

Proto Resources & Investments Ltd

ABN 35 108 507 517

Entitlement Issue Prospectus

For a pro rata non-renounceable Offer to Shareholders of one New Share for every one Share held at the Record Date with an issue price of 0.1 cent (\$0.001) per New Share on application to raise approximately \$741,793 (before expenses of the Offer).

An attaching New Option will be issued on the basis of one New Option for every one New Share subscribed for and issued under the Offer.

Each New Option is exercisable at 0.13 cents (\$0.0013) before 5.00pm (WST) on 17 December 2017 for one Share in the Company.

The Company sought quotation of the New Shares and New Options on ASX on 7 March 2014.

Important Notice

This is an important document which requires your immediate attention. It should be read in its entirety before deciding to participate. This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act (2001). If you are in doubt about what to do, please contact your professional adviser without delay.

The investment offered pursuant to this Prospectus should be considered speculative.

Proto Resources & Investments Ltd

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Proto Resources & Investments Ltd

IMPORTANT INFORMATION

Shareholders should read this document in its entirety and, if in doubt, should consult their professional adviser.

This Prospectus is dated 7 March 2014 and a copy of this Prospectus was submitted to ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus. The expiry date of this Prospectus is at 5.00pm WST on that date which is 13 months after the date this Prospectus was lodged with ASIC (Expiry Date). No securities may be issued on the basis of this Prospectus after the Expiry Date.

The Offer contained in this Prospectus is only available for acceptance by Shareholders with a registered address as at the Record Date in Australia or New Zealand. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe the requirements of these laws. Non-observance by such persons may violate securities laws. Any recipient of this Prospectus residing outside Australia and New Zealand should consult their professional advisers on requisite formalities. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Investors can only apply for New Shares and attaching New Options on an original Acceptance Form accompanying this Prospectus and on the terms and conditions referred to in this Prospectus. Please read carefully the instructions on the reverse of the Acceptance Form regarding an application for the New Shares and attaching New Options pursuant to this Prospectus.

Applications for Shortfall Securities must be made on the Entitlement and Acceptance Form. The issue of Shortfall Securities is in the complete discretion of the Directors. Please refer to Section 1.9 for more information on the Shortfall Offer.

In preparing this Prospectus, regard has been had to the fact that as the Company is a disclosing entity for the purposes of the Corporations Act, it is subject to regular reporting and disclosure obligations. Accordingly, certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The New Shares and attaching New Options to be issued pursuant to this Prospectus should be viewed as a speculative investment and investors should refer to the Risk Factors affecting the Company set out in Section 3. Accordingly, before deciding to apply for New Shares and attaching New Options, potential investors should consider whether or not such New Shares and attaching New Options are a suitable investment having regard to their personal circumstances. If in doubt, potential investors should consult their stockbroker, solicitor, accountant or other professional adviser prior to completing and lodging an Acceptance Form.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at www.protoresources.com.au. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. There is no facility for Applications to be accepted electronically or by applying online. The Corporations Act prohibits any person from passing on to another person the Acceptance Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus.

Proto Resources & Investments Ltd

The Company will not accept a completed Acceptance Form if it has reason to believe that the Applicant has not received a complete and unaltered copy of the Prospectus. Any person may obtain a hard copy of this Prospectus by contacting the Company prior to the Closing Date.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 8.

Proto Resources & Investments Ltd

CORPORATE DIRECTORY

Directors

Andrew Mortimer
Executive Director

Lia Darby
Non-Executive Director

Andrew Heap
Non-Executive Director

Company Secretary

Kent Hunter

Registered Office

Suite 56, Level 11
88 Pitt Street
SYDNEY NSW 2000

Telephone: +61 2 9225 4000

Facsimile: +61 2 9221 8279

Email: info@protoresources.com.au

Website: www.protoresources.com.au

Australian Securities Exchange
Codes: PRW, PRWO and PRWOA

Share Registry*

Advanced Share Registry Services
150 Stirling Highway
NEDLANDS WA 6009

Telephone: +61 8 9389 8033

Facsimile: +61 8 9389 7871

Solicitors*

Price Sierakowski Corporate
Level 24, St Martin's Tower
44 St George's Terrace
PERTH WA 6000

Compliance Managers

Mining Corporate Pty Ltd
Level 11, 216 St Georges Terrace
PERTH WA 6000

Auditors*

RSM Bird Cameron
Level 21, 55 Collins Street
MELBOURNE, VIC 3000

Stock Exchange Listing - PRW

* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

Proto Resources & Investments Ltd

CHAIRMAN'S LETTER

7 March 2014

Dear Fellow Shareholder,

On behalf of Proto Resources & Investments Ltd (Proto) I wish to thank Shareholders for their continued support, in the face of very challenging global commodity markets. These markets are now improving as China continues to grow steadily and without the hard landing that many were predicting to occur well before now. Proto is now focusing on the iron ore potential of the Barnes Hill project while still working on the financing of the nickel-cobalt operation.

Proto's 100% owned Barnes Hill project in Tasmania is the main focus of the Company as Proto looks to source an off taker for the iron ore product. Twelve metric tonnes of commercial samples have been taken and the company looks forward to announcing a successful outcome of off take discussions in the short to near term. Proto is still assessing its processing technologies and pursuing the financing of the nickel-cobalt operation. However, this work has taken longer due to subdued commodity prices. Proto is a strong proponent of the iron ore potential of Barnes Hill as it was Australia's first iron ore mine and the Company looks forward to putting it back into production. Proto is still pursuing the Lindemans Bore and Rosewood projects in the Northern Territory; however this work is a secondary focus to the iron ore potential of the Barnes Hill project.

The Board is pleased to offer Shareholders the opportunity to participate in a pro-rata non-renounceable entitlement issue of New Shares on the basis of one New Share for every one Share held at the Record Date. An attaching New Option will be issued on the basis of one New Option for every New Share subscribed for under the Offer.

Acceptance of your entitlements and will reduce dilution of your existing shareholding. The Board deemed this method as the best way of raising funds and rewarding its existing shareholders. The Offer does not impact on the Company's ability to raise funds under ASX Listing Rule 7.1. The Company is keen to provide all Shareholders with an opportunity to invest in order to facilitate investment as much as possible from current Proto Shareholders.

Each New Share will be issued at a total issue price of 0.1 cent (\$0.001) per New Share paid on acceptance of the Offer.

Each New Option is exercisable into ordinary Shares at 0.13 cents (\$0.0013) on or before 5.00pm (WST) on 17 December 2017. Please refer to Section 2 of this Prospectus for full terms of the New Options and the underlying Shares.

All Shareholders registered at 5.00pm (WST) on 18 March 2014, being the Record Date, will be entitled to participate in the pro-rata non-renounceable entitlement issue offered under this Prospectus.

The Closing Date for acceptances is 5.00pm (WST) on 3 April 2014.

The Company has sought quotation of the New Shares and New Options on ASX on 7 March 2014.

The Board encourages all Shareholders take up their entitlements and advises that each of the Directors will fully take up their respective entitlements. Funds raised from the Offer will be used for working capital purposes and to pay the expenses of the Offer.

Proto Resources & Investments Ltd

The Board takes this opportunity to thank all Shareholders for their support and looks forward to your continued support in the future.

Shareholders should refer to Section 3 – 'Risk Factors' when considering the information provided.

Yours faithfully

Andrew Mortimer
Chairman

Proto Resources & Investments Ltd

TIMETABLE AND IMPORTANT DATES

EVENT	DATE
Prospectus lodged with ASIC	7 March 2014
Lodgement of Prospectus, Announcement and Appendix 3B with ASX	7 March 2014
Notice sent to Shareholders	11 March 2014
'Ex' Date*	12 March 2014
Record Date for determining entitlements*	18 March 2014
Closing Date**	3 April 2014
New Shares and New Options quoted on a deferred settlement basis	4 April 2014
ASX notified of under-subscriptions	8 April 2014
Dispatch of holding statements and deferred settlement trading ends	11 April 2014
New Shares and New Options commence trading on ASX	12 April 2014

These dates are indicative only and may, subject to the requirements of the Listing Rules and the Corporations Act, be changed without notice.

** Shareholders should consult their brokers or professional advisors in regards to the definition of 'Ex' Date and Record Date to ensure that their entitlement to participate in the Offer is assured.*

*** The Directors reserve the right to vary the Closing Date, which may have a consequential effect on other dates. The Directors may extend the Closing Date by giving at least 6 Business Days notice to ASX prior to the Closing Date. As such, the date the New Shares and New Options are expected to commence trading on ASX may vary.*

SECTION 1 DETAILS OF THE OFFER

1.1 Purpose of the Offer

The Offer is being undertaken to recognise Shareholders' ongoing support of the Company and to raise additional working capital. The funds raised by the Offer of approximately \$741,793 will be applied towards working capital and meeting the expenses associated with the Offer. Please refer to Section 4.1 use of funds table for further details.

1.2 Details of the Offer

The Company offers for subscription approximately 741,793,705 New Shares and 741,793,705 New Options. The New Shares are being offered to Shareholders on the basis of one New Share for every one Share held on the Record Date with one attaching New Option for every New Share subscribed for and issued under the Offer. In the calculation of any entitlement, fractions will be rounded up to the nearest whole number.

All holders of Shares in the Company on the Record Date are entitled to participate in the Offer. Option holders who exercise their Options after the date of this Prospectus but prior to the Record Date are entitled to participate in the Offer.

Each New Share comes with an attaching New Option. Each New Option is exercisable on or before 5:00pm (WST) 17 December 2017 at \$0.0013 (0.13 cents) into one ordinary Share.

1.3 Entitlement

The number of New Shares with attaching New Options to which each Shareholder is entitled is shown on the enclosed personalised Acceptance Form. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be the maximum Entitlement.

Shareholders may accept their Entitlement in full or part by returning a completed Acceptance Form to the Company's share registry by 5.00 pm (WST) on 3 April 2014 accompanied by the appropriate Application Money.

Shareholders should note if they do not accept their entitlement their shareholding may be diluted. For further information, please refer to the specific risks set out in Section 3.2.1 of this Prospectus.

1.4 Non-Renounceable Issue

The offer of New Shares and attaching New Options pursuant to this Prospectus is non-renounceable. This means Shareholders cannot sell or otherwise transfer their Entitlement. Shareholders who do not accept their Entitlement will receive no benefit (other than if pursuant to an application for Shortfall).

1.5 Terms and Conditions of New Options

Each New Option issued will give the holder the right to subscribe for one Share in the Company at an exercise price of \$0.0013 (0.13 cents) per New Option at any time up to 5:00pm (WST) on 17 December 2017. The exercise price of the New Options and the number of Shares issued on exercise of the New Options may be adjusted in accordance with the terms and conditions of the New Options.

The terms and conditions on which the New Options are issued are set out in Section 2.2 of this Prospectus.

1.6 No Minimum Subscription

There is no minimum subscription for the Offer.

1.7 Oversubscriptions

Oversubscriptions will not be accepted.

1.8 Underwriting

The Offer is not underwritten.

1.9 Shortfall

If you do not wish to take up any part of your Entitlement, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall and will be dealt with in accordance with this Section 1.9. In these circumstances you will receive no benefit. Accordingly, it is important that you take action if you want to accept your Entitlement in accordance with the instructions in Section 1.15.

Eligible Shareholders who wish to apply for New Shares with attaching New Options above their Entitlement must complete the relevant section of the Entitlement and Acceptance Form attached to the back of this Prospectus and return it, together with payment for the total value of those Shortfall Shares and the your Entitlement (at \$0.001 per Share) to the Company. In order to apply for Shortfall New Shares (with attaching New Options) you must be an Eligible Shareholder and must have taken up your Entitlement in full.

If any Shortfall remains after Shareholders have taken up their Entitlements, the Directors reserve the right pursuant to the Corporations Act and the Listing Rules, specifically Listing Rule 7.2 (exception 3), to allot and issue any Shortfall with parties selected by them at their discretion.

All Shortfall will be placed within 3 months of the Closing Date and will be issued on the same terms as are being offered to Shareholders pursuant to this Prospectus. New Shares and attaching New Options not taken up by Shareholders will not be placed to the Directors or any related parties of the Company, without Shareholder approval.

The Company will not place any Shortfall to any person if it may result in that person breaching the Corporations Act.

1.10 Effect on Capital Structure after Completion of the Offer

Pursuant to the Offer, the Company is intending to issue approximately 741,793,705 New Shares and 741,793,705 attaching New Options with a exercise price of \$0.0013 and an expiry date of 17 December 2017. The Company will also be applying for quotation of the existing options on issue in this class.

The following is a summary of the Company's capital structure and the effect of the Offer (assuming full subscription).

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	Prior to the Offer	On Completion of the Offer*
Ordinary Shares	741,793,705	1,483,587,410
Options with an exercise price of \$0.055 and an expiry date of 26 March 2017 (quoted)	198,889,807	198,889,807
Options with an exercise price of \$0.05 and an expiry date of 1 September 2014 (quoted)	67,392,135	67,392,135
Options with an exercise price of \$0.0013 and an expiry date of 17 December 2017 (unquoted prior to completion of offer)	20,000,000	761,793,705
Options with an exercise price of \$0.35 and an expiry date of 12 September 2018 (unquoted)	142,858	142,858
Options with an exercise price of \$0.26 and an expiry date of 18 April 2017 (unquoted)	1,400,000	1,400,000
Options with an exercise price of \$0.013 and an expiry date of 20 May 2017 (unquoted)	2,280,000	2,280,000
Options with an exercise price of \$0.03 and an expiry date of 1 January 2018 (unquoted)	3,500,000	3,500,000
Options with an exercise price of \$0.01053 and an expiry date of 2 December 2017 (unquoted)	13,046,914	13,046,914
Options with an exercise price of \$0.01053 and an expiry date of 17 December 2017 (unquoted)	24,691,358	24,691,358
Options with an exercise price of \$0.01053 and an expiry date of 7 January 2018 (unquoted)	14,814,815	14,814,815
Options with an exercise price of \$0.01053 and an expiry date of 17 February 2018 (unquoted)	10,864,198	10,864,198
Performance Shares	9,000,000	9,000,000
Convertible Security with a face value of \$269,982	1	1

* assuming the Offer is fully subscribed, none of the existing Options on issue are exercised and no additional securities are issued.

Optionholders who exercise their Options after the date of this Prospectus but prior to the Record Date are entitled to participate in the Offer.

1.11 Allocation and Allotment of New Shares and New Options

The Offer pursuant to this Prospectus may be accepted in whole or in part.

Subject to ASX granting approval for quotation of the New Shares and attaching New Options, the allotment of the New Shares and attaching New Options will occur as soon as practicable after the Offer closes.

Statements of New Share and New Option holdings will be dispatched as required by ASX.

1.12 Application Monies to be Held in Trust

The Application Monies for the New Shares and attaching New Options to be issued pursuant to the Offer will be held on trust in a separate bank account on behalf of Applicants until the New Shares and New Options are allotted. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

1.13 Expenses of the Offer

The expenses which are payable by the Company for advisory fees, legal fees, printing fees and other costs incurred in preparing and distributing this Prospectus in respect of the Offer are estimated to be approximately \$86,571 and are outlined further in Section 5.6.

1.14 Quotation of New Shares and New Options

The Company will apply to ASX for quotation of the New Shares and attaching New Options in accordance with the timetable set out at the commencement of this Prospectus. If an application for quotation of the New Shares and New Options is not made within seven days after the date of this Prospectus, or ASX does not grant permission for official quotation of the New Shares and New Options within three months after the date of this Prospectus, applications will be dealt with in accordance with section 724 of the Corporations Act. No interest will be paid on any returned Application Money.

The Company will also apply for quotation of the existing 20,000,000 unlisted options with an exercise price of \$0.0013 and an expiry date of 17 December 2017.

The fact that ASX may grant official quotation to the New Shares and New Options is not to be taken in any way as an indication of the merits of the Company or the New Shares and New Options now offered for subscription.

1.15 How to Apply for New Shares and New Options

Other than pursuant to an application for Shortfall, an Application for New Shares and attaching New Options in response to this Offer may only be made on the personalised Acceptance Form that accompanies this Prospectus.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
 - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
 - (ii) attach your cheque for the amount indicated on the Entitlement and Acceptance Form or apply for New Shares with attaching New Options by utilising the electronic banking facility as detailed on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept part of your Entitlement:
 - (i) fill in the number of New Shares with attaching New Options you wish to apply for in the space provided on the Entitlement and Acceptance Form attaching); and
 - (ii) attach your cheque for the appropriate application monies (at \$0.001 per Share) or apply using the electronic payment options as detailed on the Entitlement and Acceptance Form; or
- (c) if you wish to accept your Entitlement in full and apply for Shortfall Shares in accordance with Section 1.9:
 - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided;
 - (ii) fill in the number of Shortfall New Shares (with attaching New Options) you wish to apply for in the space provided on the Entitlement and Acceptance Form; and
 - (iii) attach your cheque for the total amount payable for your Entitlement and the number of Shortfall New Shares (with attaching New Options) you wish to apply for (at \$0.001 per Share) or apply using the electronic payment options as detailed on the Entitlement and Acceptance Form; or

- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Instructions as to how to complete the Acceptance Form are included on the reverse of the Acceptance Form. Applications that are not made on an Acceptance Form will not be accepted by the Company other than pursuant to an application for Shortfall.

Applications for the New Shares and attaching New Options must be accompanied by the appropriate Application Money for the number of New Shares and attaching New Options applied for in the Acceptance Form.

Cheques should be drawn on an Australian bank in Australian dollars and should be made payable to **Proto Resources & Investments Ltd – Share Account** and be crossed “Not Negotiable”.

Completed Acceptance Forms and accompanying cheques should be delivered before the Closing Date to:

Advanced Share Registry Services
150 Stirling Highway, NEDLANDS WA 6009

Or posted to:

Advanced Share Registry Services
PO Box 1156, NEDLANDS WA 6909

Please ensure that the completed Acceptance Form, together with your Application Money is received by the Share Registry by no later than 5.00pm (WST) on 3 April 2014.

1.16 **CHESS And Issuer Sponsorship**

The Company operates an electronic CHESS sub-register and an electronic issuer sponsored sub-register. These two sub-registers make up the Company's register of securities. The Company will not issue certificates to New Shareholders and New Option holders. Rather, holding statements (similar to bank statements) will be dispatched to New Shareholders and New Option holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for New Shareholders and New Option holders who elect to hold New Shares or New Options on the CHESS sub-register) or by the Company's Share Registry (for New Shareholders and New Option holders who elect to hold their New Shares and New Options on the Issuer sponsored sub-register). The statements will set out the number of New Shares and New Options allotted under the Prospectus and provide details of a Shareholder's Holder Identification Number (for New Shareholders and New Option holders who elect to hold New Shares and New Options on the CHESS sub register) or Reference Number (for New Shareholders and New Option holders who elect to hold their New Shares and New Options on the issuer sponsored sub-register). Updated holding statements will also be sent to each New Shareholder and New Option holder following the month in which the balance of their holding of New Shares or New Options changes, and also as required by the ASX Listing Rules or the Corporations Act.

1.17 **Risks**

As with any share investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 3 of this Prospectus. The New Shares and new Options on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, Applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

Factors affecting an investment in the Company include, potential for significant dilution,

future capital needs, inherent uncertainty regarding concern, stock market fluctuations, competition risks, exploration and development risks, foreign currency exchange rate fluctuations, economic risks and external market factors, additional requirements for capital, regulatory issues and governmental policy regarding environmental protection.

Investors are directed to Section 3 of this Prospectus which sets out certain key risks associated with making an investment in the Company.

1.18 Overseas Investors

The Offer contained in this Prospectus is only available for acceptance by Shareholders with a registered address as at the Record Date in Australia or New Zealand. This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit a public offering of New Shares and attaching New Options in any jurisdiction outside Australia or New Zealand.

The New Shares and attaching New Options are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares and attaching New Options is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

It is the responsibility of applicants outside Australia to obtain all necessary approvals for the allotment and issue of the New Shares and New Options pursuant to this Prospectus. The return of a completed Acceptance Form or Shortfall Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

The Company in its absolute discretion, reserves the right to determine whether a Shareholder with an address outside Australia or New Zealand is eligible and able to participate in the Offer.

In accordance with the Securities Act (Overseas Companies) Exemption Notice 2013 (NZ), a person who, on the Record Date was registered as a holder of Shares with a New Zealand address but who, as at the time of this Offer no longer holds Shares is not eligible to participate in this Offer

1.19 Privacy Disclosure

Persons who apply for New Shares and attaching New Options pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for New Shares and attaching New Options, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for New Shares and attaching New Options will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

1.20 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in the New Shares and attaching New Options. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters

referred to above or any other taxation consequences connected with an investment in the New Shares and attaching New Options in the Company or dealing with an Entitlement under this Offer.

1.21 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

Questions relating to the Offer can be directed to the Company on +61 2 9225 4000.

Questions relating to the completion of the Acceptance Forms or Shortfall Application Forms can be directed to the Company's Share Registry, Advanced Share Registry Services on +61 8 9389 8033.

SECTION 2 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

2.1 Terms and Conditions of Ordinary Shares

The rights attaching to the Ordinary Shares are derived through a combination of statute, the Company's constitution, common law, the Listing Rules and other applicable legislation. The following is a broad summary (though not an exhaustive or definitive statement) of the current rights that attach to Ordinary Shares in the Company.

(a) **Voting Rights**

Subject to any rights or restrictions attached to any class of shares, whether by their issue, the Constitution, the Listing Rules or the Corporations Act, at a general meeting each Shareholder present in person or by proxy, company representative or attorney, is entitled to one vote on a show of hands. Upon a poll, every Shareholder present in person or by proxy, company representative or attorney, is entitled to one vote for each fully paid Ordinary Share that the Shareholder holds.

(b) **General Meetings**

Each Shareholder is entitled to receive notice of and to be present, to vote and to speak at a general meeting of the Company. Further, each Shareholder is entitled to receive all notices, accounts and other documents required to be furnished to Shareholders under the constitution of the Company, the Listing Rules or the Corporations Act.

(c) **Dividend Rights**

The Company may in general meeting declare a dividend which shall not exceed the amount recommended by Directors. The Company does not expect to pay dividends in the short to medium term.

(d) **Transfer of Shares**

Subject to the constitution of the Company, the Corporations Act, the ASX Settlement Operating Rules and the Listing Rules, Ordinary Shares are freely transferable. Ordinary Shares may be transferred as set out in the Constitution, including by way of a market transfer. The Company may decline to register a transfer (other than a market transfer) where permitted by law, the Listing Rules or the ASX Settlement Operating Rules.

(e) **Changes in Capital**

Subject to the Corporations Act, the constitution of the Company and the Listing Rules, the Directors may consolidate, or divide the Ordinary Shares, allot, issue or otherwise dispose of new Ordinary Shares on such terms and conditions as they determine.

(f) **Variation of Rights**

The Company may only modify or vary the rights attaching to any class of Ordinary Shares with the consent in writing of three quarters of the issued shares of that class or by a special resolution of the Company passed at a meeting of the holders of the issued Ordinary Shares of that class.

(g) **Rights on Winding Up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept

Proto Resources & Investments Ltd

any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, any shares classified as restricted securities at the time of the commencement of the winding up shall rank in priority after all other shares.

2.2 Terms and Conditions of New Options

The New Options are granted on the following terms and conditions:

- (a) Each New Option entitles the holder to acquire one fully paid Ordinary Share in the Company.
- (b) The New Options may be exercised at any time on or before 5.00pm (WST) on 17 December 2017. Each New Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed, together with payment of the sum of 0.13 cents (\$0.0013) per New Option exercised. The New Options will lapse at 5.00pm (WST) on 17 December 2017.
- (c) The New Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of New Options at any time until 5.00pm (WST) on 17 December 2017, being the date the New Options expire. This right is subject to any restrictions on the transfer of a New Option that may be imposed by ASX or under applicable Australian securities law.
- (d) New Option holders can only participate in new issues of securities provided they have first exercised their New Options in which case the New Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the New Options.
- (e) Ordinary Shares issued on the exercise of New Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Ordinary Shares allotted pursuant to the exercise of a New Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Ordinary Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
- (f) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (g) If there is a bonus issue to shareholders, the number of Ordinary Shares over which the New Option is exercisable may be increased by the number of Ordinary Shares which the holder of the New Option would have received if the New Option had been exercised before the record date for the bonus issue.
- (h) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

SECTION 3 RISK FACTORS

3.1 Risks Associated with Investment

Prospective investors should be aware that the market price of the New Shares and attaching New Options following official quotation may be influenced by many unpredictable factors and that subscribing for New Shares and attaching New Options involves various risks. The value of the Company's securities on the ASX may rise and fall depending on a range of factors, some of which are beyond the control of the Company.

The Company is in its early development stage. Any profitability in the future from the Company's business will be dependent upon the successful development, production and marketing of nickel and other minerals from the Company's projects.

The New Shares and attaching New Options being offered under this Prospectus are considered speculative due to the present stage of development of the Company. This Prospectus carries no guarantee with respect to the return of capital or price at which the New Shares and attaching New Options or Shares resulting from the exercise of the New Shares and attaching New Options will trade.

The factors detailed below should be considered by any potential investors; however, this is by no means an exhaustive list of the risks that may affect the Company. Potential investors should examine the contents of this Prospectus in its entirety and the specific matters referred to in the Company's announcements and consult their professional advisors before deciding whether to apply for New Shares and attaching New Options.

3.2 Specific Risks

3.2.1 Potential for significant dilution

Upon implementation of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date the number of Shares in the Company will increase from 741,793,705 currently on issue to 1,483,587,410. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

A dilution table is provided below showing the effect of acceptances on the number of ordinary shares as at the date of the Entitlements Issue assuming no shortfall placed;

	100% acceptance	75% acceptance	50% acceptance	25% acceptance
Shares on Issue	741,793,705	741,793,705	741,793,705	741,793,705
Entitlements Issue	741,793,705	556,345,279	370,896,853	185,448,426
Total	1,483,587,410	1,298,138,984	1,112,690,558	927,242,131
Dilution	100%	42.85%	33.33%	20.00%

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

3.2.2 Future Capital Needs and Inherent Uncertainty Regarding Concern

Further funding of projects may be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance.

A failure to meet cash calls would result in default in joint venture obligations which, if not remedied, could result in forfeiture of licences.

It is noted the Independent Auditor's Review Report on the financial report to 30 June 2013 accounts contains an Emphasis of Matter in relation to the Company's ability to continue as a going concern.

3.2.3 Exploration Risk

The successful exploration and development of mineral properties is speculative. Most exploration projects do not result in the discovery of commercially viable deposits. The mineral tenements of the Company are at various stages of exploration. There can be no assurance that exploration of tenements held or acquired by the Company in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited into a producing mine.

The exploration costs of the Company are based on certain estimates and assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

Compliance Risk

The Company has acquired an interest in various mining tenements including tenements in Tasmania, Western Australia, and the Northern Territory. Title to these tenements is subject to the Company, as tenement holder, complying with the terms and conditions of each tenement, including the minimum annual expenditure commitments. There is a risk that if the Company does not comply with the terms and conditions of each tenement, it may lose its interest in the relevant tenement.

The Company has implemented appropriate policies and practices to mitigate the risk that the terms and conditions attaching to each of the tenements it has acquired an interest in are not complied with.

3.3 General Risks

3.3.1 Share Market

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance.

Share market conditions are affected by many factors including but not limited to the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- mineral price fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- terrorism or other hostilities; and
- other factors beyond the control of the Company.

3.3.2 Operating Risks

The operations of the Company may be affected by various factors, including failure to locate or identify deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

3.3.3 Commercialisation Risks

Even if the Company discovers commercial quantities of minerals, there is a risk the Company will not achieve a commercial return. The Company may not be able to transport the minerals at a reasonable cost or may not be able to sell the minerals to customers at a rate which would cover its operating and capital costs. The Company has to receive regulatory and environmental approval to convert its exploration permits into production concessions. There is a risk that these approvals may not be obtained.

3.3.4 Economic and Government Risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- general economic conditions in Australia and its major trading partners;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the commodities (resources) sector;
- movement in, or outlook on, interest rates and inflation rates; and
- natural disasters, social upheaval or war in Australia or overseas.

3.3.5 Commodity Price and Exchange Rate Risk

As the Company's potential earnings will be largely derived from the sale of mineral commodities, either in processed or concentrate forms, the Company's future revenues and cash flows will be impacted by changes in the prices of these commodities. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major metal producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company's cost base will be in Australian dollars. Consequently changes in the Australian dollar exchange rate will impact on the earnings of the Company. The exchange rate is affected by numerous factors beyond the control of the Company, including interest rates, inflation and the general economic outlook.

SECTION 4 PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer and Use of Funds

Under the Offer, approximately 741,793,705 New Shares and 741,793,705 New Options are available for issue and will be issued if the Offer is fully subscribed (either by Shareholders accepting the offer under this Prospectus or pursuant to the allocation of any Shortfall referred to in Section 1.9 of this Prospectus).

After expenses of the Offer, the proceeds from the Offer of New Shares and attaching New Options will be approximately \$741,793 (assuming that the Offer is fully subscribed, none of the existing Options on issue are exercised and no further securities are issued). These funds, when received will firstly be allocated towards the general working capital of the Company to continue the ongoing funding of the Company. Funds from working capital could be used over the coming periods to finance the ongoing exploration works of the Company on its existing projects, the assessment of new opportunities to add to those existing projects and for meeting the Company's ongoing administrative and management costs.

The proceeds of the Offer will be used as follows (assuming full subscription):

	Use of Funds	Full Subscription (\$)
1.	Iron and Nickel Testing	120,000
2.	Working Capital	150,000
3.	Cost of Issue	86,571
4.	Acid Recovery Technological Development	40,000
5.	Nickel Processing Technological Development	70,000
6.	Exploration	180,000
7.	Outstanding Creditors	80,000
8.	Miscellaneous	15,222
	Total Proceeds	741,793

Should the Offer not be fully subscribed, the use of funds table above would be scaled back proportionately to reflect the Entitlement Acceptance. Accordingly the Company may not be able to meet its objectives set out above. In this instance the Company may consider alternative methods of funding which would be determined by the board if required.

4.2 Effect of the Offer

Assuming full subscription and that none of the existing Options on issue are exercised, the principal effect of the Offer will be to:

- (a) increase cash reserves by approximately \$655,222 after deducting estimated expenses of the Offer;
- (b) increase the number of the Shares on issue by 741,793,705 following the completion of the offer; and
- (c) increase the number of Options on issue by 741,793,705 following completion of the Offer.

Please see Section 1.10 of this Prospectus for further details regarding the effect of the Offer on the Company's capital structure.

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4.3 Pro Forma Statement of financial position

Set out below is:

- An audited consolidated statement of financial position of the Company as at 30 June 2013; and
- an unaudited consolidated pro-forma statement of financial position of the Company as at 30 June 2013 incorporating the effect of the Offer.

	Audited Statement of financial position as at 30 June 2013	Unaudited Proforma Statement of financial position as at 30 June 2013
	\$	\$
CURRENT ASSETS		
Cash and cash equivalents	165,453	820,975
Trade and other receivables	180,036	180,036
Held for trading financial assets	180,749	180,749
Other assets	2,327	2,327
TOTAL CURRENT ASSETS	528,565	1,184,087
NON-CURRENT ASSETS		
Trade and other receivables	-	-
Available for sale financial assets	252,483	252,483
Exploration assets	7,760,422	7,760,422
Plant and equipment	26,629	26,629
Other assets	98,596	98,596
TOTAL NON-CURRENT ASSETS	8,138,130	8,138,130
TOTAL ASSETS	8,666,695	9,322,217
CURRENT LIABILITIES		
Trade and other payables	874,651	874,651
Provisions	8,626	8,626
Borrowings	652,637	652,367
TOTAL CURRENT LIABILITIES	1,535,914	1,535,914
TOTAL LIABILITIES	1,535,914	1,535,914
NET ASSETS	7,131,051	7,786,273
EQUITY		
Issued capital	31,947,295	32,689,088
Reserves	4,357,490	4,357,490
Accumulated losses	(29,204,799)	(29,291,370)
Equity attributable to member	7,099,986	7,755,208
Non-controlling interest	(31,065)	(31,065)
TOTAL EQUITY	7,131,051	7,786,273

The audited Consolidated Statement of Financial Position as at 30 June 2013 and the unaudited Consolidated Pro Forma Statement of Financial Position as at 30 June 2013 shown above have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all New Shares and attaching New Options pursuant to the Offer in this Prospectus are issued.

The Consolidated Statement of Financial Position has been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

SECTION 5 ADDITIONAL INFORMATION

5.1 Nature of this Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- the effect of the Offer on the Company; and
- the rights and liabilities attaching to the New Shares and attaching New Options offered by this Prospectus.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

5.2 Continuous Reporting and Disclosure Obligations

The Company is listed on ASX and quoted with codes PRW (Shares) and PRWO and PRWOA (Options).

The Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since the lodgement of the Company's Annual Report on 30 September 2013 free of charge to any Shareholder who so requests prior to the Closing Date. A list of those documents for the period ended 30 September 2013 to the time of lodging this Prospectus is set out in Section 6.

5.3 Market Prices of Shares

The highest and lowest recorded closing market sale prices of the Shares quoted on ASX during the three (3) month period immediately prior the date of this Prospectus were \$0.005 on the 7 December 2013 and \$0.001 on 6 March 2014, respectively.

The last closing market sale price of the Shares on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was \$0.001 on 6 March 2014.

5.4 Litigation

The Directors are not aware of any litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

5.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director:

- to induce him to become, or to qualify him as, a Director; or
- for services rendered by him in connection with the formation or promotion of the Company or the Offer.

All Directors have stated that they intend to take up their full Entitlement under the Offer. The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus are as follows:

Director	Shares		Options	
	Direct	Indirect	Direct	Indirect
Andrew Mortimer	31,611,514	200,000	5,765,002	-
Lia Darby	4,688,828	200,000	3,541,667	-
Andrew Heap	-	-	-	-

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors for the previous and current financial years.

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Director	2011/2012 (Actual)	Fees paid/ payable for 1 July 2013 – 7 March 2014 (Actual)	2013/2014 (Proposed)
Andrew Mortimer	\$285,000	\$194,512 – Director salary	\$282,000 – Director salary
Lia Darby	\$134,740	\$21,797 – Director fees	\$80,000 – Director fees
Andrew Heap	\$50,000	\$Nil – Director fees	\$50,000 – Director fees

Each Director is a party to a Deed of Access and Indemnity with the Company and the Company has effected Directors' and Officers' Liability and Corporate Reimbursement insurance on behalf of the Directors. The Company intends to maintain this insurance.

5.6 Costs of the Offer

The costs of the Offer are estimated as follows:

ASIC Fees	2,225
Preparation of the Prospectus	10,000
Printing, postage, ASX and other expenses	74,346
Total	86,571

5.7 Disclosure of Interests of Non-Directors

Other than as set out below or elsewhere in the Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus holds, or has held within two years before lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

And no amount has been paid or agreed to be paid to any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus or services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Mining Corporate has acted as corporate advisors to the Offer. The Company estimates as at the date of this Prospectus that it will pay amounts totalling approximately \$10,000 (excluding GST and disbursements) to Mining Corporate for this work. Work in relation to the Offer after the date of this Prospectus will be charged at usual rates. Mining Corporate are corporate advisors to the Company and have been paid fees totalling approximately \$77,000 (exclusive of GST) for services over the past two years.

5.8 Consents

Mining Corporate Pty Ltd has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in the Prospectus as the Company's compliance manager in the form and context in which it is named.

Bentleys has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in the Prospectus as the Company's auditors in the form and context in which it is named.

Advanced Share Registry Services has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in the Prospectus as the Company's share registrar in the form

and context in which it is named.

None of Mining Corporate, Bentleys nor Advanced Share Registry Services have caused or authorised the issue of this Prospectus, do not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in its consent and to the maximum extent permitted by law expressly disclaims and takes no responsibility for any part of this Prospectus other than reference to its name and a statement included in respect to the Party's consent.

5.9 Electronic Prospectus

Pursuant to Class Order 00/044, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the relevant Acceptance Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic version of the form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

SECTION 6 INFORMATION AVAILABLE TO SHAREHOLDERS

The Company will provide a copy of each of the following documents, free of charge, to any Shareholder who so requests:

- (a) the Annual Financial Report for the Company for the period ended 30 June 2013; and
- (b) the documents set out below used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period ended 30 September 2013 and prior to the date of this Prospectus.

Date	ASX Announcement
8/02/2014	Appendix 3B
28/02/2014	Notice under Section 708A
18/02/2014	Response to ASX Appendix 5B Query
18/02/2014	Appendix 3B
17/02/2014	Notice under Section 708A
03/02/2014	Barnes Hill Iron Ore Update
31/01/2014	Quarterly Cashflow Report
31/01/2014	Quarterly Activities Report
23/01/2014	Ceasing to be a substantial holder
16/01/2014	Change in substantial holding
09/01/2014	Change in substantial holding
09/01/2014	Becoming a substantial holder
08/01/2014	Change of Director's Interest Notice x 2
07/01/2014	Appendix 3B
07/01/2014	Notice under Section 708A
03/01/2014	Option Expiry
02/01/2014	Ceasing to be a substantial holder
31/12/2013	Becoming a substantial holder
30/12/2013	Director Resignation & Final Director's Interest Notice
30/12/2013	Ceasing to be a substantial holder
30/12/2013	Becoming a substantial holder

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27/12/2013	Appendix 3B
27/12/2013	Notice under Section 708A
18/12/2013	Response to ASX Volume Query
18/12/2013	Appendix 3B
18/12/2013	Notice under Section 708A
10/12/2013	Encouraging Results at the Mooloogool Project - Updated
03/12/2013	Amended Appendix 3B
02/12/2013	Appendix 3B
02/12/2013	Encouraging Results at the Mooloogool Project
29/11/2013	2013 AGM Results
29/11/2013	Change of Address
29/11/2013	Option Expiry
26/11/2013	Mooloogool Copper Gold Project Report
19/11/2013	Aeromagnetic Survey to Commence at Rosewood in NT
14/11/2013	Finance News Network Audio Release
14/11/2013	Final Issue of Shortfall
05/11/2013	Issue of Shortfall
31/10/2013	Quarterly Cashflow Report
31/10/2013	Quarterly Activities Report
30/10/2013	Notice of Annual General Meeting/Proxy Form
22/10/2013	Proto Refocuses in the Northern Territory
16/10/2013	Proto Expands Exploration in WA as Mt Vettors Drilling Nears

Please note that all of the above documents are available from the ASX webpage at www.asx.com.au

SECTION 7 AUTHORITY OF DIRECTORS

This Prospectus is dated 7 March 2014 and is issued by Proto Resources & Investments Ltd.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquires and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors knowledge, before any issue of New Options pursuant to this Prospectus.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of Proto Resources & Investments Ltd has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of Proto Resources & Investments Ltd.

Andrew Mortimer
Director
7 March 2014

SECTION 8 DEFINITIONS

“**Acceptance Form**” means the acceptance form accompanying this Prospectus.

“**Applicant**” means an applicant for New Shares with attaching New Options who duly completes an Acceptance Form and pays the applicable Application Money.

“**Application**” means a valid application for New Shares with attaching New Options under this Prospectus.

“**Application Money**” means the aggregate amount of money payable for New Shares with attaching New Options applied for in the Acceptance Form.

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited (ABN 98 008 624 691).

“**ASX Settlement Operating Rules**” means the business rules of ASX Settlement Pty Ltd (ACN 008 504 532) as the approved Securities Clearing House under the Corporations Act.

“**Business Day**” means any day which is defined to be a Business Day pursuant to Listing Rule 19.12 of the Listing Rules.

“**CHESS**” means Clearing House Electronic Sub-register System of ASX Settlement Pty Ltd (ACN 008 504 532).

“**Closing Date**” means 5:00 pm (WST) on 3 April 2014 or such other date as may be determined by the Directors consistent with this Prospectus.

“**Company**” means Proto Resources & Investments Ltd (ABN 35 108 507 517).

“**Corporations Act**” means the Corporations Act 2001 (Cth).

“**Constitution**” means the constitution of the Company.

“**Cth**” means the Commonwealth of Australia.

“**Directors**” means the directors of the Company.

“**Dollars**” or “**\$**” means dollars in Australian currency.

“**Entitlement**” means the entitlement of a Shareholder who is eligible to participate in the Offer.

“**EST**” means Eastern Standard Time in Sydney, New South Wales.

“**Exercise Price**” means the exercise price of the New Options being \$0.0013 (0.13 cents)

“**GST**” means goods and service tax levied in Australia pursuant to A New Tax System (Goods and Services Tax) Act 1999 (Cth).

“**Issue Price**” means \$0.001 (0.1 cents).

“**Listing Rules**” means the Listing Rules of the ASX.

“**New Option**” means an option to acquire one fully paid ordinary share in the Company issued pursuant to this Prospectus which entitles the New Optionholder to subscribe for one Share at an exercise price of \$0.0013 per New Option at any time up to 5.00pm (WST) 17 December 2017.

“**New Optionholders**” means any holders of New Options in the Company.

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“**New Share**” means a Share to be issued pursuant to this Prospectus.

“**New Shareholders**” means any holders of New Shares in the Company.

“**Offer**” means the offer of approximately 741,793,705 New Shares and 741,793,705 New Options under this Prospectus.

“**Option**” means an option to acquire a Share in the capital of the Company.

“**Optionholder**” means the holder of an Option as recorded in the register of the Company.

“**Prospectus**” means this prospectus dated 7 March 2014.

“**Record Date**” means the date to determine who is eligible to be offered New Options in accordance with this Prospectus which is 5:00pm (WST) on 18 March 2014.

“**Share**” means a fully paid ordinary share in the Company.

“**Shareholder**” means the holder of a Share as recorded in the register of the Company.

“**Shortfall**” means the number of New Shares with attaching New Options comprising the difference between the New Shares with attaching New Options the subject of the Offer and the number of New Shares with attaching New Options for which valid applications have been received and accepted by the Company by the Closing Date.

“**WST**” means Western Standard Time in Perth, Western Australia.