23 October 2007

Lodged by ASX Online – 31 pages

The Manager - Companies
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

Please find attached the following documents relating to the Company’s annual general meeting of shareholders to be held on 23 November 2007:

- A letter to shareholders from the Chairman of the Company.
- Notice of the annual general meeting.
- Explanatory Memorandum.
- Proxy form.

These documents are being sent out to all shareholders with a copy of the annual report today.

Yours faithfully,
Tri Origin Minerals Ltd

John Falconer
Company Secretary
22 October 2007

SHAREHOLDER ANNUAL GENERAL MEETING – 23 NOVEMBER 2007
AND
TECHNICAL PRESENTATION

Dear Shareholder,

On behalf of the Board I would like to invite you to attend the Annual General Meeting and a technical presentation by the Managing Director of your Company. The technical presentation on the Company’s activities will commence immediately following the closure of the Annual General Meeting.

Details relating to the Annual General Meeting are attached for the consideration of shareholders.

The Meeting will commence at **11 am Friday, 23 November 2007**. The venue details are as follows:

**Burke Room**  
**Level 9**  
**33 Erskine Street**  
**Sydney, New South Wales**

On behalf of the Board, I and fellow Directors look forward to meeting with you on the day and providing you with an update of your Company’s activities.

Yours faithfully,

John Shaw  
Chairman  
Tri Origin Minerals Ltd
NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

EXPLANATORY MEMORANDUM

Date of Meeting
23 November 2007

Time of Meeting
11.00 am

Place of Meeting
Burke Room
Level 9
33 Erskine Street
Sydney, New South Wales
TRI ORIGIN MINERALS LTD
ACN 062 002 475
NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Tri Origin Minerals Ltd ACN 062 002 475 will be held at 11am on 23 November 2007 at the Burke Room, Level 9, 33 Erskine Street Sydney, New South Wales.

The business to be considered at the Annual General Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to the following resolutions.

ORDINARY BUSINESS

Item 1 - Annual Reports and Accounts


Item 2 - Resolution 1 – Directors’ Remuneration Report

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

“That the Directors’ Remuneration Report for the year ended 30 June 2007 is approved for the purposes of the Corporations Act 2001.”

Note: This is a non-binding vote by shareholders

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 1 any Director of the Company and their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.
Item 3 - Resolution 2 – Re-election of Mr Bruce Kay

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

“That Mr Bruce Kay, a Director of the Company retiring by rotation in accordance with the Company’s Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be re-elected as a Director of the Company.”

Item 4 - Resolution 3 – Re-election of Dr Robert Valliant

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

“That Dr Robert Valliant, a Director of the Company retiring by rotation in accordance with the Company’s Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be re-elected as a Director of the Company.”

Item 5 - Resolution 4 – Election of Mr Alan Snowden

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

“That Mr Alan Snowden, a Director of the Company appointed during the year and retiring in accordance with the Company’s Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be elected as a Director of the Company.”

SPECIAL BUSINESS

Item 6 - Resolution 5 – Directors’ Remuneration

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

“That pursuant to Rule 10.17 of the Listing Rules of the ASX Limited and regulation 7.5(a) of the Company’s Constitution, the Company hereby approves and authorises the maximum aggregate amount payable to non-executive Directors by way of Directors’ fees be increased from $150,000 to $300,000 per annum.”

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 5 by any Director of the Company and their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.
Item 7 - Resolution 6 – Ratification of share issue to various shareholders

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

“That pursuant to Rule 7.4 of the Listing Rules of ASX Limited, the issue of 7,500,000 fully paid ordinary shares to various shareholders at an issue price of $1.20 per share on 23 April 2007 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting is hereby ratified.”

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 6 by shareholders to whom the shares were allotted and their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

Item 8 - Resolution 7 – Ratification of issue of options to Mr Richard Procter

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

“That pursuant to Rule 7.4 of the Listing Rules of ASX Limited, the issue of 1,400,000 options over fully paid ordinary shares at an exercise price of $1.36 to Mr Richard Procter for nil consideration on 20 August 2007 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting is hereby ratified.”

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 7 by Mr Richard Procter and his associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.
Item 9 - Resolution 8 – Approval of Employee Share Option Plan (2007)

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

“That, for the purposes of Listing Rule 7.2, exception 9, the Company approves and authorises the implementation of the Employee Share Option Plan (2007) to replace the existing ESOP on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 8 by any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

Item 10 - Resolution 9 – Approval to grant options to Mr John Shaw

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

“That, for the purposes of Listing Rule 10.11, the Company approves and authorises the Directors to issue to Mr John Shaw a total of 200,000 options, each to acquire one fully paid ordinary share at an exercise price of $1.54 in the Company and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 9 by Mr John Shaw and his associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.
Item 11 - Resolution 10 – Approval to grant options to Dr Robert Valliant

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

“That, for the purposes of Listing Rule 10.11, the Company approves and authorises the Directors to issue to Dr Robert Valliant a total of 200,000 options, each to acquire one fully paid ordinary share in the Company at an exercise price of $1.54 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 10 by Dr Robert Valliant and his associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

Item 12 - Resolution 11 – Approval to grant options to Mr Bruce Kay

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

“That, for the purposes of Listing Rule 10.11, the Company approves and authorises the Directors to issue to Mr Bruce Kay a total of 200,000 options, each to acquire one fully paid ordinary share in the Company at an exercise price of $1.54 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 11 by Mr Bruce Kay and his associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.
Item 13 - Resolution 12 – Approval to grant options to Mr William Killinger

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

"That, for the purposes of Listing Rule 10.11, the Company approves and authorises the Directors to issue to Mr William Killinger a total of 200,000 options, each to acquire one fully paid ordinary share in the Company at an exercise price of $1.54 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 12 by Mr William Killinger and his associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

Item 14 - Resolution 13 – Approval to grant options to Mr Alan Snowden

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

"That, for the purposes of Listing Rule 10.11, the Company approves and authorises the Directors to issue to Mr Alan Snowden a total of 200,000 options, each to acquire one fully paid ordinary share in the Company at an exercise price of $1.54 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

VOTER EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 13 by Mr Alan Snowden and his associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

By order of the Board

Mr John Falconer
Company Secretary
22 October 2007
Voting Entitlements

In accordance with regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the share register at 11.00am Sydney time on 21 November 2007. Only those persons will be entitled to vote at the Annual General Meeting on 23 November 2007.

Notes regarding proxies

- Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.

- A member entitled to attend and vote at the meeting has the right to appoint no more than two proxies.

- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

- If the member appoints two proxies and the appointment does not specify the proportion or the number of the member’s votes each proxy may exercise, each proxy may exercise one half of the member’s votes. If the member appoints two proxies, neither proxy may vote on a show of hands.

- A proxy need not be a member of the Company.

- A proxy form must be signed by the member or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed by a Director, Company Secretary, Sole Director and Sole Company Secretary or under the hand of a duly authorised officer or attorney.

- The proxy form (and any Power of Attorney under which it is signed) must be received by the Company’s share registry, Registries Limited by mail or delivery to Level 2, 28 Margaret Street, Sydney, NSW 2000 facsimile on +61 2 9279 0664 or by mail or delivery to the registered office of Tri Origin Minerals Ltd being Level 3, 50 Park Street, Sydney, New South Wales, 2000 no later than 48 hours before the commencement of the Annual General Meeting that is, by no later than 11.00am on 21 November 2007. Any proxy form received after that time will not be valid for the scheduled meeting.
This Explanatory Memorandum has been prepared for the information of members of Tri Origin Minerals Ltd ACN 062 002 475 ("Company") in connection with the business to be transacted at the Annual General Meeting of members of the Company to be held at 11.00am on 23 November 2007 at the Burke Room, Level 9, 33 Erskine Street, Sydney, New South Wales.

The Directors recommend members read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

**Item 1 - Annual Reports and Accounts**

Under the Company’s Constitution and the Corporations Act 2001, the business of an Annual General Meeting must include the receipt and consideration of the Directors’ Report, Financial Statements and the Auditors’ Report for the past financial year. The Annual General Meeting provides a forum for shareholders to ask questions on the Company’s reports and accounts for the year ended 30 June 2007.

**Item 2 - Resolution 1 – Directors’ Remuneration Report**

The Directors’ Remuneration Report is included in the Company’s Annual Report 2007. The Corporations Act provides that at a listed company’s Annual General Meeting, a resolution that the remuneration report be adopted must be put to the vote. Shareholders will be given the opportunity to ask questions about or make comments on the remuneration report at the Meeting.

The vote on the resolution is advisory only and does not bind the directors or the Company.

**Item 3 - Resolution 2 – Re-election of Mr Bruce Kay**

Rule 7.3 of the Company’s Constitution provides for the retirement by rotation at each Annual General Meeting of one third of the Directors. ASX Listing Rule 14.4 provides that a director must not hold office (without re-election) past the third annual general meeting following the director’s appointment or three years, whichever is the longer. Mr Bruce Kay retires in accordance with these requirements and offers himself for re-election.

Mr Kay’s qualifications, experience, other directorships and shareholding in the Company are outlined in the annual report. The Board, standing in place of the Nomination Committee, considered the re-election of Mr Kay at its Board meeting in September 2007 and resolved to recommend to shareholders that they vote in favour of the resolution.

**Item 4 - Resolution 3 – Re-election of Dr Robert Valliant**

Dr Robert Valliant retired as an executive director and was appointed as a non-executive Director of the Company on 27 September 2007. Dr Valliant, being eligible, has offered himself for re-election as a Director.

Dr Valliant’s qualifications, experience, other directorships and shareholding in the Company are outlined in the annual report. The Board, standing in place of the Nomination Committee, considered the re-election of Dr Valliant at its Board meeting in
September 2007 and resolved to recommend to shareholders that they vote in favour of the resolution.

**Item 5 - Resolution 4 – Election of Mr Alan Snowden**

Mr Alan Snowden was appointed as a non-executive Director of the Company on 27 September 2007. Prior to that date he was an alternate director to Mr Robert Valliant. Mr Snowden is required to resign under regulation 7.3 of the Company’s Constitution and, being eligible, has offered himself for election as a Director.

Mr Snowden’s qualifications, experience, other directorships and shareholding in the Company are outlined in the annual report. The Board, standing in place of the Nomination Committee, considered the election of Mr Snowden at its Board meeting in September 2007 and resolved to recommend to shareholders that they vote in favour of the resolution.

**Item 6 - Resolution 5 – Directors’ Remuneration**

Regulation 7.5(a) of the Company’s Constitution provides that the Directors shall be entitled to receive remuneration for their services as directors as determined by the Company in general meeting. The Constitution also provides that this amount may be divided among the Directors in any proportions as the Directors may agree, or failing agreement, equally.

Listing Rule 10.17 provides that a listed company must not, without shareholder approval, increase the total amount of non-executive Directors’ fees.

The current maximum aggregate amount which shareholders have approved to be paid as Directors’ fees to non-executive Directors is $150,000 per annum. This amount was set in 2003 and since then this is the first time an increase has been proposed to shareholders. Since that time the responsibilities and time commitment required of non-executive Directors have increased considerably. The increase has also been proposed to allow for the appointment of additional director(s), if required.

The Chairman was paid an annual fee for 2007 of $40,000. The non-executive directors were paid an annual fee of $25,000 each.


For the purposes of regulation 7.5(a) of the Company’s Constitution and Listing Rule 10.17, shareholder approval is sought to increase by $150,000 the maximum aggregate from $150,000 to $300,000 per annum.

**Item 7 - Resolution 6 – Ratification of share issue to various shareholders**

Resolution 6 seeks shareholder ratification of an issue of 7,500,000 shares by the Company in April 2007.

**Background**

On 23 April 2007 the Company announced that it had placed 7.5 million fully paid ordinary shares in the capital of the Company at $1.20 each to raise a total of $9,000,000. The shares were placed to 74 clients of stockbrokers, Paterson Securities Limited and Martin Place Securities Pty Limited, some of whom were existing shareholders of the Company.
The funds raised are being used to undertake a bankable feasibility study and seek statutory development approvals for the Woodlawn Zinc Copper Projects, gain access to the existing underground workings for planning and evaluation purposes, fund ongoing exploration and for general working capital.

The fund raising was structured as an exempt offer under Section 708 of the Corporations Act and was completed within the Company’s existing 15% placement capacity under section 7.1 of the ASX Listing Rules.

**ASX Listing Rule 7.4**

As noted above, subject to a number of exceptions, ASX Listing Rule 7.1 provides that a company must not issue equity securities without shareholder approval if that issue, when added to other securities issued by the company in the previous 12 months, will exceed 15% of the ordinary securities on issue at the commencement of the 12 month period. Listing Rule 7.4 permits a company to seek retrospective approval for the issue of securities, provided the issue did not contravene the 15% limit imposed by ASX Listing Rule 7.1.

The shares issued to the above shareholders were issued within the limit prescribed by ASX Listing Rule 7.1. The approval sought by Resolution 6 pursuant to ASX Listing Rule 7.4 will refresh the Company’s capacity to issue further shares within the limit imposed by ASX Listing Rule 7.1. If shareholders approve the issue of the above 7,500,000 shares pursuant to Resolution 6, the Company will have the flexibility to issue more shares in the next 12 months if an opportunity arises that the Board believes is in the best interests of the Company and which it expects will add shareholder value, without having to incur the expense of first seeking shareholder approval.

The following information is provided in accordance with ASX Listing Rule 7.5 in respect to Resolution 6:

- A total of 7,500,000 fully paid ordinary shares were allotted.
- The shares were issued at $1.20 per share.
- The terms and conditions of the shares issued are the same, in all respects, as the existing fully paid ordinary shares issued in the capital of the Company.
- The shares were allotted to 74 separate investors including some existing shareholders in the Company.
- The issue of the shares raised $9,000,000.

**Item 8 - Resolution 7 – Ratification of issue of options to Mr Richard Procter**

On the 20 August 2007 the Directors issued 1,400,000 options over the issued capital of the company to Mr Richard Procter. The options were issued as part of Mr Procter’s remuneration package.

**Background**

Resolution 7 seeks ratification pursuant to Listing Rule 7.4 of the Company’s issue on 20 August 2007 of 1,400,000 options over fully paid ordinary shares in the capital of the Company to Mr Richard Procter at nil consideration.

Subject to a number of exceptions, Listing Rule 7.1 provides that a company must not issue equity securities without shareholder approval if that issue, when added to other securities issued by the Company in the previous 12 months, will exceed 15% of the
ordinary securities on issue at the commencement of the 12 month period. Listing Rule 7.4 permits a company to seek retrospective approval for the issue of securities, provided the issue did not contravene the 15% limit imposed by Listing Rule 7.1.

The above issue of options were within the 15% limit prescribed by Listing Rule 7.1. The approval sought by resolution 7 pursuant to Listing Rule 7.4 will refresh the Company’s capacity to issue further shares in the next 12 months within the limit imposed by Listing Rule 7.1.

If shareholders approve the issue of options pursuant to Resolution 7, the Company will have the flexibility to issue more shares in the next 12 months if an opportunity arises that the Board believes is in the best interests of the Company and which it expects will add shareholder value, without having to incur the expense of first seeking shareholder approval.

The Directors consider that the share price of the Company’s quoted securities is an appropriate measurement against which an employee’s performance should be assessed. Accordingly, the staggered vesting dates from 22 June 2008 to 22 June 2010 and the exercise price of the options at $1.36 are appropriately levelled to reward and encourage Mr Procter over the next 5 years. The value of each option to be amortised over the vesting period of three years as calculated under the Black & Scholes Option Valuation Model is $0.887 each or giving a total value of $1,241,800.

The detailed terms and conditions of the options are explained in the attached Appendix A.

Item 9 - Resolution 8 – Approval of Employee Share Option Plan (2007)

Resolution 8 seeks to implement the Employee Share Option Plan (2007) (ESOP(2007)) to replace the existing ESOP.

Background

The current ESOP was approved in 2003 prior to the Company’s IPO which was completed in January 2004. Under Listing Rule 7.2, exception 9 options issued pursuant to an approved ESOP are exempt from Listing Rule 7.1.

Since the current ESOP commenced, 1,430,000 options (excluding these 1,400,000 options in this resolution), have been issued.

Listing Rule 7.1 provides that a company must not issue equity securities without shareholder approval if that issue, when added to other securities issued by the Company in the previous 12 months, will exceed 15% of the ordinary securities on issue at the commencement of the 12 month period.

Approval for an ESOP to qualify for an exemption is required every three years at a general meeting of shareholders.

Details of the ESOP(2007) are explained in the attached Appendix B.

The only differences between the current ESOP and ESOP(2007) are firstly that the maximum number of options which can be issued has been increased from 5% of issued capital to 10% of issued capital. And secondly the number of options that can be issued in any 12 month period has also been increased from 3% of issued capital to 6% of issued capital.
The Directors believe that this increase in the maximum options permitted to be issued under the new ESOP(2007) is in accordance with the expected increase in employee numbers as the Company progresses to its goals.

**Item 10 - Resolution 9 – Approval to grant options to Mr John Shaw**

Resolution 9 seeks to approve the issue of 200,000 options to Mr John Shaw. The option exercise price was determined as the VWAP for the five days prior to the announcement of the proposed issue of the options plus a loading of 25% to give an exercise price of $1.54.

**Background**

A remuneration committee comprising Mr John Shaw, Mr William Killinger and Mr Bruce Robertson as members reviewed current remuneration practices for non-executive Directors.

The sub-committee and the other Directors are of the view that the overall remuneration for Mr Shaw, including the proposed grant of options, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Shaw and market levels of remuneration for people in his position in similar sized companies.

Mr Shaw is a related party of the Company, as he is a Director of the Company. Accordingly, approval under Listing Rule 10.11 is sought for the grant of options to him. As approval of members is being sought pursuant to Listing Rule 10.11, under Listing Rule 7.2 Exception 14, additional approval under Listing Rule 7.1 is not required.

The following information is provided to members for the purposes of Listing Rule 10.13:

- 200,000 options will be issued to Mr Shaw.
- The options will be issued to Mr Shaw no later than one month after the date of this Annual General Meeting or such later date as may be approved by ASX.
- The options will be issued for no consideration, will expire in five years on 10 August 2012, will be exercisable at $1.54 each and will vest on issue.
- The value of each option as calculated under the Black & Scholes Option Valuation Model is $0.755 each or giving a total value of $151,000.
- The terms and conditions of the options are set out in Appendix C to this Explanatory Memorandum.
- No funds will be raised by the issue of the options.

**Item 11 - Resolution 10 – Approval to grant options to Dr Robert Valliant**

Resolution 10 seeks to approve the issue of 200,000 options to Dr Robert Valliant. The option exercise price was determined as the VWAP for the five days prior to the announcement of the proposed issue of the options plus a loading of 25% to give an exercise price of $1.54.
Background

A remuneration committee comprising Mr John Shaw, Mr William Killinger and Mr Bruce Robertson as members reviewed current remuneration practices for non-executive Directors. Dr Valliant is the President of the Company’s parent company, Tri Origin Exploration Ltd, which is incorporated in Canada and is listed on the Toronto Venture Exchange. Dr Valliant is not a salaried employee of the Company.

The sub-committee and the other Directors are of the view that the overall remuneration for Dr Valliant, including the proposed grant of options, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Dr Valliant and market levels of remuneration for people in his position in similar sized companies.

Dr Valliant is a related party of the Company, as he is a Director of the Company. Accordingly, approval under Listing Rule 10.11 is sought for the grant of options to him.

As approval of members is being sought pursuant to Listing Rule 10.11, under Listing Rule 7.2 Exception 14, additional approval under Listing Rule 7.1 is not required.

The following information is provided to members for the purposes of Listing Rule 10.13:

- 200,000 options will be issued to Dr Valliant.
- The options will be issued to Dr Valliant no later than one month after the date of this Annual General Meeting or such later date as may be approved by ASX.
- The options will be issued for no consideration, will expire in five years on 10 August 2012, will be exercisable at $1.54 each and will vest on issue.
- The value of each option as calculated under the Black & Scholes Option Valuation Model is $0.755 each or giving a total value of $151,000.
- The terms and conditions of the options are set out in Appendix C to this Explanatory Memorandum.
- No funds will be raised by the issue of the options.

Item 12 - Resolution 11 – Approval to grant options to Mr Bruce Kay

Resolution 11 seeks to approve the issue of 200,000 options to Mr Bruce Kay. The option exercise price was determined as the VWAP for the five days prior to the announcement of the proposed issue of the options plus a loading of 25% to give an exercise price of $1.54.

Background

A remuneration committee comprising Mr John Shaw, Mr William Killinger and Mr Bruce Robertson as members reviewed current remuneration practices for non-executive Directors.

The sub-committee and the other Directors are of the view that the overall remuneration for Mr Kay, including the proposed grant of options, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Kay and market levels of remuneration for people in his position in similar sized companies.

Mr Kay is a related party of the Company, as he is a Director of the Company. Accordingly, approval under Listing Rule 10.11 is sought for the grant of options to him.
As approval of members is being sought pursuant to Listing Rule 10.11, under Listing Rule 7.2 Exception 14, additional approval under Listing Rule 7.1 is not required.

The following information is provided to members for the purposes of Listing Rule 10.13:

• 200,000 options will be issued to Mr Kay.

• The options will be issued to Mr Kay no later than one month after the date of this Annual General Meeting or such later date as may be approved by ASX.

• The options will be issued for no consideration, will expire in five years on 10 August 2012, will be exercisable at $1.54 each and will vest on issue.

• The value of each option as calculated under the Black & Scholes Option Valuation Model is $0.755 each or giving a total value of $151,000.

• The terms and conditions of the options are set out in Appendix C to this Explanatory Memorandum.

• No funds will be raised by the issue of the options.

Item 13 - Resolution 12 – Approval to grant options to Mr William Killinger

Resolution 12 seeks to approve the issue of 200,000 options to Mr William Killinger. The option exercise price was determined as the VWAP for the five days prior to the announcement of the proposed issue of the options plus a loading of 25% to give an exercise price of $1.54.

Background

A remuneration committee comprising Mr John Shaw, Mr William Killinger and Mr Bruce Robertson as members reviewed current remuneration practices for non-executive Directors.

The other Directors are of the view that the overall remuneration for Mr William Killinger, including the proposed grant of options, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Killinger and market levels of remuneration for people in his position in similar sized companies.

Mr Killinger is a related party of the Company, as he is a Director of the Company. Accordingly, approval under Listing Rule 10.11 is sought for the grant of options to him. As approval of members is being sought pursuant to Listing Rule 10.11, under Listing Rule 7.2 Exception 14, additional approval under Listing Rule 7.1 is not required.

The following information is provided to members for the purposes of Listing Rule 10.13:

• 200,000 options will be issued to Mr Killinger.

• The options will be issued to Mr Killinger no later than one month after the date of this Annual General Meeting or such later date as may be approved by ASX.

• The options will be issued for no consideration, will expire in five years on 10 August 2012, will be exercisable at $1.54 each and will vest on issue.

• The value of each option as calculated under the Black & Scholes Option Valuation Model is $0.755 each or giving a total value of $151,000.
The terms and conditions of the options are set out in Appendix C to this Explanatory Memorandum.

No funds will be raised by the issue of the options.

**Item 14 - Resolution 13 – Approval to grant options to Mr Alan Snowden**

Resolution 13 seeks to approve the issue of 200,000 options to Mr Alan Snowden. The option exercise price was determined as $1.54 being the exercise price calculated for the issue of other options to be issued to non-executive directors in earlier resolutions to be proposed at this meeting.

**Background**

A remuneration committee comprising Mr John Shaw, Mr William Killinger and Mr Bruce Robertson as members reviewed current remuneration practices for non-executive Directors.

The other Directors are of the view that the overall remuneration for Mr Alan Snowden, including the proposed grant of options, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Snowden and market levels of remuneration for people in his position in similar sized companies.

Mr Snowden is a related party of the Company, as he is a Director of the Company. Accordingly, approval under Listing Rule 10.11 is sought for the grant of options to him. As approval of members is being sought pursuant to Listing Rule 10.11, under Listing Rule 7.2 Exception 14, additional approval under Listing Rule 7.1 is not required.

The following information is provided to members for the purposes of Listing Rule 10.13:

- 200,000 options will be issued to Mr Snowden.
- The options will be issued to Mr Snowden no later than one month after the date of this Annual General Meeting or such later date as may be approved by ASX.
- The options will be issued for no consideration, will expire in five years on 26 September 2012, will be exercisable at $1.54 each and will vest on issue.
- The value of each option as calculated under the Black & Scholes Option Valuation Model is $0.651 each or giving a total value of $130,000.
- The terms and conditions of the options are set out in Appendix C to this Explanatory Memorandum except that condition 3 should be read as “options not exercised by 5:00pm on 26 September 2012 will lapse”.
- No funds will be raised by the issue of the options.
APPENDIX A

RATIFICATION OF ISSUE OF OPTIONS TO MR RICHARD PROCTER

OPTION TERMS AND CONDITIONS OF OPTIONS

1. Entitlement

(a) The terms and conditions set out in this Appendix apply to the issue of 1,400,000 options to Mr Richard Procter ("Option Holder").

(b) He will be issued with 1,400,000 options which will vest in three separate tranches. The first tranche ("Tranche 1") will result in the Option Holder being issued with 470,000 options, the second tranche ("Tranche 2") will result in the Option Holder being issued with 470,000 options, and the third tranche ("Tranche 3") will result in the Option Holder being issued with 460,000 options.

(c) All 1,400,000 options will be issued with an exercise price of $1.36 per share.

(d) Subject to option terms 8, 9 and 10 each option entitles the registered Option Holder to subscribe for and be allotted one ordinary share in the capital of Tri Origin Minerals Ltd ("Company"), credited as fully paid.

(e) The Company must, as soon as it is reasonably practicable to do so, allot shares on exercise of the option in accordance with the listing rules ("Listing Rules") of ASX Limited ("ASX") and register the Option Holder or its nominee as a shareholder in the register of members in respect of the shares so allotted. No option may be exercised if to do so would contravene the Corporations Act 2001 (Cth) ("the Act") or the Listing Rules.

(f) Shares issued on exercise of the options will rank pari passu with all existing ordinary shares in the capital of the Company from the date of issue.

2. Exercise of options

(a) An option is exercisable by the registered Option Holder lodging the notice of exercise of option in the form set out below together with, subject to option terms 8, 9 and 10 the exercise price for each share to be issued on exercise and the relevant option certificate, at any office of the Company's share registry. The exercise of some options only does not affect the registered Option Holder's right to exercise other options at a later time.

(b) Remittances must be made payable to the Company and cheques should be crossed "not negotiable".

(c) Tranche 1 options vest and may be exercised at any time on or after 9.00 am on 22 June 2008.

(d) Tranche 2 options vest and may be exercised at any time on or after 9.00 am on 22 June 2009.

(e) Tranche 3 options vest and may be exercised at any time on or after 9.00 am on 22 June 2010.
3. Lapse of options

If Mr Richard Procter resigns any options that have not vested at the termination date will be cancelled. All options vest immediately where there is a change in control of the Company as defined by section 47 of the Corporations Act 2001 (Cth).

Otherwise options not exercised by 5:00pm on 22 June 2012 will lapse.

4. Transfer

Subject to this option term 4 and any restrictions imposed by the ASX, options may be transferred at any time before lapsing.

Subject to this option term 4, options are transferable by any standard form of transfer. Executed and stamped transfers will be recorded in the Company’s option register on lodgement of the transfer and relevant Certificate at any office of the Company’s share registrar. The Company will cancel the Certificate and issue a new Certificate in the name of the transferee for the number of options so transferred.

5. Option certificates

No exercise or transfer of an option represented by an option certificate may be registered until that certificate is surrendered to the Company or the Option Holder provides the Company with a statutory declaration, in a form satisfactory to the Company, to the effect that the certificate has been lost or destroyed and indemnifies the Company against any loss or damage if the original certificate is found.

If the Option Holder exercises or transfers less than all options represented by a certificate then the Company will cancel the certificate and issue a new certificate for the balance.

6. Quotation

Quotation of the options on the ASX will not be sought by the Company. The Company must apply to the ASX for official quotation of the shares issued on any exercise of an option.

7. Dividends

Shares issued on any exercise of an option will rank pari passu with all existing ordinary shares in the capital of the Company from the date of issue and will be entitled to each dividend for which the books closing date for determining entitlements falls after the date of each issue.

8. Bonus Issue

If the Company makes a bonus issue of shares or other securities pro rata to holders of ordinary shares at a time when:

An option had not been exercised in full; or

An option had been exercised, but shares the subject of the exercise have not been issued in fulfilment of the Company’s obligation in that regard, before the record date for determining entitlements to the bonus issue,
Then the number of shares over which the option is exercisable or has been exercised (as the case may be) will be increased by the number of securities which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.

9. Rights issue

If the Company makes an offer of ordinary shares pro rata to all holders of ordinary shares where \((S+D)\) (as defined below) exceeds \(P\) (as defined below) at a time when:

- an option has not been exercised in full; or
- the option has been exercised, but shares the subject of the exercise have not been issued in fulfilment of the Company’s obligation in that regard, before the record date for determining entitlements to the rights issue.

Then the Exercise Price per share will be reduced according to the following formula:

\[
O^1 = O - \frac{E}{N + 1} \left[ P - (S + D) \right]
\]

Where:

- \(O^1\) = the new Exercise Price of the option
- \(O\) = the old Exercise Price of the option
- \(E\) = the number of underlying securities into which one option is exercisable
- \(P\) = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days before the ex rights date or ex entitlements date
- \(S\) = the subscription price for a security under the pro rata issue
- \(D\) = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue)
- \(N\) = number of securities with rights or entitlements that must be held to receive a right to one new security.

The number of securities which the Option Holder is entitled to subscribe for on exercise of the option shall remain unchanged.

10. Reconstruction

The rights of an Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

11. Advice

The Company must give notice to the Option Holder of any adjustment to the number of shares which the Option Holder is entitled to subscribe for or be issued on exercise of the option or the exercise price per share in accordance with the Listing Rules.
12. Right to participate in future issues

The Option Holder may only participate in new issues of securities to holders of shares to the extent the option has been exercised, if that is permitted by its terms, and the shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give notice to the Option Holder of any new issue before the books closing date for determining entitlements to the issue in accordance with the Listing Rules.
APPENDIX B

APPROVAL OF EMPLOYEE SHARE OPTION PLAN (2007)

The following are the Rules applicable to the Employee Share Option Plan (2007).

INTERPRETATION

1. Definitions
1.1 In these Rules, unless the contrary intention appears:

ASX means ASX Limited ACN 008 624 691;
Business Day means a business day as defined in the Listing Rules;
Company means Tri Origin Minerals Ltd ACN 062 002 475;
Directors means the Board of Directors for the time being of the Company;
Eligible Person means any person in the full-time or part-time employment of the Company or any Associated Company and any consultant thereto and includes all Directors;
Employee Option means an option issued pursuant to the Plan to acquire a Share;
Exercise Price means the consideration per Share, determined in accordance with clause 6.1, payable by a Holder to the Company for the issue of a Share the subject of an Employee Option;
Excluded Event means that an Eligible Person ceases to be an Eligible Person by reason of being dismissed from office other than for cause (whether or not on terms acceptable to the Eligible Person) within twelve months after change of control of the Company has occurred. For this purpose change of control will be taken to have occurred if any one person, who did not have a relevant interest above 20% of the issued voting shares in the Company acquires a relevant interest in more than 20% of the voting shares in the Company within the meaning of sections 608 and 609 of the Corporations Act;
Expiry Date means the day immediately preceding the fifth anniversary (or such other anniversary determined by the Directors upon issue of the Employee Option in any year) of the date of issue of the Employee Option;
Holder means the registered holder of an Employee Option;
Listing Rules means the Listing Rules of ASX;
Option Certificate means the certificate issued by the Company to a Holder in respect of an Employee Option;
Plan means the Rules of this employee share option plan adopted by the Directors;
Rules means these Rules as amended from time to time;
Share means an ordinary fully paid share in the capital of the Company; and
Vesting Period means such period as determined by the Directors.

2. Director’s Authority;

The Directors may establish and administer the Plan in accordance with the terms and conditions set out below and otherwise as they determine from time to time in their absolute discretion.

3. Eligible Persons and Entitlement

The Directors may from time to time determine that an Eligible Person is entitled to participate in the Plan and will determine the number of Employee options which may be granted to that person or an associate of that person. In making these determinations, the Directors must have regard to the following factors;

(a) the length of service or services of the person with the Company;
(b) the record of employment or engagement of the person with the Company;
(c) the potential contribution of the person to the growth of the Company;
(d) any other matters which tend to indicate the merit of the person for the Company; and
(e) where the person was offered the right to participate in the Plan before he or she was engaged by the Company, or was appointed to the Board of Directors of the Company, the fact that such an offer was made and the terms of such an offer.

4. Issues and Exercise Employee options

4.1 Subject to the Rules, issues of Employee options by the Company will take place at such times and upon such terms as the Directors may determine.

4.2 Unless otherwise determined by the Directors at the time of issue, an Employee Option will be issued free of charge on the following terms and conditions:

(a) each Employee Option entitles the Holder to subscribe for one Share at the Exercise Price;
(b) subject to paragraph (e), an Employee Option may be exercised at any time after the date it is granted and up to and including the Expiry Date by notice in writing to the Company accompanied by payment of the Exercise Price, and the Option Certificate to which the Employee Option relates, delivered to the registered office of the Company;
(c) the notice referred to in paragraph (b) must specify the number of Employee options exercised;
(d) within 5 days after receipt of the notice referred to in paragraph (b) and the payment of the Exercise Price, the Directors will:
(i) allot the number of Shares specified to the Holder;
(ii) cancel the Option Certificate relating to that Employee Option; and
(iii) if applicable, issue a new Option Certificate in relation to any unexercised Employee options;
(e) there are no participating rights or entitlements inherent in the Employee options and Holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Employee Option. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven Business Days after the issue is announced. This will give holders the opportunity to exercise their vested Employee options prior to the date for determining entitlements to participate in any such issue;
(f) The rights of an Employee Option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation;
(g) all Shares issued upon exercise of the Employee options will rank pari passu in all respects with the Company’s then existing Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of the Employee options;
(h) the Employee options are not transferable and no application will be made to ASX for Official Quotation of the Employee options; and
(i) if the Holder ceases to be an Eligible Person otherwise than as the result of an Excluded Event the Employee options held will be cancelled upon the cessation unless otherwise determined by the Directors in their absolute discretion PROVIDED that if the Holder dies the Employee options shall be transferable to his or her heirs, successors, representatives or administrator, as the case may be and exercisable within 90 days following the date of death.

5. Number of Employee options to be Issued
5.1 Excluding the share options issued to Directors and the Managing Director as at the date of approval of this Plan, the maximum aggregate number of Employee options which may be on issue at any time is a number equal to 10% of the issued ordinary share capital of the Company. Subject to this overriding limit, the maximum aggregate number of Employee options which may be issued in any financial year of the Company is a number equal to 6% of the issued ordinary share capital of the Company.

6. **Issue and Exercise Price of Employee options**

6.1 The Exercise Price of an Employee Option will be the volume weighted average (VWAP) of the closing sale prices of Shares traded on the ASX over the five days on which the ASX was open for trading prior to the date of issue of the Employee Option.

7. **Cessation of Employment**

7.1 Employee share options must be exercised within sixty days after cessation of employment unless the Directors extend such period.

8. **Amendment to the Rules**

8.1 These Rules may be amended from time to time by board resolution or by special resolution of the Company in general meeting.
APPENDIX C
ITEM 10 TO 14 - RESOLUTION 9 TO 13 – APPROVAL TO GRANT OPTIONS TO DIRECTORS

TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1. Entitlement

(a) The terms and conditions set out in this Annexure apply to the issue of 200,000 options to the Director ("Option Holder").

(b) He will be issued with 200,000 options which will vest immediately the issue of the options are approved by shareholders in general meeting.

(c) All 200,000 options will be issued with an exercise price of $1.54 per share.

(d) Subject to option terms 8, 9 and 10 each option entitles the registered Option Holder to subscribe for and be allotted one ordinary share in the capital of Tri Origin Minerals Ltd ("Company"), credited as fully paid.

(e) The Company must, as soon as it is reasonably practicable to do so, allot shares on exercise of the option in accordance with the listing rules ("Listing Rules") of the ASX Limited ("ASX") and register the Option Holder or its nominee as a shareholder in the register of members in respect of the shares so allotted. No option may be exercised if to do so would contravene the Corporations Act 2001 (Cth) ("the Act") or the Listing Rules.

(f) Shares issued on exercise of the options will rank pari passu with all existing ordinary shares in the capital of the Company from the date of issue.

2. Exercise of options

(f) An option is exercisable by the registered Option Holder lodging the notice of exercise of option in the form set out below together with, subject to option terms 8, 9 and 10 the exercise price for each share to be issued on exercise and the relevant option certificate, at any office of the Company’s share registry. The exercise of some options only does not affect the registered Option Holder’s right to exercise other options at a later time.

(g) Remittances must be made payable to the Company and cheques should be crossed “not negotiable”.

3. Lapse of options

Options not exercised by 5:00pm on 10 August 2012 will lapse.

4. Transfer

Subject to this option term 4 and any restrictions imposed by the ASX, options may be transferred at any time before lapsing.

Subject to this option term 4, options are transferable by any standard form of transfer. Executed and stamped transfers will be recorded in the Company’s option register on lodgement of the transfer and relevant Certificate at any office of the Company’s share registrar. The Company will cancel the Certificate and issue a new Certificate in the name of the transferee for the number of options so transferred.
5. Option certificates

No exercise or transfer of an option represented by an option certificate may be registered until that certificate is surrendered to the Company or the Option Holder provides the Company with a statutory declaration, in a form satisfactory to the Company, to the effect that the certificate has been lost or destroyed and indemnifies the Company against any loss or damage if the original certificate is found.

If the Option Holder exercises or transfers less than all options represented by a certificate then the Company will cancel the certificate and issue a new certificate for the balance.

6. Quotation

Quotation of the options on the ASX will not be sought by the Company. The Company must apply to the ASX for official quotation of the shares issued on any exercise of an option.

7. Dividends

Shares issued on any exercise of an option will rank pari passu with all existing ordinary shares in the capital of the Company from the date of issue and will be entitled to each dividend for which the books closing date for determining entitlements falls after the date of each issue.

8. Bonus Issue

If the Company makes a bonus issue of shares or other securities pro rata to holders of ordinary shares at a time when:

An option had not been exercised in full; or

An option had been exercised, but shares the subject of the exercise have not been issued in fulfilment of the Company’s obligation in that regard, before the record date for determining entitlements to the bonus issue,

Then the number of shares over which the option is exercisable or has been exercised (as the case may be) will be increased by the number of securities which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.

9. Rights issue

If the Company makes an offer of ordinary shares pro rata to all holders of ordinary shares where (S+D) (as defined below) exceeds P (as defined below) at a time when:

• an option has not been exercised in full; or
• the option has been exercised, but shares the subject of the exercise have not been issued in fulfilment of the Company’s obligation in that regard, before the record date for determining entitlements to the rights issue.

Then the Exercise Price per share will be reduced according to the following formula:

\[ O^1 = \frac{O - E \left(P - (S + D)\right)}{N + 1} \]

Where:

\[ O^1 = \text{the new Exercise Price of the option} \]
\( O = \) the old Exercise Price of the option

\( E = \) the number of underlying securities into which one option is exercisable

\( P = \) the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days before the ex rights date or ex entitlements date

\( S = \) the subscription price for a security under the pro rata issue

\( D = \) the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue)

\( N = \) number of securities with rights or entitlements that must be held to receive a right to one new security.

The number of securities which the Option Holder is entitled to subscribe for on exercise of the option shall remain unchanged.

10. Reconstruction

The rights of an Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

11. Reconstruction

The rights of an Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

12. Advice

The Company must give notice to the Option Holder of any adjustment to the number of shares which the Option Holder is entitled to subscribe for or be issued on exercise of the option or the exercise price per share in accordance with the Listing Rules.

13. Right to participate in future issues

The Option Holder may only participate in new issues of securities to holders of shares to the extent the option has been exercised, if that is permitted by its terms, and the shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give notice to the Option Holder of any new issue before the books closing date for determining entitlements to the issue in accordance with the Listing Rules.
TRI ORIGIN MINERALS LTD
ACN 062 002 475

PROXY FORM – 2007 ANNUAL GENERAL MEETING

Registered Office - Level 3, 50 Park Street, Sydney, New South Wales, 2000

SECTION 1 - FIRST PROXY

I/We (name) ............................................................................................................................................... of (address) ...........................................................................................................................................

being a member/members of TRI ORIGIN MINERALS LTD and entitled to attend and vote hereby appoint

...........................................................................................................................................................

or failing the person so named (or if no person is named), the Chairman of the Meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote ....... % of my/our voting rights, as directed hereunder (or if no directions have been given, as the Proxy sees fit), for and on my/our behalf at the Annual General Meeting of shareholders of the Company convened to be held on 23 November 2007 and at any adjournment thereof.

SECTION 2 - SECOND PROXY

I/We (name) ............................................................................................................................................... of (address) ...........................................................................................................................................

being a member/members of TRI ORIGIN MINERALS LTD hereby appoint

...........................................................................................................................................................

or failing him or her, the Chairman of the Meeting as my/our proxy to represent and to vote ....... % of my/our voting rights, as directed hereunder, for and on my/our behalf at the Annual General Meeting of shareholders of the Company convened to be held on 23 November 2007 and at any adjournment thereof.

SECTION 3 – DIRECTIONS AS TO VOTING BY PROXY

Voting directions to your Proxy – please mark X to indicate your directions: □

<table>
<thead>
<tr>
<th>ORDINARY BUSINESS:</th>
<th>FOR</th>
<th>AGAINST</th>
<th>ABSTAIN*</th>
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<tbody>
<tr>
<td>RESOLUTION 1 Approval of Directors’ Remuneration Report</td>
<td></td>
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<tr>
<td>RESOLUTION 2 Re-election of Mr Bruce Kay</td>
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<tr>
<td>RESOLUTION 3 Re-election of Dr Robert Valliant</td>
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<tr>
<td>RESOLUTION 4 Election of Mr Alan Snowden</td>
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</tbody>
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SPECIAL BUSINESS:

RESOLUTION 5 Increase overall Directors’ Remuneration |     |         |          |
RESOLUTION 6
Ratification of share issue to various shareholders

RESOLUTION 7
Ratification of issue of options to Mr Richard Procter

RESOLUTION 8
Approval of Employee Share Option Plan (2007)

RESOLUTION 9
Approval to grant options to Mr John Shaw

RESOLUTION 10
Approval to grant options to Dr Robert Valliant

RESOLUTION 11
Approval to grant options to Mr Bruce Kay

RESOLUTION 12
Approval to grant options to Mr William Killinger

RESOLUTION 13
Approval to grant options to Mr Alan Snowden

* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION 4 – EXERCISE OF PROXY BY CHAIRMAN OF THE MEETING

If the Chairman of the Meeting is to be your proxy, or may be appointed by default and you have not directed your proxy how to vote on items 5, 8 and 9 above, 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 that resolution and that votes cast by him, other than as proxy holder, would 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 vote on any of the resolutions and your vote will not be counted in calculating the required majority if a poll is called on any resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of the resolutions.

SECTION 5 – EXECUTION OF PROXY FORM

Dated the ................................................. day of .......................................................................
2007

This section must be signed in accordance with the instructions below to enable your directions to be implemented.

Individual or Security holder 1
Sole Director and sole Company Secretary

Security holder 2
Director

Security holder 3
Director/ Company Secretary

Full Name: Contact Telephone Number:
NOTES

1. A proxy need not be a member of the Company.

2. A member entitled to attend the Meeting is entitled to appoint no more than two proxies. Where more than one proxy is appointed, both sections 1 and 2 must be completed. The appointment of 2 proxies shall have no effect unless each proxy is appointed to represent a specified portion of the member’s voting rights.

3. To direct the proxy, place a tick or cross in the appropriate box against each item in Section 3. Where more than one proxy is appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. You may appoint as your proxy “The Chairman of the Meeting”. Please refer to Section 4 of this Form

5. Where the shareholder is an individual, that individual must sign. A proxy given by a corporation must be executed by two Directors or a Director and Company Secretary or under power of attorney. Where the corporation has a sole director who is also the sole Company Secretary, that person must sign. Where a proxy form is signed under power of attorney, a certified copy of the power of attorney is to be delivered to the Australian registered office of the Company, as set out below.

6. Either of the joint holders of a share may sign the proxy form.

7. The proxy form (and any Power of Attorney under which it is signed) must be received by facsimile by the Company’s Share Registry on 02 9279 0664 or by delivery, by post or delivery to The Company Secretary, Tri Origin Minerals Ltd, c/- Registries Limited Level 2, 28 Margaret Street, Sydney, NSW 2000, or by mail or delivery to the registered office of Tri Origin Minerals Ltd being Level 3, 50 Park Street, Sydney, New South Wales, 2000 or by email to registries@registriesltd.com.au no later than 48 hours before the commencement of the Annual General Meeting.