



Suite 6, Level 3  
320 Adelaide Street  
Brisbane, Qld, 4000  
Phone (07) 3229 5755  
Fax (07) 3229 4655  
ABN 58 008 130 336

7 December 2010

The Manager  
Company Announcements  
Australian Stock Exchange  
Level 4, 20 Bridge Street  
Sydney, NSW 2000

Dear Sir/Madam

**Appendix 3B –Final for Rights issue BioProspect Limited (ASX:  
BPO)**

---

The directors of BioProspect Limited are pleased to announce that the Company has received all of the underwriters funds needed to complete the 2010 Rights Issue and the shares and options due to the underwriters are in the process of being issued.

Please find attached the final Appendix 3B advising of the total shares and options issued under the rights issue.

Yours faithfully

A handwritten signature in black ink, appearing to read "Colin Johnston". The signature is written in a cursive style with a large, looping initial 'C'.

**Colin Johnston**  
Company Secretary/CFO

---

+ See chapter 19 for defined terms.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement,  
application for quotation of additional securities  
and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

BIOPROSPECT LIMITED

ABN

58 008 130 336

We (the entity) give ASX the following information.

Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares (BPO)<br>Options Expiring 31 December 2013 (BPOO)                                 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 330,556,782 Ordinary Shares<br>637,113,564 Options (BPOO)   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Shares – Fully Paid<br>Options – exercisable at 3 cents and expiring on 31 December 2013 |

+ See chapter 19 for defined terms.

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Ordinary Shares – Yes Options – Yes</p>						
<p>5 Issue price or consideration</p>	<p>0.5 cents per Ordinary Share, which included a free attaching Option (BPOO)</p> <p>0.1 cents per Loyalty Option (BPOO)</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>For funding of development activities pertaining to AGRIPRO, specifically for further trials in Australia and New Zealand and for other working capital requirements. Funds will also be applied to the <i>REGEN</i><sup>™</sup> range of human therapeutic and skin care products and potential acquisitions in the animal health and nutrition segment.</p> <p>The underwriter Novus Capital has agreed to take up an entitlement of 12,000,000 ordinary shares (\$60,000) instead of cash as part of the underwriting fee. These shares are included in this Appendix 3B.</p>						
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>On or before 8 December 2010</p>						
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="792 1541 1065 1568">Number</th> <th data-bbox="1073 1541 1341 1568"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="792 1570 1065 1619">967,670,347</td> <td data-bbox="1073 1570 1341 1619">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="792 1629 1065 1677">711,113,564</td> <td data-bbox="1073 1629 1341 1724">Options – 31 December 2013 at 3 cents (BPOO)</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	967,670,347	Fully paid ordinary shares	711,113,564	Options – 31 December 2013 at 3 cents (BPOO)
Number	<sup>+</sup> Class						
967,670,347	Fully paid ordinary shares						
711,113,564	Options – 31 December 2013 at 3 cents (BPOO)						

+ See chapter 19 for defined terms.

	Number	+Class
9	(a) 29,248,571	Options – 31 December 2013 at 5 cents (BPOAI)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

+ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch date	

+ See chapter 19 for defined terms.

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

--

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

--

42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Company Secretary

Date: 7 December 2010

Print name:

Colin Johnston