

29 November 2013

Results of Annual General Meeting

ASX Release Stock Code: PRW

The Directors of Proto Resources & Investments Limited are pleased to announce that at the Annual General Meeting of Shareholders held Friday, 29 November 2013, all resolutions put to the meeting were passed unanimously by a show of hands.

In accordance with Section 251AA (2) of the Corporations Act 2001 the Company hereby provides the following information on proxy votes:

	For	Against	Abstain	Discretionary	Ineligible	Total
Resolution 1 Adoption of Remuneration Report	634,430,047	56,611	-	1,483,479	-	635,970,137
Resolution 2 Election of Director Andrew Heap	634,471,841	14,817	-	1,483,479	-	635,970,137
Resolution 3 Election of Director Lia Darby	634,442,441	44,217	-	1,483,479	-	635,970,137
Resolution 4 Ratification of the issue of Shares and Options to BBY Nominees	634,428,047	58,611	-	1,483,479	-	635,970,137
Resolution 5 Ratification of the issue of Shares and Conversion Options to Bergen Global	561,170,489	58,611	73,257,558	1,483,479	-	635,970,137
Resolution 6 Ratification of the issue of Options to Baycrest Capital, LLC	634,428,047	58,611	-	1,483,479	-	635,970,137
Resolution 7 Ratification of the issue of Shares to Orequest Pty Ltd	634,428,047	58,611	-	1,483,479	-	635,970,137
Resolution 8 Issue of Conversion Options to Bergen Global	561,170,489	58,611	73,257,558	1,483,479	-	635,970,137
Resolution 9 Approval for Additional Placement Capacity	634,428,047	58,611	-	1,483,479	-	635,970,137
Resolution 10 Approval of Acquisition	634,457,447	29,211	-	1,483,479	-	635,970,137

Resolution 11 Issue of Shares and Performance Shares to Dourado	634,428,047	58,611	-	1,483,479	-	635,970,137
Resolution 12 Issue of Shares and Performance Shares to Orequest Pty Ltd	634,428,047	44,217	14,394	1,483,479	-	635,970,137
Resolution 13 Approval for the issue of Shares and accompanying Conversion Options under Convertible Securities Agreement	561,170,489	58,611	73,257,558	1,483,479	-	635,970,137
Resolution 14 Approval for the future placement of Shares and Options	634,428,047	58,611	-	1,483,479	-	635,970,137
Resolution 15 Approval for the future placement of Shares	634,442,441	44,217	-	1,483,479	-	635,970,137
Resolution 16 Consolidation of Capital	634,421,841	64,817	-	1,483,479	-	635,970,137
Resolution 17 Change of Company Type	634,407,447	79,211	-	1,483,479	-	635,970,137
Resolution 18 Change of Company Name	634,407,447	79,211	-	1,483,479	-	635,970,137
Resolution 19 Amendment to the Constitution	634,407,447	79,211	-	1,483,479	-	635,970,137
Resolution 20 Appointment of New Auditor	634,457,447	29,211	-	1,483,479	-	635,970,137

In respect to resolution 16, the Consolidation timetable and indicative capital structure after Consolidation of capital is included below;

Consolidation Timetable

Event	Date
PRW announces reorganisation. PRW sends out notices for security holders' meeting.	<p style="text-align: center;">Wednesday, 30 October 2013</p>
↓ PRW Shareholder Meeting and announcement of results to ASX	<p style="text-align: center;">Friday, 29 November 2013</p>
↓ Last day for trading in pre-reorganised securities. Note: Details of holdings will change where there is a change to the number of securities, a change to the exercise price of options, or a change to the par value (if any) of securities.	<p style="text-align: center;">Monday, 2 December 2013</p>
↓	

Event	Date
<p>Trading in the reorganised *securities on a *deferred settlement basis starts.</p> <p>Note: If the reorganisation involves a return of capital, the details on ordinary share certificates may not change but the details on option certificates will change as a result of the change in the exercise price (see rule 7.22). In this case the ordinary shares will trade on an “ex return of capital” T+3 basis and the options will trade on a “deferred settlement” basis.</p>	<p>Tuesday, 3 December 2013</p> <p>(Continued)</p>
<p>Last Day for PRW to register transfers on a pre-reorganisation basis</p> <p>Note: In the case of certificated holdings, this means it is the last day for entity to accept transfers accompanied by certificates issued before the reorganisation.</p>	<p>Monday, 9 December 2013</p>
<p>↓</p> <p>If the details of holdings change as a result of the reorganisation:</p> <ul style="list-style-type: none"> • First day for entity to send notice to each security holder. • In the case of uncertificated holdings, first day for entity to register *securities on a post-reorganisation basis and first day for issue of holding statements. • In the case of certificated holdings, first day for issue of new certificates. From now on, the entity rejects transfers accompanied by a certificate that was issued before the reorganisation. <p>Note: The notice tells the security holder of the number of securities held before and after the reorganisation.</p> <p>↓</p>	<p>Tuesday, 10 December 2013</p> <p>(Continued)</p>

Event	Date
<p>If the details of holdings change as a result of the reorganisation:</p> <ul style="list-style-type: none"> • *Issue date. *Deferred settlement market ends. • Last day for *securities to be entered into the holders' security holdings. If *securities are certificated, last day for the entity to issue them and send the certificates to the holders. • Last day for entity to send notice to each security holder. <p>Note: normal (T+3) trading starts on the next business day after the issue date (i.e. day 12) provided the entity tells ASX by noon that the issue has occurred.</p> <p>'Issue' in this context denotes the making of entries in security holders' holdings so that the number of securities in their holdings reflects the effect of the carrying out of the reorganisation.</p> <p>Settlement of trades conducted on a T+3 basis and the first settlement of on-market trades conducted on a deferred settlement basis occurs 3 business days after T+3 trading starts (i.e. day 15).</p>	<p>Monday, 16 December 2013</p>
<p>Normal Trading post consolidation begins</p>	<p>Tuesday, 17 December 2013</p>

Indicative Capital Structure

Pre-Consolidation Class of securities	Pre-Consolidation Number of securities	Post-Consolidation Class of securities	Post Consolidation Number of securities
Ordinary Fully Paid Shares	2,900,574,693	Ordinary Fully Paid Shares	290,057,469
\$0.035 options exercisable on or before 12 September 2018	1,428,571	\$0.35 options exercisable on or before 12 September 2018	142,857
\$0.05 options exercisable on or before 1 September 2014	673,920,900	\$0.5 options exercisable on or before 1 September 2014	67,392,090
\$0.0026 options exercisable on or before 18 April 2017	14,000,000	\$0.026 options exercisable on or before 18 April 2017	1,400,000

\$0.0013 options exercisable on or before 20 May 2017	22,800,000	\$0.013 options exercisable on or before 20 May 2017	2,280,000
\$0.003 options exercisable on or before 1 January 2018	35,000,000	\$0.03 options exercisable on or before 1 January 2018	3,500,000
\$0.0055 options exercisable on or before 26 March 2017	1,148,597,583	\$0.055 options exercisable on or before 26 March 2017	114,859,758

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