



10 November 2017

Dear Security holder

NON-RENOUNCEABLE ENTITLEMENT OFFER

On 9 November 2017, Triton Minerals Limited (ACN 126 042 215) (**Company**) announced that the Company would be conducting a non-renounceable entitlement offering eligible shareholders the opportunity to acquire fully paid ordinary shares in the Company (**Shares**) through a pro rata non-renounceable entitlement issue of one Share for every 8 Shares held by eligible shareholders on the record date, which under the indicative timetable is 14 November 2017 (**Record Date**), at an issue price of \$0.07 per share to raise up to approximately \$5,980,055 (before costs), with each eligible shareholder offered one free attaching option for every Share subscribed for under the offer (**Options**) (**Entitlement Offer**). The Options are exercisable at \$0.11 each and expire on 30 November 2018 and are expected to be listed subject to compliance with ASX Listing Rules.

The funds raised under the Entitlement Offer will be applied towards:

- **a pilot plant to produce graphite concentrate for product acceptance test work;**
- **early works including the raw water dam, mine site preparation and roads;**
- **detailed engineering and construction;**
- **offtake negotiations – product testwork and commercial agreements;**
- **engagement of an EPC contractor;**
- **environmental, mining and land approvals; and**
- **offer costs and working capital.**

The Offer is fully underwritten by Somers & Partners Pty Ltd (ABN 46 149 263 543) (AFSL No. 403684) (**Somers**). Somers will receive an underwriting fee of 5%, and a management fee of 1%, of the amount raised in the Entitlement Offer, as well as 2,000,000 options on the same terms as the Options issued under the Entitlement Offer (**Underwriter Options**).

The Entitlement Offer is made pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on or about 9 November 2017 (**Prospectus**) and released to the Australian Securities Exchange (**ASX**) on the same date.

The Prospectus is available on the Company's website at www.tritonminerals.com.au or on the ASX website (company announcements section, ASX code: TON) at www.asx.com.au.

It is anticipated that the Prospectus will be sent to all shareholders in Australia, New Zealand, China and the United Kingdom on or around 17 November 2017.

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Summary of key features of the Entitlement Offer

The Entitlement Offer is open to shareholders who hold Shares as at the Record Date with registered addresses in Australia, New Zealand, China and the United Kingdom (**Eligible Shareholders**). All other shareholders are not eligible to participate in the Entitlement Offer and will be notified by the Company separately (**Excluded Shareholders**). Excluded Shareholders will not be entitled to subscribe for Shares under the Entitlement Offer. The Company's Excluded Shareholders have registered addresses in Canada, Switzerland, Hong Kong, Indonesia, Japan, Malaysia, Philippines, Singapore, Tanzania, Serbia and the United States of America.

Under the terms of the Entitlement Offer, Eligible Shareholders will be entitled to subscribe for one Share for every 8 Shares held at the Record Date at an issue price of \$0.07 per Share and will receive one free attaching Option for every Share issued with each Option having an exercise price of \$0.11 and expiring on 30 November 2018 and of which the Company will apply for quotation on the ASX (**Entitlements**). Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of Shares and Options.

The Company only has one register on which Entitlements will be calculated.

The Shares will rank equally with the existing ordinary shares from the date of issue. The Company will apply for quotation of the Shares and Options issued pursuant to the Entitlement Offer on the Official List of ASX.

The current number of Shares on issue in the Company is 683,434,799. Under the Entitlement Offer, up to approximately 85,429,350 Shares will be issued and the number of Shares on issue at the completion of the Entitlement Offer will be up to approximately 768,864,149 (assuming no existing options are exercised). Under the Entitlement Offer, up to approximately 87,429,350 Options will be issued, including the Underwriter Options.

The Company currently has no listed options on issue. The Company currently has 54,548,763 unquoted options with varying exercise prices and expiry dates, on issue:

Number	Expiry Date	Exercise Price
4,548,763 unlisted options	23 January 2018	\$0.2748
50,000,000 unlisted options	30 June 2018	\$0.10
Total: 54,548,763		

Existing option holders may participate in the Entitlement Offer upon exercise of their options provided the resulting Shares are issued by the Record Date. The Company sent a notice to option holders on or around 9 November 2017 notifying them of their right to participate in the Entitlement Offer upon exercise of their options.

The Company currently has 20,000,000 performance rights on issue with various performance hurdles and expiry dates. Performance right holders are not eligible to participate in the Entitlement Offer unless those performance rights vest and provided the resulting Shares are issued by the Record Date.

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The Entitlement Offer is non-renounceable, therefore you cannot sell your Entitlements.

No shareholder approval for the Entitlement Offer is required.

The Company currently has no dividend policy.

Indicative timetable

The indicative timetable for the Entitlement Offer is as follows:

Event	Date
Announcement of Offer and Appendix 3B	Thursday, 9 November 2017
Prospectus lodged at ASIC and ASX	Thursday, 9 November 2017
Notice sent to Shareholders	Friday, 10 November 2017
"Ex" Date (date Shares are quoted ex-rights)	Monday, 13 November 2017
Record Date to determine Entitlements	5.00pm (WST) Tuesday, 14 November 2017
Prospectus / Entitlement and Acceptance Form despatched	Friday, 17 November 2017
Opening Date	Friday, 17 November 2017
Closing Date	5.00pm (WST) Monday, 4 December 2017
Securities quoted on a deferred settlement basis	Tuesday, 5 December 2017
Notification to ASX of under subscriptions	Thursday, 7 December 2017
Allotment date of Shares and Options	Monday, 11 December 2017
Expected quotation of Shares and Options issued under the Offer	Tuesday, 12 December 2017
Despatch of holding statements	Tuesday, 12 December 2017

The above timetable is indicative only and subject to change. The Company reserves the right to vary these dates without prior notice, subject to the ASX Listing Rules. The commencement of quotation of Shares and Options is subject to confirmation from ASX.

Brief instructions for Eligible Shareholders

If you are an Eligible Shareholder, you may do the following:

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- If wish to take up all or part of your entitlement, complete the entitlement and acceptance form accompanying the Prospectus (Entitlement and Acceptance Form) in accordance with the instructions set out in the form. Forward your completed Entitlement and Acceptance Form, together with payment for the amount shown on the form or for such lesser amount as you wish to apply for, so as to reach the Company's share registry no later than 5.00 pm (WST) on 4 December 2017 (**Closing Date**). Cheques should be made payable to "Triton Minerals Limited" and crossed "Not Negotiable". BPAY® payments are to be made using the BPAY® code and personalised reference number indicated on your Entitlement and Acceptance Form and funds must be received before 3:00pm (WST) on the Closing Date.
- If you do not wish to accept part or all of your entitlement, you are not obliged to do anything.

More information

Before making a decision whether to apply for Shares and Options, please read the Prospectus carefully in its entirety when you receive it. **The Entitlement Offer is scheduled to close at 5:00pm (WST) on 4 December 2017.**

This letter is not a prospectus and does not constitute an offer of securities. An offer of Shares and Options under the Entitlement Offer will only be made in, or accompanied by, a copy of the Prospectus sent to all Eligible Shareholders.

The Directors of the Company recommend that if you are in doubt as to the value of the Entitlement Offer then you should contact your financial adviser.

Should you have any queries please contact the Company on +61 8 6489 2555 or the Company's share registry - Computershare Investor Services Pty Ltd on 1300 555 159 (from within Australia) or +61 3 9415 4062 (from outside Australia).

Yours faithfully



Company Secretary
David Edwards