

PROTO

RESOURCES & INVESTMENTS LTD



30 September 2014

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam,

Please see attached Change of Directors' Interest Notices on behalf of Andrew Mortimer, Andrew Heap, and Lia Darby.

1. Please explain why the Appendices 3Y were lodged late.

The Company recently executed a Deed of Company Arrangement ("DOCA") with control passing back to the Directors after a period of voluntary administration. The Appendices 3Y were lodged late as a result of the company being in transition from voluntary administration.

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

The Company's Directors are aware of the Company's obligations under listing rule 3.19A and have a duty to disclose their interests or change of interests to the Company for lodgement.

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

The Company intends to enhance its compliance systems as it moves from the period of voluntary administration.

The Company will continue to keep the market informed in compliance with its continuous disclosure obligations

Kind regards,

Lia Darby
Company Secretary
PROTO RESOURCES & INVESTMENTS LTD
(DEED ADMINISTRATORS APPOINTED)

(02) 9225 4000

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Proto Resources & Investments Ltd (Deed Administrators Appointed)
ABN	35 108 507 517

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Norman Heap
Date of last notice	12 August 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Nil
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	
---	--

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Deed of Subordination tabled in Deed of Company Arrangement (DOCA). See ASX announcement dated 17 September 2014 – Appendix A to DOCA.
Nature of interest	Subordinated creditor to DOCA
Name of registered holder (if issued securities)	1. Self 2. 820 Management Services Pty Ltd (Director)
Date of change	17 September 2014
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	See above
Interest acquired	See above
Interest disposed	See above
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	1. \$40,053.76 2. \$5,500.00
Interest after change	See above- subordinated debt to Proto to the above amount

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Proto Resources & Investments Ltd (Deed Administrators Appointed)
ABN	35 108 507 517

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Kenneth Bruce Mortimer
Date of last notice	8 January 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	
---	--

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	<ol style="list-style-type: none"> 1. Deed of Company Arrangement (see ASX announcement 17 September 2014) 2. Deed of Subordination (see ASX announcement 17 September 2014 – Appendix A to DOCA) 3. Tripartite Joint Venture Agreement signed 21 August 2014 (with Tianjin Taijiang International Trade Co (Australia) Pty Ltd and Inosite Limited, joint proponents of DOCA) 4. Deed of Assignment 20 August 2014 (of White Oak Ridge Capital LLC General Security over Proto to Inosite Limited)
Nature of interest	<ol style="list-style-type: none"> 1. Joint proponent of DOCA 2. Subordinated creditor under DOCA 3. Joint venture interest in Proto reconstruction 4. Interest in Inosite security over Proto
Name of registered holder (if issued securities)	<ol style="list-style-type: none"> 1. Superstructure International Operations Group Pty Ltd (Director) – party to DOCA 2. Self – party to Deed of Subordination 3. Superstructure International Operations Group Pty Ltd (Director) – party to joint venture agreement 4. Superstructure International Operations Group Pty Ltd (Director), Self and Salazar Pty Ltd ATF The Salazar Super Fund (personal super fund) – interest in security that Inosite Limited was assigned from White Oak Ridge Capital LLC
Date of change	From August 2014
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	See above
Interest acquired	See above
Interest disposed	See above

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	<ol style="list-style-type: none"> 1. \$950,000 – total DOCA bid 2. \$379,671 (unpaid wages, leave entitlements and super at time of voluntary administration) 3. Consideration owing under joint venture agreement including 10 million proponent shares post reconstruction of which A. Mortimer would have an interest in a portion; 40 million shares in consideration of Superstructure and associated parties' subordinated debt of which A. Mortimer would have an interest in a portion; A. Mortimer to remain on Board and have executive role in company; legal costs and office costs to be paid from time company was in voluntary administration (approx. value \$85,000, including amounts owing to Superstructure International Operations Group Pty Ltd or L. Darby) 4. \$20,000 remitted personally through Self and super fund to Clayton Utz trust account for DOCA funds; \$290,000 from s708 investors contributing to Clayton Utz trust account for DOCA funds for reconstruction of Proto per joint venture agreement
Interest after change	See above

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Proto Resources & Investments Ltd (Deed Administrators Appointed)
ABN	35 108 507 517

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Lia Melissa Darby
Date of last notice	8 January 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	
---	--

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	<ol style="list-style-type: none"> 1. Deed of Subordination (see ASX announcement 17 September 2014 – Appendix A to Deed of Company Arrangement (DOCA)) 2. Tripartite Joint Venture Agreement signed 21 August 2014 (with Tianjin Taijiang International Trade Co (Australia) Pty Ltd and Inosite Limited, joint proponents of DOCA) 3. Deed of Assignment 20 August 2014 (of White Oak Ridge Capital LLC General Security over Proto to Inosite Limited)
Nature of interest	<ol style="list-style-type: none"> 1. Subordinated creditor under DOCA 2. Interest in Superstructure International Operations Group Pty Ltd's joint venture interest 3. Interest in Inosite security over Proto
Name of registered holder (if issued securities)	<ol style="list-style-type: none"> 1. Self – party to Deed of Subordination 2. Superstructure International Operations Group Pty Ltd – interest in joint venture 3. Superstructure International Operations Group Pty Ltd (DOCA proponent representing Self) and Salazar Pty Ltd ATF The Salazar Super Fund (personal super fund) – interest in security that Inosite Limited was assigned from White Oak Ridge Capital LLC
Date of change	From August 2014
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	See above
Interest acquired	See above
Interest disposed	See above

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	<ol style="list-style-type: none"> 1. \$83,466(unpaid wages, leave entitlements and super at time of voluntary administration) 2. Consideration owing under joint venture agreement including 10 million proponent shares post reconstruction of which L. Darby would have an interest in a portion; 40 million shares in consideration of Superstructure and associated parties' subordinated debt post reconstruction of which L. Darby would have an interest in a portion; L. Darby to resign Directorship in favour of B. Cooper at re-listing but remain as company secretary; legal costs and office costs to be paid from time company was in voluntary administration (approx. value \$85,000, including amounts owing to Superstructure International Operations Group Pty Ltd or A. Mortimer) 3. \$10,000 remitted personally through super fund to Clayton Utz trust account for DOCA funds
Interest after change	See above

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.