



10 July 2014

Dear Shareholder

PARTICIPATION IN PRO-RATA RENOUNCEABLE ENTITLEMENT ISSUE

As announced on 8 July 2014, Triumph Tin Limited (**Triumph Tin**) is undertaking a 2:1 pro rata renounceable entitlement issue of approximately 154,860,000 fully paid ordinary shares (**Shares**) to raise approximately \$1,548,600 (**Entitlement Issue** or **Offer**). The price of Shares under the Offer is \$0.01 each.

The Shares will be offered on the basis of two (2) new Shares for every one (1) Share held as at the Record Date under the Entitlement Issue. The Shares offered under the Entitlement Issue will rank equally with the Shares on issue at the date of the Prospectus.

The Directors have indicated that it is their present intention to subscribe for part of their respective entitlement under the Entitlement Issue.

The Company has lodged a prospectus in relation to the Entitlement Issue (**Prospectus**) at the Australian Securities & Investments Commission and ASX on 8 July 2014 and is available on the ASX website at asx.com.au for inspection. This document will be despatched to eligible shareholders of the Company on 18 July 2014 and will outline the Entitlement Issue in detail.

The funds raised from the Offer are planned to be used in accordance with the table set out below:

Item	Proceeds of the Offer	Full Subscription (\$)	%
1.	Resource and scoping studies at the Azul Tin Project in Brazil	500,000	32.29
2.	Second Stage part payment - Azul Tin Project acquisition (Brazil)	200,000	12.91
3.	Assessment and potential acquisition of new tin, manganese, potash, phosphate and/or chrome projects in the Americas and Australia	300,000	19.37
4.	Continued assessment and advisory engagement of alternative fund raising strategies in foreign markets	250,000	16.14
5.	Expenses of the Offer	34,327	2.22
6.	Working capital	264,273	17.07
	Total	1,548,600	100%

The above table is a statement of current intentions as of the date of the Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5.00pm on 15 July 2014, whose registered address is in Australia or New Zealand.

Following completion of the Offer, the Company will have issued approximately 154,860,000 Shares resulting in total Shares on issue of approximately 232,290,000.

Ineligible shareholders

A Shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

The Company has appointed CPS Capital Group Pty Ltd (**Nominee**) as nominee to sell the rights to subscribe for Shares pursuant to the Prospectus (**Entitlements**) to which Ineligible Shareholders are entitled. The Nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale.

Any interest earned on the proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to Ineligible Shareholders.

The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the Nominee may sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

There is no guarantee that the Nominee will be able to sell Entitlements of Ineligible Shareholders on ASX and Ineligible Shareholders may receive no value for the Entitlements. Both the Company and the Nominee take no responsibility for the outcome of the sale of such Entitlements or the failure to sell such Entitlements.

Should you have any queries in relation to this matter, please do not hesitate to contact the Company on (+61 8) 9200 1847.

Yours faithfully

Jonathan Hart

Company Secretary