



18 November 2005

Australian Securities and Investment
Commission
Level 3, 66 St Georges Terrace
PERTH WA 6000

Dear Sir/Madam

Lodgement of Prospectus

Kindly find attached;

1. Three copies of a prospectus signed by the two directors of the Company;
2. Offer list cover sheet; and
3. A company cheque for \$2,010.00 payable to Australia Securities and Investments Commission in payment of lodgement fees.

If you have queries, please contact the undersigned on 9480 0500.

Yours faithfully

Tritton Resources Limited

A handwritten signature in black ink, appearing to read "Jim Carter", is written over a light grey rectangular background.

Jim Carter
Company Secretary



ABN 88 100 095 494

PROSPECTUS

For a non-renounceable pro-rata Entitlements Issue to shareholders of 32,992,950 New Shares on the basis of 2 New Share for every 7 Shares held at an issue price of \$0.35 per New Share to raise \$11,547,533

Underwriter

Euroz Securities Limited

ABN 23 089 314 983

This Prospectus provides important information to assist investors in deciding whether or not to invest in the Company and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Shares the subject of this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional advisor.

IMPORTANT NOTICES

This Prospectus is dated and was lodged with ASIC on 18 November 2005. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus.

Foreign jurisdictions

Shares under this Prospectus are also being offered to shareholders with a registered address in New Zealand pursuant to The Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

The distribution of this Prospectus outside Australia may be restricted by law. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register the Shares or otherwise permit an offering of Shares in any jurisdiction outside Australia or New Zealand. Where this Prospectus has been dispatched to a jurisdiction outside Australia and that jurisdiction's securities legislation requires registration of this Prospectus, this Prospectus is provided for information purposes only. No person is authorised to give any information or to make any representation in connection with the Issue. Any information or representation in relation to the Issue which is not contained in this Prospectus may not be relied on as having been authorised by the Company.

Certain terms and abbreviations used in this Prospectus (usually commencing with a capital letter) are defined terms. See the *Glossary* for further details.

Future performance

Except as required by law, and only then to the extent required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

Summary Of Important Dates

Prospectus lodged with ASIC	18 November 2005
Existing Shares trade "ex" rights	22 November 2005
Record date to determine entitlements	28 November 2005
Opening date for acceptance and receipt of applications	29 November 2005
Closing date for acceptance and receipt of applications	13 December 2005

CORPORATE DIRECTORY

Directors

Milan Jerkovic (Non-Executive Chairman)
Martin Purvis (Managing Director)
Peter Storey (Executive Director)
Nigel Johnson (Non-Executive Director)
Michael McMullen (Non-Executive Director)
Rick Laing (Non-Executive Director)

Secretary

Mr James Carter

Registered Office

Level 2, 5 Ord Street
West Perth, Western Australia 6005

Telephone: (08) 9486 4422
Facsimile: (08) 9486 4433
Email: admin@triftonresources.com.au
Web site: www.triftonresources.com.au

Underwriter and advisor to the Issue

Euroz Securities Limited
Level 14 The Quadrant
1 William Street
Perth, Western Australia 6000

Auditors

HLB Mann Judd*
15 Rheola Street
West Perth WA 6005

Solicitor to the Issue

Corrs Chambers Westgarth
240 St Georges Terrace
Perth, Western Australia 6000

Share Registry

Advanced Share Registry Services*
110 Stirling Highway
Nedlands, Western Australia 6009

ASX Code

TTT

* These entities have not been involved in the preparation of this Prospectus and their names are included for information purposes only.

TABLE OF CONTENTS

Important Notices	2
Summary Of Important Dates	2
Corporate Directory	3
Table of Contents	4
Section 1 - Letter From The Chairman	5
Section 2 - Summary Of The Issue	6
Section 3 - Purpose Of The Issue	10
Section 4 - Effect Of The Issue On The Company	15
Section 5 – Investment Risks	20
Section 6 - Summary Of Material Contracts	24
SECTION 7 - Additional Information	26
Glossary	30
Directors' Consent	32

SECTION 1 - Letter From The Chairman

Dear Shareholder,

As Chairman of your Company I invite you to take up your entitlement in this issue, designed to put Tritton Resources Limited ("Tritton" or "Company") in a stronger position to take advantage of future growth opportunities.

This two for seven non-renounceable offer to raise approximately \$11 million (after the costs of the issue) is an important step in the Company's objective of stepping up its exploration efforts and restructuring its financial position.

Approximately half of the issue proceeds will go towards retiring short-term facilities established during Straits' successful partial takeover bid. The balance of funds will be applied to an aggressive, focused exploration programme, expected to increase reserves and provide a much larger resource base on which to expand production and to increase working capital to support higher production rates.

In the past year, your Company has succeeded in constructing a mine, process plant and surface infrastructure within the copper rich Lachlan Fold Belt of New South Wales.

The plant is now consistently performing above its rated capacity, providing opportunities to both increase production and lower operating costs. Additional reserves would further enhance and contribute to this situation.

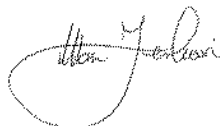
Production at the mine has now stabilised. Additional drilling required in and around existing mining operations in order to improve mine planning and grade control going forward, will be achieved with the funds from this capital raising. The results from this programme will allow the Company to make a decision on expanding production within the next six months.

Straits Resources Limited ("Straits"), which has increased its shareholding to 58.2 % through the partial takeover, will be subscribing for its full entitlement.

Over time, and with the support of Straits, your Company would like to substantially increase its Australian copper production through exploration and acquisition. The new processing plant and infrastructure base located within the New South Wales copper belt provides the platform for this opportunity to be realised.

We invite you to join Straits in taking up your entitlement and in supporting the Company's plan to develop a strong and sustainable copper business.

Yours faithfully



Milan Jerkovic
Chairman

SECTION 2 - Summary Of The Issue

Summary of the Issue

Issue price	35cents per Share
Number of Shares the subject of the Issue	32,992,950
Funds raised, before issue costs	\$11,547,532
Total Shares on Issue prior to the Issue	115,475,326
Total Shares on Issue after the Issue	148,468,276
Market capitalisation at Issue price	\$51,963,897

This prospectus invites shareholders to participate in a pro-rata non-renounceable Entitlement Issue of 32,992,950 New Shares on the basis of 2 New Shares for every 7 Shares held at the Record Date at an issue price of \$0.35 per New Share. The Issue will raise approximately \$11,547,532 less the expenses of the Issue, which are estimated to be approximately \$500,000, providing net funds to the Company of approximately \$11 million.

All Shares issued under the Issue will rank equally with existing Shares. The rights and liabilities attaching to Shares are further described in Section 7.

Shares not validly applied for under the Entitlement Issue by the Closing Date will revert to the Underwriter on the terms of the Underwriting Agreement, which is summarised in Section 6.

Shareholders may apply for additional shares to those they are entitled to, however, the allocation of any additional shares to existing holders will be at the absolute discretion of the Underwriter.

Application of the Issue Funds

The funds raised from the Issue are expected to be applied as follows:

Description	Amount (\$)
Repayment of Macquarie Bank bridging facility	4,000,000
Repayment of Straits stand-by facility	2,000,000
Exploration	3,000,000
Working Capital	2,050,000
Expenses of the Issue (estimate)	500,000
Total (approximately)	11,550,000

Details of the purposes for which the funds raised by the Issue are to be used are set out in the section entitled 'Purposes of the Issue' below.

Underwriting & Commitment to take up the Entitlement

The Entitlement Issue is fully underwritten by Euroz Securities Limited, a member organisation of ASX, as set out in Section 6 of this Prospectus. The Underwriting Agreement was executed on 18 November 2005.

The Company's 58.2% shareholder, Straits Resources Limited, has committed to take up its full allocation of Shares in the Entitlements Issue.

Minimum Subscription

The Issue is fully underwritten by Euroz Securities Limited and, accordingly, the Company will raise approximately \$11 million (after expenses) pursuant to this Prospectus.

Allotment of New Shares

The New Shares are expected to be allotted on or about 14 December 2005.

Stock Exchange Quotation

The Company will apply within 7 days after the date of this Prospectus for quotation of the Shares the subject of the Issue on ASX. If the application is not made within 7 days after the date of this Prospectus, or if the Shares are not granted quotation within 3 months after the date of this Prospectus, the Company will repay all application monies received with respect to the Issue.

The fact that ASX may grant quotation of the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares.

Market Prices of Shares on ASX

The highest and lowest market sale prices of Shares on ASX during the 3 months immediately preceding the date of this Prospectus and the respective dates of those sales were 72 cents on 18 August 2005 and 40 cents on 7 November 2005. The latest available market sale price of Shares on ASX immediately before the date of issue of this Prospectus was 43 cents on 16 November 2005.

Opening and Closing Dates

The Entitlement Issue will open for receipt of acceptances and applications at 9.00am WST on 29 November 2005 and will close at 5.00pm WST on 13 December 2005.

Applying for Shares under the Entitlements Issue

All applications for Shares pursuant to the Entitlements Issue must be made on the enclosed Entitlement and Acceptance Form. In determining entitlements, any fractional entitlement will be rounded up to the nearest whole number.

Acceptance in Full

If you wish to take up all of your entitlement under the Entitlements Issue, please complete the Entitlement and Acceptance Form in accordance with the instructions set out in the Form. Applications must not exceed your entitlement as shown on the Form. Applications in excess of your entitlement will be deemed to be for your maximum entitlement and any surplus subscription will be returned.

Forward the completed Form, together with a cheque for the amount shown on the Form, in the enclosed reply paid envelope, to reach the Company's share registry, Advanced Share Registry Services, 110 Stirling Highway, Nedlands WA 6009, not later than 5.00pm WST on 13 December 2005 or such later date as the Directors advise.

Cheques should be made payable to "Tritton Resources Limited Subscription Account" and crossed "not negotiable".

Partial Acceptance

If you wish to take up only part of your entitlement under the Entitlements Issue, please complete the Entitlement and Acceptance Form by inserting the number of New Shares for which you wish to accept the offer under this Prospectus (being less than your entitlement as specified on the Form) and forward the completed Form together with a cheque for the amount shown on the Form, in the enclosed reply paid envelope, to reach the Company's Share Registry, Advanced Share Registry Services, 110 Stirling Highway, Nedlands WA 6009, not later than 5.00pm WST on 13 December 2005 or such later date as the Directors advise.

Cheques should be made payable to "Tritton Resources Limited Subscription Account" and crossed "not negotiable".

The balance of your entitlement under the Entitlements Issue, which is not accepted, may be issued at the discretion of the Directors.

Non-Acceptance

If you do not wish to take up any part of your entitlement under the Entitlements Issue, you are not required to take any action. In this case, your entitlement to subscribe for Shares under the Entitlements Issue will revert to the Underwriter.

If you have any queries concerning your entitlement, please contact the Company's Share Registry located at Advanced Share Registry Services, 110 Stirling Highway, Nedlands WA 6009, telephone (61 8) 9 389 8033 or contact your stockbroker or professional advisor.

Shortfall

If you are a shareholder as at the Record Date and wish to participate in any shortfall that may arise under the Issue, you should complete the appropriate section on the Shortfall Application Form accompanying this Prospectus.

If you are not a shareholder as at the Record Date and wish to participate in any shortfall that may arise under the Entitlements Issue, you should complete the Shortfall Application Form attached to this Prospectus.

Forward the completed Form together with a cheque for the amount shown on the Form, in the enclosed reply paid envelope, to reach the Company's Share Registry, Advanced Share Registry Services, 110 Stirling Highway, Nedlands WA 6009, not later than 5.00pm WST on 13 December 2005 or such later date as the Directors advise.

Cheques should be made payable to "Tritton Resources Limited Subscription Account" and crossed "not negotiable".

The Directors cannot guarantee that any application to participate in any shortfall will be filled. In the event the request cannot be filled (in whole or in part), monies in relation to the unallocated Shares will be refunded in full (without interest accruing) within 21 days of notification of the shortfall by the Company to ASX.

SECTION 3 - Purpose Of The Issue

Company's Objectives

The Company's controlling shareholder, Straits has signalled its intention to create a significant copper business within a publicly listed vehicle.

Straits aims to build businesses in each of its diversified commodity interests to a level where they would typically generate significant net annual cash flow over the long term.

Straits's coal business in Indonesia is already at the point of operating at that level and the planning is in place to potentially grow its gold, salt and copper interests to the required level within the next three to five years.

For Tritton to grow in the context of this ambition it must:

- Stabilise, and then expand its existing operations; and
- Acquire, discover and develop additional copper production.

1. Stabilise and Expand Existing Operations

Since acquiring its controlling interest, Straits has assisted Tritton to initiate a systematic review of all operating aspects of Tritton's mining and processing operations, from exploration and mining through to product sales and banking arrangements.

The review has concluded Tritton would benefit significantly from additional technical resources.

In this context, Straits is fortunate to employ a broad range of experienced professionals capable of implementing the changes required to drive costs down and production up.

Straits will seek to expand and develop Tritton in much the same way as it has developed its other operations – the Girilambone, the Nifty and Whim Creek copper projects; the Sebuk Coal Mine and the Mt Muro gold project.

Since starting its review, Tritton has reconciled its mine plan with its expected production and sales plan for the balance of the financial year.

As a result of this improved understanding of cash flow, the Company has secured agreement from its principal lender, Macquarie Bank, to align its short term payment schedule with its revised operating plan.

This new plan provides for a significant increase in exploration activity within the current underground environment and the satellite targets in close proximity to the mine. This work will then contribute to a primary objective of the Company to increase copper production and diversify supply sources to the mill in the next 6 to 12 months.

The slow start to underground mining in the first six months of 2005 forced Tritton to roll forward some early hedge positions established under its project development loan.

It is therefore important to note that any additional copper concentrate produced within the new plan will be sold into the spot market, allowing the Company to take advantage of record high copper prices.

Straits has extensive geological knowledge of the copper-rich Lachlan Fold Belt in New South Wales and intends to apply that knowledge to assist Tritton to exploit the potential of Tritton's extensive exploration tenements in the region.

The knowledge will be applied to both advancing existing prospects and generating new ones.

Tritton expects the new exploration focus to allow it to improve its life-of-mine plan for the Company within the next six months.

The new plan is expected to support an operating level of more than 1Mtpa of throughput, support incremental expansion of operations and should increase the expected life of the operation beyond its existing 10 years.

With the assistance of Straits, Tritton will also review all of its operating and commercial agreements to see where additional value can be generated by a combined approach to performance improvements. This process is already underway with the Company's major contract partners.

2. New Acquisitions

Straits has other copper investments besides Tritton. The most advanced of these is its Whim Creek project which is expected to produce approximately 17,000 tonnes of copper metal in the next twelve months.

There is potential, subject to further investigation and shareholder approval, to consolidate the Straits copper interests within Tritton in the future. The terms of such an acquisition would require a fairness opinion from an independent expert and the acquisition would require the support of a majority of shareholders other than Straits. Straits would not be allowed to vote on such a proposal.

Based on the current production from Tritton and Whim Creek and expected further expansions, the consolidated assets would be expected to produce between 40,000 tonnes and 60,000 tonnes of copper equivalent metal within three years. The consolidation of the production assets would create a significant Australian mid-tier copper company with diversified and stable long-term earnings, which would be the foundation for further growth through acquisition or exploration and project development.

Application of Funds

In December 2003 the Company successfully completed an Initial Public Offering to raise \$15 million. These monies were utilised, in conjunction with A\$25 million of debt facilities from Macquarie Bank, to construct the Tritton Copper Mine and for working capital purposes.

In April 2004 the Company undertook an additional \$11.5 million Placement in order to fund accelerated exploration, a reduction of debt drawdown and enhanced hedge management, and accelerated mine production. Macquarie also provided an additional \$7 million working capital facility, fully drawn, to assist during the ramp up phase towards steady state production.

The funds raised from this Entitlement Issue will be used as follows:

a. Repayment of debt

To make a \$4 million debt repayment to Macquarie and a \$2million repayment to Straits for a revolving stand-by facility that was drawn down in October 2005.

b. Exploration for additional resources and reserves

The Company holds a large package of highly prospective exploration tenements surrounding the Tritton copper mine. This package contains several advanced prospects that have the potential to provide additional ore for the Tritton processing plant. Since commissioning, the processing plant has continued to perform well and has demonstrated a larger capacity than the original design due to the incorporation of over-size used plant installed by the Company.

Sourcing ore from additional satellite mines would have several advantages for the Company, including having alternative and multiple ore sources available and the ability to increase production, thus reducing the overall cost of production.

Another significant benefit would be that any production increases would enable the Company to sell a larger proportion of copper production into the spot market to take advantage of the current strong copper price environment.

The three potential sources of additional mill feed for the Tritton processing plant are:

1) Mineralisation below and between the Girilambone Open Pits

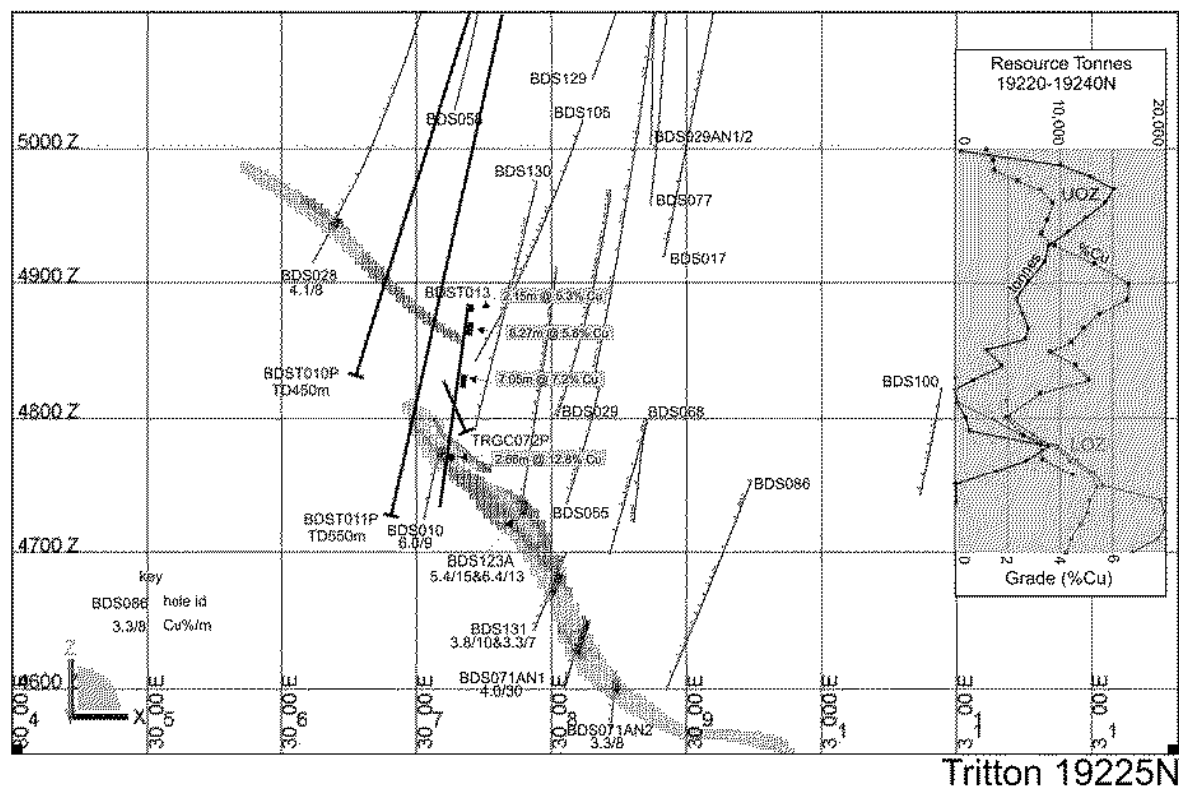
Drilling by the Company has identified mineralisation below three of the Girilambone open pits, with the mineralisation below both the North East and Murrawombie pits being similar in width and grade to that currently being mined at Tritton. A systematic drill program is required to convert this mineralisation into additional resources, and subject to economic conditions, to reserves.

The mineralisation below the Murrawombie pit is of particular interest as it is higher grade than the North East mineralisation, could be readily accessed from the floor of the pit and there is little drilling in the immediate area to close the mineralisation off. The Murrawombie deposit is the second largest copper deposit (after the Tritton deposit) within the Girilambone Belt and has not been explored at depth.

2) Mineralisation in the immediate area surrounding the Tritton Deposit

The Tritton deposit contains an Upper and Lower Zone of mineralisation separated by a zone of approximately 60 vertical metres previously thought to contain no mineralisation. A recent reinterpretation of the controls on mineralisation indicated that this may not be the case and a drill program was commenced in early October to test this area.

The first hole intersected 4 massive sulphide zones with an aggregate width of 21m, 2 of which were outside the resources and reserves as shown on the section below:



The assay results from this hole have been encouraging with copper grades higher than the adjacent resource model. Exploration results include:

- 2.15 m @ 5.3 % copper from 409 m
- 8.27 m @ 5.8 % copper from 416 m
- 7.05 m @ 7.2 % copper from 440 m
- 2.66 m @ 12.8 % copper from 508 m

Further analysis will be undertaken to determine if it is possible to convert this mineralisation into additional resources, and subject to economic conditions, to reserves.

Further drilling is ongoing with the aim of locating additional Mineral Resources and Reserves within this zone. If this is successful this will enable the Company to have an increased extraction rate when mining in this area, allowing the mill to be more fully utilised than is currently planned.

3) Regional Exploration

Regional exploration for sulphides has been very limited over the past 15 years and a more detailed program is required to search for repeats of the Tritton deposit within the Company's tenements.

c. Working Capital

The Company's working capital requirements were initially set up to cater for an aggressive development and production schedule that would have seen up to five shipments of concentrate completed in the first financial year of operation.

Due to difficulties in establishing stopes at the fringes at the top of the orebody, the start up took longer to reach anticipated targets and this resulted in only 2 shipments being made in the period in question. This situation put a significant strain on working capital and forced the Company to enter into short term financing arrangements with its lenders. Production method and performance has subsequently improved significantly.

Since Straits took over the management of the Company, Tritton has set about a systematic review of the Tritton Project, including its working capital position and planned production schedule for the period to the end of the current financial year. The amount allocated to working capital from the Entitlement Issue is in line with the operating plan and cashflow model put together by Tritton as part of this review process.

SECTION 4 - Effect Of The Issue On The Company

Capital Structure

The capital structure of the Company following the completion of the Issue is summarised below:

Number of Shares	Issued and Paid Up Capital	\$
115,475,326	Shares on Issue	40,051,644
32,992,950	Shares to be issued under the Entitlements Issue	11,547,533
	Costs of the issue (estimated)	(500,000)
<hr/> 148,468,276 <hr/>		<hr/> 51,099,177 <hr/>

Upon repayment of the Straits' Convertible Credit Facility (described in this Section) from the Issue Proceeds, there will be no listed or unlisted Options on issue.

The equity of existing Shareholders who do not participate in the Entitlement Issue will be diluted. The equity of existing Shareholders who take up part of their Entitlement will also be diluted, but to a lesser extent.

Proforma Statement of Financial Position

The Australian Accounting Standards Board (AASB) has adopted International Financial Reporting Standards (IFRS) by issuing them as "Australian equivalents" (AIFRS) for application to reporting periods beginning on or after 1 January 2005.

Entities complying with AIFRS for the first time will be required to restate their comparative financial statements to amounts reflecting the application of AIFRS to that comparative period. Most adjustments required on transition to AIFRS will be made, retrospectively, against opening retained earnings as at 1 July 2004.

Tritton will be required to restate the Company's comparative financial statements in accordance with AIFRS standards. The adoption of AIFRS by Tritton will be first reflected in the entity's financial statements for the half year ending 31 December 2005 and the year ending 30 June 2006. *AASB 1 First-time Adoption of AIFRS*, provides an exemption to only apply *AASB 132 Financial Instruments: Disclosure and Presentation* and *AASB 139 Financial Instruments: Recognition and Measurement* from 1 July 2005. The Company will therefore continue to apply the previous AGAAP rules to derivatives, financial assets and financial liabilities and also to hedge relationships for the year ended 30 June 2005.

An unaudited proforma statement of financial position for Tritton as at 30 June 2005 under AIFRS is set out below.

Tritton Resources Limited

AIFRS Balance Sheet

As at 30 June 2005

Unaudited

	Audited AGAAP Balance Sheet	AIFRS Adjustments	Unaudited AIFRS Balance Sheet	Adjustment per Entitlements Issue	Notes	Unaudited Proforma Balance Sheet Post Entitlements Issue
	30 June 2005	30 June 2005	30 June 2005			
	A\$000	A\$000	A\$000	A\$000		A\$000
ASSETS						
Current assets						
Cash assets	4,955	0	4,955	11,048	(a),(b)	16,003
Receivables	555	0	555	0		555
Other financial assets	4,543	0	4,543	0		4,543
Inventories	6,888	0	6,888	0		6,888
Total current assets	16,942	0	16,942	11,048		27,990
Non-current assets						
Receivables	2,514	0	2,514	0		2,514
Exploration, evaluation and development	29,193	0	29,193	0		29,193
Property, plant and equipment	33,677	1,196	34,872	0		34,872
Deferred tax asset	0	383	383	0		383
Other non-current assets	4,926	0	4,926	0		4,926
Total non-current assets	70,310	1,579	71,889	0		71,889
Total assets	87,252	1,579	88,830	11,048		99,878
LIABILITIES						
Current liabilities						
Payables	13,231	0	13,231	0		13,231
Interest bearing liabilities	11,902	0	11,902	0		11,902
Provisions	275	0	275	0		275
Other current liabilities	4,543	0	4,543	0		4,543
Total current liabilities	29,951	0	29,951	0		29,951
Non-current liabilities						
Payables	1,906	0	1,906	0		1,906
Interest bearing liabilities	19,252	0	19,252	0		19,252
Provisions	3,386	150	3,536	0		3,536
Deferred tax liability	0	359	359	0		359
Other non-current liabilities	4,613	0	4,613	0		4,613
Total non-current liabilities	29,157	509	29,666	0		29,666
Total liabilities	59,108	509	59,617	0		59,617
NET ASSETS	28,144	1,070	29,214	11,048		40,262
Contributed equity	39,852	0	39,852	11,048	(a),(b)	50,900
Retained (loss)	(11,708)	1,070	(10,638)	0		(10,638)
TOTAL EQUITY	28,144	1,070	29,214	11,048		40,262

NOTES

(a) Entitlement issue of 32,992,950 shares on the basis of 2 New Share for every 7 Shares held at an issue price of \$0.35 per New Share.

(b) Notional application of expenses of the issue against share capital and cash.

The following items relate to changes that have occurred after the 30 June 2005:

Financial Instruments

Tritton has elected to apply the exemption from restatement of comparatives for AASB 132 *Financial Instruments: Disclosure and Presentation* and AASB 139 *Financial Instruments: Recognition and Measurement*. It has therefore continued to apply the previous AGAAP rules to derivatives, financial assets and financial liabilities and also to hedge relationships for the year ended 30 June 2005.

Under the former AGAAP the fair value of the entity's foreign currency derivatives were recorded in both assets and liabilities in the balance sheet and had no impact on net assets. On transition, derivatives that qualified for hedge accounting under AGAAP also qualify for hedge accounting under AIFRS.

The mark to market loss relating to the commodity hedge contracts outstanding at 30 June 2005, which has not been recognised in the financial statements at 30 June 2005 was \$33,497,000.

The adjustments required for differences between previous AGAAP and AASB 132 and AASB 139 will be determined and recognised at the first reporting period under AIFRS being half year 31 December 2005. The transition date for hedge accounting under AIFRS is as at 1 July 2005.

Derivatives have been designated as hedges of highly probable forecast transactions (cash flow hedges).

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in equity in the hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the income statement.

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item will affect profit or loss (for instance when the forecast sale that is hedged takes place).

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement.

As at 30 June 2005, the Company's copper sale forward hedging contracts totalled 56,750 tonnes at an average price of US\$2,217 per tonne, with matching US\$/A\$ foreign exchange contracts for hedged US\$ copper receipts at an average exchange rate of 0.70.

On transition, the net mark to market loss before tax on outstanding copper and currency hedge contracts as at 1 July 2005 amounted to \$23,551,000 before tax. The tax effect at 30% is

\$7.065 million. The net effect after tax is \$16.49 million which under AIFRS is taken to a hedging reserve in equity.

As at 30 September 2005 the net mark to market hedging loss on outstanding copper and currency hedge contracts, after deducting tax at 30%, is approximately \$40.94 million.

Tritton Employee Share Acquisition Plan

The Company made its first issue of shares under the Tritton Employee Share Acquisition Plan in December 2004 issuing 2,175,325 shares at an issue price of \$0.77 per share totalling approximately \$1,675,000. As at 30 June 2005 the employee loans have been written down to \$1,431,364.

Under AASB 2 *Share Based Payment*, the principal amount remaining of the interest-free limited recourse loans to acquire the shares, will be reclassified from receivables to shareholder equity as at 1 July 2005.

Share-based compensation is measured as the value of the option inherent within shares issued under these plans and is expensed immediately upon grant of the shares. Upon transition the option value is allocated to an Employee Option Reserve with a corresponding debit to retained earnings. Net equity does not change.

Related Entity Loans – secured

In October 2003 the Company and Straits Mining Pty Ltd entered into a Convertible Credit Facility whereby Straits Mining Pty Ltd committed to provide the Company up to \$2 million in funding.

The facility is available for drawdown prior to 30 June 2006, and is convertible to the extent it is drawn by Straits Mining Pty Ltd at a conversion price of \$0.40 per share. The facility was drawn down in full on the 12 October 2005 and is to be repaid from the proceeds of the proposed equity raising.

SECTION 5 – Investment Risks

An investment in the Shares the subject of this prospectus is speculative due to the nature of the Company's business. The Board recommends that potential applicants consider the risks described below and information contained elsewhere in this prospectus, as well as consulting with their professional advisors before deciding whether or not to apply for the Shares.

The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities, as well as the Company's exploration, development and mining activities, and ability to fund those activities.

General Economic and Political

The value of the Company's securities are likely to fluctuate depending on various factors such as general economic conditions (including interest rates, inflation and growth), political conditions (including legislative change), metals and mining industry conditions and stock market conditions in Australia and elsewhere.

Exploration

Exploration, by its nature, contains elements of significant risk. Ultimate success depends on the discovery and delineation of economically recoverable Mineral Resources, establishment of an efficient exploratory operation and obtainment of necessary government, statutory and other approvals. The exploration activities of the Company may be affected by a number of factors including, but not limited to, geological conditions, seasonal weather patterns, technical difficulties and failures, availability of the necessary technical equipment and appropriately skilled and experienced technicians, adverse changes in government policy or legislation and access to the required level of funding.

There can be no assurance that the Company's exploration activities, or any other projects, tenements or databases that the Company may acquire in the future, will result in the discovery of a significant Mineral Resource. Even if a significant Mineral Resource is identified, there can be no guarantee that it can be economically exploited.

Development and Mining

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable ore bodies, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

In the event that the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions and other accidents. In addition, the Company may be subject to reduced ore treatment rates through the proposed processing plant, higher treatment costs, worse than anticipated metallurgical characteristics and varying smelter capacity and demand. No assurance can be given that the Company will achieve commercial viability through the development and/or mining of its projects and treatment of ore.

Resource Estimations

Resources estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

Commodity and Currency Price Volatility

Commodity prices inherently fluctuate and are affected by numerous factors beyond the control of the Company, including world demand for particular commodities, forward selling by producers and the level of production costs in major commodity producing regions. Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, a commodity. Commodities are principally sold throughout the world in US dollars.

As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian and US dollars and/or adverse movements in commodity prices (in particular, copper, and to a lesser degree, gold and silver), could have a materially adverse affect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures where deemed necessary by the Board to mitigate such risks.

Native Title and Aboriginal Heritage

Native title recognises the title rights of indigenous Australians over areas where those rights have not been lawfully extinguished. The *Native Title Act 1993 (Cth)*, ensuing state native title legislation, subsequent legislative amendments (including *Native Title Amendment Act 1998 (Cth)*) and aboriginal land right and heritage legislation may affect the granting or renewal of, and access to, mineral tenements over land where a native title claim has been registered or aboriginal site recognised. In proceeding with a tenement application, the applicant must observe the provisions of the native title legislation, a process which could take a number of years and involve significant expense.

In relation to any mineral tenement in which the Company has an interest or potential interest, there may be areas over which legitimate native title rights of indigenous Australians exist. In such cases, the nature of the native title may be that consent to grant a mineral tenement is required to be given by the native title holders but is withheld or only granted on conditions unacceptable to the Company.

Tenure and Access

There is no guarantee that current or future applications, conversions or renewals of the mineral tenements in which the Company has an interest or potential interest will be approved. Tenement applications may result in a requirement for the Company to commence negotiations with the relevant landholders and/or indigenous representative bodies to gain access to the underlying land. There is no guarantee that such negotiations will be successful.

Tenements are subject to a number of State-specific legislative conditions including payment of rent and meeting minimum annual expenditure commitments. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister and may trigger native title negotiation rights. The inability to meet these conditions or triggering negotiation procedures at any of the tenements comprising the Company's projects could affect the

standing of a tenement or restrict its ability to be renewed, adversely affecting the operations, financial position and performance of the Company.

Reliance on Key Personnel

The Company's success largely depends on the core competencies of its directors and their familiarisation with, and ability to operate in, the metals and mining industry.

Environmental

The Company's projects are subject to New South Wales and Commonwealth laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects have a variety of environmental impacts. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which compromise its environmental performance and have financial implications.

Shortage of Capital

The funds raised by the Offer will be used to carry out the Company's objectives (as detailed in this Prospectus). The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including:

- prospectivity of projects (existing and future);
- the results of exploration, subsequent feasibility studies, development and mining;
- stock market and industry conditions; and
- the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects.

Hedging

As a condition of the Project Development Loan from Macquarie, the company was required to put in place a "string" of hedged metal positions.

In the course of day to day business the Company has exposure to copper commodity prices and currency rates and uses commodity forward and foreign exchange contracts to manage this exposure with the objective of ensuring more predictable revenue cash flows subject to limits approved by the Board and in accordance with the terms of its financing agreements. The Company uses these derivative instruments to manage financial and commodity price risks, and does not use derivative or financial instruments for speculative or trading purposes. While the Company has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults, this risk cannot be eliminated completely.

Anticipated copper sales are forecast in light of reserve calculations, mine production schedules, contractual commitments, and management experience, and are subject to the risks outlined in the "Development and Mining" and "Resources Estimations" sections above. As a result, no assurance can be given that the Company will produce sufficient metal to deliver into its hedging commitments.

The Company enters into forward foreign exchange contracts to hedge a percentage of anticipated copper sales denominated in United States Dollars, with the key objective of achieving more predictable Australian dollar equivalent revenues. The currency hedging policy

complements the commodity price hedging policy by providing a matching US\$ / A\$ currency contract for each commodity hedge.

SECTION 6 - Summary Of Material Contracts

The Directors consider that certain contracts entered into by the Company since listing on the ASX are currently material to the issue or the operation of the Company or otherwise may be relevant to prospective investors in the Company. A summary of each of these documents is set out below.

Macquarie Bank – Project Financing Facility

Following a competitive tendering process the Company accepted a binding offer of finance to construct the Tritton Copper Mine from Macquarie in December 2003. The facility currently comprises the following components:

- A\$22 million Project Development Loan – fully drawn and repayable in full by 30 June 2008, with a first repayment of \$2.5 million due on 31 December 2005
- A\$10 million Working Capital Facility – fully drawn and repayable in full by 31 December 2009 with a first repayment of \$2 million due no later than 31 December 2005
- A\$3.5 million Environmental Performance Bond – drawn to A\$3.39 million

Tritton has hedged the minimum tonnes of copper and foreign currency contracts as required by these facilities.

Euroz Securities Limited - Underwriting Agreement

This Issue was underwritten by Euroz Securities Limited pursuant to an agreement dated on or about 18 November 2005. The Company has agreed to pay the Underwriter an underwriting fee equal to 4% of the underwritten amount plus \$20,000 corporate fee.

As a term of the engagement, the Company agrees to indemnify Euroz and to hold Euroz harmless from and against

- (i) all actions, claims, demands or proceedings which may be instituted against Euroz; and
- (ii) all liabilities, losses, damages, costs and expenses which may be suffered or incurred by Euroz in connection with or arising out of this engagement

The Company has also agreed to reimburse the Underwriter for all reasonable costs and expenses incurred in connection with the underwriting.

The Underwriting Agreement contains standard termination clauses that relieve the Underwriter of its obligations if certain events occur prior to the issue of the Underwritten Shares, including:

- i. Supplementary Prospectus: The Underwriter reasonably forms the view that the Corporations Act requires a supplementary or replacement document must be lodged and the Company does not lodge the required document in the form and content and within the time reasonably required by the Underwriter.
- ii. Index change: The S&P/ASX 200 Index at close of trading falls to a level that is 90% or less of the level at the close of trading on the date of the Underwriting Agreement.
- iii. Default: The Company is in breach or default under of the Underwriting and fails to remedy such default or breach within 14 days after the Underwriter notifies it.
- iv. Due diligence: There is a material omission from the results of the due diligence investigation performed in respect of the Offer or the results of the investigation or the verification material are false or misleading.
- v. Failure to subscribe: Straits Resources Limited fails to subscribe for all Shares that it is entitled to under the Offer.
- vi. Miscellaneous: if any of the following events occur provided the Underwriter reasonably believes that the event has or is likely to have a materially adverse effect on the outcome of the Offer or could give rise to a liability for the Underwriter under any laws:
 1. there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement, involving one or more of Australia, Philippines, Indonesia, Japan, Russia, the United Kingdom, the United States of America, or the Peoples Republic of China;
 2. a Force Majeure event occurs lasting in excess of 2 weeks which prevents or delays an obligation under the Underwriting Agreement;
 3. an adverse change occurs which materially impacts or is likely to materially impact the assets, operational or financial position of the Company or a Related Corporation in an adverse manner.

The Underwriting Agreement contains other covenants, warranties, representations and other terms normal for an agreement of this nature.

SECTION 7 - Additional Information

Continuous Disclosure Obligations

This document is issued under section 713 of the Corporations Act as a transaction specific prospectus.

Section 713 of the Corporations Act enables companies to issue transaction specific prospectuses where those companies are and have been for 12 months, disclosing entities.

The Company is a disclosing entity under the Corporations Act and, as such, is subject to regular reporting and disclosure requirements. As a listed company, the Company is subject to the Listing Rules that require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares. The Shares offered under this Prospectus are of a class that has been continuously quoted on ASX for at least 12 months prior to the date of issue of this Prospectus.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC.

Tritton will provide a copy of each of the documents, free of charge, to any person on request during the application period in relation to this Prospectus:

- a. Tritton's annual financial report for the year ended 30 June 2005 (being the annual financial report most recently lodged with ASIC by Tritton before the issue of this Prospectus);
- b. Any continuous disclosure notices given by Tritton after the lodgement of the annual financial report referred to in paragraph (a) to ASX and before the lodgement of this Prospectus with ASIC.

All requests for copies of the above documents should be addressed to the Company Secretary, Tritton Resources Limited, Level 2, 5 Ord Street, West Perth, WA 6005.

The above information may also be obtained from the Company's website – www.trittonresources.com.au

Interests, Fees and Benefits

Other than as set out below or elsewhere in this Prospectus, including those documents incorporated by reference, no:

- (a) director of the Company; or
- (b) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation and distribution of this Prospectus; or
- (c) promoter of the Company; or
- (d) underwriter to the Issue or financial services licensee named in this Prospectus as a financial services licensee involved in the Issue;

has, or had within 2 years before the date of this Prospectus, any interest in: (i) the formation or promotion of the Company; (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Issue; or (iii) the Issue.

No amounts have been paid or agreed to be paid, and no benefits have been given or agreed to be given, to any of the above persons as an inducement to become or to qualify him as a director of the Company or for services rendered by him in connection with the formation or promotion of the Company or the Issue.

Interests of Directors

At the date of this Prospectus the Directors have relevant interests in Shares as set out below:

- a) Mr Michael McMullen has a relevant interest in 2,967,757 Shares in the Company. At the date of formation of the Company a company associated with Mr McMullen had been paid a total of \$195,000 for consulting services to the Company. Subsequent to the Company being listed on the ASX, Mr McMullen was paid a bonus of \$20,000.
- b) Mr Milan Jerkovic has a relevant interest in 15,000 Shares in the Company and is a director of Straits, a company that has a relevant interest in 67,256,096 Shares in the Company.
- c) Mr Peter Storey has a relevant interest in 6,750 Shares in the Company and is a senior executive of Straits, a company that has a relevant interest in 67,256,096 Shares in the Company.
- d) Mr Martin Purvis is a director of Straits, a company that has a relevant interest in 67,256,096 Shares in the Company.
- e) Mr Nigel Johnson is a senior executive of Straits, a company that has a relevant interest in 67,256,096 Shares in the Company.

The Company pays Straits for the provision of technical services under a Technical Services Agreement dated 27 October 2003. The services are provided to the Company on an as required basis, at normal commercial rates.

Mr Purvis is the Managing Director of the Company and receives fees including superannuation of \$76,300 per annum. Peter Storey is an Executive Director and receives fees including superannuation of \$54,500 per annum. At the date of this Prospectus, the members of the Company have resolved that the annual aggregate fees payable to non-executive directors shall not exceed \$200,000 per annum.

Directors' remuneration for the last 2 financial years is set out in the Remuneration Report in the Company's June 2005 Annual Report.

The Directors may subscribe for New Shares under this Prospectus.

Interests of Advisors

Euroz Securities Limited will be paid an underwriting fee equal to 4% of the underwritten amount and a corporate fee of \$20,000. In addition to these fees, Euroz was paid \$120,000 plus expenses for providing advice to the Company in respect of the partial takeover by Straits in June 2005. Euroz was also an underwriter of the Company's IPO Prospectus and received an underwriting fee of 4% and a management fee of 1% fees of the total amount raised in that offer and was issued 500,000 options with an exercise price of 40cents per Share, which it has since exercised.

Corrs Chambers Westgarth will be paid a fee of approximately \$50,000 for legal services provided to the Company up to the date of this Prospectus in connection with the Issue.

Rights attaching to Shares

The following is a summary of the rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders. A copy of the Constitution can be obtained, at no cost, from the Company's Registered Office during normal business hours.

Voting

Subject to the Corporations Act, Listing Rules and any rights or restrictions attached to a class of shares, at a general meeting, every shareholder present in person or by proxy, representative or attorney has:

- a) on a show of hands, one vote (except where the shareholder has appointed two proxies, in which case neither may vote); and
- b) on a poll, one vote for each fully paid share held (whether the issue price of the share was paid up or credited or both) and for each partly paid share held, a fraction of one vote equal to the proportion which the amount paid or credited on that share (excluding any amounts paid up in advance of the relevant due date for payment) bears to the total amounts paid and payable (including amounts credited) on that share.

In the case of an equality of votes, on a resolution at a general meeting, the chairperson of the meeting, providing he or she is entitled to vote, has a casting vote in addition to any votes which he or she has in respect of that resolution. If the Chairman is not entitled to vote, the matter is decided in the negative.

Dividends

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company. Dividends are payable as a proportion equal to the proportion which the amount paid on that share (excluding any amounts credited or paid up in advance of the relevant due date for payment) bears to the total amount paid or payable on that share.

Rights on Winding Up

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, on a winding-up of the Company, the liquidator may (with the sanction of a special resolution of shareholders) distribute among the shareholders the whole or any part of the property of the Company and may also decide how to distribute the property as between shareholders or different classes of shareholders including by vesting assets of the Company in trustees on trust for the benefit of shareholders.

Transfer of Shares

Shareholders may transfer shares by a proper transfer effected in accordance with the SCH Business Rules or an instrument in writing in the usual form or in any other form approved by the directors from time to time. The Directors may refuse to register a transfer of shares in the circumstances permitted under the Listing Rules or the SCH Business Rules, or if the transfer is not in registrable form.

Notices

Shareholders are entitled to receive notice of, attend and vote (in person or by proxy, representative or attorney) at all general meetings of the Company and to receive all notices and other documents required to be furnished to shareholders in accordance with the Constitution, the Corporations Act and the Listing Rules.

Consents

The following persons have given their written consent to be named in this Prospectus, and have not withdrawn such consent before lodgement of this Prospectus with ASIC.

- a) Euroz Securities Limited has consented to being named as Underwriter to the Issue in this Prospectus.
- b) Advanced Share Registry Services has consented to being named as Share Registry for the Company in this Prospectus.
- c) HLB Mann Judd has consented to being named as auditor for the Company in this Prospectus.
- d) Corrs Chambers Westgarth has consented to being named as Solicitors to the Issue in this Prospectus.
- e) Straits has consented to the inclusion in this Prospectus of any statements by it, and statements said in this Prospectus to be based on statements by it, in the form and context in which those statements are included.

Other than as disclosed above, none of the abovementioned persons have been involved in the preparation, or authorised or caused the Issue, of this Prospectus.

Each of Euroz Securities Limited, Advanced Share Registry Services, HLB Mann Judd, Corrs Chambers Westgarth, and Straits:

- did not authorise or cause the issue of this Prospectus;
- does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Prospectus in the form and context in which it is made; and

to the maximum extent permitted by law, expressly disclaim any responsibility or liability for any part of this Prospectus other than a statement expressly attributed to it in this Prospectus in the form and context in which it is made.

Expenses of the Issue

It is estimated that the expenses of the Issue will be approximately \$500,000 (inclusive of the fees to be paid to the Underwriter).

Legal Proceedings

The Company is not involved in any legal or arbitration proceedings nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

GLOSSARY

ASIC	Australian Securities & Investments Commission
ASX	Australian Stock Exchange Limited (ACN 008 624 691)
Board	Board of Directors of the Company as constituted from time to time
CHESS	Clearing House Electronic Sub-register System
Closing Date	13 December 2005
Company or Tritton	Tritton Resources Limited (ACN 100 095 494)
Constitution	Constitution of the Company as amended from time to time
EM	Electro-magnetic; a method of geophysical survey
Entitlement Issue or Issue	The proposed issue pursuant to the Prospectus of 32,992,950 Shares at an issue price of \$0.35 per Share
Entitlement and Acceptance Form	The entitlement and acceptance form accompanying this Prospectus
Euroz Securities, Euroz or Underwriter	Euroz Securities Limited (ACN 089 314 983)
IPO Prospectus	The Company's IPO Prospectus dated 28 October 2003
Issue Proceeds	The proceeds of the Issue
Listing Rules	Listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX
m	Metres
M	Million
Macquarie or Macquarie Bank	Macquarie Bank Limited (ACN 008 583 542)
Measured Resource	That portion of Mineral Resource of which tonnage or volumes is estimated from dimensions revealed in outcrops, pits, trenches, drillholes or mine workings, supported where appropriate by other exploration techniques. The sites used for inspection, sampling and measurement are so spaced that the geological character, continuity, grades and nature of the material are so well defined that the physical character, size, shape, quality and material content are established with a high degree of certainty.
Mineral Resource	A concentration or occurrence of material of intrinsic economic interest in or on the earth's crust in such form and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated, or interpreted from specific geological evidence and knowledge.
mt	Metric tonnes
New Share	A share to be issued by the Company under this Prospectus
Official List	Official list of entities that ASX has admitted and not removed
Options	Options to subscribe for Shares
Prospectus	This prospectus dated 18 November 2005
Record Date	28 November 2005

Share	Fully paid ordinary share in the capital of the Company and Shareholders has a corresponding meaning
Straits	Straits Resources Limited (ACN 056 601 417) or, where appropriate, its wholly owned subsidiary, Straits Mine Management Pty Ltd (ACN 083 686 033)
The Directors	The Directors of the Company as shown in the directory at the front of this Prospectus
tpa	Tonnes per annum
Tritton Copper Mine or Tritton Project or Project	The Tritton Copper Mine or Tritton Project includes the processing plant and associated infrastructure that the Company proposes to develop as well as the ore reserves that are to be treated at the plant.
Underwriting Agreement	Underwriting agreement between the Company and the Underwriter dated 18 November 2005
WST	Western Standard Time

DIRECTORS' CONSENT

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being made in the Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any Issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisers.

Each director has consented in writing to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated 18 November 2005



Martin Purvis
Managing Director

THIS DOCUMENT IS IMPORTANT, IF YOU ARE IN DOUBT AS HOW TO DEAL WITH IT, YOU SHOULD CONSULT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER

TRITTON RESOURCES LIMITED

ABN: 88 100 095 494

REGISTERED OFFICE: Level 2, 5 Ord Street, West Perth WA 6005
 SHARE REGISTRY: Advanced Share Registry Services, 110 Stirling Highway, Nedlands, Western Australia 6009

ENTITLEMENT AND ACCEPTANCE FORM

Non-Renounceable Entitlement Issue closing 5 pm WST on 13 December 2005

A pro-rata non-renounceable entitlement issue of 32,992,950 shares at 35 cents per share, on the basis of 2 new ordinary shares for every 7 ordinary shares held at the Record Date to raise approximately \$11.5 million (before costs of the issue).

HIN/SRN :
 Form number :
 Shares Held at 28 November 2005 :
 Entitlement to shares on a 2 for 7 basis :
 Entitlement for shares :
 Amount payable for full entitlement at 35 cents per share :

To the Directors,
 Tritton Resources Limited

- I/We the above mentioned, being registered on the Record Date as the holder(s) of ordinary Shares in your Company hereby accept the below mentioned Shares in accordance with the enclosed Prospectus.
- I/We enclose my/our cheque made payable to "Tritton Resources Subscription Account", for the amount shown being payment at the rate of 35 cents per Share.
- I/We hereby authorise you to place my/our name(s) on the registers of Shareholders in respect of the number of Shares allotted to me/us and;
- I/We agree to be bound by the Constitution of the Company.
- I/We acknowledge having received a full copy of the Prospectus with this application.

RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE SECURITIES BEING OFFERED

Shares Accepted	Amount enclosed at 35 cents per share

Please enter cheque details

Drawer	Bank	Branch	Amount

My/our contact numbers in the case of inquiry are:

Telephone : ()..... Fax : ().....

Note: Cheques should be made payable to "Tritton Resources Limited Subscription Account" crossed "Not Negotiable" and forwarded to the Company's share registry to arrive no later than 5 pm WST on 13 December 2005.

Complete this panel and sign below if a change of address is to be registered with the Company

New Address:

Signature(s):..... Date:

Please indicate your correct title: Director/Secretary/.....

THIS ISSUE CLOSES 5 PM WST ON 13 December 2005

THE DIRECTORS RESERVE THE RIGHT TO MAKE AMENDMENT TO THIS FORM WHERE APPROPRIATE
 PLEASE REFER OVERLEAF FOR INSTRUCTIONS

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Shares which you are entitled to accept.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.
3. You may not use this form to apply for Shares in excess of your maximum entitlement.
4. The price payable in full on acceptance of each Share is 35 cents.
5. You may accept your entitlement by completing the Entitlement and Acceptance Form overleaf.

APPLICATION INSTRUCTIONS

1. The issue price of 35 cents per Share is payable in full upon application.
2. Payments must be made in Australian currency by cheque or bank draft drawn on and payable at a bank within Australia. Cheques or bank drafts drawn on banks outside Australia in either Australian currency or in foreign currency will not be accepted.
3. The cheques must be made payable to "**Tritton Resources Limited Subscription Account**" and crossed "**Not Negotiable**".
4. When completed, this form together with the appropriate payment in Australian currency should be forwarded to Tritton Resources Limited, c/o Advanced Share Registry Services, to the addresses below.
5. Acceptances must be received by the Company no later than 5 pm WST on the Closing Date of 13 December 2005.

ENQUIRIES

Any enquiries regarding this form should be directed to the Company's share registry:

Advanced Share Registry Services

Street Address:

110 Stirling Highway
NEDLANDS WA 6009

Postal Address:

PO Box 1156
NEDLANDS WA 6909

Phone: +61 8 9389 8033

Facsimile: +61 8 9389 7871

TRITTON RESOURCES LIMITED

ACN 100 095 494

SHORTFALL APPLICATION FORM

This form should only be filled out by a Shareholder wishing to apply for Shortfall Shares that may arise upon the close of the Offer. All shortfall Shares will be issued at the absolute discretion of the Company. Lodgement of a Shortfall Application Form does not guarantee an allotment of any Shares. Shareholder Entitlements should be applied for on the pre-printed Entitlement and Acceptance Form.

For the Offer of Shares at an issue price of 35 cents per Share. Instructions A to H are set out on the reverse side of this form. All Application Forms must be accompanied by payment of 35 cents per Share.

PLEASE USE BLOCK LETTERS - refer to the guide (reverse side) for correct forms of registrable title(s).

Brokers Stamp Only

A Application for Shares

I/We apply for Shares
at 35 cents per Share

I/We lodge full application monies of: \$.....

B Title Given Names or Company Surname/ABN

.....

1. Title Joint Applicants or Designated Account
 e.g. <SUPERFUND A/C>

.....

D Address

Suburb/City/Town State Postcode

E Contact Details

Contact Name :

Contact No :

F CHES Details:

PID HIN

G Payment Details:
All cheques should be made payable to "Tritton Resources Limited Subscription Account" and crossed "Not Negotiable"

2.	Drawer	Bank	Branch	Amount
	\$.....
	\$.....

INSTRUCTIONS TO APPLICANTS

This Application Form together with a cheque for the application monies must be forwarded to:

Tritton Resources Limited
c/o Advanced Share Registry Services
110 Stirling Highway
NEDLANDS WA 6008

Postal Address

PO Box 1156
NEDLANDS WA 6909

A. Application for Shares

To calculate application monies due, multiply the number of Shares that have been applied for by 35 cents.

B. Name of Applicant

Write the Applicant's FULL NAME in Box B. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of name may be rejected.

If an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it shall be final. An Application Form will not however, be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque for the application monies referred to in Box A.

C. Joint Applicants and/or Account Designations

If JOINT APPLICANTS are applying or an ACCOUNT DESIGNATION is required, complete Boxes B and C. Please refer to the bottom on this page for instructions on the correct form of registrable title. Up to three Joint Applicants may register.

D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

F. CHESSE Details

If you are sponsored in Chess by a stockbroker or other Chess Participant enter the Participant Number ("PID") and your Holder Identification Number ("HIN").

G. Payment Details

Payment must be made in Australian currency by cheque or bank cheque drawn on an Australian Bank. The amount of the cheque should agree with the amount shown in Box A of the Application Form. Cheques are to be made payable to "Tritton Resources Limited Subscription Account" and should be crossed "Not Negotiable". Cash should not be forwarded. Similarly payment made direct to the Company's bank account may not be accepted.

H. Declaration

By completing the Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Application Form does not need to be signed.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith (John David Smith Account)	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith (Est Michael Peter Smith Account)	John Smith (Deceased)
Partnerships	Mr John David Smith and Mr Michael Peter Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith (ABC Tennis Association Account)	Smith Investment Club or ABC Tennis Association
Superannuation Funds	John Smith Pty Ltd (Super Fund Account)	John Smith Superannuation Fund