

7 March 2014

Non Renounceable Pro Rata Offer

ASX Release Stock Code: PRW

The Directors of Proto Resources & Investments Ltd (“Proto”) have resolved that the Company will make a pro rata non-renounceable offer of up to 741,793,705 New Shares at an issue price of \$0.001 (0.1 cents) per New Share. An attaching New Option will be issued on the basis of one New Option for every one New Shares subscribed for and issued under the Offer. The New Options will have an exercise price of \$0.0013 (0.13 cents) and an expiry date of 17 December 2017.

The Offer will be made to Proto shareholders on a basis of one (1) New Share (with attaching New Option) for every one (1) Share held at 5.00pm WST on 18 March 2014 (Record Date).

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

The ASX has previously approved the timetable for the non-renounceable pro-rata offer of options by the Company. The Company is pleased to announce the important dates for the offer are as follows:

Lodgement of Prospectus	7 March 2014
‘Ex’ Date	12 March 2014
Record Date	18 March 2014
Acceptance closes at 5pm EST	3 April 2014

Applicants 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 Company lodged a Prospectus for the Offer at the Australian Securities & Investment Commission on 7 March 2014. The Prospectus will be mailed to each shareholder registered in the share register on the Record Date. Each shareholder’s entitlement under the Offer will be set out in the Entitlement and Acceptance Form that will accompany the Prospectus.

The Company will apply for official quotation of the New Shares and New Options issued under this Prospectus on or before 7 March 2014.

For further information please contact:

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