

STOCK EXCHANGE ANNOUNCEMENT.

26 March 2013

Market Announcements Office Australian Securities Exchange

Notice under Section 708A(5)(e) of the Corporations Act

On 26 March 2013, Proto Resources & Investments Ltd ("the Company") issued 21,750,000 fully paid ordinary shares in accordance with the terms of its convertible securities agreement with Bergen Global Opportunity Fund II, LLC, which was announced to the market on the date of this notice.

Accordingly the Company gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (the "Corporations Act") that:

- the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- 2. as at the date of this notice the Company has complied with:
 - a) the provisions of Chapter 2M Corporations Act as they apply to the Company; and
 - b) section 674 Corporations Act; and
 - c) as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.

Andrew Mortimer

Managing Director

Proto Resources & Investments Ltd

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