

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 30/9/2001.

Name of entity	Proto Resources & Investments Ltd
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	28 April 2010

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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	(i) 6 May 2010 (ii) 7 May 2010 (iii) 10 May 2010 (iv) 11 May 2010 (v) 12 May 2010
No. of securities held prior to change	13,402,951 Ordinary Shares 1,275,000 20c Options 2,415,002 25c Options 5,703,865 5c Options
Class	Ordinary shares
Number acquired	(i) 248,335 (ii) 527,190 (iii) 99,475 (iv) 360,525 (v) 139,475

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	(i) \$6,208 (ii) \$13,138 (iii) \$2,486 (iv) \$9,013 (v) \$3,486
No. of securities held after change	14,777,951 Ordinary Shares 1,275,000 20c Options 2,415,002 25c Options 5,703,865 5c Options
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market purchase

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.