

26 March 2013

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

PROTO SECURES UP TO \$4.35 MILLION PROJECT FUNDING

- **The funds raised allow Proto to advance the Company's projects**
- **Funding provided by Bergen Global Opportunity Fund**
- **Funding to be provided in stages to minimise dilution to existing shareholders**

The Board of Proto Resources & Investments Limited ("Proto" & the "Company") is pleased to announce that it has entered into a funding agreement with Bergen Global Opportunity Fund II, LLC ("Bergen") managed by Bergen Asset Management, LLC to provide up to A\$4.35 Million over the next two years.

The funding will be used to advance the Company's projects as outlined in the recent Notice of General Meeting to Shareholders. The exploration programs for 2013 include:

- Diamond drilling at the Lindeman's Bore Project in the Northern Territory targeting the interpreted central portion of the electromagnetic conductor
- Diamond drilling at the Mt Veters Project targeting the interpreted Black Swan Komatiite Complex ("BSKC"), 5km south of the Black Swan – Silver Swan nickel sulphide ore bodies (also hosted in the BSKC)

The funding agreement takes form of six interest-free secured Convertible Securities on a fixed schedule as follows:

The first Convertible Security will be purchased on execution of the Agreement and will have the face value of A\$825,000 (please refer to the Appendix 3B that will be lodged on the issuance of the Convertible Security for additional details). Subject to satisfaction of certain conditions, each of the subsequent Convertible Securities will be purchased (90 days after the date of advance of the previous Convertible Securities) at the price of A\$150,000 and the face value of A\$180,000. By mutual consent of the Company and Bergen, the price and the face value of any of the Convertible Securities can be increased to up to A\$600,000 and A\$720,000 respectively.

Proto may terminate the agreement with Bergen at any time on payment of a modest termination fee.

The terms of the agreement do not permit for shares to be issued, and there is no agreement to issue shares, if shareholder approval is first required under the ASX Listing Rules.

Bergen Asset Management, LLC is a New York-based institutional investor with a track record of successful investments in ASX-listed resources juniors. It focuses on investing in high-growth companies around the world, with a particular focus on Asia-Pacific.

Shareholders and interested parties should direct their enquiries to;

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And consult the company's updated website. www.protoresources.com.au