TRITON GOLD LIMITED
GENERAL MEETING OF SHAREHOLDERS
17 FEBRUARY 2011 AT 10.00 AM
CELTIC CLUB PERTH, 48 ORD STREET, WEST PERTH, WA 6005

INTRODUCTION

CHAIRMAN:

⇨ Good morning ladies and gentlemen and welcome to Triton Gold Limited's 2011 General Meeting.

⇨ My name is John Loney. I am the Chairman of the Company, and I will be Chairman of this meeting.

QUORUM

CHAIRMAN:

⇨ This is a properly constituted meeting and a quorum is present. Accordingly, I declare the meeting open at 10.00am.

INTRODUCTIONS

CHAIRMAN:

⇨ I would like to introduce to you the directors' present, key management and the company secretary.

- Allen (Lance) Govey: Managing Director
- Trevor Osborne: Director

Apologies

- Greg Hall : Director
- David Singleton: Director

- Brad Boyle: Company Secretary
  Brad will be the secretary of the meeting.

I would also like to introduce Mr Jay Stephenson our CFO and Mr Henko Vos representing our auditor, MGI Perth Audit Services.

PROCEDURAL MATTERS

CHAIRMAN:

⇨ Before proceeding with the business of the meeting, I would like to mention some procedural matters:

⇨ Would members and visitors please sign the attendance register before leaving if they have not already done so.

⇨ If you wish to speak on a matter, at an appropriate time, please raise your voting card and state your name and/or the name of the shareholder you represent.

⇨ It would be appreciated if all mobile phones are switched off and recording devices not used.

⇨ Resolutions appearing on the notice of meeting will be shown on the screen as each resolution is introduced to the meeting.

NOTICE OF MEETING

⇨ The Notice of Meeting has been mailed to all Shareholders.

⇨ I propose that, with your agreement, the Notice of Meeting be taken as read.

REGISTER/PROXIES

CHAIRMAN:

⇨ The register of members is available for inspection at this meeting.

⇨ I will now table and make available for inspection the proxies which have been received and ask the company secretary, Mr Boyle to advise on the proxies.

MR Boyle:

⇨ Thank you Mr Loney:

13 proxies have been received representing approximately 13**%** of the issued capital of the Company. Proxy votes for and against each resolution will be shown on screen as we progress through today's agenda.

CHAIRMAN:

⇨ As the Chairman I have received **2** open proxies representing approximately **1%** of the shares and I intend voting in favour of each resolution.

MINUTES:

⇨ The minutes of the previous Annual General Meeting of Members held on **17 May 2010** have been signed by myself as Chairman, as a true and correct record and are available for inspection.

⇨ I propose with your agreement they be taken as read.

⇨ If there are no objections, I declare that the minutes be accepted.

GENERAL BUSINESS

CHAIRMAN:

⇨ We will now proceed with the business of the meeting.

Before moving to the first item on the Agenda, I will make some brief remarks.

CHAIRMAN'S ADDRESS

CHAIRMAN:

⇨ Welcome to the Triton Gold Ltd. General Meeting of Members on 17 February 2011.

I thank you for taking the time to join us here this morning.

Our last Annual General Meeting was held on 17 May 2010,

Your company continues to follow its earlier stated objectives and strategies of:

- Further drilling and testing at the Fraser Range and Salmon Gums projects;

- Refinement of the mineralisation model and future drilling targets at Tushtena gold project in Alaska;
- Metallurgical characterisation of the Windarra North Tailings has been completed, cost estimates and financial analysis of the possible development options are in progress;
- Windarra region sampling programme and soil biochemical sampling;
- Consider any opportunities that may be bought to the Company or the Company may identify.

Mr. Govey, your MD and CEO will be available at the end of the meeting to provide further details on the progress of the Company exploration programmes.

Since our last AGM, the company successfully completed a capital placement in December 2010 raising $1.3 Million. A further $1.027 Million was raised through a Share Purchase Plan (SPP) in January 2011.

The main purpose of calling this shareholders meeting is for the board to propose to its shareholders and it thought appropriate, pass 3 resolutions.

Since the Annual General Meeting held in May last year, the Company has utilised the services of companies to provide investor relations, research and drilling services. Also, the issue in December of $1.3 million of shares to sophisticated investors making a total of 11,091,907 ordinary fully paid shares. Funds raised were used to advance the exploration of the Company's key gold projects.

ASX listing rules state that without shareholders approval, a company must not issue or agree to issue new equity securities constituting more than15% of its total ordinary shares on issue within a 12 month period. Shareholder approval is sought today pursuant to ASX listing rules to approve the prior issue so that the Company retains the capacity to issue up to 15% of its issued capital if required in the next 12 months.

The Company will also be seeking approval of the issue of 1 million options to your Company's CEO, Mr. Lance

Govey. Also, approval will be sought for the issue of 200,000 options to Mr. Carl Young. These options were issued pursuant to The Employee Share Option Plan. Details of these issues are contained in the Explanatory Statement included with the Notice of General Meeting dated 17 February 2011.

I advise the Company will be issuing its financial and operating results for the year ended 31 December 2010 by 31March 2011 and it is expected that the Annual Shareholders Meeting will be held on 20 May 2011.

At the close of today's meeting, the Directors and senior management team would like you to join us for some light refreshments.

CHAIRMAN:

⇨ Does anyone wish to raise any matters arising from my address?

⇨ As is normal practice, my address will be placed on Triton Gold's website: tritongold.com.au.

RESOLUTION 1

CHAIRMAN:

⇨ I refer you to resolution 1 of the notice of meeting – by ordinary resolution approves and ratifies the prior issuance of ordinary shares in the Company.

The text of the resolution together with details of proxy votes received is now shown on the screen for your reference.

The Board recommends that shareholders vote in favour of the resolution to adopt prior issuance of ordinary shares in the Company.

CHAIRMAN: ⇨ Is there any discussion?

CHAIRMAN: ⇨ I now put the resolution to the meeting.

⇨ All those in favour, please raise your card.
Against? *[COUNT VOTES]*

⇨ I declare that by a show of hands there is a majority in favour and the resolution is ***XXXXXX***.

RESOLUTION 2

CHAIRMAN: ⇨ We now move to the next item of business. I refer you to resolution 2 of the notice of meeting – by ordinary resolution approves and ratifies the prior issuance of ordinary options in the Company.

The text of the resolution together with details of proxy votes received is now shown on the screen for your reference.

The Board recommends, with the exception of Mr Govey, that shareholders vote in favour of the resolution to adopt prior issuance of ordinary options in the Company.

CHAIRMAN: ⇨ Is there any discussion on this resolution?

CHAIRMAN: ⇨ I now put the resolution to the meeting.

⇨ All those in favour, please raise your card.
Against? *[COUNT VOTES]*

⇨ I declare that by a show of hands there is a majority in favour and the resolution is ***XXXXX***.

RESOLUTION 3

CHAIRMAN: ⇨ We now move to the next item of business. I refer you to resolution 3 of the notice of meeting – by ordinary resolution approves and ratifies the prior issuance of ordinary options in the Company.

The text of the resolution together with details of proxy votes received is now shown on the screen for your reference.

The Board recommends that shareholders vote in favour of the resolution to adopt prior issuance of ordinary options in the Company.

CHAIRMAN: ⇨ Is there any discussion?

CHAIRMAN: ⇨ I now put the resolution to the meeting.

⇨ All those in favour, please raise your card.
Against? *[COUNT VOTES]*

⇨ I declare that by a show of hands there is a majority in favour and the resolution is **XXXXXXX**.

CLOSURE OF MEETING

⇨ Before I close the meeting are there any further questions or comments?

CHAIRMAN: ⇨ Ladies and Gentlemen, I thank you all for your attendance and interest in the Company and I look forward to seeing you again at this year's AGM in May, when I am confident we will be able to report good progress.

⇨ As there is no further business that can properly be brought before this meeting, I declare the formal part of the meeting closed at **XXX** am.

⇨ You are invited to stay for tea or coffee and to talk to the directors and staff.