



2 December 2016

Triton Minerals Ltd

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Projects: Mozambique
Baiana North Graphite-Vanadium
Ancuabe Graphite
Balama South Graphite


PRE-QUOTATION DISCLOSURE

Triton Minerals Ltd (ASX: TON, **Triton** or the **Company**) confirms that holding statements for the shares (and certificates for the options) offered under the Prospectus were despatched on 28 November 2016.

The Company is pleased to provide the following pre-quotations disclosure:

The Company's capital structure following the meeting and the share offer on a post-issue basis

A table outlining the Company's capital structure following the meeting on 19 September 2016 and the share offer under the 24 October 2016 prospectus (**Prospectus**), on a post-issue basis, is set out below.

Please refer to section 2.4 of the Prospectus for further details.

		Number
Shares on issue as at 17 November 2016*		526,244,066
Shares issued pursuant to the share offer under the Prospectus		131,560,567
Shares on issue after completion of the share offer on 28 November		657,804,633
Total options on issue as at 17 November 2016*		45,386,452
\$0.10	31 December 2016	7,918,957
\$1.00	23 July 2017	5,000,000
\$0.70	25 August 2017	5,000,000
\$0.2748	23 January 2018	4,548,763
\$0.20	16 March 2017	696,426
\$0.15 (listed) (ticker code "TONOA")	16 March 2017	22,220,506
Options issued pursuant to the options offer under the Prospectus (Expiry 30 June 2018 Exercise Price \$0.10)		50,000,000
Options on issue after completion of the options offer on 28 November		95,384,652
Performance rights on issue		4,500,000

A total of 131,560,567 fully paid ordinary shares have been issued pursuant to the share offer.

*As set out in the Appendix 3B announced on 31 October 2016, the Company issued 1,800 fully paid ordinary shares upon the exercise of listed options (ticker code "TONOA"), exercisable at \$0.15 each and expiring on 16 March 2017.

The table above does not include any securities for which approval was sought at the 2 December 2016 AGM.

The Company's pro forma balance sheet based on actual funds raised

The Company's pro forma balance sheet based on the actual funds raised (being the maximum under the prospectus), is set out below. Refer to Appendix 1 of the Investigating Accountants Report contained in Annexure C of the Prospectus for further details.

	Notes	Pro-forma after Entitlement Issue
		\$
CURRENT ASSETS		
Cash and cash equivalents	2	8,809,790
Trade and other receivables	3	3,327,569
Prepayments		40,759
TOTAL CURRENT ASSETS		12,178,118
NON CURRENT ASSETS		
Financial assets		136,000
Property plant & equipment		81,539
Exploration and evaluation Assets		16,814,013
Equity-accounted investees		23,353,173
TOTAL NON CURRENT		40,384,725
TOTAL ASSETS		52,562,843
CURRENT LIABILITIES		
Trade and other payables	4	-
Other liabilities	5	-
Provisions		307,280
TOTAL CURRENT LIABILITIES		307,280
NON-CURRENT LIABILITIES		
Provisions		6,510,628
TOTAL NON-CURRENT LIABILITIES		6,510,628
TOTAL LIABILITIES		6,817,908
NET ASSETS		45,744,935
EQUITY		
Issued capital	6	75,672,867
Reserves	7	6,559,647
Accumulated losses	8	(36,487,579)
TOTAL EQUITY		45,744,935

The Company's statement of commitments based on actual funds raised

A summary of the Company's present intentions for use of funds is set out below.

Use of Funds	\$
Brokerage fees on share placement to Shandong Tianve	\$378,894
Management, underwriting and brokerage fees on share offer	\$489,405
Other costs of the share offer	\$173,280
Exploration and development expenditure	
- Mozambique graphite projects	\$4,241,000
Working capital and corporate administration costs	\$3,598,867

It is anticipated that these funds will be applied over 24 months, as set out on page 33 of the Prospectus.

For further information refer to section 1.3 of the Prospectus (Purpose of the Share Offer and Use of Funds).

A consolidated activities report setting out the proposed business strategy for the Company (including an update on the status of the Company's assets and the current activities with respect thereto)

The Company operates in the graphite exploration and development industry in Mozambique. The global graphite industry is currently going through a period of historically high growth underpinned by the rapidly developing battery market for automobiles, solar systems and mobile devices.

The Company, through its 100% owned subsidiary Triton United Ltd (domiciled in the United Arab Emirates) has earned, under a JV Agreement (see below), an 80% interest in the projects of Grafex Limitada (domiciled in Mozambique), the registered license holder of three discrete graphite exploration projects comprising eight exploration licenses (**Licenses**) located in Mozambique's northern Cabo Delgado province. Two of the eight Licenses, 5934L and 6357L remain under application and have not been formally granted.

The Company has earned an 80% interest in the Mozambique graphite projects relating to the Licences under the Farm-in and Joint Venture Agreement with Grafex Limitada dated 7 December 2012 (as amended) (**JV Agreement**).

The Company's strategy is to enhance shareholder value through the advancement of the graphite projects through exploration activity and development studies.

The Company's priority is the Ancuabe Project. Preliminary test work at Ancuabe has indicated that approximately 50% of the flake size distribution fits into the extra-large or jumbo flake size category.

Furthermore, the graphite is of high purity with the graphite concentrate with 98.6% total carbon content, which could support the development of a high-value graphite product.

The Company has commenced on 18 October 2016 a drilling programme at the Ancuabe Project. Further work, including geological modelling, surface mapping and metallurgical, processing and product sampling studies will occur following this drilling programme.

The licenses that comprise the Ancuabe Project surround a historical graphite mine owned by AMG Graphite/Graphit Kropfmuhl, a subsidiary of AMG Advanced Metallurgical Group N.V. (**AMG**). AMG has announced plans to re-start production at its Ancuabe mine in 2016.

At Balama North, exploration activity will focus on identification and evaluation of zones of mineralisation that host large flake graphite.

The Company has previously funded all exploration and development activities via the issue of equity capital.

There is no assurance that the market will provide additional funding on reasonable terms or at all, and any equity issue may be dilutive.

For further information please refer to the Investment Overview and section 4.12 of the Prospectus.

A statement confirming that:

- **the Company retains its 80% interest in the Mozambique Licences;**
- **that there are no legal, regulatory or contractual impediments to the Company undertaking its proposed activities on the Mozambique Licences; and**
- **the Mozambique Licences are in good standing**

As set out in the Prospectus on pages 16, 22, 53 and 81, the Company has, under the terms of the JV Agreement, earned an 80% interest in the Mozambique graphite projects relating to the Licences.

There are no legal, regulatory or contractual impediments to undertaking the proposed activities on the Mozambique Licences. Please see Annexures B and D of the Prospectus which contain expert reports concerning the Company's activities in Mozambique.

As set out in Annexure B of the Prospectus, the reviewed mining titles have been validly granted under the Mining and Regulation Law and are in good standing.

Separately from and in addition to earning an 80% interest in the graphite projects under the JV Agreement, the Company acquired 80% of Grafex Limitada quotas from Gregory Sheffield pursuant to a Share Purchase Agreement dated 6 November 2013 (as amended). This quota transfer has occurred, is acknowledged by Gregory Sheffield and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette in Mozambique.

The Mozambique Solicitor's Report on Tenements in Annexure B of the Prospectus provides that the transfer from Gregory Sheffield to Triton United Limited on 18 September 2014 of 80% of the quotas in Grafex is required to be approved by the Mozambique government. As at the date of this release, this approval has not been obtained. The Company has no reason to believe that this approval will not be obtained, however there is no guarantee that this approval will be obtained. It is noted that this approval of the transfer of quotas does not in any way impact or affect the Company's earned 80% interest in the graphite projects under the JV Agreement.

A statement confirming the Company's position with respect to the graphite projects if the transfer of quotas in Grafex Limitada does not receive Mozambique Government approval

As set out in the prospectus, Triton has earned an 80% interest in the graphite projects under the JV Agreement (see page 81).

Separately from and in addition to earning an 80% interest in the graphite projects, the Company acquired 80% of Grafex quotas from Gregory Sheffield pursuant to the Share Purchase Agreement.

Under the Shareholders Agreement between Triton, Sheffield, Claudio Manuel Loureiro de Nogueira and Grafex dated 6 November 2013 (as amended) (**Shareholders Agreement**) Triton has (in addition to control of the joint venture) control of the joint venture entity Grafex.

Even if the transfer of quotas does not receive Mozambique regulatory approval (noting that Triton has no reason to believe that this approval will not be obtained), Triton has earned an 80% interest in the graphite projects under the JV Agreement, is Manager and Operator of the joint venture, and has Management Committee voting power, under the terms of the JV Agreement and the Shareholders Agreement, as disclosed in the Prospectus. Triton will essentially continue to have the rights and privileges outlined on pages 81, 82 and 83 of the prospectus under the JV Agreement and Shareholders Agreement if the transfer of quotas does not receive Mozambique regulatory approval.

Full terms and conditions of all options on issue (if any)

See page 43 of the Prospectus.

An update on all litigation with respect to the Company (if any)

Please see section 5.9 of the Prospectus.

An update on the status of any claims that may result from the Company not depositing US \$1-2 million into a joint bank account by 13 November 2015 as envisaged by letter agreements between the Company and YXGC, in particular whether any further correspondence between the parties has occurred since the Company advised YXGC of the rejection of any claim against the Company

There has been further correspondence between Ferrier Hodgson and YXGC. The latest correspondence confirms that the DOCA was fully effectuated, and that all Claims (other than Excluded Claims) were extinguished as against the Company and replaced with claims against the Creditors' Trust. "Claim" and "Excluded Claim" are defined in Section 7 of the Prospectus, on pages 126 and 127. The Trustees of the Creditors' Trust have rejected YXGC's claim in full. YXGC had a period of 21 days from service of the relevant notice to make an application to the WA Supreme Court to determine questions in relation to YXGC's claim. This period expired on 15 November 2016 - see clauses 6.7(b), 6.9 and 6.10 of the Creditors' Trust Deed. See pages 20 and 21 of the Prospectus regarding the position in China.

A statement confirming that the Shortfall Amount has been satisfied in full by the Company, including details of how the Shortfall Amount was satisfied

The Prospectus noted that there was a risk that claims made against the Creditors' Trust would exceed \$5 million, and that the Creditors' Trust Payment would be insufficient to meet all valid claims against the Creditors' Trust and the costs of the Administrators, Deed Administrators and trustees of the Creditors' Trust (**Trustees**) in full (**Shortfall Amount** – see pages 19, 25, 49 and 65 of the Prospectus). If that occurred, the Company would be required to issue shares to the Trustees, or make a payment to the Trustees, equal to the Shortfall Amount.

The Trustees have confirmed that:

- ☐ all claims made against the Creditors' Trust totalled \$3,113,917;
- ☐ admitted claims made against the Creditors' Trust totalled \$1,940,062; and
- ☐ the outstanding costs of the Administrators, Deed Administrators and Trustees totalled \$310,000.

Any increase in the first figure above (\$3,113,917) would only be as a result of any Court review of the claims adjudicated by the Trustees. As at the date of this release, Triton is not aware of any application for judicial review of the Trustee's adjudicated claims, and if it becomes aware of such an application, it will update the market at that time.

The Trustees are currently completing the proof of debt process to settle claims against the Creditors' Trust and based on known claims and expected costs, anticipate an excess in the Creditors' Trust which will be returned to the Company.

A statement confirming how the deposit has been applied, including whether any amounts have been repaid to Somers and whether the Company has been released from its obligations to repay the \$450,000 treated as a non-interest bearing loan to the Company (to be used to preserve the Company's investment in Grafex Limitada and associated operating costs of the Company (excluding administrators' fees and costs))

The \$1 million deposit paid by Somers and Partners Pty Limited (described on page 11 and in Section 5.4 of the Prospectus) has converted into 16,666,666 fully paid ordinary shares, issued as shortfall shares pursuant to the Prospectus, to nominees of Somers and Partners Pty Limited in accordance with the Underwriting Agreement.

Upon the issue of all shares under the Prospectus, the Company was released from its obligations to repay the \$450,000 treated as a non-interest bearing loan to the Company (to be used to preserve the Company's investment in Grafex Limitada and associated operating costs of the Company (excluding administrators' fees and costs)).

A statement confirming the Company is in compliance with the Listing Rules and in particular Listing Rule 3.1

The Company is in compliance with the Listing Rules and in particular Listing Rule 3.1.

For further information visit www.tritonminerals.com or please contact:

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The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this announcement will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.