

This Disclosure Statement is made on behalf of NZ Forestry & Land Investments Limited, Prosper Hills (2012) Limited, together with Ross Anthony Collins and Anthony Shane Collins as directors of Prosper Hills (2012) Limited.

Important information

Investment decisions are very important. They often have long-term consequences. Read all documents carefully. Ask questions. Seek advice before committing yourself. We advise you to read this document along with the current Investment Statement for the offer.

Disclosure Statement

Page

- 3 Disclosure
- 4 Welcome to Prosper Hills (2012) Limited
- 4 Services
- 4 Professional Association Support
- 4 Professional Indemnity Insurance
- 4 Disputes Process
- 4 How are we regulated by this government?
- 5 Fees & Remuneration Schedule
- 5 Ross Anthony Collins
- 5 Anthony Shane Collins
- 6 Declaration

In addition to the information in this document, important information can be found in the current registered Prospectus for the investment. You are entitled to a copy of that Prospectus upon request.

DISCLOSURE STATEMENT

This Disclosure Statement is in accordance with the provisions of the Financial Advisers Act 2008, Securities Market Act 1988, the Securities Markets (Investment Advisers and Brokers) Regulations 2007 and the Financial Advisers (Disclosure) Regulations 2010. This disclosure statement is made on behalf of NZ Forestry & Land Investments Limited, Prosper Hills (2012) Limited together with Ross Anthony Collins and Anthony Shane Collins as directors of Prosper Hills (2012) Limited.

NZ Forestry & Land Investment Limited

FSPR # FSP134824

FDR # 0814

4 William Wood Place

Fairview Estate R.D.2

KATIKATI 3178

Free phone: 0800 746 325

E-mail: enquiry@nzfil.co.nz

Prosper Hills (2012) Limited

FSPR # FSP217605

FDR # 1088

4 William Wood Place

Fairview Estate R.D.2

KATIKATI 3178

Free phone: 0800 746 325

E-mail: enquiry@nzfil.co.nz

Ross Anthony Collins

FSPR # FSP134826

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4 William Wood Place

Fairview Estate R.D.2

KATIKATI 3178

Mobile phone: 0272 746 326

E-mail: ross.collins@nzfil.co.nz

Anthony Shane Collins

FSPR # FSP134844

FDR # 0814

25 Edgecumbe Road

TAURANGA 3110

Mobile phone: 021 537 400

E-mail: anthony.collins@nzfil.co.nz

This disclosure statement is provided free of charge upon request, or given to each of our clients prior to commencement of receiving advice. This disclosure statement is made in accordance with the Financial Advisers Act 2008. The disclosure statement is relevant to all entities and individuals listed above.

Welcome to Prosper Hills (2012) Limited

In accordance with the provisions of the Financial Advisers Act 2008, the Securities Market Act 1988 and the Securities Markets (Investment Advisers and Brokers) Regulations 2007. This disclosure statement provides you with information about the following:

- The services we provide
- How our business operates
- The qualifications and experience of all financial advisers
- The investment we can offer you
- How we are remunerated.

Services

The product and securities we provide are in relation to investment in forestry and land by the sale of shares.

Professional Association Support

Financial Dispute Resolution (FDR) membership number FM1088

Disputes process

If you have a concern, problem or complaint about any part of our service, please advise us so that we can try to fix the problem.

You may contact our Internal Complaints Service by calling Free phone 0800 746 325 or visiting www.nzfil.co.nz/disclaimer If we cannot agree on how to fix an issue or you receive no response to your complaint within 90 days you can contact Financial Dispute Resolution (FDR). This service will cost you nothing and will help us resolve any disagreements. You can contact:

Freepost 231075

Financial Dispute Resolution

P.O. Box 5730

WELLINGTON 6011

Free phone: 0508 337 337

Fax: 04 918 4901

Web: www.fdr.org.nz

E-mail: enquiries@fdr.org.nz

How are we regulated by this government?

You can check that we are registered financial advisers at <http://www.fspr.govt.nz> the Financial Markets Authority regulates financial advisers. Contact the Financial Markets Authority for more information including financial tips and warnings. You can report information or complain about our conduct to the Financial Markets Authority, but in the event of a disagreement, you may choose to first use the dispute resolution procedures described above.

Fees and Remuneration Schedule

The following charges are payable by the Prosper Hills (2012) Limited to NZ Forestry & Land Investments Limited:

1. Reimbursement of the Issue Expenses of the offer to the Promoter of \$71,500.00. This cost includes legal, accounting, auditing, consultancy fees, document preparation, printing and other costs associated with the issuing of the Prospectus.
2. A management and administration fee is payable to NZ Forestry & Land Investments Limited for management and administration of the Issuer. The management fee is \$55,000.00 plus GST per annum for the first four years of the term and thereafter reducing to \$9,000.00 plus GST per annum until the forest is harvested and the affairs of the company wound up. An administration wage is also payable of \$88,000.00 plus GST per annum for the first four years of the term and thereafter reducing to \$15,000.00 plus GST per annum until the forest is harvested and the affairs of the company wound up. All payments are adjusted by the annual Consumer Price Index.
3. A Promoter's fee is also payable to NZ Forestry & Land Investments Limited of \$950,000.00 plus GST in addition to the fees set out in paragraph 2 above. The Promoter's fee includes the anticipated costs for advertising this issue of \$480,000.00 plus GST.

Ross Anthony Collins / Director

Ross Anthony Collins, 4 William Wood Place, Fairview Estate R.D2, KATIKATI 3178. Ross Anthony Collins has held a number of senior executive positions within the oil industry and also within the mortgage banking industry. Ross Anthony Collins has also owned a number of businesses. Since 2001 he has been the CEO of NZ Forestry Investments Limited and a Director of previous issues promoted by NZ Forestry & Land Investments Limited.

Anthony Shane Collins / Director

Anthony Shane Collins, 25 Edgecumbe Road, TAURANGA 3110. Anthony Shane Collins has worked in the building industry for 13 years in positions from trainee to senior management in one of the largest privately owned fabricators of domestic joinery in the Southern Hemisphere. Since November 2005, Anthony Shane Collins has been working with Ross Anthony Collins in NZ Forestry Investments Ltd promoting previous issues offered by NZ Forestry Investments & Land Limited.

Declaration

We, Ross Anthony Collins and Anthony Shane Collins, declare that, to the best of our knowledge and belief, the information contained in this disclosure statement is true and correct and complies with the disclosure requirements in the Financial Advisers Act 2008 and the Financial Advisers (Disclosure) Regulations 2010.

Signed:

Prosper Hills (2012) Limited

(by its Directors)

NZ Forestry & Land Investments Limited

(by its Directors)

Ross Anthony Collins

Anthony Shane Collins


G Collins

G Collins

G Collins



NZ FORESTRY
& land investments ltd

Disclosure Statement for;
NZ Forestry & Land Investments Ltd,
Prosper Hills (2012) Ltd,
Ross Anthony Collins & Anthony
Shane Collins

June 2012



This Disclosure Statement is in accordance with the provisions of the Financial Advisers Act 288, Securities Market Act 1998, the securities Market (Investments Advisers and Brokers) Regulations 2007 and the Financial Advisers (Disclosure) Regulations 2010.