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**TRITON GOLD LIMITED**

**ACN 126 042 215**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:00am (WST)

**DATE:** 17th May 2010

**PLACE:** Celtic Club Perth  
48 Ord Street, West Perth, WA

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9215 4222.***

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders of Triton Gold Limited (the "Company") to which this Notice of Meeting relates will be held at 10:00am (WST) on 17th May 2010 at:

Celtic Club Perth, 48 Ord Street, West Perth, Western Australia

**YOUR VOTE IS IMPORTANT**

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The business of the Annual General Meeting affects your shareholding and your vote is important.

**VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by post to Triton Gold Limited, Suite 18, Level 4, 44 Parliament Place, West Perth, WA; or
- (b) by facsimile to the Company on facsimile number (08) 9226 1799,

so that it is received not later than 10:00am (WST) on 13th May 2010.

**Proxy forms received later than this time will be invalid.**

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**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting of Shareholders of Triton Gold Limited (the "Company") will be held at 10:00am (WST) on 17th May 2010 at Celtic Club Perth, 48 Ord Street, West Perth, Western Australia. The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to the Company's Constitution and the Corporations Act that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at the close of business on 13th May 2010.

**AGENDA**

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**ORDINARY BUSINESS****Reports and Accounts**

To receive and consider the financial statements of the Company for the year ended 31st December 2009 together with the declaration of the directors, the directors' report, the

remuneration report and auditor's report. Also available for consideration is the Shareholders Annual Report.

In compliance with section 315 of the *Corporations Act 2001*, these reports are available to be viewed or downloaded in PDF format at the Company's website and can be obtained through the following link [http://www.tritongold.com.au/investors\\_news\\_releases.php](http://www.tritongold.com.au/investors_news_releases.php). However, if you wish to receive hard copies of these reports, please send a written request to the Company Secretary, Triton Gold Ltd, Suite 18, Level 4, 44 Parliament Place, West Perth, WA 6005.

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**1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

*“Pursuant to Section 250R(2) of the Corporation Act 2001 and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 31st December 2009.”*

**Short Explanation:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

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**2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. JOHN ERIC LONEY**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Mr. John Eric Loney, who retires by rotation as a Director of the Company in accordance with Sections 13.2 and 13.3 of the Company's Constitution and, being eligible, offers himself for re-election, be and is hereby re-appointed as a Director of the Company”.*

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**3. RESOLUTION 3 – CONFIRM APPOINTMENT OF DIRECTOR – MR. GREGORY CLIFTON HALL**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for all purposes, Mr. Gregory Clifton Hall, in accordance with Section 13.5 of the Company's Constitution and, being eligible, is confirmed as being appointed as a Director of the Company.”*

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**4. RESOLUTION 4 – ELECTION OF DIRECTOR – MR. ALLEN LANCE GOVEY**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for all purposes, Mr. Allen Lance Govey, in accordance with Section 13.4 of the Company's Constitution and, being eligible, is appointed as the Managing Director of the Company.”*

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**5. RESOLUTION 5 – APPROVAL OF PRIOR ISSUE OF ORDINARY SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Limited ("ASX") Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue and allotment of 1,260,520 ordinary fully paid shares at an issue price of \$0.20 as specified in, and on such terms and conditions referred to in, the Explanatory Memorandum accompanying this Notice."

The above resolution has been proposed in accordance with the requirements of exception 9 of Listing Rule 7.2. The voting exclusion statement is included in the Explanatory Statement.

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**6. RESOLUTION 6 – APPROVAL OF PRIOR ISSUE OF ORDINARY OPTIONS**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Limited ("ASX") Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue and allotment of 500,000 ordinary options with an exercise price of \$0.25 and expiry date of 31 December 2013 as specified in, and on such terms and conditions referred to in, the Explanatory Memorandum accompanying this Notice."

The above resolution has been proposed in accordance with the requirements of exception 9 of Listing Rule 7.2. The voting exclusion statement is included in the Explanatory Statement.

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**7. RESOLUTION 7 – AMENDMENT TO ELIGIBLE PERSONS SHARE OPTION PLAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purpose of ASX Listing Rule 7.2, exception 9(a) and for all other purposes, the plan, the principal terms of which are summarised in the explanatory materials and the issue of securities under that plan, be approved."

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**8. RESOLUTION 8 – ADOPTION OF PERFORMANCE RIGHTS PLAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purpose of ASX Listing Rule 7.2, exception 9(b) and for all other purposes, the plan, the principal terms of which are summarised in the explanatory materials and the issue of securities under that plan, be approved."

The above resolution has been proposed in accordance with the requirements of exception 9 of Listing Rule 7.2. The voting exclusion statement is included in the Explanatory Statement.

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**DATED: 13 April 2010**

**BY ORDER OF THE BOARD**



**TRITON GOLD LIMITED  
BRAD BOYLE  
COMPANY SECRETARY**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Celtic Club Perth, 48 Ord Street, West Perth, Western Australia at 10:00am (WST) on 17 May 2010.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

### **Voting Exclusion Statement:**

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## **FINANCIAL STATEMENTS AND DIRECTORS' REPORTS**

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of directors and auditors for the year ended 31st December 2009.

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### **RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT**

Section 250R of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2009 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the *Corporations Act 2001*, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting

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### **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. JOHN ERIC LONEY**

In accordance with Section 13.1 of the Company's Constitution and ASX Listing Rule 14.4, a Director cannot hold office for more than 3 years without retiring by rotation. Having been appointed as a Director on 15 September 2007, Mr. John Loney is to retire by rotation at the Annual General Meeting, and being eligible, offers himself for re-election as a Director.

Mr. Loney was appointed as a director of Triton Gold Ltd on 15 September 2007 and is based in Brisbane, Queensland. He has held the position of Chairman since 28 July 2008.

Mr. Loney has more than 30 years experience in the mining industry, most recently serving for 19 years with Placer Dome where he rose to be Vice President of Risk Management and Assurance, previously serving in other senior roles such as Chief Financial Officer of Placer Dome Asia Pacific. Mr. Loney also held management positions with the mining company Utah International Inc in tax, treasury, insurance, financial planning and analysis as well as Company Secretary. Prior to this, Mr. Loney obtained accounting, tax and audit experience and designation with the Australian Chartered Accounting firm Hungerford Spooner & Kirkhope (now KPMG Australia).

Full Name: John Eric Loney

Qualifications:

- Bachelor of Commerce from University of Queensland

Professional Membership:

- Fellow of Australian Society of CPAs
- Fellow of Corporate Directors Association of Australia
- Member of Australian Institute of Company Directors

The Board, with the exception of Mr. Loney, unanimously recommends that members vote in favour of Mr. Loney's re-election as a Director.

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### **RESOLUTION 3 – CONFIRM APPOINTMENT OF DIRECTOR – MR. GREGORY CLIFTON HALL**

Pursuant to Article 13.7 of the Company's Constitution, Mr. Greg Hall and Mr. Graham Taylor provided notice to the Company of their intention to resign from the Board of Directors at the last Company AGM, effective 5:00 pm (WST) 18th May 2009.

Due to changes in the Company's circumstances and the subsequent listing of the Company on the ASX, immediately, following the previous AGM, the Board of Directors of the Company decided that in the best interests of the Company, with the written consent of Mr. Hall, to re-appoint Mr. Hall as a Director of the Company.

The Board, with the exception of Mr. Hall, unanimously recommends that members vote in favour of Mr. Hall's appointment as a Director.

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### **RESOLUTION 4 – ELECTION OF DIRECTOR – MR. ALLEN LANCE GOVEY**

In accordance with Section 13.4 of the Company's Constitution which relevantly states that:

"No person other than a Director seeking re-election shall be eligible for election to the office of Director at any general meeting unless he or some Shareholder intending to propose him has, not later than 5 Business Days after the date shown on the notice to the ASX referred to in Article 11.3(a), left at the Registered Office a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Shareholder to propose him.

Notice of each and every candidature for election as a Director shall be given to each Shareholder with or as part of the notice of the meeting at which the election is to take place.

The Company shall observe the requirements of the *Corporations Act 2001* with respect to the election of Directors."

Mr. Govey is based in Perth, Western Australia. He has held the position of Chief Executive Officer of the Company since 6 April 2010. Mr. Govey has 35 years experience in the minerals sector with wide ranging involvement in successful exploration and mining geology within Australia, Indonesia and the Philippines. Graduating from UNSW in 1975 with a BSc (Hons) degree and JCUNQ with an MSc in Mining and Exploration Geology, his early years were focussed on the copper and tin industries with CSR Minerals Division (Mt Gunson Copper Mine and PT Koba Tin respectively).

The majority of the last 30 years has been in the gold sector, primarily within Western Australia including involvement at the discovery stage of Granny Smith, with the original

Aztec Mining Group (Forrestania Belt – Bounty Gold Mine) and subsequently with Normandy Mining Group (Golden Grove – Minjar district gold discoveries).

Mr Govey spent the last eight years with Red 5 Limited as Executive Director responsible for exploration and development studies at the million ounce Siana Gold Project in the Philippines. The role spanned the entire exploration phase with the project progressing from scoping to final bankable feasibility studies, with development about to commence. Red 5's market capital increased from \$5M to \$120M over the period. Other roles included Perth office management and a significant contribution to Red 5's public relations / investor relations function and related successful capital raisings.

Full Name: Allen Lance Govey

Qualifications:

- BSc Hons (Chemistry/Geology)
- MSc (Exploration and Mining Geology)

Professional Membership:

- AusIMM
- AICD

In accordance with Article 13.4 of the Company's Constitution, Mr. Allen Govey seeks appointment to the office of Director of the Company effective 2:00pm (WST) 17th May 2010. The proposed Director has provided the Company with written consent to being a Director of the Company.

The Board unanimously recommends that members vote in favour of Mr. Govey's appointment as the Managing Director.

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## **RESOLUTION 5 – APPROVAL OF PRIOR ISSUE OF ORDINARY SHARES**

Since listing on the ASX on 14 August 2009, the Company has utilised the services of companies to provide investor relations, research and drilling services.

Resolution 5 is in respect of the issue of 1,260,520 ordinary fully paid shares.

ASX Listing Rule 7.1 provides that without shareholder approval, a company must not issue or agree to issue new "equity securities" constituting more than 15% of its total ordinary shares on issue within a 12 month period, excluding any issue of shares approved by shareholders.

However ASX Listing Rule 7.4 allows an issue of securities made without the approval of shareholders to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1 provided the issue did not breach ASX Listing Rule 7.1 and shareholders subsequently approve the issue.

Shareholder approval is now sought pursuant to ASX Listing Rule 7.4 to approve the prior issue so that the Company retains its capacity to issue up to a full 15% of its issued capital, if required, in the next 12 months without shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (i) the total number of ordinary fully paid shares issued or to be issued is 1,260,520;
- (ii) the issue price of the ordinary shares is A\$0.20 per share;
- (iii) the ordinary shares issued rank equally with the Company's existing ordinary shares on issue;
- (iv) the allottees are Powerone Capital Markets, DJ Carmichael, Taylor Collision, Raglan Drilling and Drillwise who have provided Investor Relations, Research and Drilling Services to the Company;

- (v) Issuance of Shares was in lieu of cash payment for services rendered by the allottees;
- (vi) no related parties participated in the above equity security issues; and
- (vii) the issue of the above equity securities when made did not breach Listing Rule 7.1.

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## **RESOLUTION 6 – APPROVAL OF PRIOR ISSUE OF ORDINARY OPTIONS**

Since listing on the ASX on 14 August 2009, the Company has utilised the services of companies to provide investor relations and research services.

Resolution 5 is in respect of the issue of 500,000 ordinary options, exercise price of \$0.25 and expiry date of 31 December 2013.

ASX Listing Rule 7.1 provides that without shareholder approval, a company must not issue or agree to issue new "equity securities" constituting more than 15% of its total ordinary shares on issue within a 12 month period, excluding any issue of shares approved by shareholders.

However ASX Listing Rule 7.4 allows an issue of securities made without the approval of shareholders to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1 provided the issue did not breach ASX Listing Rule 7.1 and shareholders subsequently approve the issue.

Shareholder approval is now sought pursuant to ASX Listing Rule 7.4 to approve the prior issue so that the Company retains its capacity to issue up to a full 15% of its issued capital, if required, in the next 12 months without shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (viii) the total number of ordinary options issued or to be issued is 500,000;
- (ix) the exercise price of the ordinary option is A\$0.25 per share and expiry on 31 December 2013;
- (x) if the options are exercised by the holder, they will receive one ordinary fully paid share for every option, such shares will rank equally with the Company's existing ordinary shares on issue;
- (xi) the allottees are Powerone Capital Markets, DJ Carmichael and Taylor Collision who have provided Investor Relations and Research Service to the Company;
- (xii) Issuance of Options was in lieu of cash payment for services rendered by the allottees;
- (xiii) no related parties participated in the above equity security issues; and
- (xiv) the issue of the above equity securities when made did not breach Listing Rule 7.1.

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## **RESOLUTION 7 – AMENDMENT TO ELIGIBLE PERSONS SHARE OPTION PLAN**

The Board of Directors believe the existing Eligible Persons Share Option Plan originally adopted by shareholders on 1 September 2008 at the Company's 2008 AGM, continues to be vital to retaining and incentivising senior executives and officers of the Company in the face of onerous demands from rapid exploration and project development and alternative offers from competitors in a booming resource sector.

The purpose of the share option plan is to incentivise eligible persons to provide dedicated and ongoing commitment to the Company, align the interests of the eligible persons and shareholders, and reward eligible persons for their efforts.

ASX Listing Rule 7.1 provides that an ASX listed company may not issue equity securities comprising more than 15% of its issued shares in any 12 month period without obtaining shareholder approval unless the issue comes within any of the specified exceptions set out in ASX Listing Rule 7.2. ASX Listing Rule 7.2 Exception 9(b) provides that securities issued under an employee incentive scheme are excluded from this restriction if, within 3 years before the

date of issue, shareholders have approved the issue of securities under the scheme as an exception.

Due to changes in the tax and other legislative requirements the Board of Directors have seen that it is appropriate to update the current Eligible Persons Share Option Plan dated 10 August 2008, to reflect these current changes.

In accordance with Rules 7.2 of the ASX Listing Rules we advise under the share option plan, eligible persons shall include Directors, Officers, Employees and Consultants, who may be entitled to an allocation of options, at the sole discretion of the Board of Directors.

We note under the plan any allocation of options to a Director of the Company is subject to the terms and conditions of the Company Constitution, Corporations Act 2001 (Cth) and the ASX listing rules and will require shareholder approval.

Previously the terms of stock option plan stated the exercise price of any allocation of options has to be set at no less than 80% of share market price and the term of any options issued under the plan will be up to a maximum of five (5) years. The number of options allocated under the plan is subject to the ASX Listing Rules. Rule 7.1 defines any new issues of capital in the Company exceeding 15% of outstanding capital in the Company, during any 12 month period requires shareholder approval. Should the Eligible Person cease to be employed or engaged by the Company, their allocation of options may be terminated or amended in accordance with the terms of the Share Option Plan. Finally, the term of the Share Option Plan is for five (5) years unless shareholder approval is obtained to extend the term of the plan.

The amended stock option plan, dated 16 February 2010, now states that the exercise price will mean the issue price per Share payable in cash upon exercising an Option being, the price equal to 172% of the market value (as defined by section 83A-315 of the Income Tax Assessment Act 1997) of the Company's share price at the grant date or such price as determined by the Directors in their absolute discretion and set out in the Offer.

The rest of the terms and conditions remain the same and are in accordance with the ASX Listing Rules.

The Board recommends that shareholders vote in favour of the resolution to adopt the amended Eligible Persons Share Option Plan, for the reasons outlined above.

In compliance with section 315 of the *Corporations Act 2001*, the amended "Eligible Persons Share Option Plan", dated 16 February 2010, is available to be viewed or downloaded in PDF format at the Company's website and can be obtained through the following link [http://www.tritongold.com.au/investors\\_news\\_releases.php](http://www.tritongold.com.au/investors_news_releases.php). If you wish to receive hard copy of this report, please send a written request to the Company Secretary, Triton Gold Ltd, Suite 18, Level 4, 44 Parliament Place, West Perth, WA 6005.

The Board also advises that a voting exclusion statement is included at the beginning of this Explanatory Statement.

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## **RESOLUTION 8 – ADOPTION OF PERFORMANCE RIGHTS PLAN**

In co-junction with the Eligible Persons Share Option Plan the Board of Directors believe the proposed Performance Rights Plan will also assist the Company in retaining and incentivising senior executives and officers of the Company in the face of onerous demands from rapid exploration and project development and alternative offers from competitors in a booming resource sector.

The purpose of the performance rights plan is to incentivise eligible persons to provide dedicated and ongoing commitment to the Company, align the interests of the eligible persons and shareholders, and reward eligible persons for their efforts.

In accordance with Rules 7.2 of the ASX Listing Rules we advise under the performance rights plan, eligible persons shall include Directors, Officers and Employees who may be entitled to an allocation of rights, at the sole discretion of the Board of Directors.

We note under the plan any allocation of rights and subsequent shares to a Director of the Company is subject to the terms and conditions of the Company Constitution, Corporations Act 2001 (Cth) and the ASX listing rules and will require shareholder approval.

Under the plan the eligible person will be invited by the Board to participate in the plan. Should the eligible person accept the invitation they must complete an application. Once the applicant has received those Performance Rights, subject to them meeting the terms and conditions set out in the offer, namely performance hurdles and minimum of three (3) years of employment, they would be entitled to apply to convert each Performance Right into one ordinary fully paid share in the Company.

The Performance Rights are not generally transferable without the approval of the Board. The Board reserves at its absolute sole discretion to determine whether the Performance Rights will be satisfied by the payment of Cash or Shares. The term of any Performance Rights issued under the plan will be up to a maximum of seven (7) years, unless shareholder approved is obtained to extend the term of the plan.

The number of Performance Rights and subsequent ordinary shares allocated under the plan is subject to the ASX Listing Rules. Rule 7.1 defines that any new issues of capital in the Company exceeding 15% of outstanding capital in the Company, during any 12 month period, requires shareholder approval. Should the Eligible Person cease to be employed or engaged by the Company, their allocation of Performance Rights may be terminated or amended in accordance with the terms of the Performance Rights Plan.

Currently, 500,000 Performance Rights have been offered by the Board of Directors to Eligible Persons. These Performance Rights were issued on similar conditions as outlined above.

The Board recommends that shareholders vote in favour of the resolution to adopt the Performance Rights Plan, for the reasons outlined above.

In compliance with section 315 of the *Corporations Act 2001*, the "Performance Rights Plan", dated 16 February 2010, is available to be viewed or downloaded in PDF format at the Company's website and be obtained through the follow link [http://www.tritongold.com.au/investors\\_news\\_releases.php](http://www.tritongold.com.au/investors_news_releases.php). If you wish to receive hard copy of this report, please send a written request to the Company Secretary, Triton Gold Ltd, Suite 18, Level 4, 44 Parliament Place, West Perth, WA 6006.

Board also advises that a voting exclusion statement is included at the beginning of this Explanatory Statement.

# PROXY FORM

**APPOINTMENT OF PROXY  
TRITON GOLD LIMITED  
ACN 126 042 215**

## ANNUAL GENERAL MEETING

I/We

being a Member of Triton Gold Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 10:00am (WST), on 17th May 2010 at Celtic Club Perth, 48 Ord Street, West Perth, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all the resolutions.

### Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-Election of Director – Mr. John Loney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Confirm Appointment of Director – Mr. Greg Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Election of Director – Mr. Allen Govey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of Prior Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Prior Issue of Ordinary Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Amendment to Eligible Persons Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Adoption of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**OR**

In relation to these Resolutions, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on these Resolutions, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the meeting may exercise your 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. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your votes on these Resolutions and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman intends to vote in favour of these Resolutions.

**IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 TO 8 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1 TO 8 WILL BE DISREGARDED.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

**By:**

#### Individuals and joint holders

Signature

Signature

Signature

#### Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

**TRITON GOLD LIMITED**  
**ACN 126 042 215**

**Instructions for Completing 'Appointment of Proxy' Form**

1. A shareholder entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.