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.

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).

1 +Class of +securities issued or to be issued

Ordinary shares

- 2 Number of *securities issued or to be issued (if known) or maximum number which may be issued 500,000
- 3 Principal terms of the *securities (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)

N/A			

+ See chapter 19 for defined terms.

Name of entity

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 	
Issue price or consideration	\$0.046 per share
Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Exercise moving strike price options in accordance with Option Deed dated 28 February 2011
Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	8 June 2011
	 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 do the extent to which they do the extent to which they do not rank equally, or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment Issue price or consideration Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)

Number and +class of all	
⁺ securities quoted on ASX	
(including the securities in clause 2	
if applicable)	
	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)

Number	+Class		
405,738,693	Ordinary shares		
23,650,555	Options (20c exercise expire 31 st August 2011)		
51,727,808	Options (25c exercise expire 31 st Dec 2013)		
136,730,650	Options (5c exercise expire 31 st Dec 2011)		
5,000,000	Options (8c exercise expire 28 February 2013)		
3,500,000	Options (10c exercise expire 28 February 2013)		
2,000,000	Options (12.5c exercise expire 28 February 2013)		
15,850,000	Moving Strike Options exercisable at 85% of the last Closing Price of Proto Shares immediately prior to the time of exercise of a Moving Strike Option, rounded down to the nearest value at which a Proto Share is permitted to be traded at the time of exercise. Exercisable on or before 28 February 2013		

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

Number	+Class

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

a	
e	

⁺ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non- renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements 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.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	

- 25 If the issue is contingent on ⁺security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- Date rights trading will begin (if 28 applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements in full through a broker?
- 31 How do +security holders sell part of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

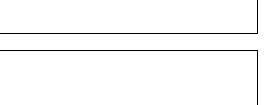
Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities (tick one)
- (a) Х 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

+ See chapter	19 for	defined	terms.
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Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 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
- 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
 100,001 100,000
 100,001 and over
- 37

A copy of any trust deed for the additional +securities

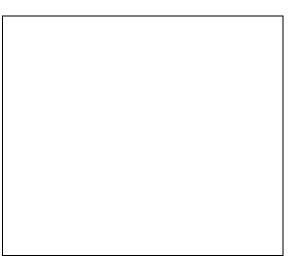
Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

- 39 Class of ⁺securities for which quotation is sought
- 40 Do the ⁺securities rank equally in 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



41 Reason for request for quotation now

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

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



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

	Number	+Class
es		
ne		

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

⁺ See chapter 19 for defined terms.

of the \pm 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 – 8 June 2011 Print name:

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