
PROSPERITY RESOURCES LIMITED

ACN 103 280 235

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am (WST)

DATE: Thursday, 11 November 2010

PLACE: State Tennis Centre
Victoria Park Drive
Burswood
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) 9328 5600 or e-mail garry.taylor@prosperity.net.au

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am (WST) on Thursday, 11 November 2010 at:

State Tennis Centre, Victoria Park Drive, Burswood, 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; or
- (c) email to info@prosperity.net.au

so that it is received not later than 10.00 am (WST) on 9 November 2010.

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 10:00 am (WST) on 11 November 2010 at the State Tennis Centre, Victoria Park Drive, Burswood, Western Australia.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose 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 2010.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOHN ARBUCKLE

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

“That, for the purpose of clause 11.3 of the Constitution and for all other purposes, John Arbuttle, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO PT DANA MITRA UTAMA

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 5,000,000 Shares and 10,000,000 Options to PT Dana Mitra Utama 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 participated 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.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 14,863,806 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 participated 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.

RESOLUTION 5 – 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 1,000,000 Shares and 1,000,000 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.

RESOLUTION 6.1 – ISSUE OF SHARES TO PT DANA MITRA UTAMA

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 10,000,000 Shares to PT Dana Mitra Utama 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.

RESOLUTION 6.2 – ISSUE OF SHARES TO PT DANA MITRA UTAMA

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 10,000,000 Shares to PT Dana Mitra Utama 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.

RESOLUTION 7 – ISSUE OF SHARES TO MR MO MUNSHI

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

“That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 2,000,000 Shares to Mr Mo Munshi or his 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.

RESOLUTION 8 – ISSUE OF SHARES TO ZAFUM HOLDINGS 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 3,000,000 Shares to Zafum Holdings 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.

RESOLUTION 9 – ISSUE OF OPTIONS TO AXIOM ADVISORY PTY 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 1,000,000 Options to Axiom Advisory Pty 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.

RESOLUTION 10 – ISSUE OF OPTIONS TO CONSULTANTS TO THE COMPANY

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,250,000 Options to consultants to the Company, 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 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.

RESOLUTION 11 – ISSUE OF OPTIONS TO MR MO MUNSHI

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,500,000 Options to Mr Mo Munshi or his 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 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.

RESOLUTION 12 – ISSUE OF OPTIONS TO MR JOHN ARBUCKLE

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Options to Mr John Arbuckle or his 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 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.

RESOLUTION 13 – ISSUE OF OPTIONS TO MR SEBASTIAN HEMPEL

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Options to Mr Sebastian Hempel or his 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 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.

RESOLUTION 14 – ISSUE OF SHARES TO EMPLOYEES OF THE COMPANY

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 1,150,000 Shares to employees of the Company, 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.

RESOLUTION 15 – ISSUE OF SHARES TO A MAXIMUM OF 50,000,000 SHARES

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, within 3 months of the date of this Resolution, of up to 50,000,000 Shares at an issue price of not less than 80% of the volume-weighted average Share price of all on-market trades of the Company's Shares on ASX in the 5 ASX trading days

immediately preceding the placement, to persons to whom disclosure is not required under Part 6D.2 of the Corporations Act 2001."

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 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.

RESOLUTION 16 – APPOINTMENT OF AUDITOR

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

"That, for the purpose of Section 327B(1)(b) of the Corporations Act and for all other purposes, Shareholders approve the appointment of Stantons International Audit and Consulting Pty Ltd, trading as Stantons International, to be the auditor of the Company."

DATED: 28 SEPTEMBER 2010

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 10.00 am (WST) on 11 November 2010 at the State Tennis Centre, Victoria Park Drive, Burswood, 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.

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 2010 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 annual financial report on its website at www.prosperity.net.au.

RESOLUTION 1 – 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 2010.

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

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOHN ARBUCKLE

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 John Arbuckle retires by rotation and seeks re-election.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO PT DANA MITRA UTAMA

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 5,000,000 Shares and 10,000,000 Options pursuant to the cancellation of a Cooperation Agreement and associated buy-back rights between the Company and PT Dana Mitra Utama. Details of the cancellation were released to the ASX on 9 June 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. A total of 5,000,000 Shares were issued at a recorded issue price of 12 cents per Share.
2. A total of 10,000,000 Options were issued, and have been exercised, on terms set out in Schedule 1 to this Explanatory Statement.
3. The Shares and Options were issued to PT Dana Mitra Utama's nominee Der La Noble Corporation Ltd.
4. The Shares and the Options were issued pursuant to the cancellation of a Cooperation Agreement and associated buy-back rights between the Company and PT Dana Mitra Utama.
5. None of the allottees are related parties to the Company or their associates.
6. The Shares issued are fully paid ordinary Shares that rank equally in all respects with existing Shares. All Shares allotted upon the exercise of the Options rank equally in all respects with other Shares.
7. No funds were raised by the issue of the Shares and Options although the Company's liability to PT Dana Mitra Utama in relation to the cancellation of the Cooperation Agreement and associated buy-back rights was satisfied by the issue.
8. The Company will disregard any votes cast on the resolution by the participants in the Share and Option issues or any associate of those 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.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

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 ratification of the prior issue of Shares to parties and on terms detailed below.

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

1. A total of 14,863,806 Shares were issued at a recorded issue price of 15 cents per Share.
2. The Shares were allotted and issued to various sophisticated investors pursuant to a placement under the excluded offer provisions of section 708 of the Corporations Act 2001 and equivalent provisions in overseas jurisdictions.
3. None of the allottees are related parties to the Company or their associates.
4. The Shares issued are fully paid ordinary Shares that rank equally in all respects with existing Shares.
5. Funds raised by the issue will be used to progress ongoing exploration activities at the Company's Gold-Copper Project in Aceh Province, Indonesia.
6. The Company will disregard any votes cast on the resolution by the participants in the Share issue or any associate of those 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..

RESOLUTION 5 – 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 1,000,000 Shares and 1,000,000 Options to Resource Global Finance Ltd. The Directors resolved to issue 1,000,000 Shares and 1,000,000 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 8 September 2010. 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 1,000,000 Shares are to be issued.
2. A maximum of 1,000,000 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 30 November 2010.
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.

RESOLUTION 6.1 – ISSUE OF SHARES TO PT DANA MITRA UTAMA

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 10,000,000 Shares to PT Dana Mitra Utama. The Directors resolved to issue 10,000,000 Shares to PT Dana Mitra Utama pursuant to an assignment agreement in respect of PT Bintang Agung Mining, details of which were released to the ASX on 12 November 2009. 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 10,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date 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 Shares will be issued to PT Dana Mitra Utama or their nominee.
5. 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.
6. No funds will be raised by the issue of the Shares the subject of this resolution although the Company's liability to PT Dana Mitra Utama in relation to the assignment agreement in respect of PT Bintang Agung Mining will be satisfied by the issue.
7. The Company anticipates allotting these Shares by 31 December 2010.

8. The Company will disregard any votes cast on the resolution by the participants in the Share issue 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.

RESOLUTION 6.2 – ISSUE OF SHARES TO PT DANA MITRA UTAMA

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 10,000,000 Shares to PT Dana Mitra Utama. The Directors resolved to issue 10,000,000 Shares to PT Dana Mitra Utama pursuant to an assignment agreement in respect of PT Mulia Kencana Makmur, details of which were released to the ASX on 12 November 2009. 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 10,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date 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 Shares will be issued to PT Dana Mitra Utama or their nominee.
5. 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.
6. No funds will be raised by the issue of the Shares the subject of this resolution although the Company's liability to PT Dana Mitra Utama in relation to the assignment agreement in respect of PT Mulia Kencana Makmur will be satisfied by the issue.
7. The Company anticipates allotting these Shares by 31 December 2010.
8. The Company will disregard any votes cast on the resolution by the participants in the Share issue 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.

RESOLUTION 7 – ISSUE OF SHARES TO MR MO MUNSHI

The Company has agreed to allot and issue 2,000,000 Shares at an issue price of 11.9 cents per Share to Mr Mo Munshi or his nominee as remuneration for services provided by Mr Munshi in his role as Managing Director of the Company. Mr Munshi is currently owed \$240,000 by the

Company for his services as Managing Director for the period commencing on 1 October 2009 and ending on 30 September 2010.

The issue price of the Shares has been calculated as follows:

From	To	Average monthly VWASP*	No of shares in lieu of \$20,000/month	Notional value of shares
1 Oct 2009	30 June 2010	11.9 cents per share	1,953,361	\$240,000
Rounding (deduct from future remuneration)			46,639	
Total			<u>2,000,000</u>	\$240,000

* VWASP = Volume-weighted average share price

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

1. obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
2. give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of the Shares to Mr Munshi requires the Company to obtain Shareholder approval because the grant of the Shares constitutes giving a financial benefit and as a Director, Mr Munshi is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Shares to Mr Munshi.

Shareholder approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Shares:

1. the related party is Mr Mo Munshi and he is a related party by virtue of being a Director;
2. the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to Mr Munshi is 2,000,000 Shares at a deemed issue price of 11.9 cents per Share;
3. the Shares will be issued no later than 1 month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
4. the Shares will be issued for nil cash consideration and accordingly no funds will be raised;
5. the terms and conditions of the Shares rank pari passu in all respects with all other Shares;
6. the relevant interests of Mr Munshi in securities of the Company are set out below;¹

Related Party	Shares	Options
Mr Munshi ¹	11,650,000	8,000,000 ²

Notes:

¹ This table does not take into account the securities to be issued to Mr Munshi if this resolution is approved by Shareholders.

² 2,000,000 Options exercisable at 10 cents each on or before 28 February 2011, 1,000,000 Options exercisable at 15 cents each on or before 28 February 2012, 2,000,000 Options exercisable at 12 cents each on or before 31 March 2012, 1,000,000 Options exercisable at 20 cents each on or before 31 March 2012, 1,000,000 Options exercisable at 30 cents each on or before 31 March 2012 and 1,000,000 Options exercisable at 40 cents each on or before 31 March 2012.

- (a) the remuneration and emoluments from the Company to Mr Munshi for both the current financial year and previous financial year are set out below ¹:

Related Party	Current Financial Year	Previous Financial Year
Mr Munshi ¹	\$337,740	\$338,396

Notes:

¹ The amounts in the table above include the deemed value of the Shares to be issued to Mr Munshi pursuant to this Resolution (assuming that the Resolution is approved by Shareholders).

- (b) if the Shares are allotted and issued, the number of Shares on issue will increase from 301,889,179 to 303,889,179 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted as follows:

Related Party	Issued Shares as at the date of this Notice of Meeting	Shares to be issued pursuant to this resolution	Issued Shares upon issue of Shares	Dilutionary effect upon issue of Shares
Mr Munshi	301,889,179	2,000,000	303,889,179	0.66%

- (c) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Annual General Meeting is set out below:

	Price	Date
Highest	27.0 cents	17 September 2010
Lowest	7.8 cents	8 April 2010
Last	23.0 cents	20 September 2010

- (d) The Shares will be issued for nil consideration as payment in lieu of remuneration for services Mr Munshi provided to the Company in his role as Managing Director during the previous and current financial years. Based on a deemed issue price of 11.9 cents per Share, the total value of the Shares is \$240,000. This amount represents the remuneration currently owed by the Company to Mr Munshi for his services as Managing Director for the period commencing on 1 October 2009 and ending on 30 September 2010. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed in lieu of the cash payment currently outstanding;

- (e) Mr Munshi declines to make a recommendation to Shareholders in relation to this resolution due to his material personal interest in the outcome of the resolution. The other Directors, who do not have a material interest in the outcome of this resolution, recommend that Shareholders vote in favour of the resolution as being in the best

interests of the company by way of preservation of Company cash and better alignment of directors' and company interests. The Board (other than Mr Munshi) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this resolution;

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

RESOLUTION 8 – ISSUE OF SHARES TO ZAFUM HOLDINGS 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 3,000,000 Shares to Zafum Holdings Ltd. The Directors resolved to issue 3,000,000 Shares to Zafum Holdings Ltd or their nominee in recognition of introductions made on behalf of the Company in respect of the three new Aceh IUPs, details of which were initially released to the ASX on 29 June 2010. 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 3,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date 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 Shares will be issued to Zafum Holdings Ltd or their nominee.
5. 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.
6. None of the allottees are related parties to the Company or their associates.
7. No funds will be raised by the issue of the Shares the subject of this resolution.
8. The Company will allot these Shares within 3 months of the date of this Annual General Meeting.
9. The Company will disregard any votes cast on the resolution by the participants in the Share issue 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.

RESOLUTION 9 – ISSUE OF OPTIONS TO AXIOM ADVISORY PTY 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 1,000,000 Options to Axiom Advisory Pty Ltd (Axiom). The Directors resolved to issue 1,000,000 Options to Axiom or their nominee pursuant to an agreement for Axiom to provide the Company with corporate advice and investor relations services.

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

1. A maximum of 1,000,000 Options are to be issued.
2. The Options will be issued within 3 months of the date of this Annual General Meeting.
3. The issue price and other terms for the Options are set out in Schedule 3 to this Explanatory Statement.
4. The Options will be issued to Axiom Advisory Pty Ltd.
5. All Shares issued upon the exercise of the Options will rank equally in all respects with other Shares.
6. None of the allottees are related parties to the Company or their associates.
7. No funds will be raised by the issue of the Options the subject of this resolution although the Company's liability to Axiom Advisory Pty Ltd in relation to the corporate advice and investor relations services agreement will be satisfied by the issue.
8. The Company will allot these Options within 3 months of the date of this Annual General Meeting.
9. The Company will disregard any votes cast on the resolution by the participants in the Option issue 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.

RESOLUTION 10 – ISSUE OF OPTIONS TO CONSULTANTS TO THE COMPANY

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 2,250,000 Options to consultants to the Company. The Directors resolved to issue 2,250,000 Options to selected consultants or their nominees for the primary purpose of recognising performance to date as well as to provide a

market linked incentive. The Board considered the current market price of Shares and current market practices when determining the issue quantum.

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

1. A maximum of 2,250,000 Options are to be issued.
2. The Options will be issued within 3 months of the date of this Annual General Meeting.
3. The issue price and other terms for the Options are set out in Schedule 4 to this Explanatory Statement.
4. The Options will be issued to the following consultants or their nominees.

Recipient	Number of Options
Neil Rutherford	1,000,000
Huw Williams	500,000
Gordon McLean	500,000
Dicky Jahja	250,000

5. All Shares allotted upon the exercise of the Options will upon allotment rank equally in all respects with other Shares.
6. No funds will be raised by the issue of the Options the subject of this resolution.
7. The Company will allot these Options within 3 months of the date of this Annual General Meeting.
8. The Company will disregard any votes cast on the resolution by the participants in the Option issue 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.

RESOLUTION 11 – ISSUE OF OPTIONS TO MR MO MUNSHI

Listing Rule 10.11 prohibits a company from issuing or agreeing to issue equity securities to a related party without the approval of holders of its ordinary securities. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 4,500,000 Options to Mo Munshi, or his nominee, on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

1. Obtain the approval the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act. and
2. Give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires that Shareholder approval be obtained where an entity issues, or agrees to issue, equity securities to a related party, or a person whose relationship

with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of Options to Mo Munshi, or his nominee, requires the Company to obtain Shareholder approval because the grant of Options constitutes giving a financial benefit and as a Director, Mo Munshi is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Options to Mo Munshi or his nominee..

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Options:

1. The related party is Mo Munshi who is a related party by virtue of being a Director.
2. The primary purpose of the grant of Options to Mo Munshi is to provide a market linked incentive package in his capacity as a Director of the Company and for the future performance by him in his role. The Board (other than Mo Munshi) considered the extensive experience and reputation of Mo Munshi, the current market price of Shares and current market practices when determining the number and exercise price of the Options to be issued to Mo Munshi. In addition, the Board considers the grant of the Options to Mo Munshi to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.
3. The maximum number of Options (being in the nature of the financial benefit being provided) to be granted to Mo Munshi or his nominee is 4,500,000.
4. The Options will be issued no later than 1 month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
5. The Options will be granted for nil cash consideration and accordingly no funds will be raised.
6. The terms and conditions of the Options are set out in Schedule 5.
7. The value of the Options and the pricing methodology is set out in Schedule 5.
8. Mo Munshi declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution. The Board (other than Mo Munshi) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

RESOLUTION 12 – ISSUE OF OPTIONS TO MR JOHN ARBUCKLE

Listing Rule 10.11 prohibits a company from issuing or agreeing to issue equity securities to a related party without the approval of holders of its ordinary securities. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 1,000,000 Options to John Arbuckle, or his nominee, on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

1. Obtain the approval the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act. and
2. Give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires that Shareholder approval be obtained where an entity issues, or agrees to issue, equity securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of Options to John Arbuckle, or his nominee, requires the Company to obtain Shareholder approval because the grant of Options constitutes giving a financial benefit and as a Director, John Arbuckle is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Options to John Arbuckle or his nominee..

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Options:

1. The related party is John Arbuckle who is a related party by virtue of being a Director.
2. The primary purpose of the grant of Options to John Arbuckle is to provide a market linked incentive package in his capacity as a Director of the Company and for the future performance by him in his role. The Board (other than John Arbuckle) considered the extensive experience and reputation of John Arbuckle, the current market price or Shares and current market practices when determining the number and exercise price of the Options to be issued to John Arbuckle. In addition, the Board considers the grant of the Options to John Arbuckle to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.
3. The maximum number of Options (being in the nature of the financial benefit being provided) to be granted to John Arbuckle or his nominee is 1,000,000.
4. The Options will be issued no later than 1 month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
5. The Options will be granted for nil cash consideration and accordingly no funds will be raised.
6. The terms and conditions of the Options are set out in Schedule 5.
7. The value of the Options and the pricing methodology is set out in Schedule 5.
8. John Arbuckle declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution. The Board (other than John Arbuckle) is not aware of any other information that would be reasonably required by Shareholders to

allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

RESOLUTION 13 – ISSUE OF OPTIONS TO MR SEBASTIAN HEMPEL

Listing Rule 10.11 prohibits a company from issuing or agreeing to issue equity securities to a related party without the approval of holders of its ordinary securities. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 1,000,000 Options to Sebastian Hempel, or his nominee, on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

1. Obtain the approval the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act. and
2. Give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires that Shareholder approval be obtained where an entity issues, or agrees to issue, equity securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of Options to Sebastian Hempel, or his nominee, requires the Company to obtain Shareholder approval because the grant of Options constitutes giving a financial benefit and as a Director, Sebastian Hempel is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Options to Sebastian Hempel or his nominee..

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Options:

1. The related party is Sebastian Hempel who is a related party by virtue of being a Director.
2. The primary purpose of the grant of Options to Sebastian Hempel is to provide a market linked incentive package in his capacity as a Director of the Company and for the future performance by him in his role. The Board (other than Sebastian Hempel) considered the extensive experience and reputation of Sebastian Hempel, the current market price of Shares and current market practices when determining the number and exercise price of the Options to be issued to Sebastian Hempel. In addition, the Board considers the grant of the Options to Sebastian Hempel to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.
3. The maximum number of Options (being in the nature of the financial benefit being provided) to be granted to Sebastian Hempel or his nominee is 1,000,000.

4. The Options will be issued no later than 1 month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
5. The Options will be granted for nil cash consideration and accordingly no funds will be raised.
6. The terms and conditions of the Options are set out in Schedule 5.
7. The value of the Options and the pricing methodology is set out in Schedule 5.
8. Sebastian Hempel declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution. The Board (other than Sebastian Hempel) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

RESOLUTION 14 – ISSUE OF SHARES TO EMPLOYEES OF THE COMPANY

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 1,150,000 Shares to employees of the Company. The Directors resolved to issue 1,150,000 Shares to selected employees or their nominees for the primary purpose of recognising performance to date as well as to provide a market linked incentive. The Board considered the current market price of Shares and current market practices when determining the issue quantum.

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

1. A maximum of 1,150,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date 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 Shares will be issued to employees of the Company or their nominees.
5. 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.
6. No funds will be raised by the issue of the Shares.
7. The Company anticipates allotting the Shares by 30 November 2010.
8. The Company will disregard any votes cast on the resolution by the participants in the Share issue 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.

RESOLUTION 15 – ISSUE OF SHARES TO A MAXIMUM OF 50,000,000 SHARES

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.

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. The maximum number of Shares the Company is to issue under this Resolution will not exceed 50,000,000 Shares.
2. The Shares will be issued within 3 months after the date of this 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 whom 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 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.
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 anticipates allotting these Shares progressively throughout the three month period.
8. The Company will disregard any votes cast on the resolution by participants in the Share issue (if the names of any proposed allottees are known as at the date of the general meeting and they are Shareholders in the Company) or any associate of any 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.

RESOLUTION 16 – APPOINTMENT OF AUDITOR

The Company has received notice from its auditors, Stantons International Pty Ltd, that due to an internal restructure of Stantons International Pty Ltd, a new authorised audit company, Stantons International Audit and Consulting Pty Ltd, has been incorporated.

As a result of the internal restructure, Stantons International Pty Ltd has resigned as auditors of the Company, and Stantons International Audit and Consulting Pty Ltd has consented to act as auditors of the Company.

Under Sections 327C(2) and 327B(1)(b) of the Corporations Act there is a requirement for shareholders to consider at this Annual General Meeting, the appointment of Stantons International Audit and Consulting Pty Ltd, trading as Stantons International, as the Company's auditors. The Company therefore seeks approval, pursuant to 327B(1)(b), to appoint Stantons International Audit and Consulting Pty Ltd, trading as Stantons International, as auditors of the Company.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX 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 the 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 RESOLUTION 3

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 10 cents each on or before 31 August 2010;
 - (c) The Options will expire at 5.00 pm (WST) on 31 August 2010 (**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.

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTION 5

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 10 cents each on or before 30 June 2011;
- (c) The Options will expire at 5:00pm (WST) on 30 June 2011 (**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.

SCHEDULE 3 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTION 9

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 will vest on the following basis:
 - i. 250,000 Options will vest immediately and be exercisable at an exercise price of 15 cents each on or before six months from date of issue.
 - ii. 250,000 Options will vest subject to the Company's last sale share price closing at or above 20 cents for 30 consecutive trading days and be exercisable at an exercise price of 15 cents on or before the earlier of 31 December 2011 or 6 months from vesting date.
 - iii. 250,000 Options will vest subject to the Company's last sale share price closing at or above 35 cents for 30 consecutive trading days and be exercisable at an exercise price of 20 cents on or before the earlier of 31 December 2011 or 6 months from vesting date.
 - iv. 250,000 Options will vest subject to the Company's last sale share price closing at or above 50 cents for 30 consecutive trading days and be exercisable at an exercise price of 35 cents on or before the earlier of 31 December 2011 or 6 months from vesting date.
 - v. The above Tranches 2, 3 and 4 are subject to the following condition: the increase in share price to the Vesting share price must be the result of on-market buying by new shareholders introduced to the Company by Axiom Advisory Pty Ltd.
 - (c) The Options will expire at 5:00pm (WST) on the respective expiry dates 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 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:
 - (iii) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (iv) 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.

SCHEDULE 4 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTION 10

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

1. 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.

2. The Options will vest on the following basis:

Neil Rutherford

- i. 500,000 Options will vest on 31 March 2011 and be exercisable at an exercise price of 20 cents each on or before 31 March 2013;
- ii. 500,000 Options will vest on 30 November 2011 and be exercisable at an exercise price of 30 cents each on or before 30 November 2013;

Huw Williams

- i. 250,000 Options will vest on 31 March 2011 and be exercisable at an exercise price of 20 cents each on or before 31 March 2013;
- ii. 250,000 Options will vest on 30 November 2011 and be exercisable at an exercise price of 30 cents each on or before 30 November 2013;

Gordon McLean

- i. 250,000 Options will vest on 31 March 2011 and be exercisable at an exercise price of 20 cents each on or before 31 March 2013;
- ii. 250,000 Options will vest on 30 November 2011 and be exercisable at an exercise price of 30 cents each on or before 30 November 2013;

Dicky Jahja

- i. 250,000 Options will vest on 31 March 2011 and be exercisable at an exercise price of 20 cents each on or before 31 March 2013;

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

3. The Options will expire at 5.00pm (WST) on the respective expiry dates as detailed in paragraph 2. above (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. The amount payable upon exercise of each Option will be as set out in paragraph 2. above (**Exercise Price**).
5. 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.
6. 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).

7. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
8. 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.
9. The Options are not transferable.
10. All Shares allotted upon the exercise of Options will upon allotment rank equally in all respects with other Shares.
11. The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares. The amount payable upon exercise of each Option will be as set out in paragraphs 2.i. and 2.ii. above.
12. 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.
13. 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.
14. 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.
15. 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 ASX Listing Rule 6.22.2.
16. 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 5 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTIONS 11, 12 AND 13

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

1. 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.

2. The Options will vest on the following basis:

Mo Munshi

- i. 1,500,000 Options will vest immediately and be exercisable at an exercise price of 20 cents each on or before 30 November 2012;
- ii. 1,500,000 Options will vest on 30 June 2011 and be exercisable at an exercise price of 25 cents each on or before 30 June 2013;
- iii. 1,500,000 Options will vest on 30 November 2011 and be exercisable at an exercise price of 30 cents each on or before 30 November 2014.

John Arbuckle

- i. 500,000 Options will vest immediately and be exercisable at an exercise price of 20 cents each on or before 30 November 2012;
- ii. 500,000 Options will vest on 30 June 2011 and be exercisable at an exercise price of 25 cents each on or before 30 June 2013;

Sebastian Hempel

- i. 500,000 Options will vest immediately and be exercisable at an exercise price of 20 cents each on or before 30 November 2012;
- ii. 500,000 Options will vest on 30 June 2011 and be exercisable at an exercise price of 25 cents each on or before 30 June 2013;

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

3. The Options will expire at 5.00pm (WST) on the respective expiry dates as detailed in paragraph 2. above (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. The amount payable upon exercise of each Option will be as set out in paragraph 2. above (**Exercise Price**).

5. 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.

6. 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).

7. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
8. 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.
9. The Options are not transferable.
10. All Shares allotted upon the exercise of Options will upon allotment rank equally in all respects with other Shares.
11. The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares. The amount payable upon exercise of each Option will be as set out in paragraphs 2.i. and 2.ii. above.
12. 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.
13. 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.
14. 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.
15. 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 ASX Listing Rule 6.22.2.
16. 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.

Value of the Options and pricing methodology

Assumptions			
Valuation date	5 October 2010	5 October 2010	5 October 2010
Market price of shares	24 cents	24 cents	24 cents
Exercise price	20 cents	25 cents	30 cents
Expiry date	30 November 2012	30 June 2013	30 November 2014
Risk free interest rate	4.75%	6.5%	4.5%
Volatility	116%	116%	116%
Indicative value per Option	12.7 cents	13.2 cents	14.6 cents
Total value of Options	\$317,500	\$330,000	\$219,000

- Mo Munshi	\$190,000	\$198,000	\$219,000
- John Arbuckle	\$63,500	\$66,000	-
- Sebastian Hempel	\$63,500	\$66,000	-

Supplementary information

52-week trading history of the Shares on ASX	Price	Date
Highest	27.0 cents	17 September 2010
Lowest	7.8 cents	8 April 2010
Last	24.0 cents	5 October 2010
Directors' relevant interest in equity securities of the Company	Shares	Options
Mo Munshi	11,650,000	8,000,000
John Arbuckle	1,000,000	1,500,000
Sebastian Hempel	740,000	500,000
Director's remuneration as at 20 September 2010	2009/2010 (\$)	2008/2009 (\$)
Mo Munshi	337,740	338,396
John Arbuckle	33,092	33,092
Sebastian Hempel	35,949	32,949
Dilution of existing Shareholders based on issued shares as at the date of this Notice of Meeting of 301,889,179 (if Options the subject of Resolutions 10, 11 and 12 exercised and no other Shares issued or Options exercised)		
Director	Options	Dilution
Mo Munshi	4,500,000	1.49%
John Arbuckle	1,000,000	0.33%
Sebastian Hempel	1,000,000	0.33%
Total	6,500,000	2.15%

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

I/We

of

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

Appoint

Name of proxy

OR the Chair of the Annual General Meeting as your 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, at the Annual General Meeting to be held at 10.00am (WST), on 11 November 2010 at the State Tennis Centre, Victoria Park Drive, Burswood, Perth, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

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 **Resolutions 1 to 16** 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 Resolutions 1 to 16 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 16 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 Resolutions 1 to 16 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 16.

OR

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – John Arbuckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of prior issue of Shares and Options to PT Dana Mitra Utama	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Issue of Shares and Options to Resource Global Finance Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.1 – Issue of Shares to PT Dana Mitra Utama	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.2 – Issue of Shares to PT Dana Mitra Utama	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Issue of Shares to Mr Mo Munshi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Issue of Shares to Zafum Holdings Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Issue of Options to Axiom Advisory Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 – Issue of Options to Consultants to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 – Issue of Options to Mr Mo Munshi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 – Issue of Options to Mr John Arbuckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 – Issue of Options to Mr Sebastian Hempel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 – Issue of Shares to employees of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 15 – Issue of Shares to a maximum of 50,000,000 Shares
 Resolution 16 – Appointment of Auditor

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.

Signature of Member(s):

Date:

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

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; or
- (c) email to info@prosperity.net.au

so that it is received not later than 10.00am (WST) on 9 November 2010.

Proxy forms received later than this time will be invalid.

