
PROSPERITY RESOURCES LIMITED

ACN 103 280 235

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9:30am (WST)

DATE: 18 January 2012

PLACE: CSA Seminar Room
Ground Floor, 8 Victoria Avenue
Perth
Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary, Garry Taylor, on (+61 8) 9322 7575 or e-mail garry.taylor@prosperity.net.au

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at 9:30am (WST) on 18 January 2012 at:

CSA Seminar Room, Ground Floor, 8 Victoria Avenue, Perth, Western Australia

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Prosperity Resources Limited, 100 Parry Street, Perth, Western Australia 6000; or
- (b) facsimile to the Company on facsimile number (+61 8) 9322 9485,
- (c) email to info@prosperity.net.au

so that it is received not later than 9:30am (WST) on 16 January 2012.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 9:30am (WST) on 18 January 2012 at the CSA Seminar Room, Ground Floor, 8 Victoria Avenue, Perth, Western Australia.

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

2. ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following Resolution as a **non-binding Resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2011."

3. RE-ELECTION OF DIRECTORS

3.1 MR SEBASTIAN HEMPEL

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Mr Sebastian Hempel, a Director who retires by rotation, and being eligible, is re-elected as a Director."

3.2 MR MUFTI HABRIANSYAH

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of clause 11.12 of the Constitution and for all other purposes, Mr Mufti Habriansyah, a Director who retires by rotation, and being eligible, is re-elected as a Director."

4. APPROVAL OF PRIOR ISSUES

4.1 APPROVAL OF PRIOR ISSUE OF OPTIONS TO MR MUFTI HABRIANSYAH

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the allotment and issue of 1,000,000 Options to Mr Mufti Habriansyah on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy directs.

5. APPROVAL OF FUTURE ISSUES

5.1 ISSUE OF SHARES AND OPTIONS TO RESOURCE GLOBAL FINANCE LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,000,000 Shares and 2,000,000 Options to Resource Global Finance Ltd or their nominee, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who will participate in the issue and any of their associates. However, the Company need not

disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy directs.

5.2 ISSUE OF SHARES TO A MAXIMUM OF 60,000,000 SHARES

To consider, and if thought fit, to pass the following Resolution as an **ordinary Resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue, within 3 months of the date of this Resolution, of up to 60,000,000 Shares, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any of their associates. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy directs.

DATED: 24 NOVEMBER 2011

BY ORDER OF THE BOARD

**GARRY TAYLOR
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9:30am (WST) on 18 January 2012 at the CSA Seminar Room, Ground Floor, 8 Victoria Avenue, Perth, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company's annual financial report on its website at www.prosperity.net.au.

2. ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a Resolution that the remuneration report be adopted must be put to the Shareholders. However, such a Resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2011.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RE-ELECTION OF DIRECTORS

3.1 MR SEBASTIAN HEMPEL

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

Mr Sebastian Hempel retires by rotation and seeks re-election.

3.2 MR MUFTI HABRIANSYAH

Clause 11.11 of the Company's Constitution allows the Directors to appoint a person to be a Director at any time, where that appointment does not exceed the maximum number specified in the Constitution. Clause 11.12 requires that at the next Annual General Meeting any person so appointed shall retire from office and is then eligible for re-election.

Mr Mufti Habriansyah retires in accordance with Clause 11.12 and, being eligible, offers himself for re-election.

4. APPROVAL OF PRIOR ISSUES

4.1 APPROVAL OF PRIOR ISSUE OF OPTIONS TO MR MUFTI HABRIANSYAH

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without Shareholder approval.

Listing Rule 7.4 provides an exception if the issue is subsequently approved by Shareholders, thereby 'refreshing' the Company's ability to issue equity securities within the 15% limit. The Company seeks Shareholder approval of the issue of previously issued equity securities for the purpose of Listing Rule 7.4, so that the Company's ability to issue equity securities will be 'refreshed' and it will have flexibility to issue further equity securities should the need or opportunity arise.

This Resolution seeks Shareholder approval of the prior issue of 1,000,000 Options pursuant to a consultancy agreement executed between Mr Mufti Habriansyah and the Company as disclosed to the ASX on 6 October 2010. Copies of the release may be found at www.prosperity.net.au.

The following information is provided in accordance with Listing Rule 7.5:

1. 1,000,000 Options were allotted.
2. The Options were issued on terms set out in Schedule 1 to this Explanatory Statement. All Shares issued upon the exercise of the Options will rank equally with existing Shares
3. The Options were allotted to Mr Mufti Habriansyah.
4. No funds were raised by the issue of the Options although the Company's liability to Mr Habriansyah pursuant to the consultancy agreement executed between Mr Habriansyah and the Company was satisfied by the issue.
5. The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company will not disregard the vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy directs.

5. APPROVAL OF FUTURE ISSUES

5.1 ISSUE OF SHARES AND OPTIONS TO RESOURCE GLOBAL FINANCE LTD

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities in any 12 month period which amounts to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

Equity securities issued with the approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

This resolution seeks Shareholder approval for the issue of 2,000,000 Shares and 2,000,000 Options to Resource Global Finance Ltd. The Directors resolved to issue 2,000,000 Shares and 2,000,000 Options to Resource Global Finance Ltd pursuant to an agreement to extend the terms of a credit facility, details of which were released to the ASX on 19 October 2011. A copy of the release may be found at www.prosperity.net.au.

The following information is provided in accordance with Listing Rule 7.3:

1. A maximum of 2,000,000 Shares are to be issued.
2. A maximum of 2,000,000 Options are to be issued on terms set out in Schedule 2 to this Explanatory Statement.
3. The Shares and Options will be issued within 3 months of the date of this Annual General Meeting.
4. The issue price for the Shares will be not less than 80% of the volume-weighted average Share price of all on-market trades of the Company's Shares on the ASX in the 5 ASX trading days immediately preceding the issue.

5. The Shares and Options will be issued to Resource Global Finance Ltd or their nominee.
6. The Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX. All Shares allotted upon the exercise of the Options will rank equally in all respects with other Shares.
7. No funds will be raised by the issue of the Shares and Options the subject of this resolution although the Company's liability to Resource Global Finance Ltd in relation to the extension of the terms of a credit facility will be satisfied by the issue.
8. The Company anticipates allotting these Shares by 31 December 2011.
9. The Company will disregard any votes cast on the resolution by the participants in the Share and Option issues or any associate of these participants. However, the Company will not disregard the vote if:
 - i) it is cast by a person, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or
 - ii) it is cast by the person chairing the meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form to vote as the proxy directs.

5.2 ISSUE OF SHARES TO A MAXIMUM OF 60,000,000 SHARES

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

Equity securities issued with the approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

The Directors are of the view that the Company should actively seek out opportunities for acquisition of prospective tenement holdings or other relevant assets and wish to be in a position to fund appropriate acquisitions and provide for sufficient working capital to develop the Company's projects. The Company therefore seeks approval, pursuant to Listing Rule 7.1, to issue the Shares.

The following information is provided in accordance with Listing Rule 7.3:

1. A maximum of 60,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of this Annual General Meeting.
3. The issue price for the Shares will be not less than 80% of the volume-weighted average Share price of all on-market trades of the Company's Shares on the ASX in the 5 ASX trading days immediately preceding the issue.
4. The names of the allottees of the Shares are not known at this time. The Shares will be issued to persons or entities to which a disclosure document is not required to be provided by virtue of Part 6D.2 of the Corporations Act 2001. No related parties will be allottees.
5. The Shares will rank equally with existing Shares.
6. The purpose of the proposed placements is to raise additional working capital for the Company and/or to satisfy the consideration for acquisitions by the Company.
7. The Company will allot the Shares progressively throughout the 3 month period.
8. The Company will disregard any votes cast on this Resolution by a person who will participate in the issue and any of their associates. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy directs.

GLOSSARY

AUD, \$, cents means Australian dollars and cents

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Prosperity Resources Limited (ACN 103 280 235).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Resolutions means the Resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

USD means United States dollars.

WST means Western Standard Time as observed in Perth, Western Australia.

**SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF
ITEM 4.1**

The Options entitle the Optionholder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will vest and are exercisable on the following terms:
 - (i) 500,000 Options will vest immediately and are exercisable at an exercise price of 20 cents each on or before 30 November 2012;
 - (ii) 500,000 Options will vest on 30 June 2012 and are exercisable at an exercise price of 30 cents each on or before 30 June 2013;

Provided that in the event the Optionholder's consulting or employment agreement with the Company is terminated, those Options which have not vested in accordance with these terms shall automatically lapse.

- (c) The Options will expire at 5.00pm (WST) as detailed in paragraph (b) above (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The amount payable upon exercise of each Option will be as set out in paragraph (b) above (**Exercise Price**).
- (e) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) An Optionholder may exercise the Options by lodging with the Company, before the Expiry Date:
 - (i) A written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) A cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised.

(Exercise Notice).

- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (i) The Options are not transferable.
- (j) All Shares allotted upon the exercise of Options will upon allotment rank equally in all respects with existing Shares.
- (k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares.
- (l) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced.

This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (o) In the event the Company proceeds with a pro rata issue (except a bonus issue) of equity securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in Listing Rule 6.22.2.
- (p) In the event the Company proceeds with a bonus issue of equity securities to Shareholders after the date of issues of the Options, the number of equity securities over which an Option is exercisable may be increased by the number of equity securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTION 5.1

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options vest immediately upon grant and are exercisable at an exercise price of 4 cents each on or before 31 December 2012;
- (c) The Options will expire at 5:00pm (WST) as detailed in paragraph (b) above (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The amount payable upon exercise of each Option will be as set out in paragraph (b) above (**Exercise Price**).
- (e) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice)

- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (i) The Options are not transferable.
- (j) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (l) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (m) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (n) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (o) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issues of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

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PROXY FORM

**APPOINTMENT OF PROXY
PROSPERITY RESOURCES LIMITED
ACN 103 280 235
ANNUAL GENERAL MEETING**

I/We

of
(address)

HIN/SRN

being a member of Prosperity Resources entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the Annual General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit (**except for Item 2, see below**), at the Annual General Meeting to be held at 9:30am (WST), on 18 January 2012 at the CSA Seminar Room, Ground Floor, 8 Victoria Avenue, Perth, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions, except for Item 2. In accordance with the requirements of Section 250R(4) of the Corporations Act, the Chair will not vote undirected proxies in respect of Item 2. If the Chair is your proxy, you are encouraged to direct your proxy in respect of Item 2.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Items 3 to 5** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Items 3 to 5 and that votes cast by the Chair of the Annual General Meeting for Items 3 to 5 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Items 3 to 5 and your votes will not be counted in calculating the required majority if a poll is called on Items 3 to 5.

OR

Voting on Business of the Annual General Meeting

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

	FOR	AGAINST	ABSTAIN
Item 2 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1 – Re-election of Director – Mr Sebastian Hempel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2 – Re-election of Director – Mr Mufti Habriansyah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4.1 – Approval of prior issue of Options to Mr Mufti Habriansyah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.1 – Issue of Shares and Options to Resource Global Finance Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.2 – Issue of Shares to a maximum of 60,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Member/s:

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Date: _____

Contact Name: _____

Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Prosperity Resources Limited, 100 Parry Street, Perth, Western Australia 6000; or

(b) facsimile to the Company on facsimile number (+61 8) 9322 9485,

(c) email to info@prosperity.net.au

so that it is received not later than 9:30am (WST) on 16 January 2012.

Proxy Forms received later than this time will be invalid.