

ASX Announcement

23 September 2021

Lodgement of Prospectuses

Further to the announcement “Company Update & Capital Raising” earlier today, **Triton Minerals Limited** (ASX: **TON**, **Triton** or **Company**) is pleased to advise that the Entitlement Prospectus and Placement Prospectus (together, the **Prospectuses**) have today been lodged with the Australian Securities and Investments Commission (**ASIC**).

Entitlement Prospectus

The Entitlement Prospectus is for the pro rata non-renounceable entitlement issue to Eligible Shareholders of up to approximately 238,835,383 New Shares at an issue price of \$0.041 per New Share on the basis of four (4) New Shares for every nineteen (19) Shares held on the Record Date and up to approximately 238,835,383 New TONO Options on the basis of one (1) free attaching New TONO Option for every one (1) New Share issued, with each New TONO Option having an exercise price of \$0.09 and expiring on 31 December 2023 (**New Options**) to raise up to approximately \$9,792,251 before expenses (**Entitlement Offer**).

The Entitlement Offer is lead managed by Lazarus Corporate Finance Pty Limited (**Lazarus**) pursuant to a lead manager agreement between Triton and Lazarus, the terms of which are set out in the Entitlement Prospectus and Appendix 3B. The Entitlement Prospectus is expected to be sent to Eligible Shareholders on or around 1 October 2021. Eligible Shareholders are those whose details appear on the Company’s register as at the Record Date with a registered address in Australia, Canada, China, Hong Kong, Ireland, Japan, Malaysia, New Zealand, Philippines, Singapore, Switzerland, Germany, United Republic of Tanzania, the United Kingdom and the United States of America who is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Placement Prospectus

The Placement Prospectus is for the placement of:

- up to approximately 160,170,210 New TONO Options to TONOE Optionholders as at 5:00pm (WST) on 24 September 2021, with a registered address in Australia or New Zealand who are eligible under all applicable securities laws to receive an offer of this kind (**Eligible TONOE Optionholders**) at an issue price of \$0.002 per New TONO Option to raise up to approximately \$320,340 (before expenses) (**Options Offer**); and
- up to 10,000,000 New TONO Options to Metal Challenge Co., Ltd (**Metal Challenge**), or their nominee, for nil cash consideration as part of the proposed amendments to the current service agreement between the Company and Metal Challenge agreed between the parties (**Amended MC Agreement**), with an exercise price of \$0.09 and expiry date of 31 December 2023 (**MC Options Offer**),

(together, the **Placement Offer**).

The Options Offer is lead managed by Lazarus pursuant to an options offer mandate between Triton and Lazarus, the terms of which are set out in the Placement Prospectus and Appendix 3B. The

Placement Prospectus is expected to be sent to Eligible TONOE Optionholders on or around 1 October 2021.

The TONO Options will be issued pursuant to the Company's existing ASX Listing Rule 7.1 placement capacity. The purpose of the Entitlement Offer and Placement Offer (together, the **Offers**) is to raise funds for:

- mining licence fees, construction permits and environmental licence fees;
- payment of Mozambique capital gains taxes re the 20% economic interest in Grafex Limitada;
- development activities including the commencement of engineering and detailed design works;
- technical studies, construction of access roads, construction of a raw water dam and other ancillary construction activities;
- working capital; and
- costs of the Entitlement Offer and Placement Offer.

Directors recommend that Eligible Shareholders and Eligible TONOE Optionholders read the Prospectuses carefully before deciding whether to accept the Entitlement Offer or Placement Offer respectively.

Any Eligible Shareholders or Eligible TONOE Optionholders who wish to accept the Entitlement Offer or Placement Offer as relevant will need to complete the application form that will accompany the relevant Prospectus.

TONOE Options, exercisable at \$0.10, expire on 25 September 2021.

Any Eligible Shareholders or Eligible TONOE Optionholders that do not receive the Prospectuses or have any queries in the relation to the Entitlement Offer or Placement Offer, should contact the Triton company secretary (+61 8 6381 9050).

Indicative Timetable

Event	Date
Announcement of Entitlement Offer and Placement Offer, Appendix 3B and Appendix 2A	Thursday, 23 September 2021
Entitlement Prospectus and Placement Prospectus lodged at ASIC and ASX	Thursday, 23 September 2021
Notice sent to Optionholders	Thursday, 23 September 2021
Record Dates for the Placement Offer	Friday, 24 September 2021
"Ex" Date	Monday, 27 September 2021
Record Date to determine Entitlement Offer	Tuesday, 28 September 2021
Prospectuses / Acceptance Forms despatched	Wednesday, 29 September – Friday, 1 October 2021
Opening Date	Friday, 1 October 2021
Closing Date	Friday, 29 October 2021
Securities quoted on a deferred settlement basis	Monday, 1 November 2021
Notification to ASX of under subscriptions	Tuesday, 2 November 2021
Shortfall settlement date	Wednesday, 3 November 2021
Allotment date	Thursday, 4 November 2021
Issue date	Thursday, 4 November 2021
Despatch of holding statements	Thursday, 4 November 2021
Appendix 2A with final numbers (prior to 9am WST)	Thursday, 4 November 2021
Expected quotation of Shares and possible quotation of Options	Friday, 5 November 2021

The above timetable is indicative only and subject to change. The Company reserves the right to amend any or all of these events, dates and times without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws.

The directors may extend the closing date by giving at least three business days' notice to ASX prior to the closing date and the Company may well extend the Offer period. As such, the date the New Shares and New TONO Options are expected to commence trading on ASX may vary.

For further information visit www.tritonminerals.com.

This ASX release was authorised by the Board of Directors.

Enquiries

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Contact Details (Australian Office)

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Forward-Looking Statements

This release may include forward-looking statements. These forward-looking statements are not historical facts but rather are based on Triton Minerals Limited's current expectations, estimates and assumptions about the industry in which Triton Minerals Limited operates, and beliefs and assumptions regarding Triton Minerals Limited's future performance. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", "potential" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are only predictions and not guaranteed, and they are subject to known and unknown risks, uncertainties and assumptions, some of which are outside the control of Triton Minerals Limited. Actual values, results or events may be materially different to those expressed or implied in this release. Past performance is not necessarily a guide to future performance and no representation or warranty is made as to the likelihood of achievement or reasonableness of any forward-looking statements or other forecast. Given these uncertainties, recipients are cautioned not to place reliance on forward looking statements. Any forward-looking statements in this release speak only at the date of issue of this release. Subject to any continuing obligations under applicable law and the ASX Listing Rules, Triton Minerals Limited does not undertake any obligation to update or revise any information or any of the forward-looking statements in this release or any changes in events, conditions or circumstances on which any such forward looking statement is based. Actual values, results, interpretations or events may be materially different to those expressed or implied in this announcement. Given these uncertainties, recipients are cautioned not to place reliance on forward-looking statements in the announcement as they speak only at the date of issue of this announcement. Subject to any continuing obligations under applicable law and ASX Listing Rules, Triton Minerals Limited does not undertake any obligation to update or revise any information or any of the forward-looking statements in this announcement or any changes in events, conditions or circumstances on which any such forward-looking statements is based.