than one representative, proxy or attorney, the appointees are entitled to vote on a poll but not on a show of hands.
2. A member who appoints two proxies may specify a proportion or number of the member's votes which each proxy is appointed to exercise. A single proxy exercises all the member's votes.
3. Proxy forms may be delivered in person, by mail or by facsimile to the company's registered office. Proxy forms must be completed, signed and received no later than 48 hours before the meeting.
4. The company's registered office details are as follows.

Pritchard Equity Limited
10 Murray Street
Hamilton NSW 2303

PO Box 413
Hamilton NSW 2303

Telephone +61 2 4920 2877
Facsimile +61 2 4920 2878

15 October 2014

The Company Secretary
Pritchard Equity Limited
10 Murray Street
HAMILTON NSW 2303

Dear Sir

I Steven Shane Pritchard, being a member of Pritchard Equity Limited, hereby nominate PKF Lawler Partners Audit & Assurance as the auditor of the company.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Steven Pritchard', with a stylized flourish at the end.

Steven Pritchard

PRITCHARD EQUITY LIMITED

ABN 80 100 517 404

Registered Office: 10 Murray Street, Hamilton, NSW 2303

Telephone 02 4920 2877 Facsimile 02 4920 2878

PROXY FORM

I/We

of

being a member of Pritchard
Equity Limited hereby appoint

of

or in his/her absence

of

or in his/her absence, the Chairman of the Meeting, as my/our general/special proxy to vote on my/our behalf at the Annual General Meeting of the company to be held 24 November 2014 or at any adjournment of that meeting.

Signature of shareholder

Date

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. If the chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions. Should the member wish to direct the proxy how to vote, the following should be completed.

Agenda item		FOR	AGAINST	ABSTAIN
2.	Adoption of the Remuneration Report (non-binding resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-election of director – Steven Pritchard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Confirmation of appointment of new auditor – 30 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Confirmation of appointment of auditor – 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Issue of B ordinary shares to Steven Pritchard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Issue of B ordinary shares to Enzo Pirillo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Issue of B ordinary shares to Gordon Elkington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>