

PROTO



RESOURCES & INVESTMENTS LTD

STOCK EXCHANGE ANNOUNCEMENT

11 July 2013

Non Renounceable Pro Rata Offer

ASX Release Stock Code: PRW

The Directors of Proto Resources & Investments Ltd have resolved that the Company will make a pro rata non-renounceable offer of up to 1,098,091,714 New Shares at an issue price of \$0.001 (0.1 cent) 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 \$0.0055 (0.55 cents) and an expiry date of 26 March 2017.

The Offer will be made to Proto Resources shareholders on a basis of two (2) New Shares (with attaching New Option) for every three (3) Shares held at 5.00pm WST on 22 July 2013 (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	11 July 2013
'Ex' Date	16 July 2013
Record Date	22 July 2013
Acceptance closes at 5pm EST	9 August 2013

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.

**Proto Resources &
Investments Ltd**

ACN: 108 507 517

Suite 1901, Level 19, 109 Pitt St,
Sydney 2000 NSW Australia

PO Box R1870
Royal Exchange NSW 1225

p: +61 2 9225 4000
f: +61 2 9235 3889

e: info@protoresources.com.au
w: www.protoresources.com.au

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The Company intends to lodge a Prospectus for the Offer at the Australian Securities & Investment Commission on or before 11 July 2013. 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 15 August 2013.

For further information please contact:

Mr Andrew Mortimer
Managing Director
Proto Resources & Investments Ltd
Phone: +61 (0)2 9225 4000
Fax: +61 (02) 9232 5359
Mobile: +61 (0)433 894 923