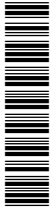




3 September 2018



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Dear Security holder

**NON-RENOUNCEABLE ENTITLEMENT OFFER**

On 31 August 2018, Triton Minerals Limited (ACN 126 042 215) (**Company** or **Triton**) 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 14 Shares held by eligible shareholders on the record date, which under the indicative timetable is 6 September 2018 (**Record Date**), at an issue price of \$0.047 per share to raise up to approximately \$2,884,567 (before costs), with each eligible shareholder offered one free attaching option for every 1 Share subscribed for under the offer (**Options**) (**Entitlement Offer**). The Options are exercisable at \$0.10 each and expire on 30 September 2020 and are expected to be listed subject to compliance with ASX Listing Rules.

The proceeds from the Entitlement Offer (after costs) will be applied towards:

- Developing activities including early works, permitting, engineering and financing; and
- costs of the Entitlement Offer and working capital.

The Entitlement Offer is underwritten by Pinnacle Corporate Pty Limited (ABN 46 149 263 543) (AFSL No. 403684) (**Pinnacle**). Pinnacle will receive an underwriting fee of 5%, and a management fee of 1%, of the amount raised in the Entitlement Offer, as well as 10,000,000 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 31 August 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.au](http://www.tritonminerals.com.au) or on the ASX website (company announcements section, ASX code: TON) at [www.asx.com.au](http://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 11 September 2018.

## **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 and who are eligible under all applicable securities laws to receive an offer under the Entitlement Offer (**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, Ireland, 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 14 Shares held at the Record Date at an issue price of A\$0.047 per Share and will receive one free attaching Option for one Share issued with each Option having an exercise price of \$0.10 and expiring on 30 September 2020 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 834,594,284. On 31 August 2018, the Company announced that it had received firm commitments for a single tranche placement to sophisticated and professional investors of up to 24,638,298 Placement Shares at an issue price of \$0.047 per Placement Share (Placement). The Placement will raise up to \$1,158,000 before costs.

Under the Entitlement Offer, up to approximately 61,373,756 Shares will be issued and the number of Shares on issue at the completion of the Entitlement Offer including the Placement Shares will be up to approximately 920,606,338 (assuming no existing options are exercised). Under the Entitlement Offer, up to approximately 71,373,756 Options will be issued, including the Underwriter Options.

The Company currently has 99,416,565 TONOB quoted options with each option having an exercise price of \$0.11 and expiring on 30 November 2018 and 34,272,724 TONOC quoted options with each option having an exercise price of \$0.12 and expiring 31 December 2018. The Company currently has 9,500,000 unquoted options on issue with an exercise price of \$0.10 and an expiry date of 9 January 2020:

Existing quoted 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 3 September 2018 notifying them of their right to participate in the Entitlement Offer upon exercise of their options.

The Company currently has 19,000,000 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.

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	Friday, 31 August 2018
Prospectus lodged at ASIC and ASX	Friday, 31 August 2018
Notice sent to Shareholders	Tuesday, 4 September 2018
"Ex" Date (date Shares are quoted ex-rights)	Wednesday, 5 September 2018
Record Date to determine Entitlements	5.00pm (WST) Thursday, 6 September 2018
Prospectus / Entitlement and Acceptance Form despatched	Tuesday, 11 September 2018
Opening Date	5.00pm (WST) Tuesday, 11 September 2018
Closing Date	5.00pm (WST) Tuesday, 2 October 2018
Securities quoted on a deferred settlement basis	Wednesday, 3 October 2018
Notification to ASX of under subscriptions	Thursday, 4 October 2018
Issue date	Tuesday, 9 October 2018
Expected quotation of Shares and Options issued under the Offer	Wednesday, 10 October 2018
Despatch of holding statements	Wednesday, 10 October 2018

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 subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date of the Entitlement Offer, to accept late applications either generally or in particular cases or to withdraw the Entitlement Offer without prior notice. 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:

- If wish to take up all or part of your entitlement, complete the Entitlement Offer 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 2 October 2018 (**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 5.00pm (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 2 October 2018.**

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 6381 9050 or the Company's share registry, Computershare Investor Services Pty Ltd, on 1300 555 159 (from within Australia) or +61 3 9415 4000 (from outside Australia).

Yours faithfully



**Company Secretary**  
**David Edwards**