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

Proto Resources & Investments Ltd

ABN

35 108 507 517

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).

+Class of +securities issued or to Fully paid ordinary shares 1 be issued

- Number of +securities issued or 2 30,000,000 to be issued (if known) or maximum number which may be issued
- Principal terms of the ⁺securities 3 (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)

Fully paid ordinary shares

	Do the transmitting rank equally in	V		
4	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities?	Yes		
	 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 			
5	Issue price or consideration	\$3,000,000		
)	,	\$3,000,000		
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Placement to institutions and investors for general working capital on projects, specifically for the Barnes Hill resource drill out and the next phase of work on Lindeman's Bore		
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	10 August 2009)	
		Number	+Class	
8	Number and ⁺ class of all ⁺ securities quoted on ASX	173,609,643	Ordinary shares	
	(<i>including</i> the securities in clause 2 if applicable)	23,650,555	Options (20c exercise expire 31 st August 2011)	
		51,627,811	Options (25c exercise expire 31 st Dec 2013)	

⁺ See chapter 19 for defined terms.

9 Number and ⁺class of all ⁺securities not quoted on ASX (*including* the securities in clause 2 if applicable)

	Number	⁺ Class
1 K	56,321,315	Options (5c exercise expire 31 st Dec 2011)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

acceptances or renunciations

Part 2 - Bonus issue or pro rata issue

Is security holder approval 11 required? Is the issue renounceable or non-12 renounceable? Ratio in which the +securities 13 will be offered ⁺Class of ⁺securities to which the 14 offer relates ⁺Record date to determine 15 entitlements Will holdings on different 16 registers (or subregisters) be aggregated calculating for entitlements? Policy for deciding entitlements 17 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. Closing date for receipt of 19

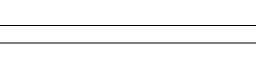
29	Date fights t
	applicable)

- How do +security holders sell 30 their entitlements in full through a broker?
- How do +security holders sell 31 part of their entitlements through a broker and accept for the balance?

+ See chapter 19 for defined terms.

- 20 Names of any underwriters
- Amount of any underwriting fee 21 or commission
- Names of any brokers to the 22 issue
- Fee or commission payable to 23 the broker to the issue
- Amount of any handling fee 24 payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- If the issue is contingent on 25 +security holders' approval, the date of the meeting
- Date entitlement and acceptance 26 form and prospectus or Product Disclosure Statement will be sent to persons entitled
- If the entity has issued options, 27 and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 applicable)
- Date rights trading will end (if 20 applicable)
- Date rights trading will begin (if





32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

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) X 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 provid	ling the	information	or
docum	ents				

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



- Class of +securities for which 39 quotation is sought
- 40 all respects from the date of allotment with an existing ⁺class of quoted +securities?

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

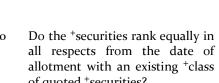
- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do • not rank equally, other than in relation to the next dividend, distribution or interest payment
- Reason for request for quotation 41 now

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

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

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

+Class



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.

Lia Darby - Director - 12 August 2009 Print name:

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⁺ See chapter 19 for defined terms.