



Trafford Resources Limited ABN 93 112 257 299

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23rd June 2009

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of the Shareholders of Trafford Resources Limited (“The Company”) will be held at 11.30 a.m. on 27th July 2009 at The Celtic Club, 49 Ord Street, West Perth.

AGENDA

1. RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders:

“That for the purposes of ASX Listing Rules 7.4 and for all other purpose, this meeting approves and ratifies the issue and allotment of 5,800,000 Shares at an issue price of 10 cents each”

Voting Exclusion Statement – Resolution 1

For the purposes of ASX Listing Rule 7.5.6, the Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any of their associates.

However the Company need not disregard a vote if:

- 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; 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.

2. ISSUE OF SHARES

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders:

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes approval is hereby given for the issue of up to 13,333,333 ordinary shares in the capital of the Company at a price of 15 cents per share to such professional and sophisticated investors as the Directors may determine, as defined in the Corporations Act, other than related parties of the Company.”

Voting Exclusion Statement – Resolution 2

For the purposes of ASX Listing Rule 7.3.8, the Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue or who may obtain a benefit except a benefit solely in the capacity of a Shareholder and any of their associates. However the Company need not disregard a vote if:

- 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; 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.

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution.

3. AUTHORITY TO ISSUE FURTHER SHARES

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

“That for the purposes of ASX Listing Rules 7.1 and for all other purposes, approval is hereby given and the Directors be authorized to make placements of up to 9,305,000 fully paid ordinary shares at a price(s) to be determined by the Board of the Company, but not at less than 80% of the average ASX market price over the five days on which sales in the securities were recorded proceeding the date of such placement(s), within 3 months from the date of this meeting to such professional and sophisticated investors as the Directors may determine, as defined in the Corporations Act, other than related parties”.

Voting Exclusion Statement – Resolution 3

For the purposes of ASX Listing Rule 7.3.8, the Company will disregard any votes cast on Resolution 3 by any person who may participate in the proposed issue or who may obtain a benefit except a benefit solely in the capacity of a Shareholder and any of their associates. However the Company need not disregard a vote if:

- 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; 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.

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution.

EXPLANATORY STATEMENT

Resolution 1: Ratification of Allotment and issue of Shares

Background to Resolution 1

On 21st April 2009 the Company issued and allotted 5,800,000 fully paid ordinary to sophisticated investors (equal to 13.52% of its total issued equity) in accordance with Section 708 of the Corporations Act 2001 and is now seeking Shareholder ratification for that issue.

Listing Rule 7.4

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purposes of Listing Rule 7.1, thereby replenishing that company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 1 proposes the ratification and approval of the allotment and issue of Shares for the purposes of satisfying the requirements of ASX Listing Rule 7.4.

ADDITIONAL INFORMATION FOR RESOLUTION 1

The information required to be provided to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5.

In compliance with the information requirements of ASX Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue:

- a. Date of Allotment and issue of the Shares: 21st April 2009;
- b. Number of Shares allotted and issued: 5,800,000;
- c. Price at which Shares were allotted and issued: 10 cents per Share;
- d. The Shares allotted and issued are fully paid ordinary shares in the Company and rank equally in all respects with the existing Shares on issue;
- e. The Shares were issued to various clients of Cameron Stockbrokers Limited ACN 090 472 012 pursuant to the "excluded offer" provisions (Section 798) of the Corporations Act. No allottee, either individually or in association with any related entity, was allotted securities which would, if added to existing holdings, result in the holder and their related entities holding in excess of 5% of the issued capital of the Company. No Shares were issued to related parties of the Company; and
- f. The allotment and issue was made to raise funds of \$580,000 for continued exploration and additional working capital.

The Director's believe that the ratification of the issue of the Shares is beneficial for the Company and recommend Shareholders vote in favour of this resolution as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue further Shares up to 15% of the Company's share capital during the next 12 months.

Resolution 2: Issue of Shares

Background to Resolution 2

In November 2008, the Company was allotted 3,600,000 unlisted options in Robust Resources Limited, exercisable at 30 cents on or before 2nd November 2009. It is the intention of the Company to exercise these options into 3,600,000 fully paid shares in Robust Resources Limited ("ROL"). The balance of the funds raised, after expenses, will be for the Company to resume its exploration activities in gold and uranium on its Wilcherry Hill tenements in South Australia.

Listing Rule 7.1

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.

Shareholder approval is being sought pursuant to Resolution 2 for the issue of 13,333,333 shares for the purposes of ASX Listing Rule 7.1. The shares proposed to be issued pursuant to Resolution 2 will not be included in the Company's 15% calculation for the purposes of ASX Listing Rule 7.1.

Listing Rule 7.3

In accordance with ASX Listing Rule 7.3 the Company provides the following information:

- a. The maximum number of securities to be issued and allotted pursuant to this resolution is 13,333,333.
- b. The date by which the securities will be issued is as soon as practicable but not later than three months from the date of this meeting.
- c. The issue price of the securities is 15 cents per share issued.
- d. The allottees of the securities are not known at this time but will be such persons or entities who are professional and sophisticated investors as the Directors may determine, other than related parties
- e. Allotment will occur on one day
- f. It is intended that funds to be raised from the issue and allotment of the shares will be applied towards the exercise of 3,600,000 unlisted Robust Resources Limited options exercisable at 30 cents on or before 2nd November 2009 and exploration expenditure on the Company's mining tenements at Wilcherry Hill, South Australia.
- g. The securities will rank pari passu with all other ordinary shares issued by the Company

ADDITIONAL INFORMATION FOR RESOLUTION 2

Shares to be issued without Product Disclosure Statement

These shares are to be issued and allotted without a disclosure document being lodged with Australian Securities Investments Commission (ASIC) under the provisions of the Corporations Act upon the basis that the proposed allottees are sophisticated investors under sections 708(8) & 708(10) of the Corporations Act.

Share issue will expand issued share capital of the Company by more than 15% in one year

Under ASX Listing Rule 7.1 a Company must obtain shareholder approval to issue more than 15% of its total issued equity securities in any twelve month period. On 21st April 2009 the Company issued 5,800,000 shares to sophisticated investors (equal to 13.52% of its total issued equity) and thus the approval of shareholders is required to issue any further equity securities within twelve months of that date.

Percentage of expanded capital of proposed share issue

The number of shares proposed to be issued pursuant to Resolution 2 will comprise 21.5% of the total of the issued equity securities of the Company after the issue.

Purpose of the Share Issue

The funds raised pursuant to Resolution 2 will be applied in the following manner.

Use of Funds	\$
Exercise of 3,600,000 Robust Resources 30 cent options	1,080,000
Uranium exploration drilling at Wilcherry Hill	820,000
Placement Costs	100,000
TOTAL	<u><u>\$2,000,000</u></u>

Resolution 3: Authority to Issue Further Shares

Background to Resolution 3

It is anticipated that the recommencement of exploration activities to be funded by the anticipated capital raising in Resolution 2, will require additional expenditure to fully complete the anticipated exploration programme.

Listing Rule 7.3

In accordance with ASX Listing Rule 7.3 the Company discloses:

- a. The maximum number of securities to be issued and allotted pursuant to this resolution is 9,305,000 shares.
- b. The date by which the securities will be issued is as soon as practicable but not later than three months from the date of this meeting.
- c. The issue price of the securities will be a price not less than 80% of the average ASX market price of ordinary shares of the Company over the five days on which sales in the securities were recorded proceeding the date of the issue thereof.
- d. The allottees of the securities are not known at this time but will be such persons or entities who are professional and sophisticated investors as the Directors may determine, other than related parties.
- e. Allotment will occur progressively.
- f. The funds to be raised from the issue and allotment of shares will be applied towards exploration expenditure on the Company's mining tenements at Wilcherry Hill, South Australia and for related purposes.
- g. The securities will rank pari passu with all other ordinary shares issued by the Company

ADDITIONAL INFORMATION FOR RESOLUTION 3

Share issue will expand issued share capital of the Company by more than 15% in one year

Under ASX Listing Rule 7.1 a Company must obtain shareholder approval to issue more than 15% of its total issued equity securities in any twelve month period. On 21st April 2009 the Company issued 5,800,000 shares to sophisticated investors (equal to 13.52% of its total issued equity) and thus the approval of shareholders is required to issue any further equity securities within twelve months of that date.

In addition, if Resolution 2 above is approved by shareholders, the Company will issue 13,333,333 shares which will be equal to 21.5% of its total issued equity.

Percentage of expanded capital of proposed share issue

The number of shares proposed to be issued pursuant to Resolution 3 will comprise more than 15% of the total of the then issued equity securities of the Company after shares are issued and allotted pursuant to Resolution 2.

Basis of Share Issue

Pursuant to Resolution 2 the Company is seeking approval for the issue and allotment of up to 9,305,000 shares which may be released periodically over the next three months. The details of each issue, including date and number of shares will be determined by the Board. There is at present no definite basis on which Directors will decide who the allottees will be. If any issue of shares is to be made Directors will allot the shares to Investors who are prepared to take up shares at not less than the minimum issue price. The minimum issue price will be 80% of the average market price for the Company's securities traded on the ASX. The average market price will be calculated over the last five days on which sales were recorded on the ASX before the day on which the issue will be made, in accordance with ASX Rule 7.3.3. Such shares will not be issued or allotted to related parties of the Company.

Purpose of Share Issue

Whilst the amount of funds to be raised pursuant to this resolution are not yet ascertainable, the intention is to apply all of such funds, less any cost of fund raising, to further advancing the exploration program at Wilcherry Hill, South Australia where the Company has gold, uranium, lead and zinc targets.

Capital Structure

Set out below is a table indicating the capital structure of the Company at the date of this Notice of Meeting and following the General Meeting, assuming both Resolutions 2 and 3 set out in the Notice of Meeting are approved.

	Capital Structure Now	Capital Structure if Resolutions 2 is passed and all shares are issued	Capital Structure if both Resolutions 2 & 3 are passed and all shares are issued
Shares	48,701,530	62,034,863	71,339,863
Unlisted Options	8,100,000	8,100,000	8,100,000

PROXIES

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the member. If two proxies are appointed, and a member does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes. A proxy need not be a member of the Company.
2. In order to vote on behalf of a company that is a shareholder of the Company, a valid Power of Attorney in the name of the attendee, must be either lodged with the Company prior to the Meeting, or be presented at the Meeting before registering on the attendance register for the Meeting.
3. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the registered office of the Company, at Level 2, 679 Murray Street, WEST PERTH WA 6005, or by facsimile (61 8) 9485 1050 not less than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote.
4. An instrument appointing a proxy:
 - (a) shall be in writing under the hand of the appointor or of his attorney, or if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
 - (b) may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the Resolution except as specified in the instrument;
 - (c) shall be deemed to confer authority to demand or join in demanding a poll; and
 - (d) shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act.
5. Proxies appointing the Chairman which do not specify the way in which the proxy is to vote on a particular resolution will be recorded as voting in favour of the Resolutions.

ATTENDANCE AND VOTING ELIGIBILITY

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that Shares held at 5.00 pm (Perth Time) on 24th July 2009 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.

ENQUIRIES

All enquiries in relation to the contents of the Notice of General Meeting or Explanatory Statement should be directed to the Company Secretary, Mr Neil McKay.

By Order of the Board



Neil W. McKay – Company Secretary

Trafford Resources Limited

ABN 93 112 257 299



TRAFFORD
RESOURCES LIMITED

PROXY FORM

I/WE _____	The Secretary Trafford Resources Limited P O Box 1124 WEST PERTH WA 6872
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being a member/members of Trafford Resources Limited (the "Company") hereby appoint

_____ of _____
 Print proxy's name in full
 of _____
 print proxy's address
 and (if you wish to appoint two proxies) _____
 print second proxy's name in full
 of _____
 print second proxy's address

or, in the proxy's/proxies' absence or if no other appointee is mentioned, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **The Celtic Club- 48 Ord Street, West Perth on Monday 27th July 2009 at 11.30 am.** and at any adjournment of that meeting in respect ofof my/our shares or, failing any number being specified, ALL of my/our shares.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. The Chair will vote in favour of all of the resolutions if no directions are given. If you do not mark the box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.	<input style="width: 40px; height: 40px; border: 1px solid black;" type="checkbox"/>
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If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion.

I/We direct my/our proxy to vote as indicated below:

ORDINARY BUSINESS RESOLUTION	FOR	AGAINST	ABSTAIN
1. Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Authority to Issue Further Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: 1. If you have appointed two proxies the proportion of your voting rights allocated to each proxy is: Proxy No. 1 _____% Proxy No. 2 _____%.
 2. If the appointment of a proxy is signed by the appointor's attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.

