

## SECOND SUPPLEMENTARY PROSPECTUS

### IMPORTANT NOTICE

This Second Supplementary Prospectus contains particulars of changes to and supplements the prospectus dated 25 November 2015 (**Prospectus**) issued by Triton Minerals Limited (ABN 99 126 042 215) (**Company**) as modified by the first supplementary prospectus dated 4 December 2015 (**First Supplementary Prospectus**). This Second Supplementary Prospectus is dated 9 December 2015 and is lodged with the ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read together with the Prospectus and the First Supplementary Prospectus. To the extent of any inconsistency between the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions about these documents or any other matter, you should consult your professional advisers.

### PURPOSE OF THIS SUPPLEMENTARY PROSPECTUS

The purpose of this Second Supplementary Prospectus is to provide the following updates:

- (a) extension of the Closing Date to 14 January 2016 and corresponding indicative timetable amendments; and
- (b) revised arrangements with creditors to defer the payment date of monies owed by the Company to those creditors to 31 January 2016.

### SECTION 1 CLOSING DATE

As at the date of this Second Supplementary Prospectus, the Company has received 28 valid applications under the Offer for 268,214 Shares and 134,107 Options. In order to provide more time for Eligible Shareholders to participate in the Offer, the Company has extended the Closing Date to 14 January 2016. An extension of the Closing Date provides Eligible Shareholders with the opportunity to participate in the Offer following the Company's transition to a new Chief Executive Officer.

Accordingly, references to the Closing Date in the Prospectus are amended and replaced with 14 January 2016 and all other references to indicative dates associated with Offer are amended in accordance with the following revised indicative timetable:

<b>Closing Date</b>	5.00pm (WST) 14 January 2016
Shares quoted on a deferred settlement basis	15 January 2016
Notification to ASX of under subscriptions	19 January 2016
Allotment date with respect to Shares and Options	21 January 2016
Quotation of Shares and Options issued under the Offer	22 January 2016
Despatch of holding statements	25 January 2016

The timetable remains indicative only and subject to change.

## **SECTION 2 ARRANGEMENTS WITH CREDITORS**

Further to the disclosure in Section 4.3 of the Prospectus regarding the deferral of certain trade payables, the Company has now obtained deferred payment terms with its major trade creditors in order to accommodate the cash flow timing consequences associated with having extended the Closing Date.

Certain creditor payment terms have been extended to the Company to provide for payment by way of cash instalments, and in the case of some creditors with the potential for payment obligations to be satisfied through the issue of Shortfall Shares and Options in lieu of cash (the precise terms of which remaining subject to further negotiation). Confirmation of the timing of these deferred payment terms and general acceptance of the issue of Shortfall Shares and Options (where applicable) has been received by way of email exchange for major trade creditors, except for the Company's drilling contractor, who has provided verbal confirmation only.

## **SECTION 3 STATUS OF THE PROSPECTUS, THE OFFER AND APPLICATIONS**

The Directors believe the changes set out in this Second Supplementary Prospectus are not materially adverse from the point of view of an investor. As such, persons that have already applied for Shares and Options under the Prospectus do not need to take any action.

As disclosed in the Prospectus, the Underwriting Agreement provides that the Underwriter may terminate the Underwriting Agreement in certain circumstances, including where any of the S&P/ASX 200 Index or the S&P/ASX 300 Metals and Mining Index as published by ASX is at any time after the date of the Underwriting Agreement, 10% or more below its respective level as at the close of trading on the business day prior to the date of the Underwriting Agreement. As at the date of this Second Supplementary Prospectus, the Underwriter is entitled to terminate the Underwriting Agreement in accordance with its terms by virtue of movements in the S&P/ASX 300 Metals and Mining Index since November 10 2015 (being one day prior to the date of the Underwriting Agreement). Whilst the Underwriter has not elected to exercise its termination rights under the Underwriting Agreement, the Underwriter has advised the Company that it reserves its rights to do so.

Subject to the matters set out in the preceding paragraph, the Underwriter has confirmed that it will not rely on any of the information in this Second Supplementary Prospectus, or the issue of this Second Supplementary Prospectus to terminate the Underwriting Agreement and that the Underwriting Agreement remains in full force and effect.

For Eligible Shareholders who have not previously submitted an Entitlement and Acceptance Form, Applications for Shares and Options under the Offer must be made using the Supplementary Entitlement and Acceptance Form attached to or accompanying this Second Supplementary Prospectus (**Supplementary Form**). The Supplementary Form reflects the revised Closing Date and contains detailed instructions on how each Supplementary Form is to be completed.

Eligible Shareholders who have previously submitted an Entitlement and Acceptance Form do not need to complete the Supplementary Form. However, such applicants may lodge a Supplementary Form if they wish to apply for Additional Shares and Options.

A copy of this Second Supplementary Prospectus will be available on the Company's website. The Company will send a copy of this Second Supplementary Prospectus to all Eligible Shareholders who have subscribed for Shares and Options pursuant to the Prospectus (as modified by the First Supplementary Prospectus) prior to the date of this Second Supplementary Prospectus.

All other details in relation to the Prospectus (as modified by the First Supplementary Prospectus) and the Offer remain unchanged and accordingly the Prospectus (as modified by the First Supplementary Prospectus), which should be read in its entirety with this Second Supplementary Prospectus, and the Supplementary Form, provide the basis for and the means by which Eligible Shareholders may accept all or any part of their Entitlement under the Offer. Please see the Prospectus for information on how Eligible Shareholders may participate in the Offer.

#### **SECTION 4          ADDITIONAL RISKS**

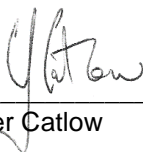
As set out in Section 2.1 above, the Company has obtained confirmation of deferred payment terms from all major trade creditors to accommodate the revised cash flow timing associated with the extension of the Closing Date. The Company's drilling contractor, its major trade creditor, has not provided confirmation of such deferred payment terms in writing and the Company is proceeding on the basis of a verbal confirmation to recognise the deferral. There is a risk that the understanding of the parties as to the revised terms is not aligned, challenged by the counterparty or may not be enforceable by Triton. The Company does not have sufficient available funds to settle its payment obligations to the creditor on standard payment terms.

#### **SECTION 5          DIRECTORS' RESPONSIBILITY STATEMENT & CONSENTS**

This Second Supplementary Prospectus is issued by Triton Minerals Limited and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director and proposed Director of Triton Minerals Limited has consented in writing to the lodgement of this Second Supplementary Prospectus with the ASIC.

Dated: 9 December 2015



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Mr Christopher Catlow  
Director