

# TRITTON RESOURCES LIMITED

ABN 88 100 095 494

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the third Annual General Meeting of the shareholders of Tritton Resources Limited will be held at the Rydges Hotel, corner King and Hay Streets, Perth, Western Australia WA 6841 on Tuesday 29th November 2005 at 10.30am.

### AGENDA

#### (a) FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements of the Company and the reports of the directors and auditors for the year ended 30 June 2005.

#### (b) RESOLUTIONS

To consider and if thought fit, to pass the following resolutions:

#### 1. RESOLUTION 1 - RE-ELECTION OF DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Mr Milan Jerkovic, being a director of the Company who was appointed on 28 April 2003 and who retires pursuant to Clause 3.6(a) of the Company’s Constitution and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”*

#### 2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Mr Nigel Johnson, being a director of the Company who was appointed by the Board on 3 October 2005 and who retires pursuant to Section 201(H)(3) of the Corporations Act and Clause 3.3 of the Company’s Constitution and, being eligible, offers himself for re-election, be and is re-elected as a director of the Company.”*

#### 3. RESOLUTION 3 - RE-ELECTION OF DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Mr Peter Storey, being a director of the Company who was appointed by the Board on 3 October 2005 and who retires pursuant to Section 201(H)(3) of the Corporations Act and Clause 3.3 of the Company’s Constitution and, being eligible, offers himself for re-election, be and is re-elected as a director of the Company.”*

**4. RESOLUTION 4 - RE-ELECTION OF DIRECTOR**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Mr Rick Laing, being a director of the Company who was appointed by the Board on 3 October 2005 and who retires pursuant to Section 201(H)(3) of the Corporations Act and Clause 3.3 of the Company’s Constitution and, being eligible, offers himself for re-election, be and is re-elected as a director of the Company.”*

**5. RESOLUTION 5 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2005**

To consider and, if thought fit, to pass the following non-binding resolution as an ordinary resolution:

*“That the Directors’ Remuneration Report required by Section 300A of the Corporations Act, as contained in the Directors’ Report of the Company for the year ended 30 June 2005, be adopted.”*

**6. RESOLUTION 6 – APPOINTMENT OF AUDITOR**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That PricewaterhouseCoopers, having consented to be appointed as auditor of the company, and not having withdrawn that consent, is hereby appointed as auditor of the Company”*

## PROXIES

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

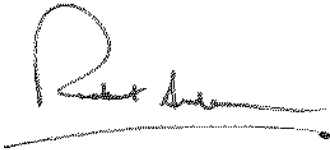
In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Office: Level 1  
35 Ventnor Avenue, WEST PERTH WA 6005  
Facsimile Number: (08) 9480 0520  
Postal Address: PO Box 648, WEST PERTH WA 6872

Each member entitled to vote at the general meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile).

The Company determines that ordinary shares held as at close of trading on 25th November 2005 will be taken, for the purposes of the general meeting, to be held by the persons who held them at that time.

**BY ORDER OF THE BOARD**



RA Anderson  
Company Secretary

Dated: 28 October 2005

**TRITTON RESOURCES LIMITED**

**ABN 88 100 095 494**

**EXPLANATORY MEMORANDUM TO SHAREHOLDERS TO  
ACCOMPANY NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This Memorandum has been prepared for the information of shareholders in Tritton Resources Limited (referred to in this Memorandum as the "Company") in connection with the business to be conducted at the Annual General Meeting ("AGM") of the Company to be held at the Rydges Hotel, corner King and Hay Streets, Perth, Western Australia WA 6841 on Tuesday 29th November 2005 at 10.30am.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

**RESOLUTION 1 – RE-ELECTION OF DIRECTOR**

Clause 3.6 (a) of the Company's Constitution provides that one third of directors, other than those falling within specified exceptions, must retire from office, but are eligible for re-election. The director who has held office longest since last being elected or appointed is to retire under this clause.

Mr Milan Jerkovic is the longest serving director to which clause 3.6 (a) applies.

**RESOLUTIONS 2 to 4 – RE-ELECTION OF DIRECTORS**

Clause 3.3 of the Constitution requires that any director appointed by the board, either to fill a casual vacancy or as an addition to the board, must retire at the next Annual General Meeting following his or her appointment, but be eligible for re-election at that Annual General Meeting.

## **RESOLUTION 5 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2005**

Consistent with section 250R(2) of the Corporations Act, the Company submits to shareholders for consideration and adoption by way of a non-binding resolution the directors' Remuneration Report for the year ended 30 June 2005. At the Annual General Meeting there will be a reasonable opportunity for discussion of the Remuneration Report.

The directors' Remuneration Report is a distinct section of the Directors' Report (included on pages 19 and 20 of the Annual Report, distributed to all shareholders), which deals with the remuneration of directors and executive officers of the Company, where applicable.

The Remuneration Report includes:

- an explanation of the board's policies in relation to the nature and level of remuneration of directors and executive officers;
- details of any element of the remuneration of directors and executive officers that is dependent upon the satisfaction of a performance condition;
- details of the total remuneration (as well as a categorised breakdown of its components) of each director of the Company and senior executives, if applicable.

The Directors recommend shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

## **RESOLUTION 6 – APPOINTMENT OF AUDITOR**

On 3 June 2005 the Company's majority shareholder, Straits Resources Limited ("Straits"), announced a partial takeover offer in respect of half of each Tritton shareholders' holding. At the time of this announcement Straits held 26.5% of the Company's share capital. The offer closed on 26<sup>th</sup> August 2005 with Straits achieving a shareholding of 58.2%.

Section 327H of the Corporations Act requires the auditor of a public company that begins to be controlled by a corporation to retire at the next AGM.

Straits have nominated their auditors, PricewaterhouseCoopers, in accordance with Section 328(B)(1) of the Corporations Act, to be appointed as the Company's auditors. A copy of that nomination is attached to this notice of AGM in accordance with Section 328(B)(3) of the Corporations Act.

PricewaterhouseCoopers have consented, in accordance with Section 328(A)(1) of the Corporations Act, to act as auditor of the Company.



Robert Anderson  
Company Secretary  
Tritton Resources Limited  
Level 2, 5 Ord Street  
West Perth WA 6005

19 October 2005

**Nomination of Auditor**

Dear Bob,

In accordance with the provisions of section 328B of the Corporations Act 2001, Straits Resources Limited, being a member of Tritton Resources Ltd, hereby nominates PricewaterhouseCoopers for appointment as auditor of Tritton.

Yours faithfully

**Straits Resources Limited**

A handwritten signature in black ink, appearing to read 'James Carter', written over a faint, larger version of the signature.

**James Carter**  
*Company Secretary*

Straits Resources Limited  
ABN 22 056 601 417

First Floor  
35 Ventnor Avenue  
West Perth WA 6005

PO Box 1641  
West Perth WA 6872  
Australia

Telephone (61 8) 9480 0500  
Facsimile (61 8) 9480 0520  
[www.straits.com.au](http://www.straits.com.au)

# Tritton Resources Limited: 2005 Annual General Meeting Proxy Form

## 1 SHAREHOLDER

Name, address and daytime telephone number of shareholder of Tritton Resources Limited.

Name .....

Address .....

.....

Daytime phone no. ....

## 2 APPOINTS

Insert here the name of the person you wish to appoint as proxy; shareholders cannot appoint themselves. The Chairman of the meeting will act as your proxy if you do not appoint someone. It is the Chairman's intention to exercise undirected proxies in favour of each resolution.

Name of proxy – please print

.....

If you do **not** wish to direct your proxy how to vote, please place a mark in the box opposite. By marking this box you acknowledge that the Chairman may exercise the undirected proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

**You must either mark the boxes directing your proxy how to vote on each resolution or mark this box indicating that you do not wish to direct your proxy how to vote, otherwise this appointment of proxy form will be disregarded.**

## 3 SIGNATURE OF SHAREHOLDER(S)

All single or joint holders of shares must sign this form.      ⇓

Signature

Signature

Signature

Date

Date

Date

or in the case of a company

Executed by the company by its duly authorised officers in accordance with sub-section 127(1) of the Corporations Act 2001:

Director's signature .....

Director/Secretary signature.....

Print name.....

Print name.....

This proxy form must be signed by the shareholder and, in the case of joint shareholders, by each of the joint shareholders. In the case of a corporation, this proxy form must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a Sole Director/Secretary company, please indicate "Sole Director". If this proxy form is signed under Power of Attorney the original Power of Attorney (or a copy certified as a true copy by statutory declaration) must be forwarded with the proxy form.

**4 PROXY'S VOTING INSTRUCTIONS (OPTIONAL)** →

1. Re-election of director – M Jerkovic
2. Re-election of director – N Johnson
3. Re-election of director – P Storey
4. Re-election of director – R Laing
5. Adoption of the Remuneration Report
6. Appointment of Auditor

	FOR	AGAINST	ABSTAIN

If you wish to direct your proxy how to vote on any item, place a mark in the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The direction will be invalid if a mark is made against more than one box for a particular item, or, if you have split your direction, if the total shareholding shown in "FOR", "AGAINST" and "ABSTAIN" boxes is more than your total shareholding on the share register. Each person who attends the meeting is entitled to one vote only on a show of hands. A person who holds proxies for more than one shareholder cannot vote on a show of hands if he or she holds proxies directing him or her to vote both for and against a resolution.

**5 APPOINTMENT OF A SECOND PROXY (OPTIONAL)**

If you want to appoint two proxies you may state here the percentage of your voting rights applicable to this proxy form. If you do not specify a particular percentage, each proxy is entitled to exercise 50% of your voting rights applicable to this proxy form.

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the meeting and vote as proxies. If you wish to appoint two proxies please either photocopy the proxy form or telephone the Company on 08 9480 0500 to obtain a second form. Both forms should be completed with the nominated percentage of your voting rights on each form.

%
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**Important Information**

**Deadline for Receipt of proxies** To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company not less than 48 hours before the appointed time of the Annual General Meeting i.e. no later than 10.30am on 27th November 2005.

**Destination of Completed Proxy Form** Once the Proxy Form is completed and all details checked by you, the form is to be sent or delivered to:

Office: Level 1  
 35 Ventnor Avenue, WEST PERTH WA 6005

Facsimile Number: (08) 9480 0520

Postal Address: PO Box 648, WEST PERTH WA 6872

**For Further Information** If you need any further information about this form or attendance at the Company's Annual General Meeting, please contact Mr James Carter, on 08 9480 0500.