



PROSPERITY

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5 February 2016

Mr Jeremy Newman
Senior Adviser, ASX Listings Compliance
ASX Compliance Pty Ltd

Dear Jeremy

Re: Appendix 3Z

We refer to your letter dated 5 February 2016 relating to the late lodgement of the final director's interest notice ("Appendix 3Z") lodged on 29 January 2016. Prosperity Resources Ltd ("Company") provides the responses to your questions asked in your letter below:

1. Please explain why the Appendix 3Z was lodged late

The late lodgement was due to administrative oversight.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its obligations under listing rule 3.19A

The Company has a policy requiring that the Company complies with its disclosure obligations, that directors notify the company secretary of all changes to a notifiable interest, and that the Company gives it to the ASX in accordance with the listing rules.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B

The Company has reviewed its policy and procedures to ensure future compliance with listing rule 3.19B.

Yours faithfully

Garry Taylor
Company Secretary



ABN 60 103 280 235



5 February 2016

Mr Garry Taylor
Company Secretary
Prosperity Resources Limited

By email:

Dear Mr Taylor

Prosperity Resources Limited (the “Company”): Appendix 3Z

We refer to the following:

1. The Company’s announcements lodged with ASX Ltd (“ASX”) on 29 January 2016 regarding the final director’s interest notice for Mr Mufti Habriansyah (“Appendix 3Z”).
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times:

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete an Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete an Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete an Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.



4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Z in respect of Mr Habriansyah indicates that the change of notifiable interest occurred on 29 May 2015, the Appendix 3Z for this change should have been lodged with ASX by 5 June 2015. As the Appendix 3Z was lodged on 29 January 2016, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Z was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to jeremy.newman@asx.com.au. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than **2:00 pm WST on Tuesday, 9 February 2016**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

[sent electronically without signature]

Jeremy Newman
Senior Adviser, ASX Listings Compliance