

ASX: TON





GENERAL MEETING

20 August 2014

AGENDA

- 1. Quorum**
- 2. Minutes**
- 3. Chairman's Opening Address**
- 4. Resolutions**
- 5. General Business**
- 6. Questions & Feedback**
- 7. Close of Meeting**



Chairman's Address

MR. ALAN JENKS

RESOLUTION 1 – APPROVAL OF PRIOR ISSUE OF ORDINARY SHARES - PLACEMENT 1

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 Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue of 5,288,032 ordinary fully paid shares at an issue price of \$0.11 as specified in, and on such terms and conditions referred to in, the Explanatory Statement accompanying this Notice.”*
- **PROXIES**
 - For: 21 (13,825,392 shares)
 - Against: 1 (252,000 shares)
 - Abstain: 1 (12,500 shares)
 - Open: 4 (1,872,884 shares)

RESOLUTION 2 – APPROVAL OF PRIOR ISSUE OF ORDINARY SHARES – PLACEMENT 2

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 Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue of 3,341,191 ordinary fully paid shares at an issue price of \$0.11 as specified in, and on such terms and conditions referred to in, the accompanying this Notice.”*
- **PROXIES**
 - For: 21 (13,825,392 shares)
 - Against: 1 (252,000 shares)
 - Abstain: 1 (12,500 shares)
 - Open: 4 (1,872,884 shares)

RESOLUTION 3 – APPROVAL OF PRIOR ISSUE OF ORDINARY SHARES – EMPLOYEES & CONSULTANTS

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 Listing Rule 7.4 and for all other purposes that the Company approves and ratifies the prior issue of 950,000 ordinary fully paid shares to employees and consultants as specified in, and on such terms and conditions referred to in, the Explanatory Statement accompanying this Notice.”*

- **PROXIES**

• For:	19	(13,741,763 shares)
• Against:	3	(335,629 shares)
• Abstain:	1	(12,500 shares)
• Open:	4	(1,872,884 shares)

RESOLUTION 4 – ADOPTION OF NEW EMPLOYEE SHARE PLAN

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

- *“That, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Company to:*
 - (a) establish and maintain the New Employee Share Plan on the terms and conditions summarised in the accompanying Explanatory Statement; and*
 - (b) grant Shares from time to time under the New Employee Share Plan.”*

- **PROXIES**

- | | | |
|------------|----|---------------------|
| • For: | 20 | (13,993,763 shares) |
| • Against: | 2 | (83,629 shares) |
| • Abstain: | 1 | (12,500 shares) |
| • Open: | 4 | (1,872,884 shares) |

RESOLUTION 5 – ADOPTION OF NEW EMPLOYEE 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 purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Company to:*
 - (a) *revoke the obsolete Performance Rights Plan and replace it with the New Employee Performance Rights Plan;*
 - (b) *establish and maintain the New Employee Performance Rights Plan on the terms and conditions summarised in the accompanying Explanatory Statement; and*
 - (c) *grant Performance Rights from time to time under the New Employee Performance Rights Plan and issue of Shares on the vesting of those Performance Rights which have been issued under the New Employee Performance Rights Plan.”*
- **PROXIES**
 - For: 21 (13,997,763 shares)
 - Against: 1 (79,629 shares)
 - Abstain: 1 (12,500 shares)
 - Open: 4 (1,872,884 shares)

RESOLUTION 6 – ADOPTION OF NEW EMPLOYEE OPTION PLAN

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

- *“That, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Company to:*
 - (a) *revoke the obsolete Employee Option Plan and replace it with the New Employee Option Plan;*
 - (b) *establish and maintain the New Employee Option Plan on the terms and conditions summarised in the accompanying Explanatory Statement; and*
 - (c) *grant Options from time to time under the New Employee Option Plan and issue of Shares on the exercise of those Options which have been issued under the New Employee Option Plan.”*
- **PROXIES**
 - For: 20 (13,903,901 shares)
 - Against: 2 (173,491 shares)
 - Abstain: 1 (12,500 shares)
 - Open: 4 (1,872,884 shares)

RESOLUTION 7 – APPROVAL OF PROPOSED ISSUE OF ORDINARY SHARES TO RELATED PARTY – MR BRADLEY BOYLE

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

- *“That, for the purposes of chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes that the Company approves the issue of 3,000,000 ordinary fully paid Shares for no consideration, to Mr Bradley Boyle or his nominee and on such terms and conditions referred to in, the Explanatory Statement accompanying this Notice.”*

- **PROXIES**

• For:	19	(13,741,763 shares)
• Against:	3	(335,629 shares)
• Abstain:	1	(12,500 shares)
• Open:	4	(1,872,884 shares)

RESOLUTION 8 – APPROVAL OF PROPOSED ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR PURSUANT TO NEW EMPLOYEE PERFORMANCE RIGHTS PLAN – MR BRADLEY BOYLE

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

- *“That, subject to the passing of Resolution 5, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue 3,000,000 Plan Performance Rights to Mr Bradley Boyle (or his nominee) under the New Employee Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”*
- **PROXIES**
 - For: 19 (13,839,761 shares)
 - Against: 2 (83,629 shares)
 - Abstain: 2 (166,502 shares)
 - Open: 4 (1,872,884 shares)

RESOLUTION 9 – APPROVAL OF PROPOSED ISSUE OF ORDINARY SHARES TO RELATED PARTY – MR ALFRED GILLMAN

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

- *“That, for the purposes of chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes that the Company approves the issue of 2,000,000 ordinary fully paid Shares for no consideration, to Mr Alfred Gillman or his nominee and on such terms and conditions referred to in, the Explanatory Statement accompanying this Notice.”*
- **PROXIES**

• For:	19	(13,741,763 shares)
• Against:	3	(335,629 shares)
• Abstain:	1	(12,500 shares)
• Open:	4	(1,872,884 shares)

RESOLUTION 10 – APPROVAL OF PROPOSED ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR PURSUANT TO NEW EMPLOYEE PERFORMANCE RIGHTS PLAN – MR ALFRED GILLMAN

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

- *“That, subject to the passing of Resolution 5, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue 3,000,000 Plan Performance Rights to Mr Alfred Gillman (or his nominee) under the New Employee Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”*

- **PROXIES**

• For:	18	(13,587,761 shares)
• Against:	3	(335,629 shares)
• Abstain:	2	(166,502 shares)
• Open:	4	(1,872,884 shares)

RESOLUTION 11 – APPROVAL OF PROPOSED ISSUE OF ORDINARY SHARES TO RELATED PARTY – MR ALAN JENKS

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

- *“That, for the purposes of chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes that the Company approves the issue of 1,000,000 ordinary fully paid Shares for no consideration, to Mr Alan Jenks or his nominee and on such terms and conditions referred to in, the Explanatory Statement accompanying this Notice.”*
- **PROXIES**
 - For: 19 (13,741,763 shares)
 - Against: 3 (335,629 shares)
 - Abstain: 1 (12,500 shares)
 - Open: 4 (1,872,884 shares)

RESOLUTION 12 – APPROVAL OF PROPOSED ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR PURSUANT TO NEW EMPLOYEE PERFORMANCE RIGHTS PLAN – MR ALAN JENKS

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

- *“That, subject to the passing of Resolution 5, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue 3,000,000 Plan Performance Rights to Mr Alan Jenks (or his nominee) under the New Employee Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”*

- **PROXIES**

• For:	19	(13,839,761 shares)
• Against:	2	(83,629 shares)
• Abstain:	2	(166,502 shares)
• Open:	4	(1,872,884 shares)



RESOLUTION 13 – APPROVAL PURSUANT TO SECTION 195

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

- *“That, for the purposes of section 195(4) of the Corporations Act and for all other purposes, approval is given for the Directors to complete the transactions contemplated in this Notice of General Meeting and the Explanatory Memorandum.”*

- **PROXIES**

- | | | |
|------------|----|---------------------|
| • For: | 21 | (13,997,763 shares) |
| • Against: | 1 | (79,629 shares) |
| • Abstain: | 1 | (12,500 shares) |
| • Open: | 4 | (1,872,884 shares) |

RESOLUTION 14 – ADOPTION OF NEW CONSTITUTION

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

- *“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company to repeal its current Constitution and replace it with a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”*

- **PROXIES**

- For: 20 (13,745,763 shares)
- Against: 1 (79,629 shares)
- Abstain: 2 (264,500 shares)
- Open: 4 (1,872,884 shares)



- **GENERAL BUSINESS**

To transact any other business that may be brought forward in accordance with the Company's Constitution



- **QUESTIONS & FEEDBACK**
- **OTHER BUSINESS**
- **CLOSE MEETING**



For further information, please contact:

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Forward-Looking Statements: This document may include forward-looking statements. Forward-looking statements include, but are not necessarily limited to, statements concerning Triton Minerals Limited's planned exploration program and other statements that are not historic facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should" and similar expressions are forward-looking statements.

Although Triton Minerals Limited believes that its expectations reflected in these are reasonable, such statements involve risks and uncertainties, and no assurance can be given that actual results will be consistent with these forward-looking statements.