

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Proto Resources &amp; Investments Limited</b>
<b>ABN</b>	<b>35 108 507 517</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Aziz Gregory Melick
<b>Date of last notice</b>	24 February 2012

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Indirect (1)</b> <b>Indirect (2)</b> <b>Direct</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>Indirect (1)</b> Shares purchased by Mr Aziz Gregory Melick & Mrs Michelle Suzanne Melick <Melick Super Fund A/C> of which Mr Melick is a beneficiary  <b>Indirect (2)</b> Shares purchased by Melick Superannuation Fund of which Mr Melick is a beneficiary
<b>Date of change</b>	24 May 2012

+ See chapter 19 for defined terms.

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<p><b>No. of securities held prior to change</b></p>	<p><b>Direct</b>  462,500 ordinary shares  1,000,000 Options expiring at \$0.25 on or before 31 December 2013  50,000 options exercisable at \$0.05 on or before 1 September 2014</p> <p><b>Indirect (1)</b>  1,548,130 Ordinary shares  774,065 options exercisable at \$0.05 on or before 1 September 2014</p> <p><b>Indirect (2)</b>  186,668 ordinary fully paid shares  33,334 options exercisable at \$0.25 on or before 31 December 2013  93,334 options exercisable at \$0.05 on or before 1 September 2014</p>
<p><b>Class</b></p>	<p>\$0.05 options exercisable on or before 1 September 2014</p>
<p><b>Number acquired</b></p>	<p><b>Indirect (1)</b>  1,633,666 options exercisable at \$0.05 on or before 1 September 2014</p>
<p><b>Number disposed</b></p>	<p><b>N/A</b></p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p><b>Indirect (1)</b>  \$4,901</p>

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<b>No. of securities held after change</b>	<p><b>Direct</b> 462,500 ordinary shares 1,000,000 Options expiring at \$0.25 on or before 31 December 2013 50,000 options exercisable at \$0.05 on or before 1 September 2014</p> <p><b>Indirect (1)</b> 1,548,130 Ordinary shares 2,407,731 options exercisable at \$0.05 on or before 1 September 2014</p> <p><b>Indirect (2)</b> 186,668 ordinary fully paid shares 33,334 options exercisable at \$0.25 on or before 31 December 2013 93,334 options exercisable at \$0.05 on or before 1 September 2014</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	

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<b>Interest after change</b>	
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**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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