

Triton Minerals Ltd

ASX: TON

ABN: 99 126 042 215

Xingmin (Max) Ji
 Non-Executive Chairman

Peter Canterbury
 Managing Director

Patrick Burke
 Non-Executive Deputy Chairman

Paula Ferreira
 Non-Executive Director

Guanghui (Michael) Ji
 Non-Executive Director

Paige Exley
 Company Secretary

Head Office:

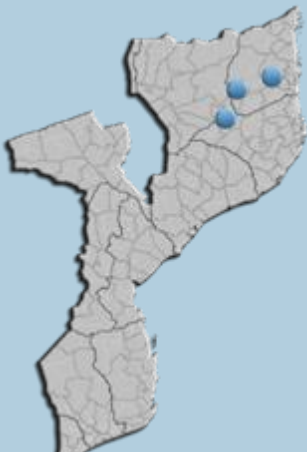
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Mozambique, Africa



1 December 2016

QUARTERLY ACTIVITIES REPORT

For the period ending 30 September 2016

Triton Minerals Ltd (ASX: TON) (**Triton** or the **Company**), provides its Quarterly Activities Report for the three months ended 30 September 2016.

HIGHLIGHTS:

- Administrators received a joint DOCA proposal from Somers and Partners and Minjar Gold to recapitalise the Company;
- New Board formed for the Company;
- DOCA approved, the issue of 105m shares to Minjar's nominee, establishment of \$5m creditor trust and fully underwritten non-renounceable pro rata entitlements offer to raise no less than approximately \$7.9m;
- Shareholders approved the placement to Minjar on 19 September 2016;
- Company appointed experienced mining executive, Peter Canterbury, as Managing Director to lead Triton through its next phase of development;
- 22 September 2016 - DOCA Effectuated – Control of the Company reverts to the Board of Directors; and
- Company tendered out drilling contract for 2nd phase drilling programme at Ancuabe.

Corporate and Finance Overview

DOCA and Recapitalisation Proposal

On 8 July 2016, at a second meeting of creditors, the creditors of the Company resolved to execute the DOCA to effect a recapitalisation proposal lodged jointly by proponents Somers & Partners Pty Ltd (**Underwriter**) and Minjar Gold Pty Ltd (whose nominee is Shandong Tianye Mining Co Ltd) (**Recapitalisation Proposal**).

The key elements of the Recapitalisation Proposal included:

- a) Subject to Shareholder approval (which was received on 19 September 2016), a placement to Minjar (or its nominees) of 105,248,400 Shares at \$0.06 per Share to raise \$6,314,904 (**Placement**). Pursuant to the Underwriting Agreement, the Company agreed to grant the Underwriter (or its nominees) 50,000,000 Options. The Underwriter has subsequently agreed that 25,000,000 of these Options are to be granted instead to Minjar Gold (or its nominees). The Company received Shareholder approval for the issues of the Options to Minjar Gold (or its nominees) and to the Underwriter (or its nominees) at the Company's general meeting held on 19 September 2016.
- b) The establishment of the Creditors' Trust and payment to it by the Company of \$5,000,000 out of the Placement funds, together with the transfer (to the extent assignable) of any chose in action or claim that the Company may have against third parties and the benefit of such choses in action and claims (Creditors' Trust Payment), following which all Claims (other than Excluded Claims) would be extinguished and released, and replaced with equivalent claims against the Creditors' Trust, whereupon the DOCA would terminate and control of the Company would be returned to the Directors. Excluded Claims are not affected by the DOCA.
- c) As soon as practicable after completion of the Placement and termination of the DOCA and in accordance with the Underwriting Agreement, the Company agreed to seek to raise not less than \$7,893,634 in an underwritten non-renounceable pro-rata entitlements issue of not less than 131,560,567 Shares at \$0.06 per Share (and on the basis of 1 Share for every 4 Shares held in as at the relevant record date). Such entitlements issue was made pursuant to the Prospectus dated 24 October 2016 (**Entitlement Offer**).

The Company at the date of this report has closed the Entitlement Offer and received acceptances for a total of 65,877,010 shares to raise a total of approximately \$3.95 million. The shortfall of the Entitlement Offer was 65,683,557 shares, which were issued pursuant to the underwriting agreement with Somers and Partners. The Entitlement Offer shares and Shortfall shares were issued on 28 November 2016 to raise \$7,893,634, before expenses.

New Board Formed and Managing Director Appointed

On 22 July 2016 the Administrators of the Company removed Christopher Catlow and Alfred Gillman as Directors of the Company and appointed Xingmin (Max) Ji and Guanghui (Michael) Ji representing Minjar Gold Pty Ltd and Patrick Burke representing Somers & Partners as Directors of the Company.

The Company announced on 20 September 2016, the appointment of Peter Canterbury, initially an executive of the Company and then Managing Director effective from 3 October 2016.

Mr Canterbury brings significant mining, project development and financial expertise to Triton which will be invaluable in advancing the Company's Mozambique graphite projects.

Mr Canterbury has substantial experience in leading ASX-listed mining companies, most recently as Chief Executive Officer of ASX-listed Bauxite Resources Limited. Prior to this, Mr

Canterbury was Chief Financial Officer of Sundance Resources Limited for six years. Mr Canterbury played a lead role in negotiating the Mining and Development convention for Sundance in Cameroon for the US\$5 billion iron ore mine rail and port project.

Graphite Operations – Mozambique

Ancuabe Project

The Company announced, while in Administration, the Maiden Inferred Mineral Resource estimate for the Ancuabe T12 deposit on 17 May 2016, which included:

- 1) Inferred Mineral Resource of 14.9Mt grading 5.4% Total Graphitic Carbon (**TGC**) for 798,000t of contained graphite.
- 2) More than 80% of liberated flakes bigger than 150 micron.
- 3) More than 50% of the liberated flakes are Extra Large (Jumbo) or bigger (>300 micron).
- 4) Overall concentrate grade 98.6% Total Carbon.

During review of previous exploration activities, the Company also identified potential extensions over unexplored Versatile Time Domain Electromagnetic (**VTEM**) conductors to the northwest of the Ancuabe T12 deposit.

During the quarter the Company undertook a tender for drilling on the Ancuabe T12 deposit and the surrounding areas which were identified as being prospective for graphite. This was part of the overall strategy to focus on, further explore and upgrade, the Ancuabe T12 Mineral Resource classification, to assess other VTEM targets in the Ancuabe area to support a decision to undertake a Pre-Feasibility Study.

The Company commenced, in 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 Company's key focus is the Ancuabe Project, due to its high prospectivity for extra-large flake graphite and its proximity to regional infrastructure, including the port at Pemba.

Corporate Information

As at 30 September 2016 the Company had cash in bank of \$2.177 million and 526,242,266 shares on issue.

ADDITIONAL INFORMATION

For further information, please contact:

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Company Secretary

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Summary of Tenements (ASX Listing Rule 5.3.3)

As at 30 September 2016, the Triton Group held an 80% interest in the projects of Grafex Limitada, the holder of the following exploration tenements:

TENEMENT	PROJECT	PROSPECT/ DEPOSIT	JV PARTNER	LOCATION	STATUS	CHANGE IN QTR	INTEREST
EL5966	Balama North	Nicanda Hill Nicanda West	Grafex Ltd	Mozambique	Granted	No change	80%
EL5365	Balama North	Cobra Plains	Grafex Ltd	Mozambique	Granted	No change	80%
EL5304	Balama South	-	Grafex Ltd	Mozambique	Granted	No change	80%
EL5380	Ancuabe	-	Grafex Ltd	Mozambique	Granted	No change	80%
EL5336	Ancuabe	-	Grafex Ltd	Mozambique	Granted	No change	80%
EL5305	Ancuabe	-	Grafex Ltd	Mozambique	Granted	No change	80%
EL6357	Ancuabe	-	Grafex Ltd	Mozambique	Approved - Pending grant	No change	80%
EL5934	Ancuabe	-	Grafex Ltd	Mozambique	Approved - Pending grant	No change	80%

Table 1: Table of the significant details relating to the status of Company's interest in tenement holdings.

Competent Person's Statement

The information in this announcement that relates to Exploration Results on the Ancuabe project is extracted from the report entitled ASX Release "Maiden Inferred Mineral Resource Estimate for the Ancuabe Project" dated 17 May 2016 which is available to view on www.tritonminerals.com. The report was issued in accordance with the 2012 Edition of the JORC Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not necessarily limited to, statements concerning Triton's planned exploration program and other statements that are not historic facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should" and similar expressions are forward-looking statements. Although Triton believes that its expectations reflected in these are reasonable, such statements involve risks and uncertainties, and no assurance can be given that actual results will be consistent with these forward-looking statements.