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26 March 2018

Dear Shareholder

**Notice to Overseas Shareholders of Entitlement Offer**

We write to you as a holder of Triton Minerals Ltd (ACN 126 042 215) (**Company** or **Triton**) fully paid ordinary shares (**Shares**) as at today's date with a registered address outside of Australia, New Zealand, China or the United Kingdom (**Excluded Foreign Holders**).

On 16 March 2018, 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 15 Shares held by eligible shareholders on the record date, which under the indicative timetable is 28 March 2018 (**Record Date**), at an issue price of \$0.08 per share to raise up to approximately \$4,172,661 (before costs), with each eligible shareholder offered one free attaching option for every 2 Shares subscribed for under the offer (**Options**) (**Entitlement Offer**). The Options are exercisable at \$0.12 each and expire on 31 December 2018 and are expected to be listed subject to compliance with ASX Listing Rules.

This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for New Shares or Options under the Entitlement Offer. This letter is not an offer to issue entitlements or New Shares or Options to you, nor an invitation for you to apply for entitlements or New Shares or Options. You are not required to do anything in response to this letter.

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

- (a) replenishing the cash utilised for the transactions with Mr Gregory James Sheffield in relation to Grafex Limitada (Triton's Mozambique subsidiary) and to use this cash for working capital during the anticipated ramp-up of development activities at the Ancuabe Graphite Project;
- (b) accelerating the review of the vanadium development potential of the Nicanda Hill graphite-vanadium Project; and
- (c) costs of the Entitlement Offer and an ancillary offer and working capital.

The Entitlement Offer is underwritten by Somers & Partners Pty Ltd (ABN 46 149 263 543) (AFSL No. 403684).

The Entitlement Offer is made pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on or about 23 March 2018 (**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](http://www.tritonminerals.com) or on the ASX website (company announcements section, ASX code: TON) at [www.asx.com.au](http://www.asx.com.au).

The Entitlement Offer will be made to all registered shareholders on the Record Date and who reside in Australia, New Zealand, China and the United Kingdom and who are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The Company has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules, that it is unreasonable to extend the Entitlement Offer to those shareholders that are Excluded Foreign Holders. The Company has taken into consideration the size of the shareholdings held by the Excluded Foreign Holders and the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to Excluded Foreign Holders. Accordingly, in compliance with ASX Listing Rule 7.7.7(b), the Company wishes to advise you that it will not be extending the Entitlement Offer to you.

Thank you for your ongoing support of the Company, if you have any questions in relation to the above, please do not hesitate to contact the Company Secretary on +61 8 6489 2555.

Yours faithfully



Company Secretary

David Edwards