

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 Limited
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	Aziz Gregory Melick
Date of last notice	24 May 2012

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	Indirect Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect Shares purchased by Mr Aziz Gregory Melick & Mrs Michelle Suzanne Melick <Melick Super Fund A/C> of which Mr Melick is a beneficiary
Date of change	(1) 14 June 2012 (2) 19 June 2012

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>Direct 462,500 ordinary shares 1,000,000 Options expiring at \$0.25 on or before 31 December 2013 50,000 options exercisable at \$0.05 on or before 1 September 2014</p> <p>Indirect (1) 1,548,130 Ordinary shares 33,334 options exercisable at \$0.25 on or before 31 December 2013 2,501,065 options exercisable at \$0.05on or before 1 September 2014</p>
Class	(1) Fully paid ordinary Shares (2) Fully paid ordinary Shares
Number acquired	(1) 256,389 fully paid ordinary shares (2) 1,000 fully paid ordinary shares
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(1) \$3,589.45 (2) \$14
No. of securities held after change	<p>Direct 462,500 ordinary shares 1,000,000 Options expiring at \$0.25 on or before 31 December 2013 50,000 options exercisable at \$0.05on or before 1 September 2014</p> <p>Indirect (1) 1,805,519 Ordinary shares 33,334 options exercisable at \$0.25 on or before 31 December 2013 2,501,065 options exercisable at \$0.05on or before 1 September 2014</p>

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>(1) On market purchase (2) On market purchase</p>
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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	
<p>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</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
Interest after change	

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?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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