

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	7 December 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) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	(i) 23 December 2010 (ii) 23 December 2010 (iii) 22 December 2010
No. of securities held prior to change	23,221,133 Ordinary Shares 1,275,000 20c Options expiring 31 August 2011 2,165,002 25c Options expiring 31 December 2013 3,803,865 5c Options expiring 31 December 2011
Class	(i) 5c Options expiring 31 December 2011 (ii) 5c Options expiring 31 December 2011 (iii) 5c Options expiring 31 December 2011

+ See chapter 19 for defined terms.

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Number acquired	(i) Nil (ii) Nil (iii) Nil
Number disposed	(i) 1,200,000 5c options expiring 31 December 2011 (ii) 850,668 5c options expiring 31 December 2011 (iii) 1,300,000 5c options expiring 31 December 2011
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(i) \$18,049.33 (ii) \$11,035.93 (iii) \$15,944.81
No. of securities held after change	23,221,133 Ordinary Shares 1,275,000 20c Options expiring 31 August 2011 2,165,002 25c Options expiring 31 December 2013 453,197 5c Options expiring 31 December 2011
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(i) On market sale (ii) On market sale (iii) On market sale

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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.