



Triton Minerals Ltd

ABN 99 126 042 215

Prospectus

For a non-renounceable entitlement issue to Eligible Shareholders of up to approximately 131,560,567 Shares at an issue price of \$0.06 per Share on the basis of 1 Share for every 4 Shares held on the Record Date, to raise up to approximately \$7,893,634 before expenses (**Share Offer**).

The Share Offer is fully underwritten by Somers & Partners (AFSL No. 403684).

Also for an offer of 25,000,000 Options exercisable at \$0.10 each and expiring 30 June 2018, to each of:

- Shandong Tianye (Minjar Gold's nominee); and
- Somers & Partners (or its nominees).

Only Shandong Tianye, Somers & Partners and their nominees may make applications for Options under the Options Offer pursuant to this Prospectus.

This Share Offer and Options Offer close at 5.00pm WST on 14 November 2016. Valid acceptances must be received before that date.

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents, or are in doubt as to the course you should follow, you should consult your stockbroker, accountant or professional adviser.

The Shares and Options offered by this Prospectus should be considered speculative.

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Important Notes

This Prospectus is dated 24 October 2016 and was lodged with the ASIC on that date. Neither the ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares or Options will be issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus. Shares and Options issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus.

An application for the admission of the Company's Shares to quotation on the ASX will be made with the ASX within 7 days after the date of this Prospectus.

Eligible Shareholders should read this Prospectus in its entirety and seek professional advice where necessary. The Shares and Options the subject of this Prospectus should be considered speculative.

An application for Shares by Eligible Shareholders or Options from those eligible to apply will only be accepted by following the instructions on the Entitlement and Acceptance Form accompanying this Prospectus as described in Section 1.9 and 1.15 of this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Share Offer or Options Offer described in this Prospectus. Any information or representation which is not contained in this Prospectus may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus. You should rely only on information contained in this Prospectus.

The Company, the Share Registry and the Underwriter disclaim all liability, whether in negligence or otherwise, to persons who trade before receiving their holding statement.

Section 713 of the Corporations Act provides an alternative disclosure test, which is less onerous than a fully-fledged prospectus using the section 710 of the Corporations Act disclosure test, in a capital raising scenario. To be eligible for this reduced disclosure test and "short form" prospectus, the entity must be seeking to offer continuously quoted securities.

Section 9 of the Corporations Act notes that for securities to be considered as continuously quoted, one such requirement is that during the shorter of the period of quotation, and the last 12 months before the date of issue of the prospectus, the entity or its directors or auditors (in their position as the entity's auditor) must not have been relying on any ASIC class order relief under s 340 or 341 of the Corporations Act.

During this period, the Company has relied upon ASIC relief pursuant to ASIC Class Order 03/0392, which was made under section 341(1) of the Corporations Act.

As such, the Company is not eligible for the reduced disclosure in section 713 of the Corporations Act. As such, this Prospectus has been prepared in accordance with section 710 of the Corporations Act.

Section 710 of the Corporations Act provides that a prospectus must contain all information that investors (and their professional advisers) would reasonably require, and reasonably expect to find in the prospectus, to make an informed assessment of material matters relating to the Company including:

- the assets and liabilities, financial position, profits and losses and prospects of the Company; and
- the rights attaching to the securities being offered.

The Prospectus, must contain this information:

- only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in the Prospectus; and
- only if a person whose knowledge is relevant actually knows the information or in the circumstances ought reasonably to have obtained the information by making enquiries.

Re-quotation of Shares on the ASX

On 16 September 2016, the Company made an application to ASX seeking confirmation that ASX will reinstate the quotation of Shares and lift suspension in trading of the Company's securities following completion of the Share Offer and after the DOCA is fully effectuated.

ASX requires the Company to meet certain conditions for re-quotation of its Shares on ASX (see Annexure G for further details). There is a risk that the Company may not be able to meet those requirements. The Company's securities will remain suspended from trading on ASX unless and until those conditions are met.

ASX has advised the Company that it is yet to consider the potential application of escrow restrictions with respect to any securities to be issued pursuant to the Recapitalisation. Accordingly, there is a risk that any securities issued pursuant to the Recapitalisation Proposal (including the Offers) may be subject to escrow restrictions.

Offer subject to quotation

If ASX does not admit the Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not allot or issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

Not investment advice

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus carefully and in its entirety before deciding whether to apply for the Share Offer or Options Offer.

In particular, you should consider the risk factors that could affect the performance of the Company. You should

carefully consider these risks in light of your personal circumstances (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant or other independent professional adviser.

Except as required by law, and only to the extent required, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company or the repayment of capital or any return on investment made pursuant to this Prospectus. This Prospectus includes information regarding past performance of the Company. Investors should be aware that past performance is not indicative of future performance.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares or Options issued under the Prospectus. This means that, in most circumstances, you cannot withdraw your application once it has been accepted.

Taxation

The acquisition and disposal of Shares and Options, and the exercise of Options may have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential applicants are urged to obtain independent financial advice about the consequences of acquiring Company securities from a taxation viewpoint and generally.

The Company does not propose to give any taxation advice and, to the maximum extent permitted by law, the Company, its Directors, officers and each of their respective advisers accept no responsibility or liability for any taxation consequences of subscribing for Shares or Options under this Prospectus. You should consult your own professional tax advisers in regard to taxation implications of the Offer.

Website

No document or information included on our website is incorporated by reference into this Prospectus.

Forward-looking statements

This Prospectus contains forward looking statements, including as to the Company's strategy, which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are

cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Sections 3. Past performance should not be relied upon as being indicative of future performance.

Photographs and diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, it would not be lawful to make such an offer or invitation.

Neither this document nor the Shares or Options the subject of the Offers have been, nor will be, registered under the United States Securities Act of 1933, as amended or under the securities legislation of any state of the United States of America, or any applicable securities laws of a country of jurisdiction outside of Australia, New Zealand, China and the United Kingdom. Accordingly, subject to certain exceptions, the Shares and Options the subject of the Offers may not, directly or indirectly, be offered or sold within a country or jurisdiction outside of Australia, New Zealand, China or the United Kingdom or to or for the account or benefit of any national resident or citizen of, or any person located in a country or jurisdiction outside of Australia, New Zealand, China or the United Kingdom.

Nominees and custodians may not distribute any part of this Prospectus, and may not permit any beneficial shareholder to participate in the Offers, in any country outside Australia except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offers.

New Zealand Notice

The Share Offer to New Zealand investors pursuant to this Prospectus are regulated offers made under Australian and New Zealand law. In Australia, this is Chapter 8 of the *Corporations Act* and the *Corporations Regulations 2001* (Cth). In New Zealand, this is Part 5 of the *Securities Act 1978*, *Securities Regulations 2009* and the *Securities*

(Mutual Recognition of Securities Share Offerings – Australia) Regulations 2008.

The Share Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. The Australian Corporations Act and Corporations Regulations 2001 (Cth) set out how the Share Offer must be made. There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Share Offer. If you need to make a complaint about the Share Offer, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

United Kingdom Notice

Neither the information in this document nor any other document relating to the Share Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Shares or the Options. This document is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom. The Shares and the Options may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the Shares or the Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to the Company.

China Notice

The information in this Prospectus does not constitute a public offer of the Shares or Options, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The Shares and Options may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors".

If you are in the People's Republic of China, you represent and warrant that you are a "qualified domestic institutional investor" as approved by the relevant PRC regulatory authorities to invest in overseas capital markets.

Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the application and, if the application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information in the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), the ASX, the ASIC and other regulatory authorities.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the *Corporations Act* and certain rules such as the ASX Settlement Operating Rules.

If an Applicant becomes a security holder of the Company, the *Corporations Act* requires the Company to include information about the security holder (including name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered offices.

Governing law

The Prospectus and the contracts that arise from the acceptance of the applications and bids under this Prospectus are governed by the law applicable in Western Australia and each Applicant and bidder submits to the exclusive jurisdiction of the courts of Western Australia.

Financial information presentation

Historical financial information, including the pro forma financial information, has been prepared and presented in accordance with the recognition and measurement principles prescribed by the Australian Accounting Standards (as adopted by the Australian Accounting Standards Board (AASB)). The historical financial information also complies with the Australian equivalents to the recognition and measurement principles of the International Financial Reporting Standards and

interpretations adopted by the International Accounting Standards Board.

Key definitions

All financial amounts contained in this Prospectus are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables, figures and diagrams contained in this Prospectus are due to rounding.

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion. Please refer to Section 7 of this Prospectus for a list of defined terms.

Key risks

For a summary of the key risks associated with further investment in the Company, please refer to the Investment Overview. A more detailed description of the key risks is set out in Section 3. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Competent Person's Statement

The information in this Prospectus that relates to Exploration Results or Mineral Resources (except in relation to the Mineral Resource estimate for the Cobra Plains deposit on the Balama North Project) is based on information compiled by Mr Grant Louw under the direction and supervision of Dr Andrew Scogings, a Competent Person who is a Member of both the Australian Institute of Geoscientists and The Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and types of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person in terms of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code 2012). Dr Scogings is employed by CSA Global Pty Ltd and as a consultant to Triton Minerals Limited and consents to the inclusion of such information in this Prospectus the form and context in which it appears.

The information in this Prospectus that relates to the Mineral Resource estimate at the Cobra Plains deposit on

Balama North Project is based on information compiled by Mr Mark Drabble, a Competent Person who is a Member of the Australasian Institute of Mining & Metallurgy. Mr Drabble is not a full-time employee of the Company. Mr Drabble is employed as a Consultant from Optiro Pty. Ltd. Mr Drabble has sufficient experience which is relevant to the style of mineralisation and types of deposit under consideration, and to the activity which he is undertaking, to qualify as a Competent Person as in terms of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code 2012). Mr Drabble consents to the inclusion of such information in this Prospectus the form and context in which it appears.

Exposure period

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an exposure period of 7 days from the date of lodgement with ASIC. This period may be extended by ASIC for a further period of up to 7 days. The purpose of this exposure period is to enable this Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found to be deficient, Applications received during the exposure period will be dealt with in accordance with Section 724 of the Corporations Act. Applications received prior to the expiration of the exposure period will not be processed until after the exposure period. No preference will be conferred on Application Forms received in the exposure period.

Questions

If you have any questions in relation to the Offer, contact the Company on (+61 8 6489 2555).

This document is important and should be read in its entirety.

Corporate Directory

Directors	Mr Xingmin (Max) Ji (Non-Executive Chairman) Mr Patrick Burke (Non-Executive Deputy Chairman) Mr Peter Canterbury (Managing Director) Ms Paula Ferreira (Non-Executive Director) Mr Guanghui (Michael) Ji (Non-Executive Director)	Solicitors	Gilbert + Tobin 1202 Hay Street WEST PERTH WA 6005 Telephone: +61 8 9413 8400 Facsimile: +61 8 9413 8444
Company Secretary	Ms Paige Exley	Auditors	Nexia Perth Audit Services Pty Ltd Level 3, 88 William Street PERTH WA 6000 Telephone: +61 8 9463 2463 Facsimile: +61 8 9463 2499
Registered and principal office	Ground Floor, Unit 1 256 Stirling Highway Claremont WA 6010 Telephone: +61 8 6489 2555 Facsimile: +61 8 6489 2556 Web: www.tritonminerals.com	Investigating Accountant	BDO Corporate Finance (WA) Pty Ltd 38 Station Street SUBIACO WA 6008 Telephone: +61 8 6382 4600 Facsimile: +61 8 6382 4601
Underwriter and Lead Manager	Somers & Partners Pty Limited Level 9, 190 St Georges Tce PERTH WA 6000 Telephone: +61 8 6141 6300 Facsimile: +61 8 9226 1370	Share Registry*	Computershare Investor Services Pty Limited Level 11, 172 St Georges Terrace PERTH WA 6000 Enquiries: 1300 850 505
		ASX Code	TON

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

Key Information

The Offers	
Price per Share	\$0.06
Shares on issue as at the date of this Prospectus	526,242,266
Shares to be issued under the Share Offer	131,560,567
Maximum Options to be issued under the Options Offer	50,000,000
Gross proceeds of the Offer (before costs and expenses)	\$7,893,634
Shares on issue post completion of the Share Offer (assuming no Options are exercised)	657,802,833
Options on issue post completion of the Offer	95,386,452

Note: this table does not include any securities for which approval may be sought for their issue at the Company's 2016 annual general meeting.

Important Dates*

Event	Date*
Announcement of Offers and Appendix 3B	24 October 2016
Prospectus lodged at ASIC and ASX	24 October 2016
Notice sent to Shareholders	26 October 2016
“Ex” Date (date Shares are quoted ex-entitlement)	27 October 2016
Record Date to determine Entitlements	5.00pm (WST) on 28 October 2016
Prospectus / Entitlement and Acceptance Form despatched	3 November 2016
Opening Date	3 November 2016
Closing Date**	14 November 2016
Shares quoted usually on a deferred settlement basis	15 November 2016
Notification to ASX of under subscriptions	17 November 2016
Allotment date with respect to Shares and Options, Appendix 3B	21 November 2016
Expected quotation of Shares issued under the Share Offer**	22 November 2016
Despatch of holding statements	22 November 2016

* *These dates are indicative only. The Directors reserve the right to vary the key dates without prior notice, subject to the Listing Rules.*

** *The Directors may extend the Closing Date by giving at least three Business Days' notice to ASX prior to the Closing Date. As such, the date the Shares are expected to commence trading on ASX may vary.*

Investment Overview

This section provides a summary of information that is key to a decision to invest in Shares and Options. This is a summary only. Potential investors should read this entire Prospectus carefully.

If you are unclear in relation to any aspect of the Share Offer, or if you are uncertain whether Shares or Options are a suitable investment for you, you should consult your financial or other professional adviser.

Question	Response	Where to find more information
THE OFFERS		
What is being offered and at what price?	<p>The Company is offering to issue Shares to Eligible Shareholders by a pro-rata non-renounceable entitlement issue (Share Offer).</p> <p>Under the Share Offer, Eligible Shareholders may subscribe for 1 Share for every 4 Shares held on the Record Date, at a price of \$0.06 per Share.</p> <p>The Company is also offering to issue up to 25,000,000 Options to each of Minjar Gold's nominee Shandong Tianye and Somers & Partners (or their nominees) for nil cash consideration.</p> <p>Only Shandong Tianye, Somers & Partners and their nominees may make applications for Options under the Options Offer pursuant to this Prospectus.</p>	Section 1.1
What rights and liabilities attach to the Shares and Options?	All Shares issued under the Share Offer will rank equally in all respects with the existing Shares on issue. The Option terms are set out in Annexure F.	Sections 1.1, 5.7 and 5.8 Annexure F
Will the Shares be quoted on ASX?	<p>The Company will apply to the ASX for the current suspension of Shares and trading Options to be lifted and quotation of Offer Shares on the ASX.</p> <p>If ASX does not admit the Offer Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not allot or issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.</p>	Sections 1.4, 1.12 and 3.3
What is the effect on the capital structure of the Company?	<p>The maximum number of Shares that will be issued under the Share Offer (if the Share Offer is fully subscribed) is approximately 131,560,567, which will increase the number of Shares in the Company by 25% to 657,802,833. The maximum number of Options that will be issued is 50,000,000.</p> <p>If the maximum number of Shares are issued under the Share Offer and all the existing Options, and all the Options offered under the Options Offer, are exercised, the Company will have 764,535,898 Shares on issue.</p>	Sections 2.4 and 3.2

Question	Response	Where to find more information
<p>What is the amount that will be raised under the Share Offer and what is the purpose of the Share Offer?</p>	<p>The Company expects to raise approximately \$7,893,634 through the issue of Shares under the Share Offer (before expenses of the Share Offer and before offsetting the Deposit – see sections 1.7 and 5.4).</p> <p>The purpose of the Share Offer is to raise funds for:</p> <ul style="list-style-type: none"> • exploration and development expenditures for the Company's graphite projects in Mozambique; and • working capital and corporate administration costs and expenses of the Share Offer. <p>Section 1.2 provides further details on how additional funds raised under the Share Offer will be used, where Shareholders exercise Options prior to the Record Date.</p>	<p>Chairman's Letter and Section 1.3</p>
<p>Who is eligible to participate in the Share Offer?</p>	<p>The Share Offer is made to Eligible Shareholders only. An Eligible Shareholder is a Shareholder with a registered address in Australia, New Zealand, China or the United Kingdom on the Record Date.</p> <p>If you are not an Eligible Shareholder, you are not able to participate in the Share Offer.</p> <p>Only Shandong Tianye, Somers & Partners and their nominees may make applications for Options under the Options Offer pursuant to this Prospectus.</p>	<p>Important Notes and section 1.13</p>
<p>What are the alternatives for Eligible Shareholders?</p>	<p>The Share Offer is non-renounceable so you cannot trade your Entitlements. As an Eligible Shareholder, you may:</p> <ul style="list-style-type: none"> • take up all of your Entitlements; • take up part of your Entitlements, and allow the balance of your Entitlements to lapse; or • allow all of your Entitlements to lapse. 	<p>Section 1.9</p>
<p>What is the purpose of the Options Offer?</p>	<p>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 (whose nominee is Shandong Tianye). The Company received Shareholder approval for the issues of the Options to Minjar Gold (or its nominee, which is Shandong Tianye) and to the Underwriter (or its nominees) at the Company's general meeting held on 19 September 2016. The Options Offer consists of a separate offer of 25,000,000 Options to each of Shandong Tianye and the Underwriter (or their nominees).</p>	<p>Section 1.15</p>
<p>What are the alternatives under the Options Offer?</p>	<p>Each of Shandong Tianye and Somers & Partners may elect to:</p> <ul style="list-style-type: none"> • do nothing in respect of the Options Offer; or • each subscribe (themselves or their nominees) for up to 25,000,000 Options (total Options 50,000,000). 	<p>Section 1.15</p>

Question	Response	Where to find more information
<p>Is the Share Offer underwritten?</p>	<p>Somers & Partners is the Underwriter to the Share Offer to the Underwritten Amount of \$7,893,634.</p> <p>Pursuant to the Underwriting Agreement as varied by the Variation Agreement, the Underwriter has paid a \$1,000,000 Deposit to the Company and Ferrier Hodgson, part of which will be treated as a non-interest bearing loan to the Company, see below and Section 5.4 of this Prospectus for further details.</p> <p>Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer. If there is insufficient Shortfall to satisfy the conversion of the Deposit to Shares, to the extent permissible by law and the Listing Rules, the Company must issue such number of Shares at \$0.06 per Share up to the dollar value of any refundable portion of the Deposit (Additional Shares).</p> <p>However, to the extent it is not permissible by law or the Listing Rules to issue the Additional Shares, the Company must return any refundable portion of the Deposit (in which case the Company may undertake a Share placement to raise funds to repay any outstanding amount of the Deposit which is repayable to the Underwriter).</p> <p>The Underwriter is not a related party of the Company, although a director, Patrick Burke, is the nominee of the Underwriter.</p> <p>As at the date of this prospectus, the Underwriter has a relevant interest in 11,393,107 Shares and holds 5,000,000 Options exercisable at \$1 each on or before 23 July 2017 and 4,924,322 listed Options (ticker code "TONOA") exercisable at \$0.15 on or before 16 March 2017.</p> <p>The Underwriter must apply for the Shortfall Shares up to the Underwritten Amount in accordance with the terms of the Underwriting Agreement as varied by the Variation Agreement. The Underwriter has appointed sub-underwriters to subscribe for the Shortfall up to the Underwritten Amount. No sub-underwriter will obtain voting power in the Company in excess of 5% by virtue of its sub-underwriting.</p>	<p>Sections 1.7 and 5.4</p>
<p>What indemnity has the Underwriter given?</p>	<p>Under the Underwriting Agreement, the Underwriter agrees to indemnify and keep indemnified the Company and the Administrators and hold them harmless from and against all losses (including loss of profit), penalties, actions, suits, claims, expenses, costs (including legal costs and disbursements on an indemnity basis), liabilities, charges, outgoings, payments, demands and proceedings (whether civil or criminal) suffered, incurred, paid or liable to be paid directly or indirectly arising out of or in respect of any Mozambique government approval</p>	<p>Sections 1.7, 2.5 and Annexure D</p>

Question	Response	Where to find more information
	<p>not being obtained in connection with the Share Offer or the Underwriting Agreement and the Underwriter acknowledges and agrees that such approval being obtained will not be a condition precedent to the Share Offer or the underwriting of the Share Offer. The Mozambique Government Approval and Tax Report in Annexure D opines that the Recapitalisation Proposal does not require any Mozambique Government approval, but see the Taxation and Compliance and Operations in Mozambique risks in Section 3.3.</p>	
<p>What indemnity has Minjar Gold (whose nominee is Shandong Tianye) given?</p>	<p>Under the Subscription Agreement, Minjar Gold (whose nominee is Shandong Tianye) agrees to indemnify and keep indemnified the Company and the Deed Administrators and Administrators and hold them harmless from and against all losses (including loss of profit), penalties, actions, suits, claims, expenses, costs (including legal costs and disbursements on an indemnity basis), liabilities, charges, outgoings, payments, demands and proceedings (whether civil or criminal) suffered, incurred, paid or liable to be paid directly or indirectly arising out of or in respect of any Mozambique government approval not being obtained in connection with the subscription for Shares or Options under the Placement or the Subscription Agreement and Minjar Gold (whose nominee is Shandong Tianye) acknowledges and agrees that such approval being obtained is not be a condition precedent to the subscription for Shares or Options under the Placement. The Mozambique Government Approval and Tax Report in Annexure D opines that the Recapitalisation Proposal does not require any Mozambique Government approval, but see the Taxation and Compliance and Operations in Mozambique risks in Section 3.3.</p>	<p>Section 2.5</p>
<p>How will Shortfall be allocated?</p>	<p>Any Shortfall from the Underwritten Amount will revert to the Underwriter pursuant to the Underwriting Agreement. Pursuant to the sub-underwriting arrangements, such Shortfall Shares will consequently be taken up by the sub-underwriters. No sub-underwriter will obtain voting power in the Company in excess of 5% by virtue of its sub-underwriting.</p> <p>The Options Offer shortfall (if any) will simply lapse.</p>	<p>Section 1.10</p>
<p>What is the Deposit?</p>	<p>Pursuant to the Underwriting Agreement as varied by the Variation Agreement, the Underwriter has paid a \$1,000,000 deposit (Deposit) to the Company and Ferrier Hodgson to be used as set out in Section 5.4.</p> <p>Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer. If there is insufficient Shortfall to satisfy the conversion of the Deposit to Shares, to the extent permissible by law and the Listing Rules, the Company must issue such number of Shares</p>	<p>Section 1.7, Section 5.4</p>

Question	Response	Where to find more information
	<p>at \$0.06 per Share up to the dollar value of any refundable portion of the Deposit (Additional Shares).</p> <p>However, to the extent it is not permissible by law or the Listing Rules to issue the Additional Shares, the Company must return any refundable portion of the Deposit (in which case the Company may undertake a Share placement to raise funds to repay any outstanding amount of the Deposit).</p> <p>If the Share Offer is not completed for any reason, including termination of the Underwriting Agreement by the Underwriter, but excluding failure by the Underwriter to perform its obligations under the Underwriting Agreement, the Company has undertaken to:</p> <ul style="list-style-type: none"> • repay the entire amount of the Deposit to the Underwriter upon demand; and • to pay the Underwriter such of the costs and expenses the Underwriter has incurred including costs incidental to the Share Offer, that have been incurred to the date of termination of the Underwriting Agreement or the date upon which the Share Offer is otherwise brought to an end. 	
<p>What is the effect on control of the Company?</p>	<p>The effect on the control of the Company will depend on the take-up of Entitlements by Eligible Shareholders.</p> <p>Pursuant to the Underwriting Agreement as varied by the Variation Agreement, the Underwriter has paid a \$1,000,000 deposit to the Company and Ferrier Hodgson, part of which will be treated as a non-interest bearing loan to the Company (see above and Section 5.4 of this Prospectus for further details). Subject to the terms of the Underwriting Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer and it is the present intention of Somers that such Shortfall Shares be issued to sophisticated investor clients of Somers & Partners which are acting as sub-underwriters.</p> <p>Additionally, no sub-underwriter will obtain voting power in the Company in excess of 5% by virtue of its sub-underwriting.</p> <p>As the Share Offer is fully sub-underwritten, the Underwriter will only be required to subscribe for Shortfall if there is a Shortfall and any sub-underwriters do not comply with their sub-underwriting obligations.</p>	<p>Section 2.5</p>

Question	Response	Where to find more information
	<p>In the event the Underwriter is required to subscribe for all of the Shortfall up to the Underwritten Amount (excluding any Shares to be issued in relation to the Deposit, assuming that the Underwriter Options are not exercised), the relevant interest of the Underwriter in Shares will be 19.2%.¹</p> <p>By reason of the above, the Share Offer will not result in any party gaining control of the Company.</p> <p>The Underwriter and Minjar Gold (whose nominee is Shandong Tianye) have provided representations and warranties as described above in this table under the heading “Is the Share Offer underwritten?”.</p> <p>Under the Underwriting Agreement, the Underwriter has represented and warranted, among other things, that no person will obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the Share Offer. To the extent that it is within the control of the Underwriter, Minjar Gold (whose nominee is Shandong Tianye) will not obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the Share Offer or as a result of the exercise of Options issued to Minjar Gold or its nominee Shandong Tianye under the Subscription Agreement, other than in accordance with an exception to section 606 of the Corporations Act.</p> <p>As at the date of this Prospectus, Shandong Tianye has a voting power of 19.9% of the Company. Shandong Tianye has advised the Company that it intends to take up its Entitlement in full. As the Share Offer is fully underwritten, if any substantial shareholder takes up its Entitlement in full, its percentage shareholding will not change. Shandong Tianye will not obtain voting power in excess of 20% of the Company as a result of the exercise of Options, other than in accordance with an exception to section 606 of the Corporations Act (which includes obtaining Shareholder approval in accordance with section 611 item 7 of the Corporations Act).</p> <p>Under the Subscription Agreement, Minjar Gold (whose nominee is Shandong Tianye) has also represented and warranted, among other things, that it will not obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a</p>	

¹ In the event the Underwriter is required to subscribe for all of the Shortfall up to the Underwritten Amount (including any Shares to be issued in relation to the Deposit, assuming that the Underwriter Options are exercised and it is issued all Shares upon exercise of such Options, the relevant interest of the Underwriter in Shares will be 25.7%, however, the Underwriter has contractually agreed that it will procure sub-underwriting such that its voting power will not exceed 20%.

Question	Response	Where to find more information
	result of the subscription for Shares or Options under the Placement or as a result of the exercise of Options issued under the Subscription Agreement, other than in accordance with an exception to section 606 of the Corporations Act.	
How do I apply for the Offers?	<p>You may apply for the Share Offer by submitting a valid Share Offer Entitlement & Acceptance Form, in accordance with the instructions therein.</p> <p>Shandong Tianye and Somers & Partners and their nominees may apply for the Option Offer by submitting a valid Option Offer Entitlement & Acceptance Form, in accordance with the instructions therein.</p>	Sections 1.9 and 1.15
Is there a cooling off period?	No.	Important Notes
Can the Offers be withdrawn by the Company?	<p>The Company reserves the right not to proceed with either or both the Offers at any time before the issue of securities to successful applicants.</p> <p>If the Share Offer does not proceed, Application Monies will be refunded as soon as practicable in accordance with the requirements of the Corporations Act. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Share Offer.</p>	Section 1.1
Are there any taxation considerations?	The tax consequences of any investment in the Shares or Options will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest.	Important Notes & Section 1.9
Where can I find out more information about the Offers?	Shareholders may contact the Company on (+61 8 6489 2555) with respect to the Offers.	Important Notes

THE COMPANY, STRATEGY AND BUSINESS MODEL		
Who is the Issuer of this Prospectus?	The Company, Triton Minerals Ltd is the Issuer of this Prospectus.	Sections 1 and 4
What is Triton and what does it do?	Triton is a mining exploration and development company, focussed on graphite projects in Mozambique, East Africa.	Section 4.1
What is the status of the industry the Company operates in?	The Company operates in the graphite exploration and development industry in Mozambique. The global graphite industry is currently going through a period of historically high growth underpinned by the rapidly developing battery market for automobiles, solar systems and mobile devices.	Section 4.8
What are the Company's assets and where are they located?	<p>The Company, through its 100% owned subsidiary Triton United Ltd (domiciled in the United Arab Emirates) has an 80% equity interest in Grafex Limitada (domiciled in Mozambique), the registered license holder of three discrete graphite exploration projects comprising eight exploration licenses (Licenses) located in Mozambique's northern Cabo Delgado province. Two of the eight Licenses, 5934L and 6357L remain under application and have not been formally granted. See the Operations in Mozambique risk in Section 3.3.</p> <p>The Company has earned an 80% interest in the project.</p> <p>Separately from this, the Company acquired an 80% interest in Grafex Limitada pursuant to a share purchase agreement dated 6 November 2013 (as amended). However, the Mozambique Solicitor's Report on Tenements in Annexure B provides that a transfer of quotas from Gregory Sheffield to Triton United Limited on 18 September 2014 of an 80% interest in Grafex is required to be approved by the Mozambique government. This transfer has occurred and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette in Mozambique. However, as at the date of this Prospectus, this approval has not been obtained. There is no guarantee that this approval will be obtained and there is a risk that the Mozambique government will not recognise Triton United Limited's 80% interest in Grafex until such approval is obtained.</p> <p>The Company also holds 49% of Hubei Xincheng Triton Graphite Technologies Ltd (Hubei), a China based entity incorporated on 28 September 2015 as the joint venture entity to own the land and plant and to operate a Chinese joint venture with Yichang Xincheng Graphite Co. Ltd (YXGC).</p>	Sections 3.3, 4 Annexures B, D and E
What are the Company's projects?	<p>Grafex holds licenses comprising three project areas:</p> <ul style="list-style-type: none"> • Ancuabe Project; • Balama North (comprising the Nicanda Hill, Nicanda West and Cobra Plains deposits); and • Balama South 	Section 4.9

	<p>(the Graphite Projects).</p> <p>The Company has released JORC compliant Mineral Resource estimates for Ancuabe, Nicanda Hill and Nicanda West.</p>	
<p>What is the Company's strategy and business model?</p>	<p>The Company's strategy is to enhance Shareholder value through the advancement of the Company's Graphite Projects through exploration activity and development studies.</p> <p>The Company's priority is the Ancuabe Project. Preliminary test work at Ancuabe has indicated that approximately 50% of the flake size distribution fits into the extra-large or jumbo flake size category. Furthermore, the graphite is of high purity with the graphite concentrate with 98.6% total carbon content, which could support the development of a high-value graphite product.</p> <p>The Company has commenced on 18 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.</p> <p>The licenses that comprise the Ancuabe Project surround a historical graphite mine owned by AMG Graphite/Graphit Kropfmühl (GK), a subsidiary of AMG Advanced Metallurgical Group N.V. (AMG). AMG has announced plans to re-start production at its Ancuabe mine in 2016.</p> <p>At Balama North, exploration activity will focus on identification and evaluation of zones of mineralisation that host large flake graphite.</p> <p>The Company has previously funded all exploration and development activities via the issue of equity capital. There is no assurance that the market will provide additional funding on reasonable terms or at all, and any equity issue may be dilutive.</p>	<p>Section 4.12</p>
<p>What are the key investment highlights?</p>	<ul style="list-style-type: none"> • Initial Ancuabe resource defined showing high grade and large flake size distribution with potential to further enhance size and quality of the existing resource through an exploration drilling programme that commenced on 19 October 2016. • Proximity to existing infrastructure (roads, port, airport and power) and mining operations (Ancuabe – AMG, Balama – Syrah Resources Limited). • Exploration alliance with AMG and GKAM at Ancuabe. • Nicanda Hill is one of the largest graphite resources globally, offering optionality and leverage to a stronger global graphite market. • New Board with significant experience in the mining sector as well as a highly respected Director based in Mozambique. 	<p>Section 1.2</p>

	<ul style="list-style-type: none"> • Graphite market currently experiencing a period of high demand growth due to environmental factors driving battery growth. • Cash of approximately \$7.6m (after costs) following receipt of funds anticipated under this Prospectus and supportive shareholder base led by new major shareholder, Shandong Tianye Mining Co., Ltd. Funds sufficient to undertake planned exploration and development activities. 	
<p>What are the key risks?</p>	<p>Some of the more significant risks which affect an investment in the Company are:</p> <p>Potential for Significant Dilution</p> <p>Upon completion of the Share Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date or in respect of the Options Offer, the number of Shares in the Company will increase by approximately 25%. Shareholders who do not participate in the Share Offer will have their holdings diluted by approximately 20%.</p> <p>Further, if the Shortfall is less than the Deposit or the terms of the Offers are amended to increase the number of securities offered and issued, Shareholders may have their holdings further diluted.</p> <p>Quotation and Escrow Risk</p> <p>ASX requires the Company to meet certain conditions for re-quotation of its Shares on ASX (see Annexure G for further details). There is a risk that the Company may not be able to meet those requirements.</p> <p>If ASX does not admit the Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not allot or issue any Shares and will repay all Application Monies for the Shares within the time.</p> <p>ASX has advised the Company that it is yet to consider the potential application of escrow restrictions with respect to any securities to be issued pursuant to the Recapitalisation. Accordingly, there is a risk that any securities issued pursuant to the Recapitalisation Proposal (including the Offers) may be subject to escrow restrictions.</p> <p>Funding Risk</p> <p>The Company's ability to operate its business and effectively implement its business plan will depend in part on its ability to raise funds.</p> <p>There are also other risks which could require significant short term funding. In particular, the Company may require additional funding:</p> <ul style="list-style-type: none"> • to accelerate or expand exploration activities; • if the potential capital gains tax liability crystallises (the Company has made a tax provision of \$6.5 million in relation to Grafex's potential Mozambique 	<p>Section 3</p>

	<p>capital gains tax liability - see section 4.2 and the Tax and Compliance risk below);</p> <ul style="list-style-type: none"> • if there are any obligations, liabilities or debts in China (see the Hubei and YXGC risk); and • pursuant to the Underwriting Agreement, the Underwriter has paid a \$1,000,000 deposit to the Company and Ferrier Hodgson, part of which will be treated as a non-interest bearing loan to the Company (see Section 5.4 of this Prospectus for further details). Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer. If there is insufficient Shortfall to satisfy the conversion of the Deposit to Shares, to the extent permissible by law and the Listing Rules, the Company must issue such number of Shares at \$0.06 per Share up to the dollar value of any refundable portion of the Deposit (Additional Shares). However, to the extent it is not permissible by law or the Listing Rules to issue the Additional Shares, the Company must return any refundable portion of the Deposit (in which case the Company may undertake a Share placement to raise funds to repay any outstanding amount of the Deposit which is repayable to the Underwriter). <p>There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p> <p>There is a risk that claims made against the Creditors' Trust will exceed \$5,000,000. Proofs of debt in respect of the Creditors' Trust are required to be submitted to the Deed Administrators by 31 October 2016. There is a risk that the Creditors' Trust Payment is insufficient to meet all valid claims against the Creditors' Trust and the costs of the Administrators, Deed Administrators and trustees of the Creditors' Trust (Trustees) in full (Shortfall Amount). If that occurs, the Company, at its election, is required to either:</p> <ol style="list-style-type: none"> issue to the Trustees sufficient Shares which, when realised, will be sufficient to discharge the Shortfall Amount; or pay to the Trustees an amount equal to Shortfall Amount. <p>There is a risk that creditors could take action if they are disgruntled with the creditor claim assessment process.</p> <p>Exploration and Operational Risk</p> <p>Exploration and mining is inherently risky, uncertain and speculative in nature. There is no guarantee that additional graphite deposits will be discovered in the locations being explored by the Company. In the event that deposits are discovered, there is no guarantee that these additional deposits along with any deposits already discovered will be in commercially viable quantities or</p>	
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	<p>economically profitable.</p> <p>Mineral Resource Estimation Risk</p> <p>Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information becomes available including changes in commodity prices.</p> <p>Insolvency Risk</p> <p>In addition to the funding risk in Section 3.3, the Company relies on cash inflows to meet its working capital requirements. If the Company is unable to raise sufficient funds (at least to the extent of the Underwritten Amount) or access available funding alternatives to meet its future working capital requirements, there is a real risk that it may be considered to have a liquidity problem in which case the Company could face insolvency issues. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p> <p>Third Party Risk</p> <p>The Company has entered into certain agreements with third parties in relation to, amongst other things, a joint venture agreement for the development of the Mozambique graphite licences and a strategic alliance to share information and jointly explore the Ancuabe Project licences. The ability of the Company to achieve its stated objectives under these agreements will depend on the performance of counterparties under the various agreements it has entered and those counterparties exercising their rights under the agreements in a manner that is consistent with the interests of the Company.</p> <p>Despite ceasing to act as Managing Director and CEO of Triton on 1 December 2015, Mr Bradley Boyle remains the sole director on the board of Triton's subsidiary, Triton United Ltd. Mr Boyle has resigned and arrangements are currently being made for Mr Boyle to be removed from this office.</p> <p>Despite ceasing to act a Managing Director of Triton on 3 October 2016, Mr Garth Higgs remains appointed to act as a representative of Triton United Ltd. Arrangements are currently being made for Mr Higgs to be removed from this office.</p> <p>For the duration of their appointments, the Company expects Mr Boyle and Mr Higgs to properly discharge their duties as a director and representative of Triton United Ltd respectively, however this cannot be assured.</p> <p>Hubei and YXGC</p> <p>Hubei is a Chinese Limited Liability Company. The Company entered into the JVA and SPA in relation to Hubei. According to the Chinese Legal Report (see Annexure E), the registered capital of Hubei is RMB 110,000,000, of which Triton has subscribed for RMB 53,900,000 which is yet to be paid up. The Chinese Legal Report also provides that Triton shall pay its</p>	
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	<p>registered capital amount according to the time limit stipulated in the JVA. However, since the JVA does not provide a time limit for payment of registered capital, and not all of the conditions precedent to the JVA have been met within the stipulated time frames, there has been no delay in payment and no specified time in the future at which the registered capital shall become payable. While neither the Chinese Legal Report nor Triton have identified any valid or enforceable debt or liability which is currently due and in existence for Triton as a shareholder of Hubei (other than the claim of US\$1-2M previously dismissed by the Administrators), it may be that Hubei or Triton as a shareholder has liabilities which Triton is unaware of.</p> <p>The SPA and JVA expressly state that they are governed by the laws of Western Australia. Not all of the conditions precedent to the SPA and JVA have been met within the stipulated time frames. Triton has received Australian legal advice that the SPA and JVA are not legally binding and considers the agreements to have been terminated. Nonetheless as a matter of Chinese law the SPA and JVA remain on foot until the termination is registered; it is unknown if YXGC has applied for termination. The potential implications of this may be that as a matter of Chinese law, YXGC has a claim. It is possible that YXGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future.</p> <p>Taxation and Compliance Risk</p> <p>Triton has received advice which concludes that the Company is not liable for capital gains tax associated with the acquisition of its 80% equity interest in Grafex. Notwithstanding this advice, the Company has continued to recognise a tax provision of \$6.5 million in the Company's recent half year report for the half year ended 30 June 2016, although it has been reclassified as a non-current liability, and it is not clear whether Triton may ever be liable for any part of any such assessment – see Annexure C. If capital gains tax is payable in respect of that transfer, notwithstanding the advice noted, and it is not paid, there is a risk that the Mozambique government will not recognise Triton United Limited's 80% interest in Grafex.</p> <p>See also the Operations in Mozambique risk in Section 3.3.</p> <p>The Mozambique Government Approval and Tax Report contained in Annexure D of this Prospectus provides that the Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability in respect of any entity in the Group. The Mozambique Government Approval and Tax Report and the opinions expressed therein should be construed with regard to the risk below.</p> <p>Operations in Mozambique Risk</p> <p>The Company has earned an 80% interest in the project.</p>	
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	<p>Separately from this, the Company acquired an 80% interest in Grafex Limitada pursuant to a share purchase agreement dated 6 November 2013 (as amended). However, the Mozambique Solicitor's Report on Tenements in Annexure B provides that a transfer of quotas from Gregory Sheffield to Triton United Limited on 18 September 2014 of an 80% interest in Grafex is required to be approved by the Mozambique government. This transfer has occurred and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette in Mozambique. However, as at the date of this Prospectus, this approval has not been obtained. There is no guarantee that this approval will be obtained and there is a risk that the Mozambique government will not recognise Triton United Limited's 80% interest in Grafex until such approval is obtained.</p> <p>The Company is exploring in, and operating in Mozambique, and is subject to various levels of safety, political, economic and other risks and uncertainties and changes in the legal business environment which may adversely affect the value of the Company's assets.</p> <p>Any future material adverse changes in government policies or legislation in Mozambique may affect the viability and profitability of the Company. Operations may be affected in varying degrees by government regulations.</p> <p>Despite the Mozambique Solicitor's Report on Tenements in Annexure B concluding that each of the mining licenses held by Grafex are in good standing, there is also a risk that mining licenses held by the Group may not be renewed or may be altered by the Mozambican Government in its discretion, without notice. Mozambican law may also impose various requirements and restrictions in relation to any mining contract entered into by a member of the Group in relation to mining licenses, including that those contracts contain certain clauses approved by the Mozambican Government. It is uncertain as to whether such mining contracts will be standardised or whether each mining contract can be individually negotiated. The Mozambican Government may also launch a public tender in respect of entering into public-private undertakings in relation to mining activities with the holder of a mining license. At certain stages of development, Mozambican mega project law may also have an impact on Triton United Limited's ownership interest in Grafex, required levels of Mozambique ownership and the terms of any contracts Grafex may seek to enter in the future (see the Mozambique Solicitor's Report on Tenements in Annexure B for further details). In relation to prior transfers of the Group's mining licenses, compliance with all applicable legal requirements regarding such transfers cannot be assured. The Company is unable to locate evidence of some of the historic submissions of payments and records relating to Grafex, however all requisite surface tax payments have been made and to the best of the knowledge of the Company, notwithstanding that not all past records can be located,</p>	
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	<p>Grafex has complied with all of its annual and monthly fiscal obligations since Triton United Limited acquired an interest in Grafex. The occurrence of these various factors adds uncertainties that cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.</p> <p>The legal systems operating in Mozambique may be less developed than in more established countries, which may result in risk. The commitment by local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain.</p> <p>Operations in China</p> <p>There are risks associated with operating in China, including various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, military repression, extreme fluctuations in currency exchange rates, high rates of inflation, labour unrest, the risks of war or civil unrest, expropriation and nationalization, renegotiation or nullification of existing concessions, licences, permits and contracts, illegal mining, changes in taxation policies, changes to mining or investment policies and legislation or a shift in political attitudes, restrictions on foreign exchange and repatriation and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.</p> <p>Any future material adverse changes in government policies or legislation in China that affect foreign ownership, mineral exploration, development or mining activities, may affect the Company.</p> <p>The legal systems operating in China may be less developed than in more established countries, which may result in risk.</p> <p>Competition</p> <p>Competition from Australian and international graphite and vanadium producers, developers and explorers may affect the potential future cash flow and earnings which the Company may realise from its operations.</p> <p>Graphite price risk</p> <p>The demand for, and the price of, commodities are highly dependent on a variety of factors. Volatility in commodity markets may therefore materially affect the profitability and financial performance of the Company and the price of its Shares.</p> <p>Product Offtake Risk</p> <p>Failure to achieve an economically viable offtake agreement would delay the commissioning of a mine and associated concentrate processing facilities.</p> <p>Insurance coverage risk</p>	
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<p>How has the Company funded itself to date?</p>	<p>As the Company does not currently have a source of revenue, the Company is reliant on equity financing, through the issue of securities, to raise capital for project acquisition and development.</p>	<p>Sections 3.2 and 4.12</p>
<p>Why did the Company go into Administration?</p>	<p>Following a substantial shortfall of capital raised in respect of the Company's entitlement offer announced on 17 December 2015, management identified a potential funding shortfall and considered its options and the effect this may have on the Company's solvency.</p> <p>On 17 February 2016, Ferrier Hodgson were appointed as investigating accountants to complete a limited scope assessment of the Company's financial position. This review into the financial position of the Company revealed that it was solvent and may remain solvent at least until 4 May 2016. Notwithstanding that, there were concerns identified in regards to:</p> <ul style="list-style-type: none"> • a potential contingent capital gains tax liability in Mozambique associated with the acquisition of Triton's interest in Grafex (see Section 4.4 below for further details); • the claims that had been foreshadowed by 	<p>Section 4.2</p>

	<p>YXGC (see the Hubei and YXGC risk in Section 3.3 for further details); and</p> <ul style="list-style-type: none"> the extent to which there may have been other unrecorded liabilities which management were unaware of. <p>This uncertainty continued, and coupled with the difficulty of obtaining further funding on terms that were acceptable to the Board, the Directors formed the view that the Company may not be in a position in the near to medium term to meet its debt obligations when they became due and payable.</p> <p>On 2 March 2016, the Directors resolved to place the Company into voluntary administration and appointed the Administrators pursuant to section 436A of the Corporations Act.</p>	
<p>What are the outcomes of the Administration?</p>	<p>A creditors trust deed was executed on 22 September 2016 pursuant to which the Creditors' Trust was established and payment to the Creditors' Trust by the Company of \$5,000,000 out of the Placement funds, together with the transfer (to the extent it is assignable) of any chose in action or claim that the Company may have had against third parties and the benefit of such choses in action and claims, following which all Claims (other than Excluded Claims) were extinguished and released, and replaced with equivalent claims against the Creditors' Trust, whereupon the DOCA terminated and control of the Company was returned to the Directors.</p> <p>Excluded Claims are not affected by the DOCA. An Excluded Claim includes any Claim or liability (contingent or otherwise) arising out of or in connection with any impost imposed by the Mozambique Government or its agencies under Mozambique law in connection with the Company or its related bodies corporate. See Section 4.2 and Annexure D for further details regarding Grafex's potential Mozambique capital gains tax liability.</p> <p>The DOCA was wholly effectuated on 22 September 2016.</p> <p>Having fully complied with the terms of the DOCA, control of the Company reverted to the Board on 23 September 2016.</p> <p>In relation to the Recapitalisation Proposal, the Company completed the Share issue under the Placement on 21 September 2016, pursuant to which 105,248,400 Shares were issued to Shandong Tianye.</p> <p>The Placement is expected to result in employee and unsecured creditors receiving 100 cents in the dollar on their admitted claims (other than the Excluded Claim). Proofs of debt in respect of the Creditors' Trust are required to be submitted to the Deed Administrators by 31 October 2016. There is a risk that the Creditors' Trust Payment of \$5,000,000 is insufficient to meet all valid claims against the Creditors' Trust and the costs of the Administrators, Deed Administrators and trustees of the Creditors' Trust (Trustees) in full (Shortfall Amount). If</p>	<p>Section 4.2</p>

	<p>that occurs, the Company, at its election, is required to either:</p> <p>(a) issue to the Trustees sufficient Shares which, when realised, will be sufficient to discharge the Shortfall Amount; or</p> <p>(b) pay to the Trustees an amount equal to Shortfall Amount.</p> <p>There is a risk that creditors could take action if they are disgruntled with the creditor claim assessment process. The Share Offer made pursuant to this Prospectus is undertaken as part of the Recapitalisation Proposal.</p> <p>All contracts of the Group were terminated by the Administrators except the contracts in Section 4.2.</p> <p>See Section 4.2 and Annexure E for further details regarding the Group's Chinese entities and operations.</p>	
What is the financial position of the Company?	<p>The Company has recently lodged its June 2016 half-year accounts; a summary of the key financial information from those accounts is contained in the Investigating Accountant's Report in Annexure C.</p> <p>Since 30 June 2016, the DOCA was effectuated and control of the Company was returned to the board of directors (as announced to the ASX on 23 September 2016). The DOCA, administration costs and payment of creditors was funded by a share placement to Shandong Tianye, the nominee of Minjar Gold, raising gross proceeds of approximately \$6.3 million.</p>	Annexure C
What are the Company's plans?	<p>Following completion of the Prospectus, the Company intends to undertake further exploration and development activities on the Company's Graphite Projects in Mozambique. The Company has commenced on 18 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.</p>	Section 4
Who are the Directors of the Company?	<p>Mr Xingmin (Max) Ji (Non-Executive Chairman)</p> <p>Mr Peter Canterbury (Managing Director)</p> <p>Ms Paula Ferreira (Non-Executive Director)</p> <p>Mr Guanghui (Michael) Ji (Non-Executive Director)</p> <p>Mr Patrick Burke (Non-Executive Deputy Chairman)</p>	Section 4.4
Who are the senior management team?	<p>Ms Paige Exley – Company Secretary</p>	Section 4.4
What relevant interest do the Directors have in Company securities and do they intend to participate in either Offer?	<p>Other than Ms Ferreira, Directors of the Company do not currently have a relevant interest in Company securities and are not eligible to participate in either Offer.</p> <p>Ms Ferreira has an interest in 2,500,000 Performance Rights, however these do not allow her to participate in either Offer.</p>	Section 5.10

	Patrick Burke has entered into a commitment with Somers & Partners to sub-underwrite the Share Offer in respect of 1,666,667 Shares. Patrick Burke will receive a sub-underwriting fee of 1% of the amount of his sub-underwriting commitment, totalling \$1,000 (plus GST).	
What are the Directors remuneration arrangements and benefits?	Non-executive directors will be paid, in aggregate, a sum not exceeding \$250,000 per annum. Section 5.10 tables amounts paid to directors in the past 2 years. Executive directors are paid under a contract with the Company (see Section 4.4).	Section 5.10(b)
Who are the substantial Shareholders?	Shandong Tianye Mining Co., Ltd – 19.9% Alan Jenks – 5.3% (per the ASIC Form 604 lodged by Alan Jenks with the Company on 29 February 2016 (the Company has been unable to confirm Alan Jenks' current voting power in the Company))	Section 2.5
What is the Company's dividend policy?	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings, operating results, the financial condition of the Company, future capital requirements and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.	Section 4.4

Brief Instructions for Eligible Shareholders

The number of Shares to which you are entitled is shown in the Entitlement and Acceptance Form. You may participate in the Share Offer as follows:

If you wish to accept your Entitlement in full:

- pay the amount indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and personalised Customer Reference Number (CRN) indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
- complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque for the amount indicated on your Entitlement and Acceptance Form.

Please refer to Section 1.9 of this Prospectus for further details on applying for Shares.

If you only wish to accept part of your Entitlement:

- pay a lesser amount than indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and personalised reference number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
- fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form and attach your cheque for the appropriate application monies (at \$0.06 per Share).

Please refer to Section 1.9 of this Prospectus for further details on applying for Shares.

If you do not wish to accept all or part of your Entitlement, you are not obliged to do anything. If Eligible Shareholders do not take up their entitlement, their existing interest in the Company will be diluted. Please refer to Sections 2.5 and 3.2 of this Prospectus.

Shandong Tianye and Somers & Partners may apply for Options by having themselves or their nominees complete the Option Entitlement and Acceptance Form, indicating how many Options they wish to apply for. Please refer to Section 1.14 of this Prospectus for further details on applying for Options.

Only Shandong Tianye, Somers & Partners and their nominees may make applications for Options under the Options Offer pursuant to this Prospectus.

Chairman's Letter

Dear Shareholder

On behalf of the Board of Triton, I am pleased to invite you to participate in a 1 for 4 pro-rata non-renounceable entitlement issue of new Shares at an issue price of \$0.06 per Share to raise gross proceeds of approximately \$7.9 million (**Share Offer**). The Share Offer is fully underwritten by Somers & Partners Pty Limited (**Somers & Partners**).

The Share Offer is an important development in the recapitalisation of Triton.

As announced to the ASX on 23 September 2016, a Deed of Company Arrangement (**DOCA**) was effectuated and control of the Company was returned to the board of directors. The DOCA, administration costs and payment of creditors was funded by a share placement to Shandong Tianye Mining Co., Ltd (**Shandong Tianye**), the nominee of Minjar Gold, raising gross proceeds of approximately \$6.3 million. Shandong Tianye now holds 19.9% of the issued shares of the Company, and intends to subscribe for its pro-rata Entitlement under the Share Offer.

Eligible Shareholders of the Company are invited to participate in Triton's recapitalisation and future growth via the Share Offer, at the same issue price as the share placement to Shandong Tianye.

Use of Proceeds

On completion of the Share Offer, the Company will have cash of approximately \$7.6 million (see Section 2.3 for details) and will be well positioned to advance exploration and development of the Company's graphite projects in Mozambique.

Proceeds from the Share Offer will be applied to:

- exploration and development expenditures for the Company's graphite projects in Mozambique; and
- working capital and corporate administration costs and expenses of the Share Offer.

Re-quotations on ASX and escrow

The Company has applied to the ASX for the reinstatement of the quotation of its Shares and suspension of its securities to be lifted, conditional upon completion of the Share Offer and certain other matters, as described in Section 3.3. The Company's Shares will not be returned to trading on ASX until the Share Offer has been completed and subject to those conditions being met. There is a risk that the conditions to re-quotations will not be met.

If ASX does not admit the Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not allot or issue any new Shares and will repay all Application Monies for the new Shares within the time prescribed under the Corporations Act, without interest.

ASX has advised the Company that it is yet to consider the potential application of escrow restrictions with respect to any securities to be issued pursuant to the Recapitalisation. Accordingly, there is a risk that any securities issued pursuant to the Recapitalisation Proposal (including the Offers) may be subject to escrow restrictions.

How to Apply for new Shares

The Share Offer is made to Eligible Shareholders in Australia, New Zealand, United Kingdom and China.

Accompanying this Prospectus is your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**), including instructions on how to apply for new Shares. To apply for new

Shares, you must submit a valid Entitlement and Acceptance Form and pay the application monies in accordance with the instructions set out in that form and Section 1.9 of the Prospectus.

The closing date for the Share Offer is 14 November 2016.

Risks

The Share Offer is subject to a number of risks as set out in Section 3 which you should read carefully and in its entirety. Key risks associated with an investment in new Shares include:

- Potential for significant dilution;
- Quotation and escrow risk;
- Funding risk;
- Exploration and operational risk;
- Mineral resource estimation risk;
- Insolvency risk;
- Third party risk;
- Chinese entities and operations risk (Hubei and YXGC);
- Taxation and compliance risk
- Operations in Mozambique risk;
- Operations in China risk;
- Competition risk;
- Graphite price risk;
- Product offtake risk;
- Insurance coverage risk;
- Economic risks;
- Reliance on key personnel; and
- Underwriting risk;

Further details of the Share Offer and the Company's plans are set out in this Prospectus. On behalf of the Company, I invite you to consider this opportunity to participate in the Share Offer and Triton's future growth prospects.

Yours faithfully

Xingmin (Max) Ji
Chairman

1 Details of the Share Offer and Options Offer

1.1 Share Offer

This Prospectus invites Eligible Shareholders to participate in a pro-rata non-renounceable entitlement issue of up to approximately 131,560,567 Shares on the basis of 1 Share for every 4 Shares held at 5.00pm (WST) on the Record Date at an issue price of \$0.06 per Share, for the purpose of raising up to approximately \$7,893,634 less expenses of the Share Offer.

As at the date of this Prospectus, the Company has 526,242,266 Shares on issue.

Option holders will not be entitled to participate in the Share Offer. However, they may exercise their Options prior to the Record Date if they wish to participate in the Share Offer.

The Company currently has 23,164,146 unlisted Options and 22,222,306 listed Options on issue. Please refer to Section 2.4 of this Prospectus for further information on the exercise price and expiry date of the Options on issue. In the event that these existing Options are exercised prior to the Record Date, approximately 11,346,613 additional Shares will be offered pursuant to this Prospectus to raise up to a further \$680,797.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue as at the date of this Prospectus. Please refer to Section 5.7 of this Prospectus for further information regarding the rights and liabilities attaching to the Shares.

As the Share Offer is fully underwritten, there is no minimum subscription. The Underwriter must apply for the Shortfall Shares up to the Underwritten Amount in accordance with the terms of the Underwriting Agreement as varied by the Variation Agreement.

However, the Underwriter has procured sub-underwriting commitments for the Underwritten Amount. No sub-underwriter will obtain voting power in the Company in excess of 5% by virtue of its sub-underwriting. As the Share Offer is fully sub-underwritten, the Underwriter will only be required to subscribe for Shortfall if there is a Shortfall and any sub-underwriters do not comply with their sub-underwriting obligations.

As at the date of this Prospectus, Shandong Tianye has a voting power of 19.9% of the Company. Shandong Tianye have advised the Company that it intends to take up its Entitlement in full. As the Share Offer is fully underwritten, if any substantial shareholder takes up its Entitlement in full, its percentage shareholding will not change.

If ASX does not admit the Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not allot or issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The Company reserves the right, in consultation with the Underwriter, not to proceed with either or both of the Offers, withdraw the Offers, or any part of either of them, at any time before the issue of securities to successful Applicants. If the Share Offer (or any part of it) does not proceed, any application monies will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.

The Company also reserves the right (subject to the ASX Listing Rules and the Corporations Act) to close the Offers or any part of them early, extend the Offers or any part of them, accept late applications either generally or in particular cases, reject any application, or allocate to any applicant fewer securities than the amount applied for. Applications received under the Offers are irrevocable and may not be varied or withdrawn except as required by law.

1.2 Key investment highlights

Key highlights of the Company include:

- Initial Ancuabe resource defined showing high grade and large flake size distribution with potential to further enhance size and quality of the existing resource through an exploration programme that commenced on 19 October 2016.
- Proximity to existing infrastructure (roads, port, airport and power) and mining operations (Ancuabe – AMG, Balama – Syrah Resources Limited).
- Exploration alliance with AMG and GKAM at Ancuabe.
- Nicanda Hill is one of the largest graphite resources globally, offering optionality and leverage to a stronger global graphite market.
- New Board with significant experience in the mining sector as well as a highly respected Director based in Mozambique.
- Graphite market currently experiencing a period of high demand growth due to environmental factors driving battery growth.
- Cash of approximately \$7.6m (after costs) following receipt of funds anticipated under this Prospectus and supportive shareholder base led by new major shareholder, Shandong Tianye Mining Co., Ltd. Funds sufficient to undertake planned exploration and development activities.

For a summary of the key risks associated with further investment in the Company, please refer to the Investment Overview. A more detailed description of the key risks is set out in Section 3.

1.3 Purpose of the Share Offer and use of funds

The purpose of the Share Offer is to raise up to approximately \$7,893,634. The Share Offer has been underwritten to the Underwritten Amount (\$7,893,634).

Pursuant to the Underwriting Agreement as varied by the Variation Agreement, the Underwriter has paid a \$1,000,000 Deposit to the Company and Ferrier Hodgson, part of which will be treated as a non-interest bearing loan to the Company and offset against the Underwriter's obligation to apply for Shortfall Shares – see Section 1.7 and Section 5.4.

It is anticipated that the funds raised from the Share Offer will be applied in accordance with the following table:

Source of Funds	\$	%
Existing cash (as at 17 November 2016)	\$672,908	
Share placement to Shandong Tianye	\$6,314,904	
Share Offer	\$7,893,634	
Repayment of Deposit via Shortfall Shares¹	-\$1,000,000	
Total source of funds	\$13,881,446	100%
Payment to Creditors Trust	\$5,000,000	36%
Brokerage fees on share placement to Shandong Tianye	\$378,894	3%
Management, underwriting and brokerage fees on Share Offer	\$489,405	3%
Other costs of the Share Offer	\$173,280	1%
Exploration and development expenditure - Mozambique graphite projects	\$4,241,000	31%
Working capital and corporate administration costs	\$3,598,867	26%
Total use of funds	\$13,881,446	100%

Note 1: Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer – see Section 1.7 and Section 5.4. Note 2: The cash Balance is that estimated by the Company as at 17th November taking into account payments for people and services anticipated to be paid prior to the 17th November. It includes salaries and creditors payments made between 1 October and 17 November 2016. It does not include services that have been provided and or invoiced where payment is not due prior to 17 November 2016.

The above table is a statement of current intentions as of the date of this Prospectus based on the current business plan of the Company and business conditions. It is anticipated that these funds will be applied over the next 24 months.

The above proposed use of funds is subject to ongoing review and evaluation by the Company. As with any budget, the actual use of funds raised under the Share Offer may change depending on the outcome of the programs as they proceed. The Board reserves the rights to alter the way in which funds are applied on this basis.

Any additional funds raised from the participation of Eligible Shareholders in the Share Offer following the exercise of their Options prior to the Record Date will be applied towards the Company's general working capital and administration expenses.

The amount and timing of the actual expenditure may vary and will depend upon numerous factors, including the timing and success of the Company's activities and the risk factors outlined in Section 3. As with any work plan and budget, intervening events and new circumstances have the potential to affect the manner in which funds are ultimately applied. Accordingly, the actual expenditures may vary from the above estimates and the Board reserves the right to vary the expenditures dependent on circumstances and other opportunities. In addition, as the Offer proceeds will be received in Australian dollars and much of the expenditure will be in foreign currencies (principally US dollars), the actual amount of proceeds used for each of the items above will depend on the prevailing exchange rate at the time the funds are converted to a foreign currency.

The Board believes that funds raised from the Share Offer, together with existing cash reserves, will provide the Company with sufficient working capital to carry out its stated objectives.

1.4 Conditions and Minimum Subscription

The Share Offer and Options Offer are not subject to any conditions. The Share Offer is non-renounceable and there is no minimum subscription.

However, ASX requires the Company to meet certain conditions for re-quotations of its Shares on ASX (see Annexure G for further details). There is a risk that the Company may not be able to meet those requirements. The Company's securities will remain suspended from trading on ASX unless and until those conditions are met.

If ASX does not admit the Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not allot or issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

ASX has advised the Company that it is yet to consider the potential application of escrow restrictions with respect to any securities to be issued pursuant to the Recapitalisation. Accordingly, there is a risk that any securities issued pursuant to the Recapitalisation Proposal (including the Offers) may be subject to escrow restrictions.

The Mozambique Government Approval and Tax Report contained in Annexure D of this Prospectus provides that the Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability in respect of any entity in the Group, and there are no restrictions on, or implications in respect of the Recapitalisation Proposal under or in respect of the laws of the Republic of Mozambique, but see the Tax and Compliance and Operations in Mozambique risks in Section 3.3.

1.5 No trading of Entitlements

Entitlements to Shares pursuant to the Share Offer are non-renounceable and accordingly Eligible Shareholders may not dispose of or trade any part of their Entitlement.

1.6 Opening and Closing Dates

The Share Offer and the Option Offer will open for receipt of acceptances on 3 November 2016 and will close at 5.00pm WST on 14 November 2016, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

1.7 Underwriting and Deposit

The Share Offer is underwritten by the Underwriter to the value of the Underwritten Amount (\$7,893,634). Pursuant to the Underwriting Agreement as varied by the Variation Agreement, the Underwriter has paid a \$1,000,000 deposit to the Company and Ferrier Hodgson, part of which will be treated as a non-interest bearing loan to the Company. Upon satisfaction of certain obligations of the Underwriter, the Company shall immediately return any refundable portion of the Deposit to the Underwriter less any part of the Deposit applied, in accordance with the Underwriting Agreement as varied by the Variation Agreement.

Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer. If there is insufficient Shortfall to satisfy the conversion of the Deposit to Shares, to the extent permissible by law and the Listing Rules, the Company must issue such number of Shares at \$0.06 per Share up to the dollar value of any refundable portion of the Deposit (**Additional Shares**).

However, to the extent it is not permissible by law or the Listing Rules to issue the Additional Shares, the Company must return any refundable portion of the Deposit (in which case the Company may undertake a Share placement to raise funds to repay any outstanding amount of the Deposit).

The Underwriting Agreement as varied by the Variation Agreement is subject to terms and conditions, see Section 5.4 of this Prospectus for further details. All valid applications for Shares pursuant to this Prospectus received by the Company, from all sources, up to the Underwritten Amount, will be deemed to have been accepted in full by the Company and will go in relief of the obligations of the Underwriter under the Underwriting Agreement.

Under the Underwriting Agreement, the Underwriter agrees to indemnify and keep indemnified the Company and the Administrators and hold them harmless from and against all losses (including loss of profit), penalties, actions, suits, claims, expenses, costs (including legal costs and disbursements on an indemnity basis), liabilities, charges, outgoings, payments, demands and proceedings (whether civil or criminal) suffered, incurred, paid or liable to be paid directly or indirectly arising out of or in respect of any Mozambique government approval not being obtained in connection with the Share Offer or the Underwriting Agreement and the Underwriter acknowledges and agrees that such approval being obtained will not be a condition precedent to the Share Offer or the underwriting of the Share Offer.

The Mozambique Government Approval and Tax Report contained in Annexure D of this Prospectus provides that the Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability (including but not limited to capital gains tax) in respect of Triton or any other entity in the Group, and there are no restrictions on, or implications in respect of the Offers or the Placement under or in respect of the laws of the Republic of Mozambique. The Mozambique Government Approval and Tax Report and the opinions expressed therein should be construed with regard to the Tax and Compliance and Operations in Mozambique risks in Section 3.3.

Pursuant to the Underwriting Agreement, the Company has agreed to pay the Underwriter an underwriting fee of 5% (excluding GST) of the value of the Underwritten Amount (minus the Shandong Tianye Amount) as consideration for the Underwriter's underwriting obligation and offer 50,000,000 Options to Somers & Partners (or its nominees) in accordance with the Underwriting Agreement (**Underwriting Fee**). The Underwriter has subsequently agreed that 25,000,000 of these Options are to be granted instead to Minjar Gold (or its nominee, which was Shandong Tianye) under the Placement.

The Underwriter must apply for the Shortfall Shares up to the Underwritten Amount in accordance with the terms of the Underwriting Agreement. However, the Underwriter has procured sub-underwriting commitments for the Underwritten Amount. As the Share Offer is fully sub-underwritten, the Underwriter will only be required to subscribe for Shortfall if there is a Shortfall and any sub-underwriters do not comply with their sub-underwriting obligations.

Under the Underwriting Agreement, the Underwriter has represented and warranted, among other things, that no person will obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the Share Offer. To the extent that it is within the control of the Underwriter, Minjar Gold (whose nominee is Shandong Tianye) will not obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the Share Offer or as a result of the exercise of Options issued to Minjar Gold or its nominees under the Subscription Agreement, other than in accordance with an exception to section 606 of the Corporations Act.

Please refer to Section 2.5 of this Prospectus for a description of the potential impact on the Share Offer on control of the Company and to Section 5.4 of this Prospectus for a summary of the material terms and conditions of the Underwriting Agreement.

1.8 Lead Manager

The Underwriter has also been appointed as Lead Manager to the Share Offer. In addition to the Underwriting Fee and the fees disclosed in Section 1.10 relating to the Shortfall Share Offer, the Company has also agreed to pay the Lead Manager a management fee of 1% on the total amount raised under the Share Offer.

1.9 Entitlements and Acceptance

The number of Shares to which you are entitled (**Entitlement**) is shown in the Entitlement and Acceptance Form.

In determining Entitlements, any fractional entitlement will be rounded up to the nearest whole number.

Your acceptance of the Share Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus.

The Underwriter and the Company also reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person.

You may participate in the Share Offer as follows:

(a) If you wish to accept your Entitlement in full:

- (i) pay the amount indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and personalised reference number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
- (ii) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque for the amount indicated on your Entitlement and Acceptance Form.

(b) If you only wish to accept part of your Entitlement:

- (i) pay a lesser amount than indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and personalised reference number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
- (ii) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form and attach your cheque for the appropriate application monies (at \$0.06 per Share).

(c) If you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Triton Minerals Limited" and crossed "**Not Negotiable**".

Your completed Entitlement and Acceptance Form and cheque must be mailed to:

Computershare Investor Services Pty Limited
GPO BOX 505
Melbourne Victoria 3001
Australia

and received by no later than **5.00pm (WST) on the Closing Date**.

If you choose to pay via BPAY® you are not required to submit your Entitlement and Acceptance Form. Your payment will not be accepted after 3.00pm (WST) on the Closing Date and no Shares will be issued to you in respect of that application.

If you have multiple holdings you will have multiple BPAY® Customer Reference Numbers (CRNs). To ensure you receive your Shares in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any Shares that you wish to apply for in respect of that holding.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

The Share Offer to Shareholders is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

Non-acceptance of Entitlement

If you do not wish to take up any part of your Entitlement under the Share Offer, you are not required to take any action. If you decide not to accept all or part of your Entitlement, the Shares not accepted will be dealt with in accordance with Section 1.10 of this Prospectus.

If Eligible Shareholders do not take up their entitlement, their existing interest in the Company will be diluted. Please refer to Sections 2.5 and 3.2 of this Prospectus for further details.

Taxation Implications

Shareholders should obtain independent advice on the taxation implications arising out of their participation in the Share Offer.

Further queries

If you have any queries regarding your Entitlement, please contact the Company Secretary by telephone on +61 8 6489 2555 or your stockbroker or professional adviser.

PLEASE NOTE IF YOU DO NOT ACCEPT YOUR ENTITLEMENT IN FULL IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT ABOVE, ANY PART OF AN ENTITLEMENT NOT ACCEPTED IN FULL WILL FORM PART OF THE SHORTFALL.

1.10 Shortfall

Any Shares not taken up by Eligible Shareholders pursuant to the Share Offer by the Closing Date may become available as Shortfall which will be dealt with in accordance with the Underwriting Agreement as varied by the Variation Agreement.

1.11 Allotment of Shares

The Shares under the Share Offer are expected to be allotted by no later than 21 November 2016. Shares allotted pursuant to the Shortfall Share Offer under Section 1.10 may be allotted within 3 months after the Closing Date. Until issue and allotment of the Shares under this Prospectus, the application monies will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on application monies will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the Shares takes place.

It is the responsibility of applicants to determine their allocation prior to trading in the Shares issued under the Share Offer. Applicants who sell Shares before they receive their holding statements do so at their own risk.

1.12 ASX Listing

Application for Official Quotation of the Shares allotted pursuant to this Prospectus will be made to ASX within seven days following the date of this Prospectus.

If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus within three months after the date of this Prospectus (or such period as varied by ASIC), the Company will not allot any Shares and will repay all application monies for the Shares within the time period prescribed under the Corporations Act, without interest.

ASX requires the Company to meet certain conditions for the granting of the Official Quotation of the Shares offered pursuant to this Prospectus (see Annexure G for further details). There is a risk that these conditions will not be met.

A decision by ASX to grant Official Quotation of the Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the Shares now offered for subscription.

1.13 Overseas Investors

The Company is of the view that it is unreasonable to make an offer under this Prospectus to Shareholders outside of Australia, New Zealand, China and the United Kingdom (**Excluded Shareholders**) having regard to:

- (a) the number of Shareholders outside of Australia, New Zealand, China and the United Kingdom;
- (b) the number and value of the securities to be offered to Shareholders outside of Australia, New Zealand, China and the United Kingdom; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required to, and does not, make offers under the Prospectus to Shareholders outside of Australia, New Zealand, China and the United Kingdom.

The Share Offer contained in this Prospectus is offered to Eligible Shareholders:

- (a) with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand);
- (b) with registered addresses in the United Kingdom is made in accordance with certain exemptions permitted under the Financial Services and Markets Act 2000 (UK); and
- (c) with registered addresses in the People's Republic of China, in accordance with certain exemptions permitted under statutes and regulations of the People's Republic of China.

New Zealand

The Share Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

United Kingdom

Neither the information in this document nor any other document relating to the Share Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Shares. This document is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to the Company.

China

The information in this Prospectus does not constitute a public offer of the Shares or Options, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The Shares and Options may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors".

If you are in the People's Republic of China, you represent and warrant that you are a "qualified domestic institutional investor" as approved by the relevant PRC regulatory authorities to invest in overseas capital markets.

Members of the public in Australia, New Zealand, China and the United Kingdom who are not existing Shareholders on the Record Date are not entitled to apply for any Shares.

All rights that would have been offered to Excluded Shareholders will be allowed to lapse and will form part of the Shortfall.

1.14 Market Prices of Shares on ASX

The Company's Shares have been suspended from trading on ASX since 3 March 2016.

The latest available market sale price of Shares on ASX at the close of trading on 2 March 2016 was \$0.061.

The Company currently has 22,222,306 listed Options on issue (ticker code "TONOA"), exercisable at \$0.15 with an expiry date of 16 March 2017. The latest available market price of the listed Options at the close of trading on 2 March 2016 was \$0.014.

1.15 Options Offer

Pursuant to the Underwriting Agreement as varied by the Variation 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 nominee, which was Shandong Tianye) under the Placement. The Company received Shareholder approval for the issues of the Options to Minjar Gold (or its nominee, which was Shandong Tianye) and to the Underwriter (or its nominees) at the Company's general meeting held on 19 September 2016. In addition to

the Share Offer, this Prospectus includes a separate offer of 25,000,000 Options to each of Shandong Tianye and the Underwriter (or their nominees).

The Options Offer will open for receipt of acceptances on 3 November 2016 and will close at 5.00pm WST on 14 November 2016, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

This Prospectus invites:

- (a) Somers & Partners (or its nominees) to participate in an Options Offer of up to 25,000,000 Options for nil cash consideration; and
- (b) Shandong Tianye (and its nominees) to participate in an Options Offer of up to 25,000,000 Options for nil cash consideration.

All of the Options offered under this Prospectus will rank differently to the Options on issue as at the date of this Prospectus. Please refer to Section 5.8 of this Prospectus for further information regarding the rights and liabilities attaching to the Options.

Somers & Partners and Shandong Tianye (or their nominees) acceptance of the Options Offer, to the extent they choose to do so, must be made on the Option Entitlement and Acceptance Form accompanying this Prospectus, filling in the details in the spaces provided. The completed Option Entitlement and Acceptance Form must be mailed to:

Computershare Investor Services Pty Limited
GPO BOX 505
Melbourne Victoria 3001
Australia

and received by no later than **5.00pm (WST) on the Closing Date**.

It is the responsibility of applicants to determine their allocation prior to trading in the Options issued under the Options Offer. Applicants who deal with Options before they receive their holding statements or certificates do so at their own risk.

Shandong Tianye and its nominees must not apply for in excess of 25,000,000 Options.

Somers & Partners and its nominees must not apply for in excess of 25,000,000 Options.

The Options Offer cannot be sold or transferred other than to the extent it is open to Shandong Tianye and Somers & Partners and their nominees.

To the extent offered Options are not taken up, the offer for the Options will lapse.

To the extent the Options are exercised, the Options Offer will dilute Shareholders' interest in the Company. Please refer to Sections 2.5 and 3.2 of this Prospectus for further details.

Participants in the Options Offer should obtain independent advice on the taxation implications arising out of their participation in the Options Offer.

If you have any queries regarding the Options Offer, please contact the Company Secretary by telephone on +61 8 6489 2555 or your stockbroker or professional adviser.

The Options under the Options Offer are expected to be allotted by no later than 21 November 2016.

No application for Official Quotation of the Options allotted pursuant to this Prospectus will be made. However, the Company will apply to ASX for Official Quotation of Shares issued on exercise of Options.

As at the date of this Prospectus, Shandong Tianye has a voting power of 19.9% of the Company. Shandong Tianye has advised the Company that it intends to take up its Entitlement in full. As the Share Offer is fully underwritten, if any substantial shareholder takes up its Entitlement in full, its percentage shareholding will not change. Shandong Tianye will not obtain voting power in excess of 20% of the Company as a result of the exercise of Options, other than in accordance with an exception to section 606 of the Corporations Act (which includes obtaining Shareholder approval in accordance with section 611 item 7 of the Corporations Act).

1.16 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and such other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company and the Directors.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 3 of this Prospectus.

2 Effect of the Share Offer and Options Offer on the Company

2.1 Effect of the Share Offer and Options Offer

The principal effects of the Share Offer and Options Offer on the Company, assuming all Entitlements are accepted and no Options are exercised prior to or after the Record Date, are as follows:

- (a) the Company will issue up to approximately 131,560,567 Shares and the total number of Shares on issue will increase to approximately 657,802,833 Shares;¹
- (b) the Company will issue up to approximately 50,000,000 Options and the total number of Options on issue will increase to 95,386,452 Options;
- (c) the cash reserves of the Company will increase by up to approximately \$7,893,634 (less the expenses of the Share Offer and Options Offer) immediately after completion of the Share Offer and Options Offer; and
- (d) the equity of Eligible Shareholders who do not participate in the Share Offer will be diluted as is evidenced from the figures set out above.

2.2 Purpose of the Share Offer and use of funds

Section 1.2 contains details of the purpose of the Share Offer and use of funds.

2.3 Condensed Statement of Financial Position

See the Investigating Accountant's Report in Annexure C for details of the Condensed Statement of Financial Position.

Pro-forma Statement of Financial Position

See the Investigating Accountant's Report in Annexure C for details of the Pro Forma Statement of Financial Position.

2.4 Effect on capital structure

The effect of the Share Offer and Options Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Options are exercised prior to or after the Record Date, is set out below.

¹ Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer. Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, if there is insufficient Shortfall to satisfy the conversion of the Deposit to Shares, to the extent permissible by law and the Listing Rules, the Company must issue such number of Shares at \$0.06 per Share up to the dollar value of any refundable portion of the Deposit in accordance with the Underwriting Agreement as varied by the Variation Agreement (**Additional Shares**).

However, to the extent it is not permissible by law or the Listing Rules to issue the Additional Shares, the Company must return any refundable portion of the Deposit in accordance with the Underwriting Agreement as varied by the Variation Agreement (in which case the Company may undertake a Share placement to raise funds to repay any outstanding amount of the Deposit which is repayable to the Underwriter). These figures do not include any such Shares which may be issued in relation to the Deposit.

		Number
Shares currently on issue		526,242,266
Shares to be issued pursuant to the Share Offer*		131,560,567
Shares on issue after completion of the Share Offer**		657,802,833
Total Options currently on issue		45,386,452
\$0.10	31 December 2016	7,918,957
\$1.00	23 July 2017	5,000,000
\$0.70	25 August 2017	5,000,000
\$0.2748	23 January 2018	4,548,763
\$0.20	16 March 2017	696,426
\$0.15 (listed) (ticker code "TONOA")	16 March 2017	22,222,306
Maximum number of Options issued pursuant to the Options Offer		50,000,000
Options on issue after completion of the Options Offer**		95,386,452

Notes:

* If all Options that are currently capable of being exercised are exercised prior to the Record Date, a further 11,346,613 Shares will be offered pursuant to this Prospectus.

** Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer – see Sections 1.7 and 5.4. This figure does not include any such Shares which may be issued in relation to the Deposit.

** If all the Options that are currently capable of being exercised are exercised prior to the Record Date, and all the Options are allotted, issued and exercised, the Company will have 764,535,898 Shares on issue (including the Shares issued in relation to the Options and issue of Shares offered under the Share Offer to those Option holders).

*** This table does not include any securities for which approval may be sought for their issue at the Company's 2016 annual general meeting.

The Company also has 13,500,000 Performance Rights on issue expiring on 20 August 2018, the conversion of which is subject to the satisfaction of certain vesting conditions.

With the exception of the Shares issued to Shandong Tianye under the Placement (which, pursuant to the Subscription Agreement, are unable to be transferred during the first 12 months after their issue to someone where a prospectus would be required unless and until the Company has issued a prospectus), no Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

2.5 Potential impact of Share Offer and Options Offer on control of the Company

Assuming no existing Options are exercised prior to the Record Date, the maximum number of Shares which will be issued pursuant to the Share Offer is 131,560,567. This equates to approximately 20% of all the issued Shares in the Company immediately following completion of the Share Offer (assuming that no existing or new Options are exercised prior to that date).

The maximum number of Options which will be issued pursuant to the Options Offer is 50,000,000.

Shareholders should note that if they do not participate in the Share Offer, their holdings may be diluted by up to approximately 20% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus and assuming that no existing or new Options are exercised immediately following completion of the Share Offer, but all of the Options Offer is allotted).

The dilution impact of the Share Offer to Shareholders that do not participate in the Share Offer will reduce to the extent that Options are not issued.

As at the date of this Prospectus, Shandong Tianye has a voting power of 19.9% of the Company. Shandong Tianye has advised the Company that it intends to take up its Entitlement in full. As the Share Offer is fully underwritten, if any substantial shareholder takes up its Entitlement in full, its percentage shareholding will not change. Shandong Tianye will not obtain voting power in excess of 20% of the Company as a result of the exercise of Options, other than in accordance with an exception to section 606 of the Corporations Act (which includes obtaining Shareholder approval in accordance with section 611 item 7 of the Corporations Act).

The Underwriter has also advised the Company that the first \$1,000,000 of Shortfall Shares will be issued to sophisticated investors that provided funding for the Deposit, and not Somers & Partners, or any related party of Somers & Partners (however, under the Underwriting Agreement, the Underwriter has represented and warranted, among other things, that no person will obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the Share Offer).

As at the date of this Prospectus the Underwriter has a relevant interest in 11,393,107 Shares, 5,000,000 unlisted Options exercisable at \$1.00 each on or before 23 July 2017 and 4,924,322 listed Options (ticker code "TONOA") to acquire Shares exercisable at \$0.15 on or before 16 March 2017. The Underwriter (or its nominees) will also be issued up to 25,000,000 Options exercisable at \$0.10 each and expiring on 30 June 2018 pursuant to the Options Offer. Together, all of the Options in which the Underwriter has a relevant interest in as at the date of this Prospectus and which the Underwriter will be issued pursuant to the Options Offer are referred to as the **Underwriter Options**.

The Underwriter must apply for the Shortfall Shares up to the Underwritten Amount in accordance with the terms of the Underwriting Agreement. However, the Underwriter has procured sub-underwriting commitments for the Underwritten Amount. As the Share Offer is fully sub-underwritten, the Underwriter will only be required to subscribe for Shortfall if there is a Shortfall and any sub-underwriters do not comply with their sub-underwriting obligations. No sub-underwriter will obtain voting power in the Company in excess of 5% by virtue of its sub-underwriting.

As demonstrated in the table below, in the event the Underwriter is required to subscribe for all of the Shortfall up to the Underwritten Amount (excluding any Shares to be issued in relation to the Deposit and assuming that the Underwriter Options are not exercised), the relevant interest of the Underwriter in Shares will be 19.2%.

The first column in the table below:

- (a) does not take into account the sub-underwriting commitments that have been received by the Underwriter for Shortfall Shares up to the Underwritten Amount;
- (b) does not take into account 25,000,000 Options exercisable at \$0.10 each and expiring on 30 June 2018, which will be issued to the Underwriter pursuant to the Options Offer as these are out of the money based on the issue price of \$0.06, and assumes that such Options are not exercised;

- (c) does not take into account 4,924,332 listed Options exercisable at \$0.15 each and expiring on 16 March 2017, which the Underwriter has a relevant interest in as at the date of this Prospectus, as these are out of the money based on the issue price of \$0.06, and assumes that such Options are not exercised;
- (d) does not take into account 5,000,000 unlisted Options exercisable at \$1 each and expiring on 23 July 2017, which the Underwriter has a relevant interest in as at the date of this Prospectus, as these are out of the money based on the issue price of \$0.06, and assumes that such Options are not exercised; and
- (e) the first \$1, 000, 000 of Shortfall Shares will be issued to sophisticated investors that provided funding for the Deposit, and not Somers & Partners, or any related party of Somers & Partners.

The second column in the table below:

- (a) does not take into account the sub-underwriting commitments that have been received by the Underwriter for Shortfall Shares up to the Underwritten Amount;
- (b) assumes that the Underwriter exercises all of the Underwriter Options and is issued all Shares upon exercise of such Options;
- (c) assumes Shandong Tianye and its nominees do not apply for any Options pursuant to the Options Offer or exercise any Options; and
- (d) the first \$1,000,000 of Shortfall Shares will be issued to sophisticated investors that provided funding for the Deposit, and not Somers & Partners, or any related party of Somers & Partners.

Scenario	Potential Underwriter relevant interest in Shares (assuming no Underwriter Options exercised)	Potential Underwriter relevant interest in Shares (assuming all Underwriter Options are exercised)
Underwriter subscribes for Shortfall of \$7,893,634 (100% of Shortfall) (less the Deposit) ¹	19.2%	23.3%
Underwriter subscribes for Shortfall of \$ 5,920,226 (75% of Shortfall) (less the Deposit) ¹	14.2%	18.5%
Underwriter subscribes for \$3,946,817 Shortfall (50% of Shortfall) (less the Deposit) ¹	9.2%	13.8%

¹ In the event the Underwriter is required to subscribe for all of the Shortfall up to the Underwritten Amount (including any Shares to be issued in relation to the Deposit and assuming that the Underwriter Options are exercised and is issued all Shares upon exercise of such Options), the relevant interest of the Underwriter in Shares will be 25.7%.

Under the Underwriting Agreement, the Underwriter has represented and warranted, among other things, that no person (including the Underwriter) will obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the Share Offer. To the extent that it is within the control of the Underwriter, Minjar Gold (including through its nominee Shandong Tianye) will not obtain voting power

in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the Share Offer or as a result of the exercise of Options issued to Shandong Tianye or its nominees under the Subscription Agreement, other than in accordance with an exception to section 606 of the Corporations Act. No sub-underwriter will obtain voting power in the Company in excess of 5% by virtue of its sub-underwriting.

Under the Subscription Agreement, Minjar Gold (whose nominee was Shandong Tianye) has also represented and warranted, among other things, that it will not obtain voting power in excess of 20% of the Company or increase its voting power from a level above 20% as a result of the subscription for Shares or Options under the Placement or as a result of the exercise of Options issued under the Subscription Agreement, other than in accordance with an exception to section 606 of the Corporations Act.

Under the Subscription Agreement, Minjar Gold (whose nominee was Shandong Tianye) agrees to indemnify and keep indemnified the Company and the Deed Administrators and Administrators and hold them harmless from and against all losses (including loss of profit), penalties, actions, suits, claims, expenses, costs (including legal costs and disbursements on an indemnity basis), liabilities, charges, outgoings, payments, demands and proceedings (whether civil or criminal) suffered, incurred, paid or liable to be paid directly or indirectly arising out of or in respect of any Mozambique government approval not being obtained in connection with the subscription for Shares or Options under the Placement or the Subscription Agreement and Minjar Gold acknowledges and agrees that such approval being obtained is not be a condition precedent to the subscription for Shares or Options under the Placement.

The Mozambique Government Approval and Tax Report contained in Annexure D of this Prospectus provides that the Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability in respect of any entity in the Group, and there are no restrictions on, or implications in respect of the Recapitalisation Proposal under or in respect of the laws of the Republic of Mozambique. The Mozambique Government Approval and Tax Report and the opinions expressed therein should be construed with regard to Taxation and Compliance and Operations in Mozambique risks in Section 3.3.

The Share Offer and Options Offer are not expected to have any significant impact on the control of the Company.

As at the date of this Prospectus, the substantial shareholders of the Company are Shandong Tianye Mining Co., Ltd (voting power of 19.9%) and Alan Jenks (voting power of 5.3%, per the ASIC Form 604 lodged by Alan Jenks with the Company on 29 February 2016 (the Company has been unable to confirm Alan Jenks' current voting power in the Company)). As the Share Offer is fully underwritten, if any substantial shareholder takes up its Entitlement in full, its percentage shareholding will not change. If Shandong Tianye were not to take up its Entitlement in full, its voting power would fall to 16.0%. If Alan Jenks does not take up its Entitlement in full, his voting power would fall to 4.3% (assuming the above).

3 Risk Factors

3.1 Introduction

This Section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Investors should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Intending investors should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for Shares and Options.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the business of the Company. The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

3.2 Risks specific to the Share Offer

Potential for significant dilution

Upon completion of the Share Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 526,242,266 to approximately 657,802,833. This equates to approximately 25% of all the issued Shares in the Company immediately following completion of the Share Offer (assuming that no existing or new Options are exercised prior to that date).

This means that each Share will represent a significantly lower proportion of the ownership of the Company. It is not possible to predict what the value of the Company or a Share will be following the completion of the Share Offer and the Directors do not make any representation to such matters.

The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.061 is not a reliable indicator as to the potential trading price of Shares following completion of the Share Offer.

Shareholders should note that if they do not participate in the Share Offer, their holdings are likely to be diluted by up to approximately 20% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus and assuming that no existing or new Options are exercised immediately following completion of the Share Offer).

In addition, 50,000,000 Options are being offered under the Prospectus. If the maximum number of Options available to be exercised, are exercised prior to the Record Date, the number of Shares in the Company would increase from 557,472,603 to approximately 696,840,753. Existing Shareholders who choose not to participate in the Share Offer would have their Shareholding diluted by approximately 25%.

Further, if the Shortfall is less than the Deposit or the terms of the Offers are amended to increase the number of securities offered and issued, Shareholders may have their holdings further diluted.

Quotation and escrow risk

ASX requires the Company to meet certain conditions for re-quotation of its Shares on ASX (see Annexure G for further details). There is a risk that the Company may not be able to meet those requirements.

If ASX does not admit the Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not allot or issue any Shares and will repay all Application Monies for the Shares within the time.

ASX has advised the Company that it is yet to consider the potential application of escrow restrictions with respect to any securities to be issued pursuant to the Recapitalisation. Accordingly, there is a risk that any securities issued pursuant to the Recapitalisation Proposal (including the Offers) may be subject to escrow restrictions.

Underwriting risk

The Company has entered into the Underwriting Agreement with an underwriter who has agreed to underwrite the Share Offer to the Underwritten Amount, subject to certain terms and conditions. If certain conditions are not satisfied or certain events occur, the underwriter may terminate the Underwriting Agreement.

If the Underwriting Agreement is terminated and the Share Offer does not proceed or does not raise the funds required for the Company to meet its stated objectives, the Company would need to find alternative financing to meet its funding requirements. There is no guarantee that alternative funding could be sourced, either at all or on satisfactory terms and conditions. Termination of the Underwriting Agreement could materially adversely affect the Company's business, cash flow and financial position.

3.3 Risks specific to the Company

Funding risk

The Company's ability to operate its business and effectively implement its business plan within the timeframe that it is aiming to achieve will depend in part on its ability to raise funds for exploration, metallurgical testing and flow sheet analysis, feasibility studies, development and operations and to service, repay and refinance debts as they fall due. Depending on the quantum of funds raised under the Share Offer, the Company may need to procure additional funding in the short to medium term, and to the extent that this involves equity funding, it may result in dilution of Shareholders' interests. In particular, the Company may require additional funding:

- to accelerate or expand exploration activities;
- if the potential capital gains tax liability crystallises (the Company has made a tax provision of \$6.5 million in relation to Grafex's potential Mozambique capital gains tax liability - see section 4.2 and the Tax and Compliance risk below);
- if there are any obligations, liabilities or debts in China (see the Hubei and YXGC risk); and
- pursuant to the Underwriting Agreement, the Underwriter has paid a \$1,000,000 deposit to the Company and Ferrier Hodgson, part of which will be treated as a non-interest bearing loan to the Company (see Section 5.4 of this Prospectus for further details). Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer. If there is insufficient Shortfall to satisfy the conversion of the Deposit to Shares, to the extent permissible by law and the Listing Rules, the Company must issue such number of Shares at \$0.06 per

Share up to the dollar value of any refundable portion of the Deposit (**Additional Shares**). However, to the extent it is not permissible by law or the Listing Rules to issue the Additional Shares, the Company must return any refundable portion of the Deposit (in which case the Company may undertake a Share placement to raise funds to repay any outstanding amount of the Deposit which is repayable to the Underwriter).

As the Company does not currently have a source of revenue, the Company is reliant on equity financing, through the issue of Shares and Options, to raise capital for project acquisition and development. Any additional equity financing may dilute Shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Proofs of debt in respect of the Creditors' Trust are required to be submitted to the Deed Administrators by 31 October 2016. There is a risk that the Creditors' Trust Payment of \$5,000,000 is insufficient to meet all valid claims against the Creditors' Trust and the costs of the Administrators, Deed Administrators and trustees of the Creditors' Trust (**Trustees**) in full (**Shortfall Amount**). If that occurs, the Company, at its election, is required to either:

- (a) issue to the Trustees sufficient Shares which, when realised, will be sufficient to discharge the Shortfall Amount; or
- (b) pay to the Trustees an amount equal to Shortfall Amount.

There is a risk that creditors could take action if they are disgruntled with the creditor claim assessment process.

Exploration and operational risks

Mining exploration and production is inherently risky and speculative in nature. There is no guarantee that additional or suitable quality graphite deposits will be discovered in the locations being explored by the Company. In the event that deposits are discovered, there is no guarantee that these additional deposits along with any deposits already discovered will be in commercially viable quantities or economically profitable. Whilst the Company has determined the existence of graphite mineralisation at its projects in Mozambique, the economic viability of these projects remains subject to further drilling, metallurgical testing, feasibility studies and analysis and there is no certainty that the results of such feasibility studies and analysis will demonstrate the commercial viability of the projects.

The Company's Graphite Projects through exploration activity and development studies. The Company's priority is the Ancuabe Project. Preliminary test work at Ancuabe has indicated that approximately 50% of the flake size distribution fits into the extra-large or jumbo flake size category. Furthermore, the graphite is of high purity with the graphite concentrate having a 98.6% total carbon content, which could support the development of a high-value graphite product to supply into the high value end of the graphite supply market. The Company has commenced on 19 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.

In addition, the Company's operations and profitability will be affected by operational risks. These include geological conditions, technical difficulties, metallurgical issues, mineral processing risk, quality and flake size of the graphite, securing and maintaining licenses, access to infrastructure, weather and construction of efficient processing facilities. The operation may be affected by force majeure, engineering difficulties and other unforeseen events.

Further, the Company may require approvals and licences necessary to conduct the exploration and mining, which may impose conditions the Company must satisfy in order to proceed with the exploration or production of the graphite. It may not be possible for the Company to satisfy these conditions.

These factors affect the Company's ability to establish mining operations, continue with its projects, earn income from its operations and will affect the Share price.

Mineral resource estimation risk

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information becomes available.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

Insolvency risk

In addition to the funding risk (set out above), the Company relies on cash inflows to meet its working capital requirements. If the Company is unable to raise sufficient funds (at least to the extent of the Underwritten Amount) or access available funding alternatives to meet its future working capital requirements, there is a real risk that it may be considered to have a liquidity problem in which case the Company could face insolvency issues. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Third party risk

The Company has entered into certain agreements with third parties in relation to, amongst other things, a joint venture agreement for the development of the Mozambique graphite licences and a strategic alliance to share information and jointly explore the Anacuabe Project licences.

The ability of the Company to achieve its stated objectives under these agreements will depend on the performance of counterparties under the various agreements it has entered and those counterparties exercising their rights under the agreements in a manner that is consistent with the interests of the Company.

If any of the Company's counterparties default on the performance of their obligations, it may be necessary to approach courts in Mozambique or Australia to seek enforcement or some other legal remedy, if no alternative settlement can be reached. Legal action can be uncertain and costly. There is a risk that the Company may not be able to seek legal redress against a defaulting counterparty, or that a legal remedy will not be granted on satisfactory terms.

Where there remains minority shareholders in Grafex Limitada, there is a risk they will exercise minorities protections which are inconsistent with the objectives of the Company.

Despite ceasing to act as Managing Director and CEO of Triton on 1 December 2015, Mr Bradley Boyle remains the sole director on the board of Triton's subsidiary, Triton United Ltd. Mr Boyle has resigned and arrangements are currently being made for Mr Boyle to be removed from this office.

Despite ceasing to act a Managing Director of Triton on 3 October 2016, Mr Garth Higgs remains appointed to act as a representative of Triton United Ltd. Arrangements are currently being made for Mr Higgs to be removed from this office.

For the duration of their appointments, the Company expects Mr Boyle and Mr Higgs to properly discharge their duties as a director and representative of Triton United Ltd respectively, however this cannot be assured.

Hubei and YXGC

The Company has previously entered into arrangements with YXGC in relation to Hubei Xincheng Triton Graphite Technologies (**Hubei**), a China based entity incorporated on 28 September 2015 as the joint venture entity to own the land and plant and to operate a Chinese joint venture with YXGC. Triton currently holds 49% of the shares of in the capital of Hubei, with YXGC holding the remaining 51%.

The arrangements with YXGC were documented as follows:

- letter agreement dated 30 March 2015 between the Company and YXGC for the sale and purchase of graphite concentrate from Triton's Mozambique graphite projects (**SPA**); and
- letter agreement dated 13 May 2015 between the Company and YXGC to construct and operate two graphite facilities in Mozambique and China to produce enhanced graphite products (**JVA**).

Hubei is a Chinese Limited Liability Company. According to the Chinese Legal Report, the registered capital of Hubei is RMB 110,000,000, of which Triton has subscribed for RMB 53,900,000 which is yet to be paid up.

One of the key terms of the JVA was that each party was required to deposit US\$1-2 million into a joint venture bank account within 6 months from the commencement (i.e. by 13 November 2015). Triton has not deposited any funds.

On 21 March 2016, whilst the Company was in administration, YXGC wrote to the Company giving a notice of default and terminating the SPA and JVA. YXGC also claimed US\$1M in damages. The Administrators did not accept the claim for damages as each agreement excludes liability for "consequential, incidental...or indirect damages" and had received advice that the agreements were not sufficiently certain to be legally binding on the Company. The Administrators advised YXGC of its rejection of any claim against the Company.

The Board considers that YXGC has no valid claim against the Company under Australian law. Despite this, YXGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future.

The Company engaged Zhong Lun Law Firm to prepare the Chinese Legal Report in Annexure E of this Prospectus, in relation to the affairs of Hubei.

The Chinese Legal Report provides that under Chinese law, the JVA is in valid existence and Triton has all rights and obligations stipulated in the JVA until the termination of the JVA is approved by the relevant Chinese government authority. It is unclear whether YXGC has applied for such termination. The potential implications of this may be that as a matter of Chinese law, YXGC has a claim.

The Chinese Legal Due Diligence Report also provides that Triton shall pay in full the investment subscribed (being its share of the registered capital) according to the time limit stipulated in the Chinese Joint Venture Agreement. However, since the Chinese Joint Venture Agreement does not provide a time limit for payment of registered capital, and not all of the conditions precedent to the Chinese Joint Venture Agreement have been met within the stipulated time frames, there has been no delay in payment and no specified time in the future at which the registered capital shall become payable.

The Chinese Legal Due Diligence Report provides that the maximum possible liability of Triton to outside debt collectors for the debts of Hubei (if any) is the amount of RMB 53,900,000 (being its share of the registered capital). However, despite this, Triton is not aware of any valid or enforceable debt or liability which is currently due and in existence for Triton as a shareholder of Hubei (other than the claim of US\$1-2M dismissed by the Administrators). It is possible that YXGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future.

Taxation and compliance risk

On 1 January 2015, a Mozambique capital gains tax regime applicable to the mining sector came into force. According to this regime, the tax in relation to a capital gain on the transfer of mining rights located in the Mozambique territory by non-residents is payable by the seller. In relation to this payment, the Company has been previously advised that the seller, the buyer or the entity holding the mining rights have joint and several liability for the payment of tax in Mozambique. Accordingly, the Company has recognised a tax provision of \$6.5 million (**Tax Provision**) for the consideration paid in relation to its acquisition of an 80% equity interest in Grafex (**Grafex Acquisitions**) and which holds a graphite project located in Mozambique (see the Operations in Mozambique risk in Section 3.3). The Company has been advised that the primary obligation to pay the capital gains tax is the seller's and accordingly, any capital gains tax paid by the minority shareholders of Grafex will reduce the joint and several capital gains tax liability.

However, more recently, Triton has received advice which concludes that the Company is not liable for capital gains tax associated with the Grafex Acquisitions under Mozambique tax law, and that the Company is not jointly and severally liable for the seller's capital gains tax liability. The advice also provides that if the Mozambique tax authorities were to seek capital gains tax from Triton (which under the advice, is an act outside the Mozambique tax law) the negotiation and compliance process would extend for several years from the date of the advice without Triton remitting any payment to the authorities. The advice provides that Triton would not have any reasonable expectation of remission (if at all) for at least a period of two years and potentially significantly longer. Accordingly, in respect of the Company's recent half year report for the half year ended 30 June 2016, the Tax Provision has been reclassified from a current liability to a non-current liability.

The advice received also provides that the quantum of any potential capital gains tax liability is \$1.9 million. Notwithstanding this advice, the Company has decided to recognise a tax provision of \$6.5 million in the Company's recent half year report for the half year ended 30 June 2016.

See the Investigating Accountant's Report in Annexure C of this Prospectus for further details regarding the potential capital gains tax liability

If capital gains tax is payable in respect of that transfer, notwithstanding the advice noted, and it is not paid, there is a risk that the Mozambique government will not recognise Triton United Limited's 80% interest in Grafex.

Tax on dividends and other income payable to the Company from third parties in Mozambique may also be withheld at its source in accordance with the tax laws of those countries. Such dividends and other income may not be assessable income and not exempt income under Australian tax laws. There may be changes in withholding tax requirements in relation to dividends and other income in Mozambique which may affect returns to Shareholders.

The Mozambique Government Approval and Tax Report contained in Annexure D of this Prospectus provides that the Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability (including but not limited to capital gains tax) in respect of Triton or any other entity in the Group, and there are no restrictions on, or implications in respect of the Offers or the Placement under or in

respect of the laws of the Republic of Mozambique. The Mozambique Government Approval and Tax Report and the opinions expressed therein should be construed with regard to the risks above and below.

Operations in Mozambique

The Company has earned an 80% interest in the project.

Separately from this, the Company acquired an 80% interest in Grafex Limitada pursuant to a share purchase agreement dated 6 November 2013 (as amended). However, the Mozambique Solicitor's Report on Tenements in Annexure B provides that a transfer of quotas from Gregory Sheffield to Triton United Limited on 18 September 2014 of an 80% interest in Grafex is required to be approved by the Mozambique government. This transfer has occurred and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette in Mozambique. However, as at the date of this Prospectus, this approval has not been obtained. There is no guarantee that this approval will be obtained and there is a risk that the Mozambique government will not recognise Triton United Limited's 80% interest in Grafex until such approval is obtained.

The Company's exploration projects are located in Mozambique. There are risks associated with operating in Mozambique, including various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, terrorism, hostage taking, military repression, extreme fluctuations in currency exchange rates, high rates of inflation, labour unrest, the risks of war or civil unrest, expropriation and nationalization, renegotiation or nullification of existing concessions, licences, permits and contracts, illegal mining, changes in taxation policies, changes to mining or investment policies and legislation or a shift in political attitudes, restrictions on foreign exchange and repatriation and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

In addition, the transportation and service infrastructure in Mozambique are under-developed and can be unreliable in some of the areas where the Company is operating. Material delays in the transportation of equipment, supplies and resources may delay the exploration and development of the Company's projects and/or the commercialisation of those projects. Any such delay is likely to increase the cost of exploring and developing the projects, and such increase may materially affect the Company's business, results of operations and financial condition. Specific infrastructure risks relate to the adequacy of port facilities and the supply of power to the Company's projects where they are ultimately developed. Grid power may not be available in the quantities required by the Company's projects, necessitating the use of diesel powered alternatives, which may adversely impact on the project economics.

Due to a prolonged period of war and civil unrest, many areas in Mozambique have been left with a significant safety issue due to unexploded ordinances and landmines. Identification of affected areas within Mozambique may lead to increased costs associated with exploration activities, increased risk to personnel, and delays whilst any unexploded devices are cleared.

Any future material adverse changes in government policies or legislation in Mozambique that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on exploration, development, mining production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, local economic empowerment or similar policies, employment, contractor selection and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors adds uncertainties that cannot be

accurately predicted and could have an adverse effect on the Company's operations or profitability.

Despite the Mozambique Solicitor's Report on Tenements in Annexure B concluding that each of the mining licenses held by Grafex are in good standing, there is a risk that mining licenses held by the Group may not be renewed or may be altered by the Mozambican Government in its discretion, without notice. Mozambican law may also impose various requirements and restrictions in relation to any mining contract entered into by a member of the Group in relation to mining licenses, including that those contracts contain certain clauses approved by the Mozambican Government. It is uncertain as to whether such mining contracts will be standardised or whether each mining contract can be individually negotiated. The Mozambican Government may also launch a public tender in respect of entering into public-private undertakings in relation to mining activities with the holder of a mining license. At a certain level of operations, Mozambican mega project law may also have an impact on Triton United Limited's ownership interest in Grafex, required levels of Mozambique ownership and the terms of any contracts Grafex may seek to enter in the future (see the Mozambique Solicitor's Report on Tenements in Annexure B for further details). In relation to prior transfers of the Group's mining licenses, compliance with all applicable legal requirements regarding such transfers cannot be assured. The Company is unable to locate evidence of some of the historic submissions of payments and records relating to Grafex, however all requisite surface tax payments have been made and to the best of the knowledge of the Company, notwithstanding that not all past records can be located, Grafex has complied with all of its annual and monthly fiscal obligations since Triton United Limited acquired an interest in Grafex. The occurrence of these various factors adds uncertainties that cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

The legal systems operating in Mozambique may be less developed than in more established countries, which may result in risk such as: political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute, a higher degree of discretion on the part of governmental agencies, the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights, inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions, or relative inexperience of the judiciary and courts in such matters.

The commitment by government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness and enforcement of such arrangements cannot be assured.

The Mozambique Government Approval and Tax Report contained in Annexure D of this Prospectus provides that Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability (including but not limited to capital gains tax) in respect of Triton or any other entity in the Group, and there are no restrictions on, or implications in respect of the Offers or the Placement under or in respect of the laws of the Republic of Mozambique. The Mozambique Government Approval and Tax Report and the opinions expressed therein should be construed with regard to the above.

Operations in China

The Group has interests in China. Hubei is a China based entity incorporated on 28 September 2015 as the joint venture entity to own the land and plant and to operate the Chinese joint venture with YXGC. See Section 4.6 and the Chinese Legal Report in Annexure E for more information.

There are risks associated with operating in China, including various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, military repression, extreme fluctuations in currency exchange rates, high rates of inflation, labour unrest, the risks of war or civil unrest, expropriation and nationalization, renegotiation or nullification of existing concessions, licences, permits and contracts, illegal mining, changes in taxation policies, changes to mining or investment policies and legislation or a shift in political attitudes, restrictions on foreign exchange and repatriation and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Any future material adverse changes in government policies or legislation in China that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on exploration, development, mining production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, local economic empowerment or similar policies, employment, contractor selection and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors adds uncertainties that cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

The legal systems operating in China may be less developed than in more established countries, which may result in risk such as: political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute, a higher degree of discretion on the part of governmental agencies, the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights, inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions, or relative inexperience of the judiciary and courts in such matters.

The commitment by local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness and enforcement of such arrangements cannot be assured.

Competition

Competition from Australian and international graphite producers, developers and explorers may affect the potential future cash flow and earnings which the Company may realise from its operations. For example, the introduction of new mining and processing facilities and any increase in competition and supply in the global graphite market could lower the price of these commodities. The Company may also encounter competition from other mining and exploration companies for the acquisition of new projects required to sustain or increase its potential future production levels.

Graphite price risk

The demand for, and the price of, commodities are highly dependent on a variety of factors, including international supply and demand, the price and availability of substitutes, technological advances, actions taken by governments and global economic and political developments. Given the Company's main activities, which primarily involve exploration for and potentially the production of graphite, the Company's operational and financial performance, as well as the economic viability of its projects, is heavily reliant on the prevailing global price of these minerals, among other things. Volatility in commodity markets may therefore materially affect the profitability and financial performance of the Company and the price of its Shares.

In addition, any sustained low global price for graphite (as well as other related commodities) may adversely affect the Company's business and financial results, and its ability to finance, and the financing arrangements for, its exploration activities or its planned capital expenditure commitments (in the ordinary course of the Company's operations).

The factors which affect the prices for graphite, as well as other related commodities (which are outside the control of the Company and its Directors) include, among many other factors, the quality of the graphite flake and its metallurgical properties, manufacturing and construction activities; the quantity of global supply in each of these respective commodities as a result of the commissioning of new mines and the decommissioning of others; political developments in countries which produce material quantities of these named commodities; the weather in these same countries; the price and availability of appropriate substitutes; advancements in technologies and the uses and potential uses of graphite, and the demand for the applications for which these commodities may be used; and sentiment or conditions in the countries and sectors in which the Company or its future business/commercial partners will potentially sell their products. Given the complex array of factors which contribute to the prevailing global price of these commodities, it is particularly difficult for the Company to predict with any certainty the prevailing price for these commodities and accordingly, investors are cautioned not to place undue reliance on any price or demand forecasts provided by the Company or by external analysts.

Product offtake risk

In order to develop an economic mining and production model for the Company's graphite products, a binding offtake agreement needs to be in place for each specific grade / flake size to be produced. Failure to achieve an economically viable offtake agreement would delay the commissioning of a mine and associated concentrate processing facilities.

Insurance coverage risk

Exploration and development operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, ground or slope failures, fires, floods, earthquakes and other environmental occurrences, political and social instability that could result in damage to or destruction of mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining caused by industrial accidents or labour disputes, changes in regulatory environment, monetary losses and possible legal liability.

It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to the Company or to other companies in the industry on acceptable terms. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

Compliance and regulatory risk

The Company may not have met its disclosure obligations under the Listing Rules and as such, the Company faces the risk of regulatory action.

After the close of the offer under the Company's prospectus lodged with ASIC on 22 December 2015 (**Last Prospectus**), concerns were raised in regards to a number of issues and as a result of uncertainty, and coupled with the difficulty of obtaining further funding that was acceptable to the Board, the Directors formed the view that the Company may not be in a position in the near to medium term to meet its debt obligations when they became due and payable and they appointed the Administrators on 2 March 2016. The Company is subject to compliance with the Corporations Act and the Listing Rules and its compliance within the regulatory framework is monitored by and subject to enforcement action by both ASIC and ASX.

Further, there is a risk that the Company's directors, former directors and other officers may not be covered under the Company's insurance policy in respect of circumstances where the Company has not met its disclosure obligations.

Any action of the sort described above may have a negative impact on the Company, the Share Offer, Options Offer and the value of the Company's securities.

Sovereign risk

The Company operates in countries outside Australia and there are risks that changes in the legal business environment in those places such as currency controls, price controls, regulatory changes and political changes may adversely affect the value of the Company's assets. Some of the jurisdictions in which the Company operates have legal systems and laws different to Australia that may lead to uncertainty for the Company in enforcing legal and contractual rights in those jurisdictions. If the Company is unable to enforce its legal and contractual rights this may have a material adverse effect on the Company.

Political risk

The Company's investment in the Mozambique exploration projects may be exposed to adverse political developments that could affect the economics of the project. The Mozambique Government has supported the Company with its exploration activities to date, but there is no assurance that this support will continue.

Access to land

The licenses comprising the Company's Projects are all located in Mozambique and the subject of the laws of that country, including its mining laws. If, in the future, the Company acquires interests in licenses outside Mozambique, they will be subject to differing legislative requirements in relation to the processes for application, conversion, grant and renewal.

There is no guarantee that any applications or conversions for licenses and mining concessions in which the Company has a current or potential interest will be granted or as to the conditions that will apply.

The grant, extension and renewal of licenses is subject to a number of specific legislative conditions including payment of rent and minimum annual expenditure commitments. The renewal of a license (including exemptions to conditions) is subject to the discretions that may be available under the Mozambique mining laws. The inability to meet those conditions such negotiation procedures in relation to any of the licenses comprising the Company's projects could restrict the ability to renew a granted license, adversely affecting the financial position and performance of the Company.

The Company will experience delays and cost overruns in the event it is unable to access the land required for its operations. This may be as a result of weather, environmental restraints, native title, harvesting, landholder's activities or other factors.

Infrastructure risk

In order to develop and commission an economic mine and processing facilities, the Company needs access to certain key infrastructure such as power, water, sanitation, roads, accommodation, ports and laydown/storage areas. If the Company is not able to secure access to infrastructure on an economic and timely manner it may impede or delay the commissioning of a mine or associated processing facilities.

Health and safety risks

The Company's projects are located in Mozambique. There are health and safety risks associated with operating in Mozambique which if occur, could lead to the stoppage or suspension of operations by mine management and the government regulators. These risks include, but are not limited loss of life or severe injuries due to lack of properly trained employees on the mine site, traffic accidents involving the transportation of the Company's products to port, animals and people walking in the roadways resulting in accidents, and animal and insect injuries from wild animals and mosquitoes,

Availability of supplies risk

The Company's projects are located in a remote part of Mozambique. To operate the mines and associated processing plants, the operations require a constant supply of fuels, spare parts, critical spares, foods, potable water, and other supplies not readily available in the area. This requires an uninterrupted supply and logistics chain which cannot be guaranteed due to weather, shipping, road access and civil unrest.

Environmental liabilities risk

The Company's activities are subject to potential risks and liabilities associated with the potential pollution of the environment and the necessary disposal of mining waste products resulting from mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive.

Land rehabilitation requirements

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimise long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Company in connection with its mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration and/or development programs.

Metallurgical risks

The economic viability of graphite flake depends on a number of factors such as the development of an economic flow sheet for mineral concentrates and the economic recovery of the graphite from the host rock. Further, changes in mineralogy or host rock may result in inconsistent and poor recoveries of the graphite flake which may negatively affect the viability of the deposit being mined.

Reliance on key personnel

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. The loss of the services of one or more of such key management personnel could have a material adverse effect on the Company. The Company's ability to manage its exploration and development activities, and hence its success, will depend in large part on the efforts of these individuals. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

3.4 General Risks

Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities and to receive future dividends.

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;

- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

Unforeseen expenses

The Company may be subject to significant unforeseen expenses or actions.

This may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events. The Directors expect that the Company will have adequate working capital to carry out its stated objectives however there is the risk that additional funds may be required to fund the Company's future objectives.

Securities price fluctuation

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's securities.

Litigation risk

The Company is subject to litigation risks. All industries, including the minerals exploration industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

Share market risk

The market price of the Company's Shares and Options could fluctuate significantly. The market price of the Company's Shares and Options may fluctuate based on a number of factors including the Company's operating performance and the performance of competitors and other similar companies, the public's reaction to the Company's press releases, other public announcements and the Company's filings with the various securities regulatory authorities, changes in earnings estimates or recommendations by research analysts who track the Company's Shares and Options or the shares of other companies in the resource sector, changes in general economic conditions, the number of the Company's Shares and Options publicly traded and the arrival or departure of key personnel, acquisitions, strategic alliances or joint ventures involving the Company or its competitors.

In addition, the market price of the Company's Shares and Options are affected by many variables not directly related to the Company's success and are therefore not within the Company's control, including other developments that affect the market for all resource sector shares, the breadth of the public market for the Company's Shares and Options, and the attractiveness of alternative investments.

Joint venture parties, contractors and agents

The Directors are unable to predict the risk of:

- financial failure or default by a participant in any joint venture to which the Company is or may become a party;
- insolvency or other managerial failure by any of the contractors used by the Company in any of its activities; or
- insolvency or other managerial failure by any of the other service providers used by the Company for any activities.

3.5 Speculative nature of investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares and Options offered under this Prospectus.

4 Group overview, strategy and assets

Triton is a minerals exploration and development company with assets in Africa. Triton is currently exploring graphite projects in Mozambique. This section covers the following areas:

Section	Key area
4.1	Group history
4.2	Administration <ul style="list-style-type: none">• Events leading to Administrators' appointment• Appointment of Administrators• DOCA and Recapitalisation Proposal (see also Annexure D)• Outcome of Administration (see also Annexure C)
4.3	Group structure
4.4	Directors, senior executives and corporate governance
4.5	Mozambique entities and operations (see also Annexure B and Annexure D)
4.6	Chinese entities and operations (see also Annexure E)
4.7	Entities and operations outside of Mozambique and China
4.8	Flake graphite market
4.9	Project overview (see also Annexure A and Annexure B)
4.10	Planned work
4.11	Technical update (see also Annexure A)
4.12	Strategy and business model

4.1 Group history

Triton is a mineral exploration and development company originally incorporated in Australia as Australian Mineral Fields Limited. Triton became listed on the Australian Securities Exchange on 14 August 2009 as Triton Gold Ltd (**Triton Gold**) (ASX:TON). As Triton Gold, the Company completed grass-roots exploration on a number of projects in the Albany Fraser province of Western Australia. The Company also entered into an Earn-In Agreement with an Alaskan company, Tushtena Resources on the Tushtena Project in Alaska and acquired the gold rights associated with Poseidon Nickel's Windarra Project located in the Laverton Greenstone Belt.

During the second half of 2011, most of the exploration on the Company's holdings in the Albany Fraser province was wound back whilst an assessment of the potential of each project was made. By the early part of 2012, the Company's holdings in the Albany Fraser province had been reduced to only the most prospective parts of the Salmon Gums and Fraser Range North Projects. In June of 2012, a Farm-In Agreement was signed with Matsa Resources Ltd allowing them to earn up to a 90% interest in the Fraser Range North Project.

At the end of February 2013, Triton Gold changed its name to Triton Minerals Ltd to reflect the Company's new and more diverse minerals portfolio. On 13 December 2012, the Company entered into the Farm-in and Joint Venture Agreement (**JV Agreement**) with Grafex. Under the terms of the JV Agreement (as amended), the Company is liable to fund all exploration and development with respect to the Graphite Projects in Mozambique. Triton has earned an 80% interest in the Graphite Projects and an 80% equity interest in Grafex. See the Operations in Mozambique risk in Section 3.3.

4.2 Administration

Events leading to Administrators appointment

Subsequent to the appointment of Mr Garth Higgo in December 2015, senior management commenced a wide ranging review of the Company's Graphite Projects and various agreements that had been entered into.

Following a substantial shortfall of capital raised in respect of the Company's entitlement offer announced on 17 December 2015, management identified a potential funding shortfall and considered its options and the effect this may have on the Company's solvency.

On 17 February 2016, Ferrier Hodgson were appointed as investigating accountants to complete a limited scope assessment of the Company's financial position. This review into the financial position of the Company revealed that it was solvent and may remain solvent at least until 4 May 2016. Notwithstanding that, there were concerns identified in regards to:

- a potential contingent capital gains tax liability in Mozambique associated with the acquisition of Triton's interest in Grafex (see Section 4.5 below for further details);
- the claims that had been foreshadowed by YXGC (see the Hubei and YXGC risk in Section 3.3 for further details); and
- the extent to which there may have been other unrecorded liabilities which management were unaware of.

This uncertainty continued, and coupled with the difficulty of obtaining further funding on terms that were acceptable to the Board, the Directors formed the view that the Company may not be in a position in the near to medium term to meet its debt obligations when they became due and payable.

Appointment of Administrators

On 2 March 2016, the Directors resolved to place the Company into voluntary administration and appointed the Administrators pursuant to section 436A of the Corporations Act.

On appointment, the Administrators assumed control of the Company's operations and notified employees, creditors and other stakeholders of their appointment. The Administrators then conducted an urgent financial and commercial review of the Company with the assistance of key personnel.

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 and Minjar Gold (whose nominee is Shandong Tianye) (**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, together with the issue of 25,000,000 Options (each having an exercise price of \$0.10 each and an expiry date of 30 June 2018, and with the Options to be issued under a prospectus) (**Placement**). The Company and Minjar Gold executed a subscription agreement dated 25 July 2016 in relation to the Placement. The Company completed the Share component of the Placement on 21 September 2016 pursuant to which all such Shares were issued to Shandong Tianye, the nominee of Minjar Gold. Shandong Tianye has the right to participate in the Share Offer with respect to the Shares it was issued as part of the Placement. The 25,000,000 unlisted Options are offered to Shandong Tianye (or its nominees) under the Options Offer pursuant to this Prospectus. The Company has agreed to pay Azure Capital Pty Ltd an amount equal to 6% of the proceeds from the Shares issued to Shandong Tianye under the Recapitalisation Proposal;
- (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.

An Excluded Claim includes any Claim or liability (contingent or otherwise) arising out of or in connection with any impost imposed by the Mozambique Government or its agencies under Mozambique law in connection with the Company or its related bodies corporate.

On 1 January 2015, a Mozambique capital gains tax regime applicable to the mining sector came into force. According to this regime, the tax in relation to a capital gain on the transfer of mining rights located in the Mozambique territory by non-residents is payable by the seller. In relation to this payment, the Company has been previously advised that the seller, the buyer or the entity holding the mining rights have joint and several liability for the payment of tax in Mozambique. Accordingly, the Company has recognised a tax provision of \$6.5 million (**Tax Provision**) for the consideration paid in relation to its acquisition of an 80% equity interest in Grafex (**Grafex Acquisitions**) and which holds a graphite project located in Mozambique (see the Operations in Mozambique risk in Section 3.3). The Company has been advised that the primary obligation to pay the capital gains tax is the seller's and accordingly, any capital gains tax paid by the minority shareholders of Grafex will reduce the joint and several capital gains tax liability.

However, more recently, Triton has received advice which concludes that the Company is not liable for capital gains tax associated with the Grafex Acquisitions under Mozambique tax law, and that the Company is not jointly and severally liable for the seller's capital gains tax liability. The advice also provides that if the Mozambique tax authorities were to seek capital gains tax from Triton (which under the advice, is an act outside the Mozambique tax law) the negotiation and compliance process would extend for several years from the date of the advice without Triton remitting any payment to the authorities. The advice provides that Triton would not have any reasonable expectation of remission (if at all) for at least a period of two years and potentially significantly longer. Accordingly, in respect of the Company's recent half year report for the half year ended 30 June 2016, the Tax Provision has been reclassified from a current liability to a non-current liability.

The advice received also provides that the quantum of any potential capital gains tax liability is \$1.9 million. Notwithstanding this advice, the Company has decided to recognise a tax provision of \$6.5 million in the Company's recent half year report for the half year ended 30 June 2016.

If capital gains tax is payable in respect of that transfer, notwithstanding the advice noted, and it is not paid, there is a risk that the Mozambique government will not recognise Triton United Limited's 80% interest in Grafex.

See the Investigating Accountant's Report in Annexure C of this Prospectus for further details regarding the potential capital gains tax liability;

- (c) The Mozambique Government Approval and Tax Report contained in Annexure D of this Prospectus provides that the Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability (including but not limited to capital gains tax) in respect of Triton or any other entity in the Group, and there are no restrictions on, or implications in respect of the Offers or the Placement under or in respect of the laws of the Republic of Mozambique. The Mozambique Government Approval and Tax Report and the opinions expressed therein should be construed with regard to the Operations in Mozambique risk in Section 3.3; in the event that the Creditors' Trust Payment is insufficient to meet all valid claims against the Creditors' Trust and the costs of the Administrators, Deed Administrators and trustees of the Creditors' Trust (**Trustees**) in full (**Shortfall Amount**), the Company, at its election, is required to either:
 - (i) issue to the Trustees sufficient Shares which, when realised, will be sufficient to discharge the Shortfall Amount; or
 - (ii) pay to the Trustees an amount equal to Shortfall Amount.
- (d) 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 via 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 is the Share Offer made pursuant to this Prospectus.

On 25 July 2016, the DOCA was executed by the Company and Administrators, and whereupon the Company entered deed administration and the Administrators became the Deed Administrators of the Company.

In the Administrators' Section 439A Report dated 30 June 2016, the Administrators note that the Directors Statement provided under section 438B of the Corporations Act estimated aggregate claims of the Company's creditors to be approximately \$3,067,370, comprising employee claims of \$1,388,846 and unsecured creditors of \$1,678,524, plus a further \$6,422,618 in potential contingent liabilities (predominantly comprising a potential contingent liability for Mozambique capital gains tax on the Grafex Acquisition (see above), which is an Excluded Claim).

A Creditors Trust deed was executed on 22 September 2016 and the Trust Fund (which comprises \$5,000,000 together with any chose in action or claim that the Company may have against third parties (**Company Causes of Action**) and the benefit of such Company Causes of Action) was transferred to the Deed Administrators, in accordance with the DOCA.

The DOCA was wholly effectuated on 22 September 2016.

Having fully complied with the terms of the DOCA, control of the Company reverted to the Board on 23 September 2016.

Outcome of administration

Placement, Share Offer and claims

As stated above, the Company completed the Share issue under the Placement on 21 September 2016, pursuant to which all such Shares were issued to Shandong Tianye.

The Placement is expected to result in employee and unsecured creditors receiving 100 cents in the dollar on their admitted claims (other than the Excluded Claim).

As stated above, the Share Offer made pursuant to this Prospectus is undertaken as part of the Recapitalisation Proposal.

Excluded Claims

Excluded Claims are not affected by the DOCA. An Excluded Claim includes any Claim or liability (contingent or otherwise) arising out of or in connection with any impost imposed by the Mozambique Government or its agencies under Mozambique law in connection with the Company or its related bodies corporate. See section 4.2(b) above.

Mozambique government approval and tax consequences in relation to the Recapitalisation Proposal

See Section 4.2(c) above.

Chinese entities and operations

The Chinese Legal Due Diligence Report provides that the liabilities of the shareholders of a Limited Liability Company to the outside debt collectors (if any) are limited to the amount of registered capital subscribed by each shareholder (ie. that subscription amount is the maximum possible liability of any shareholders to outside debt collectors under the Chinese law).

Hubei is in the form of the Limited Liability Company. According to the Chinese Legal Due Diligence Report, the registered capital of Hubei is RMB 110,000,000, of which Triton has subscribed for RMB 53,900,000 which is yet to be paid up.

The Chinese Legal Due Diligence Report also provides that Triton shall pay in full the investment subscribed (being its share of the registered capital) according to the time limit stipulated in the Chinese Joint Venture Agreement. However, since the Chinese Joint Venture Agreement does not provide a time limit for payment of registered capital, and not all of the conditions precedent to the Chinese Joint Venture Agreement have been met within the stipulated time frames, there has been no delay in payment and no specified time in the future at which the registered capital shall become payable.

The Chinese Legal Due Diligence Report provides that the maximum possible liability of Triton to outside debt collectors for the debts of Hubei (if any) is the amount of RMB 53,900,000 (being its share of the registered capital). However, despite this, Triton is not aware of any valid or enforceable debt or liability which is currently due and in existence for Triton as a shareholder of Hubei (other than the claim of US\$1-2M dismissed by the Administrators). Although, it is possible that YXGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future. See the Hubei and YXGC risk in Section 3.3.

Contracts

All contracts of the Group in force at the time of appointment of the Administrators were terminated by the Administrators except the following:

- Office Lease Agreement between Mr. Santos Pinto Veloso and Grafex dated 19 December 2015 (refer to Section 4.4) (not a material contract of the Group);

- Office Lease Agreement between Triton and Zena Nominees Pty Ltd dated 13 July 2015;
- Financial Management Services Agreement between Grafex, Lda and NVR Consultoria e Serviços, Lda dated 17 October 2014 (as amended) (refer to Section 4.4) (not a material contract of the Group);
- Employee Services Agreement between Victor Matsumane and Triton dated 1 July 2015 (as amended) (not a material contract of the Group);
- Employee Services Agreement between Gidiao Mbanze and Grafex dated 1 June 2015 (as amended) (not a material contract of the Group);
- Farmin and Joint Venture Agreement between Triton and Grafex Limitada dated 7 December 2012 (as amended) (refer to Section 4.5);
- Shareholders Agreement between Triton, Gregory James Sheffield, Claudio Manuel Loureiro de Nogueira and Grafex Limitada dated 6 November 2013 (as amended) (refer to Section 4.4);
- Deed of Release between Triton, Gregory James Sheffield and Grafex Limitada dated 26 September 2016 (refer to Section 4.5);
- Strategic Alliance Agreement between Triton, AMG Mining AG and GK Ancuabe Graphite Mine, SA dated 16 March 2015 (refer to Section 4.5);
- Subscription Agreement between the Company and Minjar Gold (a subsidiary of Shandong Tianye) dated 25 July 2016 (refer to Section 4.2);
- Underwriting Agreement between the Company and the Underwriter dated 25 July 2016 (as amended) (refer to Section 5.4); and
- Advisor engagements in connection with this Prospectus (refer to Section 5.11).
- Share Purchase Agreement between the Company, Claudio Nogueira and Gregory Sheffield under which the Company acquired an 80% interest in Grafex dated 6 November 2013 (as amended) (however, all obligations under this agreement have been fulfilled).

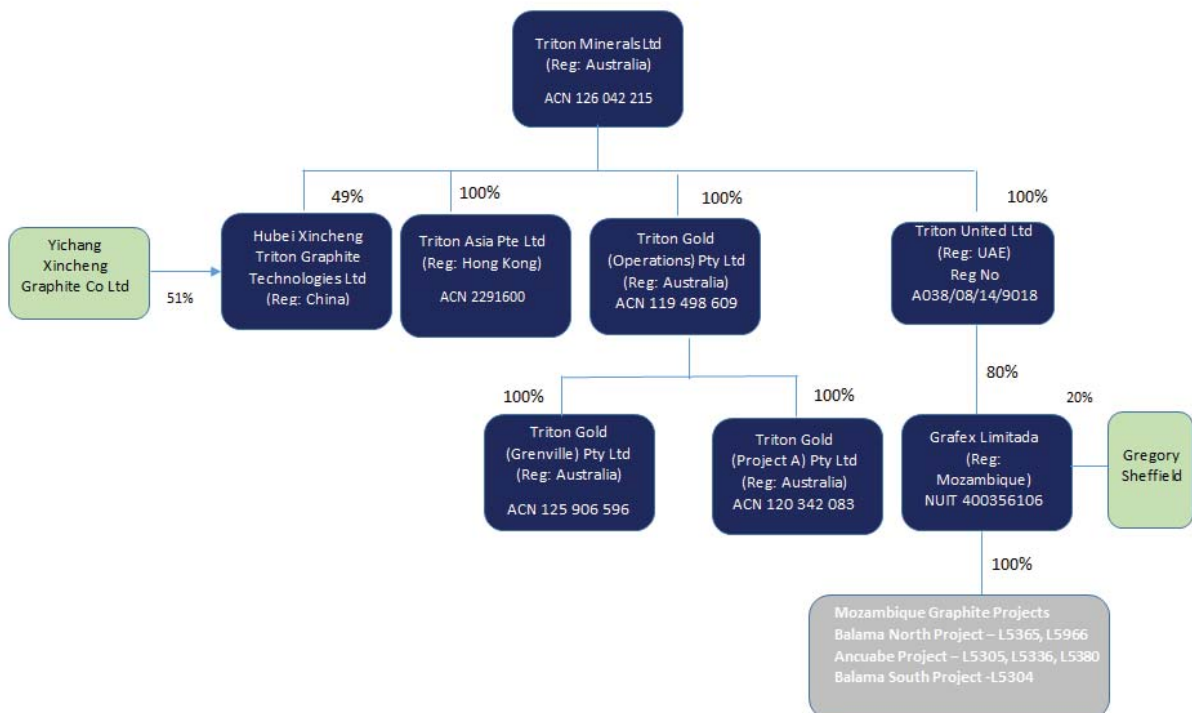
In addition, the Company entered into the following new contracts:

- Drilling Services Contract between Grafex and Aguaterria Limitada for drilling Services for 3,000 metres of diamond drilling and 1,800 metres of RC drilling at the Ancuabe Project dated 5 October 2016 (refer to Section 4.5);
- Employment agreements and director appointments of executives and directors of Triton (refer to Section 4.4); and
- Exploration and Project Management Services Contracts between the Company and CSA Global and Grafex and CSA Global for the current exploration drilling programme which is being undertaken on the Ancuabe Project dated 11 October 2016 (not a material contract of the Group).

Contracts of the Group were terminated by the Administrators or during the period of the Administrator's appointment are:

- Equity Placement Facility Agreement;
- Project Funding and Offtake Agreement – Shenzhen Qianhai Group Co., Ltd
- Letter agreement between Yichang Xincheng Graphite Co Ltd (YXGC) and Triton (Offtake Letter Agreement);
- Letter of intent between Shenzhen Qianhai Zhongjin Group (SQZG) and Triton for Project Funding and Offtake Agreements;
- Extension letter between SQZG and Triton to extend the due diligence period 3-6 months to 30 December 2015;
- YXGC Joint Ventures: letter agreement between YXGC and Triton (Joint Venture Letter Agreement); and
- Letter agreement between YXGC and Triton verifying that the term of the Offtake Letter Agreement is 20 years.

4.3 Group Structure



4.4 Directors, senior executives and corporate governance

Directors

The Directors bring to the Board relevant experience and skills, including industry and business knowledge, financial management and corporate governance experience. The Directors of the Company as at the date of this Prospectus are:

Xingmin (Max) Ji

Qualifications

Experience

Interest in
Securities**Non-executive Chairman (appointed 22 July 2016)**

BA MBA, Newport University, USA California

Mr Xingmin Ji possess over 20 years of experience in the finance and investment fields. He has worked in China, Hong Kong, USA, Singapore and Australia in the fields of resource project development, stock market investment, foreign currency, real estate and trade, as well as various other investment projects.

Previously, Mr Ji has been involved in being the main shareholder for more than 20 companies, including a public listed company listed on the Shanghai stock market. He has been a Director and Chairman for many companies, some of which were for joint venture with Hong Kong, USA, Russia and Australia.

Mr Ji was the CEO of Minjar Gold from 2011 – 2014. During that time, he guided Minjar Gold from exploration to production. He was integral in the vending of Minjar Gold into Shanghai stock exchange listed Shandong Tianye.

Mr Ji is currently the Chairman of Minjar Gold and the CEO of Shandong Tianye Australia Group, with a particular focus on company strategy and development. Mr Ji led Shandong Tianye's investment in the Company and Minjar Gold's recent acquisition of the Pajingo gold mine.

Mr Ji sits on the Board as a nominee of Shandong Tianye, a substantial shareholder of the Company.

Nil

Peter Canterbury

Qualifications

Experience

Managing Director (appointed 3 October 2016)**BBus(Acc) CPA**

Mr Peter Canterbury is a highly regarded senior mining executive who brings to the role significant knowledge of project development on operations in Australia and Africa.

Mr Canterbury was previously the CEO of Bauxite Resources Limited for 2½ years. Prior to this he was the CFO of Sundance Resources for six years. He played a lead role in negotiating the Mining and Development convention for Sundance in Cameroon for the US\$5billion integrated iron ore mine rail and port project. He was also critical in the rebuilding of Sundance as acting CEO following the tragic plane crash in June 2010, which claimed the lives of the CEO and the entire Board.

Between 2001 and 2007, Mr Canterbury was the Chief Financial Officer of Dadco Europe, which owns the Stade Alumina refinery in Germany and a share in the CBG bauxite mine in Guinea. During his time there he was

responsible for finance, commerce and logistics functions of the Company. Earlier in his career he held several senior positions with Alcoa World Alumina in the finance, marketing and projects areas in Australia and overseas.

Interest in Securities	Nil (note: approval will be sought for the issue of securities to Peter Canterbury at the Company's 2016 annual general meeting)
Employment contract	<p>The material terms of Mr Canterbury's employment are as follows:</p> <ul style="list-style-type: none">• remuneration of \$400,000p.a. plus superannuation required to be paid by law;• duties as directed by the Board and Mr Canterbury's duties and responsibilities also include (but are not limited to) duties and responsibilities consistent with and of the kind customarily undertaken by a managing director of an ASX listed entity of similar size and nature to the Company; and• termination by the Company or Mr Canterbury upon 3 months' notice without cause and other customary rights to terminate Mr Canterbury's employment (including for a serious or persistent breach by Mr Canterbury of his employment agreement).

Patrick Burke

Non-executive Deputy Chairman (appointed 22 July 2016)

Qualifications

Bachelor of Law

Experience

Mr. Patrick Burke is Non-Executive Director of the Company. Mr Burke holds a Bachelor of Law degree from the University of Western Australia. He has extensive legal and corporate advisory experience and has acted as a Director for a number of ASX, NASDAQ and AIM listed small to midcap resources companies over the past 10 years. His legal expertise is in corporate commercial and securities law with an emphasis on capital raisings and mergers and acquisitions. His corporate advisory experience includes identification and assessment of acquisition targets strategic advice structuring and pricing negotiation funding due diligence and management of process. He contributes general commercial and legal skills along with a strong knowledge of the ASX requirements.

Mr Burke is currently a director for ASX listed ATC Alloys Limited and dual NASDAQ and ASX listed Uranium Resources, Inc.

Mr Burke sits on the Board as a nominee of Somers & Partners, which, depending on the number of Shortfall Shares subscribed for, may become a substantial shareholder of the Company.

Interest in Securities

Nil (note: Patrick Burke has entered into a commitment

	with Somers & Partners to sub-underwrite the Share Offer in respect of 1,666,667 Shares. Patrick Burke will receive a sub-underwriting fee of 1% of the amount of his sub-underwriting commitment, totalling \$1,000 (plus GST))
Contracts	Mr Burke has an arms' length contract with the Company to provide corporate and legal services on a monthly basis as required by the Company at its absolute discretion. Mr Burke will receive \$5,000 per month for providing the services and either party may, at any time, terminate this agreement at any time by giving to the other party 1 month's prior written notice.
Maria Paula De Lima Ferreira	Non-executive director (appointed 24 August 2014)
Qualifications	Bachelor of Accountancy
Experience	<p>Ms. Ferreira is a Mozambican citizen and a Chartered Accountant certified by Ordem dos Contabilistas e Auditores do Mocambique (OCAM) with over 44 years of experience.</p> <p>Ms. Ferreira is a highly qualified professional having spent over 15 years of her early career in the construction industry as an accountant, Chief Financial Officer and senior executive. She was one of the founders of the major Mozambican construction company CETA, having a strategic role in the merger of the 6 construction companies that formed CETA.</p> <p>Subsequently, Ms. Ferreira spent the next 27 years devoted to financial audit, consulting and advisory roles. Ms. Ferreira was the managing director and a partner of Deloitte & Touche in Mozambique from 2000 to 2013. Trained as an auditor, she was previously with Ernst & Young in Maputo, Mozambique and owned and managed her own audit firm Sisteconta from 1987 to 1992.</p> <p>During these 27 years and whilst dealing with an extensive client portfolio, Ms. Ferreira developed a strong knowledge of the business environment in Mozambique including the public sector and international funding agencies.</p> <p>Formally retired since January 2014, Ms. Ferreira is currently a member of the Fiscal Council of Mozabanco, Fellow of Aspen Global Leadership Network and is engaged in some projects in entrepreneurship development. Ms. Ferreira is co-author of "<i>Accounting System for the Private Sector in Mozambique</i>" a didactic book published in 2014 providing guidance for application of IFRS in Mozambique. She is also co-author of five e-books on the Mozambican Tax System.</p>
Interest in Securities	Performance Rights – 2,500,000

Guanghai (Michael) Ji	Non-executive director (appointed 22 July 2016)
Qualifications	Bachelor of Engineering
Experience	Mr. Guanghai Ji is the CEO of Minjar Gold. Mr. Ji worked for various leading mining companies throughout China and Mongolia. He has been involved in production management and international mining resource development for 16 years, mainly in the gold and non-ferrous metal mining and processing sector. He has significant technology and management abilities. Mr. Ji graduated from North China Electric Power University in 2000 with a Bachelor of Engineering in Management. Mr Ji sits on the Board as a nominee of Shandong Tianye, a substantial shareholder of the Company.
Interest in Securities	Nil

In light of the Company's size, nature and stage of development, the Board considers that the composition of the current Board is appropriate. As the Company's activities develop, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

Each Director has confirmed to the Company that they anticipate being available to perform duties as a Director without constraint from other commitments.

(a) Independence of Directors

The Board considers an Independent Director to be a Director is a non-executive Director (ie. is not a member of management) and:

- (i) holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated directly or indirectly with, a Shareholder of more than 5% of the voting shares of the Company;
- (ii) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- (iii) within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- (iv) is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (v) has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- (vi) has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- (vii) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.

The Board will consider whether there are any factors or considerations which may mean that a Director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

The Board considers that Ms Ferreira is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of her judgement and that she is able to fulfil the role of Independent Director for the purpose of the ASX Recommendations.

Mr Xingmin Ji and Mr Guanghui Ji are not currently considered to be Independent as they are both nominees of Shandong Tianye which is a substantial shareholder of the Company.

Mr Burke is not currently considered to be Independent as he is a nominee of Somers & Partners, the Underwriter, which, depending on the number of Shortfall Shares subscribed for, may become a substantial shareholder of the Company.

Mr Canterbury holds the position of Managing Director and therefore does not meet the definition of Independent due to his executive appointment.

The Directors believe that they are able to objectively analyse the issues before them in the best interests of all Shareholders and in accordance with their duties as Directors.

(b) Senior Executives

Biographies for the Senior Executives are set out below.

Paige Exley	Company Secretary & Group Financial Controller
Qualifications	Bachelor of Commerce. Diploma of Applied Corporate Governance
Experience	Ms Exley holds a Bachelor of Commerce, with a double major in Accounting and Business Law from Curtin University and a Post-Graduate Diploma of Applied Corporate Governance from the Governance Institute of Australia and is a Chartered Company Secretary. Ms Exley is currently completing her Chartered Accountants qualification and has over 15 years of experience in financial and management accounting roles with ASX listed companies and more recently has held company secretarial roles for ASX listed and unlisted companies and has significant experience in the resources, biotechnology, professional services, wine and liquor industries.
Interest in securities	Shares – 310,000 Listed Options – 5,000 Performance Rights – 2,000,000
Employment contract	The material terms of Ms Exley's employment are as follows: <ul style="list-style-type: none"> • remuneration of \$195,000 p.a. (plus superannuation required to be paid by law);

- duties to be undertaken as directed by the Managing Director, the Chairman and the Board; and
- termination by the Company or Ms Exley upon 1 months' notice without cause and other customary rights to terminate Ms Exley's employment (including for a serious or persistent breach by Ms Exley of her employment agreement).

(c) **Corporate Governance**

The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic goals of the Company. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return and building the growth and success of the Company. In conducting business with these objectives, the Board aims to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company, its Directors, officers and employees operate in an appropriate environment of corporate governance.

Accordingly, the Board has a framework for managing the Company, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

The Company is listed on ASX. The ASX Corporate Governance Council has developed and released its third edition of the Corporate Governance Principles and Recommendations (ASX Recommendations) for Australian listed entities in order to promote investor confidence and to assist companies in meeting stakeholder expectations. The ASX Recommendations are not prescriptions, but guidelines. However, under the ASX Listing Rules, the Company is required to provide a statement in its annual report disclosing the extent to which it has followed the ASX Recommendations in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it.

The Companies corporate governance policies are available on the Company's website (www.tritonminerals.com).

Board Charter

In carrying out the responsibilities and powers set out in the Board Charter, the board of directors of the Company recognises its:

- overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of Shareholders; and
- duties and responsibilities to its employees, customers and the community.

Responsibilities

In addition to matters it is expressly required by law to approve, the Board has a number of responsibilities, including:

- appointment of the Managing Director and other senior executives;
- driving the strategic direction of the Company;

- (c) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (d) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures; and
- (e) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.

Composition

- (a) The composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.
- (b) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) Where practical, the majority of the Board is comprised of non-executive Directors. Where practical, at least 50% of the Board will be independent.
- (d) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to Shareholders.

Chairman

- (a) Where practical, the Chairman should be a non-executive Director. The Chairman must be able to commit the time to discharge the role effectively.
- (b) The Chairman is responsible for the leadership of the Board, ensuring it is effective and setting the agenda of the Board.
- (c) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.

Committees

The Company currently has the following committees:

1. Nomination & Remuneration Committee

Members – Patrick Burke and Xingmin (Max) Ji

The Remuneration Committee's primary purpose is to support and advise the Board in fulfilling its responsibilities to Shareholders by reviewing and approving the executive remuneration policy, ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration, recommending to the Board the remuneration of executive Directors and reviewing and approving any equity based plans and other incentive schemes.

The Nomination Committee's primary purpose is to support and advise the Board in maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body and ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and

discharge their duties having regard to the law and the highest standards of corporate governance.

2. Audit & Risk Committee

Members – Patrick Burke and Xingmin (Max) Ji. The role of the Audit and Risk Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance.

- (a) The charter of the Committees is approved by the Board and reviewed following any applicable regulatory changes.
- (b) Members of Committees are appointed by the Board.
- (c) Where the Board does not consider that the Company will gain any benefit from a particular separate committee, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee.

Board's relationship with management

- (a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director.
- (b) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

Corporate Code of Conduct

The Company adheres to a Corporate Code of Conduct which is designed to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The Code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

Securities Trading Policy

The Company has established a policy on the sale and purchase of securities in the Company by its Key Management Personnel (**Securities Trading Policy**).

The purpose of the Securities Trading Policy is to assist key management personnel to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the Corporations Act.

The Securities Trading Policy establishes periods when key management personnel may not deal in securities of the Company and also prohibits the trading in securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'.

The Securities Trading Policy requires the approval of either the Managing Director or the board prior to any dealing in the company's securities

Diversity Policy

The Company and all its related bodies corporate are committed to workplace diversity.

The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background

The Company has a Diversity Policy which provides a framework for the Company to achieve:

- (i) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (ii) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (iii) improved employment and career development opportunities for women;
- (iv) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (v) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

(d) Dividend policy

The extent, timing and payment of any dividends in the future will be determined by the Directors based on a number of factors, including future earnings and financial performance and position of the Company.

At the date of issue of this Prospectus the Directors do not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of the distributable earnings, operational results and financial position of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Directors.

4.5 Mozambique entities and operations

Grafex Limitada

Grafex Limitada is the registered holder of eight (8) exploration licenses, of which six (6) have been formally granted by the Mozambique Government and two (2) are in application, in the Cabo Delgado Province of northern Mozambique. On 7 December 2012, the Company entered into the Farm-in and Joint Venture Agreement with Grafex. Under the terms of the JV Agreement (as amended), the Company is liable to fund all exploration and development with respect to the Graphite Projects. The Company has earned an 80% interest in the Graphite Projects pursuant to the JV Agreement (as amended).

Separately from this, the Company acquired an 80% interest in Grafex Limitada pursuant to a share purchase agreement (**SPA**) dated 6 November 2013 (as amended). However, the Mozambique Solicitor's Report on Tenements in Annexure B provides that a transfer of quotas from Gregory Sheffield to Triton United Limited on 18 September 2014 of an 80% interest in Grafex is required to be approved by the Mozambique government. This transfer has occurred and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette in Mozambique. However, as at the date of this Prospectus, this approval has not been obtained. See the Operations in Mozambique risk in Section 3.3.

The Mozambique Solicitor's Report on Tenements in Annexure B reports on the incorporation, status and affairs of Grafex. Among other things, the Mozambique Solicitor's Report on Tenements confirms that each of the mining licenses held by Grafex (as set out in the report) are validly held and are in good standing. See Annexure B for further details.

Entity	Grafex Limitada, incorporated on 19 April 2012
Board and management	Patrick Nicolas Burke – Chairman Paige Jean Exley – Director Gregory James Sheffield - Director
Capital structure	Total share capital subscribed and paid up is 20,000 MZN divided up into 2 quotas Shareholders: <ul style="list-style-type: none"> • Triton United Limited – 16,000 MZN • Gregory Sheffield – 4,000 MZN <p>The Company has earned an 80% interest in the project.</p> <p>Separately from this, the Mozambique Solicitor's Report on Tenements in Annexure B provides that a transfer of quotas from Gregory Sheffield to Triton United Limited on 18 September 2014 of an 80% interest in Grafex is required to be approved by the Mozambique government. This transfer has occurred and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette in Mozambique. However, as at the date of this Prospectus, this approval has not been obtained. See the Operations in Mozambique risk in Section 3.3.</p>
Material Assets	See the Mozambique Solicitor's Report on Tenements in Annexure B of this Prospectus for further details regarding Grafex's assets.
	To the best of the knowledge of the Company, notwithstanding that not all past records can be located, Grafex has complied with all of its annual and monthly fiscal obligations since Triton United Limited acquired an interest in Grafex.

Project	License ID	Area ha	Owner	Approval date	Expiry date
Balama North	5365	18,491	Grafex Limitada	29/10/2012	29/10/2017
Balama North	5966	14,192	Grafex Limitada	19/06/2013	19/06/2018

Balama South	5304	22,722	Grafex Limitada	13/02/2013	13/02/2018
Ancuabe	5305	20,592	Grafex Limitada	30/05/2013	30/05/2018
Ancuabe	5934	4,812	Grafex Limitada	approved, awaiting documentation	
Ancuabe	5336	9,436	Grafex Limitada	30/05/2013	30/05/2018
Ancuabe	5380	19,427	Grafex Limitada	08/11/2012	08/11/2017
Ancuabe	6357	8,999	Grafex Limitada	approved, awaiting documentation	

Contracts

1. Farmin and Joint Venture Agreement between Triton and Grafex Limitada dated 6 November 2013 as amended on 16 July 2014, 24 July 2014, 21 January 2015, 18 February 2015 and 24 November 2015 (see summary under the heading 'Mozambique Contracts in this Section 4.5 below).
2. Shareholders Agreement between Triton, Gregory James Sheffield (**Sheffield**), Claudio Manuel Loureiro de Nogueira (**Nogueira**) (collectively the **Shareholders**) and Grafex Limitada dated 6 November 2013 as amended 24 July 2014, 18 February 2015 and 26 September 2016 (see summary under the heading 'Mozambique Contracts in this Section 4.5 below).
3. Deed of Release between Triton, Sheffield and Grafex Limitada dated 26 September 2016 (see summary under the heading 'Mozambique Contracts in this Section 4.5 below).
4. Strategic Alliance Agreement between Triton Minerals Limited, AMG Mining AG (AMG) and GK Ancuabe Graphite Mine, SA (GKAM) (a subsidiary of AMG) in relation to the development of the Ancuabe graphite properties in Mozambique (see summary under the heading 'Mozambique Contracts in this Section 4.5 below).
5. Drilling Services Contract between Grafex and Agua Terra Ltd for drilling Services for 3,000 metres of diamond drilling and 1,800 metres of RC drilling at the Ancuabe Project dated 5 October 2016 (see summary under the heading 'Mozambique Contracts in this Section 4.5 below).

Material Liabilities

Payments due in the ordinary course pursuant to the contracts noted above and a shareholder loan to Triton United Ltd (noted as a book entry in Grafex's accounts for the amount of \$1,139,129 as at 30 June 2016).

Pursuant to the existing 6 granted licenses, the Company has an annual expenditure commitment of approximately \$200,000.

In addition, the Company has committed to an exploration drilling programme for the Ancuabe Project with drilling costs of approximately \$600,000.

Triton has received advice which concludes that the Company is not liable for capital gains tax associated with the acquisition of its 80% equity interest in Grafex (see the Operations in Mozambique risk in Section 3.3). Notwithstanding this advice, the Company has continued to recognise a tax provision of \$6.5 million in the Company's recent half year report for the half year ended 30 June 2016, although it has been reclassified as a non-current liability, and it is not clear whether Triton may ever be liable for any part of any such assessment – see Annexure C.

Mozambique Solicitor's Report on Tenements

The Mozambique Solicitors Report on Tenements confirms the existence of six granted mining titles (**Mining Titles**) and with respect to each Mining Title confirms that:

- (a) each of them are validly held by Grafex;
- (b) each of them are valid and are in good standing and have not been cancelled, suspended or expired and all necessary documents and filings required to be made in relation to each of the Mining Titles have been made;
- (c) each of them have been validly granted under the Mining Law and Regulation;
- (d) each of them are transferable by virtue of Mining Law and Mining Law Regulation;
- (e) Grafex as holder of each Mining Title, enjoys exclusive rights to undertake the mining activity under the type of mining license;
- (f) to the best of CGA's there is no actual or pending dispute or default on any of the Mining Titles where such default could result in the cancellation, suspension or expiration of any of them;
- (g) there are no disputes that CGA are aware of relating to the Mining Titles with any governmental or regional authority or any unrelated third party;
- (h) there are no provisions under the Mozambican law or regulation in relation to the applications which would permit the Mining Titles to be forfeited or withdrawn; and
- (i) none of the Mining Titles are due for renewal during 2016.

Grafex also has Applications for licenses and in respect to these Applications CGA confirm that:

- (a) Grafex is the sole legal and beneficial applicant for the Applications;
- (b) the Applications have been made in compliance with all applicable laws and regulations and CGA is not aware of any reasons why the Applications will not be granted;
- (c) to the best of CGA's knowledge there is no actual or pending dispute or default on any of the Applications where such default could result in the cancellation, suspension or expiration of any of them;
- (d) there are no disputes that CGA is aware of relating to the Applications with any governmental or regional authority or any unrelated third party; and
- (e) there are no provisions under the Mozambican law or regulation in relation to the Applications which would permit the applications to be forfeited or withdrawn.

Mozambique contracts

1. Farmin and Joint Venture Agreement between Triton and Grafex Limitada dated 7 December 2012 as amended on 1 February 2013, 6 November 2013, 16 July 2014, 24 July 2014, 21 January 2015, 18 February 2015 and 24 November 2015 (**JV Agreement**).

The JV Agreement, in conjunction with the Shareholders Agreement (see below), governs the relationship between Triton and Grafex Limitada with respect to the Graphite Projects.

The interests of the parties in the Graphite Projects under the JV Agreement are as follows:

Triton	80%
Grafex Limitada	20%

(Percentage Interests).

The material terms of the JV Agreement are as follows:

- (a) The objects of the joint venture are to explore for minerals on the Graphite Projects and, if commercially viable, to undertake development and commercial production.
- (b) The relationship of Grafex and Triton will be as tenants-in-common in their respective Percentage Interests in the Graphite Projects and the liability of the parties will be several in the proportions of their respective Percentage Interests.
- (c) Any ores, solutions, concentrates, doré, graphite, uranium, gold or other products produced by or on behalf of the parties from the Graphite Projects will pass to the Parties in proportion to their respective Percentage Interests.
- (d) A management committee will be constituted with responsibility for overseeing joint venture operations. Grafex Limitada and Triton will each be entitled to appoint representatives to the management committee with each party's representatives being entitled to vote collectively in proportion to the party's respective Percentage Interest. All decisions of the management committee will be made by simple majority vote. The representative of the party with the majority Percentage Interest in the joint venture will be the chairman of the management committee.
- (e) The Manager and operator of the joint venture will be the party with the majority Percentage Interest.
- (f) The Manager will propose programs and budgets for the conduct of the Graphite Projects and will carry out such programs as are approved by the management committee. The minimum program and budget from time to time will be such that the Licenses will be maintained in good standing.
- (g) If the management committee resolves to proceed with development / mining within the Graphite Projects, the parties will negotiate in good faith and enter into a separate development / mining joint venture agreement for those purposes. The area required for the development / mining will be excised from the area of the joint venture. Until the parties agree on the terms of the separate development / mining joint venture, the terms of the JV Agreement will apply.

- (h) Triton shall pay the annual licence fees of the Graphite Projects and meet the minimum exploration commitments to keep the Graphite Projects in good standing.
- (i) Triton shall fully finance and carry Grafex until the Graphite Projects has been developed and is in production. Grafex shall repay Triton its 20% share of the development costs by warranting 90% of Grafex's cash flow from production profits, following which the parties shall contribute to costs on a pro rata basis.
- (j) Any party may terminate the JV Agreement by notice in writing to the other parties if any of the other parties commit a breach of the JV Agreement and the breach is material and not capable of being cured; or the breach is capable of being cured and the defaulting party fails to cure the breach within 30 business days of being notified of the breach in writing. The JV Agreement will remain on foot until terminated.
- (k) The JV Agreement is governed by Western Australian law.

2. Shareholders Agreement between Triton, Gregory James Sheffield (**Sheffield**), Claudio Manuel Loureiro de Nogueira (**Nogueira**) (collectively the **Shareholders**) and Grafex Limitada dated 6 November 2013 as amended 24 July 2014, 18 February 2015 and 26 September 2016 (**Shareholders Agreement**)

The Shareholders have agreed to enter into this agreement for the purpose of regulating their relationship between them as shareholders of Grafex Limitada.

The shareholding of the Shareholders in Grafex is as follows:

- Triton 80%
- Grafex Limitada 20%

(Percentage Interests).

The Company has earned an 80% interest in the project. Separately from this, the Mozambique Solicitor's Report on Tenements in Annexure B provides that a transfer of quotas from Gregory Sheffield to Triton United Limited on 18 September 2014 of an 80% interest in Grafex is required to be approved by the Mozambique government. This transfer has occurred and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette in Mozambique. However, as at the date of this Prospectus, this approval has not been obtained. See the Operations in Mozambique risk in Section 3.3.

The material terms of the Shareholders Agreement is as follows:

- (a) The objective of the Shareholders in establishing Grafex Limitada is to conduct mineral exploration and development in Mozambique.
- (b) The minimum number of directors shall be three, comprising Sheffield and two nominees of Triton.
- (c) The directors shall have the number of votes equal to the Percentage Interest of the Shareholder they represent. The Chairman of the board will be a director appointed by Triton and shall have a casting vote. All decisions of the board or the Shareholders in general meeting shall be by simple majority.
- (d) Triton's nominee directors shall manage the day to day operations of Grafex Limitada.

- (e) Appointment and/or dismissal of any employees by Grafex Limitada shall only be by unanimous consent of all Shareholders.
 - (f) No liability, either actual or contingent, or expenditure either single item or cumulative, in excess of \$150,000, shall be made without the consent of all Shareholders.
 - (g) All funds which are required to conduct the operations of Grafex Limitada are to be made available to the Company from time to time by the Shareholders in proportion to their Percentage Interests.
 - (h) The Shareholders Agreement will be terminated on any date mutually agreed in writing by the parties to the Shareholders Agreement; on the date when Grafex Limitada is wound up by an order of the court; or if only one party to the Shareholders Agreement is the registered holder of shares in Grafex Limitada. The Shareholders Agreement will remain on foot until terminated.
 - (i) The Shareholders Agreement is governed by Western Australian law.
3. Deed of Release between Triton, Sheffield and Grafex Limitada dated 26 September 2016 (**Deed of Release**).

The material terms of the Deed of Release is as follows:

- (a) Each party unconditionally and irrevocably releases and discharges each other party from all claims of any nature whatsoever under the JV Agreement and the Shareholders Agreement save for Excluded Claims.
- (b) The parties consent, for the purposes of the Shareholders Agreement, to the expenditure of up to \$4,620,114 on exploration and to any appointment or dismissal of any employees consequential upon the expenditure of these funds.
- (c) The Deed of Release is governed by Western Australian law.

Separately, Nogueira, a former shareholder of Grafex, has confirmed with the Company that he is no longer a party to the Shareholders Agreement.

4. Strategic Alliance Agreement between Triton Minerals Limited, AMG Mining AG (**AMG**) and GK Ancuabe Graphite Mine, SA (**GKAM**) (a subsidiary of AMG) in relation to the development of the Ancuabe graphite properties in Mozambique (**Strategic Alliance Agreement**).

The material terms of the Strategic Alliance Agreement is as follows:

- (a) Under the Strategic Alliance Agreement, Triton, AMG and GKAM (a subsidiary of AMG) form a strategic alliance in relation to the development of the Ancuabe graphite properties in Mozambique. The strategic alliance covers licences 4C, 5305L, 5336L, 5385L, 5934L and 6357L (**Área**).
- (b) The initial phase of the strategic alliance will include the parties quantifying and qualifying graphite occurrences within the Area by further geological work including mapping, sampling, drilling and the testing of graphitic samples.
- (c) The next stage of the strategic alliance concerns exploring the possibilities for further cooperation between the parties such as forming a formal partnership in relation to graphite occurrences within the Area, development of joint programs for excavation, development and mining services, industrial cooperation in processing, midterm offtake agreements and/or marketing and distribution agreements.

- (d) Unless otherwise agreed in writing, the parties shall not invite any third party to enter into a transaction related to the exploration and development of the Area or any graphite deposits at the Ancuabe district during the term of the strategic alliance. This exclusivity arrangement does not extend to either party entering into separate sales, marketing or offtake arrangement with a third party for graphite concentrate produced from the Area.
 - (e) The term of the strategic alliance is 2 years from date of execution of the Strategic Alliance Agreement, being 16 March 2015.
5. Drilling Services Contract between Grafex and Agua Terra Ltd for drilling services for 3000 metres of diamond drilling and 1,800 metres of RC drilling at the Ancuabe Project dated 5 October 2016 (**Drilling Services Contract**).

The material terms of the Drilling Services Contract is as follows:

- (a) approximately 3,000 metres of diamond drilling will be undertaken by Agua Terra Ltd, as instructed by Grafex;
- (b) approximately 1,800 metres of reverse circulation drilling will be undertaken by Agua Terra Ltd, as instructed by Grafex;
- (c) Agua Terra Ltd will provide drilling related supplies, fuel, earthmoving equipment, personnel and accommodation services to support the required drilling;
- (d) the Drilling Services Contract is governed by the laws of Mozambique;
- (e) the drilling services to be undertaken by Agua Terra Ltd under the Drilling Services Contract are to be undertaken during the months of October to December 2016;
- (f) the Drilling Services Contract may be terminated immediately if the other party commits a material breach of its obligations and where capable of remedy fails to remedy the breach within a reasonable period of time (which shall be no less than 21 days after receiving written notice to do so); a provisional or final order is made to wind up a party to the contract or for the judicial management of a party to the contract; or any scheme of compromise or arrangement is entered by the other party with its creditors or any class of them.

Mozambique capital gains tax – Grafex Limitada

See Section 4.2(b) for details regarding Grafex’s potential capital gains tax liability.

4.6 Chinese entities and operations

Hubei Xincheng Triton Graphite Technologies Ltd and YXGC

Hubei Xincheng Triton Graphite Technologies Ltd (**Hubei**) is a China based entity incorporated on 28 September 2015 as the joint venture entity to own the land and plant and to operate the Chinese joint venture with Yichang Xincheng Graphite Co. Ltd (**YXGC**). See the Chinese Legal Report in Annexure E and the Hubei and YXGC risk in Section 3.3 for more information.

Entity	Hubei Xincheng Triton Graphite Technologies Ltd (Hubei), incorporated on 28 September 2015
Board and	Bing Yue (岳兵) – Chairman

management	<p>Alf Gillman - Director and General Manager Chengwang Luo (罗成旺) – Supervisor Paige Exley – Director Wei Luo (罗伟) – Director Xinqing Yue (岳新卿) – Director</p>
Capital structure	<p>Total registered capital of RMB110,000,000, of which RMB56,100,000 is paid up by YXGC.</p> <p>Shareholders:</p> <p>YXGC – subscribed capital contribution of RMB56,100,000</p> <p>Triton Minerals Ltd - subscribed capital contribution of RMB53,900,000.</p> <p>The Chinese Legal Due Diligence Report provides that the liabilities of the shareholders of a Limited Liability Company to the outside debt collectors (if any) are limited to the amount of registered capital subscribed by each shareholder (ie. that subscription amount is the maximum possible liability of any shareholders to outside debt collectors under the Chinese law).</p> <p>Hubei is in the form of the Limited Liability Company. According to the Chinese Legal Due Diligence Report, the registered capital of Hubei is RMB 110,000,000, of which Triton has subscribed for RMB 53,900,000 which is yet to be paid up.</p> <p>The Chinese Legal Due Diligence Report also provides that Triton shall pay in full the investment subscribed (being its share of the registered capital) according to the time limit stipulated in the Chinese Joint Venture Agreement. However, since the Chinese Joint Venture Agreement does not provide a time limit for payment of registered capital, and not all of the conditions precedent to the Chinese Joint Venture Agreement have been met within the stipulated time frames, there has been no delay in payment and no specified time in the future at which the registered capital shall become payable.</p> <p>The Chinese Legal Due Diligence Report provides that the maximum possible liability of Triton to outside debt collectors for the debts of Hubei (if any) is the amount of RMB 53,900,000 (being its share of the registered capital). However, despite this, Triton is not aware of any valid or enforceable debt or liability which is currently due and in existence for Triton as a shareholder of Hubei (other than the claim of US\$1-2M dismissed by the Administrators). Although, it is possible that YXGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future. See the Hubei and YXGC risk in Section 3.3.</p>
Material Assets	<p>Triton has not contributed capital or made any other contribution to Hubei since Hubei was incorporated.</p> <p>Further, since incorporation of Hubei, Triton's representative Ms Paige Exley has not received any information or documentation concerning Hubei (other than the company searches obtained in</p>

respect of Hubei and the Chinese Legal Due Diligence Report), and neither Triton nor Ms Exley are aware of any Hubei shareholder or director meetings having been held. Triton has been unable to confirm the assets of Hubei beyond those identified in the Chinese Legal Report in Annexure E. Given it has not contributed to Hubei after its incorporation, and the relevant agreements have been terminated (see below), the Triton Board considers that notwithstanding that Triton holds shares in Hubei, it would be misleading to suggest that it had an ownership interest or value in Hubei's assets. The Triton Board anticipates that if and when YXGC proceeds to register the termination of the relevant agreements, or other formal action in China is taken, it is likely to involve a forfeiture or a disposal of Triton's interest in Hubei for no consideration. See the Hubei and YXGC risk contained in Section 3.3 for further details.

Contracts

Letter agreement dated 30 March 2015 between Triton and YXGC for the sale and purchase of graphite concentrate from Triton's Mozambique graphite project (**SPA**).

Letter agreement dated 13 May 2015 Triton and YXGC to construct and manage two graphite product facilities in Mozambique and China to produce enhanced graphite products (**JVA**).

One of the key terms of the JVA was that each party was required to deposit US\$1-2 million into a joint venture bank account within 6 months from the commencement (i.e. by 13 November 2015). Triton has not deposited any funds.

Following the appointment of Administrators, in a letter to the Triton Board dated 21 March 2016, YXGC gave a notice of default under the SPA and JVA, noting that since going into voluntary administration, Triton was unable to fulfil its contractual obligations, and seeking damages of USD\$1M. In the same letter, XYGC gave notice that the SPA and JVA were formally at an end. Triton considers the agreements to have been terminated.

Further, the Administrators of Triton received legal advice that the SPA and JVA were insufficiently certain to be legally binding on the Company and determined that XYGC did not have a valid claim against Triton on the face of the JVA in any event. This was communicated to XYGC. However, it is possible that XYGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future.

The SPA and JVA expressly state that they are governed by the laws of Western Australia. Not all of the conditions precedent to the SPA and JVA have been met within the stipulated time frames. Triton has received Australian legal advice that the SPA and JVA are not legally binding and considers the agreements to have been terminated. Notwithstanding the Australian legal position and the position of the parties, the Chinese Legal Due Diligence Report provides that under Chinese law, the JVA is in valid existence and Triton has all rights and obligations stipulated in the JVA until the termination of the JVA is approved by the

relevant Chinese government authority. It appears that only YXGC has the ability to register the termination of the SPA and JVA. However, it is unknown whether YXGC has applied for such termination. The Chinese Legal Report provides that without further information, it is assumed that the JVA is still in valid existence for the purpose of Chinese laws. It may be that as a matter of Chinese law, YXGC has a claim.

See the Hubei and YXGC risk in Section 3.3 for further details regarding the above.

Material Liabilities

The Chinese Legal Due Diligence Report provides that the liabilities of the shareholders of a Limited Liability Company to the outside debt collectors (if any) are limited to the amount of registered capital subscribed by each shareholder (ie. that subscription amount is the maximum possible liability of any shareholders to outside debt collectors under the Chinese law).

Hubei is in the form of the Limited Liability Company. According to the Chinese Legal Due Diligence Report, the registered capital of Hubei is RMB 110,000,000, of which Triton has subscribed for RMB 53,900,000 which is yet to be paid up.

The Chinese Legal Due Diligence Report also provides that Triton shall pay in full the investment subscribed (being its share of the registered capital) according to the time limit stipulated in the Chinese Joint Venture Agreement. However, since the Chinese Joint Venture Agreement does not provide a time limit for payment of registered capital, and not all of the conditions precedent to the Chinese Joint Venture Agreement have been met within the stipulated time frames, there has been no delay in payment and no specified time in the future at which the registered capital shall become payable.

The Chinese Legal Due Diligence Report provides that the maximum possible liability of Triton to outside debt collectors for the debts of Hubei (if any) is the amount of RMB 53,900,000 (being its share of the registered capital). However, despite this, Triton is not aware of any valid or enforceable debt or liability which is currently due and in existence for Triton as a shareholder of Hubei (other than the claim of US\$1-2M dismissed by the Administrators). Although, it is possible that YXGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future. See the Hubei and YXGC risk in Section 3.3.

Triton Asia Pte Ltd

Triton Asia Pte Ltd is a Hong Kong based entity incorporated on 30 September 2015.

Entity	Triton Asia Pte Ltd, incorporated on 30 September 2015
Board and management	Sole director - Mr Patrick Nicolas Burke
Capital structure	Total issued capital of 100 shares with paid up capital of HKD1,000

	Shareholder – Triton Minerals Ltd
Assets	Cash at bank of approximately. AU\$1,824
Contracts	Nil
Liabilities	Intercompany loan with Triton Minerals Ltd in the amount of \$1,640

4.7 Entities and operations outside of Mozambique and China

Background

The Company also holds interests in several other companies in Australia and overseas. See Section 4.1 for further details.

Triton United Ltd

Triton United Ltd is a United Arab Emirates (UAE) based entity incorporated on 10 August 2014 to hold the Group's 80% equity interest in Grafex Limitada (see the Operations in Mozambique risk in Section 3.3).

Entity	Triton United Ltd, incorporated on 10 August 2014
Board and management	Sole director - Bradley Boyle. Mr Boyle has resigned and Triton United Ltd is in the process of replacing him. See the Third Party Risk in Section 3.3.
Capital structure	Total issued capital of 10,000 shares with paid up capital of AED 10,000 Shareholder - Triton Minerals Ltd
Material Assets	Investment in Grafex for the amount of \$1,019,783.
Contracts	Nil
Material Liabilities	Loan from Triton to Triton United Ltd for the amount of \$1,255,395.

Triton Gold (Operations) Pty Ltd

Triton Gold (Operations) Pty Ltd is an Australian based entity incorporated on 2 May 2006 and the former parent entity of the Group's Australian based exploration subsidiaries. This entity is now dormant .

Entity	Triton Gold (Operations) Pty Ltd, incorporated 2 May 2006
Board and management	Sole director - Peter Canterbury

Capital structure	Total issued capital of 100 shares with paid up capital of \$100 Shareholder – Triton Minerals Ltd
Material Assets	Nil.
Contracts	Nil
Material Liabilities	Loan to Triton for the amount of \$15,755,881. Triton Gold (Operations) Pty Ltd has a security interest registered against it by Red Dale Holdings Pty Ltd in relation to all present and after acquired property of Triton Gold (Operations) Pty Ltd. The amount secured by this security is presently unknown, however representatives from Red Dale Holdings Pty Ltd have confirmed that Triton Gold (Operations) Pty Ltd has no debt payable to Red Dale Holdings Pty Ltd.

Triton Gold (Project A) Pty Ltd

Triton Gold (Project A) Pty Ltd is an Australian based entity incorporated on 22 June 2006. It was previously the exploration licence holder.

Entity	Triton Gold (Project A) Pty Ltd, incorporated on 22 June 2006
Board and management	Sole director - Peter Canterbury
Capital structure	Total issued capital of 1 share with paid up capital of \$1. Shareholder – Triton Gold (Operations) Pty Ltd
Material Assets	Nil
Contracts	Nil
Material Liabilities	Nil

Triton Gold (Grenville) Pty Ltd

Triton Gold (Grenville) Pty Ltd is an Australian based entity incorporated on 12 June 2007.

Entity	Triton Gold (Grenville) Pty Ltd, incorporated on 12 June 2007
Board and management	Sole director - Peter Canterbury
Capital structure	Total issued capital of 100 shares with paid up capital of \$100

Shareholder – Triton Gold (Operations) Pty Ltd

Material Assets	Financial assets of TSV listed shares in Pure Gold Mining Inc with an approx. value of \$88,232 at 20 October 2016.
Contracts	Nil
Material Liabilities	Loan to Triton Operations for the amount of \$97,901

Listed entity interests

Triton Gold (Grenville) Pty Ltd was previously in a joint venture with TSX Venture Exchange listed Laurentian Goldfields Ltd in 2007 for which it received consideration shares in the listed entity, which is now named Pure Gold Mining Inc. The entity holds 122,727 Pure Gold Mining Inc. The listed shares are valued at approximately \$90,000 (CAD87,136).

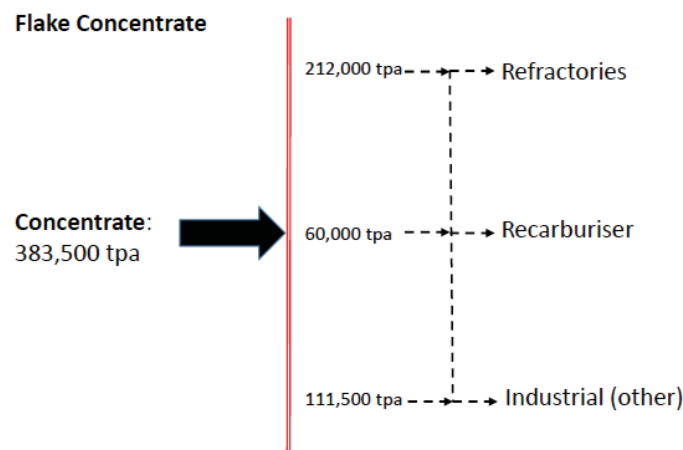
In July 2015, Triton sought a strategic alliance with a Mozambique service provided RBR Group Limited (formerly Rubicon Resources Ltd) and acquired 5,555,555 shares in the ASX listed entity. The listed shares are valued at approximately \$50,000.

4.8 Flake graphite market

The statements made in this Section 4.8 are made by Benchmark Mineral Intelligence.

Graphite is one of the allotropes of carbon, which occurs naturally in three forms – flake, amorphous and vein. Flake graphite refers to a form of carbon with a layered structure of particles that have a flat and thin morphology, as well as a graphitization of between 95-100%.

Flake graphite concentrate supply: 2015



In 2015, over 600,000 tonnes of flake graphite was produced, 383,500 tonnes of which was sold as flake graphite concentrate with a further 250,000 tonnes processed into value-added graphite products such as expandable graphite and spherical graphite.

China is the world’s largest producer of flake graphite, accounting for 60% of global output. Outside of China, Brazil is the only other country with a production capacity of over 30,000 tpa, accounting for 25% of supply in 2015.

The only other significant producer is India, which had an output of 20,000 tonnes, while a number of countries throughout Europe, Africa and North America produced smaller quantities of below 10,000 tpa.

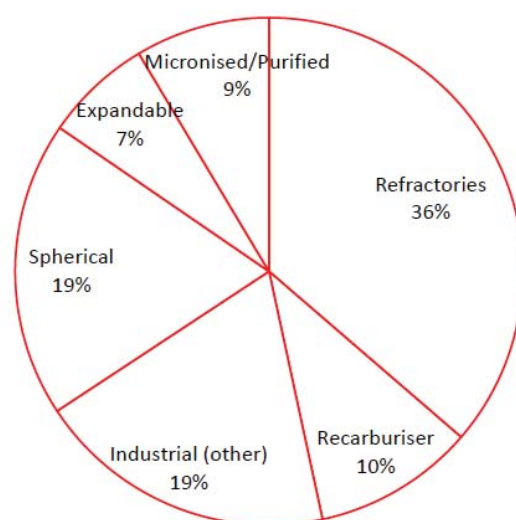
Flake graphite is not an exchange traded commodity and therefore is sold in private contracts between buyers and sellers. The major areas of consumption include Europe and the US, while demand from the Indian and Japanese markets has grown considerably in recent years. China is the world's largest consumer country and also accounts for the vast majority of value-added production.

The most common international trade routes are between Qingdao, China and either the US east coast or into Europe, which is largely distributed through the Netherlands. The largest end-market for flake graphite concentrate is steel refractories, followed by the lithium ion battery market. The two main price determinants for flake graphite are carbon purity and mesh size, which dictate the resilience, conductivity and strength of the material.

Graphite: Applications

Traditionally, flake graphite has been used in steel-related applications such as refractories, foundries, crucibles, recarburisers and lubricants.

Flake graphite end-markets: 2015



There is limited or no substitutes for graphite in these applications, meaning demand will remain tied to industrial production levels.

The biggest growth market for flake graphite is the lithium ion battery anode market which uses either natural spherical graphite (derived from flake graphite) or synthetic graphite as a raw material.

On a cost and often on a performance level, natural spherical graphite is the preferred raw material for lithium ion battery anodes. The consistency of flake graphite supply has however proved troublesome to anode producers and seen some pursue synthetic alternatives.

In 2015, the anode market was split 55/45 in favour of natural spherical graphite. With new and consistent flake graphite supplies this split is may move more in favour of spherical graphite.

4.9 Project overview

GRAPHITE PROJECTS

MOZAMBIQUE – Cabo Delgado Province

Triton, through its majority 80% equity interest in Grafex (see the Operations in Mozambique risk in Section 3.3), is the registered holder of eight (8) exploration licenses, of which six (6) have been granted and two are currently in application (Table 1).

The licenses comprise three project areas known as the:

1. Ancuabe Project;
2. Balama North Project (Nicanda West Project, Nicanda Hill Project and Cobra Plains Project);
3. Balama South Project.

The licenses that comprise the Ancuabe Project surround a historical graphite mine owned by AMG Graphite/Graphit Kropfmühl (**GK**), a subsidiary of AMG Advanced Metallurgical Group N.V. (**AMG**). AMG has announced plans to re-start production.

Triton has discovered significant graphite deposits in northern Mozambique near the port town of Pemba in the Cabo Delgado Province of northern Mozambique.

All three project areas, which can be seen in Figure 1 below, are considered prospective for graphite.

Mineral resource estimates (**MRE**) have been reported for the Ancuabe T12, Nicanda West, Nicanda Hill and Cobra Plains Projects.

Figure 1: Region map with Project Locations (source: Company map)

CSA Exploration License Holdings

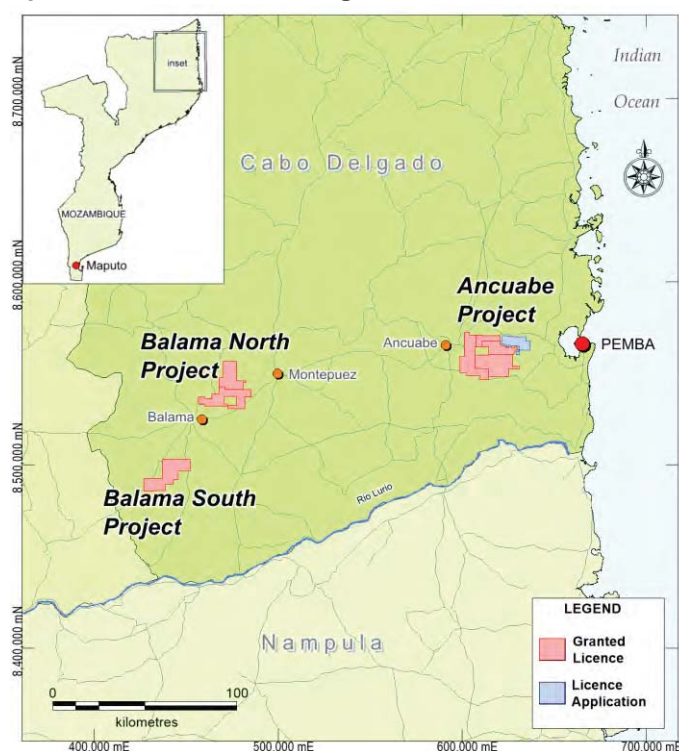


Table 1 – Grafex Limitada license descriptions (source: see Annexure A)

Project	License ID	Area ha	Owner	Approval date	Expiry date
Balama North	5365	18,491	Grafex Limitada	29/10/2012	29/10/2017
Balama North	5966	14,192	Grafex Limitada	19/06/2013	19/06/2018
Balama South	5304	22,722	Grafex Limitada	13/02/2013	13/02/2018
Ancuabe	5305	20,592	Grafex Limitada	30/05/2013	30/05/2018
Ancuabe	5934	4,812	Grafex Limitada	approved, awaiting documentation	
Ancuabe	5336	9,436	Grafex Limitada	30/05/2013	30/05/2018
Ancuabe	5380	19,427	Grafex Limitada	08/11/2012	08/11/2017
Ancuabe	6357	8,999	Grafex Limitada	approved, awaiting documentation	

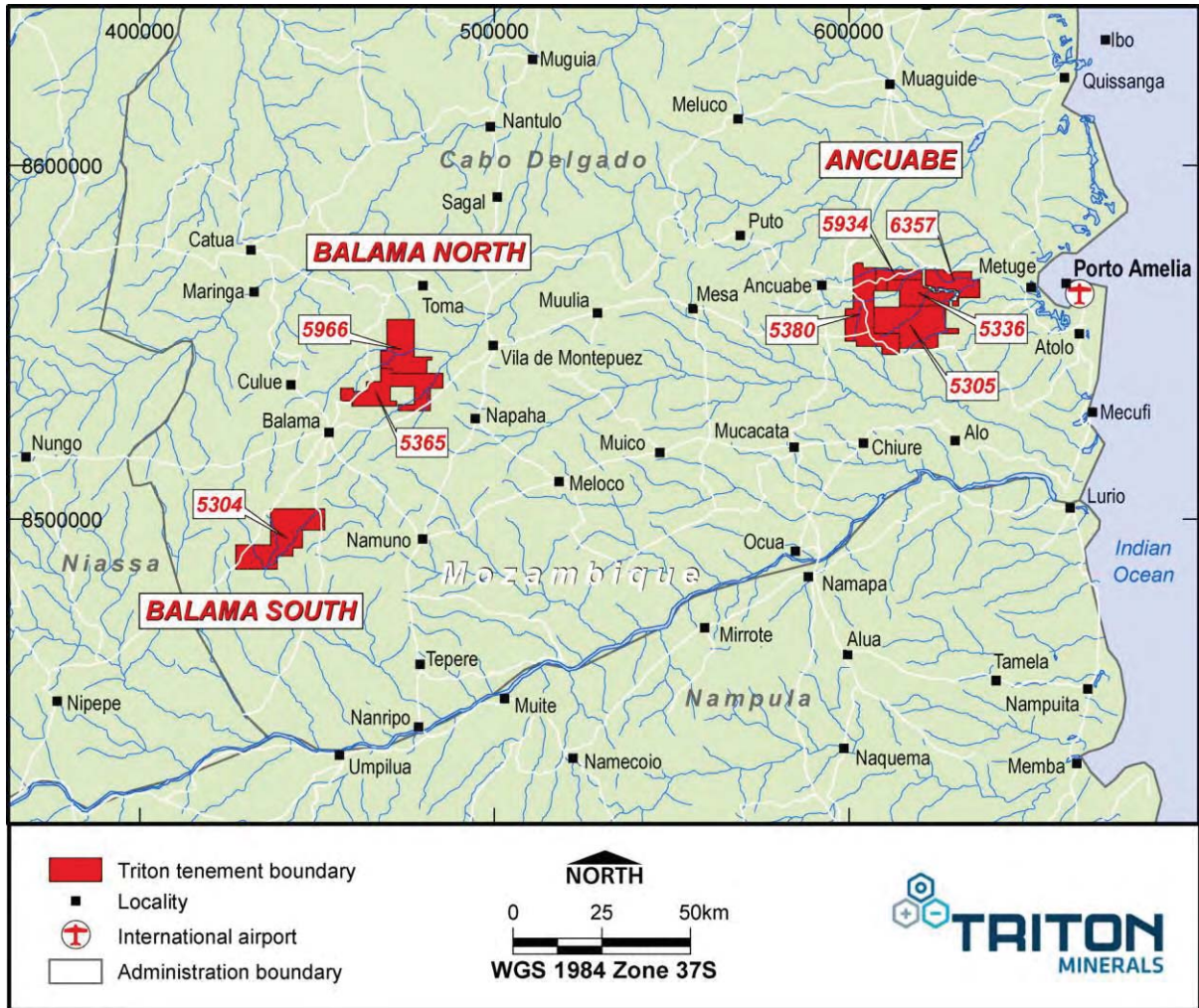


Figure 2: Location of Triton's projects in northern Mozambique (source: see Annexure A)

Ancuabe Project

Location of Property

The Ancuabe Project is located approximately 60km due west from the northern Mozambique coastal port of Pemba on the Indian Ocean shoreline (Figure 1). The Ancuabe Project is located within licenses 5305, 5934, 5336, 5380 and 6357, which surround the historical AMG Graphit Kropfmühl (**GK**) Ancuabe Mine. Triton has identified several areas prospective for graphite on Ancuabe, of which T12 is the most promising so far drilled and which is located in license 5336 about 10 km northeast of the GK mine.

Geology and exploration

Exploration at Triton's Ancuabe Project has identified that flake graphite mineralisation is hosted within a sequence of gneissic rocks of amphibolite to granulite metamorphic grade. Gneisses are metamorphic rocks, often of granitic appearance, that form at high temperature (greater than about 500°C often by the deformation of original sedimentary rocks such as shale and sandstone).

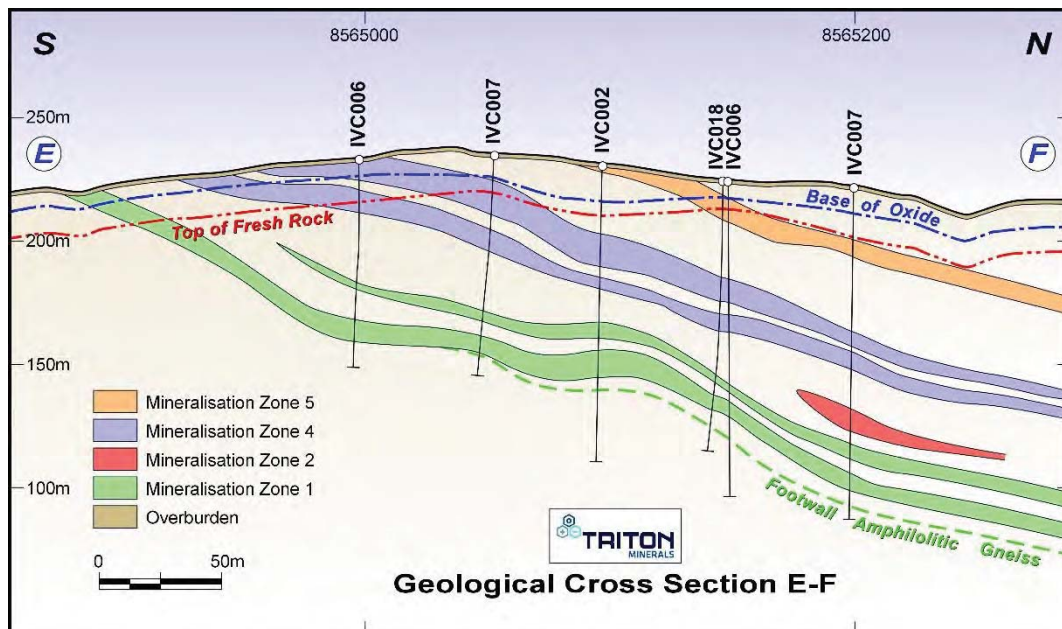


Figure 3: Cross section E-F looking west through the Ancuabe T12 deposit (source: see Annexure A)

Geophysical exploration

A helicopter-borne 400m line-spaced versatile time domain electromagnetics (VTEM) survey was completed over the Ancuabe Project licenses late in 2014.

The Ancuabe prospect area is particularly significant as it appears to form a potential satellite mineralised body along strike north east from the historic Ancuabe graphite mine (Figure 3), which is currently held by GK. Further, this location is important given its close proximity to the small graphite processing plant at the Ancuabe graphite mine site which is being refurbished.

The VTEM geophysical survey over the Ancuabe Project revealed a number of EM targets highlighted in red, pink and purple colours on the map below (Figure 4). Targets T2, T3, T4, T10 and T12 were drilled and confirmed to host graphite mineralisation of varying thickness and grade; of these T12 is the most promising target drilled to date.

Ancuabe T12 geology

The Ancuabe T12 target occurs within gneissic rocks of tonalitic composition (tonalite is a granitic rock) that are deformed and characterised by sub-horizontal fold axes. Steeply dipping fault zones were identified in drill core, and additional work is required to understand whether the fault zones cause any significant displacement of the mineralised zones.

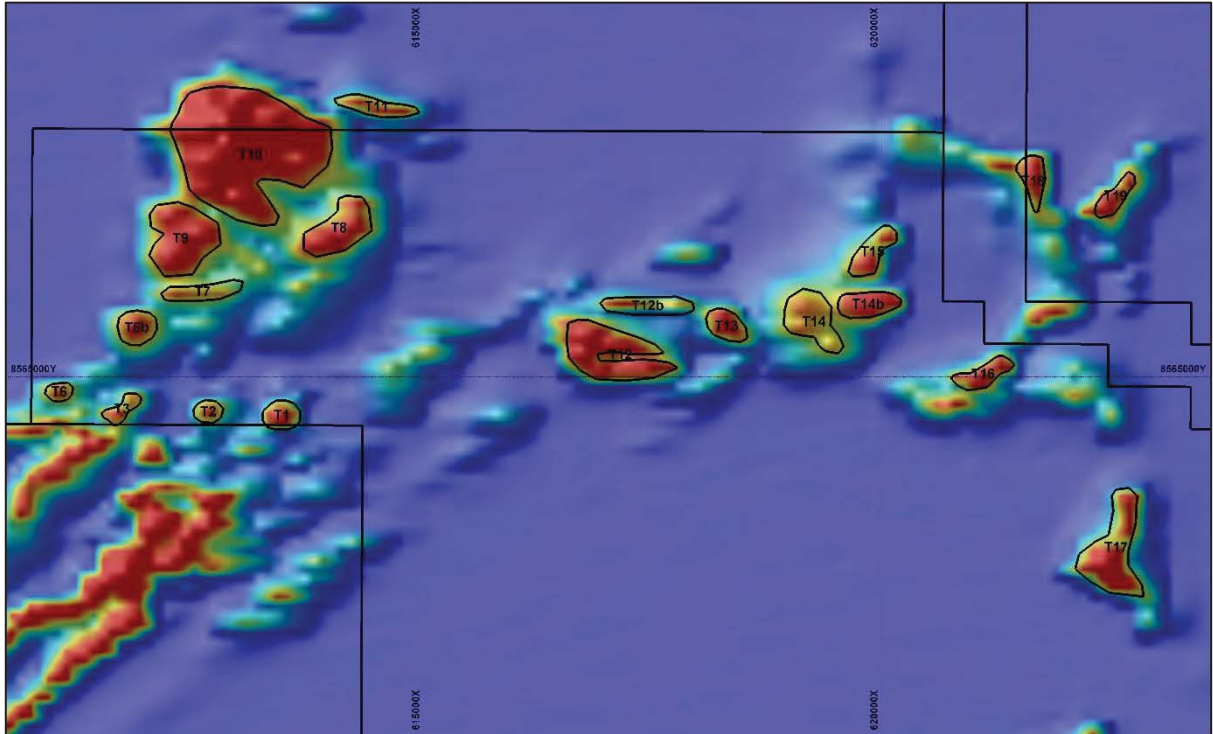


Figure 4: VTEM map and targets T1 to T19 interpreted by Resource Potentials Pty Ltd in July 2016
Map grid 5,000 m x 5,000 m (source: see Annexure A)

Graphite product quality

Nature and Occurrence

Natural graphite occurs in three discrete commercial forms, described as amorphous, flake and vein. Graphite may also be synthetically manufactured from carbon-bearing raw materials such as petroleum coke and tar pitch.

Flake graphite as discovered at Ancuabe Project generally results from regional or contact metamorphism of carbonaceous sedimentary rocks, with the name referring to graphite that occurs as thin disseminated flakes in metamorphic rocks such as gneiss and schist. As a rule of thumb, most flake-graphite deposits currently mined, or of potential economic interest, contain between 5% and 30% graphite within moderate to steeply dipping layers or lenses, perhaps up to 100 m in thickness.

Metallurgy

Flotation testwork, based on a standard graphite process flowsheet showed that approximately 85% of the liberated flakes were larger than 150 micron and more than 50% of the liberated flakes were jumbo or larger (>300 micron). The final overall concentrate grade was 98.6% Total Carbon (TC) and a recovery better than 90%.

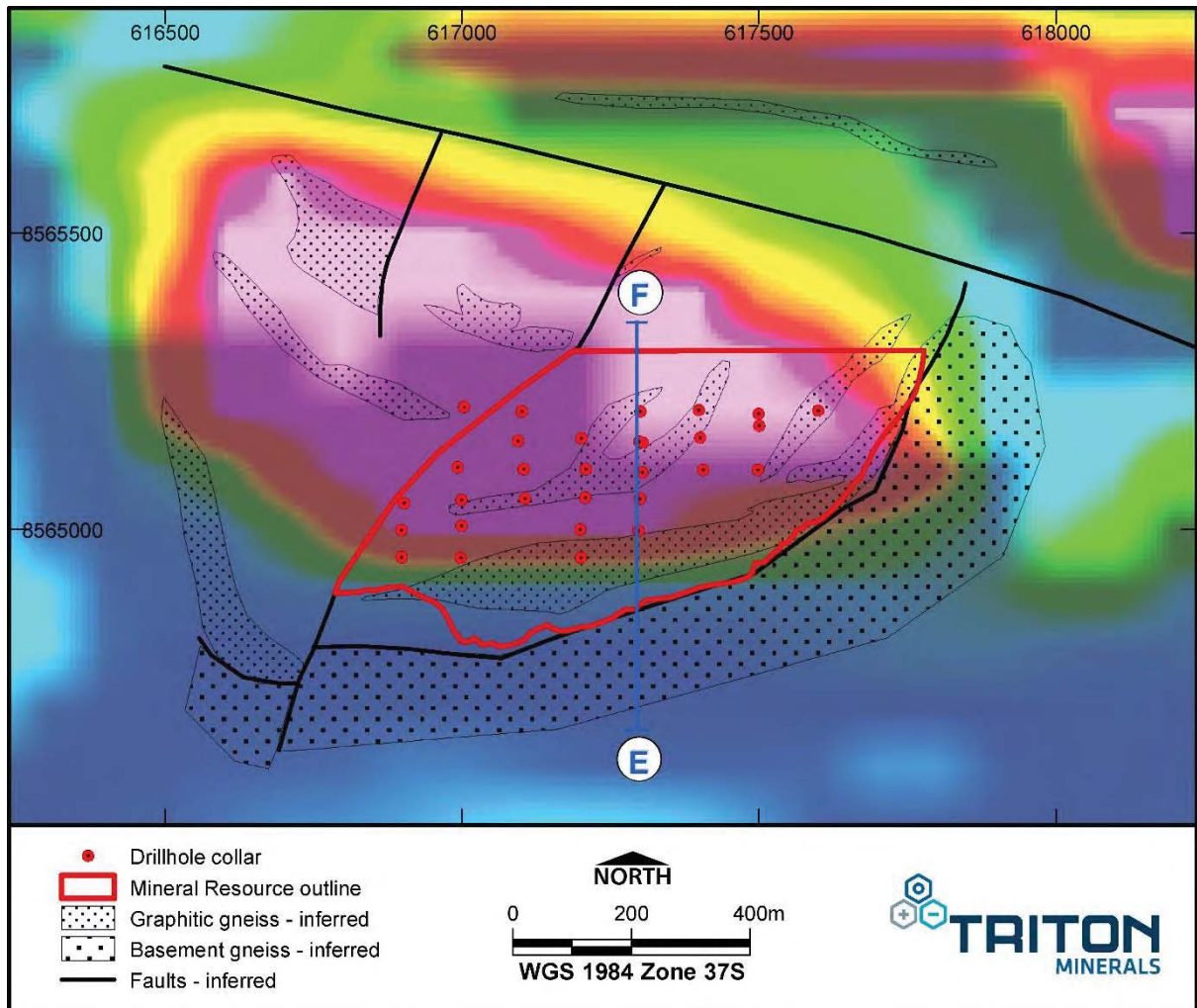


Figure 5: VTEM map of Ancuabe T12, highlighting graphitic outcrops and Mineral Resource outline (source: see Annexure A)

Ancuabe T12 Mineral Resource Estimate (MRE)

Triton announced a maiden MRE for the Ancuabe T12 deposit on 17 May 2016. The resource comprised of 14.9 million tonnes grading 5.4% Total Graphitic Carbon (TGC), for 798,000 tonnes of contained graphite. The results for the Ancuabe T12 MRE are set out in Table 15 in Section 4.5 of CSA Global Technical Assessment Report dated 20 September 2016 which is included in Annexure A of this Prospectus.

Exploration upside

VTEM Target 12 was described as “a large mid to late-time VTEM conductor interpreted to be a tightly folded graphitic schist unit. Conductance is weakest at the fold hinge in the NW, and increases towards the SE along each limb.” It corresponds to several graphitic outcrop locations and has only been drilled in the southeast where the Ancuabe T12 Mineral Resource was discovered (Figure 5).

VTEM targets T13, T14b and T16 were visited by CSA Global personnel during August 2016 and verified the occurrence of graphitic gneiss outcrops.

BALAMA NORTH PROJECTS

The Balama North Projects (Nicanda West Project, Nicanda Hill Project and Cobra Plains Project) are located approximately 230km west of Pemba, in northern Mozambique, in the vicinity of known graphite mineralisation.

Nicanda West Project

IDENTIFICATION

During August 2015, as a result of the DFS drilling program, the Company identified a new substantial jumbo flake graphite zone, known as Nicanda West (originally named P66), to the north-west of the existing MRE at Nicanda Hill. The Nicanda West Project is located within license 5966, which covers an area of 14,192 ha.

The diamond drill hole GBND0055 intersected strong graphitic mineralisation with extensive jumbo flake graphite present in the drill core. Triton subsequently completed additional drill holes both north and south of the original Nicanda West intersection, which confirmed the continuity of jumbo flake graphite mineralisation over a considerable distance.

Visual inspections of the drill core samples obtained from the Nicanda West Project zone showed a high volume of large, jumbo and super jumbo flake graphite. The drilling program comprised of a total of eleven diamond and three reverse circulation (**RC**) drillholes.

Nicanda West is distinguished by the dominance of large (>150 μ) and jumbo (>300 μ) flake graphite that forms the main mineral constituent of a gneissic host rock. This is in contrast to the more typical deposits of the Balama North region, including Nicanda Hill, where the host rocks comprise graphite-amphibole schist with target average grades of 10%TGC comprising dominantly fine (<75 μ) to fine-medium (75-150 μ) flake sizes.

Geology and geophysics

Regional geology

The Nicanda West graphite project is located within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano complex is composed predominantly of mafic to intermediate orthogneiss, with intercalations of paragneiss, meta-arkose, quartzite, marble and graphitic schist. The metamorphic grade of the complex is largely amphibolite facies.

Nicanda West geology

The Nicanda West graphite mineralisation occurs as schistose layers that range from about five to forty metres thick, separated by tonalitic gneiss and mica schist. The whole graphitic package is generally underlain by a distinctive garnetiferous gneiss unit; a useful marker for correlating geology between drill holes. Weathering generally extends to about 20 m to 40 m vertical depth, below which the rocks are not oxidised (also known as 'fresh' rocks). Due to the combination of folding, faulting and intrusion by granitic material may lead to some difficulties with correlation of rocks types (and the graphite mineralisation) between boreholes. Any interpretation of geological and grade envelopes needs to carefully consider these structural influences.

Geophysical exploration

A VTEM geophysical survey completed over the Balama North Project shows a number of elongate EM targets, some of which such as the Nicanda Hill deposit have been explored and confirmed to be related to graphite mineralisation.

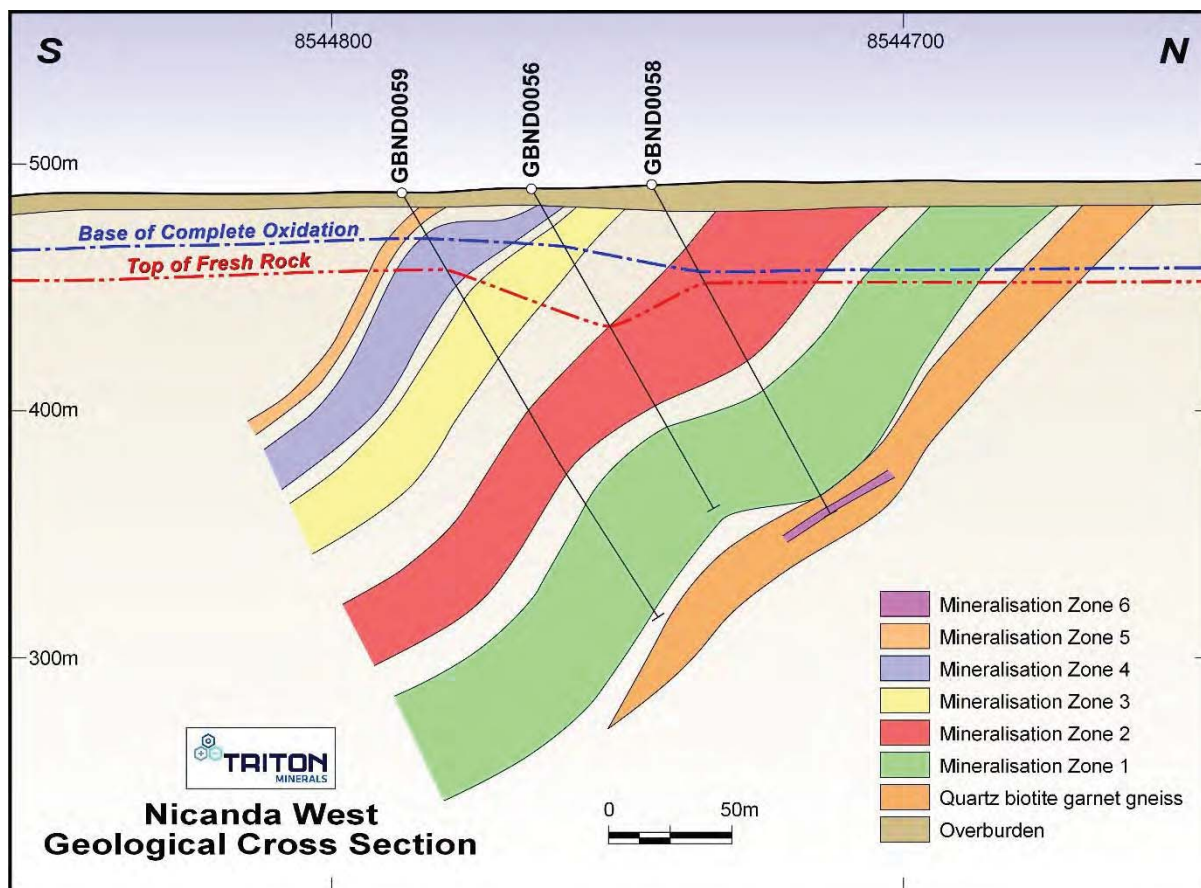


Figure 6: Cross section looking northeast through the Nicanda West deposit

Exploration drilling (source: see Annexure A)

Metallurgical Results

Flotation testwork on two composites from drill holes GBND0056 and GBND0058, based on a standard graphite process flowsheet, showed that approximately 70% of the liberated flakes were larger than 150 micron and that more than 30% of the liberated flakes were jumbo or larger (>300 micron). The final overall concentrate grades were over 97% Total Carbon (TC) at recoveries better than 90%. It must be noted that the process flowsheet was not optimised and that it was conducted on two composites of selected samples, which may not be representative of the entire mineralised zones.

Mineral Resource Reporting

Mineral Resource Statement

Triton announced a Mineral Resources Estimate for the Nicanda West deposit (also known as P66) on 17th May 2016, comprising 30Mt grading 6.6% Total Graphitic Carbon (TGC) for 1.97Mt of contained graphite. The results for the Nicanda West MRE are set out in Table 17 in Section 5.5 of CSA Global Technical Assessment Report dated 20 September 2016 which is included in Annexure A of this Prospectus.

The MRE was based upon data obtained from 14 drill holes which were completed in 2015, of which 12 intersected the interpreted mineralisation. Drill lines are spaced between 100 and 200 m apart and intersections down dip are separated by approximately 50m.

Graphitic carbon was analysed using accepted graphite analytical techniques. The mineralisation wireframes were modelled using a nominal lower cut-off grade of 3 % TGC. The model was reported for all classified estimated blocks within the >3% TGC mineralisation domains. This cut-off is believed to be appropriate as it reflects a visually distinct occurrence of graphite reflecting a natural geological cut-off. There is possibly a high grade sub-population above an approximate 8.5% TGC cut-off within the interpreted mineralisation wireframes, however more data will be required to accurately delineate and estimate this population.

Nicanda Hill Project

The Company announced in October 2014 of the maiden MRE at Nicanda Hill following only six months of work from the commencement of drilling at Nicanda Hill. The drilling data that the MRE is based on includes 87 reverse circulation (RC) drill holes for 10,649m and 53 diamond drill (DD) holes for 9435m and two RC holes with DD tails for 617.95m.

Location

The Nicanda Hill Project is located within two licenses 5365 and 5966 which constitute the Balama North Project, covering an area of approximately 327 km² (refer to Table 1).

Regional geology

The Nicanda Hill graphite deposit is located within folded and sheared amphibolite-grade schists and gneisses of the Xixano Complex in north-eastern Mozambique. The Xixano Complex is composed predominantly of mafic to intermediate orthogneiss, with intercalations of tonalitic gneiss paragneiss, meta-arkose, quartzite, marble and graphitic schist.

Geophysical exploration

Graphite is an electrical conductor and can therefore be explored for using electromagnetic geophysical techniques such as versatile time domain electromagnetics. A VTEM geophysical survey was completed over the Nicanda Hill deposit and shows a number of elongate EM targets highlighted in red and purple on the map in Figure 7.

Metallurgical Results

Assaying graphitic carbon quantifies the amount of graphite contained within a deposit, but does not indicate the amount of recoverable graphite product. Therefore, it is essential to test representative samples of mineralisation to confirm appropriate metallurgical processes and likely product mix..

A mineral process plant design and construction consultancy evaluated a range of drill core samples across the deposit to identify spatial variation in processing characteristics in 2015. Fresh and oxidised samples from the Mutola and Hanging Wall zones, 2 prospective geometallurgical zones, were tested.

Although there was variability in recoveries and concentrate grades between samples, the specialists were confident that refinement to the flotation process should reduce variability. Nine drill core composites yielded concentrates with overall grades between 87.2% and 99.6% Total Carbon (TC) content, while recoveries ranged from 70.4% to 92.9%. Eight of the composite samples were tested for flake size distribution and purity during May 2016. This demonstrated that in approximately 90% of the samples the graphite concentrate is smaller than 0.075 mm and most of the remainder is between 0.075 and 0.15 mm with this fraction having TGC in the range of 95.4% to 98.5%.

CSA Global is satisfied that the geometallurgical test work program demonstrated that the Mutola Zone should be amenable to the production of moderate to high purity graphite of fine to small flake size distribution, using standard flotation processes. CSA Global

recommends additional metallurgical testwork on hangingwall and footwall mineralisation domains, as these may possibly have different process and product characteristics from the Mutola Zone.

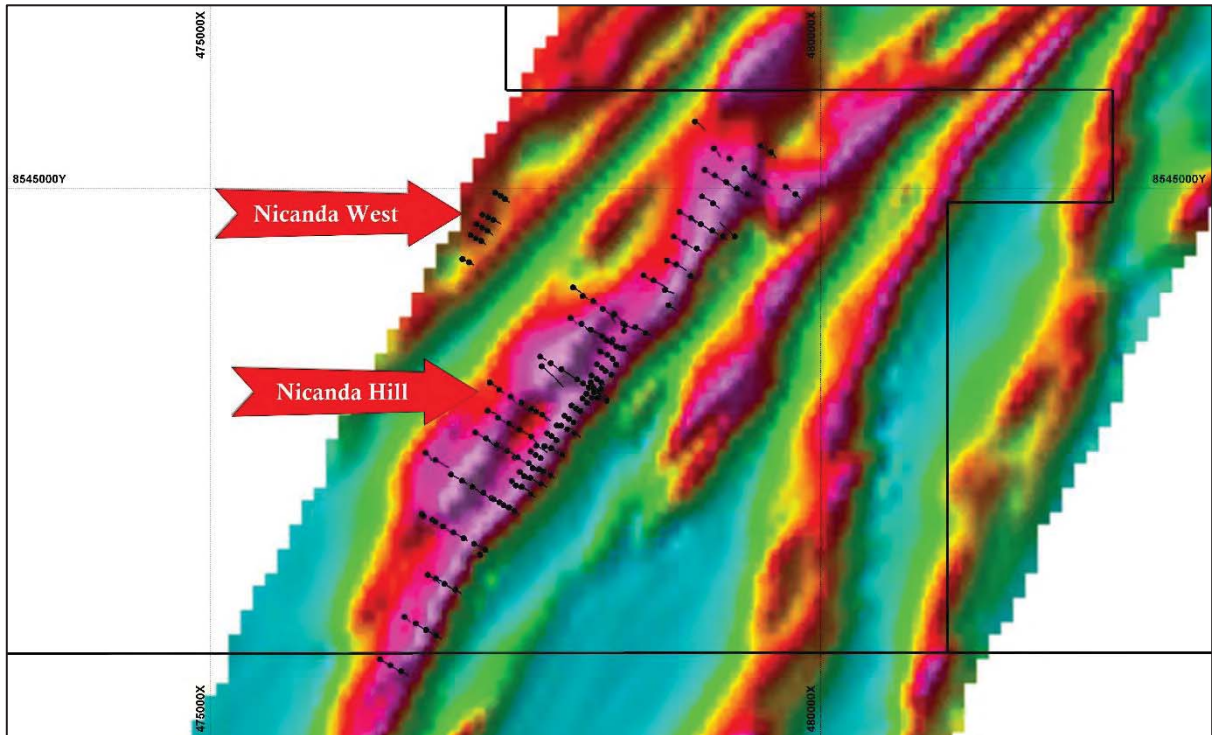


Figure 7: VTEM map of Balama North – Nicanda Hill and Nicanda West (source: see Annexure A)

Nicanda Hill Mineral Resource Estimate

In 2016 CSA Global restated the Nicanda Hill Mineral Resource during August 2016, as 1.43Bt at 11.1% TGC (Table 5). The results for the Nicanda Hill are set out in Table 21 in Section 6.5 of CSA Global Technical Assessment Report dated 20 September 2016 which is included in Annexure A to this Prospectus.

Cobra Plains Project

In February 2014, the Company announced its maiden Inferred Mineral Resource estimate at Cobra Plains of the Balama North Project. The resource comprises 103Mt at an average grade of 5.5%TGC, containing 5.7Mt of graphitic carbon.

Location

The Cobra Plains Project is located in northern Mozambique approximately 230 km west of the coastal port of Pemba on the Indian Ocean shoreline (refer Figure 1). The Project is located within license 5365 (Table 1).

Regional geology

The Cobra Plains Project is located within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano complex is composed predominantly of ortho and paragneiss, meta-arkose, quartzite, marble and graphitic schist metamorphosed to amphibolite facies.

Project geology

The host rocks of the Cobra Plains deposit comprise metamorphosed sedimentary rocks intruded by thin gneisses that strike roughly parallel to the northeast striking regional foliation and which dip steeply at about 60° to the northwest.

Geophysical exploration

A VTEM geophysical survey of the Cobra Plains deposit revealed a number of elongate EM conductor targets following the stratigraphy in the northern part of the project. However, the southern part of the Cobra Plains deposit is not characterised by any obvious VTEM conductors.

Mineral Resource Estimate

Triton reported an Inferred Mineral Resource of 103 Mt at 5.5% graphitic carbon for the Cobra Plains Project in February 2014. The results for the Cobre Plains MRE are set out in Table 25 in Section 7.5 of CSA Global Technical Assessment Report dated 20 September 2016 which is included in Annexure A to this Prospectus.

Balama South Project

Location

The Balama South Project is located in northern Mozambique approximately 250 km west of the coastal port of Pemba on the Indian Ocean shoreline. The Project is located within license 5304 (Table 1).

Regional geology

The Project is located within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano complex is composed predominantly of ortho and paragneiss, meta-arkose, quartzite, marble and graphitic schist. The metamorphic grade of the complex is largely amphibolite facies (Figure 8).

Exploration program

Triton has completed a small reconnaissance geological mapping and sampling program on the Balama South Project. The program was designed to confirm the presence of graphitic mineralisation as identified by the VTEM survey completed in 2014.

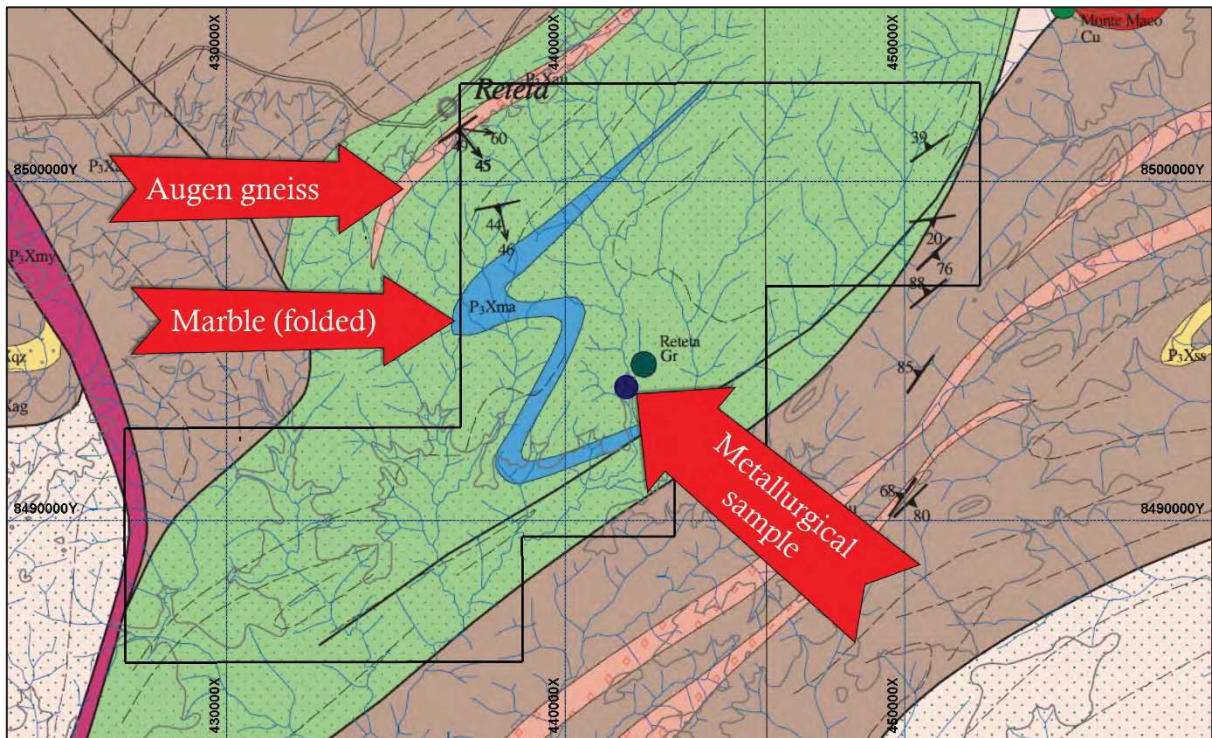


Figure 8: Geology map of the Balama South Project and location of metallurgical sample in license 5304 (source: see Annexure A)

Map grid is 10 km x 10 km

Project geology

Reconnaissance mapping around the Retata graphite occurrence indicated that the stratigraphy trends northeast with local fold interference caused by northwest- to north-trending folds as highlighted by a mapped unit of marble. Compositional banding in the gneisses and schists dips moderately to the southeast, at around 20 to 40.

An outcrop of augen gneiss has been mapped in the northwest of the property. This gneiss dips at about 45° to the southeast and CSA Global is of the opinion that, if this rock is of magmatic origin, it is worth investing for contact metamorphic effects in the graphite schist.

Metallurgy and analysis

Initial flotation test work was completed on a 32kg rock chip bulk sample collected from the central section of the Balama South prospect (Figure 5). CSA Global was of the opinion that the metallurgical grab sample was unlikely to be representative of the graphite mineralisation across the tenement. However, seeing that >50% of the liberated graphite is coarser than 150µm, and that the overall grade is 97.5% Carbon, the project may warrant further work..

4.10 Planned work

The Company has 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 is specifically concentrating on the Ancuabe Project due to its high prospectivity for extra large flake size graphite and its close proximity to regional infrastructure including the port at Pemba.

Triton proposes to use the funds raised to focus on, and 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 (**PFS**).

The purpose of any PFS undertaken will be to make a comprehensive technical and economic study of the selected development options for the Ancuabe T12 Project. This will include detailed assessments of relevant modifying factors, together with operational factors and detailed financial analysis, seeking to demonstrate that extraction is reasonably justified (i.e. economically mineable).

The results of the study serve as the basis for any decision to proceed with the development of the Ancuabe Project.

Planned exploration work at Ancuabe includes:

- additional petrographic and metallurgical work on existing 2015 core samples from T12;
- assaying of drill samples from T12 that have not yet been tested (four holes);
- assaying of samples from four trenches excavated at T12 and T16 during 2015;
- drilling of exploration holes at Target T12, with the aim of extending the Mineral Resource, and upgrading some of the Inferred Resource to Indicated classification;
- density measurements in the oxide and transition zones to increase the level of confidence in the measurements used to assign density in these zones;
- additional petrographic work to reliably domain the deposit and improve metallurgical sample selection;
- metallurgical variability tests and the production of marketing samples;
- further metallurgical work on the oxide, transitional and fresh domains, for each mineralisation domain, to improve the understanding of the process routes and likely products for these materials; and
- mapping, trenching and drilling of scout RC holes at other VTEM targets, mainly to the east of T12.

4.11 Technical update

In the past a small number of brokers and analysts have expressed concerns regarding the Company's reporting of its geological and metallurgical results in relation to the Graphite Projects.

As part of the preparation for the Offers, the Company investigated these issues, and commissioned CSA Global's Technical Assessment Report included in Annexure A of this Prospectus. The results of those investigations and that report are summarised below.

No.	Issue	Resolution/Action
1.	<p>Balama North – Nicanda Hill Project</p> <p>Several market analysts expressed concerns over the data integrity, geology and resource modelling, graphite product quality and metallurgy (including whether reporting was conducted in accordance with clause 49 of the JORC Code), and Mineral Resource classification and resource size.</p>	<p>The Company appointed CSA Global to provide an independent review of the Nicanda Hill Project.</p> <p>CSA Global concluded that the grade estimated values from the October 2015 mineral resource estimate were suitable for use in the restatement of the Mineral Resource inventory at Nicanda Hill. The model required modification to the weathering domain boundaries and the density values applied to the model, both of which have resulted in a small reduction in estimated tonnage.</p> <p>However, the classification required revision as in CSA Global's opinion the quality of information was not sufficient to confirm geological and grade (quality) continuity between data points, and hence no Measured Resources could be reported.</p> <p>CSA Global is satisfied that the grades estimated into in the October 2015 model are suitable to be reported. CSA Global therefore used these Ordinary Kriging estimated values, updated the model by the new weathering boundaries, the revised density values and applied a revised classification to report a restated mineral resource estimate for the Nicanda Hill deposit.</p> <p>A revised mineral resource estimate has been prepared by CSA Global.</p> <p>Refer to section 6.5 of the Technical Assessment Report in Annexure A of this Prospectus.</p>
2.	<p>Balama North – Nicanda West Project</p> <p>Concerns over the data integrity, geology and resource modelling, graphite product quality and metallurgy (including whether reporting was conducted in accordance with clause 49 of the JORC Code), and Mineral Resource classification and resource size.</p>	<p>CSA Global undertook independent review of the Nicanda West Project</p> <p>CSA Global concludes that quality of drilling and assaying was of an acceptable standard, commensurate with the Inferred Mineral Resource classification of the current estimate.</p> <p>CSA Global notes that a combination of folding, faulting and intrusion by granitic material may lead to some difficulties with correlation of rocks types (and the graphite mineralisation) between boreholes.</p> <p>CSA Global considers that the classification of the Mineral Resource as an Inferred Mineral Resource is appropriate, on the basis of surface mapping, geophysical information, drill hole sample assay results, drill hole logging and a combination of measured and assigned density values.</p> <p>CSA Global cautions that petrographic studies indicate the in situ size of graphite flakes, which may not reflect the final size after crushing, milling, re-grind and flotation stages of</p>

No.	Issue	Resolution/Action
		<p>an extractive metallurgical process, such as typically used for flake graphite production.</p> <p>CSA Global is satisfied that the preliminary test work program demonstrated that the mineralisation is amenable to the production of high-grade graphite concentrates, at coarse flake sizes, using relatively simple flotation processes.</p> <p>CSA Global is satisfied that the Nicanda West Inferred Mineral Resource has reasonable prospects for eventual economic extraction and that it has been reported in accordance with clause 49 of the JORC Code.</p> <p>Refer to sections 5.5, 5.6, 5.7 and 5.10 of the Technical Assessment Report in Annexure A of this Prospectus.</p>
3.	<p>Balama North – Cobra Plains Project Concerns over the data integrity, geology and resource modelling, graphite product quality and metallurgy (including whether reporting was conducted in accordance with clause 49 of the JORC Code), and Mineral Resource classification and resource size.</p>	<p>CSA Global independent review of the Cobra Plains Project.</p> <p>The Cobra Plains Inferred Resource was prepared by Optiro Pty Ltd (Optiro). CSA Global conducted a brief desktop review of the Optiro estimate and is satisfied that work has been completed to an acceptable standard to reflect the Inferred classification.</p> <p>CSA Global is satisfied that the preliminary test work program demonstrated that the mineralisation is possibly amenable to the production of high-grade graphite concentrates, at small to medium flake sizes, using relatively simple flotation processes.</p> <p>Refer to sections 7.5 and 7.7 of the Technical Assessment Report in Annexure A of this Prospectus.</p>
4.	<p>Balama South Project</p> <p>Concerns over the data integrity, geology and resource modelling, graphite product quality and metallurgy (including whether reporting was conducted in accordance with clause 49 of the JORC Code), and Mineral Resource classification and resource size.</p>	<p>CSA Global independent review of the Balama South Project.</p> <p>CSA Global is of the opinion that the metallurgical grab sample is unlikely to be representative of graphite mineralisation across the tenement. However, seeing that >50% of the liberated graphite is coarser than 150 microns, and that the overall grade is 97.5% Carbon, the project may warrant further work.</p> <p>CSA Global recommends mapping and sampling the tenement to assess trends in flake size and content.</p> <p>Triton may also consider having the VTEM data modelled by a geophysicist, to target the most promising conductors for further investigation by outcrop sampling and trenching.</p> <p>Refer to section 8.4 of the Technical Assessment Report in Annexure A of this Prospectus.</p>

No.	Issue	Resolution/Action
5.	<p>Ancuabe Project Concerns over the data integrity, geology and resource modelling, graphite product quality and metallurgy (including whether reporting was conducted in accordance with clause 49 of the JORC Code), and Mineral Resource classification and resource size.</p>	<p>CSA Global's independent review of the Ancuabe Project.</p> <p>CSA Global notes that the combination of folding, faulting and intrusion by granitic material may lead to some difficulties with correlation of rocks types (and the graphite mineralisation) between boreholes. Any interpretation of geological and grade envelopes will need to carefully consider these structural influences.</p> <p>CSA Global notes that the process flowsheet was not optimised and that it was conducted on only one composite from a drill hole at the western extremity of the Mineral Resource, which may not be representative of the entire mineralised zones.</p> <p>CSA Global is satisfied that the preliminary test work program demonstrated that the mineralisation may be amenable to the production of high-grade graphite concentrates, at coarse flake sizes, using relatively simple flotation processes.</p> <p>CSA Global is satisfied that the Ancuabe T12 Inferred Mineral Resource has reasonable prospects for eventual economic extraction and that it has been reported in accordance with clause 49 of the JORC Code.</p> <p>In CSA Global's opinion, assaying of previously untested drill core and RC samples, in conjunction with additional drilling, petrography and metallurgical work should allow a sufficient level of confidence to classify some of the Ancuabe T12 Inferred Mineral Resource as an Indicated Mineral Resource.</p> <p>Refer to sections 4.3. 4.6 & 4.8 of the Technical Assessment Report in Annexure A of this Prospectus.</p>
6.	<p>Nicanda Hill resource</p> <p>Concerns that 400m spaced drill holes (43 assayed holed) were signed off as acceptable indicated portion resources of the Company's</p>	<p>CSA Global independent review of the Nicanda Hill Project.</p> <p>The drilling data that the mineral resource estimate is based on includes 87 reverse circulation (RC) drill holes for 10,649 m and 53 diamond drill (DD) holes for 9,435.32 m and two RC holes with DD tails for 617.95 m.</p> <p>The data shed database, from which the drilling data was exported for use in the mineral resource estimate, is an industry standard database management system designed for geological data.</p> <p>An additional 12 RC holes were used to assist in interpretation but did not have analytical results available at data cut-off date.</p> <p>Drill hole sample assay results were subjected to statistical and spatial (variography) analysis. With the majority of</p>

No.	Issue	Resolution/Action
		<p>sampling to 2 m (or lithological boundaries), drill samples were down hole composited to 2m, using the best fit method in Vulcan software leaving no residuals. Based on the statistical analysis no top cuts were required for the TGC prior to estimation.</p> <p>A detailed topographic surface based on Lidar data was provided by Triton.</p> <p>CSA Global concluded that the estimated grades for the Mineral Resource estimate completed in October 2015 are not affected by the change in weathering domain interpretation since the grade estimation was not separated based on the weathering state.</p> <p>Refer to section 6.5 of the Technical Assessment Report in Annexure A of this Prospectus.</p>
7.	<p>On 9 October 2014, the Company announced "large flake graphite" at the Nicanda Hill Project based on "mineralogical tests" from "in situ samples", not from analysis of bulk sample analysis of processed ore post quartz liberation.</p>	<p>CSA Global to provide an independent review of the Nicanda Hill Project.</p> <p>Triton submitted samples (mainly from the Mutola Zone) to several laboratories, of which the most recent results were obtained in May 2016.</p> <p>Fresh and oxidised samples from geometallurgical domains 1 (Mutola Zone) and 3 (high-grade hanging wall zones) were tested, which demonstrated that:</p> <ul style="list-style-type: none"> - Nine drill core composites yielded concentrates with overall grades between 87.2% and 99.6% Total Carbon (TC) content, while recoveries ranged from 70.4% to 92.9%. - Eight of the composite samples were tested for flake size distribution and purity during May 2016. This demonstrated that approximately 90% of the domain 1 and 3 graphite concentrate is smaller than 0.075 mm and most of the remainder is between 0.075 and 0.15 mm. - The 0.075 to 0.15 mm fraction ranges from 95.4% to 98.5% (TGC). - The minus 0.075 mm fractions ranges from 85.6% to 96.7% TGC. <p>Refer to sections 6.7, 6.8, 6.9, 6.10 and 6.11 of the Technical Assessment Report in Annexure A of this Prospectus.</p>

4.12 Strategy and business model

The Company's strategy is to enhance Shareholder value through the advancement of the Company's Graphite Projects through exploration activity and development studies.

The Company's priority is the Ancuabe Project. Preliminary test work at Ancuabe has indicated that approximately 50% of the flake size distribution fits into the extra-large or jumbo flake size category.

Furthermore, the graphite is of high purity with the graphite concentrate with 98.6% total carbon content, which could support the development of a high-value graphite product.

The Company has commenced on 18 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 licenses that comprise the Ancuabe Project surround a historical graphite mine owned by AMG Graphite/Graphit Kropfmühl (**GK**), a subsidiary of AMG Advanced Metallurgical Group N.V. (**AMG**). AMG has announced plans to re-start production at its Ancuabe mine in 2016.

At Balama North, exploration activity will focus on identification and evaluation of zones of mineralisation that host large flake graphite.

The Company has previously funded all exploration and development activities via the issue of equity capital.

On 23 September 2016, the DOCA was effectuated and control of the Company was returned to the Board.

The DOCA, administration costs and payment of creditors was funded by a share placement to Shandong Tianye, the nominee of Minjar Gold, raising gross proceeds of approximately \$6.3 million.

Pursuant to this prospectus the Company is undertaking a non-renounceable entitlement offer to Eligible Shareholders of up to 131,560,567 Shares at an issue price of \$0.06 to raise \$7,893,634 before expenses.

These funds will be utilised for:

- exploration and development expenditure for the Company's Graphite Projects in Mozambique; and
- working capital, corporate administration and expenses of the Share Offer.

The licenses do not presently produce income and there is no guarantee they will do so in the future.

As and when further funds are required, either for the existing assets or for acquisitions, the Company will consider raising additional capital from both issue of equity securities and/or debt finance. There is no assurance that the market will provide additional funding on reasonable terms or at all, and any equity issue may be dilutive.

5 Additional Information

5.1 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the *Corporations Act*) and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically as a listed company, the Company is subject to the Listing Rules which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its Shares and Options, subject to certain exceptions.

The Board of Directors have adopted a policy on compliance with the Listing Rules which sets out the obligations of the Directors, officers and employees to ensure the Company satisfies the continuous disclosure obligations imposed by the Listing Rules and the Corporations Act. The policy provides information as to what a person should do when they become aware of information which could have material effect on the Company's securities and the consequences of non-compliance.

5.2 Legal framework of this Prospectus

Section 713 of the Corporations Act provides an alternative disclosure test, which is less onerous than a fully-fledged prospectus using the section 710 of the Corporations Act disclosure test, in a capital raising scenario. To be eligible for this reduced disclosure test and "short form" prospectus, the entity must be seeking to offer continuously quoted securities.

Section 9 of the Corporations Act notes that for securities to be considered as continuously quoted, one such requirement is that during the shorter of the period of quotation, and the last 12 months before the date of issue of the prospectus, the entity or its directors or auditors (in their position as the entity's auditor) must not have been relying on any ASIC class order relief under s 340 or 341 of the Act.

During this period, the Company has relied upon ASIC Class Order 03/0392, which was made under section 341(1) of the Corporations Act.

As such, the Company was not eligible for the reduced disclosure in section 713 of the Corporations Act. As such, this Prospectus has been prepared in accordance with section 710 of the Corporations Act.

Section 710 of the Corporations Act provides that a prospectus must contain all information that investors (and their professional advisers) would reasonably require, and reasonably expect to find in the prospectus, to make an informed assessment of material matters relating to the Company including:

- the assets and liabilities, financial position, profits and losses and prospects of the Company; and
- the rights attaching to the securities being offered.

The Prospectus must contain this information:

- only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in the Prospectus; and
- only if a person whose knowledge is relevant actually knows the information or in the circumstances ought reasonably to have obtained the information by making enquiries.

5.3 Information available to Shareholders

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 5.12.

5.4 Underwriting Agreement and Deposit

The Underwriter has agreed to underwrite the Share Offer on the terms and conditions of the Underwriting Agreement as varied by the Variation Agreement.

Pursuant to the Underwriting Agreement as varied by the Variation Agreement, the Company will pay the Underwriter the Underwriting Fee. The Underwriter is also entitled, in its capacity as Lead Manager, to be paid additional fees, details of which are summarised in Sections 1.8 and 1.10.

Pursuant to the Underwriting Agreement as varied by the Variation Agreement, the Underwriter has paid a \$1,000,000 deposit (**Deposit**) to the Company and Ferrier Hodgson to be used as follows:

- (a) \$300,000 is to be used towards the Company's advisory and related costs associated with the Share Offer and prospectus issued in relation to the Share Offer (excluding Administrators' fees and costs). This amount (together with the rest of the Deposit) must be repaid to the Underwriter if the Placement completes but the Share Offer does not;
- (b) \$450,000 is to be treated as a non-interest bearing loan to the Company (**Loan**) to be used to preserve the Company's investment in Grafex Limitada and associated operating costs of the Company (excluding Administrators' fees and costs);
- (c) \$250,000 of the Deposit has been paid into the Ferrier Hodgson trust account to be:
 - (i) repaid to the Underwriter if the Share Offer does not proceed and/or the DOCA is terminated, in each case due to circumstances outside the Underwriter's control;
 - (ii) paid to the Company if the Share Offer does not proceed and/or the DOCA is terminated, in each case due to circumstances within the Underwriter's control; or
 - (iii) paid to the Company if the Share Offer proceeds; and
- (d) the entire Deposit is to be used towards offsetting the Underwriter's underwriting commitment in respect of the Share Offer (if the Share Offer completes), and, if the Share Offer completes with all relevant Shares being issued, the Company will be released from obligations under the Loan.

Subject to the terms of the Underwriting Agreement as varied by the Variation Agreement, the Deposit is to be set off against monies payable for an application for Shortfall under the Share Offer. If there is insufficient Shortfall to satisfy the conversion of the Deposit to Shares, to the extent permissible by law and the Listing Rules, the Company must issue such number of Shares at \$0.06 per Share up to the dollar value of any refundable portion of the Deposit (**Additional Shares**).

However, to the extent it is not permissible by law or the Listing Rules to issue the Additional Shares, the Company must return any refundable portion of the Deposit (in which case the Company may undertake a Share placement to raise funds to repay any outstanding amount of the Deposit which is repayable to the Underwriter).

Pursuant to a side letter to the Underwriting Agreement, the Underwriter has also confirmed that it will not make any claim and will not procure or assist another in making any claim against the creditors' trust established under the DOCA in connection with the Loan.

In addition, the Company must pay, indemnify and keep indemnified the Underwriter for all costs incurred by the Underwriter in connection with the Share Offer, including but not limited to, legal fees and disbursements, the reasonable costs of travel and accommodation, the reasonable costs of marketing and promotion and the reasonable costs of advertising and printing/distributing the Prospectus. The Company has given warranties and covenants to the Underwriter which are usual in an agreement of this nature.

Under the Underwriting Agreement as varied by the Variation Agreement, the Underwriter agrees to indemnify and keep indemnified the Company and the Administrators and hold them harmless from and against all losses (including loss of profit), penalties, actions, suits, claims, expenses, costs (including legal costs and disbursements on an indemnity basis), liabilities, charges, outgoings, payments, demands and proceedings (whether civil or criminal) suffered, incurred, paid or liable to be paid directly or indirectly arising out of or in respect of any Mozambique government approval not being obtained in connection with the Share Offer or the Underwriting Agreement as varied by the Variation Agreement and the Underwriter acknowledges and agrees that such approval being obtained will not be a condition precedent to the Share Offer or the underwriting of the Share Offer. The Mozambique Government Approval and Tax Report in Annexure D opines that the Recapitalisation Proposal does not require any Mozambique Government approval, but see the Taxation and Compliance and Operations in Mozambique risks in Section 3.3.

The Underwriting Agreement as varied by the Variation Agreement provides that the Underwriter may terminate the Underwriting Agreement and its obligation thereunder at any time without cost or liability to the Underwriter upon the occurrence of any one or more of the termination events (**Termination Event**) including:

- (a) (**Prospectus**): the Company does not lodge the Prospectus on the Lodgement Date or the Prospectus or the Share Offer is withdrawn by the Company; or
- (b) (**No Official Quotation**): ASX has provided written notice to the Company that Official Quotation will not be granted on or before the Closing Date; or
- (c) (**Supplementary prospectus**):
 - (i) the Underwriter, having elected not to exercise its right to terminate its obligations under the Underwriting Agreement as a result of an occurrence described in I(vii) (below), forms the view on reasonable grounds that a supplementary or replacement prospectus should be lodged with ASIC for any of the reasons referred to in section 719 of the Corporations Act and the Company fails to lodge a supplementary or replacement prospectus in such form and content and within 7 Business Days of the view being formed; or
 - (ii) the Company lodges a supplementary or replacement prospectus without the prior written agreement of the Underwriter (which must not be unreasonably withheld); or
- (d) (**Noncompliance with disclosure requirements**): it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:

- (i) the effect of the Share Offer on the Company; and
 - (ii) the rights and liabilities attaching to the Shares as finally determined by ASIC or ASX; or
- (e) **(Misleading Prospectus)**: it transpires that ASIC or ASX finally determines that there is a material statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is a material omission from the Prospectus (having regard to the provisions of sections 710, 711 and 716 of the Corporations Act) or if any material statement in the Prospectus becomes or misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive and such a statement or omission is not corrected within 7 Business Days of such determination by ASIC or ASX; or
- (f) **(Restriction on allotment)**: the Company is prevented from allotting the Rights Shares within the time required by the Underwriting Agreement as varied by the Variation Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority; or
- (g) **(Withdrawal of consent to Prospectus)**: any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in the Prospectus or to be named in the Prospectus, withdraws that consent and such withdrawal remains for a period of at least 7 Business Days and the Company and Underwriter form the view (acting reasonably) that the Prospectus cannot be amended or replaced such that the consent is no longer required; or
- (h) **(ASIC application)**: an application is made by ASIC for an order under section 1324 or any other provision of the Corporations Act in relation to the Prospectus, the deadline for providing a shortfall notice under the Underwriting Agreement as varied by the Variation Agreement has arrived, and that application has not been dismissed or withdrawn; or
- (i) **(ASIC hearing)**: no stop order is issued by ASIC in relation to the Prospectus, or if one is, it is capable of being remedied to enable the Share Offer to be completed; or
- (j) **(Takeovers Panel)**: the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel; or
- (k) **(Removal)** The Company is removed from the official list of ASX;
- (l) **(Termination Events)**: subject always to the event giving rise to a Material Adverse Effect or material liability of the Underwriter under the Corporations Act, any of the following events occurs:
- (i) **(Hostilities)** there is a material outbreak of hostilities after the date of this agreement which has a direct and material impact on the Cabo Delgado Province of Mozambique.
 - (ii) **(Incorrect or untrue representation)**: any representation, warranty or undertaking given by the Company in the Underwriting Agreement as varied by the Variation Agreement is or becomes untrue or incorrect; or
 - (iii) **(Contravention of constitution or Act)**: a contravention by the Company after the appointment of the Administrators of any provision of

its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy of ASIC or ASX; or

- (iv) **(Error in Due Diligence Results):** it transpires that any of the Due Diligence Results or any part of the Verification Material was materially false, misleading or deceptive or that there was a material omission from them; or
- (v) **(Significant change):** a "new circumstance" as referred to in section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor; or
- (vi) **(Public Statements):** without the prior approval of the Underwriter a public statement is made by the Company in relation to the Share Offer or the Prospectus except as required by law or the Listing Rules; or
- (vii) **(Misleading information):** any information supplied at any time after appointment of the Administrators by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Share Offer or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive; or
- (viii) **(Prescribed Occurrence):** a Prescribed Occurrence occurs, other than as described in paragraphs (g) to (l) of the definition of Prescribed Occurrence and other than as disclosed in the Prospectus; or
- (ix) **(Event of Insolvency):** an Event of Insolvency occurs in respect of a Relevant Company; or
- (x) **(Litigation):** litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement as varied by the Variation Agreement commenced against the Company, other than any actual or potential claims foreshadowed in the Prospectus; or
- (xi) **(Indicative Timetable):** the Company causes there to be a delay in any specified date in the Indicative Timetable which is greater than 3 months; or
- (xii) **(Force Majeure):** a Force Majeure which has a Material Adverse Effect on the Company's projects lasting in excess of 30 days occurs; or
- (xiii) **(Certain resolutions passed):** a Relevant Company passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter; or
- (xiv) **(Capital Structure):** any Relevant Company alters its capital structure in any manner not contemplated by the Prospectus; or
- (xv) **(Indictable offence):** a director or senior manager of a Relevant Company is charged with an indictable offence; or
- (xvi) **(Authorisation):** any Authorisation other than an Authorisation that relates to the Share Offer or the issue of this Prospectus, which is material to the projects of the Company, is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter acting reasonably.

In addition to the Defined Terms set out in Section 7 of this Prospectus, the following defined terms used in this Section 5.4 have the same definitions as in the Underwriting Agreement as varied by the Variation Agreement and these definitions are as follows:

"Authorisation" includes any consent, authorisation, registration, filing, agreement, notarisation, certificate, permission, licence, approval, authority or exemption from, by or with any governmental agency.

"Due Diligence Program" means the legal, accounting, commercial and other investigations of the assets and liabilities, financial position and performance, profits and losses and prospects of each Relevant Company conducted in the period up until Completion, as implemented by the planning memorandum to be adopted.

"Due Diligence Results" means the results of the investigations which make up the Due Diligence Program, as maintained by the Company including but not limited to all due diligence reports and reports of the due diligence committee (established in connection with the Share Offer), including all supporting documents and working papers to which the Due Diligence Program relates.

"Event of Insolvency" means:

- (a) a receiver, manager, receiver and manager, trustee, administrator, Controller or similar officer is appointed in respect of a person or any asset of a person;
- (b) a liquidator or provisional liquidator is appointed in respect of a corporation;
- (c) other than applications made by the Administrators in furtherance of their obligations and, in particular, in furtherance of the aims and objectives of this Underwriting Agreement as varied by the Variation Agreement, any application (not being an application withdrawn or dismissed within 7 days) is made to a court for an order, or an order is made, or a meeting is convened, or a resolution is passed, for the purpose of:
 - (i) appointing a person referred to in paragraphs (a) or (b);
 - (ii) winding up a corporation; or
 - (iii) proposing or implementing a scheme of arrangement with creditors;
- (d) any event or conduct occurs which would enable a court to grant a petition, or an order is made, for the bankruptcy of an individual or his estate under any Insolvency Provision;
- (e) other than pursuant to a DOCA as contemplated by the Underwriting Agreement as varied by the Variation Agreement, a moratorium of any debts of a person, or an official assignment, or a composition, or an arrangement (formal or informal) with a person's creditors, or any similar proceeding or arrangement by which the assets of a person are subjected conditionally or unconditionally to the control of that person's creditors or a trustee, is ordered, declared, or agreed to, or is applied for and the application is not withdrawn or dismissed within 7 days;
- (f) a person becomes, or admits in writing that it is, is declared to be, or is deemed under any applicable legislation to be, insolvent or unable to pay its debts; or
- (g) any writ of execution, garnishee order, mareva injunction or similar order, attachment, distress or other process is made, levied or issued against or in relation to any asset of a person,

other than events relating to the appointment of the Administrators or as contemplated by the DOCA.

"Force Majeure" means any act of God, war or revolution which is not within the control of the parties.

"Indicative Timetable" means the indicative timetable for the Share Offer set out in the Underwriting Agreement as varied by the Variation Agreement;

"Material Adverse Effect" means a material adverse effect on the assets, condition, financial position, performance, profits and losses, results, prospects, business or operations of the Company and its subsidiaries either individually or taken as a whole.

"Prescribed Occurrence" means, other than as contemplated by this Agreement or the DOCA:

- (a) a Relevant Company converting all or any of its shares into a larger or smaller number of shares;
- (b) a Relevant Company resolving to reduce its share capital in any way;
- (c) a Relevant Company:
 - (i) entering into a buy-back agreement; or
 - (ii) resolving to approve the terms of a buy-back agreement under section 257C or 257D of the Corporations Act;
- (d) a Relevant Company making an issue of, or granting an option to subscribe for, any of its shares, or agreeing to make such an issue or grant such an option, other than an issue or agreement to issue in accordance with the Share Offer or the terms of the Underwriting Agreement as varied by the Variation Agreement and excluding any grants under the Company's Employee Option Plan and to parties to whom the Company has a pre-existing obligation;
- (e) a Relevant Company issuing, or agreeing to issue, convertible notes;
- (f) a Relevant Company charging, agreeing to charge, the whole, or a substantial part, of its business or property;
- (g) a Relevant Company resolving that it be wound up;
- (h) the appointment of a liquidator or provisional liquidator to a Relevant Company;
- (i) the making of an order by a court for the winding up of a Relevant Company;
- (j) an administrator of a Relevant Company, being appointed under section 436A, 436B or 436C of the Corporations Act;
- (k) a Relevant Company executing a deed of company arrangement other than as contemplated in the Underwriting Agreement as varied by the Variation Agreement; or
- (l) the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of a Relevant Company,

other than events relating to the appointment of the Administrators.

"Relevant Company" means the Company, Triton United and Grafex Limitada.

"Verification Material" means the material maintained by the Company being the documents and information provided by the Company in verification of statements made in this Prospectus.

5.5 ASIC relief and ASX waivers

No ASIC relief or ASX waivers were sought or granted in relation to the Offers or the Prospectus.

On 16 September 2016, the Company made an application to ASX seeking confirmation that ASX will reinstate the quotation of Shares and lift suspension in trading of the Company's securities following completion of the Share Offer and after the DOCA is fully effectuated.

ASX requires the Company to meet certain conditions for re-quotation of its Shares on ASX (see Annexure G for further details). There is a risk that the Company may not be able to meet those requirements. The Company's securities will remain suspended from trading on ASX unless and until those conditions are met.

If ASX does not admit the Shares to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not allot or issue any Shares and will repay all Application Monies for the Shares within the time.

ASX has advised the Company that it is yet to consider the potential application of escrow restrictions with respect to any securities to be issued pursuant to the Recapitalisation. Accordingly, there is a risk that any securities issued pursuant to the Recapitalisation Proposal (including the Offers) may be subject to escrow restrictions.

5.6 Agreements with Directors and related parties

- (a) The Company's policy in respect of related party arrangements is:
- (i) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
 - (ii) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

Related party transactions may be proposed from time to time. Any such transactions occur in the normal course of business, and the terms and conditions of the transactions are no more favourable than those available, or which might reasonably be expected to be available, for similar transactions with unrelated entities on an arms' length basis.

- (b) Deed of Access and Indemnity

The Company has signed Deed of Access and Indemnity Agreements with all Directors and senior executives (**Officeholders**) which lasts for a period of 7 years after they cease to be an Officeholder (**Term**).

The Deeds require the Company to maintain Director's & Officers Insurance Policy for the Officeholder during the Term.

The Deeds provide a grant of indemnity to the Officeholder which, to the extent permitted by law, indemnifies the Officeholder for any loss which the Officeholder may incur, or be liable for arising from, or in connection with, the Officeholder's position as an officer of the Company.

The Deeds also allows the Officeholder to access board papers and files for a permitted purpose during the Term.

- (c) Executive Service Agreements

Peter Canterbury (Managing Director), has an employment contract with the Company. Details of the terms and conditions of this contract may be found in Section 4.4.

Mr Patrick Burke has a services contract with the Company. Details of the terms and conditions of this contract may be found in Section 4.4.

Paige Exley (Company Secretary), has an employment contract with the Company. Details of the terms and conditions of this contract may be found in Section 4.4.

5.7 Rights Attaching to Shares

The Shares to be issued pursuant to this Prospectus will rank equally in all respects with existing Shares in the Company.

Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which can be inspected at the Company's registered office.

The following is a summary of the principal rights which attach to the Company's Shares:

(a) Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has one vote for every fully paid Share held by him or her, and a proportionate vote for every partly paid Share, registered in such Shareholder's name on the Company's Share register.

A poll may be demanded by the chairman of the meeting, by any five Shareholders entitled to vote on the particular resolution present in person or by proxy, attorney or representative, or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of, or paid up value of, the Shares of all those Shareholders having the right to vote on the resolution.

(b) Dividends

Dividends are payable out of the Company's profits and are declared by the Directors.

(c) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the *Corporations Act* for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of Shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules (formerly the ASTC Settlement Rules). The Company must not prevent, delay or interfere with the registration of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(d) Meetings and Notice

Each Shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution of the Company, the *Corporations Act* or the Listing Rules.

(e) Liquidation Rights

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(f) Shareholder Liability

As the shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) Alteration to the Constitution

The constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days' written notice, specifying the intention to propose the resolution as a special resolution must be given.

(h) ASX Listing Rules

If the Company is admitted to the Official List, then despite anything in the constitution of the Company, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the constitution to contain a provision or not to contain a provision the constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the constitution is or becomes inconsistent with the Listing Rules, the constitution is deemed not to contain that provision to the extent of the inconsistency.

5.8 Terms and Conditions of Options

The Options the subject of the Options Offer entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Option holder the right to subscribe for one Share upon exercise of the Option.
- (b) Each Option will expire at 5.00pm (WST) on 30 June 2018 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) Subject to paragraph (k) (below), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) cash, a bank cheque or telegraphic or other electronic means of transfer of cleared funds for the Exercise Price for the number of Options being exercised;

(Exercise Notice).

- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are not transferable, except with the prior written consent of the board of directors of the Company.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reorganised or reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation or reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options. The Optionholder cannot participate in any new issues of the Company without exercising the Option.
- (m) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

5.9 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

5.10 Interests of Directors

- (a) Directors' holdings

At the date of this Prospectus the relevant interest of each of the Directors in the securities of the Company are as follows

Director	Number of Shares	Number of Options	Number of Performance Rights
Mr Xingmin (Max) Ji	-	-	-
Mr Peter Canterbury	-	-	-
Ms Paula Ferreira	-	-	2,500,000
Mr Patrick Burke*	-	-	-
Mr Guanghui (Michael) Ji	-	-	-

Notes:

**Patrick Burke has entered into a commitment with Somers & Partners to sub-underwrite the Share Offer in respect of 1,666,667 Shares. Patrick Burke will receive a sub-underwriting fee of 1% of the amount of his sub-underwriting commitment, totalling \$1,000 (plus GST).*

***This table does not include any securities for which approval may be sought for their issue at the Company's 2016 annual general meeting.*

(b) Remuneration of Directors

The Constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting (which is currently \$250,000 per annum).

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Details of remuneration provided to Directors and their associated entities during the financial years ended 31 December 2015 and the current financial year ending 31 December 2016 to date are as follows:

Director	Financial Year End	Fees/ Salaries (including entitlements (\$))	Equity Options (\$)	Total (\$)
Mr Xingmin (Max) Ji	2016	29,017	-	29,017
	2015	-	-	-
Mr Peter Canterbury	2016	111,000	-	111,000
	2015	-	-	-
Ms Paula Ferreira	2016	44,005	-	44,005
	2015	19,513	36,240	55,753
Mr Patrick Burke	2016	45,442	-	45,442
	2015	-	-	-
Mr Guanghui (Michael) Ji	2016	29,017	-	29,017
	2015	-	-	-
Total	2016	258,481	-	258,481
	2015	19,513	36,240	55,753

**This table does not include any securities for which approval may be sought for their issue at the Company's 2016 annual general meeting.*

(c) Directors' interests

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (i) the formation or promotion of the Company; or
- (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Share Offer or Options Offer; or
- (iii) the Share Offer or Options Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons as an inducement to become, or to qualify as, a Director or for services rendered in connection with the formation or promotion of the Company or the Share Offer or the Options Offer.

All Directors may or may not purchase additional Shares prior to the Record Date.

Except as disclosed in this Prospectus, no amount of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce that Director to become, or to qualify as, a Director, or otherwise for services rendered by that Director or their company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Share Offer.

The Company has paid insurance premiums to insure each of the Directors against liabilities for costs and expenses incurred by them in defending any legal proceedings while acting in the capacity of a Director.

5.11 Interests of Named Persons

Except as disclosed in this Prospectus, no promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus, holds, or during the last two years has held, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Share Offer or the Options Offer; or
- (c) the Share Offer or the Options Offer,

and no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to a promoter or any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus for services rendered by that person in connection with the formation or promotion of the Company or the Share Offer or the Options Offer.

Somers & Partners is Underwriter and Lead Manager to the Share Offer. The Company will pay the Underwriter and Lead Manager for these services:

- (a) the Underwriting Fee of 5% of the Underwritten Amount (minus the Shandong Tianye Amount) (approximately \$315,745 (plus GST)) plus consideration in the form of the offer of 25,000,000 Options to Somers & Partners or their nominees. Some of this fee may be passed onto sub-underwriters of the Share Offer; and
- (b) a management fee of 1% of the amount raised under the Share Offer (approximately \$78,936 based on the Underwritten Amount being raised).

The Underwriter has provided other professional services to the Company during the last two years for which the Company has paid gross fees totalling approximately \$883,402 (plus GST).

As at the date of this Prospectus the Underwriter has a relevant interest in 11,393,107 Shares, 5,000,000 unlisted Options exercisable at \$1.00 each on or before 23 July 2017 and 4,924,322 listed Options (ticker code "TONOA") to acquire Shares exercisable at \$0.15 on or before 16 March 2017. The Underwriter (or its nominees) will also be issued up to 25,000,000 Options exercisable at \$0.10 each and expiring on 30 June 2018 pursuant to the Options Offer.

The Underwriter has paid the Company a Deposit, see Section 5.4 of this Prospectus for further details.

Patrick Burke will receive a sub-underwriting fee of 1% of the amount of his sub-underwriting commitment, totalling \$1,000 (plus GST).

The Company has agreed to pay Azure Capital Pty Ltd a fee in relation to the Placement, see Section 4.2 of this Prospectus for further details.

Gilbert + Tobin has acted as solicitors to the Company in relation to the Share Offer. The Company will pay approximately \$200,000 (plus GST) to Gilbert + Tobin for these services. Gilbert + Tobin has provided other professional services to the Company during the last two years for which the Company has paid fees totalling approximately \$610,943 (plus GST) (of which approximately \$304,113 plus GST has been paid to Gilbert + Tobin in relation to the period during which the Company was in administration and subject to deed administration).

Nexia Perth Audit Services Pty Ltd are the auditors to the Company. They have provided audit services to the Company during the last two years for which the Company has paid fees totalling approximately \$148,829 (plus GST).

BDO Corporate Finance (WA) Pty Limited will receive professional fees of approximately \$18,000 for the provision of the Investigating Accountant's Report in Annexure C of this Prospectus.

CSA Global Pty Ltd will receive professional fees of approximately \$35,766 for the provision of the Technical Assessment Report in Annexure A of this Prospectus. CSA Global Pty Ltd has provided other professional services to the Company during the last two years for which the Company has paid fees totalling approximately \$225,717 (plus GST).

Couto Graca & Associados will receive professional fees of approximately \$20,000 for the provision of the Mozambique Solicitor's Report on Tenements in Annexure B of this Prospectus. Couto Graca & Associados has provided other professional services to the Company during the last two years for which the Company has paid fees totalling approximately USD\$70,925 (plus GST).

TTA – Sociedade de Advogados will receive professional fees of approximately \$2,000 for the provision of the Mozambique Government Approval and Tax Report in Annexure D of this Prospectus. TTA – Sociedade de Advogados has not provided other professional services to the Company during the last two years.

Zhong Lun Law Firm will receive professional fees of approximately \$15,716 for the provision of the Chinese Legal Report in Annexure E of this Prospectus. Zhong Lun Law Firm has not provided other professional services to the Company during the last two years.

Benchmark Mineral Intelligence will receive professional fees of approximately \$2,500 for assisting the Company with the preparation of Section 4.8 of this Prospectus. Benchmark Mineral Intelligence has provided other professional services to the Company during the last two years for which the Company has paid fees totalling approximately \$10,668 (plus GST).

5.12 Consents

Each of the other parties referred to in this Section 5.12:

- (a) has not authorised or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this Section; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Each of the following has consented to being named in the Prospectus in the capacity as noted below and have not withdrawn such consent prior to the lodgement of this Prospectus with the ASIC:

- (a) Somers & Partners as Underwriter and Lead Manager to the Share Offer;
- (b) Gilbert + Tobin as solicitors to the Company in relation to the Share Offer;
- (c) Dr Andrew Scogings as a competent person in relation to certain information in this Prospectus relating to Exploration Results or Mineral Resources (except in relation to the Mineral Resource estimate for the Cobra Plains deposit on the Balama North Project). Dr Andrew Scogings also provides a competent person consent to the inclusion of such information in this Prospectus in the form and context in which it appears (see the Important Notes section for further details);
- (d) Mr Mark Drabble as a competent person in relation to certain information in this Prospectus relating to a Mineral Resource estimate at the Cobra Plains deposit on the Balama North Project. Mr Mark Drabble also provides a competent person consent to the inclusion of such information in this Prospectus in the form and context in which it appears (see the Important Notes section for further details);
- (e) Nexia Perth Audit Services Pty Ltd as auditors of the Company and to the inclusion of the reviewed financial reports for the period ended 30 June 2016 which appear in the Investigating Accountant's Report in Annexure C of this Prospectus and any other references to its contents in this Prospectus in the form and context in which they appear;
- (f) BDO Corporate Finance (WA) Pty Limited as investigating accountant to the Company and to the inclusion of the Investigating Accountant's Report in Annexure C of this Prospectus and any other references to its contents in this Prospectus in the form and context in which they appear;
- (g) CSA Global Pty Ltd has given its written consent to the inclusion in Annexure A of this Prospectus of its Technical Assessment Report and to any other references to its contents in this Prospectus in the form and context in which they appear;
- (h) Couto, Graca & Associados has given its written consent to the inclusion in Annexure B of this Prospectus of its Mozambique Solicitor's Report on Tenements and to any other references to its contents in this Prospectus in the form and context in which they appear;
- (i) TTA – Sociedade de Advogados has given its written consent to the inclusion in Annexure D of this Prospectus of its Mozambique Government Approval and Tax Report and to any other references to its contents in this Prospectus in the form and context in which they appear;

- (j) Zhong Lun Law Firm has given its written consent to the inclusion in Annexure E of this Prospectus of its Chinese Legal Report and to any other references to its contents in this Prospectus in the form and context in which they appear;
- (k) Ms Paige Exley has given her written consent to the inclusion of the statements contained in Section 4.6 of this Prospectus in the form and context in which they appear; and
- (l) Benchmark Mineral Intelligence has given its written consent to the inclusion of the statements contained in Section 4.8 of this Prospectus in the form and context in which they appear.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

5.13 Expenses of the Share Offer

The estimated expenses of the Share Offer are as follows

Expense	\$ (ex. GST)
ASIC fees	2,350
ASX fees	17,590
Underwriting fee	315,745
Lead Manager management fee	78,936
Placement fee	94,724
Legal expenses (Australian, Chinese and Mozambique)	329,280
Technical Expert fees	35,766
Investigating Accountant fees	18,000
Share registry fee	17,972
Printing and other expenses	10,439
Total	920,802

6 Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the *Corporations Act*, each Director has consented to the lodgement of this Prospectus with the ASIC.

Dated: 24 October 2016

Mr Xingmin (Max) Ji

Chairman
For and on behalf of
Triton Minerals Limited

7 Defined Terms

A\$ and \$	Australian dollars, unless otherwise stated
Additional Shares	has the meaning given to that term in Section 1.7
Administrators	Messrs Martin Jones, Andrew Smith and Dermott McVeigh of Ferrier Hodgson as joint and several administrators
AMG	AMG Mining AG
Applications	has the meaning given to that term in the Mozambique Solicitor's Report on Tenements included in Annexure B of this Prospectus
Applicant	a person who submits an Entitlement and Acceptance Form
Application Monies	the amount accompanying an Entitlement and Acceptance Form submitted by an Applicant
Appointment Date	means the date of appointment of the Administrators, being 2 March 2016.
Ärea	has the meaning given to that term in Section 4.5
ASX Settlement	ASX Settlement Pty Ltd (ABN 49 008 504 532)
ASX Settlement Operating Rules	the operating rules of the settlement facility provided by ASX Settlement as amended from time to time
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ABN 98 008 624 691) or the financial market operated by it, as the context requires
Authorisation	has the meaning given to that term in Section 5.4
Board	the board of Directors
Business Day	every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day
CGA	means Couto Graca & Associados
Claim	means a debt payable by and all claims against the Company (present or future, certain or contingent, ascertained or only sounding in damages), being a debt or claim, any of the circumstances giving rise to which occurred on or before the Appointment Date, that would be admissible to proof against the Company in accordance with Division 6 of Part 5.6 of the Corporations Act, if the Company had been wound up and the winding up is taken to have commenced on the Appointment Date
Closing Date	14 November 2016 (unless extended)
Company	Triton Minerals Ltd (ABN 99 126 042 215)
Company Causes of Action	has the meaning given to that term in Section 4.2
Constitution	the constitution of the Company as at the date of this Prospectus

Corporations Act	Corporations Act 2001 (Cth)
Creditors' Trust	means the creditors trust to be established and named "Triton Minerals Creditors' Trust" pursuant to the Recapitalisation Proposal
Creditors' Trust Payment	has the meaning given to that term in Section 4.2
CSA Global	CSA Global Pty Ltd
DD	has the meaning given to that term in Section 4.11
Deed Administrators	means Mr Andrew Smith, Mr Dermott McVeigh and Mr Martin Jones of Ferrier Hodgson
Deed of Release	has the meaning given to that term in Section 4.5
DHEM	has the meaning given to that term in Section 4.9
Deposit	has the meaning given to that term in Section 5.4
DFS	Definitive feasibility study
Directors	the directors of the Company as at the date of this Prospectus
DOCA	On 8 July 2016, at a second meeting of creditors the creditors of the Company resolved to execute a deed of company arrangement.
Drilling Services Contract	has the meaning given to that term in Section 4.5
Due Diligence Program	has the meaning given to that term in Section 5.4
Due Diligence Results	has the meaning given to that term in Section 5.4
Eligible Shareholder	a Shareholder whose details appear on the Register as at the Record Date and who is not an Excluded Shareholder
EM	has the meaning given to that term in Section 4.9
Entitlement	the entitlement of an Eligible Shareholder to apply for Shares pursuant to the Share Offer
Entitlement and Acceptance Form	the entitlement and acceptance form either attached to or accompanying this Prospectus, for the Share Offer and/or the Options Offer as the context provides
Event of Insolvency	has the meaning given to that term in Section 5.4
Excluded Claim	means any Claim or liability (contingent or otherwise) arising out of or in connection with any impost imposed by the Mozambique Government or its agencies under Mozambique law in connection with the Company or its related bodies corporate
Excluded Shareholders	a Shareholder who does not reside in Australia, New Zealand, China or the United Kingdom
Exercise Notice	has the meaning given to that term in Section 5.8
Exercise Price	has the meaning given to that term in Section 5.8

Expiry Date	has the meaning given to that term in Section 5.8
FLEM	has the meaning given to that term in Section 4.9
Force Majeure	has the meaning given to that term in Section 5.4
GK	has the meaning given to that term in Section 4.9
GKAM	GK Ancuabe Graphite Mine, SA
Grafex or Grafex Limitada	means Grafex Limitada (NUIT 400 356 106), a company incorporated under the laws of Mozambique
Grafex Acquisitions	has the meaning given to that term in Section 3.3
Graphite Projects	means the following project areas where Grafex holds licenses: <ul style="list-style-type: none"> • Ancuabe Project; • Balama North (comprising the Nicanda Hill, Nicanda West and Cobra Plains deposits); and • Balama South
Group	the Company and its Related Bodies Corporate
Hubei	has the meaning given to that term in Section 3.3
Indicative Timetable	has the meaning given to that term in Section 5.4
JORC or JORC Code	means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code 2012)
JVA	has the meaning given to that term in Section 3.3
JV Agreement	has the meaning given to that term in Section 4.1
Immediately Available Funds	means cash, bank cheque or telegraphic or other electronic means of transfer of cleared funds
Last Prospectus	has the meaning given to that term in Section 3.3
Lead Manager	Somers & Partners
Limited Liability Company	has the meaning given to that term in section 3.1 of the Chinese Legal Report in Annexure E of this Prospectus
Listing Rules	the Listing Rules of ASX
Loan	has the meaning given to that term in Section 5.4
Material Adverse Effect	has the meaning given to that term in Section 5.4
Mining Law and Regulation	has the meaning given to that term in the Mozambique Solicitor's Report on Tenements included in Annexure B of this Prospectus
Mining Titles	Has the meaning given in Section 4.5
Minjar Gold	Minjar Gold Pty Ltd ACN 119 514 528
Mozambique	means the Republic of Mozambique

Mozambique Government	means the government of the Republic of Mozambique
MRE	has the meaning given to that term in Section 4.9
MZN	means metical, the official currency of Mozambique
Nogueira	has the meaning given to that term in Section 4.5
nominee	means a nominee of Shandong Tianye or Somers & Partners as the context provides, with a registered address in Australia.
Offers	means the Share Offer and the Option Offer
Officeholders	has the meaning given to that term in Section 5.6
Official List	the Official List of the ASX
Official Quotation	quotation on the Official List
Option	an option to acquire a Share
Optionholder	a holder of an Option
Options Offer	means an offer of 25,000,000 Options to each of Shandong Tianye (or its nominees) and the Underwriter (or its nominees) on the terms and conditions set out in Annexure F
Optiro	has the meaning given to that term in Section 4.11
Percentage Interests	has the meaning given to that term in Section 4.5
Performance Right	is a right to obtain a Share in the Company
PFS	has the meaning given to that term in Section 4.11
Placement	has the meaning given to that term in Section 4.2
PRC or China	means Peoples Republic of China
Prescribed Occurrence	has the meaning given to that term in Section 5.4
Prospectus	this prospectus
RC	has the meaning given to that term in Section 4.9
Recapitalisation Proposal	has the meaning given to that term in Section 4.2
Record Date	5.00pm (WST) on 28 October 2016
Related Bodies Corporate	has the meaning given to that term in section 50 of the Corporations Act
Relevant Company	has the meaning given to that term in Section 5.4
Register	the register of Shareholders
RMB or Renmimbi	means the official currency of China

Securities Trading Policy	has the meaning given to that term in Section 4.4
Section	means the applicable section referred to in this Prospectus
Shandong Tianye	means Shandong Tianye Mining Co., Ltd
Shandong Tianye Amount	the value of the Shandong Tianye Entitlement the subject of a valid application by Shandong Tianye (being up to approximately \$1,578,700)
Share	an ordinary fully paid share in the capital of the Company
Share Offer	the non-renounceable entitlement issue to Eligible Shareholders of up to approximately 131,560,567 Shares at an issue price of \$0.06 per Share on the basis of 1 Share for every 4 Shares held on the Record Date, to raise up to approximately \$7,893,634 (before expenses)
Share Registry	Means Computershare Investor Services Pty Limited
Shareholders	the registered holder of a Share
Shareholders Agreement	has the meaning given to that term in Section 4.5
Sheffield	has the meaning given to that term in Section 4.5
Shortfall	the Share Offer Shares, not accepted by Eligible Shareholders
Shortfall Amount	has the meaning given to that term in Section 4.2
Shortfall Share Offer	the offer of the Shortfall on the terms and conditions set out in Section 1.10 of this Prospectus
Somers and Somers & Partners	Somers & Partners Pty Limited ACN 149 263 543
SPA	has the meaning given to that term in Section 3.3
Strategic Alliance Agreement	has the meaning given to that term in Section 4.5
Subscription Agreement	the subscription agreement in relation to the Placement dated 25 July 2016 between the Company and Minjar Gold (a subsidiary of Shandong Tianye)
Tax Provision	has the meaning given to that term in Section 3.3
TC	has the meaning given to that term in Section 4.11
Term	has the meaning given to that term in Section 5.6
Termination Event	has the meaning given to that term in Section 5.4
TGC	has the meaning given to that term in Section 4.9
Triton	Triton Minerals Ltd (ABN 99 126 042 215)
Triton Gold	has the meaning given to that term in Section 4.1
Trustees	has the meaning given to that term in Section 4.2

Underwriter	means Somers & Partners Pty Limited (ABN 46 149 263 543) (AFSL No. 403684)
Underwriting Agreement	means an underwriting agreement entered into by the Company and the Underwriter for the Underwritten Amount
Underwriting Fee	has the meaning given to that term in Section 1.7
Underwriter Options	has the meaning given to that term in Section 2.5
Underwritten Amount	\$7,893,634
Variation Agreement	means a deed varying terms of the underwriting agreement entered into by the Company and the Underwriter on 19 October 2016
Verification Material	has the meaning given to that term in Section 5.4
VTEM	has the meaning given to that term in Section 4.9
WST	Australian Western Standard Time
YXGC	Yichang Xincheng Graphite Co. Ltd

Annexure A. Technical Assessment Report



CSA Global
Mining Industry Consultants



Technical Assessment Report

Triton Minerals Ltd Ancuabe and Balama Projects

CSA Global Report Nº R258.2016
20th September 2016

www.csaglobal.com

Report prepared for

Client Name	Triton Minerals Limited
Project Name/Job Code	TONTAR01
Contact Name	Patrick Ellis
Contact Title	Chief Operating Officer
Office Address	256 Stirling Highway, Claremont, WA 6010, Australia


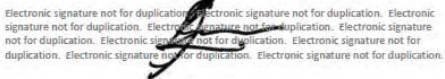
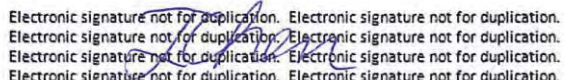
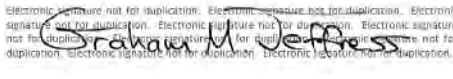
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Author and Reviewer Signatures

Coordinating Author	Andrew Scogings PhD (Geology), MAIG, MAusIMM, RP Geo (Industrial Minerals)	Signature:	
Contributing Author:	Grant Louw B.SC (Hons) MAIG, MGSSA	Signature:	
Peer Reviewer	Ivy Chen B AppSc, MAusIMM, GAICD	Signature:	
CSA Global Authorisation	Graham M. Jeffress BSC(Hons), FAIG, RPGeo, FAusIMM, FSEG	Signature:	

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Disclaimers

Purpose of this document

This Report was prepared exclusively for Triton Minerals Limited ("the Client") by CSA Global Pty Ltd ("CSA Global"). The quality of information, conclusions, and estimates contained in this Report are consistent with the level of the work carried out by CSA Global to date on the assignment, in accordance with the assignment specification agreed between CSA Global and the Client.

Notice to third parties

CSA Global has prepared this Report having regard to the particular needs and interests of our client, and in accordance with their instructions. This Report is not designed for any other person's particular needs or interests. Third party needs and interests may be distinctly different to the Triton Minerals Limited's needs and interests, and the Report may not be sufficient nor fit or appropriate for the purpose of the third party.

CSA Global has created this Report using data and information provided by or on behalf of Triton Minerals Limited and their agents and contractors, and verified where necessary.

Results are estimates and subject to change

The interpretations and conclusions reached in this Report are based on current scientific understanding and the best evidence available to the authors at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high these probabilities might be, they make no claim for absolute certainty.

The ability of any person to achieve forward-looking production and economic targets is dependent on numerous factors that are beyond CSA Global's control and that CSA Global cannot anticipate. These factors include, but are not limited to, site-specific mining and geological conditions, management and personnel capabilities, availability of funding to properly operate and capitalize the operation, variations in cost elements and market conditions, developing and operating the mine in an efficient manner, unforeseen changes in legislation and new industry developments. Any of these factors may substantially alter the performance of any mining operation.

Executive Summary

Triton Minerals Limited is an Australian minerals exploration company which has discovered several graphite deposits in northern Mozambique. Grafex Limitada is the registered holder of eight exploration licenses, of which six have been granted and two are in application, located in the Cabo Delgado Province of northern Mozambique. The licenses comprise three project areas known as the:

- Ancuabe Project
- Balama North Project (Cobra Plains Project, Nicanda Hill Project and Nicanda West Project)
- Balama South Project.

Mineral Resource estimates have been reported for the Ancuabe T12, Nicanda West, Nicanda Hill and Cobra Plains Projects.

CSA Global Pty Ltd (CSA Global) was commissioned by Triton to prepare a Technical Assessment Report (TAR, or 'the Report') on the Balama and Ancuabe Projects (the Projects).

The Report was prepared for inclusion in the prospectus of Triton and provides a Technical Assessment of the Projects. This report describes and summarises the Projects and provides recommendations for further work.

The statements and opinions contained in this Report are given in good faith and in the belief that they are not false or misleading. CSA Global's opinions are based on information provided by Triton and public domain information. This information has been supplemented by independent enquiries, where necessary. The conclusions are based on the reference date of 20th September 2016 and could alter over time depending on exploration results, mineral prices and other relevant market factors.

Opinions presented in this Report apply to the site conditions and features, as they existed at the time of CSA Global's investigations, and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of this Report, about which CSA Global had no prior knowledge nor had the opportunity to evaluate.

Mineral Resources

Ancuabe

A maiden Mineral Resource estimate (Table 1) for the Ancuabe T12 deposit was reported on 17th May 2016 and comprises 14.9 million tonnes grading 5.4% Total Graphitic Carbon (TGC), for 798,000 tonnes of contained graphite.

Table 1: *Inferred Mineral Resource estimate for Ancuabe Target 12 (May 2016)*

Classification	Weathering State	Quantity (Million Tonnes)	TGC (%)	Contained Graphite (^{'000s t})
Inferred	Oxide	1.2	5.2	61
	Transitional	1.2	5.3	63
	Fresh	12.5	5.4	674
	Grand Total	14.9	5.4	798

Note: The Mineral Resource was estimated within constraining wireframe solids defined above a nominal 3% TGC cut-off. The Mineral Resource is reported from all blocks within these wireframe solids. Differences may occur due to rounding. For further details, refer to ASX release 17th May 2016

Nicanda West

A maiden Mineral Resource estimate (Table 2) for the Nicanda West deposit (also known as P66) was reported on 17th May 2016 and comprises 30 Mt grading 6.6% TGC for 1.97 Mt of contained graphite.

Table 2: *Inferred Mineral Resource estimate for Nicanda West (May 2016)*

Classification	Weathering State	Quantity (Million Tonnes)	TGC (%)	Contained Graphite (‘000s t)
Inferred	Oxide	3.3	6.8	225
	Transitional	2.5	7.0	176
	Fresh	24.2	6.5	1,567
	Grand Total	30.0	6.6	1,968

Note: The Mineral Resource was estimated within constraining wireframe solids defined above a nominal 3% TGC cut-off. The Mineral Resource is reported from all blocks within these wireframe solids. Differences may occur due to rounding. For further details, refer to ASX release 17 May 2016

The Ancuabe and Nicanda West Mineral Resource estimations are classified based on wireframes reflecting the confidence in the interpreted mineralisation continuity, structural and weathering profile controls, data quality and quantity, and sufficient metallurgical data to provide adequate confidence for recovery.

CSA Global considers the Mineral Resource has reasonable prospects for eventual economic extraction. Work completed to date allows a sufficient level of confidence to classify the Ancuabe and Nicanda West Mineral Resource as Inferred. Further exploration drilling, petrography and flotation testwork is needed to upgrade these classifications.

Nicanda Hill

Following the recommendations of an Independent Technical Report (ITR) completed by CSA Global in March 2016, CSA Global has restated the Nicanda Hill Mineral Resource as 1.43 Bt at 11.1% TGC (Table 3).

Table 3: *Nicanda Hill Mineral Resource Estimate (September 2016)*

Classification	Tonnes (Mt)	TGC %	Contained Graphite (Mt)
Indicated	369	11.3	41.5
Inferred	1,062	11.1	117.3
Indicated + Inferred	1,430	11.1	158.9

Note: The Mineral Resource was estimated at 5% graphitic carbon cut-off grade from within interpreted mineralised envelopes defined at a nominal lower cut-off grade of 9% TGC. The Mineral Resource is reported from all blocks within these wireframe solids. Differences may occur due to rounding. For further details, refer to ASX announcement, 16 September 2016

The information in this report that relates to in situ Mineral Resources for Ancuabe, Nicanda West and Nicanda Hill is based on information compiled by Mr Grant Louw under the direction and supervision of Dr Andrew Scogings, who are both full-time employees of CSA Global Pty Ltd. Dr Scogings, takes overall responsibility for the report. Dr Scogings is a Member of both the Australian Institute of Geoscientists and Australasian Institute of Mining and Metallurgy and has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person in terms of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’ (JORC Code 2012¹).¹ Dr Scogings consents to the inclusion of such information in this report in the form and context in which it appears.

¹ Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition. Prepared by: The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

Cobra Plains

An Inferred Mineral Resource (Table 4), completed by Optiro Pty Ltd, of 103 Mt at 5.5% graphitic carbon for the Cobra Plains Project was reported in February 2014. The Mineral Resource estimate for the Cobra Plains deposit was reported above a 2% graphitic carbon cut-off grade and approximately 47% of the Inferred Mineral Resource was categorised as extrapolated.

Table 4: *Cobra Plains Inferred Resource (February 2014)*

Category	Tonnes (Mt)	Graphitic Carbon (%)	Graphitic Carbon (Mt)
Inferred	103	5.5	5.7

Note: The Mineral Resource for Cobra plains is reported above a lower cut-off grade of 2% TGC. The Mineral Resources have been estimated by Optiro based on drill assay result data, and an interpretation of the graphite mineralisation within wireframe solid envelopes above a nominal lower cut-off grade of 2% TGC provided by Triton. For further details, refer to ASX release 26 February 2014

The information in this report that relates to Mineral Resource estimate at the Cobra Plains deposit on Balama North Project is based on, and fairly represents, information and supporting documentation prepared by Mr Mark Drabble, who is a Member of the Australasian Institute of Mining & Metallurgy. Mr Drabble is not a full-time employee of the Company. Mr Drabble is employed as a Consultant from Optiro Pty. Ltd. Mr Drabble has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Mineral Resources and Ore Reserves (the JORC Code)'. Mr Drabble consents to the inclusion in this report the exploration results and the supporting information in the form and context as it appears.

Metallurgy

Triton conducted metallurgical testing on drill samples from Ancuabe, Nicanda West, Nicanda Hill and Cobra Plains and one outcrop grab sample from Balama South.

Ancuabe

Preliminary flotation tests of a composite from drill hole IVD001 at Ancuabe T12 (Table 5) demonstrated that approximately 85% of the liberated flakes were larger than 150 μm , and more than 50% of the liberated flakes were Jumbo or larger ($>300 \mu\text{m}$). The final overall concentrate grade was 98.6% Total Carbon (TC) at a recovery better than 90%.

Table 5: *Ancuabe T12 - metallurgical test results for IVD001 composite drill core sample*

Size fraction (μm)	Mass retained %	Cumulative mass retained %	Total Carbon %	LOI %
+500	16.0%	16.0%	98.2	98.7
+300	36.7%	52.7%	99.8	98.8
+180	26.0%	78.6%	98.3	98.9
+150	6.23%	84.9%	97.9	98.7
+106	6.8%	91.6%	97.4	99.2
+75	3.56%	95.2%	96.1	98.4
-75	4.80%	100.0%	96.1	98.4
Total / Calc Head	100.0%		98.6	98.8

Source: Triton ASX announcement 17 May 2016

Nicanda West

Flotation testwork on two composites from Nicanda West drill holes GBND0056 (Table 6) and GBND0058 (Table 7) showed that approximately 70% of the liberated flakes were larger than 150 μm and that more than 30% of the liberated flakes were Jumbo or larger ($>300 \mu\text{m}$). The final overall concentrate grades were over 97% Total Carbon (TC) at $>90\%$ recoveries.

Table 6: Nicanda West - metallurgical test results for GBND0056 drill core composite 1

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Total Carbon %	LOI %
+500	3.68%	3.68%	98.2	98.2
+300	24.8%	28.5%	98.3	98.3
+180	34.1%	62.6%	98.0	98.0
+150	9.90%	72.5%	97.9	97.9
+106	12.1%	84.6%	97.8	97.8
+75	5.70%	90.3%	97.6	97.6
-75	9.73%	100.0%	95.9	95.9
Total / Calc Head	100.0%		97.8	97.8

Source: Triton ASX announcement 17 May 2016

Table 7: Nicanda West - metallurgical test results for GBND0058 drill core composite 2

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Total Carbon %	LOI %
+500	4.47%	4.47%	97.7	98.2
+300	27.2%	31.6%	97.9	98.6
+180	30.5%	62.1%	97.8	98.8
+150	8.51%	70.6%	98.2	98.9
+106	10.8%	81.5%	99.0	99.0
+75	5.57%	87.0%	98.6	98.9
-75	12.98%	100.0%	96.8	97.3
Total / Calc Head	100.0%		97.9	98.6

Source: Triton ASX announcement 17 May 2016

Cobra Plains

Triton announced preliminary metallurgical tests results for a drill core composite from diamond hole TMBD0001 in the northern part of the Cobra Plains deposit (Table 8). The flotation testwork announced in April 2014 indicated that approximately 72% of the graphite flakes were smaller than 75 µm, at an overall purity of 97.5% graphitic carbon.

Table 8: Cobra Plains – metallurgical test results for 100 kg core sample from TMBD0001

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Graphitic Carbon %
+180	0		
-180 +150	1.3	1.3	90.0
-150 +75	18.2	19.5	94.0
-75 +20	71.9	91.4	97.1
-20	8.6	100.0	86.5
Total	100.0		97.5

Source: Triton ASX announcement 15 April 2014

Nicanda Hill

Eight samples were tested for flake size distribution and purity during May 2016. The results demonstrated that approximately 90% of the domain 1 and 3 graphite concentrate is smaller than 0.075 mm and that the remainder is between 0.075 and 0.15 mm. The minus 0.075 mm fractions ranged from 85.6% to 96.7% Total Carbon (four examples are presented in Table 9).

Table 9: Nicanda Hill – metallurgical test results for selected composite drill samples

	TRI019 Oxide		TR1023 Fresh		TRI024 Fresh		TRI025 Fresh	
Size	Retained	TGC	Retained	TGC	Retained	TGC	Retained	TGC
mm	%	%	%	%	%	%	%	%
0.350	0.0		0.0		0.0		0.0	
0.300	0.0		0.0		0.1	59.5	0.0	
0.150	0.6	96.0	0.5	95.9	0.4	85.7	0.3	94.1
0.075	12.4	97.3	12.5	98.2	9.6	96.2	7.7	98.5
-0.075	87.0	94.6	87.0	96.7	89.9	85.6	92.0	96.3
Total	100.0	94.9	100.0	96.9	100.0	86.6	100.0	96.5

Source: Summarised from DRA (2016)

Balama South

Triton collected an outcrop chip sample from Balama South, with encouraging results (Table 10). CSA Global is however of the opinion that the metallurgical grab sample is unlikely to be representative of graphite mineralisation across the tenement, but as >50% of the liberated graphite is coarser than 150µm, and the overall grade is 97.5% Carbon, the project may warrant further work.

Table 10: Metallurgical test results for Balama South grab sample

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Graphitic Carbon %
+180	21.5	21.5	
-180 +150	12.6	34.1	
-150 +106	23.3	57.4	
-106 +75	17.3	74.7	
-75 +53	11.2	85.9	
-53 +38	7.4	93.3	
-38	6.7	100.0	
Total	100.0		97.5

Source: Da Corte and Clark (2016); Triton (2016)

Exploration Upside

Based on geological evidence and VTEM survey data interpretation there is potential for further graphite discoveries in the Ancuabe area, especially at T12 and at anomalies to the northwest and the east.

There is potential to discover north-easterly strike extensions of the Nicanda West deposit.

Balama South may warrant further exploration work, based on the grab sample metallurgical results.

Conclusions and recommendations

CSA Global draws the following conclusions:

- The Ancuabe T12 and Nicanda West Projects have sound geological and metallurgical characteristics and warrant further exploration work.
- Given the promising product quality and likely favourable logistics indicated for Ancuabe T12, CSA Global recommends that Triton initially focuses future exploration in and around the T12 Mineral Resource.
- The northwest part of the T12 VTEM conductor is worthy of follow-up trenching and drilling to test for graphite mineralisation.
- Ancuabe priority 1 and 2 targets (e.g. T10, T12b T14, T14B, T15 and T16) are worthy of follow-up mapping, trenching and exploration drilling.
- There is reasonable basis to expect that work scheduled for Ancuabe T12 during the next exploration phase will increase project robustness and allow for a Pre-Feasibility Study to be completed.

-
- The proposed schedule of work is appropriate for the proposed use of funds that will be raised, and will address technical risks.
 - Nicanda Hill and Cobra Plains are currently considered lower priorities, as the flake sizes in these deposits are smaller than material so far tested from Ancuabe and Nicanda West.
 - Balama South is also considered to be a lower priority project, although some follow-up field mapping may be warranted.
 - The Balama and Ancuabe tenements should be reviewed and rationalised.

CSA Global makes the following recommendations to advance the Ancuabe project:

- Additional petrographic and metallurgical work on existing 2015 core samples from T12.
- Assay drill samples from T12 that have not yet been tested (four holes).
- Assay samples from four trenches excavated at T12 and T16 during 2105.
- Drill exploration and geotechnical holes at Target T12, with the aim of extending the Mineral Resource, and upgrading some of the Inferred Resource to Indicated classification.
- Density measurements in the oxide and transition zones should be verified to increase the level of confidence in the measurements used to assign density in these zones
- Additional petrographic work to reliably domain the deposit and improve metallurgical sample selection.
- Ensure that sufficient drill core is available to allow for metallurgical variability tests and for the production of marketing samples.
- Further metallurgical work should to be undertaken on the oxide, transitional and fresh domains, for each mineralisation domain, to improve the understanding of the process routes and likely products for these materials.
- Map, trench and drill scout holes at other VTEM targets, mainly to the east of T12.

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1 Introduction

1.1 Context, Scope and Terms of Reference

CSA Global was requested by Triton Minerals Limited (Triton) to prepare a Technical Assessment Report (TAR) for use in a Prospectus for the Australia Securities Exchange.

The TAR is a Technical Assessment Report subject to the Australasian Code For Public Reporting Of Technical Assessments And Valuations Of Mineral Assets 2015 (“VALMIN Code”). In preparing this TAR, CSA Global:

- Adhered to the VALMIN and JORC Codes.
- Took due note of the rules and guidelines issued by such bodies as the Australian Securities and Investments Commission (ASIC) and the ASX, including ASIC Regulatory Guide 111 – Content of Expert Reports and ASIC Regulatory Guide 112 – Independence of Experts, and others.
- Relied on the accuracy and completeness of the data provided to it by Triton, and that Triton have made CSA Global aware of all material information in relation to the projects.
- Relied on Triton’s representation that Grafex holds adequate security of tenure for exploration and assessment of the Projects to proceed.
- Required that Triton provide an indemnity to the effect that Triton would compensate CSA Global in respect of preparing the Report against any and all losses, claims, damages and liabilities to which CSA Global or its Associates may become subject under any applicable law or otherwise arising from the preparation of the Report to the extent that such loss, claim, damage or liability is a direct result of Triton or any of its directors or officers knowingly providing CSA Global with any false or misleading information, or Triton, or its directors or officers knowingly withholding material information.
- Required an indemnity that Triton will compensate CSA Global for any liability relating to any consequential extension of workload through queries, questions or public hearings arising from the reports.

1.2 Compliance with the VALMIN and JORC Codes

As far as possible the Report has been prepared in accordance with the VALMIN Code, which is binding upon Members of the Australian Institute of Geoscientists (AIG) and the Australasian Institute of Mining and Metallurgy (AusIMM), the JORC² Code and the rules and guidelines issued by such bodies as the ASIC and ASX that pertain to TAR.

1.3 Principal Sources of Information

This Report has been based upon information available up to and including 20th September 2016. CSA Global has based its review on information provided by Triton, and other relevant published and unpublished data.

² Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition. Prepared by: The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

CSA Global has endeavoured, by making all reasonable enquiries, to confirm the authenticity, accuracy, and completeness of the technical data upon which this report is based.

Field visits to the projects were made by CSA representatives Rob Barnett and Andrew Scogings during 2016. As part of the site visits CSA Global completed a review of the technical aspects of the projects, including previous work, geology, and planned exploration.

CSA Global has previously worked on Triton's projects and generated the following Independent Technical Reports (ITR) and Mineral Resource estimates (MRE), during 2016, and which formed the basis for compiling the TAR:

- R131.2016 Triton Nicanda Hill ITR
- R145.2016 Nicanda West ITR
- R146.2016 Nicanda West MRE
- R147.2016 Cobra Plains ITR
- R148.2016 Ancuabe ITR
- R149.2016 Ancuabe MRE
- R150.2016 Balama South ITR
- R151.2016 Site Visit
- R266.2016 Nicanda Hill MRE Restatement
- R278.2016 Ancuabe Site Visit.

The statements and opinions contained in this report are given in good faith and in the belief that they are not false or misleading. The conclusions are based on the reference date of 20th September 2016 and could alter over time depending on exploration results, mineral prices and other relevant market factors.

1.4 Authors of the Report – Qualifications, Experience and Competence

This assignment was led by Andrew Scogings and the work was undertaken by Andrew and Grant Louw, with peer review by Ivy Chen and final authorisation by Graham Jeffress. The team was assisted in the completion of the assignment by other appropriately qualified and experienced staff as required. The summary CVs of the key team members are given below:

Dr. Andrew Scogings is a Principal Consultant with CSA Global Pty Ltd and has more than 25 years' experience in industrial minerals exploration, product development and sales management. He has published several papers on the requirements of the JORC Code 2012, with specific reference to Clause 49. Andrew is a regular contributor to Industrial Minerals Magazine and has written articles about QA/QC, bulk density methods and petrography for industrial minerals exploration, in addition to co-authoring several papers that ranked global graphite exploration projects. He was recently senior author of two significant reviews: Natural Graphite Report – strategic outlook to 2020 and Drilling Grade Barite - Supply, Demand & Markets published in 2015 by Industrial Minerals Research (UK). Andrew is a Registered Professional Geoscientist (Industrial Minerals) with the Australian Institute of Geoscientists.

Grant Louw is a senior resource geologist with more than 16 years' experience in mining and resource geology. He has extensive experience in modelling and mineral resource estimation for graphite, gold, base metals and iron amongst other commodities. He has gained experience in underground mapping, grade control, borehole layouts, core logging, ore reserve calculations and development planning while working as a mine geologist. Grant is adept across various software applications and has completed mineral resource estimates for many projects. He has worked on projects in numerous countries including Australia, South Africa, Tanzania, Mozambique and Guinea. He has a Bachelor of Science (Honours) in

Earth Sciences and is a member of the Australian Institute of Geoscientists and the Geological Society of South Africa.

Ivy Chen is a corporate governance specialist, with 28 years' experience in mining and resource estimation. She served as the national geology and mining adviser for the Australian Securities and Investments Commission (ASIC) from 2009–2015. Ivy's experience in the mining industry in Australia and China, as an operations and consulting geologist includes open pit and underground mines for gold, manganese and chromite, and as a consulting geologist. She has conducted mineral project evaluation, strategy development and implementation, through to senior corporate management roles.

Graham Jeffress, CSA Global Manager – Exploration and Evaluation, MAIG, RPGeo, has more than 25 years' experience in exploration, project evaluation and mining on gold, base metals, uranium and iron ore projects within Australia and internationally. Graham is a Member and a Registered Professional Geoscientist (Exploration) with the Australian Institute of Geoscientists and has completed numerous Independent Geologist Reports, Competent Person Reports and Independent Technical Assessment and Valuation Reports.

2 Graphite basics

2.1 What is graphite?

Graphite is a type of carbon that occurs in sheet form. It is light, soft, and easily cleaved; with a lustrous texture and colours ranging from black to grey. Graphite is soft, being between 1 and 2 on the Mohs mineral hardness scale and has a specific gravity of 2.1–2.2 t/m³.

It is flexible and malleable and exhibits both metallic and non-metallic properties, making it suitable for diverse industrial applications. The metallic properties include thermal and electrical conductivity, whereas non-metallic properties include chemical inertness, high thermal resistance, and lubricity. It is an excellent conductor of heat and electricity and is highly refractory.

Natural graphite occurs in three discrete commercial forms, described as flake, amorphous and vein (Scogings et al., 2015). Graphite may also be synthetically manufactured from carbon-bearing raw materials such as petroleum coke and tar pitch.

Flake graphite is generally formed during regional or contact metamorphism of carbonaceous sedimentary rocks with the name referring to graphite that occurs as thin disseminated flakes in metamorphic rocks such as gneiss and schist (Figure 1). Most flake graphite deposits being mined, or of potential economic interest typically contain between 5% and 30% graphite within moderate to steeply dipping layers or lenses, perhaps up to 100 m in thickness.

Amorphous graphite is massive and microcrystalline, generally derived from thermally metamorphosed coal seams or carbonaceous sedimentary rocks depending on heat and pressure conditions.

Lump or vein graphite (Figure 2) forms in veins as coarse, platy, or needle-like crystals from carbon dioxide (CO₂) rich solutions related to magmatic intrusions, mainly in Precambrian igneous and metamorphic rocks.

Natural graphite products generally contain associated mineral impurities, which are referred to as ash. These impurities may include silicate and sulphide minerals such as quartz, feldspar, mica, pyrite, or pyrrhotite in the case of flake graphite. Amorphous graphite may contain sedimentary rock impurities such as shale, sandstone, quartzite, or limestone.

2.2 Reserves and Resources

While no strictly reliable information is available with regard to the total world reserves of graphite ore, the United States Geological Survey (USGS) estimates 110 Mt of reserves exists of which Brazil, China, India, Madagascar, Mexico and Russia are claimed to account for the majority (Olson, 2015).

In terms of public reporting according to international codes such as JORC and NI 43-101, it is cautioned that the 'reserves' reported by USGS are unlikely to meet current criteria as either resources or reserves with regard to exploration methodology, geological continuity, or economic viability.

The past few years have seen considerable exploration for graphite by publicly listed companies, especially those listed on the Canadian and Australian stock exchanges. Most exploration has been aimed at flake graphite deposits, with the main 'hotspots' being in Australia, Canada, Mozambique, and Tanzania. Other target countries have included Brazil, Madagascar, Sweden, and the USA.

2.3 Global production

Global graphite production has risen tenfold from about 0.1 Mt/yr in the early 1900s to an estimated 1.2 Mt in 2014, at a compound annual growth rate (CAGR) of approximately 2.3%. Whereas production



Figure 1: High-grade flake graphite schist from an underground mine



Figure 2: Vein (lump) graphite with white quartz from a Sri Lankan mine

was relatively flat until the mid-20th century, production increased markedly from about 1950 to achieve an annual CAGR of approximately 3% to 2014.

Three countries were estimated to have contributed close to 1 Mt of natural graphite (nearly 85%) of the world's estimated total supply of approximately 1.2 Mt in 2014. China was by far the biggest source (74%) followed by Brazil (7%) and North Korea (6%). A further 5% of supply was estimated to have been contributed by Canada and India collectively (Scogings et al., 2015).

Flake graphite was the dominant type of natural graphite produced in 2014 and accounted for about 70% of total natural graphite production. Amorphous graphite made up the remaining approximately 30% and vein graphite was less than 0.5% of global production.

2.4 Exploration methods

Graphite exploration generally follows a similar path to many other industrial minerals, usually after the discovery of an outcrop or a geophysical anomaly. The discovery may be further explored by field mapping, trenching, geophysics, drilling, assaying, petrography, and metallurgical testing.

Graphite is an electrical conductor and can therefore be explored for using electromagnetic (EM) geophysical techniques such as versatile time domain electromagnetics (VTEM), downhole electromagnetic (DHEM) and fixed loop electromagnetics (FLEM) each which has different degrees of detail and EM responses.

EM methods are an indirect way of finding hidden graphite mineralisation, as there are conductive minerals such as sulphides (e.g. pyrite) that may also cause anomalies. Therefore, the presence of an EM anomaly does not necessarily indicate graphite mineralisation.

There are two main methods of drilling for graphite. These are reverse circulation (RC) or diamond core drilling (DD), each of which has its own advantages and disadvantages. DD is the preferred method of exploration drilling for graphite, as the graphite flakes and host rock are relatively undisturbed when retrieved as core and can be used for extractive metallurgical tests.

2.5 Mineral Resource reporting

Graphite Mineral Resources should be, as a minimum, defined by the geometry, tonnage, and graphite content of a deposit. Furthermore, as an industrial mineral, graphite mineral resources should be reported in terms of product specifications. This is highlighted in Clause 49 of the JORC Code which requires that, *“For minerals that are defined by a specification, the mineral resource or ore reserve estimation must be reported in terms of the mineral or minerals on which the project is to be based and must include the specification of those minerals.”*

Assaying graphitic carbon quantifies the amount of graphite contained within a deposit, but does not indicate the amount of recoverable graphite product. Therefore, in terms of Clause 49, it is essential to test representative samples of mineralisation to confirm appropriate metallurgical processes and likely product mix.

2.6 Mining and processing

Flake graphite deposits generally have fairly simple tabular or lens-like geometry and may be mined opencast, whereas vein deposits have complex geometry and are selectively mined underground. Amorphous graphite is mined underground and usually extracted using selective room and pillar mining methods, similar to coal mining.

Deeply weathered flake graphite deposits may offer mining and processing benefits over unweathered deposits, due to ease of mining (soft rock) and ease of processing (easy size reduction, naturally liberated flakes). However, fine-grained clays in weathered ore may present processing problems.

Graphite is hydrophobic and readily floated in water. Therefore, most flake graphite is extracted by crushing, flotation, drying and screening to produce correctly sized product, retain large flakes, and remove impurities. Remaining impurities may need to be removed using additional milling or polishing, heat treatment or acid leaching methods.

2.7 Specifications

Graphite is typically graded according to carbon content and particle size; there are no set industry specifications although in countries such as China the government has established national standards.

Refractories are the main flake graphite consuming market and flake size distribution and purity vary according to application. For example, magnesia carbon bricks typically use graphite with 90–95% carbon content and a broad flake distribution from minus 100 to plus 50 mesh. Graphite for refractory bricks needs to be easily workable and have well balanced grading (from small to large flake), have good oxidation resistance, and low volatile, sulphur and alkaline content.

As with other industrial minerals there are key quality aspects important for different graphite end-users, for example ash chemistry and carbonates (refractories), and exfoliation or expandability (electrical applications, fire retardants and foil). Chinese spherical graphite producers use minus 100 mesh (94% carbon) small flake for making spherical graphite (for battery applications).

Amorphous graphite products generally have lower carbon content than flake graphite products; this is chiefly a function of the geological origin of amorphous graphite, which is not as amenable to upgrading to flake graphite.

2.8 Markets and pricing

Graphite is used for its properties of high refractoriness, high electrical and thermal conductivity, chemical inertness, and stability. Graphite has the highest thermal and electrical conductivity of all non-metals.

The principal uses of natural graphite are in refractories and steelmaking (~60% of global consumption), batteries (~10%) lubricants (~10%), gaskets, friction linings and components (~10%) and other markets (~10%). Although refractory and steelmaking markets are in decline, others such as batteries and expandable graphite are growing.

Natural graphite prices are determined essentially according to flake size distribution and carbon content, or purity (Table 11 and Table 12). A 'rule of thumb' is that the larger and purer the flake, the higher the price. So-called 'Jumbo' flake which has a size greater than 48 mesh (300 µm) and for which trade is relatively limited, and for which prices are seldom reported, has been estimated to command around US\$2,000/t.

Flake graphite prices remained relatively steady until about 2005, after which they climbed gradually until 2008 in tandem with increased Chinese steel production. Prices declined in 2009 following the Global Financial Crisis, before resuming an upward trend and spiking during 2011/2012. Prices have since declined to pre-2008 levels.

Flake graphite may be further processed into products such as spherical graphite for lithium ion battery anodes, a group of products for which prices are not widely publicised. Uncoated spherical graphite reportedly sells for around US\$3,000 per tonne, having decreased slightly during 2015. Spherical graphite is more expensive than flake graphite, due in part to low yield (<50%) and production costs.

Table 11: Graphite flake size and market terminology

Sizing	Market terminology
>300 µm (+48 Mesh)	Extra-Large or 'Jumbo' Flake
>180 µm (-48 to +80 Mesh)	Large Flake
>150 µm (-80 to +100 Mesh)	Medium Flake
>75 µm (-100 to +200 Mesh)	Small Flake
<75 µm (-200 Mesh) 80-85%C	Fine Flake

Source: Scogings et al. (2015)

Table 12: Natural graphite prices in terms of flake size and purity (August 2016)

Graphite type	Purity	Size	Description	Pricing Method	Low price	High price
	(% Carbon)	(Mesh)	(Flake size)		US\$ / t	US\$ / t
Flake	94-97	>80	Large	FCL, CIF European port	750	850
Flake	94-97	>100 <80	Medium	FCL, CIF European port	700	750
Flake	94-97	<100	Small	FCL, CIF European port	620	650
Flake	90-94	>80	Large	CIF, European port	600	650
Flake	90-94	>100 <80	Medium	FCL, CIF European port	550	620
Flake	90-94	<100	Small	FCL, CIF European port	500	550
Flake	85-87	>100 <80	Medium	FCL, CIF European port	400	450
Amorphous	80-85	<200	Amorphous	FCL China, CIF Europe	400	430

Source: Industrial Minerals Magazine www.indmin.com

3 Project location

The Ancuabe Project is located in northern Mozambique close to the port of Pemba on the Indian Ocean shoreline (Figure 3 and Table 13). The project is located within Grafex tenements 5305, 5934, 5336, 5380 and 6357 which surround the AMG Graphit Kropfmühl ('GK') Ancuabe Mine.

The Nicanda Hill and Nicanda West Projects are located within Grafex tenements 5365 and 5966, while the Balama South Project is situated within tenement 5304 (Figure 3).

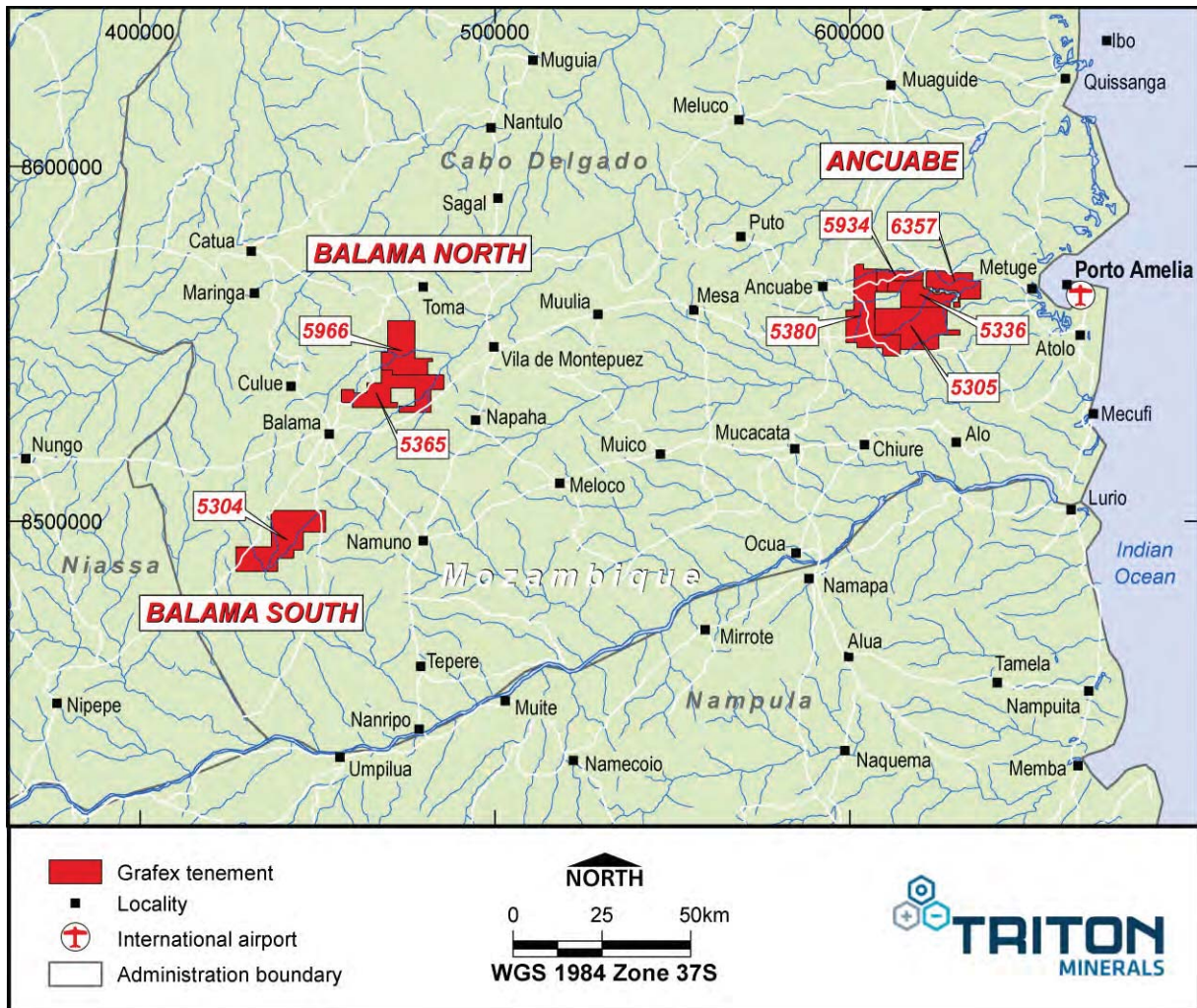


Figure 3: Map showing Grafex tenements in north-eastern Mozambique

Table 13: Grafex tenement descriptions

Project	Tenement ID	Area ha	Owner	Approval date	Expiry date
Balama North	5365	18,491	Grafex Lda	21031029	20181029
Balama North	5966	14,192	Grafex Lda	20130619	20180619
Balama South	5304	22,722	Grafex Lda	20130213	20180213
Ancuabe	5305	20,592	Grafex Lda	20150530	20170530
Ancuabe	5934	4,812	Grafex Lda	approved, awaiting documentation	
Ancuabe	5336	9,436	Grafex Lda	20130530	20180530
Ancuabe	5380	19,427	Grafex Lda	20130811	20170811
Ancuabe	6357	8,999	Grafex Lda	approved, awaiting documentation	

4 Ancuabe Project

4.1 Location

The Ancuabe Project is located in northern Mozambique close to the port of Pemba on the Indian Ocean shoreline (Figure 3). The project is located within tenements Triton's tenements 5305, 5934, 5336, 5380 and 6357 (Table 13) surrounding the AMG Graphit Kropfmühl ('GK') Ancuabe Mine. The GK Ancuabe mine was operated by Kenmare in the 1990s, but has been dormant since 1998. GK has announced plans to reopen the mine during 2016 (AMG, 2015).

Triton identified several exploration targets, of which T12 is the most promising so far drilled. T12 is located in tenement 5336 about 10 km northeast of the GK mine (Figure 10).



Figure 4: Google Earth™ image showing GK's Ancuabe mine and plant

4.2 Regional geology

The high-grade basement of northeast Mozambique is a collage of amphibolite-grade gneiss complexes, which are overlain by a series of erosional remnants of granulite-facies nappes and klippen known as the Cabo Delgado Nappe Complex (Boyd et al., 2010). According to Young (2013) the Meluco Complex granulitic terrain, which overlies the Lalamo Complex of biotite gneisses, hosts the Ancuabe graphite mineralisation (Figure 5).

The Ancuabe area is characterised by a pronounced gneissic foliation which dips shallowly (10-40 degrees) with occasional localised steeper dips (50-80 degrees); such a shallow foliation is consistent with the interpreted thrust related tectonics of the area.

4.3 T12 Project geology

The Ancuabe T12 target occurs within gneissic rocks of tonalitic composition that are deformed and characterised by sub-horizontal fold axes.

Graphite mineralisation within the tonalitic gneiss at T12 occurs as layers (Figure 6) within a zone of 50-100m thickness. The graphitic mineralisation is generally underlain by a distinctive dark grey amphibolite which is a useful marker for correlating geology between drill holes. The amphibolite is in turn underlain by a unit described as basement gneiss. The transition from amphibolite to basement gneiss is typically marked by a garnetiferous zone up to about a metre in thickness (Figure 7).

Fault zones were identified in drill core and additional work is required to understand whether the fault zones cause any significant displacement of the mineralised zones (Ford, 2015). Steep dipping metamorphic fabric was also noted in several drill holes and indicates zones of ductile deformation. Localised faulting can result in remobilisation of the graphite along slickenside structures, which results in a significant reduction in grain size to frequently very fine grains.

CSA Global notes that the combination of folding, faulting and intrusion by granitic material may lead to some difficulties with correlation of rocks types (and the graphite mineralisation) between boreholes. Any interpretation of geological and grade envelopes will need to carefully consider these structural influences.

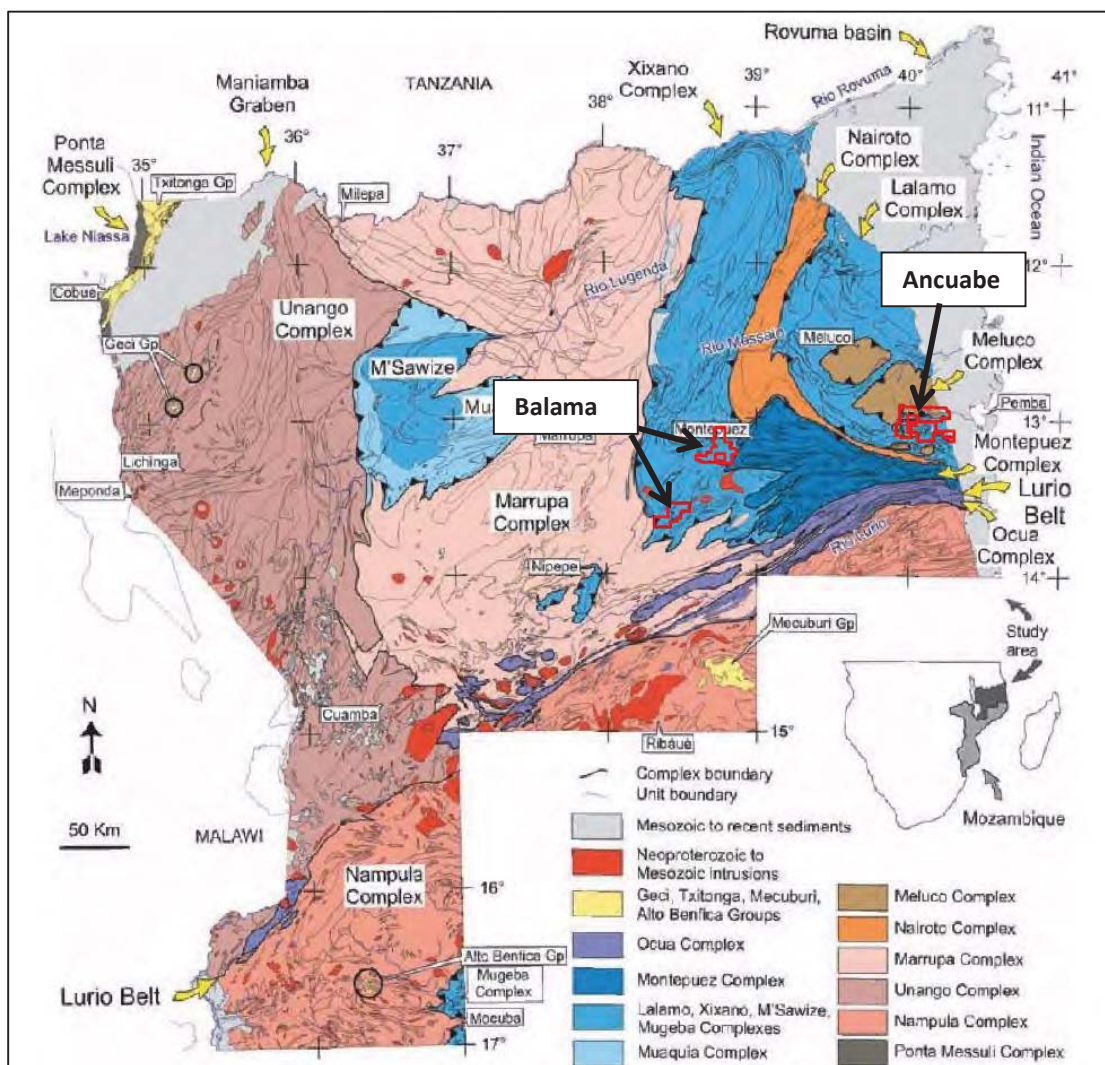


Figure 5: Regional geology of northern Mozambique after Boyd et al (2010)
Ancuabe and Balama project locations are highlighted. Grafex tenements as red polygons



Figure 6: Graphite mineralisation in tonalitic gneiss in borehole IVD005



Figure 7: Steep dipping garnetiferous footwall gneiss and amphibolite in IVD005

4.4 Geophysical exploration

A helicopter-borne 400m line-spaced versatile time-domain electromagnetic (VTEM) survey was carried out by Geotech Ltd. over the Ancuabe Project in November 2014 as a joint survey for Triton Resources and neighbouring GK, with some closer spaced survey line infill occurring in certain areas. The survey acquired EM and magnetic data, and detected multiple conductive bedrock anomalies appearing as linear to folded trends with variable strike directions. The targets were numbered T1 to T17, of which several were drilled in 2015 and confirmed to host graphite mineralisation of varying thickness and grade. Target T12 is the most promising target drilled to date.

Subsequent modelling of the VTEM data during July 2016 resulted in refinement of the late-time VTEM targets and the addition of new targets T12B, T14B, T18, T19 and T20 (Figure 8, Figure 9 and Figure 10). Targets T4 and T5 were discarded.

The magnetic data were gridded and imaged to produce a suite of geo-referenced images. The project area was roughly divided into three distinct separate areas, or domains, based on the magnetic response patterns (Figure 10). Domains 1 and 3 exhibit strong and highly folded magnetic responses, indicating a

metamorphosed mixed sediment and volcanic domain, whereas Domain 2 has much lower magnetic amplitudes, suggesting a more sediment rich protolith (Sinnott, 2016).

Domain 2 hosts the Graphit Kropfmühl Ancuabe graphite mine, and appears to be sandwiched in between Domains 1 and 3 to the N and S, pinching down to a narrow corridor approximately 1.5km wide towards the NE. The majority of late-time VTEM conductors are confined to Domain 2.

The VTEM targets were prioritised as follows:

- Priority 1: T10, T12, T12B, T14 and T14B
- Priority 2: T1, T3, T6, T6B, T8, T11, T15 and T16
- Priority 3: T20, T2, T3, T7, T17, T18 and T19

The highest priority target area extends from T12 to T14B.

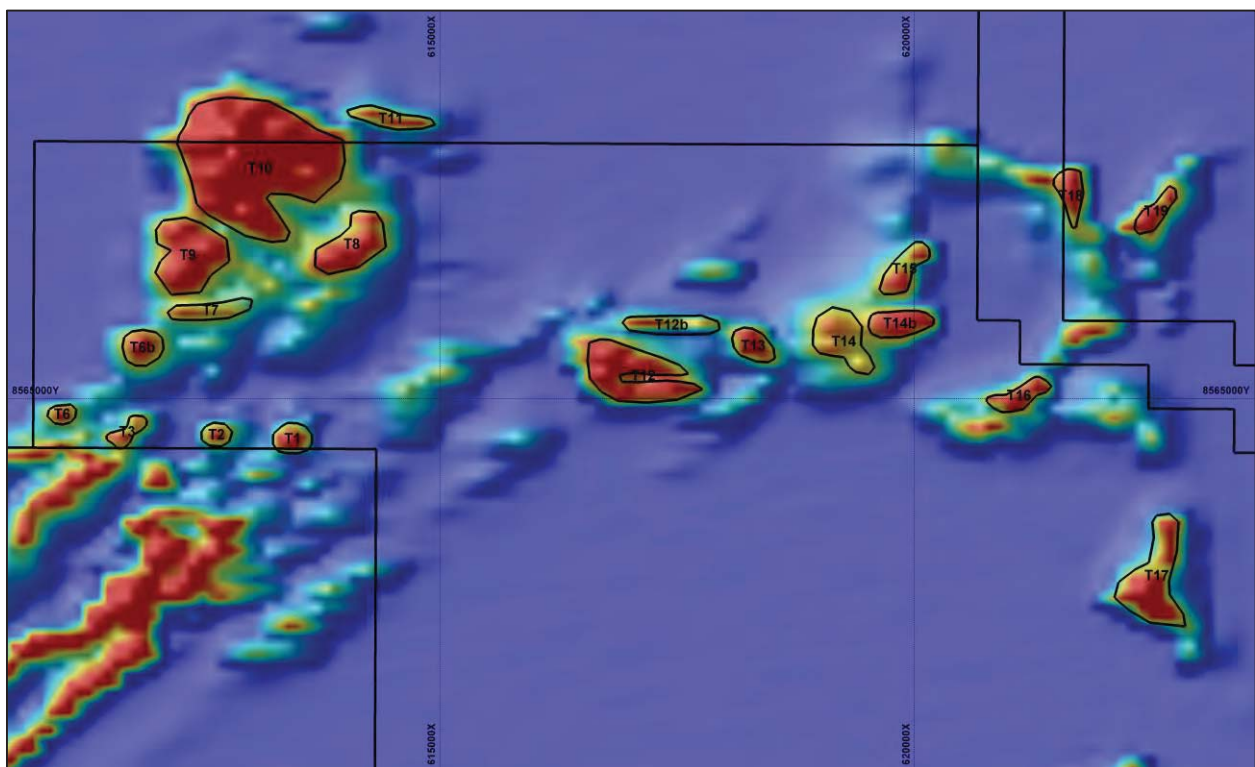


Figure 8: VTEM map and targets T1 to T19 interpreted by Resource Potentials Pty Ltd in July 2016
Map grid 5,000 m x 5,000 m

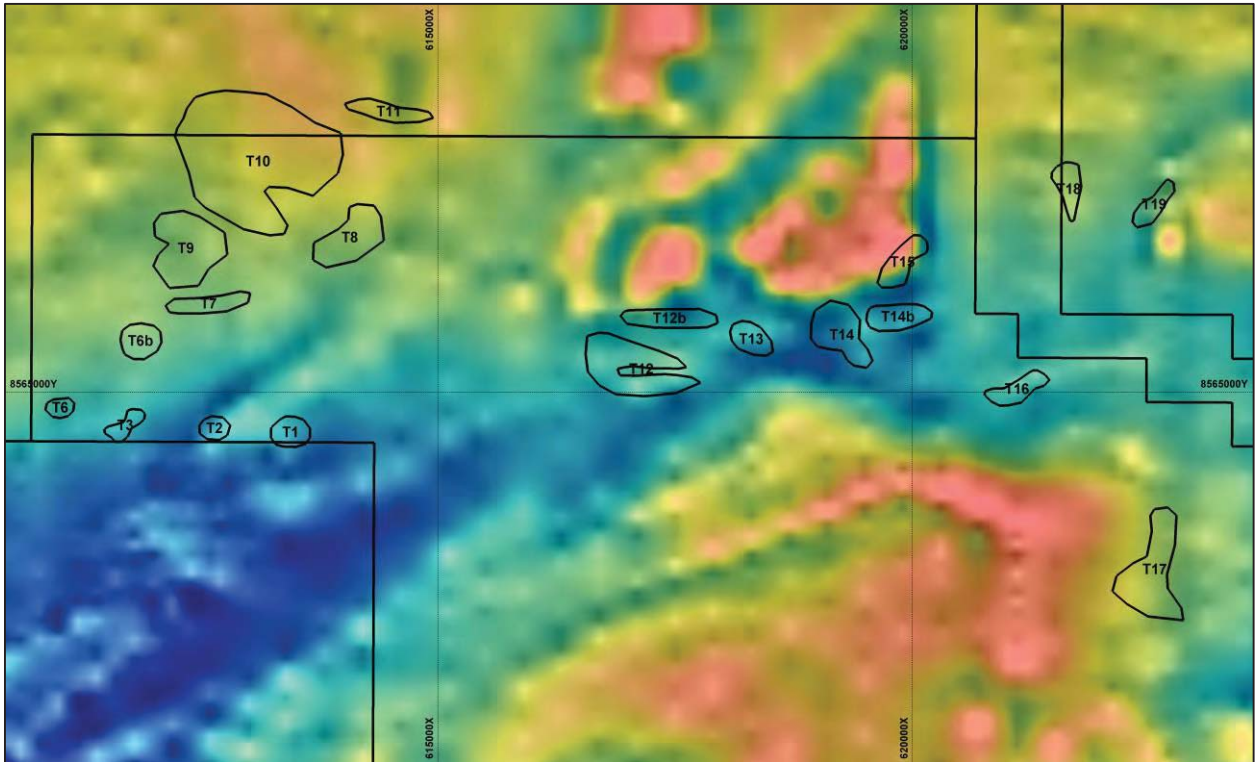


Figure 9: Aeromagnetic map and VTEM targets
 Map grid 5,000 m x 5,000 m

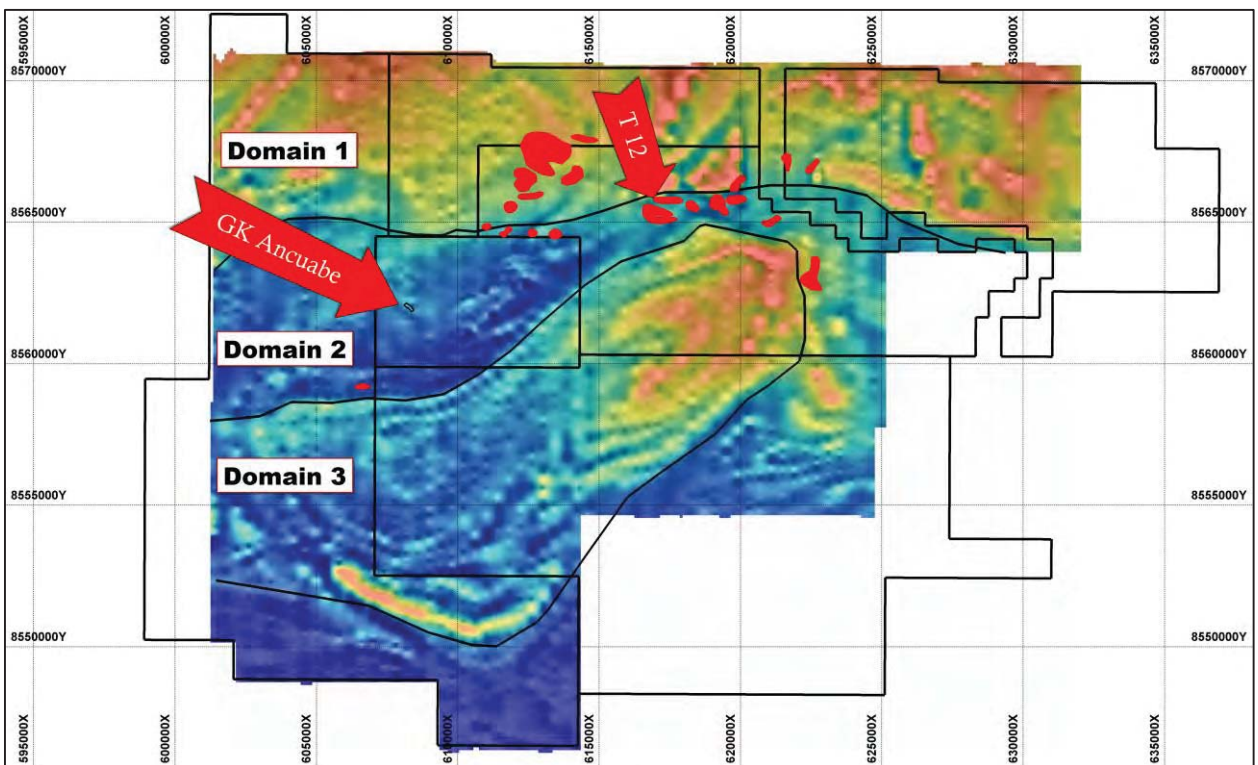


Figure 10: Regional magnetic map showing VTEM targets and Magnetic domains
 Map grid 5,000 m x 5,000 m

4.5 Ancuabe T12 Mineral Resource Estimate

Triton announced a maiden MRE for the Ancuabe T12 deposit on 17th May 2016. The Resource comprised of 14.9 million tonnes grading 5.4% Total Graphitic Carbon (TGC), for 798,000 tonnes of contained graphite. The results for the Ancuabe T12 MRE are set out in Table 14.

Table 14: *Inferred Mineral Resource estimate for Ancuabe Target 12*

Classification	Weathering State	Million Tonnes	TGC %	Contained Graphite ('000s t)
Inferred	Oxide	1.2	5.2	61
	Transitional	1.2	5.3	63
	Fresh	12.5	5.4	674
	Grand Total	14.9	5.4	798

Note: The Mineral Resource was estimated within constraining wireframe solids defined above a nominal 3% TGC cut-off. The Mineral Resource is reported from all blocks within these wireframe solids. Differences may occur due to rounding.

The T12 Mineral Resource Estimate (MRE) was based upon data obtained from 30 drill holes which were completed in 2015, of which 29 intersected the interpreted mineralisation. Drill lines are spaced 100m apart and intersections down dip are separated by approximately 50m (Figure 11). The modelling was extended to between 100 m and 140 m depth.

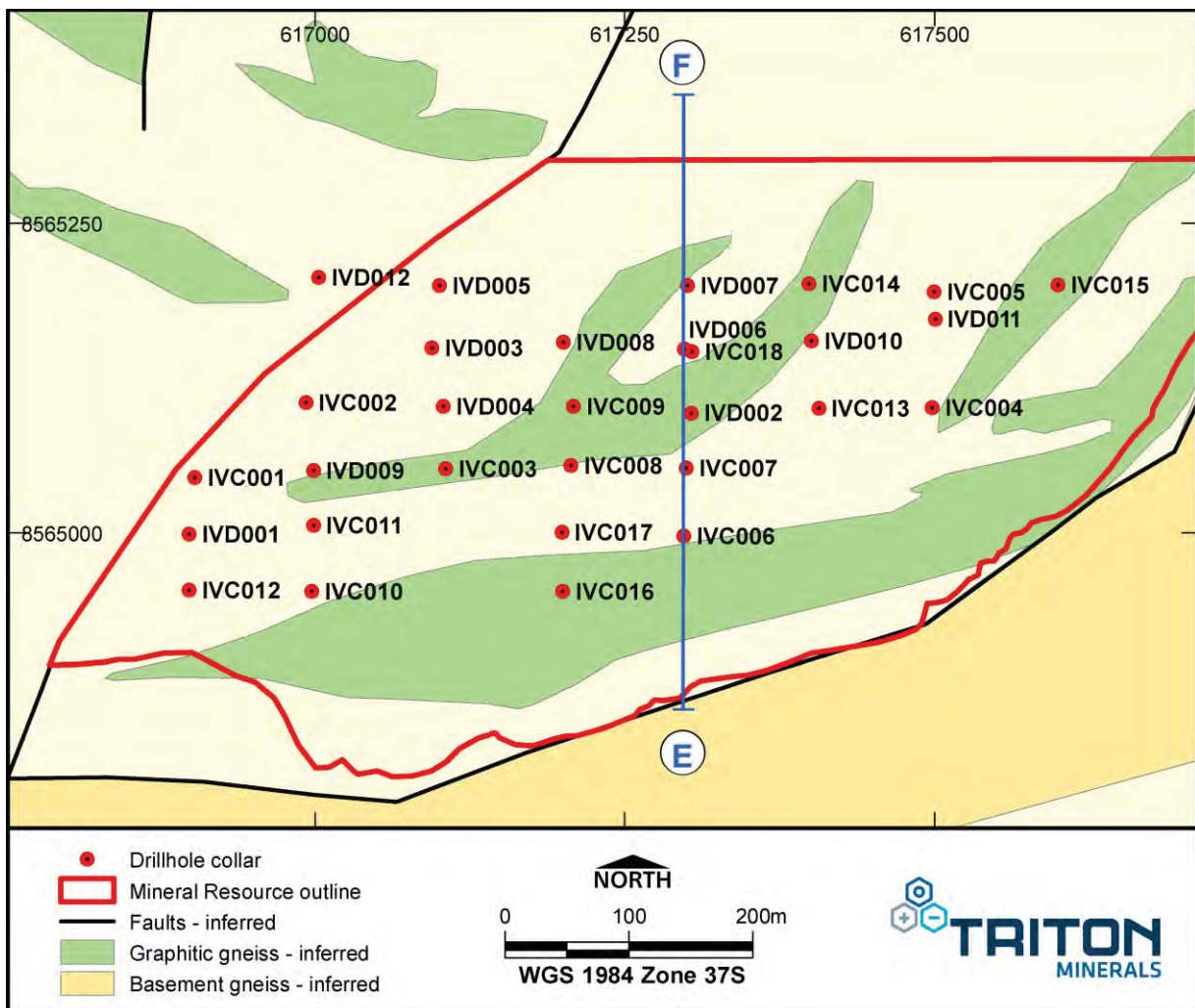


Figure 11: *Ancuabe T12 Drill collar location plan, and section line E-F as detailed in Figure 12*
Source: Triton ASX announcement 17 May 2016.

Graphitic carbon was analysed at Intertek using accepted graphite analytical techniques. **However, CSA Global notes that four drill holes (IVC013, IVC016, IVC017 and IVD010) have not yet been assayed, or only partially assayed for TGC or Sulphur and recommends that the outstanding samples be tested before commencement of the next exploration phase.**

CSA Global also notes that samples from three costeans (Costean 3, 4 and 6) across the subcrop at T12 have not been assayed and recommends that these be tested before commencement of the next exploration phase.

The mineralisation wireframes were modelled using a nominal lower cut-off grade of 3 % Total Graphitic Carbon (“TGC”). The model was reported from all classified estimated blocks within the >3% TGC mineralisation domains, with this cut-off reflecting a visually distinctive natural geological cut-off. This cut-off was further supported by statistical analysis of the grade population distribution of the total dataset. **There is a high grade sub-population above an approximate 9% TGC cut-off within the interpreted mineralisation wireframes, but CSA Global notes that more data will be required to accurately delineate and estimate this population.**

A topographic surface was generated from the provided Lidar survey contours. This surface was found to be roughly 3 m above the surveyed drill collar locations. The contours were dropped 3 m and the drill collar points included in the data to generate the final topographic surface used in the MRE modelling. **CSA Global recommends verifying the Lidar surface against drill collars during any subsequent exploration programme.**

The mineralisation wireframes (Figure 12) were based upon geological knowledge of the deposit, derived from drill hole logs, core photographs, assay results and surface mapping. Two weathering profile surfaces representing the base of complete oxidation and top of fresh rock have been generated based on drill hole lithological logging information, core photographs and total sulphur assay results.

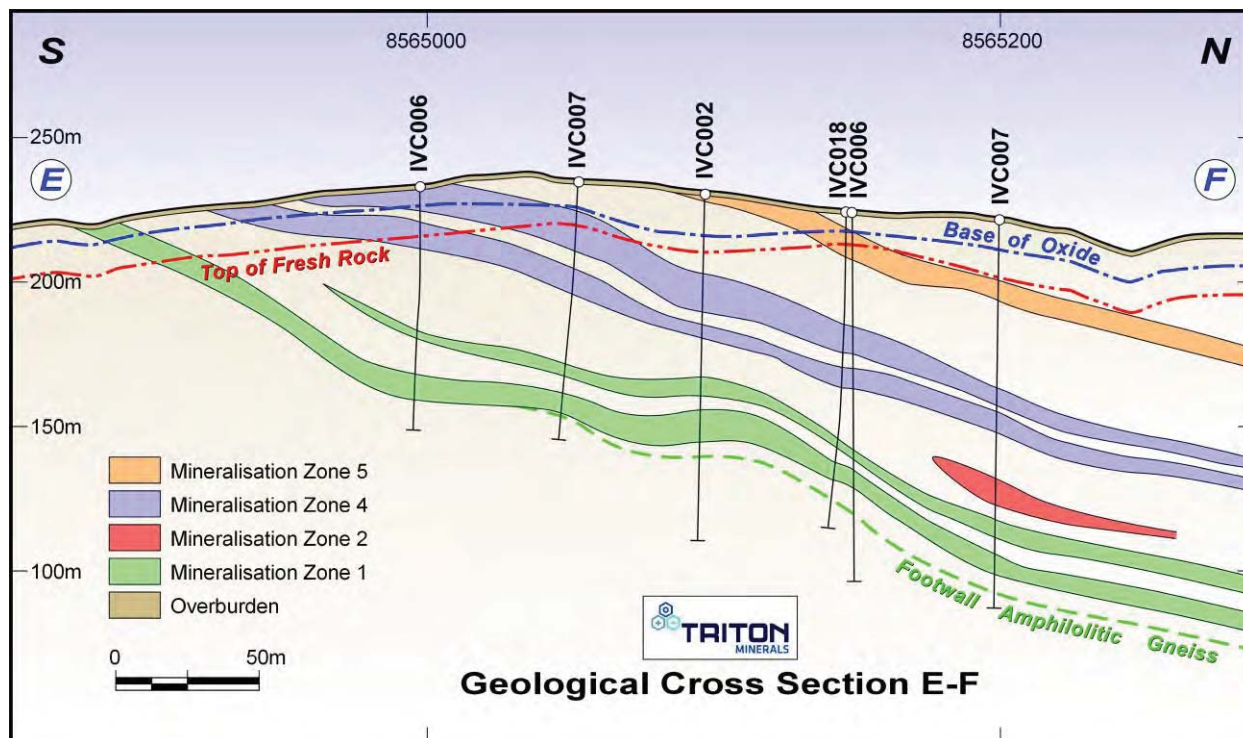


Figure 12: Cross section E-F looking west through the Ancuabe T12 deposit
Source: Triton ASX announcement 17 May 2016.

Density values were assigned to the different weathering states of the waste and interpreted mineralisation in the block model. The values assigned are based on a combination of the analysis of the density measurements taken that were considered to be of sufficient quality for use in an MRE, and additional verification based on research into and experience with, reasonable density values for similar material types. The model was validated visually, graphically and statistically.

The modelled extents of mineralisation at Ancuabe T12 were extrapolated beyond the nominal spacing limits of the drill hole sampling data. To the south east and west there are natural limits to the mineralisation in the form of interpreted faults (Figure 11). To the north the limit of the modelling has been applied at a nominal 100 m past the last drill section information. This equates to a depth below surface in the north, for the interpreted mineralisation, of between 100 m and 140 m. This depth below surface is assumed to be close to the limits of economically viable extraction for this mineralisation. Approximately 20% of the interpreted mineralisation is considered to be extrapolated.

A block model was constructed using Datamine Studio software with a parent cell size of 50 m (E) by 25 m (N) by 5 m (RL). Drill hole sample assay results were subjected to detailed statistical and spatial (variography) analysis. The variogram models generated in the spatial analysis were not considered sufficiently robust for use in a reportable MRE. For this reason, the 1 m composited sample grades for TGC were interpolated into the block model using inverse distance to the power of two weighting (IDS).
Petrography

Triton commissioned petrographic studies and preliminary flotation testwork of a graphitic intersection in drill hole IVD001. The petrographic study demonstrated that the graphitic gneiss is coarse grained and that the gangue (waste) minerals are generally discrete and not significantly intergrown with graphite, which has important implications for graphite liberation characteristics (Figure 14). **CSA Global cautions that petrography indicates the in situ size of graphite flakes, which may not reflect the final size after crushing, milling, re-grind and flotation stages of an extractive metallurgical process such as typically used for flake graphite production.**

4.6 Metallurgy

Flotation testwork, based on a standard graphite process flowsheet developed by Independent Metallurgical Operations, showed that approximately 85% of the liberated flakes were larger than 150 μm and more than 50% of the liberated flakes were Jumbo or larger (>300 μm). The final overall concentrate grade was 98.6% Total Carbon (TC) and a recovery better than 90% (Table 15 and Figure 13).

CSA Global notes that the process flowsheet was not optimised and that it was conducted on only one composite from a drill hole at the western extremity of the Mineral Resource, which may not be representative of the entire mineralised zones.

CSA Global is satisfied that the preliminary test work program demonstrated that the mineralisation may be amenable to the production of high-grade graphite concentrates, at coarse flake sizes, using relatively simple flotation processes.

CSA Global recommends additional metallurgical testwork on each mineralisation and weathering domain to verify and refine the initial findings.

Table 15: Metallurgical results for IVD001 composite drill core sample

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Total Carbon %	LOI %
+500	16.0%	16.0%	98.2	98.67
+300	36.7%	52.7%	99.8	98.83
+180	26.0%	78.6%	98.3	98.92
+150	6.23%	84.9%	97.9	98.66
+106	6.8%	91.6%	97.4	99.20
+75	3.56%	95.2%	96.1	98.38
-75	4.80%	100.0%	96.1	98.38
Total / Calc Head	100.0%		98.56	98.80

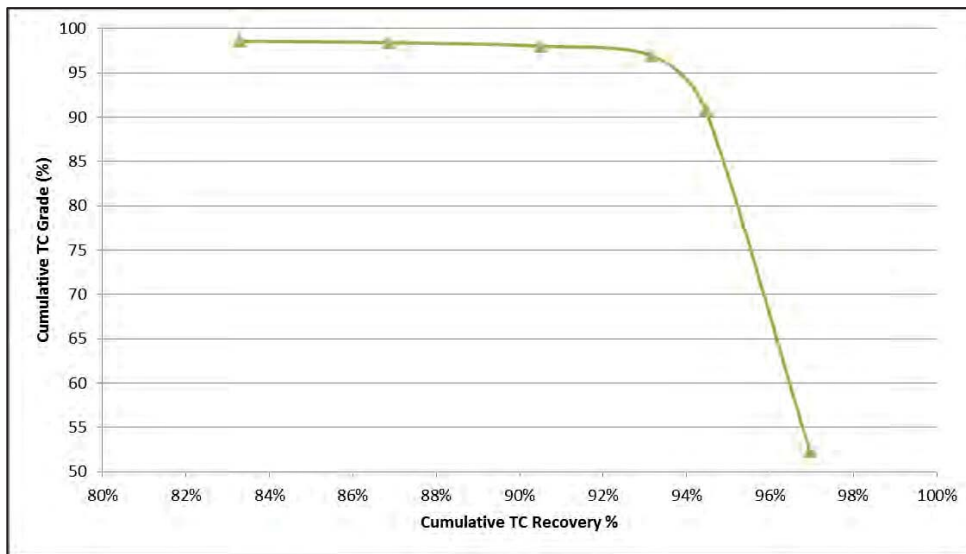


Figure 13: Recovery versus grade curve for IVD001 composite drill core sample

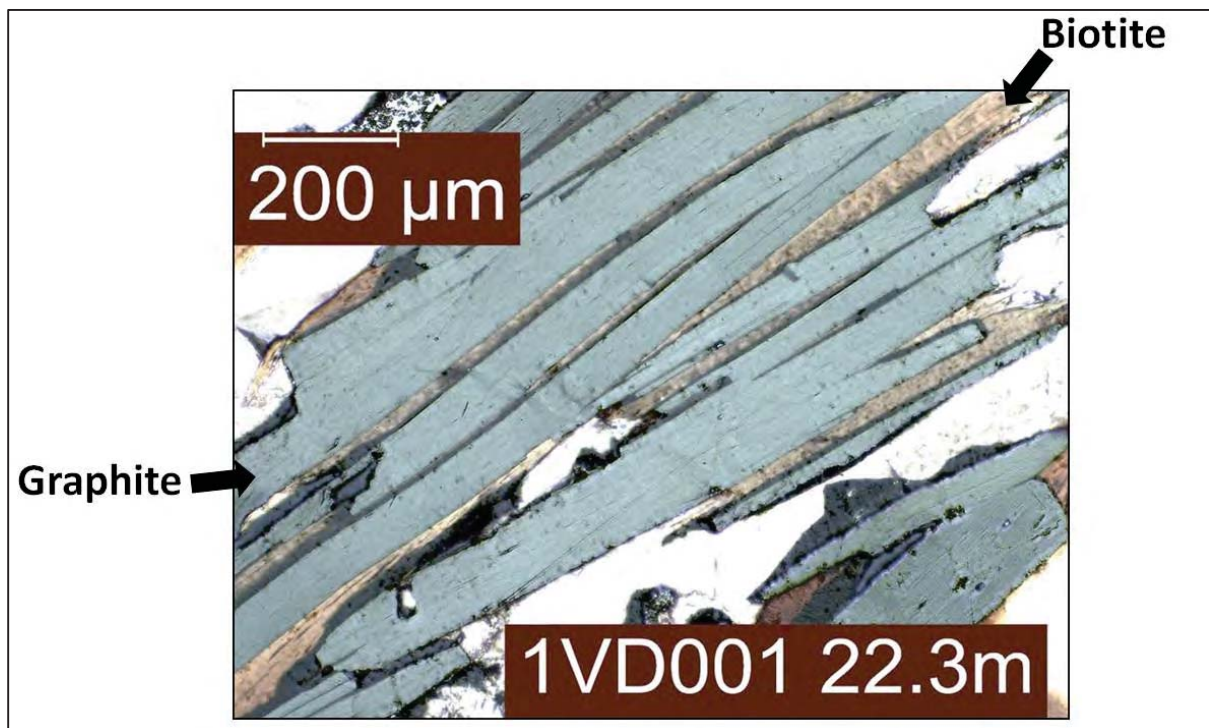


Figure 14: IVD001 22.3 m. Graphite flakes up to 1 mm long interleafed with biotite

4.7 Exploration upside

VTEM Target 12 was described by Sinnott (2016) as “a large mid to late-time VTEM conductor interpreted to be a tightly folded graphitic schist unit. Conductance is weakest at the fold hinge in the NW, and increases towards the SE along each limb.” It corresponds to several graphitic outcrop locations and has only been drilled in the southeast where the Ancuabe T12 Mineral Resource was discovered (Figure 15 and Figure 16).

VTEM targets T13, T14b and T16 were visited by CSA Global personnel during August 2016 and verified the occurrence of graphitic gneiss outcrops (Figure 17 and Figure 18).

CSA Global recommends that additional diamond drilling be conducted in the eastern part of T12 to trace the north-eastern extent of the current Mineral Resource (Figure 16). Infill drilling is also recommended for purposes of improving confidence in the geological, grade and quality continuity, thereby upgrading a portion of the Inferred Mineral Resource to Indicated status.

CSA Global considers that the northwest part of the T12 VTEM conductor is worthy of follow-up trenching and drilling to test for graphite mineralisation.

CSA Global also recommends that other Priority 1 and 2 targets (e.g. T10, T12b T14, T14B, T15 and T16) are followed up by field mapping, trenching and drilling during the next exploration programme.

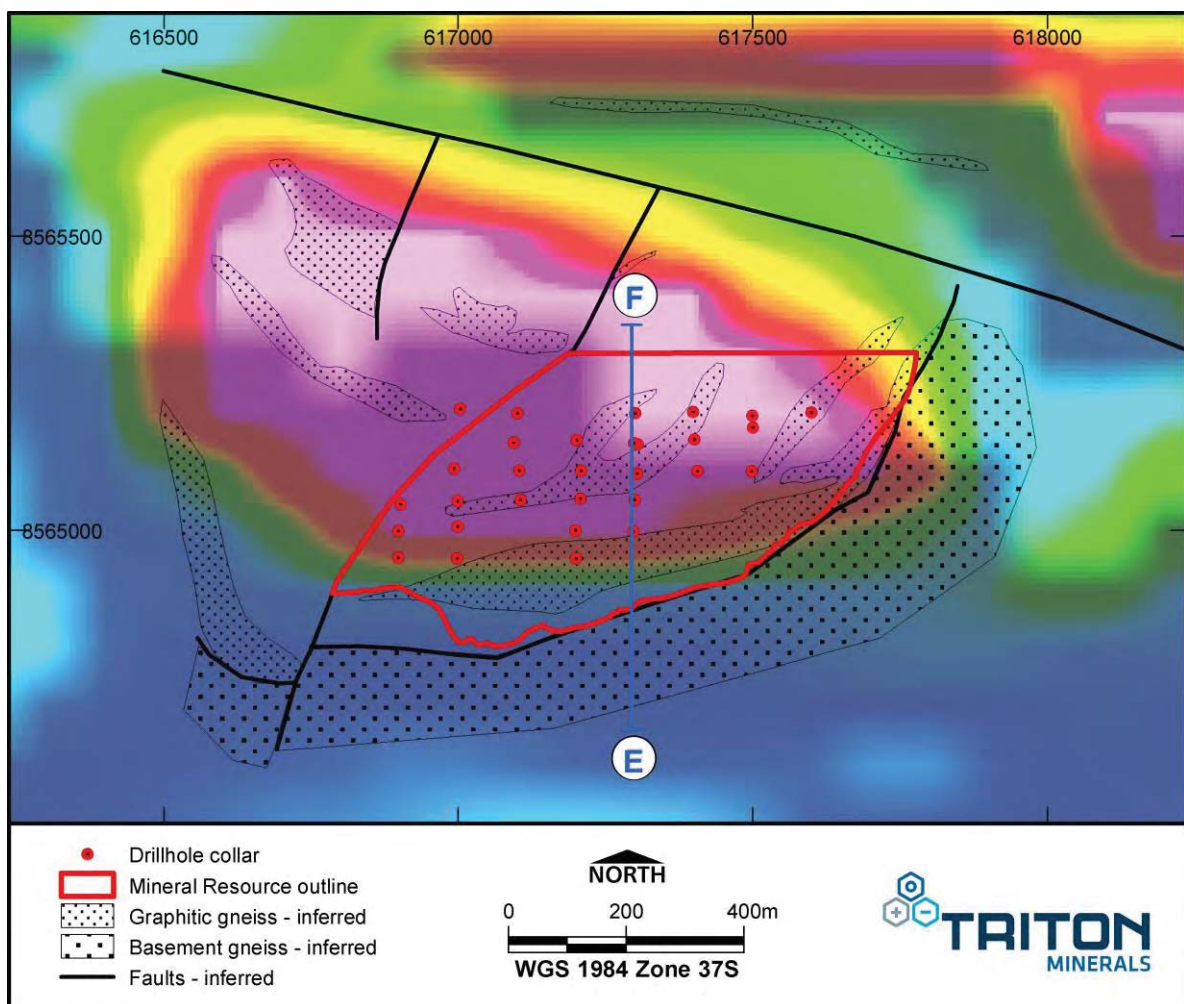


Figure 15: VTEM map of Ancuabe T12, highlighting graphitic outcrops and Mineral Resource outline

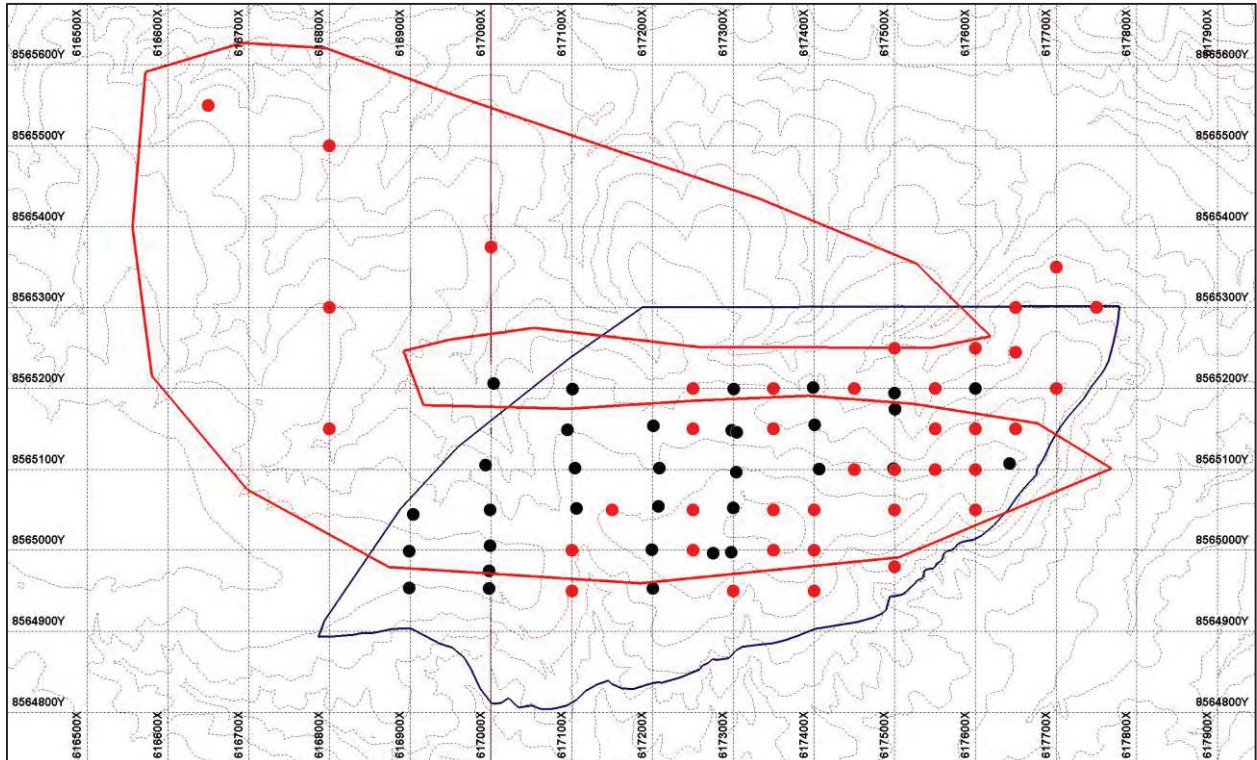


Figure 16: Target T12 - proposed RC and DD positions for the next exploration phase
Black dots = existing collars and costeans; Red dots = proposed RC and DD collars; dark blue polygon = Mineral Resource extents; red polygon = VTEM target. Map grid 100 m. Topographic contours 5 m intervals



Figure 17: Graphite gneiss outcrop at T14b, looking north



Figure 18: Graphite gneiss outcrop near the top of the hill at T16, looking east

4.8 CSA Global Overall Conclusion and Recommendations

CSA Global is satisfied that the Ancuabe T12 Inferred Mineral Resource has reasonable prospects for eventual economic extraction and that it has been reported in terms of JORC Code Clause 49.

In CSA Global's opinion, assaying of previously untested drill core and RC samples, in conjunction with additional drilling, petrography and metallurgical work should allow a sufficient level of confidence to classify some of the T12 Inferred Mineral Resource as Indicated.

CSA Global is also of the opinion that exploration of the northwest part of T12 and other VTEM targets, is likely to lead to the discovery of additional flake graphite mineralisation.

5 Nicanda West Project

5.1 Location

The Nicanda West project is located within the Balama North Project, located in northern Mozambique approximately 230 km west of the Indian Ocean port of Pemba. The project is located within Triton’s tenement 5966, about 1.4 km northwest of the Company’s Nicanda Hill Mineral Resource.

5.2 Regional geology

The Nicanda West graphite project is located within folded and sheared amphibolite-grade schists and gneisses of the Xixano Complex, which generally strike northeast and dip between 40° and 60° to the northwest (Figure 19). The Xixano complex is composed predominantly of mafic to intermediate orthogneiss, with intercalations of tonalitic gneiss, paragneiss, meta-arkose, quartzite, marble and graphitic schist.

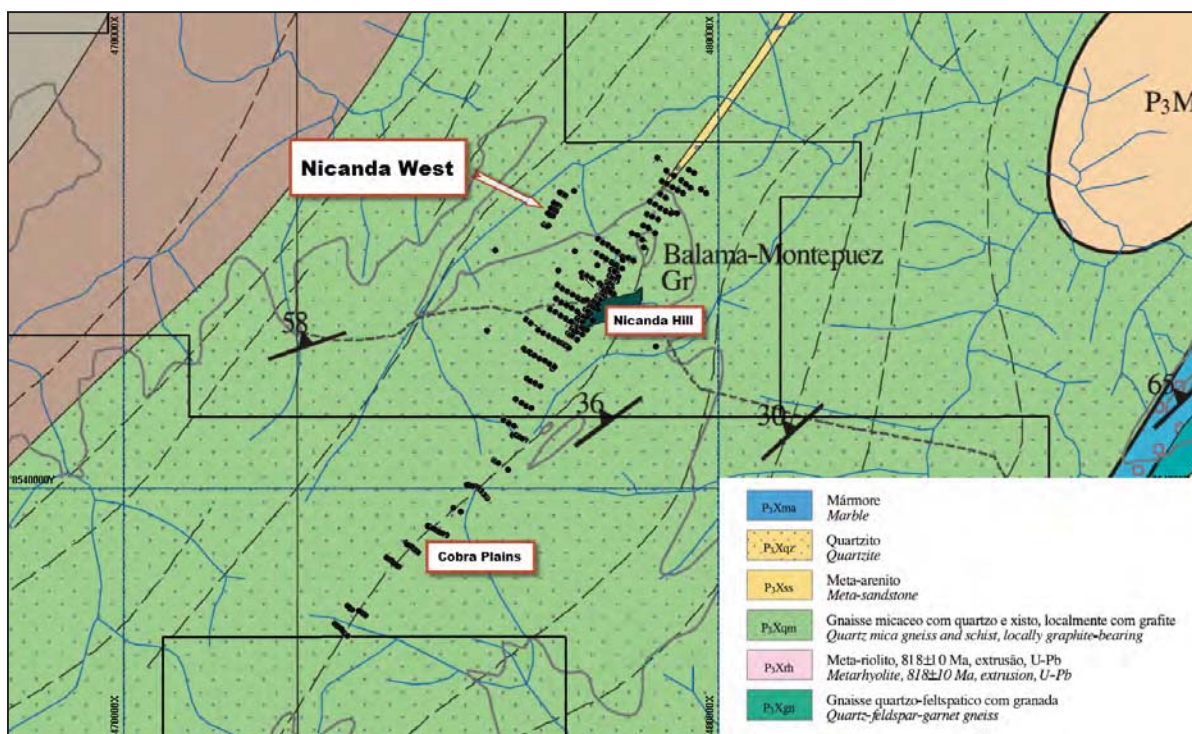


Figure 19: Regional geology map showing drill collars at Balama North

5.3 Project Geology

The Nicanda West graphite mineralisation occurs as schistose layers that range from about five to forty metres thick, separated by tonalitic gneiss and mica schist (Figure 20). The whole graphitic package is generally underlain by a distinctive garnetiferous gneiss unit; a useful marker for correlating geology between drill holes. Weathering generally extends to about 20 m to 40 m vertical depth, below which the rocks are not oxidised (also known as ‘fresh’ rocks).

CSA Global notes that a combination of folding, faulting and intrusion by granitic material may lead to some difficulties with correlation of rocks types (and the graphite mineralisation) between boreholes. Any interpretation of geological and grade envelopes needs to carefully consider these structural influences.



Figure 20: Graphite schist and tonalite gneiss in GBND0059

5.4 Geophysical exploration

A VTEM geophysical survey completed over the project area shows a number of elongate conductive EM targets, of which the Nicanda West deposit is marked by a northeast trending EM anomaly (Figure 26).

5.5 Mineral Resource Estimate

Triton announced a Mineral Resource estimate for the Nicanda West deposit (also known as P66) on 17th May 2016, comprising 30Mt grading 6.6% Total Graphitic Carbon (TGC) for 1.97Mt of contained graphite.

The results for the Nicanda West MRE are set out in Table 16.

Table 16: Inferred Mineral Resource estimate for Nicanda West

Classification	Weathering State	Million Tonnes	TGC %	Contained Graphite ('000s t)
Inferred	Oxide	3.3	6.8	225
	Transitional	2.5	7.0	176
	Fresh	24.2	6.5	1,567
	Grand Total	30.0	6.6	1,968

Note: The Mineral Resource was estimated within constraining wireframe solids defined above a nominal 3% TGC cut-off. The Mineral Resource is reported from all blocks within these wireframe solids. Differences may occur due to rounding.

The MRE was based upon data obtained from 14 drill holes which were completed in 2015, of which 12 intersected the interpreted mineralisation (Figure 21). Drill lines are spaced between 100 and 200 m apart and intersections down dip are separated by approximately 50m (Figure 23).

Graphitic carbon was analysed at Intertek using accepted graphite analytical techniques.

The mineralisation wireframes were modelled using a nominal lower cut-off grade of 3 % TGC. The model was reported for all classified estimated blocks within the >3% TGC mineralisation domains. This cut-off reflects a visually distinct occurrence of graphite reflecting a natural geological cut-off. **In CSA Global's opinion, the nominal 3% TGC cut-off was appropriate, as it reflects a geological cut-off.** There is possibly a high grade sub-population above an approximate 8.5% TGC cut-off within the interpreted mineralisation

wireframes, however **CSA Global is of the opinion that more data will be required to accurately delineate and estimate this population.**

A topographic surface was generated from the provided Lidar survey contours. This surface was found to be roughly 3 m above a number of the surveyed drill collar locations and the drill collar points were adjusted to match the topography to ensure modelled volumes are reasonable. **CSA Global recommends verifying the Lidar surface against drill collars during any subsequent exploration programme.**

The mineralisation wireframes (Figure 22 and Figure 23) were modelled by joining polygons based upon geological knowledge of the deposit, derived from drill hole logs, core photographs, assay results and surface mapping. Two weathering profile surfaces representing the base of complete oxidation and top of fresh rock have been generated based on drill hole lithological logging information, core photographs and total sulphur assay results.

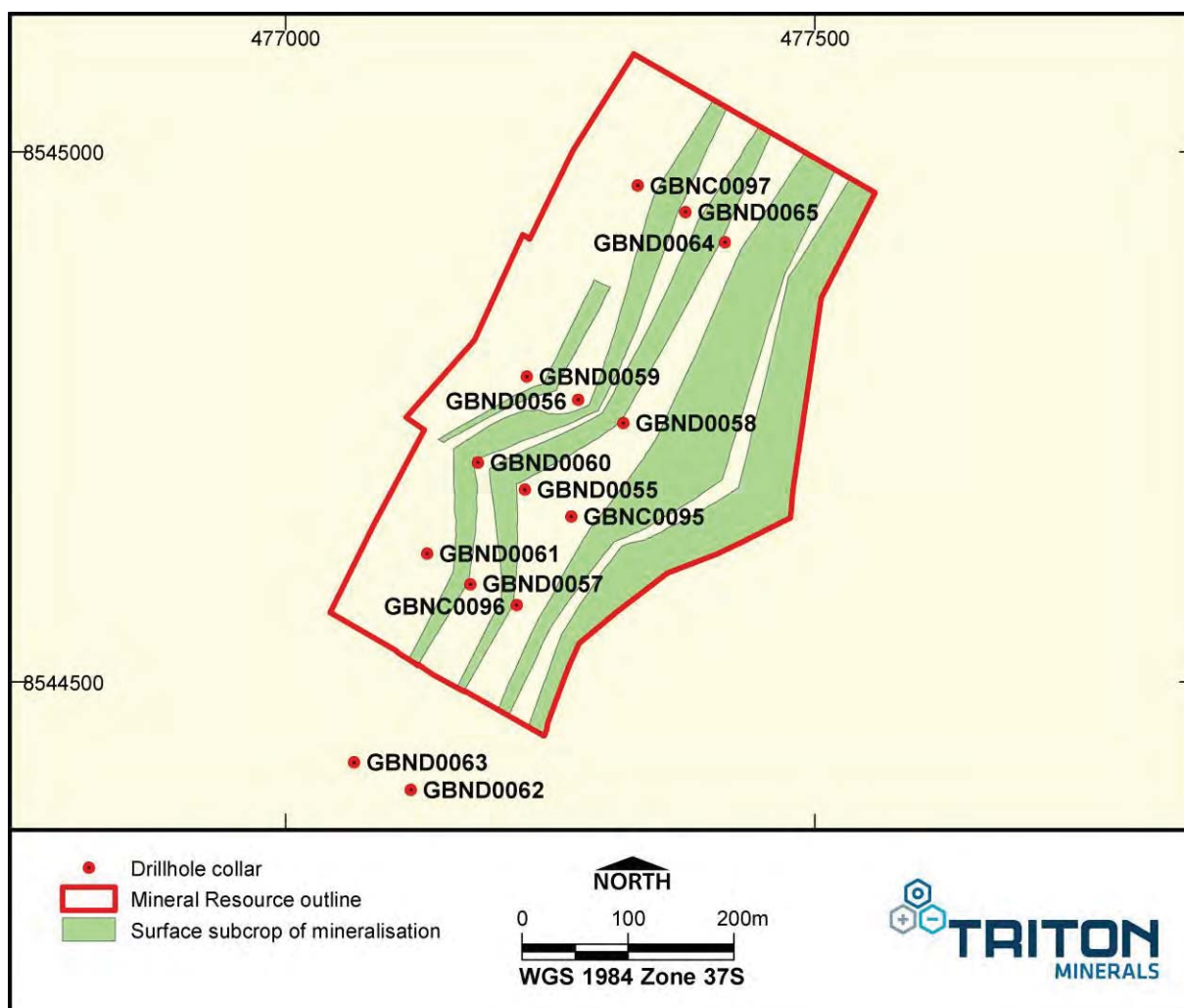


Figure 21: Nicanda West Drill collar location plan
Source: Triton ASX announcement 17 May 2016.

The modelled extents of mineralisation at Nicanda West were extrapolated beyond the nominal spacing limits of the drill hole sampling data. The interpreted mineralisation has been extended 100 m or half the broader drill section spacing along strike to the northeast. Along strike to the south west the mineralisation has been extended to nominally half way between the last drill section with significant mineralisation and the final drill section to the south west which has only minor mineralisation. The modelling was extended to a nominal 100 m down dip of the drill hole information, which equates to a

depth below surface for the interpreted mineralisation, of between 190 m and 230 m. This depth below surface is assumed to be within the limits of economically viable extraction for this mineralisation. In total, roughly 30% of the interpreted mineralisation is considered extrapolated.

Based on the sample spacing, and orientation of the mineralisation, a parent block size of 20 m E by 25 m N by 5 m RL was selected for the modelling. Sub-cells down to 2.5 m E by 2.5 m N by 2.5 m RL were used to honour the geometric shapes of the modelled mineralisation. Drill hole sample assay results were subjected to detailed statistical and spatial (variography) analysis. The variogram models generated in the spatial analysis were not considered sufficiently robust for use in a reportable MRE.

Density values were assigned to the different weathering states of the waste and interpreted mineralisation in the block model. The values assigned were based on a combination of the analysis of the density measurements taken that were considered to be of sufficient quality for use in an MRE, and additional verification based on research into, and experience with, reasonable density values for similar material types.

Grade estimation was completed using inverse distance squared estimation, and checked using ordinary kriging estimation, applying conceptual variography modelled from interpreted geology and mineralisation controls.

CSA Global concludes that quality of drilling and assaying was of an acceptable standard, commensurate with the Inferred classification of the current estimate. CSA Global notes that a combination of folding, faulting and intrusion by granitic material may lead to some difficulties with correlation of rocks types (and the graphite mineralisation) between boreholes.

CSA Global considers that the classification of the Mineral Resource as Inferred is appropriate, on the basis of surface mapping, geophysical information, drill hole sample assay results, drill hole logging and a combination of measured and assigned density values.

5.6 Petrography

Petrographic studies were conducted using core samples from drill holes GBND0055, GBND0056, GBND0058 and GBND0059 (Figure 24). The petrographic study demonstrated that the samples are medium- to coarse-grained graphite schists in which gangue (waste) minerals such as sulphides, mica, quartz and feldspar are generally discrete and not significantly intergrown with graphite; this feature has important implications for liberation characteristics. **CSA Global cautions that petrographic studies indicate the in situ size of graphite flakes, which may not reflect the final size after crushing, milling, re-grind and flotation stages of an extractive metallurgical process, such as typically used for flake graphite production.**

5.7 Metallurgy

Flotation testwork on two composites from drill holes GBND0056 and GBND0058, based on a standard graphite process flowsheet developed by IMO's Perth Laboratory, showed that approximately 70% of the liberated flakes were larger than 150 μm and that more than 30% of the liberated flakes were Jumbo or larger (>300 μm). The final overall concentrate grades were over 97% Total Carbon (TC) at recoveries better than 90% (Table 17, Table 18 and Figure 25).

CSA Global notes that the process flowsheet was not optimised and that it was conducted on two composites of selected samples, which may not be representative of the entire mineralised zones.

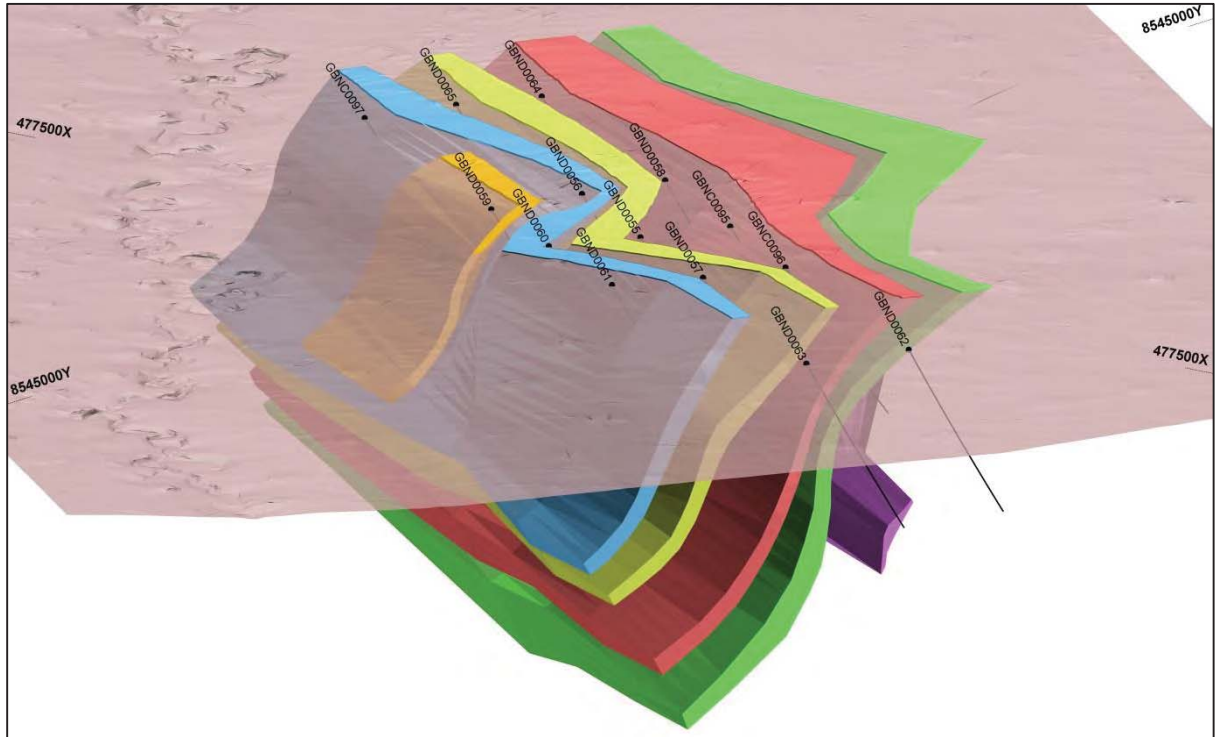


Figure 22: Oblique view towards the northeast showing modelled graphite zones and topography
 Source: Triton ASX announcement 17 May 2016.

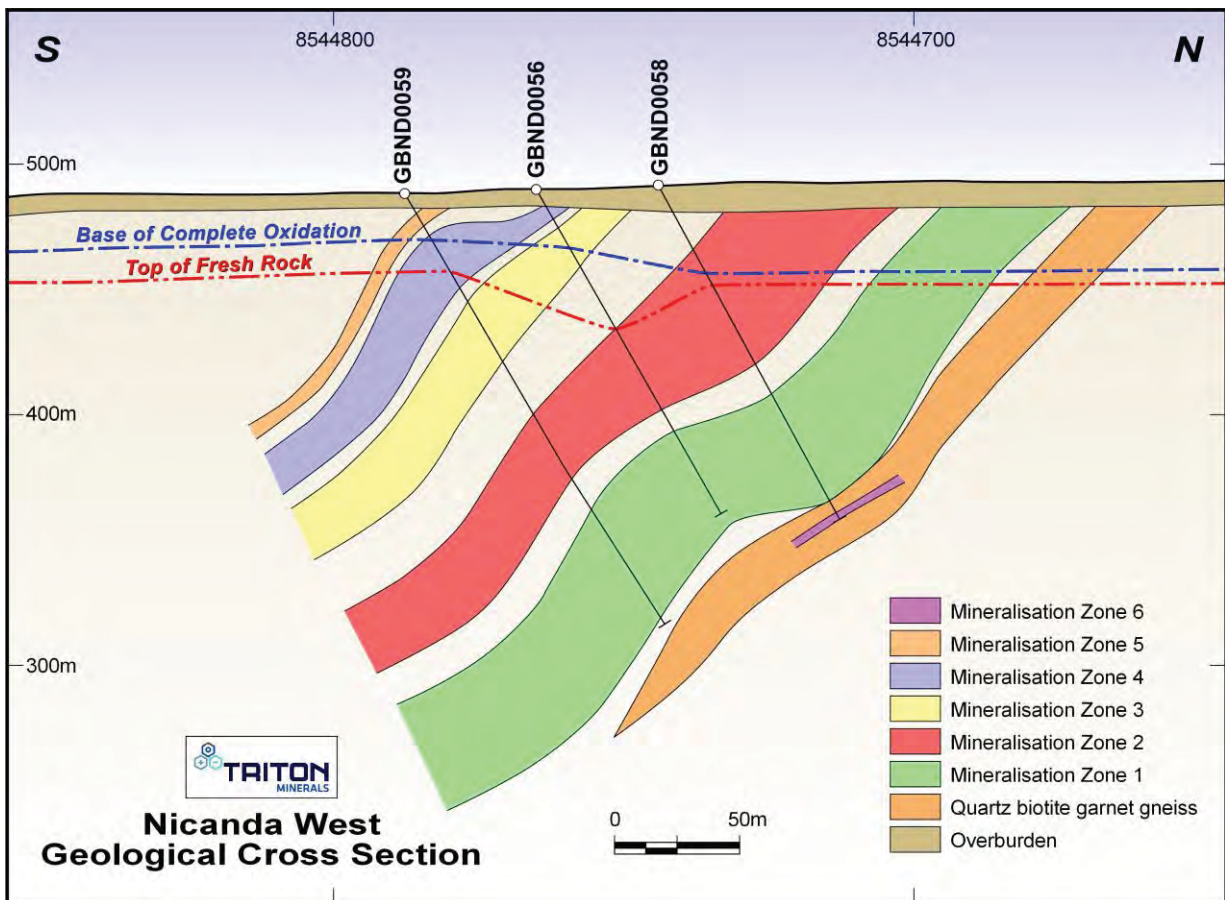


Figure 23: Cross section looking northeast through the Nicanda West deposit
 Source: Triton ASX announcement 17 May 2016.

However, it is considered that this preliminary data, in conjunction with petrographic and drill core observations from the remainder of the deposit, supports the classification of the Nicanda West deposit as an Inferred Industrial Mineral Resource.

CSA Global is satisfied that the preliminary test work program demonstrated that the mineralisation is amenable to the production of high-grade graphite concentrates, at coarse flake sizes, using relatively simple flotation processes.

CSA Global recommends additional metallurgical testwork on each mineralisation and weathering domain to verify and refine the initial findings.

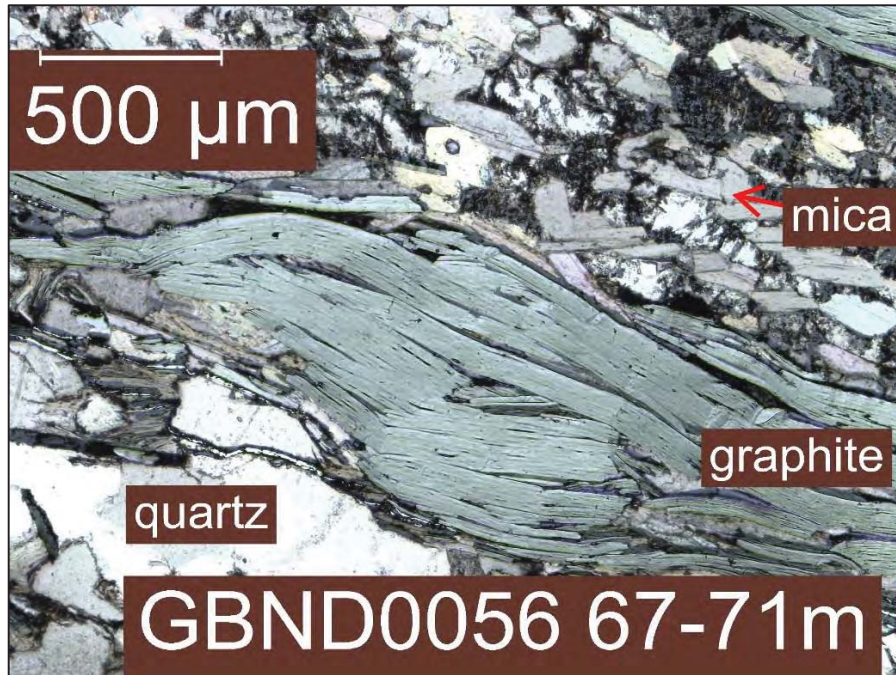


Figure 24: GBND0056: Graphite flakes in excess of 1 mm in length, with associated quartz and mica

Table 17: Metallurgical results for GBND0056 drill core composite 1

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Total Carbon %	LOI %
+500	3.68%	3.68%	98.2	98.16
+300	24.8%	28.5%	98.3	98.29
+180	34.1%	62.6%	98.0	98.03
+150	9.90%	72.5%	97.9	97.89
+106	12.1%	84.6%	97.8	97.75
+75	5.70%	90.3%	97.6	97.64
-75	9.73%	100.0%	95.9	95.91
Total / Calc Head	100.0%		97.8	97.82

Table 18: Metallurgical results for GBND0058 drill core composite 2

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Total Carbon %	LOI %
+500	4.47%	4.47%	97.7	98.15
+300	27.2%	31.6%	97.9	98.60
+180	30.5%	62.1%	97.8	98.79
+150	8.51%	70.6%	98.2	98.87
+106	10.8%	81.5%	99.0	98.99
+75	5.57%	87.0%	98.6	98.86
-75	12.98%	100.0%	96.8	97.28
Total / Calc Head	100.0%		97.9	98.55

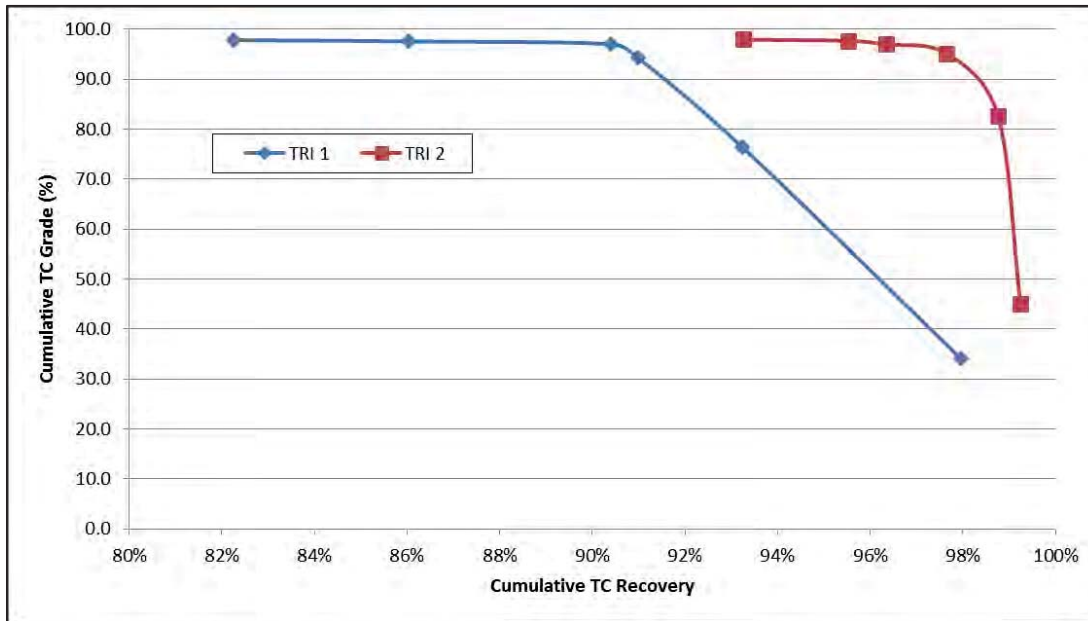


Figure 25: Recovery versus grade curve for drill core composites 1 and 2

5.8 Comparison with Syrah Balama East

Nicanda West drill core results indicate coarser flake size distribution than the 500 kg bulk sample from Syrah Resources' Balama East project to the south of Nicanda West. (Table 19, Syrah Resources: ASX announcement 15 January 2014).

Table 19: Syrah Resources Balama East flake size distribution

Size (Mesh)	Size fraction (µm)	Mass retained %	Cumulative mass retained %	Total Carbon %
+35	+500	3.28	3.28	98.41
+48	+300	12.86	16.14	98.31
+80	+180	8.87	25.01	96.64
+100	+150	16.05	41.06	95.42
+150	+106	21.66	62.72	94.36
+200	+75	11.7	74.42	97.03
-200	-75	25.58	100	97.80
	Total / Calc Head	100.0		96.6

Source: Syrah Resources ASX announcement 15 January 2014

5.9 Exploration upside

The Nicanda West deposit is marked by a northeast trending VTEM anomaly; the extent of this anomaly suggests that the mineralisation may extend further northeast of the drilled area (Figure 26).

CSA Global recommends that the VTEM data be interpreted by a geophysicist to validate the northeast extent of conductive rocks that may be graphite-bearing. If verified, this could be a target for future exploration drilling.

5.10 CSA Global Overall Conclusion and Recommendations

CSA Global is satisfied that the Nicanda West Inferred Mineral Resource has reasonable prospects for eventual economic extraction and that it has been reported in accordance with Clause 49 of the JORC Code.

In CSA Global's opinion, trenching, additional drilling, petrographic and metallurgical work should allow a sufficient level of confidence to upgrade some of the Nicanda West Inferred Mineral Resource to Indicated.

CSA Global is also of the opinion that the interpretation and exploration of VTEM targets to the northeast is likely to lead to the discovery of additional flake graphite mineralisation.

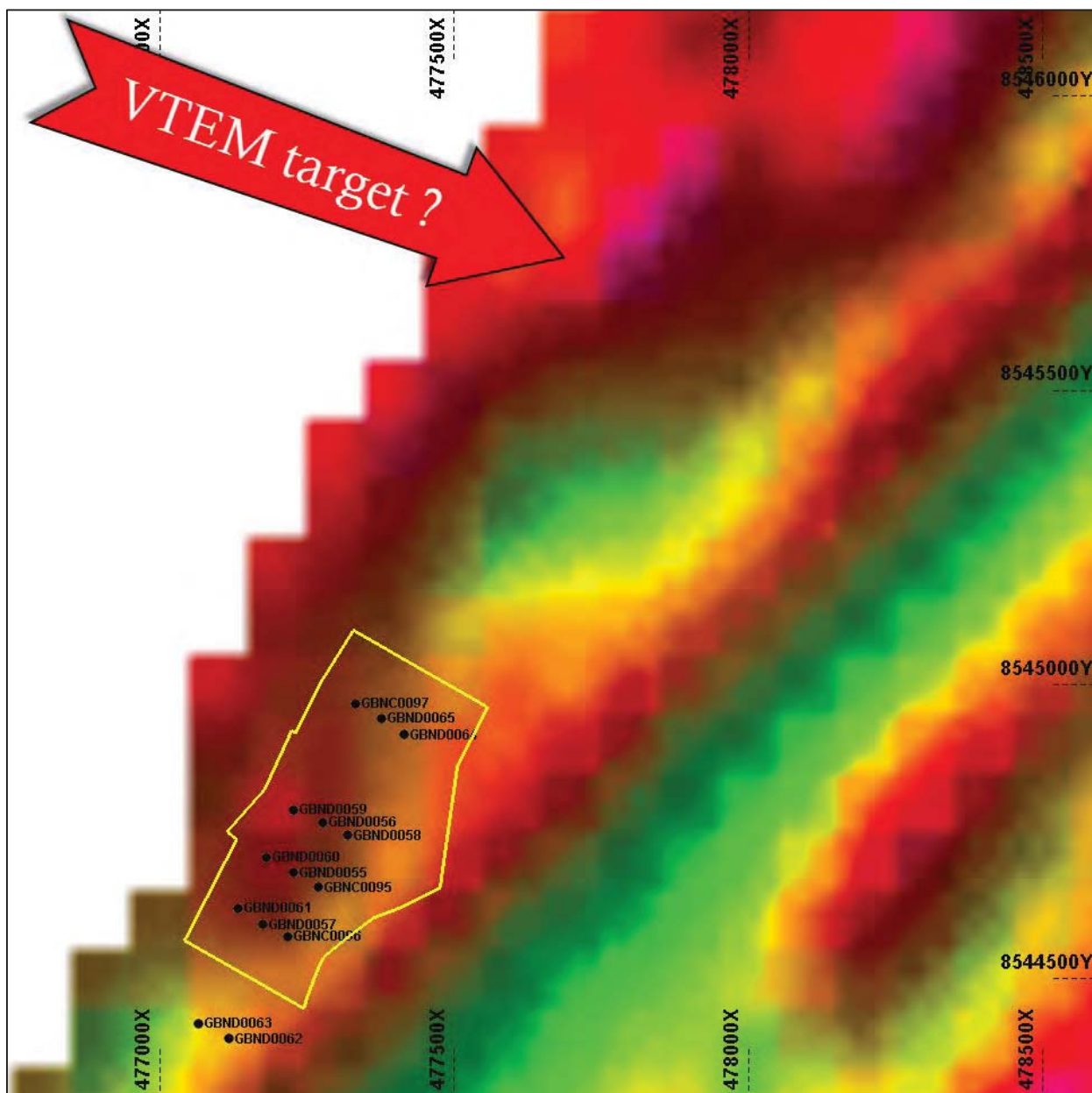


Figure 26: Map of Nicanda West showing collars and Mineral Resource outline on VTEM map
The VTEM targets to the northeast have not yet been explored by drilling

6 Nicanda Hill Project

6.1 Location

The Nicanda Hill Project is located within two tenements 5365 and 5966 which constitute the Balama North Project, covering an area of approximately 327 km² (Table 13)

6.2 Regional geology

The Nicanda Hill graphite deposit is located within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano Complex is composed predominantly of mafic to intermediate orthogneiss, with intercalations of paragneiss, meta-arkose, quartzite, marble and graphitic schist. The metamorphic grade of the complex is mostly amphibolite facies.

6.3 Project Geology

The host rocks of the Nicanda Hill deposit comprise metamorphosed sedimentary rocks intruded by thin gneisses that strike roughly parallel to the regional foliation (northeast to east-northeast) and which dip between 40° and 60° to the northwest. A priority zone of interest at Nicanda Hill is the Mutola zone, which displays distinctive carbonate alteration and generally has a higher graphite content than other mineralised units.

6.4 Geophysical exploration

Graphite is an electrical conductor and can therefore be explored for using electromagnetic (EM) geophysical techniques such as versatile time domain electromagnetics (VTEM). A VTEM geophysical survey was completed over the Nicanda Hill deposit and shows a number of elongate EM targets highlighted in red and purple on the map in Figure 27.

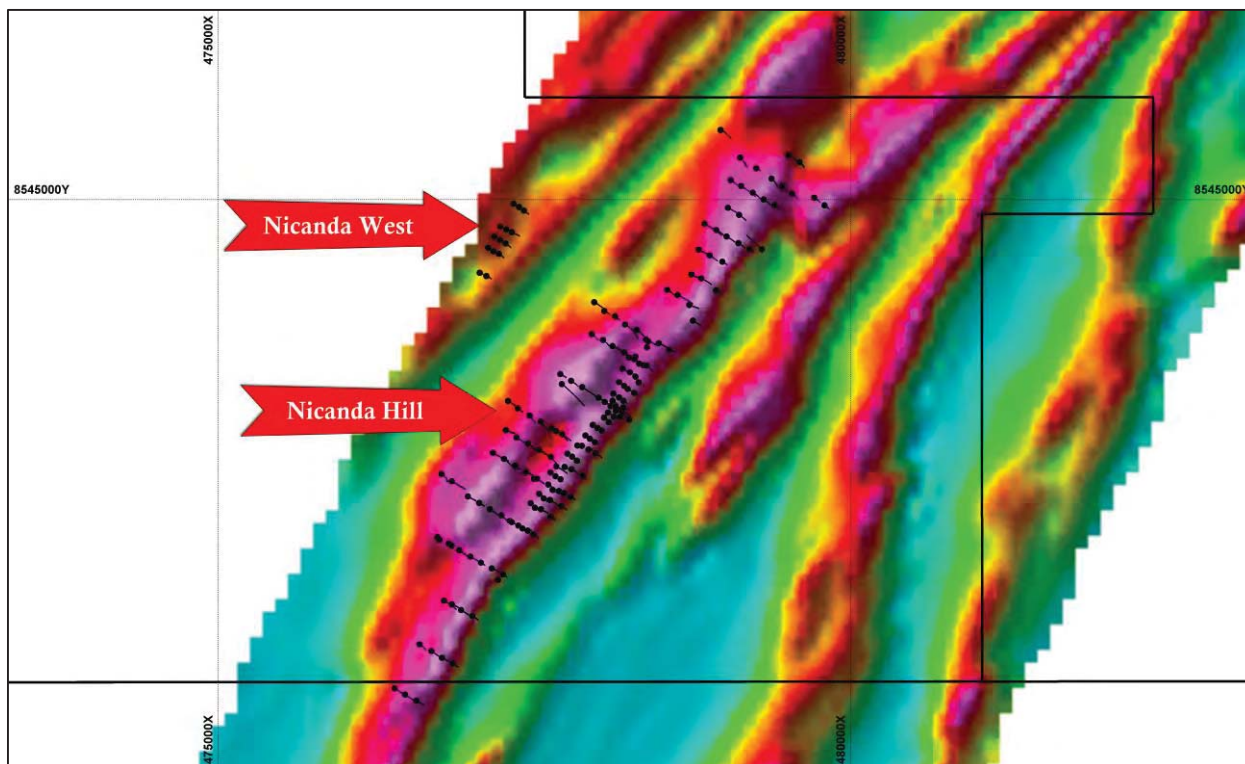


Figure 27: VTEM map of Balama North – Nicanda Hill and Nicanda West

6.5 Mineral Resource Estimate

Following the recommendations of an ITR completed by CSA Global in March 2016, CSA Global has restated the Nicanda Hill Mineral Resource as 1.43 Bt at 11.1% TGC (Table 20) (Triton Minerals, 2016c)

Table 20: Nicanda Hill Mineral Resource Estimate (September 2016)

Classification	Tonnes (Mt)	TGC %	Contained Graphite (Mt)
Indicated	369	11.3	41.5
Inferred	1,062	11.1	117.3
Indicated + Inferred	1,430	11.1	158.9

Note: The Mineral Resource was estimated at 5% graphitic carbon cut-off grade from within interpreted mineralised envelopes defined at a nominal lower cut-off grade of 9% TGC. The Mineral Resource is reported from all blocks within these wireframe solids. Differences may occur due to rounding. Triton ASX announcement, 16 September 2016.

The drilling data that the MRE is based on includes 87 reverse circulation (RC) drill holes for 10,649 m and 53 diamond drill (DD) holes for 9,435.32 m and two RC holes with DD tails for 617.95 m (Figure 28). The Datashed database, from which the drilling data was exported for use in the MRE, is an industry standard database management system designed for geological data. An additional 12 RC holes were used to assist in interpretation but did not have analytical results available at data cut-off date.

Drill hole sample assay results were subjected to statistical and spatial (variography) analysis. With the majority of sampling to 2 m (or lithological boundaries), drill samples were down hole composited to 2 m, using the best fit method in Vulcan software leaving no residuals. Based on the statistical analysis no top cuts were required for the TGC prior to estimation.

A detailed topographic surface based on Lidar data was provided by Triton.

CSA Global has considered any material further than 50 m from the nearest drill data to be extrapolated. **Based on this assumption, CSA Global is of the opinion that roughly 55 % of the interpreted classified mineralisation can be considered to be extrapolated. However, CSA Global notes that some deeper drill holes show that mineralisation does continue to depth.** For example, drill hole GBND0001 demonstrated that mineralisation extends to approximately 340 m vertically below topographic surface (Figure 29).

The block model was constructed in Vulcan software with a parent cell size of 50 m N by 25 m E by 2.5 m RL. Grade estimation was by ordinary kriging (OK) at the parent block scale, using hard boundaries between individual mineralisation lodes. The OK estimate used the parameters obtained from the variogram modelling completed on the Mutola Zone, and search ellipsoids orientated to match the overall geometry of the mineralisation.

Primary validation was by visual and statistical methods, which demonstrated that the OK estimate has reflected the drill sample data in a reasonable way in all directions.

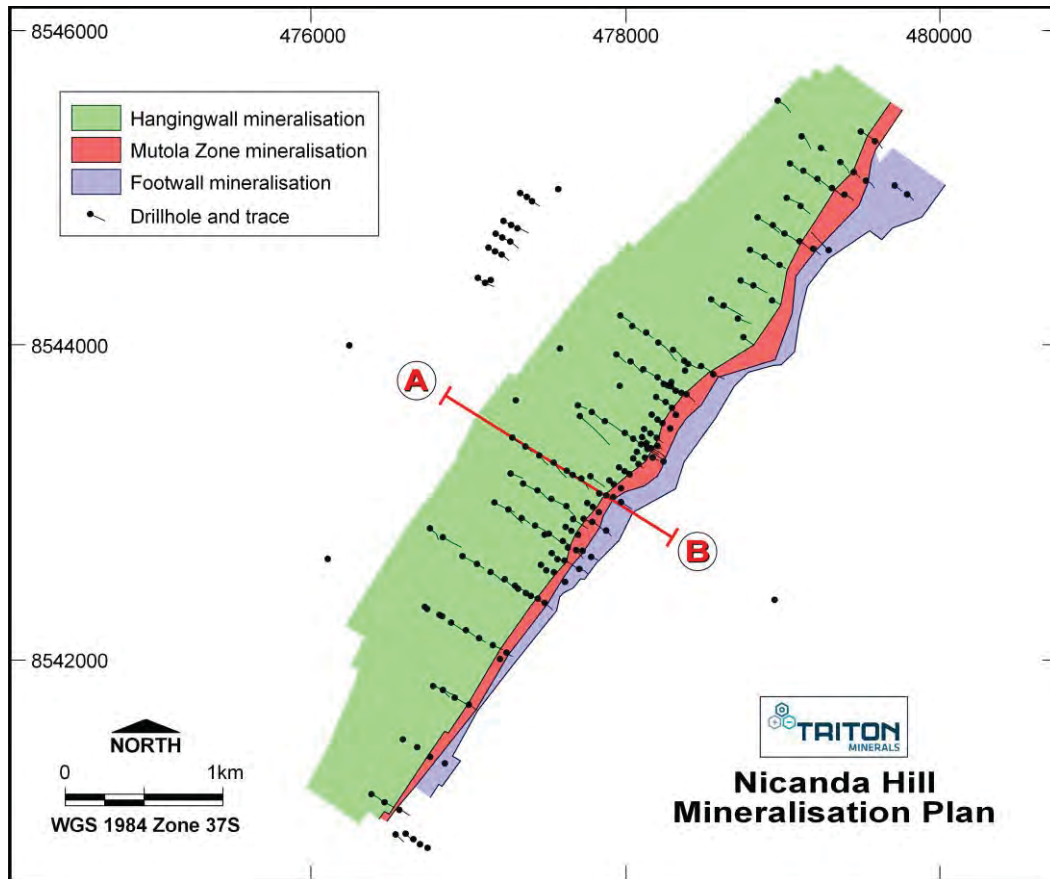


Figure 28: Nicanda Hill drill collar plan and mineralisation wireframes.
 Map grid = 2,000 m x 2,000 m

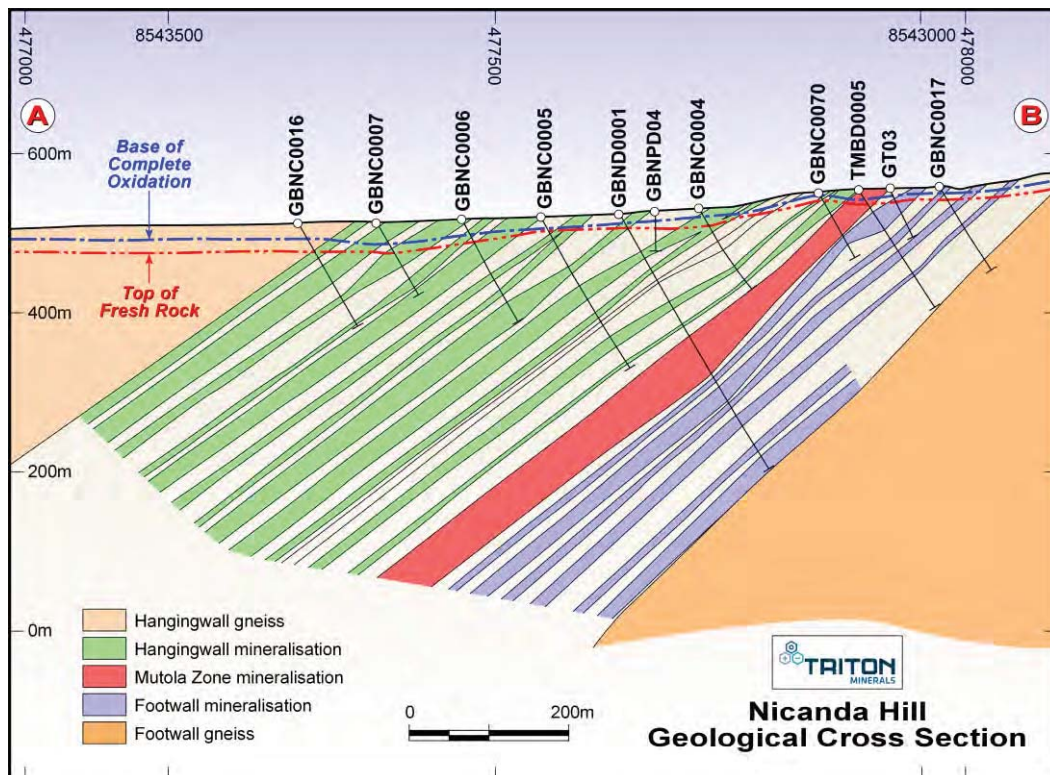


Figure 29: Nicanda Hill cross section looking northeast showing mineralisation zone wireframes
 Vertical scale = horizontal scale

6.6 Petrography

Triton submitted drill samples for petrographic analysis in 2014 to evaluate in situ flake size. A petrographic study by Ashley (2014) mainly of the Mutola Zone at Nicanda Hill indicated that:

- The graphite has a flaky shape and ranges from <0.05 mm to 0.7 mm length, although the majority of samples appear to have a maximum grainsize of 0.3-0.4 mm.
- The graphite commonly occurs predominantly in two populations: i) at intergranular sites with respect to quartz, mica, sulphide and feldspar grains (Figure 30 and Figure 31) and ii) enclosed within porphyroblasts such as mica or scapolite (Figure 32).
- Samples from the Mutola hanging wall and footwall zones have similar characteristics to the Mutola Zone and the Cobra Plains deposit (Figure 33 and Figure 34), although there may be less graphite enclosed with scapolite porphyroblasts.

Subsequent petrographic examination at another laboratory highlighted that 55-65% of the graphite was smaller than 0.075 mm with the remainder predominantly in the range 0.075-0.15 mm (Pontifex, 2014).

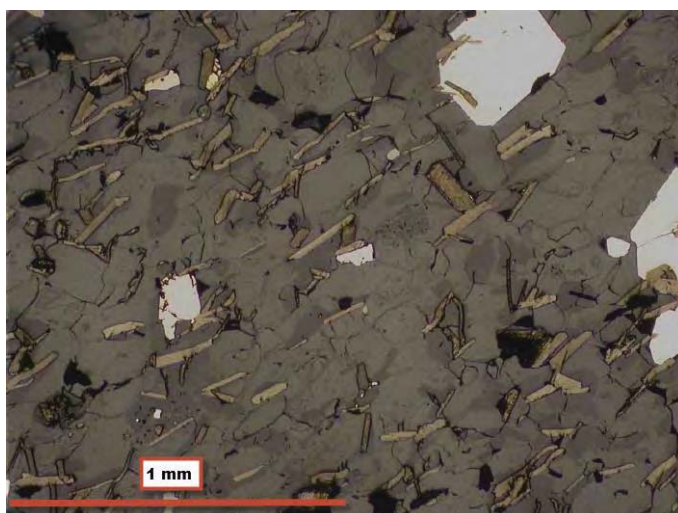


Figure 30: *Intergranular small graphite flakes in the Mutola Zone, TMBD0006 sample 37. Graphite flakes are pale brown; sulphide minerals are white. Field of view 2 mm across*

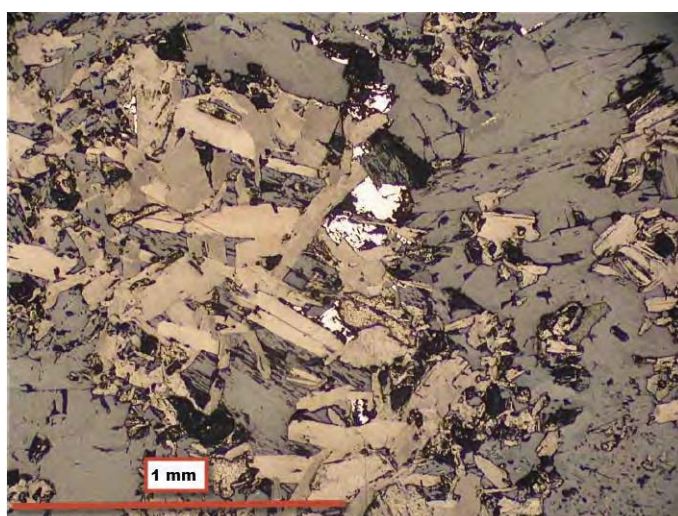


Figure 31: *Aggregate of larger graphite flake population in the Mutola Zone, TMBD0006, Sample 31. Graphite flakes are pale brown. Field of view 2 mm across*

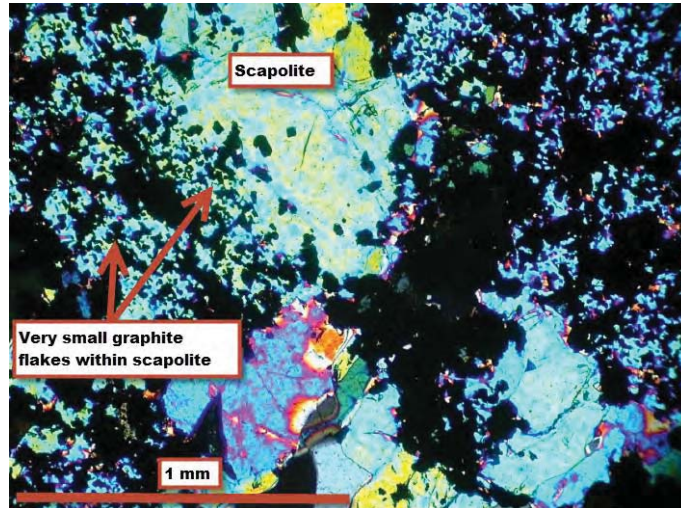


Figure 32: Scapolite (bright colours) enclosing very small graphite flakes (black minerals). Mutola Zone. Sample 31, TMBD0006. Field of view 2 mm across

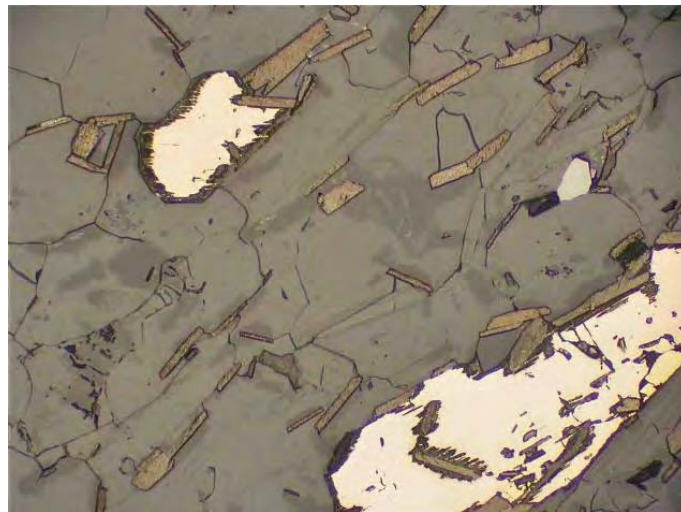


Figure 33: Graphite flakes in quartz-rich assemblage with pyrrhotite (very pale brown). Upper Zone above the Mutola Zone. Sample 29, TMBD0006. Field of view 1 mm across

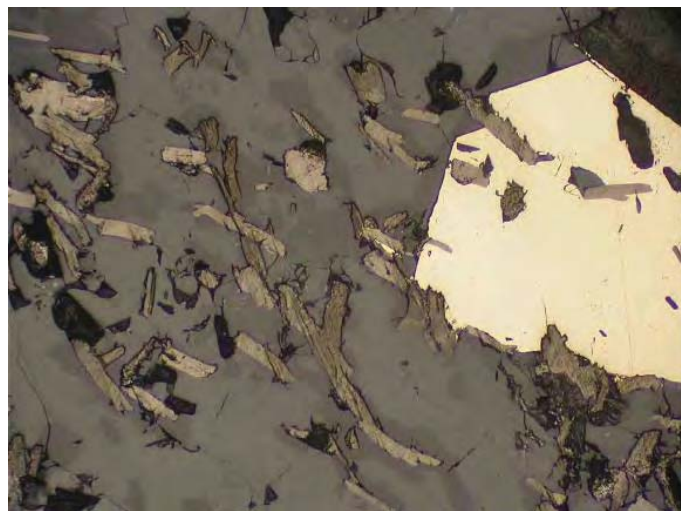


Figure 34: Graphite flakes (pale brown) intergrown hosted in quartz (mid grey). Lower Zone below the Mutola Zone. Sample 39, TMBD0006. Field of view 1 mm across

CSA Global cautions that petrographic studies indicate the *in situ* size of graphite flakes, which may not reflect the final size after crushing, milling, re-grind and flotation stages of an extractive metallurgical process, such as typically used for flake graphite production.

6.7 Metallurgy

Assaying graphitic carbon quantifies the amount of graphite contained within a deposit, but does not indicate the amount of recoverable graphite product. Therefore, it is essential to test representative samples of mineralisation to confirm appropriate metallurgical processes and likely product mix.

Triton has submitted Nicanda Hill samples (mainly from the Mutola Zone) to several laboratories including Mintek, ALS and SGS for extractive metallurgical testing.

Results from ALS (2014) indicated that:

- Graphite concentrates assaying >94% TGC were produced using a simple flotation method
- Graphite concentrates were further upgraded to >99% TGC through acid leaching
- Medium and large graphite flakes (+0.15 mm) were not produced from the two samples provided.

Subsequent testing by Mintek (South Africa) during 2015 found that:

- Flotation upgraded the graphite from a head grade of 14.06% to 91.81% Graphitic Carbon
- The estimated graphite flake size was 81.2% smaller than 0.106 mm, with 18.1% smaller than 0.038 mm. This concentrate was coarser than indicated by the initial 2014 tests.

A mineral process plant design and construction consultancy evaluated a range of drill core samples across the deposit to identify spatial variation in processing characteristics (DRA, 2015).

- Fresh and oxidised samples from geometallurgical domains 1 (Mutola Zone) and 3 (high-grade hanging wall zones) were tested
- Although there was variability in recoveries and concentrate grades between samples, the specialists were confident that refinement to the flotation process should reduce variability
- Nine drill core composites yielded concentrates with overall grades between 87.2% and 99.6% Total Carbon (TC) content, while recoveries ranged from 70.4% to 92.9% (
- Table 21 and Figure 35)
- Eight of the composite samples were tested for flake size distribution and purity during May 2016. This demonstrated that approximately 90% of the domain 1 and 3 graphite concentrate is smaller than 0.075 mm and most of the remainder is between 0.075 and 0.15 mm (Table 22)
- The 0.075 to 0.15 mm fraction ranges from 95.4% to 98.5% TGC (Table 22)
- The minus 0.075 mm fraction ranges from 85.6% to 96.7% TGC (Table 22).

CSA Global is satisfied that the geometallurgical domain ('geodomain') test work program demonstrated that the Mutola Zone should be amenable to the production of moderate to high purity graphite of fine to small flake size distribution, using standard flotation processes.

CSA Global notes that two of the geodomain samples included oxidised mineralisation from geodomain 3, which is the "high-grade hangingwall" of the Mutola Zone.

CSA Global recommends additional metallurgical testwork on hangingwall and footwall mineralisation domains, as these may possibly have different process and product characteristics from the Mutola Zone.

Table 21: Summary results

Test No.	Sample	Geodomain	Weathering	Feed TC%	Conc. TC %	TC Rec. %
TRI 019	Composite 1		Oxide	17.2	97.1	79.6
TRI 020	Composite 2		Fresh	14.5	99.6	89.7
TRI 023	Sample 2 Fresh	1	Fresh	17.6	97	70.4
TRI 024	Sample 7 Fresh	1	Fresh	17.0	87.2	90.2
TRI 025	Sample 10 Fresh	1	Fresh	13.3	99.2	81.8
TRI 027	Sample 1 Oxide	1, 3	Oxide	12.7	92.5	88.1
TRI 028	Sample 3 Oxide	1	Oxide	19.6	88.9	92.9
TRI 029	Sample 4 Oxide	1, 3	Oxide	16.1	89.5	92.7
TRI 030	Composite 2 Fresh		Fresh	13.9	92	89.7

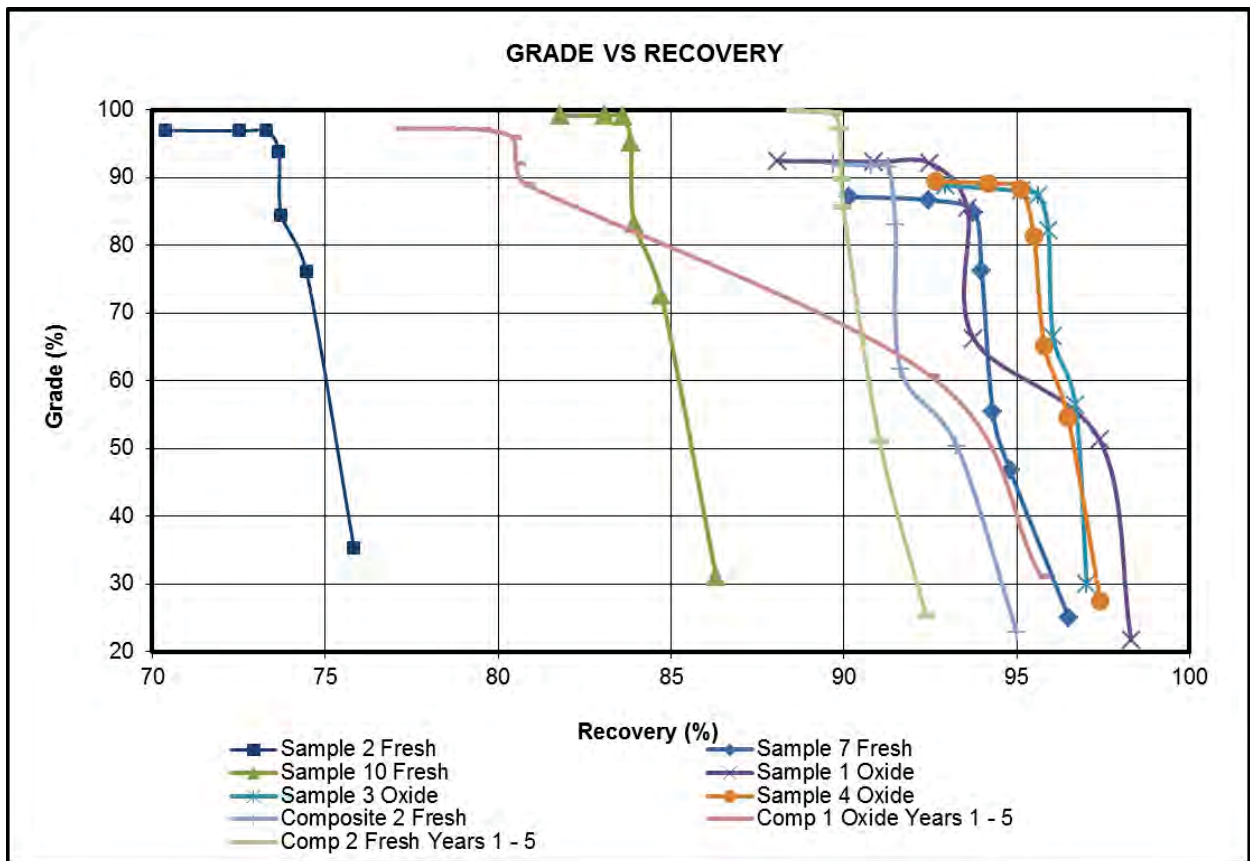


Figure 35: Grade versus recovery for the samples listed in

Table 21

Table 22: Flake size and purity distribution

	TRI019 Oxide		TRI023 Fresh		TRI024 Fresh		TRI025 Fresh	
Size	Retained	TGC	Retained	TGC	Retained	TGC	Retained	TGC
mm	%	%	%	%	%	%	%	%
0.350	0.0		0.0		0.0		0.0	
0.300	0.0		0.0		0.1	59.5	0.0	
0.150	0.6	96.0	0.5	95.9	0.4	85.7	0.3	94.1
0.075	12.4	97.3	12.5	98.2	9.6	96.2	7.7	98.5
-0.075	87.0	94.6	87.0	96.7	89.9	85.6	92.0	96.3
Total	100.0	94.9	100.0	96.9	100.0	86.6	100.0	96.5
	TRI027 Oxide		TRI028 Oxide		TRI029 Oxide		TRI030 Fresh	
Size	Retained	TGC	Retained	TGC	Retained	TGC	Retained	TGC
0.350	0.0		0.0		0.0		0.0	
0.300	0.1	83.8	0.0		0.7	59.0	0.0	
0.150	0.4	86.5	0.8	95.0	0.9	87.1	0.4	91.8
0.075	12.5	95.4	12.0	95.5	11.9	96.6	11.5	96.8
-0.075	87.1	90.6	87.2	86.9	86.5	88.2	88.0	91.8
Total	100.0	91.2	100.0	88.0	100.0	89.0	100.0	92.4

7 Cobra Plains Project

7.1 Location

The Cobra Plains Project is located in northern Mozambique approximately 230 km west of the coastal port of Pemba on the Indian Ocean shoreline (Figure 3). The Project is located within tenement 5365 (Table 13).

7.2 Regional geology

The Cobra Plains Project is located within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano complex is composed predominantly of ortho- and paragneiss, meta-arkose, quartzite, marble and graphitic schist metamorphosed to amphibolite facies.

7.3 Project Geology

The host rocks of the Cobra Plains deposit comprise metamorphosed sedimentary rocks intruded by thin gneisses that strike roughly parallel to the northeast striking regional foliation and which dip steeply at about 60° to the northwest (Figure 36 and Figure 39).

7.4 Geophysical exploration

A VTEM geophysical survey of the Cobra Plains deposit revealed a number of elongate EM conductor targets following the stratigraphy in the northern part of the project (Figure 37). However, the southern part of the Cobra Plains deposit is not characterised by any obvious VTEM conductors.

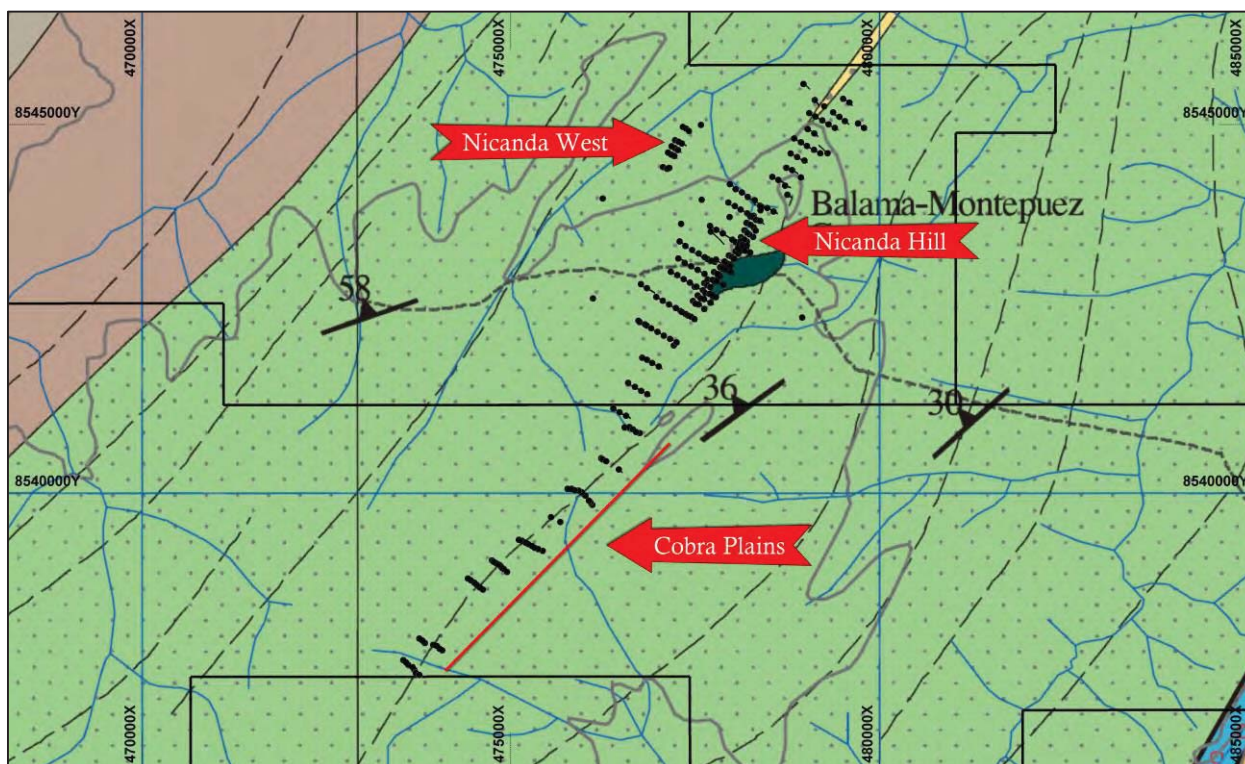


Figure 36: Geology map of the Balama North Project and location of the Cobra Plains Project; Map grid is 5 km x 5 km. Green area on map underlain by quartz mica gneiss and schist, locally graphitic

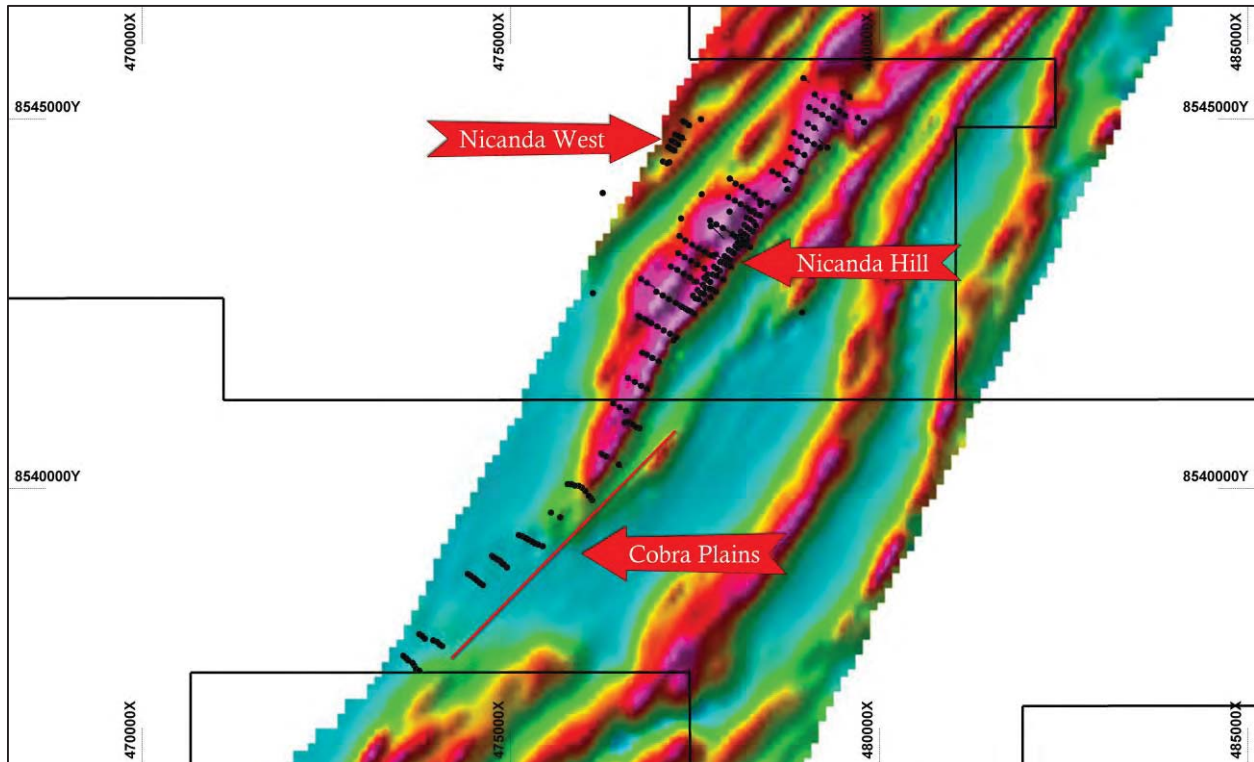


Figure 37: VTEM map detail of Balama North showing general position of the Cobra Plains deposit

7.5 Mineral Resource Estimate

Triton reported an Inferred Mineral Resource of 103 Mt at 5.5% graphitic carbon for the Cobra Plains Project in February 2014 (Table 23). The Mineral Resource estimate for the Cobra Plains deposit was reported above a 2% graphitic carbon cut-off grade, and approximately 47% of the Inferred Mineral Resource was categorised as extrapolated.

The Cobra Plains Inferred Resource was prepared by Optiro and reported in February 2014. **CSA Global conducted a brief desktop review of the Optiro estimate and is satisfied that work has been completed to an acceptable standard to reflect the Inferred classification.**

Table 23: Cobra Plains Inferred Resource (February 2014)

Category	Tonnes (Mt)	Graphitic Carbon (%)	Graphitic Carbon (Mt)
Inferred	103	5.5	5.7

Note: The Mineral Resource for Cobra plains is reported above a lower cut-off grade of 2% TGC. The Mineral Resources have been estimated by Optiro based on drill assay result data, and an interpretation of the graphite mineralisation within wireframe solid envelopes above a nominal lower cut-off grade of 2% TGC provided by Triton. For further details, refer to ASX release 26 February 2014

The following notes are based on the technical report compiled by Optiro (2014).

Fourteen three-dimensional wireframes representing interpreted mineralisation lodes, based on a nominal 2.0% graphitic carbon cut-off, were provided by Triton to Optiro. The data was derived from 59 reverse circulation and four diamond drill holes (Figure 38).

Optiro reviewed and validated the drill hole database and Triton wireframes. Drill hole intercepts were composited downhole to 2 m lengths and graphitic carbon, total carbon and total sulphur grade estimation of all mineralisation domains was carried out using ordinary kriging with hard boundaries between all domains.

Three search passes, with increasing search distances and decreasing minimum sample numbers, were employed to fully inform the model. Approximately 18% of blocks were filled using a fourth estimation pass to assign mean grades to un-estimated blocks using average grades (per domain) of Search Pass 1 blocks. Domains without any blocks estimated in the third pass were assigned average grades (per domain) of Search Pass 2 blocks.

The Optiro 2014 Mineral Resources were classified based on confidence in geological and grade continuity using the drilling density, geological model confidence, modelled grade continuity and conditional bias measures (kriging efficiency). No Measured or Indicated Mineral Resources were defined.

CSA Global endorses the recommendations made by Optiro in their report; and additionally recommends that rigorous procedures for density measurements be applied for future drilling programmes in a consistent manner across all of Triton’s Balama and Ancuabe projects.

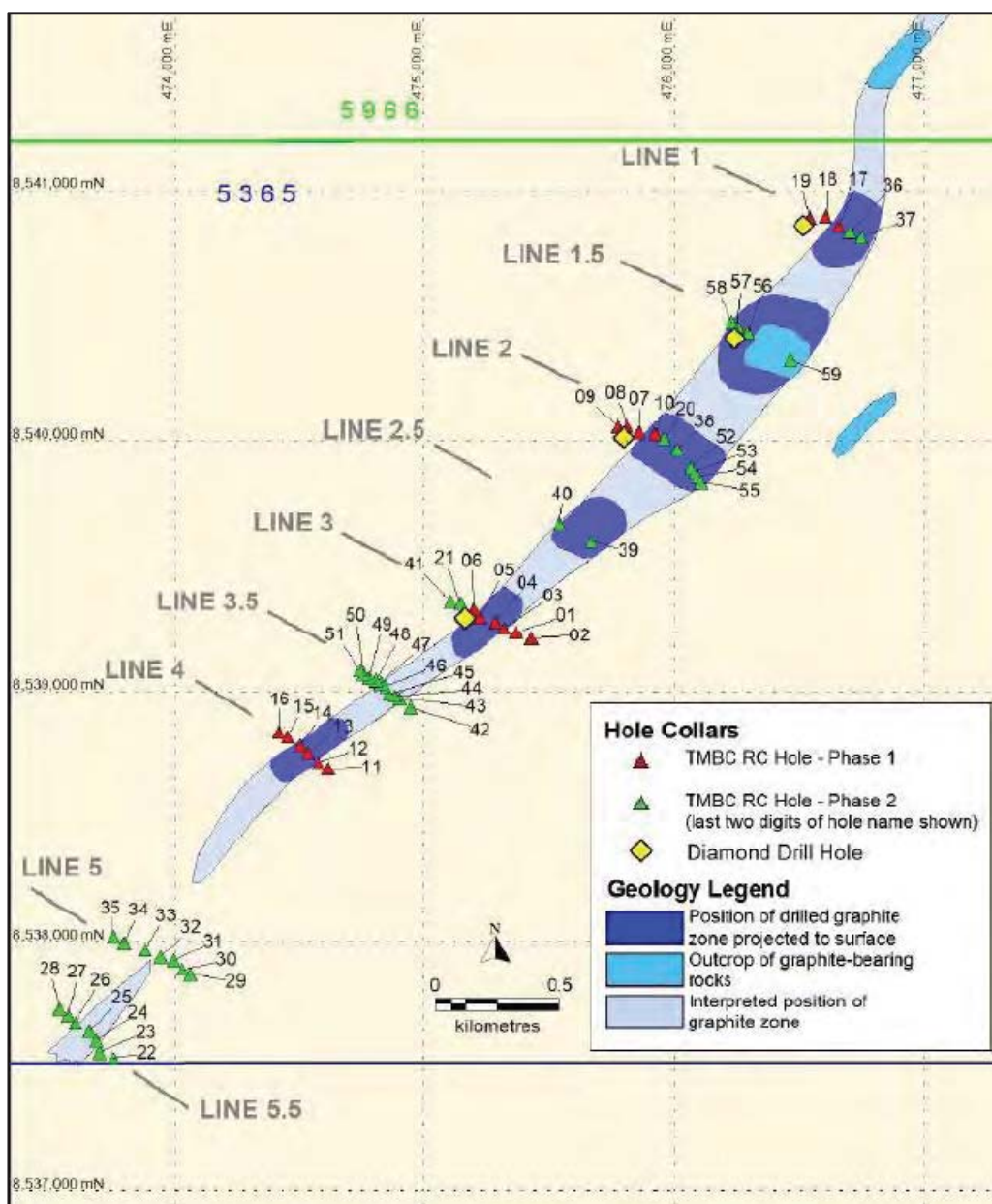


Figure 38: Map of drill hole collar locations
Source: Morgan (2014a)

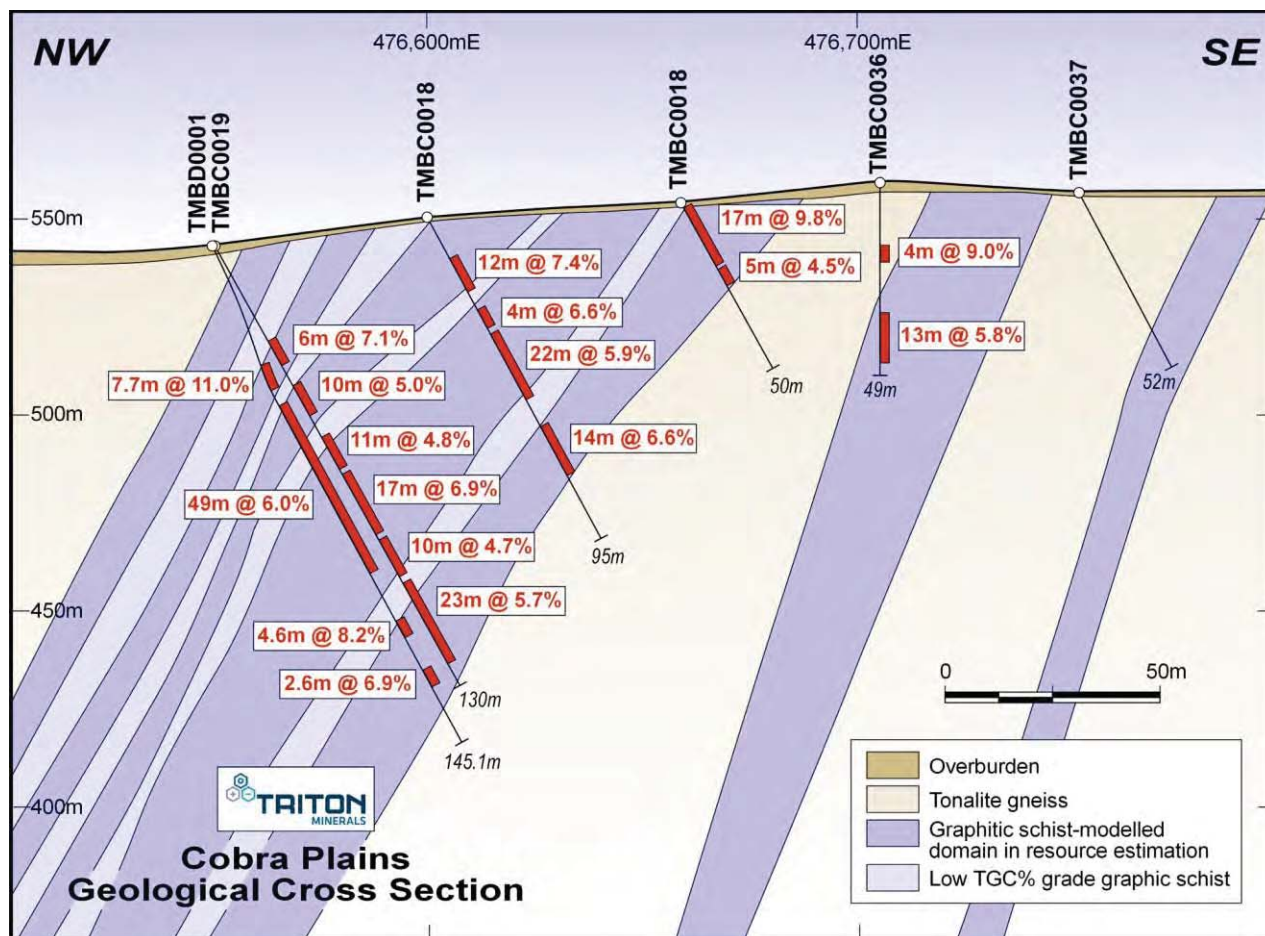


Figure 39: Cross section along Line 1 of the Cobra Plains deposit, looking north
Source: Triton announcement 26th February 2014

7.6 Petrography

Triton had 17 drill core samples from holes TMBD0001, 0002, 0003 and 0004 examined petrographically to evaluate in situ flake size and mineral textures (Ashley, 2014). The initial petrographic study indicated that:

- The graphite has a typical flaky shape and ranges from <0.05 mm to 0.7 mm length, although the majority of samples appear to have a maximum grain size of 0.3–0.4 mm. The average flake size was estimated to be in the range 0.1–0.2 mm (Figure 40).
- The graphite commonly occurs in two populations: i) at intergranular sites with respect to quartz, mica, sulphide and feldspar grains and ii) commonly enclosed within mica (Figure 41).

Subsequent petrographic examination of a composite sample from TMBD0001 at another laboratory (Pontifex, 2014) showed that 38% of graphite was smaller than 0.075 mm, with a further 60% in the range 0.075–0.15 mm.

CSA Global cautions that petrographic studies indicate the in situ size of graphite flakes. This may not reflect the final size after crushing, milling, re-grind and flotation stages of an extractive metallurgical process, such as typically used for flake graphite production.

7.7 Metallurgy

On 15 April 2014, Triton announced preliminary metallurgical tests results for a drill core composite from diamond hole TMBD0001 in the northern part of the Cobra Plains deposit. The flotation testwork was conducted by ALS laboratory and CSA Global concludes from the data announced in April 2014 that:

- Close on 99% of the liberated flakes were smaller than 150 μm (Table 24).
- Approximately 72% of the flakes were smaller than 75 μm and overall purity was 97.5% graphitic carbon.

CSA Global is satisfied that the preliminary test work program demonstrated that the mineralisation is possibly amenable to the production of high-grade graphite concentrates, at small to medium flake sizes, using relatively simple flotation processes.

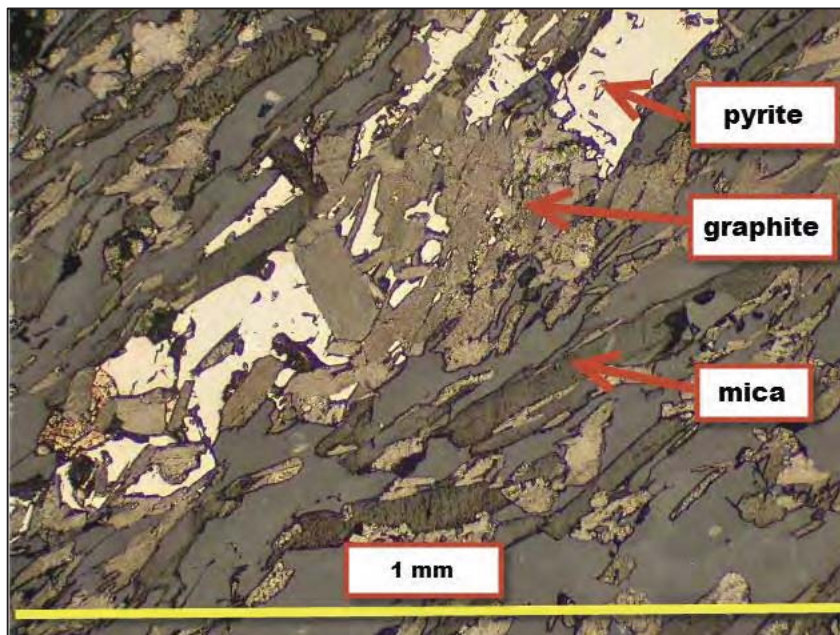


Figure 40: Photomicrograph of graphite flakes with mica, quartz and pyrite in TMBD0001

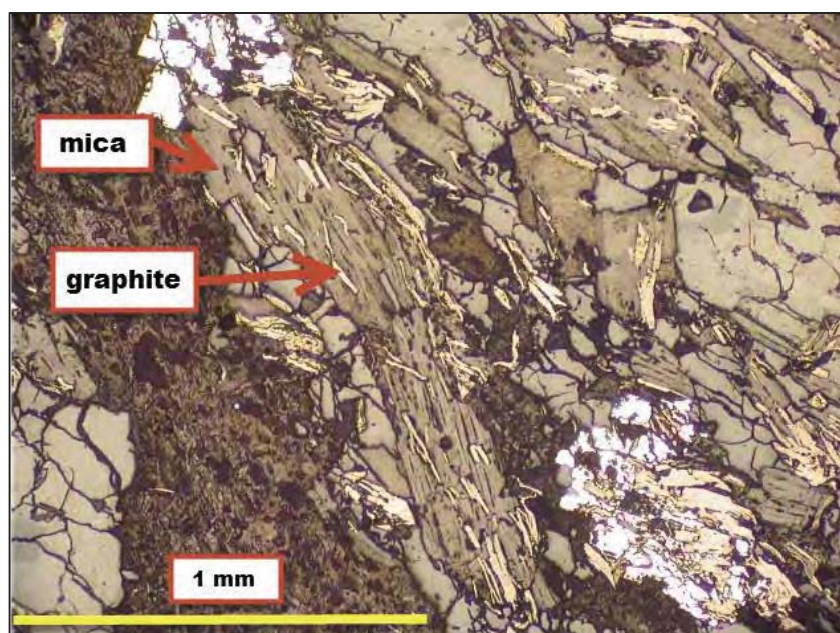


Figure 41: Small graphite flakes enclosed within mica (poikiloblastic texture) in TMBD0003

Table 24: Flake size distribution of 100 kg core sample from TMBD0001

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Graphitic Carbon %
+180	0		
-180 +150	1.3	1.3	90.0
-150 +75	18.2	19.5	94.0
-75 +20	71.9	91.4	97.1
-20	8.6	100.0	86.5
Total	100.0		97.5

Source: Triton ASX announcement 15 April 2014

8 Balama South

8.1 Location

The Balama South Project is located in northern Mozambique approximately 250 km west of the coastal port of Pemba on the Indian Ocean shoreline. The Project is located within tenement 5304

8.2 Regional geology

The Project is located within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano complex is composed predominantly of ortho and paragneiss, meta-arkose, quartzite, marble and graphitic schist (Figure 42). The metamorphic grade of the complex is largely amphibolite facies.

8.3 Project Geology

Reconnaissance mapping around the Retata graphite occurrence by Young (2014) indicated that the stratigraphy trends northeast with local fold interference caused by northwest- to north-trending folds as highlighted by a mapped unit of marble. Compositional banding in the gneisses and schists dips moderately to the southeast, at around 20 to 40°.

An outcrop of augen gneiss has been mapped in the northwest of the property. This gneiss dips at about 45° to the southeast and **CSA Global is of the opinion that, if this rock is of magmatic origin, it is worth investing for contact metamorphic effects in the graphite schist.**

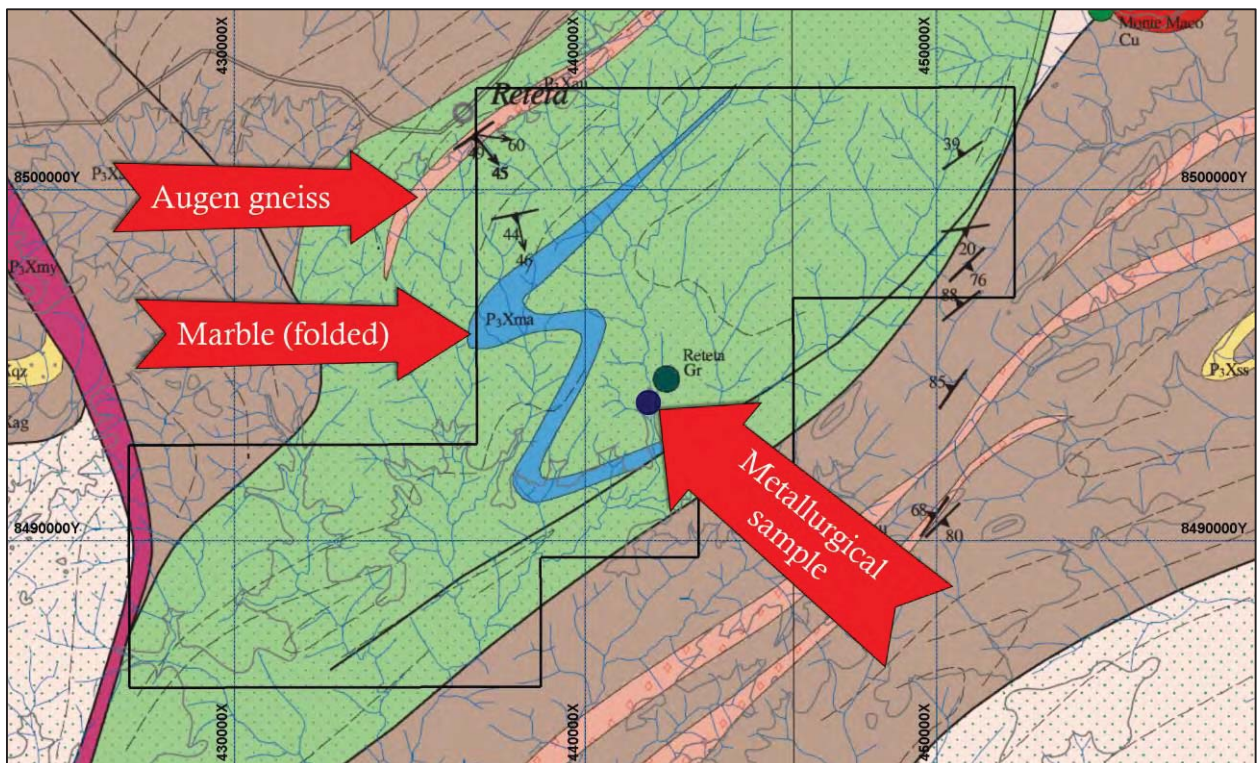


Figure 42: Geology map of the Balama South project and location of metallurgical sample in tenement 5304; Map grid is 10 km x 10 km

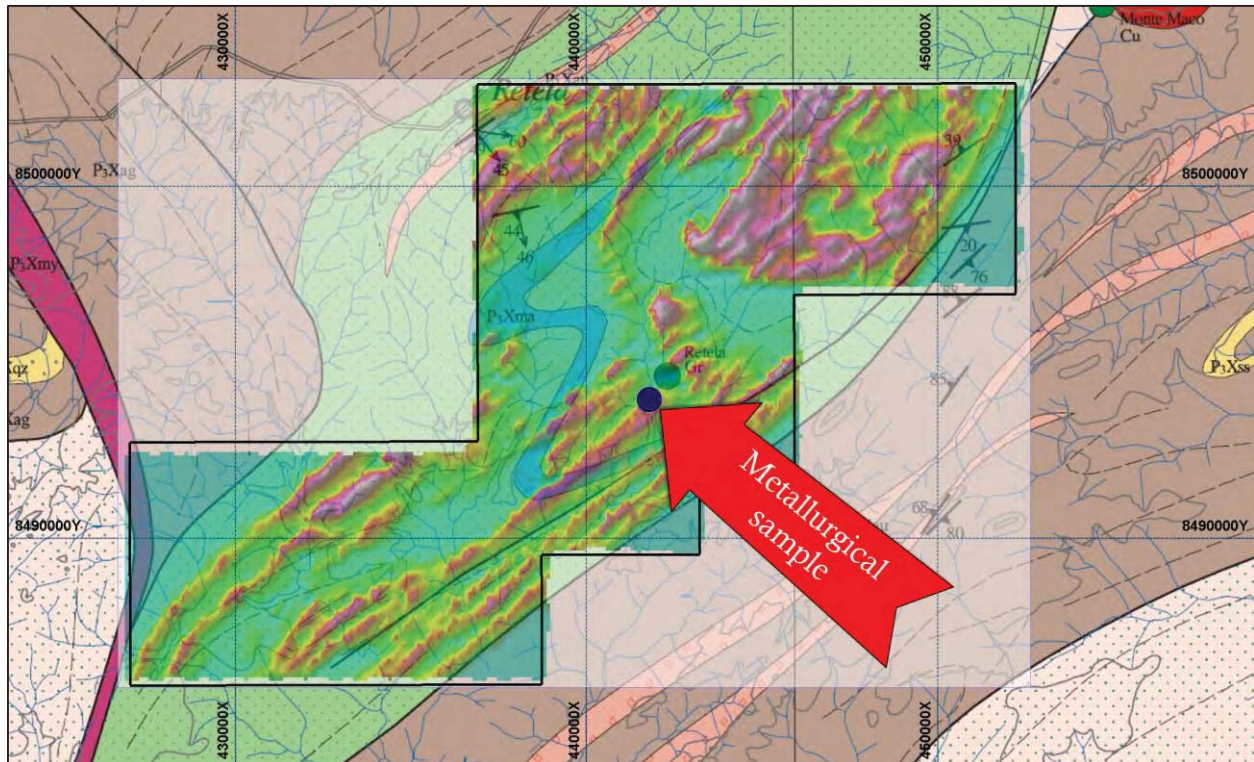


Figure 43: VTEM trends overlain on geology map

8.4 Metallurgy

Triton collected a 32 kg outcrop chip sample from a location close to the Retata graphite occurrence marked on the 1:250,000 Namuno geology map (see Figure 43). The hand-held global positioning system (GPS) coordinates for the chip sample are 44,175 m E and 8,493,934 m N.

Triton submitted the sample to Mintek, South Africa for extractive metallurgical testing (Da Corte and Clark, 2016). The objective of the test work was to obtain a concentrate of greater than 95 % TGC while maximising recovery and flake size distribution of the final graphite concentrate.

Da Corte and Clark (2016) concluded that:

- The flotation feed graded at 10.1% TGC (Table 25).
- Double stage rod milling, with a 15-minute ceramic bead re-grind of the rougher concentrate, was successful at upgrading the feed from 10.1% TGC to a calculated grade of 96.9% TGC at a recovery of 90.8% after four stages of cleaning.
- The highest concentrate grade achieved in this circuit was 97.5% Graphitic C at a recovery 71.3%. This concentrate contains 34.1% +150µm, 40.6% -150+75µm and 25.3% -75µm material (Table 26).
- Due to the limited mass of sample available, an alternative milling approach such as ball milling could not be investigated and requires future investigative work.

Table 25: Measured head grade analysis for Balama South

Graphitic Carbon %	Organic Carbon %	Total Carbon %	Total Sulphur %	Si %	Al %	Fe %	Ca %
10.1	11.03	11.3	0.075	38.75	2.03	0.92	0.25

Source: Da Corte and Clark (2016); Triton (2016)

Table 26: Flake size distribution of the 4th cleaner concentrate 1, from test 5 (15-minute bead mill re-grind)

Size fraction (µm)	Mass retained %	Cumulative mass retained %	Graphitic Carbon %
+180	21.5	21.5	
-180 +150	12.6	34.1	
-150 +106	23.3	57.4	
-106 +75	17.3	74.7	
-75 +53	11.2	85.9	
-53 +38	7.4	93.3	
-38	6.7	100.0	
Total	100.0		97.5

Source: Da Corte and Clark (2016); Triton (2016)

CSA Global is of the opinion that the metallurgical grab sample is unlikely to be representative of graphite mineralisation across the tenement. However, seeing that >50% of the liberated graphite is coarser than 150µm, and that the overall grade is 97.5% Carbon, the project may warrant further work.

CSA Global recommends mapping and sampling the tenement to assess trends in flake size and content. Triton may also consider having the VTEM data modelled by a geophysicist, to target the most promising conductors for further investigation by outcrop sampling and trenching.

9 Technical Risks

CSA Global is of the view that the level of technical risk is commensurate with the development stages of the Ancuabe, Nicanda West, Nicanda Hill, Cobra Plains and Balama South projects.

The classification of Mineral Resources according to the JORC Code is summarised in Table 27. This highlights the relationship between stage of project and criteria such as quality of information, and geological and grade continuity.

Inferred Mineral Resources have been reported for Ancuabe, Nicanda West and Cobra Plains, while Inferred and Indicated Resources have been reported for Nicanda Hill.

Balama South is at a preliminary stage and has been explored by reconnaissance mapping and a grab sample for metallurgical tests.

The Ancuabe and Nicanda West projects, although classified currently as Inferred Mineral Resources are considered likely to have favourable flake size distribution and product purity. Given the potentially favourable logistics of Ancuabe (e.g. close proximity to Pemba Port), this project has been prioritised for the next exploration phase.

Table 27: JORC Code 2012 Mineral Resource Classification Breakdown

Criteria	Inferred Resource	Indicated Resource	Measured Resource
Estimates support the application of Modifying Factors	-must not be converted to an Ore Reserve -reasonably expected that the majority of Inferred...could be converted to Indicated...with continued exploration	-supports mine planning and economic evaluation of the economic viability of the deposit	-supports detailed mine planning and final evaluation of economic viability
Geological and grade (quality*) continuity between points	-sufficient to imply but not verify	-sufficient to assume	-sufficient to confirm
Quality of information	-limited geological and sampling evidence	-adequately detailed and reliable geological and sampling evidence	Detailed and reliable geological and sampling evidence

Source: Coombes (2016). *Quality measures are especially important for graphite projects

10 Planned work

Triton proposes to use the funds raised to further explore and upgrade the Ancuabe T12 Mineral Resource classification, to assess other VTEM targets in the Ancuabe area and to cover the costs of the Offer, Marketing, and Administration (Table 28).

Proposed exploration work at Ancuabe includes:

- Additional petrographic and metallurgical work on existing 2015 core samples from T12.
- Assaying of drill samples from T12 that have not yet been tested (four holes).
- Assaying of samples from four trenches excavated at T12 and T16 during 2015.
- Drilling of exploration and geotechnical holes at Target T12, with the aim of extending the Mineral Resource, and upgrading some of the Inferred Resource to Indicated classification.
- Density measurements in the oxide and transition zones to increase the level of confidence in the measurements used to assign density in these zones.
- Additional petrographic work to reliably domain the deposit and improve metallurgical sample selection.
- Metallurgical variability tests and the production of marketing samples.
- Further metallurgical work on the oxide, transitional and fresh domains, for each mineralisation domain, to improve the understanding of the process routes and likely products for these materials.
- Mapping, trenching and drilling of scout RC holes at other VTEM targets, mainly to the east of T12.

Table 28: Proposed use of funds

Operations	Oct 2016 - Sep 2017	Oct 2017 - Sep 2018	Total Expenditure Ove Two Years
	12 months	12 months	24 Months
Ancuabe Exploration and Metallurgical Testing	\$1,967,000	\$1,301,000	\$3,268,000
Exploration Licences - Annual Land Tax and Expenditure	\$204,000	\$205,000	\$409,000
Mozambique Exploration Overhead	\$500,000	\$433,000	\$933,000
	\$2,671,000	\$1,939,000	\$4,610,000

Note: Refer to Section 3.2 in the main body of the Prospectus for further financial details

CSA Global is of the opinion that the scope of work planned at the Ancuabe Project is an appropriate use of funds, and will address the technical risks previously outlined in this report.

11 Bibliography

- Adamini, P. (2016). Nicanda West and Ancuabe graphite flake characterisation testwork. IMO project 5766, 19 April 2016. IMO, Welshpool, Western Australia.
- AMG (2015). AMG Graphite. 5th Graphite and Graphene Conference, Industrial Minerals Events, London, 8th December 2015.
- Ashley, P.M. (2014). Petrographic report on thirty-one drill core samples from the Balama North graphite project, Cabo Delgado Province, Mozambique. Paul Ashley Petrographic and Geological Services, Armidale, NSW 2350, NSW, Australia
- Boyd, R., Nordgulen, O., Thomas, R.J., Bingen, B., Bjerkgard, T., Grenne, T., Henderson, I. Melezhik, V.A., Often, M., Sandstad, J.S., Solli A., Tveten, E., Viola, G., Key, R.M., Smith, R.A., Gonzalez, E., Hollick, L.J., Jacobs, J., Jamal, D., Motuza, G., Bauer, W., Daudi, E., Feito, P., Manhica, V., Moniz, A., Rosse, D. (2010). The Geology and Geochemistry of the East African Orogen in Northeastern Mozambique. South African Journal of Geology, vol. 113 (1), p87-129.
- Coombes, J. (2016). I'D like to be OK with MIK, UC? A critique of Mineral Resource Estimation Techniques. Coombes Capability, Perth, Australia. ISBN: 9780980490831.
- Da Corte, C. and Clark, W. (2015). Flotation characterisation of a graphite sample originating from Nicanda Hill in Mozambique. MINTEK Report 7185, 30 June 2015. MINTEK, Randburg, South Africa
- Da Corte, C. and Clark, W. (2016). Flotation scoping testwork on a graphite sample from Balama South in Mozambique. MINTEK external report MPC-1082, 29 January 2016.
- DRA (2015): Triton Minerals Ltd - Nicanda Hills graphite project metallurgical report sample selection. Report CP1191-3021-RPT-001. DRA Perth, 6 April 2015 draft report.
- DRA (2016): 0578MP_Flot_Concs PSD – Final – WiP1. DRA Perth, 2 May 2016.
- Einthal, A. and Zhou, L. (2014). Graphite and vanadium metallurgical testwork conducted upon samples from Nicanda Hill prospect. ALS Metallurgy Adelaide Report No. P0625, November 2014.
- Ford, A. (2015). Report on mapping and drill core review on behalf of Triton Minerals Limited's Ancuabe Project Cabo Delgado Province, Mozambique September 2015. Unpublished report 27th October 2015, Rubicon Resources Ltd., Ord Street, Perth, Australia.
- Henderson, I. (2005). 1:250 000 Namuno geology map. Mozambique National Geological Directorate, final version 14 December 2006. Mapped by Bingen, B., Bjerkgard, T., Boyd, R., Henderson, I., Often, M., Sandstad, J.S., Solli A., Moniz, A. and Niange, F.
- Joint Ore Reserves Committee 2012. "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition". Prepared by: The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).
- Maxwell Geoservices (2015). 247_53718_Triton_StatusReport_2015 – QC report for Triton Minerals.
- Morgan, R. (2014a). Balama North Graphite Project Cobra Plains Mineral Resource Estimate. Document reference 20140120 J1681G. Optiro, Colin Street West Perth, 20 February 2014.
- Morgan, R. (2014b). Balama North Graphite Project Nicanda Hill October 2014 Mineral Resource estimate. Internal report for Triton Minerals Ltd by Optiro.
- Olson, D. W. (2015). Graphite. Minerals Commodity Summaries, January 2015. United States Geological Survey.
- Pontifex, I.R. (2014). Mineralogical report No. 10425. Three crushed graphite-rich rock samples. Identification TMBD001, TMBD005 and TMBD006. Pontifex and Associates, Rose Park, South Australia. 9 September 2014.
- Ridley, J. (2015). Nicanda Hill Mineral Resource estimate. Internal summary memorandum for Triton Minerals Ltd by Jorvik Resources.

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- Scogings, A.J. (2014). Public Reporting of Industrial Mineral Resources according to JORC 2012. AusIMM Bulletin No. 3, 34-38. Feature: Mineral Resource & Ore Reserve Estimation. Journal of the Australasian Institute of Mining and Metallurgy.
- Scogings, A.J. (2015). Graphite exploration – the importance of planning. Industrial Minerals Magazine, December 2015, 42-46.
- Scogings, A.J., Hughes, E., Salwan, S. and Li, A. 2015. Natural Graphite Report. Strategic Outlook to 2020. November 2015, 484 pp. Industrial Minerals Research, Euromoney Institutional Investor PLC, 8 Bouverie Street, London EC4Y 8AX, United Kingdom.
- Sinnott, J. (2016). VTEM survey data review over the Ancuabe Graphite Project, Mozambique. Resource Potentials, Perth. 10 August 2016.
- Syrah Resources (2013). Maiden Balama East Resource – Balama now contains over one billion tonnes of graphite resource at 10.2% TGC and 0.23% V2O5. ASX announcement, 27 May 2013. Syrah Resources Ltd, Melbourne, Australia.
- Syrah Resources (2013a). Infill drill assays from Balama East. ASX announcement, 5 December 2013. Syrah Resources Ltd, Melbourne, Australia.
- Syrah Resources (2014). Metallurgical results on Balama East Graphite. ASX announcement, 15 January 2014. Syrah Resources Ltd, Melbourne, Australia.
- Triton Minerals Ltd (2016). Drill results confirm wide zones of large and jumbo graphite mineralisation at Balama North. ASX announcement, 15 February 2016. Triton Minerals, Perth, Australia.
- Townend, R. (2016). Preparation of 20 polished thin sections of 20 drill cores and petrographic descriptions. Townend Mineralogy project 23978, 18 April 2016.
- Triton Minerals Ltd (2014a). 103 Mt Graphite resource at Cobra Plains. ASX announcement, 26 February 2014. Triton Minerals, Perth, Australia.
- Triton Minerals Ltd (2014b). Metallurgical results for Balama North. ASX announcement, 15 April 2014. Triton Minerals, Perth, Australia.
- Triton Minerals Ltd (2014). Nicanda Hill maiden JORC resource. ASX announcement, 21 October 2014. Triton Minerals, Perth, Australia.
- Triton Minerals Ltd (2015). Nicanda Hill resource upgraded. ASX announcement, 30 October 2015. Triton Minerals, Perth, Australia.
- Triton Minerals Ltd (2016). Drill Results Confirm Wide Zones of Large and Jumbo Graphite Mineralisation at Balama North. ASX announcement, 15 February 2016. Triton Minerals, Perth, Australia.
- Triton Minerals Ltd (2016a). Maiden Inferred Mineral Resource Estimate for the Ancuabe Project. ASX announcement, 17 May 2016. Triton Minerals, Perth, Australia.
- Triton Minerals Ltd (2016b). Maiden Inferred Mineral Resource Estimate for the Nicanda West Project. ASX announcement, 17 May 2016. Triton Minerals, Perth, Australia.
- Triton Minerals Ltd (2016c). Restated Mineral Resource Estimate for the Nicanda Hill Project. ASX announcement, 16 September 2016. Triton Minerals, Perth, Australia.

12 Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Wikipedia www.wikipedia.org

Aeromagnetic	Refers to measurement of magnetic qualities of rocks using an aeroplane-mounted instrument.
Altered, alteration	Refers to physical or chemical change in a rock or mineral subsequent to its formation.
Amorphous graphite	Crystalline fine-grained graphite where the crystalline size is not evident to the eye. Usually formed by metamorphism of coal seams.
Amphibolite	A rock of medium metamorphic (metamorphism, metamorphic) grade-rich in the iron and magnesium silicate minerals called amphibole.
Anomaly	Zone or point in the soil or underlying rock determined by exploration methods to be different from its general surroundings.
Assay	Test to determine the content of various chemical elements in a sample
Basement	Generally refers to the older cratonic rocks below sedimentary basins.
D50	Average particle diameter of a sample, by mass.
DHEM	Down Hole Electromagnetics. A method of geophysical exploration.
Diamond drilling	Drilling method, where the rock is cut with a diamond bit, to extract cores.
Dip	The angle that a structural surface, i.e. a bedding or fault plane, makes with the horizontal measured perpendicular to the strike of the structure.
EM	Electromagnetics. Geophysical exploration method using the measurement of secondary electromagnetic fields induced in the earth by the application of an electromagnetic field on the surface.
Exploration Target	An Exploration Target is a statement or estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality), relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource.
Flake graphite	Flat shaped graphite particles occurring as isolated flakes within a host rock. The flakes are sub 1mm to a few mm in two dimensions and sub 1mm in the third dimension.
FLEM	Fixed Loop Electromagnetics. A method of geophysical exploration.
Geophysics	The study of the Earth using quantitative physical methods to measure its electrical conductivity, gravitational and magnetic fields.
Gneiss	A rock type of granitic composition formed by high-grade regional metamorphic processes from pre-existing rock formations. It is layered and characterized by alternating darker and lighter coloured bands, called gneissic banding.
Graphite	Crystalline form of carbon. Very soft, with perfect basal cleavage. Properties include electrical conductivity, high temperature stability and lubricity.
Granulite	Medium to coarse grained rocks formed by high temperature metamorphism, composed mainly of feldspars with quartz and anhydrous ferromagnesian minerals.
JORC Code	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
Kaolinite	A clay mineral, with the chemical composition $Al_2Si_2O_5(OH)_4$.

Mesh Number	Number of openings per linear inch in a sieve. The higher the mesh number, the smaller the openings in a sieve. E.g. 50 mesh = 0.3mm openings; 100 mesh = 0.15mm openings; 200 mesh = 0.075 mm openings.
Metamorphism	Term used to describe the effect on rocks due to heat and pressure from geological conditions and events.
Mica	Hydrated aluminosilicate sheet minerals having nearly perfect basal cleavage.
Mineral Resource	A Mineral Resource is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade (or quality) and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade (or quality), continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge including sampling. Mineral Resources are sub-divided in order of increasing geological confidence, into Inferred, Indicated and Measured categories.
Mineralisation	Geological occurrence of mineral of potential economic interest, in this case graphite.
Modifying Factors	'Modifying Factors' are considerations used to convert Mineral Resources to Ore Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social, and governmental factors.
Ore Reserve	An 'Ore Reserve' is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified.
Oxidised rock	Rock which has been broken down by the influences of water and air and which becomes softened and partially decomposed. Also described as Weathered rock.
PSD	Particle Size Distribution. Often measured using sieves, where a sample is separated onto different size sieves. The limits of a PSD are usually defined according to the size ranges present in a sample.
Reverse Circulation	Drilling method where drill cuttings are returned to surface inside the drill rods. The drilling mechanism is a pneumatic reciprocating piston known as a "hammer" driving a tungsten-steel drill bit.
Sulphide mineral	Minerals that contain Sulphur as the major anion.
Synthetic graphite	Produced by the calcination of carbon, typically petroleum coke.
TGC%	Total graphitic carbon%.
Tonne	Metric tonne (1,000kg).
Vein Graphite	Occurrences of graphite in planar form and mainly sub vertical in orientation.
VTEM	Versatile Time Domain Electromagnetics



Appendix 1: JORC Table 1

JORC Table 1 Ancuabe - Section 1 Sampling Techniques and Data

Criteria	Commentary
Sampling techniques	<ul style="list-style-type: none"> The Ancuabe T12 prospect is located on the Ancuabe Project. The drill results used for the MRE were obtained from Reverse Circulation (RC) and Diamond drilling. The nominal hole spacing is 100 m x 50 m. Diamond drill holes are interspersed within the RC drill grid to provide qualitative information on structure and physical properties of the mineralization. Holes are drilled mostly vertical with one diamond hole inclined at -60 degrees towards UTM south east to optimally intersect the mineralised zones. Drill hole locations were picked up by differential GPS (with nominal error of +/- 0.5 m) and reported using the World Geodetic System (1984 Spheroid and Datum; Zone 37 South). Downhole surveys of the RC and Diamond holes were measured using a Reflex single shot downhole survey tool. The collar surveys were validated with the use of a compass and inclinometer. Reverse circulation drilling was used to obtain 1m samples collected in a large bag and passed through a 3-tier riffle splitter to generate 1/8th samples (approximately 3 kg) contained in a labelled calico bag and the residual 7/8th is retained at the drill site in the large bag. Efforts are taken to keep the RC drill sample material dry during drilling to avoid any bias. Wet samples are dried before riffle splitting and recorded to monitored results for bias. In addition, select RC samples is submitted for multi-element analysis (55 elements) by sodium peroxide fusion with an ICP-AES finish. The diamond drill core samples are prepared as quarter core using diamond impregnated blade core saw. Samples generally are defined on the basis of geological contacts and range in drill hole intersections of 1.5 to 3 m, with most approximately 2 m.
Drilling techniques	<ul style="list-style-type: none"> The reverse circulation drill rig uses a 5.5 inch size hammer. Hole depths range up to a maximum depth of 145 m. The diamond drill holes are drilled with a PQ core size collar (typically around 30 m deep) and HQ3 (61.1 mm diameter) core size to the end of hole. Core is oriented using the Reflex ACTII tool. Hole depths range up to a maximum depth of 135 m.
Drill sample recovery	<ul style="list-style-type: none"> The condition and a qualitative estimate of RC sample recovery was determined through visual inspection of the 1m sample bags and recorded at the time of sampling. A hard copy and digital copy of the sampling log is maintained for data verification. Generally drill core recovery is above 95% below the base of oxidation. Core recovery is measured and compared directly with drill depths to determine sample recoveries. Diamond core is reconstructed into continuous runs on an angle iron cradle for orientation marking. Depths are checked against the depth given on the core blocks and rod counts are routinely carried out by the drillers. RC samples were visually checked for recovery, moisture and contamination. Water entrainment into the sample is minimized through the use of additional high pressure air supply down hole. Wet samples are recorded as these generally have lower sample recovery. Comparisons of RC and Diamond drill sample material on the showed no statistically significant bias associated with the RC drill technique. Extensive diamond drilling is carried out as part of this program to confirm the QAQC parameters of the sample material. Similar statistical assessments of the sample result bias is undertaken for the current drill program.
Logging	<ul style="list-style-type: none"> Geological logging is carried out on holes for the full mineral assemblage that can be identified in hand specimen, in addition to texture, structure and estimates of graphite flake content and size. Geotechnical logging is carried out on all diamond drill holes for recovery, RQD and number of defects (per interval). Information on structure type, dip, dip direction, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. The mineralogy, textures and structures are recorded by the geologist into a digital data file at the drill site, which are regularly submitted to the Perth office for compilation and validation. Logging of RC and Diamond drill holes includes recording lithology, mineralogy, mineralisation, weathering, colour and other features of the samples. RC Chip trays and diamond core trays are photographed. Geological

Criteria	Commentary
	<p>descriptions of the mineral volume abundances and assemblages are semi-quantitative.</p> <ul style="list-style-type: none"> All drillholes are logged in full.
<p>Sub-sampling techniques and sample preparation</p>	<ul style="list-style-type: none"> Diamond core (HQ3) is cut into quarter core onsite using a diamond impregnated blade on a brick saw. Quarter core samples generally 1 metres or less in core length are submitted to the lab labelled with a single sample name. Each approximately 1m sample is crushed and a 300 g split is taken for pulverisation. Samples are generally defined according to geological unit boundaries. A batch of duplicate samples to sampled quartered core is submitted to the same lab to investigate if any statistical bias is associated with the quarter compared to half core. The results of this study is used to determine the appropriate sample methodology for future drill holes. RC samples are collected on the rig. 1 m samples from the drill cyclone are collected into a large bag and passed through a 3-tier riffle splitter to generate 1/8th samples (approximately 3 kg) contained in a labelled calico bag and the residual 7/8th is retained at the drill site in the large bag. The majority of samples are dry. The sample preparation of the diamond core samples follows industry best practice in sample preparation involving oven drying (105oC), coarse crushing of the diamond core sample down to ~2 mm, split (500g) and pulverizing to a grind size of 85% passing 75 µm. The sample preparation for RC samples is identical, without the coarse crush stage. Field QC procedures involve the use of two certified reference material assay standards, along with certified blanks, and insertion of field duplicates. Certified standards are inserted at a rate of 1 in 25 (DD, RC and rock chip samples), duplicates were inserted at a rate of 1 in 20 and blanks are inserted at a rate of 1 in 50. QAQC samples are submitted with the rock chip samples. Field duplicates are taken on 1m composites for RC, using a riffle splitter. Field duplicates are taken as quarter core splits for diamond core. The drill sample sizes are considered to be appropriate to correctly represent mineralisation at the Ancuabe project based on the style of mineralisation, the thickness and consistency of the intersections, the sampling methodology and percent value assay ranges for the primary elements.
<p>Quality of assay data and laboratory tests</p>	<ul style="list-style-type: none"> The analytical techniques to be used to analyse all samples for Graphitic Carbon, Total Sulphur, and Total Carbon on a Leco Combustion Infrared Detection instrument. Detection limits for these analyses are considered appropriate for the reported assay grades. In addition, selected drill samples is analysed for multi-element abundances using a fused disc digested in a four acid digest with ICP/OES or ICP/MS finish The acids used are hydrofluoric, nitric, perchloric and hydrochloric acids, suitable for silica based samples. The method approaches total dissolution of most minerals. No geophysical tools were used to determine any element concentrations. The RC and diamond core samples are submitted to the lab with blind certified standards (4 per 100 samples), blanks (2 per 100 samples) and field duplicates (5 per 100 samples). These QAQC samples represent 11% of the unknown samples analysed. Sample preparation checks for fineness is carried out by the laboratory as part of their internal procedures to ensure the grind size of 85% passing 75 µm was being attained. Laboratory QAQC involves the use of internal lab standards using certified reference material, blanks, and repeats as part of their in house procedures. Repeat analysis for samples reveals that precision of samples is within acceptable limits.
<p>Verification of sampling and assaying</p>	<ul style="list-style-type: none"> Mr Simon Plunkett, a consultant to the Company, has visually verified the geological observations of most of the reported RC and Diamond drill holes. The geological of all drill chips and core is undertaken by trained geological staff on site. One RC hole was twinned to investigate sample bias related to the RC drill and sampling methods. Sample information is recorded at the time of sampling in electronic and hard copy form. Assay data is received from Intertek/Genalysis in electronic form and compiled into the Company's digital database. Secured electronic print files have been provided

Criteria	Commentary
	<p>to the Company for verification purposes.</p> <ul style="list-style-type: none"> No adjustments or calibrations are made to any assay data.
Location of data points	<ul style="list-style-type: none"> Collar locations for all IVD and IVC holes were surveyed with a differential GPS. The dip of all RC holes is recorded for the collar only and no downhole surveys were taken. The dip and azimuth of all DD holes is measured by the drill company using a Reflex singleshot downhole survey tool. Readings were taken at the completion of the hole at an interval spacing of 30 m on the diamond holes, and at the collar and end of hole on the RC holes. Stated accuracy of the tool is ± 10. Downhole survey measurements considered to be poor quality are coded as 'Priority 2' and are excluded from the drill location calculations. The grid system for the Ancuabe Project area is World Geodetic System (1984 Spheroid and Datum; Zone 37 South). Topographic surface for drill section is based on Lidar data obtained in 2015.
Data spacing and distribution	<ul style="list-style-type: none"> The nominal drill hole spacing 50 m on drill lines spaced 100 m apart. The drill lines have a bearing of 180° (UTM grid northeast). The current data spacing and distribution is sufficient for the purpose of estimating a mineral resources for Ancuabe prospect. Samples have been collected at 1 m intervals for RC samples. Most diamond core samples are taken as approximately 1 m lengths of quarter core, with few samples of up to 2 m in length of core for zones of low graphite. Diamond core sample breaks corresponding to geological boundaries.
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> The deposit is mostly drilled vertically. The interpreted dip of the geological units is on average 20° towards 340° with the strike roughly 070°. The geological units at the T12 deposit appear to be affected by gentle folding and are limited in extent by faulting. Several characteristic geological units have been delineated in several drill holes giving a higher degree of confidence in the attitude and orientation of the graphite mineralisation. Near continuous sampling of all geological units bearing graphite is routinely undertaken.
Sample security	<ul style="list-style-type: none"> Chain of custody is managed by Triton. Samples are stored at a secure yard on the project prior to shipping to Intertek (Perth). Any visible signs of tampering of the samples are reported by the lab. A chain of custody has been maintained for the shipment of the samples to Australia.
Audits or reviews	<ul style="list-style-type: none"> A QAQC review of the sampling data from the drill holes at was carried out by Maxwells as part of their routine QAQC procedures. The database is considered by Triton to be of sufficient quality to carry out that resource estimation at the appropriate time. A review of sampling techniques was undertaken by Jorvick Resources Ltd – an independent resource consulting firm. The QAQC samples for returned results from the Ancuabe T12 deposit have returned values within the expected value ranges. On this basis, the drill assay results are considered representative and suitable for assessing the graphite grades of the intersected graphite mineralisation.

JORC Table 1 Ancuabe - Section 2 Reporting of Exploration Results

Criteria	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> The Ancuabe T12 Prospect is located wholly within Exploration Licence EL5336 within the Cabo Delgado Province of Mozambique. The licence is held by Grafex Limitada (Grafex), a Mozambican registered company. Triton Minerals entered into a Joint Venture (JV) agreement in December 2012 with Grafex to earn up to an 80% interest in Grafex's portfolio of graphite projects. In 2015 Triton increased their holding in the projects to 80% by taking a direct equity interest in Grafex. All statutory approvals have been acquired to conduct exploration and Triton Minerals has established a good working relationship with local stakeholders.
Exploration done by other parties	<ul style="list-style-type: none"> No previous systematic exploration has been undertaken at the Ancuabe Prospect. The Company has acquired the data from an airborne electromagnetic survey that covers the Ancuabe project.

Criteria	Commentary
	<ul style="list-style-type: none"> This data has been reprocessed and interpreted. Small scale exploratory pits dug for ruby and/or graphite exploration have been identified. Data or reports disclosing the results of this work have not been located.
Geology	<ul style="list-style-type: none"> The Ancuabe tenements are underlain mainly by rocks of the Proterozoic Meluco Complex to the north that comprise granitic to tonalitic gneiss and, to the south, by rocks of the Lalamo Complex that comprise mainly biotite gneiss. The eastern portions of 6357L are underlain by Cretaceous sediments belonging to the Pemba Formation. The Meluco Complex consists of orthogneisses mainly of granitic to granodioritic composition, with tonalitic rocks as a subordinate component. The geophysical data on the two large dome structures show a rather irregular, folded pattern in contrast to the supracrustal rocks in the surrounding Lalamo Complex, which have a very banded pattern that seems to wrap around the Meluco Complex.
Drill hole Information	<ul style="list-style-type: none"> All relevant drill hole information has previously been reported to the ASX. No material changes have occurred to this information since it was originally reported.
Data aggregation methods	<ul style="list-style-type: none"> Not relevant here, covered in Section 3 as an estimated Mineral Resource is reported. No metal equivalent grades have been used.
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> Not relevant here, covered in Section 3 as an estimated Mineral Resource is reported.
Diagrams	<ul style="list-style-type: none"> Refer to figures within the main body of this report.
Balanced reporting	<ul style="list-style-type: none"> Not relevant here, covered in Section 3 as an estimated Mineral Resource is reported.
Other substantive exploration data	<ul style="list-style-type: none"> Selected core samples from all diamond drill holes are measured for bulk densities. This, and additional data from future drill holes is used to estimate average densities for rock types. Geotechnical logging is routinely carried out on all diamond drill holes for recovery, RQD and number of defects (per interval). Information on structure type, dip, dip direction, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. Regional scale mapping has been carried out in the area to identify outcrop of graphitic material. This mapping is ongoing. A VTEM geophysical survey was initially completed over the Ancuabe property. It identified numerous anomalies which were likely to be associated with graphite mineralisation. Based on the VTEM data a number of the identified targets were drilled in 2014 to 2015 and the Ancuabe T12 deposit was discovered. All other meaningful exploration data concerning the Ancuabe has been reported in previous reports to the ASX. No other exploration data is considered material in the context of the Mineral Resource estimate which has been prepared. All relevant data has been described in Section 1 and Section 3 of JORC Table 1.
Further work	<ul style="list-style-type: none"> Further drill testing using reverse circulation and diamond drilling is planned on the Ancuabe prospect to determine the grade continuity and width of the graphitic units.

JORC Table 1 Ancuabe - Section 3 Estimation and Reporting of Mineral Resources

Criteria	Commentary
Database integrity	<ul style="list-style-type: none"> Data used in the Mineral Resource estimate is sourced from a database export. Relevant tables from the data base are exported to MS Excel format and converted to csv format for import into Datamine Studio 3 software. Validation of the data import include checks for overlapping intervals, missing survey data, missing assay data, missing lithological data, and missing collars.
Site visits	<ul style="list-style-type: none"> A representatives of the Competent Person (CP) visited the project for two days in April 2016. The CP's representatives were able to examine the mineralisation occurrence and associated geological features. The geological data was deemed fit for use in the Mineral Resource estimate.

Criteria	Commentary
Geological interpretation	<ul style="list-style-type: none"> • The geology and mineral distribution of the system appears to be reasonably consistent though affected by folding, with thicker zones of mineralised material in the eastern half of the deposit thinning to the west. Data density is currently not sufficient to define potential structural influences along strike where the mineralisation thins and modelling will need to be refined as more data is collected. Any structural influences are not expected to significantly alter the volume of mineralised material interpreted. • A footwall unit consisting of amphibolitic gneiss has been recognised in the drill logging. The surface of this layer has been modelled to provide a basis for understanding the geometry of the overlying graphite mineralisation hosting gneissic units. • Drill hole intercept logging, assay results, the footwall amphibolitic gneiss and geological mapping have formed the basis for the mineralisation domain interpretation. Assumptions have been made on the depth and strike extents of the mineralisation based on drilling and mapping information. Approximately 21% of the modelled mineralisation zones can be considered to be extrapolated • The extents of the modelled zones are constrained by the information obtained from the drill logging and field mapping. The extents of the modelled mineralised zones are constrained to the east, south and west by interpreted faults. Alternative interpretations are unlikely to have a significant influence on the global Mineral Resource estimate. • An overburden layer with an average thickness of 2 m has been modelled based on drill logging and is depleted from the model. • Graphite mineralised gneiss lenses have been interpreted based on a lower TGC cut-off grade of 3%, with 7 individual mineralisation lenses being modelled. • A number of higher grade mineralisation zones with a lower cut-off grade of roughly 7% TGC were recognised, but not interpreted at this time due to the pending assay results that are required to reasonably accurately interpret their grade continuity extents and geometry. • Continuity of geology and grade can be identified and traced between drill holes by visual and geochemical characteristics. The effect of any potential structural or other influences have not yet been modelled as more data is required. Confidence in the grade and geological continuity is reflected in the Mineral Resource classification.
Dimensions	<ul style="list-style-type: none"> • The interpreted mineralisation zones (>3% TGC) consist of 7 individual lenses. Approximately 90% of the mineralisation is contained in two major lenses that range between a minimum of 2 m up to a maximum of about 20m in true thickness. The mineralisation roughly strikes towards 070°, dipping on average 18° towards 340° although all lenses are affected by fairly gently folding in all directions. The strike extent is roughly 1,000 m and across strike width is roughly 400 m. The mineralisation outcrops in the south and east and is interpreted up to a maximum depth of about 150 m below surface in the north. The combined thickness of the mineralisation zones is greatest in the eastern half (~25 m to 50 m) of the deposit thinning to the west (~10 m to 20 m).
Estimation and modelling techniques	<ul style="list-style-type: none"> • Inverse distance squared (IDS) was the selected interpolation method, with OK used as a check estimate. Grade estimation was carried out at the parent cell scale, with sub-blocks assigned parent block values. Grade estimation was carried out using hard boundaries between each of the seven interpreted mineralisation lens using the MINZON code. Estimation was not separated by weathering state as the grade population distributions and grades for the different states were very similar. • Statistical analysis to check grade population distributions using histograms, probability plots and summary statistics and the co-efficient of variation, was completed on each lens for the estimated element. The checks showed there were no significant outlier grades in the interpreted cut-off grade lenses. • No mining has yet taken place at these deposits. • No mining assumptions have been made. • Sulphur has been estimated into the model, as sulphide minerals have the potential to generate acid mine drainage, and affect the metallurgical processes for recovering the graphite. The available metallurgical testing indicates that the sulphide minerals

Criteria	Commentary
	<p>do not present any issues in recovering the graphite. Due to the lack of available assay results for samples in the oxide and transition zones the sulphur estimate has been completed in each mineralisation domain using the same parameters as the TGC and not separated by weathering domain. Therefore the sulphur estimate is not considered to be sufficiently accurate to allow reporting of the results, rather it is included in the model at this stage for indicative purposes and is primarily of use in the fresh zones.</p> <ul style="list-style-type: none"> • A volume block model was constructed in Datamine constrained by the topography, mineralisation zones, weathering surfaces, overburden surface and model limiting wireframes. Analysis of the drill spacing shows that the nominal average drill section spacing is 100 m with drill holes nominally between 50 m apart on each section over a majority of the modelled area. • Based on the sample spacing, a parent block size of 50 m E by 25 m N by 5 m RL or nominally half the average section spacing was selected for the initial model. Sub-cells down to 2.5 m E by 2.5 m N by 2.5 m RL were used to honour the geometric shapes of the modelled mineralisation. • The search ellipse orientations were defined based on the overall geometry of each lens. The search ellipse was doubled for the second search volume and then increased 20 fold for the third search volume to ensure all blocks found sufficient samples to be estimated. The search ellipse dimensions are designed to ensure that the majority of blocks were estimated in the first search volume. The final dimensions were selected after several iterations of grade interpolation were run followed by validation of the output models. Differences in the output models were relatively minor and the current ellipse dimensions demonstrated the best interpolation based on the model validations. A minimum of 8 and a maximum of 12 samples were used to estimate each parent block for the all zones except MINZON 6. These numbers were reduced for the second and third search volumes. A maximum number of 3 or 5 samples per drill hole were allowed depending on the number of drill holes intersecting each lens and the number of samples in those intervals. Cell discretisation was 5 E by 5 N by 5 Z and no octant based searching was utilised. • Model validation was carried out visually, graphically and statistically to ensure that the block model grade reasonably represents the drill hole data. Cross sections, long sections and plan views were initially examined visually to ensure that the model TGC grades honour the local composite drill hole grade trends. These visual checks confirm the model reflects the trends of grades in the drill holes. • Statistical comparison of the mean drill hole grades with the block model grade shows reasonably similar mean grades. The OK check estimate shows similar grades to the IDS model adding confidence that the grade estimate has performed well. The model grades and drill grades were then plotted on histograms and probability plots to compare the grade population distributions. This showed reasonably similar distributions with the expected smoothing effect from the estimation taken into account. • Swath or trend plots were generated to compare drill hole and block model with TGC% grades compared at 100 m E, 50 m N and 10 m RL intervals. The trend plots generally demonstrate reasonable spatial correlation between the model estimate and drill hole grades after consideration of drill coverage, volume variance effects and expected smoothing. • No reconciliation data is available as no mining has taken place.
Moisture	<ul style="list-style-type: none"> • Tonnages have been estimated on a dry, <i>in situ</i> basis. No moisture values could be reviewed as these have not been captured.
Cut-off parameters	<ul style="list-style-type: none"> • Visual analysis of the drill assay results demonstrated that the lower cut-off interpretation of 3% TGC corresponds to natural break in the grade population distribution. Analysis of the drill core photography compared to the assay grade results indicate that graphite mineralisation zones become visually easily recognisable at roughly 3% TGC.
Mining factors or assumptions	<ul style="list-style-type: none"> • It has been assumed that these deposits will be amenable to open cut mining methods and are economic to exploit to the depths currently modelled using the cut-off grade applied.

Criteria	Commentary
Metallurgical factors or assumptions	<ul style="list-style-type: none"> • No assumptions regarding minimum mining widths and dilution have been made. • Five quarter-core samples from one borehole were selected for thin section examination in April 2016 by Townend Mineralogy, mainly to assess graphite flake size and likely liberation characteristics. • The petrographic study demonstrated that the Ancuabe T12 samples from IVD001 are coarse grained and consist mainly of quartz, feldspar, mica and graphite. • The gangue minerals e.g. sulphides, mica, quartz and feldspar are generally discrete and not significantly intergrown with graphite, which has important positive implications for graphite liberation characteristics. • A composite of fresh (unoxidised) graphite mineralisation were tested in April 2016 by IMO Laboratory in Perth from diamond drill core from hole IVD001. The primary objective of the metallurgical testwork was to demonstrate in principle that flake graphite of marketable quality could be liberated from Ancuabe T12 drill core. However, the only suitable sample available at short notice was a low-grade intersection from drill hole IVD001, situated on the westernmost drill line of the deposit. • The metallurgical composites were crushed to >80% passing 710 µm and were processed using IMO's standard graphite flowsheet (rougher stage, three regrind stages and five cleaner flotation stages). • The head grade was 2.7 % TGC, which is low grade compared with other drill intersections • This flowsheet produced a final graphite concentrates at >90% graphite recovery, maintaining a favourable coarse PSD (85 % of the flakes are >150 µm; 53 % greater than 300 µm). • The final concentrate grade was 98.8 % Carbon, with highest purities of 98 to 99 % carbon in the >180 µm fractions. • The preliminary test work program demonstrated that the T12 mineralisation from IVD001 is amenable to the production of high grade graphite concentrates, at coarse flake sizes, using relatively simple flotation processes. This is notwithstanding that the testing was conducted on a low-grade drill sample from the western end of the deposit, which may not be representative of high-grade areas to the east. There is risk that the high grade intersections may process differently from the low grade intersections. • Additional metallurgical testwork on each mineralisation and weathering domain is therefore required to verify and refine the initial findings
Environmental factors or assumptions	<ul style="list-style-type: none"> • No assumptions regarding waste and process residue disposal options have been made. It is assumed that such disposal will not present a significant hurdle to exploitation of the deposit and that any disposal and potential environmental impacts would be correctly managed as required under the regulatory permitting conditions.
Bulk density	<ul style="list-style-type: none"> • Density measurements have been taken on drill samples from all different lithological types, using water displacement and weight in water methods. • No samples were wax coated prior to immersion, however the non-porous competent fresh rock probably would not require coating. • Analysis of samples from the oxide and transition zone found they were not representative of the zones and representative samples from these zones would require sealing through wax coating or similar method. Samples from these zones were measured using the water displacement method and the measurement scale used for the displaced water was overly coarse. The water added data, which had a finer measurement scale, was not always used in the overall density calculation. The density measurement available for the oxide and transition zones were therefore not considered accurate and representative enough for use in a Mineral Resource estimate. Dry bulk density values based on experience and research into similar material types are allocated to oxide and transitional materials and this is assumed to be an appropriate method of representing the expected bulk density for these materials in the deposit. • Analysis of the samples from the fresh zone showed they have been measured by weight in water method, and they appear reasonably representative of the fresh rock. They appear to be sufficiently non porous and competent to not require coating prior

Criteria	Commentary
	<p>to immersion. The mean density value for mineralised material is slightly lower than unmineralised material in line with expectation due to the relatively low density of graphite. It is assumed that use of the mean measured density of mineralised fresh rock is an appropriate method of representing the expected bulk density for the deposit.</p> <ul style="list-style-type: none"> • Analysis of density measurements revealed no correlation with TGC grade, hence regression equations were not used to assign density in the block model. Detailed statistical analysis of the measurement results was completed for the weight in water fresh rock samples. • The mean density for the mineralised samples was 2.7 t/m³ and this value is applied to the model for fresh mineralised materials. Since the oxide and transition zone measurements are not considered suitable for use, density values have been assigned to the mineralisation in these zones based on CSA Global's experience and research into similar material types. These are 1.9 t/m³ for overburden, 2.2 t/m³ for oxide and 2.5 t/m³ for transitional zones.
Classification	<ul style="list-style-type: none"> • Classification of the Mineral Resource estimates was carried out taking into account the level of geological understanding of the deposit, quality of samples, density data and drill hole spacing. • The Mineral Resource estimate has been classified in accordance with the JORC Code, 2012 Edition using a qualitative approach. All factors that have been considered have been adequately communicated in Section 1 and Section 3 of this Table. • Overall the mineralisation trends are reasonably consistent over the drill sections. • The Mineral Resource estimate appropriately reflects the view of the Competent Person.
Audits or reviews	<ul style="list-style-type: none"> • Internal audits were completed by CSA Global which verified the technical inputs, methodology, parameters and results of the estimate. No external audits have been undertaken.
Discussion of relative accuracy/confidence	<ul style="list-style-type: none"> • The relative accuracy of the Mineral Resource estimate is reflected in the reporting of the Mineral Resource as per the guidelines of the 2012 JORC Code. • The Mineral Resource statement relates to global estimates of <i>in situ</i> tonnes and grade.

JORC Table 1 Nicanda West - Section 1 Sampling Techniques and Data

Criteria	Commentary
Sampling techniques	<ul style="list-style-type: none"> • The Nicanda West prospect is located on the Balama North Project. The nominal hole spacing of the current program is between 50 m x 100 m and 50 m x 200 m. Diamond drill holes are interspersed within the planned drill grid to provide qualitative information on structure and physical properties of the mineralization. Holes were drilled -60 degrees towards UTM southeast to optimally intersect the mineralised zones. • Drill hole locations were picked up by differential GPS (with nominal error of +/- 0.5 metres) and reported using the World Geodetic System (1984 Spheroid and Datum; Zone 37 South). Downhole surveys of the RC and Diamond holes were measured using a Reflex single shot downhole survey tool. The collar surveys were validated with the use of a compass and inclinometer. • RC samples have been collected using a riffle splitter to obtain a 1/8th sample, which is split and combined to produce 2m composite samples. Efforts are taken to keep the RC drill sample material dry during drilling to avoid any bias. Wet samples are dried before riffle splitting and recorded to monitored results for bias. • Reverse circulation drilling was used to obtain 1m samples collected in a large bag and passed through a 3-tier riffle splitter to generate 1/8th samples (approximately 3 kg) contained in a labelled calico bag and the residual 7/8th is retained at the drill site in the large bag. Where wet samples are encountered, the 3 kg sample is allowed to dry before passing through the second stage (50:50) riffle splitter described below. The 3 kg RC samples are split using a 50:50 splitter with one half combined with the half split of the next consecutive 1m sample to produce a 2 m composite sample. This

Criteria	Commentary
	<p>sample is pulverised (total prep) by the lab to produce a sub sample for assaying. In addition, select RC samples is submitted for multi-element analysis (55 elements) by sodium peroxide fusion with an ICP-AES finish.</p> <ul style="list-style-type: none"> The diamond drill core samples are prepared as quarter core using diamond impregnated blade core saw. Samples generally are defined on the basis of geological contacts and range in drill hole intersections of 0.4–3 m, with most approximately 1m.
Drilling techniques	<ul style="list-style-type: none"> The reverse circulation drill rig uses a 5.5 inch size hammer. Hole depths range up to a maximum depth of 200m. The diamond drill holes are drilled with a PQ core size collar (typically around 30 m deep) and HQ3 (61.1mm diameter) core size to the end of hole. Core is oriented using the Reflex ACTII tool.
Drill sample recovery	<ul style="list-style-type: none"> The condition and a qualitative estimate of RC sample recovery was determined through visual inspection of the 1 m sample bags and recorded at the time of sampling. A hard copy and digital copy of the sampling log is maintained for data verification. Generally drill core recovery is above 95% below the base of oxidation. Core recovery is measured and compared directly with drill depths to determine sample recoveries. Diamond core is reconstructed into continuous runs on an angle iron cradle for orientation marking. Depths are checked against the depth given on the core blocks and rod counts are routinely carried out by the drillers. RC samples were visually checked for recovery, moisture and contamination. Water entrainment into the sample is minimized through the use of additional high pressure air supply down hole. Wet samples are recorded as these generally have lower sample recovery. Comparisons of RC and Diamond drill sample material on the showed no statistically significant bias associated with the RC drill technique.
Logging	<ul style="list-style-type: none"> Geological logging is carried out on holes for the full mineral assemblage that can be identified in hand specimen, in addition to texture, structure and estimates of graphite flake content and size. Geotechnical logging is carried out on all diamond drill holes for recovery, RQD and number of defects (per interval). Information on structure type, dip, dip direction, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. The mineralogy, textures and structures are recorded by the geologist into a digital data file at the drill site, which are regularly submitted to the Perth office for compilation and validation. Logging of RC and Diamond drill holes includes recording lithology, mineralogy, mineralisation, weathering, colour and other features of the samples. Diamond core trays are photographed. Geological descriptions of the mineral volume abundances and assemblages are semi-quantitative. All drill holes are logged in full.
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> Diamond core (HQ3) is cut into quarter core onsite using a diamond impregnated blade on a brick saw. Quarter core samples generally 2 metres or less in core length is submitted to the lab labelled with a single sample name. Each approximately 2 m sample is crushed and a 300g split is taken. For pulverisation. Samples are generally defined according to geological unit boundaries. A batch of duplicate samples to sampled quartered core is submitted to the same lab to investigate if any statistical bias is associated with the quarter compared to half core. The results of this study is used to determine the appropriate sample methodology for future drill holes. RC samples are collected on the rig using two riffle splitters. The majority of samples are dry. Two metre composite samples are generated by taking the 1m samples from the drill cyclone into a large bag and passing this material through a 3-tier riffle splitter to generate 1/8th samples (approximately 3kg) contained in a labelled calico bag and the residual 7/8th is retained at the drill site in the large bag. The 3 kg RC samples is split using a 50:50 splitter to and one half is to be combined with the half split of the

Criteria	Commentary
	<p>consecutive 1 m sample, producing a 2 m composite sample were generated for drilled intersections with visible graphite (>0.5% graphite). Where wet samples are encountered, the 3kg sample produced from the 1/8th splitter is left to dry before passing through the 50:50 splitter. The typical composite sample size is 3 to 4 kg.</p> <ul style="list-style-type: none"> • The sample preparation of the diamond core samples follows industry best practice in sample preparation involving oven drying (105^oC), coarse crushing of the diamond core sample down to ~2 mm, split (500g) and pulverizing to a grind size of 85% passing 75 µm. The sample preparation for RC samples is identical, without the coarse crush stage. • Field QC procedures involve the use of two certified reference material assay standards, along with certified blanks, and insertion of field duplicates. • Certified standards are inserted at a rate of 1 in 25 (DD, RC and rock chip samples), duplicates were inserted at a rate of 1 in 20 and blanks are inserted at a rate of 1 in 50. QAQC samples are submitted with the rock chip samples. • Field duplicates are taken on 2m composites for RC, using a riffle splitter. Field duplicates are taken as quarter core splits for diamond core. • The drill sample sizes are considered to be appropriate to correctly represent mineralisation at the Balama North project based on the style of mineralisation, the thickness and consistency of the intersections, the sampling methodology and percent value assay ranges for the primary elements.
<p>Quality of assay data and laboratory tests</p>	<ul style="list-style-type: none"> • The analytical techniques to be used to analyse all samples for Graphitic Carbon, Total Sulphur, and Total Carbon on a Leco Combustion Infrared Detection instrument. Detection limits for these analyses are considered appropriate for the reported assay grades. • In addition, selected drill samples are analysed for multi-element abundances using a fused disc digested in a four acid digest with ICP/OES or ICP/MS finish The acids used are hydrofluoric, nitric, perchloric and hydrochloric acids, suitable for silica based samples. The method approaches total dissolution of most minerals. • No geophysical tools were used to determine any element concentrations. • The RC and diamond core samples are submitted to the lab with blind certified standards (4 per 100 samples), blanks (2 per 100 samples) and field duplicates (5 per 100 samples). These QAQC samples represent 11% of the unknown samples analysed. • Sample preparation checks for fineness is carried out by the laboratory as part of their internal procedures to ensure the grind size of 85% passing 75 µm was being attained. • Laboratory QAQC involves the use of internal lab standards using certified reference material, blanks, and repeats as part of their in house procedures. Repeat analysis for samples reveals that precision of samples is within acceptable limits.
<p>Verification of sampling and assaying</p>	<ul style="list-style-type: none"> • Mr Simon Plunkett, of Terra Geological Services and a consultant to the Company, has visually verified the geological observations of most of the reported RC and Diamond drill holes. The geological logging of all drill chips and core is undertaken by trained geological staff on site. • Three RC holes were twinned with diamond holes at the neighbouring Cobra Plains deposit to investigate sample bias related to the RC drill and sampling methods. The mineralisation zones within the holes show a reasonable correlation. Though the grade graphs suggest that the diamond holes are reporting higher graphitic carbon grades than the RC holes. • Sample information is recorded in electronic and hard copy form at the time of sampling. Assay data is received from Intertek/Genalysis in electronic form and compiled into the Company's digital database. Secured electronic print files have been provided to the Company for verification purposes. • No adjustments or calibrations are made to any assay data.
<p>Location of data points</p>	<ul style="list-style-type: none"> • Collar locations for all GBNC and GBND holes were surveyed with a differential GPS. Collar RL's were derived from LIDAR topographic data. • The dip of all RC holes is recorded for the collar only and no downhole surveys were taken. • The dip and azimuth of all DD holes is measured by the drill company using a Reflex

Criteria	Commentary
	<p>singleshot downhole survey tool. Readings were taken at the completion of the hole at an interval spacing of 30 m on the diamond holes, and at the collar and end of hole on the RC holes. Stated accuracy of the tool is $\pm 1^{\circ}$.</p> <ul style="list-style-type: none"> • Downhole survey measurements considered to be poor quality are coded as 'Priority 2' and are excluded from the drill location calculations. • The grid system for the Balama North Project area is World Geodetic System (1984 Spheroid and Datum; Zone 37 South). • Topographic surface for drill section is based on Lidar data obtained in 2015.
Data spacing and distribution	<ul style="list-style-type: none"> • The nominal drill hole spacing is 50 m on drill lines spaced between 100 and 200 m apart. The drill lines have a bearing of 120° (UTM grid northeast). • The current data spacing and distribution is sufficient for the purpose of estimating a mineral resources for Nicanda West prospect. • Samples have been composited to a maximum of two metres for RC samples. Most diamond core samples are taken as approximately 2 m lengths of quarter core, with few samples of up to 3 m in length of core for zones of low graphite. Diamond core sample breaks corresponding to geological boundaries.
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> • The deposit is drilled towards the south east (magnetic grid) at approximately -60° to intersect the mineralised zones approximately orthogonal to the interpreted dip and strike of the geological units. Several characteristic geological units have been delineated in several drill holes giving a higher degree of confidence in the attitude and orientation of the graphite mineralisation. Near continuous sampling of all geological units bearing graphite is routinely undertaken. • Local increased graphite abundances are observed proximal to small-scale folding and thin tonalite veins. The orientation of these folds and veins is generally parallel to the attitude of the graphitic schist and mineralisation. Thus, the current drilling is not expected to produce any biased samples.
Sample security	<ul style="list-style-type: none"> • Chain of custody is managed by Triton. Samples are stored at a secure yard on the project prior to shipping to Intertek (Perth). Any visible signs of tampering of the samples are reported by the lab. A chain of custody has been maintained for the shipment of the samples to Australia.
Audits or reviews	<ul style="list-style-type: none"> • A QAQC review of the sampling data from the drill holes was carried out by Maxwells as part of their routine QAQC procedures. This deposit is located to the west of Nicanda Hill. The database is considered by Triton to be of sufficient quality to carry out that resource estimation at the appropriate time. A review of sampling techniques was undertaken by Jorvik Resources Ltd – an independent resource consulting firm. • The QAQC samples inserted with the reported RC chip samples returned values within the expected value ranges. On this basis, the reported drill assay results are considered representative and suitable for assessing the graphite grades of the intersected graphite mineralisation.

JORC Table 1 Nicanda West - Section 2 Reporting of Exploration Results

Criteria	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> • The Nicanda West Prospect is located wholly within Exploration Licence EL5966 within the Cabo Delgado Province of Mozambique. The licence is held by Grafex Limitada (Grafex), a Mozambican registered company. Triton Minerals entered into a Joint Venture (JV) agreement in December 2012 with Grafex to earn up to an 80% interest in Grafex's portfolio of graphite projects. In 2015 Triton increased their holding in the projects to 80% by taking a direct equity interest in Grafex. EL5966 is valid until 19/06/2018. • All statutory approvals have been acquired to conduct exploration.
Exploration done by other parties	<ul style="list-style-type: none"> • No previous systematic graphite exploration has been undertaken at the Nicanda West Prospect of the Balama North Project. • The Company has acquired the data from an airborne electromagnetic survey that covers Licences 5966 and 5365. • This data has been reprocessed and interpreted with some results included in this release. Small scale exploratory pits dug for ruby and/or graphite exploration have

Criteria	Commentary
	been identified. Data or reports disclosing the results of this work have not been located.
Geology	<ul style="list-style-type: none"> The Nicanda West graphite deposit is hosted within Neoproterozoic rocks of the Xixano Complex in northeastern Mozambique. The Xixano complex is composed dominantly of mafic to intermediate orthogneiss with intercalations of paragneiss, meta-arkose, quartzite, tremolite-rich marble and graphitic schist. Graphite mineralisation is hosted within medium to coarse grained graphitic schists and gneiss underlain and overlain by felsic gneiss rock types. Mineralisation occurs as series of multiple stacked tabular northeast-southwest striking lodes moderately to steeply dipping to the northwest. Graphite mineralisation outcrops at surface and has been intersected at down hole depths of up to 200 m below surface. Occurrences of vanadium mineralisation noted in the samples is thought to be associated with quartz muscovite ± roscoelite schists.
Drill hole Information	<ul style="list-style-type: none"> All relevant drill hole information has previously been reported to the ASX. No material changes have occurred to this information since it was originally reported.
Data aggregation methods	<ul style="list-style-type: none"> Not relevant here, covered in Section 3 as an estimated Mineral Resource is reported. No metal equivalent grades have been used.
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> Not relevant here, covered in Section 3 as an estimated Mineral Resource is reported. No metal equivalent grades have been used.
Diagrams	<ul style="list-style-type: none"> Refer to figures within the main body of this report.
Balanced reporting	<ul style="list-style-type: none"> Not relevant here, covered in Section 3 as an estimated Mineral Resource is reported.
Other substantive exploration data	<ul style="list-style-type: none"> Selected core samples from all diamond drill holes are measured for bulk densities. Geotechnical logging is routinely carried out on all diamond drill holes for recovery, RQD and number of defects (per interval). Information on structure type, dip, dip direction, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. Regional scale mapping has been carried out in the area to identify outcrop of graphitic material. A VTEM geophysical survey was completed over the Nicanda West property, which highlighted the northeast strike of conductive units. All other meaningful exploration data concerning the Nicanda West has been reported in previous reports to the ASX.
Further work	<ul style="list-style-type: none"> Further drill testing using reverse circulation and diamond drilling is planned on the Nicanda West prospect to determine the grade continuity and width of the graphitic units.

JORC Table 1 Nicanda West - Section 3 Estimation and Reporting of Mineral Resources

Criteria	Commentary
Database integrity	<ul style="list-style-type: none"> Data used in the Mineral Resource estimate is sourced from a database export. Relevant tables from the data base are exported to MS Excel format and converted to csv format for import into Datamine Studio 3 software. Validation of the data import include checks for overlapping intervals, missing survey data, missing assay data, missing lithological data, and missing collars. The database is considered acceptable for resource estimation.
Site visits	<ul style="list-style-type: none"> A representative of the Competent Person (CP) visited the project for two days in April 2016. The CP's representative was able to examine the mineralisation occurrence and associated geological features. The geological data was deemed fit for use in the Mineral Resource estimate.
Geological interpretation	<ul style="list-style-type: none"> The geology and mineral distribution of the system appears to be reasonably consistent though affected by folding and / or faulting with thick zones of mineralised material in the south centre half of the deposit thinning slightly to the north and south. The dip of the mineralisation is shallower in the north east steepening to the

Criteria	Commentary
	<p>southwest. Data density is currently not sufficient to properly define potential structural influences and modelling will need to be refined as more data is collected. Any structural influences are not expected to significantly alter the volume of mineralised material interpreted.</p> <ul style="list-style-type: none"> • A footwall unit consisting of quartz biotite garnet gneiss has been recognised in the drill logging. The surface of this layer has been modelled to provide a basis for understanding the geometry of the overlying graphite mineralisation hosting gneissic units. • Drill hole intercept logging, assay results, the footwall quartz biotite garnet gneiss and geological mapping have formed the basis for the mineralisation domain interpretation. Assumptions have been made on the depth and strike extents of the mineralisation based on drilling and mapping information. Approximately 30% of the modelled mineralisation zones can be considered to be extrapolated • The extents of the modelled zones are constrained by the information obtained from the drill logging and field mapping. The extents of the modelled mineralised zones are constrained to the south, west and north by extrapolation of the mineralisation zones of roughly 100 m from the drilling data, and to the east through intersection with the topographic surface. Alternative interpretations are unlikely to have a significant influence on the global Mineral Resource estimate. • An overburden layer with an average thickness of 6 m has been modelled based on drill logging and is depleted from the model. • Graphite mineralised gneiss lenses have been interpreted based on a lower TGC cut-off grade of 3%, with 6 individual mineralisation lenses being modelled. • A number of higher grade mineralisation zones with a lower cut-off grade of roughly 7% TGC were recognised, but not interpreted at this time as more data is required to reasonably accurately interpret their grade continuity extents and geometry. • Continuity of geology and grade can be identified and traced between drill holes by visual and geochemical characteristics. The effect of any potential structural or other influences have not yet been modelled as more data is required. Confidence in the grade and geological continuity is reflected in the Mineral Resource classification
<i>Dimensions</i>	<ul style="list-style-type: none"> • The interpreted mineralisation zones (>3% TGC) consist of 6 individual lenses. Approximately 70% of the mineralisation is contained in two major lenses that range between a minimum of 9m up to a maximum of about 45m in true thickness. The mineralisation roughly strikes towards 030°, dipping on average 45° towards 300°, varying from about 35° in the north east to about 55° in the south west. All lenses are affected by interpreted folding. The strike extent is roughly 600 m, across strike width is roughly 300 m. The mineralisation outcrops in the east and down dip extent is interpreted up to roughly 300 m up extending to a maximum depth of about 230 m below surface in the south. The combined thickness of the mineralisation zones is greatest in the centre (~120 m) of the deposit thinning to the north and south (~50 m to 60 m).
<i>Estimation and modelling techniques</i>	<ul style="list-style-type: none"> • Inverse distance squared (IDS) was the selected interpolation method, with OK used as a check estimate. Grade estimation was carried out at the parent cell scale, with sub-blocks assigned parent block values. Grade estimation was carried out using hard boundaries between each of the six interpreted mineralisation lens using the MINZON code. Estimation was not separated by weathering state as there is not sufficient data to separately estimate within each mineralisation lens by weathering state and evidence of weathering related enrichment is not conclusive. • Statistical analysis to check grade population distributions using histograms, probability plots and summary statistics and the co-efficient of variation, was completed on each lens for the estimated element. The checks showed there were two outlier grades in one of interpreted cut-off grade lenses which required top cutting to prevent grade estimation bias. • No mining has yet taken place at these deposits. • Sulphur has been estimated into the model, as sulphide minerals have the potential to generate acid mine drainage, and affect the metallurgical processes for recovering the graphite. The available metallurgical testing indicates that the sulphide minerals do not present any issues in recovering the graphite. Due to the lack of available assay

Criteria	Commentary
	<p>results for samples in the oxide and transition zones the sulphur estimate has been completed in each mineralisation domain using the same parameters as the TGC and not separated by weathering domain. Therefore the sulphur estimate is not considered to be sufficiently accurate to allow reporting of the results, rather it is included in the model at this stage for indicative purposes and is primarily of use in the fresh zones.</p> <ul style="list-style-type: none"> • A volume block model was constructed in Datamine constrained by the topography, mineralisation zones, weathering surfaces, overburden surface and model limiting wireframes. Analysis of the drill spacing shows that the nominal average drill section spacing is 100 m with drill holes nominally between 50 m apart on each section over a majority of the modelled area. • Based on the sample spacing, and geometry of the interpreted mineralisation a parent block size of 20 m E by 25 m N by 5 m RL was selected for the initial model. Sub-cells down to 2.5 m E by 2.5 m N by 2.5 m RL were used to honour the geometric shapes of the modelled mineralisation. • The search ellipse orientations were defined based on the overall geometry of each lens. The search ellipse was doubled for the second search volume and then increased 20 fold for the third search volume to ensure all blocks found sufficient samples to be estimated. • A minimum of 8 and a maximum of 12 samples were used to estimate each parent block for the all zones. These numbers were reduced for the second and third search volumes. A maximum number of 4 samples per drill hole were allowed depending on the number of drill holes intersecting each lens and the number of samples in those intervals. Cell discretisation was 5 E by 5 N by 5 Z and no octant based searching was utilised. • Model validation was carried out visually, graphically and statistically to ensure that the block model grade reasonably represents the drill hole data. • Statistical comparison of the mean drill hole grades with the block model grade shows reasonably similar mean grades. • Swath or trend plots were generated to compare drill hole and block model with TGC% grades compared at 100 m E, 50 m N and 10 m RL intervals. The trend plots generally demonstrate reasonable spatial correlation between the model estimate and drill hole grades after consideration of drill coverage, volume variance effects and expected smoothing. • No reconciliation data is available as no mining has taken place.
Moisture	<ul style="list-style-type: none"> • Tonnages have been estimated on a dry, <i>in situ</i> basis. No moisture values could be reviewed as these have not been captured.
Cut-off parameters	<ul style="list-style-type: none"> • Visual analysis of the drill assay results demonstrated that the lower cut-off interpretation of 3% TGC corresponds to natural break in the grade population distribution. Analysis of the drill core photography compared to the assay grade results indicate that graphite mineralisation zones become visually easily recognisable at roughly 3% TGC.
Mining factors or assumptions	<ul style="list-style-type: none"> • It has been assumed that these deposits will be amenable to open cut mining methods and are economic to exploit to the depths currently modelled using the cut-off grade applied. • A nominal minimum mineralisation lens thickness of 2 m was adopted, with a 4m nominal maximum internal waste thickness.
Metallurgical factors or assumptions	<ul style="list-style-type: none"> • Fourteen half or quarter core samples from four boreholes were selected for thin section examination in April 2016 by Townend Mineralogy, mainly to assess graphite flake size and likely liberation characteristics. • The petrographic study demonstrated that the Nicanda West metallurgical composites (from holes GBND0056 and GBND0058) and samples from two other holes GBND0055 and GBND0059 are medium to coarse grained, granoblastic and consist mainly of quartz, feldspar, mica and graphite. • The gangue minerals e.g. sulphides, mica, quartz and feldspar are generally discrete and not significantly intergrown with graphite, which has important positive implications for graphite liberation characteristics. • Two drill core composites of graphite mineralisation from holes GBND0056 and 0058

Criteria	Commentary
	<p>were tested in April 2016 by IMO Laboratory in Perth. The primary objective of the metallurgical test work was to demonstrate in principle that flake graphite of marketable quality (>94% TC) could be liberated from Nicanda West drill core.</p> <ul style="list-style-type: none"> • The metallurgical composites were crushed to >80% passing 710 µm and were processed using IMO's standard graphite process flowsheet (rougher stage, three regrind stages and five cleaner flotation stages). • The head grades were between 7 and 10.5% TGC, which is higher than the average grade of the deposit and may indicate sample selection bias. However visual inspection of the core and the core photos, and comparison with petrographic samples indicate that the samples may be reasonably representative. • The IMO process produced final graphite concentrates at >90% graphite recovery, maintaining a favourable coarse PSD (approximately 70% of the flakes are >150 µm; 30% greater than 300 µm). • The final concentrate grades were >97% Carbon, with highest purities of 98 to 99% carbon in some fractions. • The preliminary test work program demonstrated that Nicanda West mineralisation is amenable to the production of high grade graphite concentrates, at coarse flake sizes, using relatively simple flotation processes. This is notwithstanding that the testing was conducted on two samples which may not be entirely representative of the whole deposit. There is risk that other intersections may process differently from these. • Additional metallurgical test work on each mineralisation and weathering domain is therefore required to verify and refine the initial findings.
Environmental factors or assumptions	<ul style="list-style-type: none"> • No assumptions regarding waste and process residue disposal options have been made. It is assumed that such disposal will not present a significant hurdle to exploitation of the deposit and that any disposal and potential environmental impacts would be correctly managed as required under the regulatory permitting conditions.
Bulk density	<ul style="list-style-type: none"> • Density measurements have been taken on drill samples from all different lithological types, using water displacement and weight in water methods. • No samples were wax coated prior to immersion, however the non-porous competent fresh rock probably would not require coating. • Analysis of samples from the oxide and transition zone found they were not representative of the zones, as representative samples from these zones would require sealing through wax coating or similar method. Samples from these zones were measured using the water displacement method and the measurement scale used for the displaced water was overly coarse. The density measurement available for the oxide and transition zones were therefore not considered accurate and representative enough for use in an MRE. Dry bulk density values based on experience and research into similar material types are allocated to oxide and transitional materials and this is assumed to be an appropriate method of representing the expected bulk density for these materials in the deposit. • Analysis of the samples from the fresh zone showed they have been measured by weight in water method, and they appear reasonably representative of the fresh rock. It is assumed that use of the mean measured density of mineralised fresh rock is an appropriate method of representing the expected bulk density for the deposit. • Analysis of density measurements revealed no correlation with TGC grade, hence regression equations were not used to assign density in the block model. Detailed statistical analysis of the measurement results was completed for the weight in water fresh rock samples. • The mean density for the mineralised samples was 2.7 t/m³ and this value is applied to the model for fresh mineralised materials. Since the oxide and transition zone measurements are not considered suitable for use, density values have been assigned to the mineralisation in these zones based on CSA Global's experience and research into similar material types. These are 1.9 t/m³ for overburden, 2.2 t/m³ for oxide and 2.5 t/m³ for transitional zones.
Classification	<ul style="list-style-type: none"> • Classification of the Mineral Resource estimates as Inferred Resources was carried out taking into account the level of geological understanding of the deposit, quality of samples and assay data, density data, petrographic and metallurgical results and drill hole spacing.

Criteria	Commentary
	<ul style="list-style-type: none"> The Mineral Resource estimate has been classified in accordance with the JORC Code, 2012 Edition using a qualitative approach. All factors that have been considered have been adequately communicated in Section 1 and Section 3 of this Table. Overall the mineralisation trends are reasonably consistent over the drill sections. The Mineral Resource estimate appropriately reflects the view of the Competent Person.
Audits or reviews	<ul style="list-style-type: none"> An internal review was completed by CSA Global, which verified the technical inputs, methodology, parameters and results of the estimate. No external audits have been undertaken.
Discussion of relative accuracy/confidence	<ul style="list-style-type: none"> The relative accuracy of the Inferred Mineral Resource estimate is reflected in the reporting of the Mineral Resource as per the guidelines of the 2012 JORC Code. The Mineral Resource statement relates to global estimates of <i>in situ</i> tonnes and grade.

JORC Table 1 Nicanda Hill - Section 1 Sampling Techniques and Data

Criteria	Commentary
Sampling techniques	<ul style="list-style-type: none"> The Nicanda Hill prospect is located on the Balama North Project. The new drill results included in this report were obtained from Reverse Circulation (RC) and Diamond drilling. The nominal spacing of the current programme is 100m on lines ranging from 100m to 400m strike spacing, infilled to 50m on 100m lines. Diamond drill holes were drilled to provide qualitative information on structure and physical properties of the mineralisation. Drill holes were drilled -60 degrees towards mine grid east (UTM south east) to optimally intersect the mineralised zones. Drill hole locations were picked up by NavCom Land-Pak SF-3040 differential GPS (with nominal error of $\pm <0.5\text{m}$) and reported using the Nicanda Hill mine grid. Collar RLs have been snapped to the LIDAR topographic surface. There was minimal difference between the surveyed RL and the LIDAR position. Downhole surveys of the RC and Diamond drill holes were measured using a Reflex EZ-Shot single shot downhole survey tool. The collar surveys were validated with the use of a compass and inclinometer. RC samples have been collected using a Jones type riffle splitter to obtain a 1/8th sample, which is split and combined to produce 2m composite samples. Efforts are taken to keep the RC drill sample material dry during drilling to avoid any bias. Wet samples are dried before riffle splitting and recorded to monitor results for bias. Reverse circulation drilling was used to obtain 1m samples collected in a large bag and passed through a 3-rier riffle splitter to generate 1/8th samples (approximately 3kg) contained in a labelled calico bag and the residual 7/9th is retained at the drill site in the large bag. If wet samples are encountered, the 3kg sample is allowed to dry before passing through the second stage (50:50) riffle splitter described below. The 3 kg RC samples were split using a 50:50 splitter with one half combined the half split of the next consecutive 1m sample to produce a 2m composite sample. Samples are dried, weighed, crushed and split to give 300g for pulverisation to produce a sub sample for assaying. In addition samples were submitted for multi-element analysis (55 elements) by sodium peroxide fusion with an ICP_AES finish. The diamond drill core samples were cut into quarter core using a diamond impregnated blade core saw. Samples were defined on the basis of geological contacts and range from 1.5m to 3m, averaging 2m in length.
Drilling techniques	<ul style="list-style-type: none"> The reverse circulation drill rig uses a 5.5 inch size hammer. Hole depths ranged up to a maximum depth of 222m (rig capability limit). The diamond drill holes were drilled with a PQ core size collar (typically around 30m deep) and HQ3 (61.1mm) diameter) core size to the end of hole. Core is oriented using the Reflex ACTII RD digital device. Quoted accuracy is better than 1° for 0 to $\pm 88^\circ$ dip.
Drill sample recovery	<ul style="list-style-type: none"> The condition and qualitative estimates of RC sample recovery were determined through visual inspection of the 1m sample bags and recorded at the time of sampling. A hard copy and digital copy of the sampling log is maintained for data

Criteria	Commentary
	<p>verification.</p> <ul style="list-style-type: none"> • Generally drill core recovery is above 95% below the base of oxidation. Core recovery is measured and compared directly with drill depths to determine sample recoveries. • Diamond core is reconstructed into continuous runs on an angle iron cradle for orientation marking. Depths are checked against the depth given on the core blocks and rod counts are routinely carried out by the drillers.
Logging	<ul style="list-style-type: none"> • Geological logging is carried out to record the mineral assemblage identified in hand specimen, in addition to texture, structure and estimates of graphite flake content and size. • Geotechnical logging is carried out on all diamond drill holes for recovery, RQD and number of defects (per interval). • Information on structure type, dip, dip directions, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. • The mineralogy, textures and structures are recorded by the geologist into a digital data file at the drill site, which are regularly submitted to the Perth office for compilation and validation. • Logging of RC and Diamond drill holes includes recording of lithology, mineralogy, mineralisation, weathering, colour and other features of the samples. RC chip trays and diamond core trays are photographed. Geological descriptions of the mineral volume abundances and assemblages are semi-quantitative. • All drill holes are logged in full. • The weathering domain logging is not always consistent, but can be used in combination with the sulphur assays and core photography to determine boundaries.
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> • Diamond core (HQ3) is cut into quarter core onsite using a diamond impregnated blade on a brick saw. Quarter core samples, (generally 2 metres or less in core length) were submitted to the assay laboratory labelled with a single sample name. Each sample is crushed and a 300g split is taken for pulverisation. Sample intervals are generally defined according to geological boundaries. Duplicate quarter core samples are routinely submitted to the same laboratory (on a ratio of 5 per 100 samples). • RC samples are collected on the rig using two riffle splitters. The majority of samples are dry. One metre composite samples are generated by passing the samples from the drill cyclone through a 3-tier riffle splitter to generate 1/8th samples (approximately 3kg) contained in a labelled calico bag (the residual 7/8th is retained at the drill site in the large bag). The 1m samples are split using a 50:50 splitter and one half is combined with the 50:50 split of the consecutive 1m sample, producing a 2m composite sample. Where wet samples were encountered, the 3kg sample produced for the 1/8th splitter was left to dry before passing through the 50/50 splitter. The typical composite sample size is 3 to 4 kg. • The sample preparation of the diamond core samples follows industry best practise in sample preparation involving oven drying (105°C), coarse crushing of the diamond core sample to ~2mm, split (300g) and pulverising to a grind size of 85% passing 75µm. The sample preparation for RC samples is identical, without the coarse crush stage. • Field QC procedures involve the use of certified reference material assay standards, along with certified blanks, and insertion of field duplicates. Certified standards are inserted at a rate of 1 in 25, duplicates were inserted at a rate of 1 in 20 and blanks are inserted at a rate of 1 in 50. • Field duplicates are taken on 2m composites for RC, using a riffle splitter, and as quarter core splits for diamond core. • The drill sample sizes are considered to be appropriate to correctly represent mineralisation at the Balama North project based on the style of mineralisation, the thickness and consistency of the intersections, the sampling methodology and percent value assay ranges for the primary elements.

Criteria	Commentary
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> • Samples were analysed for Graphitic Carbon, Total Sulphur and Total Carbon on a LECO Combustion Infrared Detection instrument. Detection limits for these analyses are considered appropriate for the reported assay grades. In addition, selected drill samples from the 2014 drilling programme were analysed for multi-element abundances using a fused disc digested in a four acid digest with ICP/OES or ICP/MS finish. The acids used are hydrofluoric, nitric, perchloric and hydrochloric acid, suitable for silica based samples. The method approached total dissolution of most minerals. Initial assaying was conducted by SGS in Johannesburg. The 2015 drilling samples have been assayed by Intertek (Genalysis) in Perth, Australia, due to its close proximity to Triton's Perth office, with SGS providing umpire laboratory analysis. Some reporting discrepancies between SGS and Intertek are currently being investigated but are not considered to be material to this resource estimate. • No geophysical tools were used to determine any element concentrations. • The RC and diamond core samples are submitted to the assay laboratory with blind certified standards (4 per 100 samples), blanks (2 per 100 samples) and field duplicates (5 per 100 samples). These QAQC samples represent 15% of the samples analysed. From the Nicanda Hill drilling, field duplicate datasets showed a moderately strong correlation, indicating good repeatability of grades between paired samples. Sample preparation checks for fineness were carried out by the laboratory as part of their internal procedures to ensure the grind size of 85% passing 75µm was being attained. Laboratory QAQC involves the use of internal laboratory standards using certified reference material, blanks, and repeats as part of their in house procedures. • The two commercial reference material (CRM) standards inserted by Triton to the sample stream have generally performed well with few failures, and mean standard values very close to the expected values. • The two CRM coarse blank standards inserted by Triton to the sample stream have generally performed well with few failures. • The samples submitted for Umpire laboratory testing have performed well with a negligible bias toward higher umpire assay results, a correlation coefficient of almost 98%, very similar mean grades and roughly 93% of samples having less than 10% half absolute relative difference. • Field duplicates have generally performed acceptably with roughly 1% difference in mean grade, a correlation coefficient of over 95%, very similar grade populations up to the 95th percentile and roughly 84% of samples having less than 10% half absolute relative difference. • The accuracy and precision of the primary laboratories have been demonstrated to be acceptable based on the results of the quality control measures.
Verification of sampling and assaying	<ul style="list-style-type: none"> • Mr. Simon Plunkett, an independent geological consultant for Triton, has visually verified the geological observations of most of the reported RC and Diamond drill holes and this has then been reviewed and confirmed by Optiro during their 2014 site visit. The geological logging of all drill chips and core is undertaken by trained geological staff on site. • No data from twin holes are available for Nicanda Hill to date. • Sample information is recorded at the time of sampling in electronic and hard copy form. Assay data is received from Intertek in electronic form and compiled into the Company's digital database. Secured electronic print files have been provided to the Company for verification purposes. • No adjustments or calibrations are made to any assay data. • A random selection of laboratory pdf assay certificates has been reviewed with no errors found in the database for those samples.
Location of data points	<ul style="list-style-type: none"> • Collar locations for all GBNC and GBND holes were surveyed with a Nav-Com Land-Pak differential GPS. Drill holes were oriented at the collar using sighting pegs installed with the use of a magnetic compass and GPS. The dip and azimuth of all DD holes is measured by the drill company using a Reflex

Criteria	Commentary
	<p>EZ-Shot single shot downhole survey tool. Readings were taken at the completion of the hole at an interval spacing of 30m on diamond drill holes, and at the collar and end of hole on the RC holes. Stated accuracy of the tool is $\pm 0.5^\circ$ azimuth and $\pm 0.2^\circ$ dip. Downhole survey measurements considered to be poor quality are coded as 'Priority 2' and are excluded from the drill location calculations.</p> <ul style="list-style-type: none"> • The grid system for Balama North Project is a local mine grid oriented at 035° relative to World Geodetic System (1984 Spheroid and Datum; Zone 37 South). • The topographic surface is based on a LIDAR survey conducted in 2015.
<i>Data spacing and distribution</i>	<ul style="list-style-type: none"> • The nominal drill hole spacing is 100m on drill lines spaced from 100m to 400m apart. This has been locally infilled to 50m spaced drill holes on 100m spaced drill lines. Drill lines are oriented east-west (mine grid). • The current data spacing and distribution is considered sufficient for the purpose of carry out a global Mineral Resource estimate for Nicanda Hill. The mineralisation is tabular and all drilling correlates well with the interpreted mineralised domains. Identified mineralogical features enabled high confidence correlation of specific domains. • Samples have been composited to 2m. • The identified mineralogical features apply primarily to the Mutola zone, and are more difficult to apply in other mineralised domains. • The majority of RC samples were submitted for analysis as 2m composites of sequential individual 1m samples as described in the section on sub-sampling.
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> • The deposit is drilled towards the east (mine grid) at approximately -60° to intersect the mineralised zones approximately orthogonal to the interpreted dip and strike of the geological units. The correlation of geological units defined by characteristic mineralogy provides a high degree of confidence in the attitude and orientation of the graphite mineralisation. Near continuous sampling of all geological units bearing graphite is routinely undertaken. • Local increases in graphite abundance are observed proximal to small-scale folding and thin tonalite veins. The orientation of these folds and veins is generally parallel to the attitude of the graphitic schist and mineralisation. Thus, drilling orientation is not expected to produce any biased samples.
<i>Sample security</i>	<ul style="list-style-type: none"> • Chain of custody is managed by Triton. Samples are stored at a secure yard on the project prior to shipping to Perth in Australia. Any visible signs of tampering of the samples would be reported by the laboratory. A chain of custody has been maintained for the shipments of samples to Australia.
<i>Audits or reviews</i>	<ul style="list-style-type: none"> • Based on the information in the data base provided, four CRMs were used in the Nicanda Hill drilling programs, two of which are coarse blank standards. Field duplicates have generally been inserted at a rate of 1 in 20, CRMs at 1 in 25, blanks at 1 in 50 and 176 samples were sent for umpire laboratory analysis. The laboratory internal quality control involved the use of numerous standards, blanks and pulp repeats. These quality measures all appear to have performed well. Batches with failed standards and blanks were re-submitted. The reported drill assay results are considered representative and suitable for assessing the graphite grades of the intersected graphite mineralisation. • The drill data and quality control results were reviewed. The data were determined to be suitable, with the exception of some density measurements, for use in a Mineral Resource estimate.

JORC Table 1 Nicanda Hill - Section 2 Reporting of Exploration Results

Criteria	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> The Nicanda Hill Prospect is located wholly within Exploration Licence EL5966 within the Cabo Delgado Province of Mozambique. The licence is held by Grafex Limitada (Grafex), a Mozambican registered company. Triton Minerals entered into a Joint Venture (JV) agreement in December 2012 with Grafex to earn up to an 80% interest in Grafex's portfolio of graphite project. In late 2013 Triton increased their holding into the projects to 80% by taking a direct equity interest in Grafex. EL5966 is valid until 19/06/2018. All statutory approvals have been acquired to conduct exploration and Triton Minerals has established a good working relationship with local stakeholders.
Exploration done by other parties	<ul style="list-style-type: none"> No previous systematic exploration has been undertaken at the Nicanda Hill prospect. The Company has acquired the data from an airborne electromagnetic survey that covers Licence 5966. This data has been reprocessed and interpreted. Small scale exploratory pits dug for ruby and/or graphite exploration have been identified. Data or reports disclosing the results of this work have not been located.
Geology	<ul style="list-style-type: none"> The Nicanda Hill graphite deposit is hosted within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano complex is composed dominantly of mafic to intermediate orthogneiss with intercalations of paragneiss, meta-arkose, quartzite, tremolite-rich marble and graphitic schist. Graphite mineralisation is hosted within fine grained graphitic schists underlain and overlain by felsic gneiss rock types. Mineralisation occurs as a series of multiple stacked tabular northeast-southwest striking lodes moderately dipping to the northwest. Graphite mineralisation outcrops at surface and has been intersected at downhole depths of up to 428.55m below surface. Graphitic mineralisation is interpreted to be continuous between the Cobra Plains and the Nicanda Hill Prospects of the Balama North Deposit, based on the interpretation of the airborne electromagnetic survey data and drill results. Occurrences of vanadium mineralisation noted in the samples is thought to be associated with quartz muscovite \pm roscoelite schists.
Drill hole Information	<ul style="list-style-type: none"> All relevant drill hole information has previously been reported to the ASX. No material changes have occurred to this information since it was originally reported.
Data aggregation methods	<ul style="list-style-type: none"> No Exploration Results are reported. All relevant drill hole information has previously been reported to the ASX. No material changes have occurred to this information since it was originally reported.
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> No Exploration Results are reported. All relevant drill hole information has previously been reported to the ASX. No material changes have occurred to this information since it was originally reported.
Diagrams	<ul style="list-style-type: none"> Refer to figures within the main body of this report.
Balanced reporting	<ul style="list-style-type: none"> No Exploration Results are reported. All relevant drill hole information has previously been reported to the ASX. No material changes have occurred to this information since it was originally reported.
Other substantive exploration data	<ul style="list-style-type: none"> Geotechnical logging is routinely carried out on all diamond drill holes for recovery, RQD and number of defects (per interval). Information on structure type, dip, dip directions, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. Regional scale mapping has been carried out in the area to identify outcrops of graphitic material. This mapping is ongoing. No other exploration data is considered material in the context of the Mineral Resource estimate which has been prepared. All relevant data has been described in Section 1 and Section 3 of JORC Table 1.
Further work	<ul style="list-style-type: none"> Technical work to progress feasibility studies on Nicanda Hill is underway and continuous public disclosure of information will be made as it becomes available. Further work at Nicanda Hill is currently on hold pending assessment of priorities.

JORC Table 1 Nicanda Hill - Section 3 Estimation and Reporting of Mineral Resources

Criteria	Commentary
Database integrity	<ul style="list-style-type: none"> iPads with customised Quick Office spreadsheets are used for recording logging, spatial and sampling data at Nicanda Hill. Data transferred from the field to Perth office is electronic via email. Logging, spatial and sampling data is verified and validated in Perth by Maxwell Geoservices who provide database management services. Sample numbers are unique and sample bags are hand written in the field and accompanied by a sample ticket with the printed sample number. Manual data validation checks were run. Validation checks of the database, found no material issues that compromise data integrity. Minor corrections, based on validations were made prior to grade estimation.
Site visits	<ul style="list-style-type: none"> Mark Drabble (Principal Consultant- Optiro) carried out a site visit to the Nicanda Hill deposit on October 3rd -5th, 2014. Mark inspected the deposit location, costeans and drill collars, along with diamond core from a number of drill holes plus RC chips. A review of procedures and protocols was also carried out. A CSA Global representative visited the Balama North project in April 2016 to inspect the Nicanda West drill core and verify drill collar locations, with no specific review of the Nicanda Hill project completed. CSA Global has therefore relied on evidence from the Optiro site visit in October 2014, supported by data such as drill core photographs. The Nicanda West site inspection provided sufficient confidence for CSA Global to accept as analogous to Nicanda Hill.
Geological interpretation	<ul style="list-style-type: none"> The confidence in the current geological interpretation of the Nicanda Hill deposit is considered to be good. The global geological setting is a series of graphitic schists with narrow intercalated gneissic intrusions within a dominantly amphibolite facies metamorphic terrane. Graphite mineralisation occurs within fine grained schistose units as a series of multiple stacked tabular northeast-southwest striking lodes. The correlation of higher grade graphitic carbon assays with quartz-carbonate hydrothermal alteration has defined the hydrothermal Mutola zone which exhibits continuity along the strike length of the deposits with an average width of 30m. The footwall gneiss unit is characterised by distinctive biotite alteration. Assay data has been used to generate mineralisation domains based on a nominal 9% Graphitic Carbon cut-off grade. Unsourced intervals of internal waste (gneiss) have been assigned a value of 0.1% Graphitic Carbon within the mineralisation wireframes, where intrusive gneisses are too narrow to exclude. Note that since the Maiden Mineral Resource estimation, Triton now sample the entire graphitic schist package and have returned to the earlier drill holes to assay intervals previously not sampled. Rock type subdivisions applied in the interpretation process are based on geological logging. Mineralogy has been used to assist interpretation of the lithological subdivisions using quartz carbonate alteration in the high grade graphitic schists and muscovite/biotite alteration to define the footwall gneiss unit. The Nicanda Hill deposit is generally tabular in geometry, with consistent moderate dip and intercalated sub parallel relations between the graphitic schists and gneissic units. Geological controls and relationships were used to defined the Mutola zone (zone 100) dip and strike continuity. The footwall gneiss contact was used to control the dip of the stratigraphic package, and the diamond core foliation angles concurred with the overall moderate NW dip. Mineralised zones were modelled by Triton based on sectional interpretation and provided as three dimensional dxf files. These were updated and validated against assay information. Unsourced intervals of internal waste (gneiss) have been included within the mineralisation wireframes where intrusive gneisses are too narrow to exclude. A default value of 0.1% Graphitic Carbon was assigned to unsourced intervals to account for the presence of barren material (internal waste) within the mineralised domains. The weathering domain boundary surfaces for the base of complete oxidation and top of fresh rock used to define the oxide and transitional zones were refined, based on a combination of the drill logging, sulphur analysis results, and for certain holes,

Criteria	Commentary																														
	core photographs.																														
Dimensions	<ul style="list-style-type: none"> The Nicanda Hill deposit can be described as a continuous graphitic schist package extending approximately 5.7 km. The mineralised package dips at roughly 35° to 40° to local grid west and has a plan view extent of 1.3 km. Classified parts of the interpreted mineralised package extend to a maximum depth of roughly 500 m below topographic surface. The model extents have been modified in order to allow sufficient waste around the classified mineralisation to complete a “conceptual optimisation” to validate that the extents of classified mineralisation have the potential to be economic to extract. The modified block model extents are: <table border="1"> <thead> <tr> <th colspan="6">Nicanda Hill 0916 Block Model Extents - Local grid</th> </tr> <tr> <th>Coordinate</th> <th>Minimum</th> <th>Maximum</th> <th>Extent</th> <th>Parent block</th> <th>Minimum sub block</th> </tr> </thead> <tbody> <tr> <td>Easting</td> <td>4,475</td> <td>7,675</td> <td>3,200</td> <td>25</td> <td>2.5</td> </tr> <tr> <td>Northing</td> <td>13,600</td> <td>21,100</td> <td>7,500</td> <td>50</td> <td>5</td> </tr> <tr> <td>RL</td> <td>-15</td> <td>690</td> <td>705</td> <td>2.5</td> <td>0.125</td> </tr> </tbody> </table>	Nicanda Hill 0916 Block Model Extents - Local grid						Coordinate	Minimum	Maximum	Extent	Parent block	Minimum sub block	Easting	4,475	7,675	3,200	25	2.5	Northing	13,600	21,100	7,500	50	5	RL	-15	690	705	2.5	0.125
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<ul style="list-style-type: none"> Estimation and modelling techniques 	<ul style="list-style-type: none"> Grade estimation using Ordinary Kriging (OK) was completed for Nicanda Hill. Vulcan Mining software was used to estimate graphitic carbon. Drill grid spacing ranges from 50m to 400m. Drill hole sample data was flagged using zone codes generated from three dimensional mineralisation zones and oxidation surfaces. Sample data was composited per element to a two metre downhole length using a best fit-method retaining up to 0.5m. There were consequently no residuals. Intervals with assays pending were excluded from the compositing routine. Sample intervals coded as NS (not sampled) in the assay file were assigned nominated background waste values to account for un sampled waste intervals captured within the mineralisation wireframes. Un sampled intervals captured within the mineralisation wireframes were assigned half the detection limit values. Variography was carried out for all elements on zone 100 as it is the most consistent zone and has the greatest sample support. Variography was carried out in the approximate plane of the orebody (grid north, dipping at 35 ° grid west). No plunge was identified. Nugget values were modelled using downhole variograms, and are low (all <0.25). Ranges for graphitic carbon are 350m (major), 125m (semi-major) and 10m (minor). This global Mineral Resource has been compared with the Maiden Mineral Resource by Optiro (October 2014). This estimate has used hard boundaries for individual mineralisation zones as opposed to the soft boundaries used by Optiro, which combined the sample data from the majority of the mineralisation zones for the estimation of the domains outside of the high grade Mutola domain. To account for the lower sample support using hard boundaries, the search ellipses have been extended beyond the variogram ranges. No assumptions have been made regarding by-products. No deleterious elements have been estimated. A single block model for Nicanda Hill was constructed using a 25mE by 50m N by 2.5m RL parent block size with sub-blocking to 2.5mE by 5mN by 0.125mRL for domain volume resolution. All estimation was completed at the parent block scale. Discretisation was set to 5 x 10 x 2 for all domains. The size of the search ellipse was primarily based on the Graphitic carbon variogram, and extended to allow for a lesser sample support from using hard boundaries for the individual mineralisation zones. Three search passes, with increasing search distances and decreasing minimum sample numbers, were employed. The first pass used distances of 200mE by 500mN by 40mRL with a maximum 30 samples and minimum 8 samples. In the second pass the ranges were doubled and the minimum number of samples changed to 6. In the third pass the ranges were 3 times those of the first pass and the minimum number of samples decreased to 2. This allowed estimation of zones defined by only one drill hole. Normally this practise would be avoided, but confidence in the geological and grade continuity and understanding of the project is high. Note that any mineralised zones defined by only one drill hole 																														

Criteria	Commentary
	<p>only occur in Inferred Resource category.</p> <ul style="list-style-type: none"> • No selective mining units were assumed in this estimate. • Variography and search ellipse parameters were based on the geological interpretation of tabular bodies dipping moderately to grid west. The extent of the search ellipse in the RL/minor direction was increased to 40m (pass 1) to account for minor fluctuations in the plane of mineralisation. No estimation was carried out above the base of alluvium (i.e. within the Overburden material). • Statistical analysis shows the populations at Nicanda Hill to have a low coefficient of variation and no outlier values that required top-cut valued to be applied to graphitic carbon and total carbon. • Validation of the block model included visual checks of block construction, volume check of mineralisation zones against resource wireframes (cut below base of alluvium). Validation of the estimate included visual checks against resource wireframes and drill holes, comparison of block grades with input composite data via statistics and swath plots (by easting, northing and RL). The estimate has honoured the raw data though shows evidence of some smoothing, which is to be expected from the kriging process. The quality of the estimation was validated by viewing the kriging efficiency. • Check estimates were completed using a larger block size (5 m RL compared to 2.5 m). Test modelling used the results from independent variogram modelling and shorter search ranges for the first two search passes using OK and IDS estimation. The results have validated the grade estimate as suitable for reporting, with differences in mean grade of and contained graphite of less than 1% for the alternative model. • Not all densities were measured correctly, and they are not fully representative of the oxide and transitional materials. The weathering boundary surfaces require further refinement. These two factors lead to some uncertainty in the volumes of mineralised materials in the various weathering states and hence model tonnages. • Further metallurgical testing is required to obtain fully representative data for all mineralisation material types. Mineral Resources are therefore reclassified as Indicated and Inferred. Classification can be reviewed when these deficiencies are corrected and the impacts ascertained. • Vanadium cannot be reported at this stage as no metallurgical testing has been conducted to demonstrate beneficiation of the vanadium is possible.
Moisture	<ul style="list-style-type: none"> • The tonnages are estimated using average dry rock density values per geological domain. • No moisture values could be reviewed as these have not been recorded.
Cut-off parameters	<ul style="list-style-type: none"> • A nominal modelling grade cut-off grade of 9.0% Graphitic Carbon was used to define the outer parameters of mineralised domains (wireframes). • Further work is recommended to optimise the modelling cut-off grade.
Mining factors or assumptions	<ul style="list-style-type: none"> • Mining of the Nicanda Hill deposit will be by surface mining methods involving standard truck and haul mining techniques. The geometry of the deposit will make it amenable to mining methods currently employed in many surface operations in similar deposits around the world. • Due to the nature of the mineralisation, an open cut scenario with low stripping ratios has been assumed.
Metallurgical factors or assumptions	<ul style="list-style-type: none"> • Petrographic studies indicate the in situ size of graphite flakes; which may not reflect the final size after crushing and flotation, such as typically used for flake graphite production. • Petrographic studies of material from the Mutola Zone, and the hanging wall and footwall zones indicated that: The graphite has a flaky shape and ranges from <0.05 mm to 0.7 mm length, although the majority of samples appear to have a maximum grain size of 0.3-0.4 mm. The graphite commonly occurs in two populations: i) at intergranular sites with respect to quartz, mica, sulphide and feldspar grains and ii) enclosed within mica or calc-silicates. Subsequent petrographic examination at another laboratory highlighted that 55-65%

Criteria	Commentary
	<p>of the graphite was smaller than 0.075 mm with the remainder in the range 0.075-0.15 mm.</p> <ul style="list-style-type: none"> Metallurgical testing of fresh and oxidised samples from geometallurgical domains 1 (Mutola Zone) and 3 (high-grade hanging wall zones) were tested by flotation. Nine drill core composites yielded concentrates with overall grades between 87.2% and 99.6% Total Carbon (TC) content, while recoveries ranged from 70.4% to 92.9%. Eight samples were tested for flake size distribution and purity during May 2016. This demonstrated that approximately 90% of the domain 1 and 3 graphite concentrate is smaller than 0.075 mm and most of the remainder is between 0.075 and 0.15 mm. The 0.075 to 0.15 mm fraction ranges from 95.4% to 98.5% TGC. The minus 0.075 mm fractions ranges from 85.6% to 96.7% TGC.
Environmental factors or assumptions	<ul style="list-style-type: none"> No environmental assumptions have been made. CSA Global assumes waste and process residue disposal options will not present a significant hurdle to exploitation of the deposit. Any disposal and potential environmental impacts would be correctly managed as required under the regulatory permitting conditions.
Bulk density	<ul style="list-style-type: none"> Density measurements were taken on drill samples from a variety of lithological types, using water displacement and weight in water methods. There is no evidence that samples were sealed prior to immersion. Core photographs show that weathered materials are generally friable, pitted and vuggy, and hence should be sealed prior to immersion. Water displacement measurements were considered inaccurate and excluded from analysis. Samples of the weathered materials were not fully representative. Detailed statistical analysis of the measurement results for the weight in water method was completed based on the weathering surfaces and mineralisation domain wireframes. Density values of 2.7 t/m³ for fresh mineralised material, 2.5 t/m³ for mineralised transitional material and 2.3 t/m³ for mineralised oxide material are considered reasonable for this deposit, based on the current weathering and mineralisation domain interpretations. In the waste blocks the following values have been applied: Overburden: 1.9 t/m³, Oxide: 2.4t/m³, and Fresh: 2.7 t/m³.
Classification	<ul style="list-style-type: none"> The Mineral Resource has been classified taking into account the level of geological understanding of the deposit, quality of samples, metallurgical results, density data and drill hole spacing. The Mineral Resource is classified and Indicated and Inferred. The Mineral Resource estimate has been classified in accordance with the JORC Code, 2012 Edition using a qualitative approach. All factors that have been considered have been adequately communicated in Section 1 and Section 3 of this Table. Overall the mineralisation trends are reasonably consistent over the drill sections. The Mineral Resource estimate appropriately reflects the view of the Competent Person.
Audits or reviews	<ul style="list-style-type: none"> CSA Global undertook an extensive internal peer review of the model, and is satisfied that the model reflects the drill data in a reasonable way.
Discussion of relative accuracy/confidence	<ul style="list-style-type: none"> The relative accuracy of the Mineral Resource estimate is reflected in the reporting of the Mineral Resource as per the guidelines of the 2012 JORC Code. The Mineral Resource statement relates to global estimates of in situ tonnes and grade. There has been no production from the deposit to date.

(Note: Cobra Plains Resource estimate was prepared by Optiro)

JORC Table 1 Cobra Plains - Section 1 Sampling Techniques and Data		
Criteria	JORC Code explanation	Commentary
Sampling techniques	<i>Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.</i>	The Cobra Plains deposit, part of the Balama North Project, was sampled using Reverse Circulation (RC) and diamond drill holes (DD) on a nominal 50 m x 500 m grid spacing. A total of 59 RC and 6 DD holes were drilled for 3,033 m and 1,066.14 m respectively. Holes were drilled -60 degrees towards grid east to optimally intersect the mineralised zones. All RC holes and 4 DD holes were drilled at Cobra Plains and 2 DD holes were drilled at Nicanda Hill (not part of this resource). Rock chip samples presented in Figure 4 were taken as 2.5kg grab samples on wide-spaced traverses over semi-continuous outcrop of graphite schist in the Black Hills and Charmers prospects. Samples included insitu and locally derived transported material.
	<i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used</i>	An initial wide spaced RC program on the Cobra Plains prospect was followed up by a second phase of infill RC and diamond drilling. Drillhole locations were picked up by a hand-held GPS (with nominal error of +/- 5 metres) and reported using the World Geodetic System (1984 Spheroid and Datum; Zone 37 South). Downhole surveys of DD holes were measured using a Reflex ACTII downhole survey tool. Downhole surveys of RC holes were not taken. RC samples were collected by riffle splitter. Diamond core was used to obtain high quality samples that were logged for lithological, structural, geotechnical, density and other attributes. Rock chips reported were collected from the surface on wide-spaced traverses, but dependent on the presence of suitable sample material. The nature of the sample was determined to be residual or transported for each sample location
	<i>Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information</i>	Diamond core is generally HQ3 size, with PQ from surface to 36m (max), sampled on geological intervals (0.33 m to 2.7 m) and cut into half core to give sample weights under 3 kg. Samples were crushed, dried and composited prior to pulverisation (total prep) to produce a sub sample for analysis of Graphitic Carbon, Total Sulphur, and Total Carbon by Leco Combustion Infrared Detection. Composite samples were made from a 300g split of the coarse crush material of two consecutive samples of half core intervals that do not exceed 1.3m in core length each to yield a maximum of a 2.7m core length sample. Reverse circulation drilling was used to obtain 1m samples collected in a large bag and passed through a 3-tier riffle splitter to generate 1/8th samples (approximately 3kg) contained in a labelled calico bag and the residual 7/8th is retained at the drill site in the large bag. Where wet samples were encountered, the 3kg sample was collected using the tube (spear) sampling technique. The 3kg RC samples were pulverised (total prep) to produce a sub sample for assaying as above. In addition, select (approximately 20%) of RC samples were submitted for multi-element analysis (55 elements) by sodium peroxide fusion with an ICP-AES finish. Rock chip samples reported were prepared pulverized (total prep) to produce a sub sample for assaying as described above. The Company has taken all care to ensure no material containing carbon is incorporated into the samples. All samples are individually labelled and accompanied by sample tickets, and documented in two separate catalogues.

Drilling techniques	<i>Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).</i>	RC drilling accounts for 93% of the current drilling at Cobra Plains using a reverse circulation drill rig, with a 5.5 inch size hammer. Hole depths range from 19 m to 139 m. Diamond drilling accounts for 7% of current drilling at Cobra Plains and comprises PQ to 32m, then HQ2 sized core. Pre-collar depths range from 3 m to 36 m and hole depths range from 145 m to 213 m. The core was orientated using an Ezi Mark II orientation tool with 72% of orientations rated as “good”.
Drill sample recovery	<i>Method of recording and assessing core and chip sample recoveries and results assessed</i>	The condition and a qualitative estimate of RC sample recovery was determined through visual inspection of the 1m sample bags and recorded at the time of sampling. A hard copy and digital copy of the sampling log is maintained for data verification. Seventy-six percent (76%) of RC samples have recovery percentages logged in the database, of which 72% of samples had 100% sample recovery. Diamond core loss was established through standard core length measurements and drill length measurements and recoveries are logged and recorded in the database. Overall recoveries are >98% and there are no core loss issues or significant sample recovery problems.
	<i>Measures taken to maximise sample recovery and ensure representative nature of the samples</i>	Diamond core is reconstructed into continuous runs on an angle iron cradle for orientation marking. Depths are checked against the depth given on the core blocks and rod counts are routinely carried out by the drillers. RC samples were visually checked for recovery, moisture and contamination. Water entrainment into the sample is minimized through the use of additional high pressure air supply down hole. Wet samples are recorded as these generally have reduced sample recovery.
	<i>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</i>	The bulk of the Cobra Plains resource is defined by RC drilling, which has moderate recoveries. The style of mineralisation and the consistency of the mineralised intervals are considered to preclude any issue of sample bias due to material loss or gain.
Logging	<i>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</i>	Geological logging at Cobra Plains was carried out on all diamond and RC holes for the full mineral assemblage that can be identified in hand specimen, in addition to texture, structure and estimates of graphite flake content and size. Geotechnical logging was carried out on all diamond drillholes for recovery, RQD and number of defects (per interval). Information on structure type, dip, dip direction, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. The mineralogy, textures and structures are recorded by the geologist into a digital data file at the drill site, which are regularly submitted to the Perth office for compilation and validation.
	<i>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</i>	Logging of diamond core and RC samples recorded lithology, mineralogy, mineralisation, structural (DDH only), weathering, colour and other features of the samples. Core was photographed in both dry and wet form. Photographs of rock chip sampling sites were not taken. Geological descriptions of the sample material are semi-quantitative for mineral assemblages and abundances.
	<i>The total length and percentage of the relevant intersections logged</i>	All drillholes were logged in full. Basic location, depositional regime and lithology was recorded for the rock chip samples.
Sub-sampling techniques and sample preparation	<i>If core, whether cut or sawn and whether quarter, half or all core taken.</i>	Diamond core was cut in half (HQ3) onsite using a brick saw. Half core samples generally 1 metre in core length were submitted to the lab. Each approximately 1m sample was crushed and a 300g split was taken. A composite sample representing an approximately 2m core length (length may vary due to geological contacts) was created by combining the crushed sample splits from two consecutive

		samples and pulverised for analysis. All samples are defined according to geological unit boundaries.
	<i>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</i>	RC samples were collected on the rig using a riffle splitter and tube (spear) sampling tool. The majority of samples (~70%) in mineralised zones were dry. Two metre composite samples were generated for drilled intersections with visible graphite (>0.5% graphite). The composite samples were produced by taking three spear sub samples from each 1 metre sample retained in the large sample bags (6 speared sub samples per 2m composite). The minimum composite sample size was 2.5kg.
	<i>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</i>	The sample preparation of diamond core follows industry best practice in sample preparation involving oven drying (105oC), coarse crushing of the core sample down to ~2 mm, split (500g) and pulverizing to a grind size of 85% passing 75 µm. The sample preparation for RC and rock chip samples is identical, without the coarse crush stage.
	<i>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</i>	Field QC procedures involve the use of certified reference material as assay standards, along with blanks, and duplicates. Certified standards were inserted at a rate of 1 in 25 (DD, RC and rock chip samples), duplicates were inserted at a rate of 1 in 10 (DD) 1 in 24 (RC) and 1 in 32 (rock chips), and blanks were inserted at a rate of 1 in 90 (RC), 1 in 80 (DD) and not submitted with the rock chip samples.
	<i>Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.</i>	Chip samples are selected to weigh less than 3kg to ensure total preparation at the pulverisation stage. Field duplicates were taken on 2m composites for RC, using a riffle splitter. Rock chip samples were generally 500g in weight and may not be representative of the geological units sampled.
	<i>Whether sample sizes are appropriate to the grain size of the material being sampled.</i>	The drill sample sizes are considered to be appropriate to correctly represent mineralisation at Cobra Plains based on: the style of mineralisation, the thickness and consistency of the intersections, the sampling methodology and percent value assay ranges for the primary elements. The rock chip sample size is considered appropriate for the purpose of providing indicative grades.
Quality of assay data and laboratory tests	<i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</i>	The analytical techniques used to analyse all samples for Graphitic Carbon, Total Sulphur, and Total Carbon was Leco Combustion Infrared Detection. In addition, selected drill samples were analysed for multi-element abundances using a fused disc digested in a four acid digest with ICP/OES or ICP/MS finish The acids used are hydrofluoric, nitric, perchloric and hydrochloric acids, suitable for silica based samples. The method approaches total dissolution of most minerals.
	<i>For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</i>	No geophysical tools were used to determine any element concentrations used in either resource estimate.

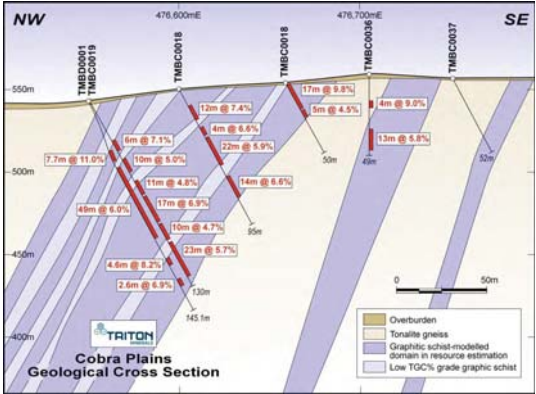
	<p><i>Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.</i></p>	<p>One certified reference material, analysed for Graphitic Carbon, Total Carbon and Total Sulphur, was inserted blindly. Six standards inserted with drill samples were outside three standard deviations for graphitic carbon and one was outside three standard deviations for total Sulphur indicating a problem in the sampling, a swap in the sample ordering at assaying, a problem with the calibration of the analytical machinery or a problem with the standard. Results also highlight a minor low bias during Phase 1 of drilling. All field blank samples returned values below the LOR for Graphitic Carbon, and above the LOR for Total Carbon and Total Sulphur. Both the RC and the diamond field duplicate datasets show strong correlation coefficients (0.92 for the diamond samples and 0.98 for RC samples), indicating good repeatability of grades between paired samples. The limited field duplicate and certified standards submitted with the rock chip samples were within two standard deviations of the expected values. Sample preparation checks for fineness were carried out by the laboratory as part of their internal procedures to ensure the grind size of 85% passing 75 µm was being attained. Laboratory QAQC involves the use of internal lab standards using certified reference material, blanks, and repeats as part of their in house procedures. Repeat analysis for samples reveals that precision of samples is within acceptable limits. A selection of the 1/8th riffle split samples will be submitted for umpire assays to SGS and an independent laboratory as independent checks of the assay results. Umpire laboratory campaigns using other laboratories is yet to be undertaken.</p>
<p>Verification of sampling and assaying</p>	<p><i>The verification of significant intersections by either independent or alternative company personnel.</i></p>	<p>Carl Young of Model Earth Geological Global Services, a consultant for Triton, has visually verified significant intersections in diamond core from Balama North. Optiro has not visually verified significant intersections in diamond core as part of the resource estimation process, but has checked core photos against the assay and geology logs for the diamond holes with provided core photos (TMBD0001: 0 m to EOH and TMBD0002: 0 m to 60 m). Core photos were not available for other diamond drillholes.</p>
	<p><i>The use of twinned holes.</i></p>	<p>Three RC holes were twinned with diamond holes to investigate sample bias related to the RC drill and sampling methods. The mineralisation zones within the holes show a reasonable correlation. Though the grade graphs suggest that the diamond holes are reporting higher graphitic carbon grades than the RC holes.</p>
	<p><i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i></p>	<p>Sample information is recorded at the time of sampling in electronic and hard copy form. Assay data is received from SGS in electronic form and compiled into the Company's digital database. Secured electronic print files have been provided to the Company for verification purposes.</p>
	<p><i>Discuss any adjustment to assay data.</i></p>	<p>No adjustments or calibrations were made to any assay data.</p> <p>A total of 72 drillhole intervals, of a variety of lithologies, from within the mineralisation wireframes have not been sampled. Assay values were assigned by Optiro to the missing drillhole intervals prior to resource estimation by reviewing assay statistics by lithology type.</p>

Location of data points	<i>Accuracy and quality of surveys used to locate drillholes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</i>	Collar locations for all holes and rock chip samples were surveyed by hand-held GPS (nominal error of 5 metres). Drill holes were oriented at the collar using sighting pegs installed with the use of a magnetic compass and GPS. The dip of all RC holes is recorded for the collar only and no downhole surveys were taken. The dip and azimuth of all DD holes is measured by Mitchell Drilling using a Reflex ACTII downhole survey tool. Downhole surveys used single shot readings during drilling at approximately every 25 to 30 m. Stated accuracy is +/-10. Nine downhole survey measurements have been coded by Triton as 'Priority 2'. These have been excluded from the resource estimate.
	<i>Specification of the grid system used.</i>	The grid system for Balama North Project area is World Geodetic System (1984 Spheroid and Datum; Zone 37 South).
	<i>Quality and adequacy of topographic control.</i>	Topographic surface for Balama North Area was generated by Triton using GPS pick-ups. Topographic control is poor due to the inaccuracy of elevations provided by the hand-held GPS.
Data spacing and distribution	<i>Data spacing for reporting of Exploration Results.</i>	The nominal drillhole spacing is 500 m (grid northing) by 50 m (grid easting) in the core of the deposit. Rock chip sample spacing was nominally 10 metres but dependent on availability of outcrop or subcrop.
	<i>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</i>	The mineralised domains have demonstrated sufficient continuity in geological and grade continuity to support the definition of Inferred Mineral Resources, and the classifications applied under the 2012 JORC Code.
	<i>Whether sample compositing has been applied.</i>	Samples have been composited to a maximum of two metres for both RC and DD samples with sample breaks corresponding to geological boundaries.
Orientation of data in relation to geological structure	<i>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</i>	The deposit is drilled towards the south east (mag) at angles varying from -550 and -600 to intersect the mineralised zones approximately orthogonal to the interpreted dip and strike of the geological boundaries. There is no known association between graphite abundance or quality and structure at this stage.
	<i>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</i>	No orientation based sampling bias has been identified in the data at this point.
Sample security	<i>The measures taken to ensure sample security.</i>	Chain of custody is managed by Triton. Samples were stored at a secure complex in Montepuez prior to shipping to SGS in South Africa. A chain of custody has been maintained for the shipment of the samples to South Africa.
Audits or reviews	<i>The results of any audits or reviews of sampling techniques and data.</i>	A QAQC review of the sampling data was carried out by Optiro as part of each resource estimate and the database is considered to be of sufficient quality to carry out resource estimation. No reviews or audits of sampling techniques have been undertaken by Optiro or any other external consultant.

JORC Table 1 Cobra Plains - Section 2 Reporting of Exploration Results

Criteria	JORC Code explanation	Commentary
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<p>Mineral tenement and land tenure status</p>	<p><i>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.</i></p>	<p>The Cobra Plains Prospect and the Nicanda Hill Prospect are located wholly within Exploration Licences EL5365 and EL5966 respectively within the Cabo Delgado Province of Mozambique. Both licences are held by Grafex Limitada (Grafex), a Mozambican registered company. Triton Minerals entered into a Joint Venture (JV) agreement in December 2012 with Grafex to earn up to an 80% interest in Grafex's portfolio of graphite projects. In late 2013 Triton increased their holding in the projects to 60% by taking a direct equity interest in Grafex. EL5365 is valid until 29/10/2017 and EL5966 is valid until 19/06/2018.</p>
	<p><i>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</i></p>	<p>All statutory approvals have been acquired to conduct exploration and Triton Minerals has established a good working relationship with local stakeholders</p>
<p>Exploration done by other parties</p>	<p><i>Acknowledgment and appraisal of exploration by other parties.</i></p>	<p>No previous systematic exploration has been undertaken at the Cobra Plains or the Nicanda Hill Prospects of the Balama North Project. Recently the Company has been made aware of an airborne electromagnetic survey that covers Licences 5966 and 5365. Efforts are underway to acquire this dataset from the previous licence holders. Small scale exploratory pits dug for ruby exploration were recently identified.</p>
<p>Geology</p>	<p><i>Deposit type, geological setting and style of mineralisation.</i></p>	<p>The Cobra Plains graphite deposit is hosted within Neoproterozoic rocks of the Xixano Complex in north-eastern Mozambique. The Xixano complex is composed dominantly of mafic to intermediate orthogneiss with intercalations of paragneiss, meta-arkose, quartzite, tremolite-rich marble and graphitic schist. Graphite mineralisation is hosted within fine grained graphitic schists underlain and overlain by felsic gneiss rock types. Mineralisation occurs as series of multiple stacked tabular northeast-southwest striking lodes moderately dipping to the northwest. Graphite mineralisation outcrops at surfaces and has been intersection at depths of up to 130 m below surface. Graphitic mineralisation is interpreted to be continuous between the Cobra Plains and the Nicanda Hill Prospects of the Balama North Deposit. Occurrences of vanadium mineralisation noted in the samples is thought to be associated with roscoelite schists.</p>
<p>Drill hole Information</p>	<p><i>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:</i></p> <ul style="list-style-type: none"> · easting and northing of the drill hole collar · elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar · dip and azimuth of the hole · down hole length and interception depth · hole length. 	<p>All relevant material has previously been reported on the ASX</p>
<p>Data aggregation methods</p>	<p><i>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.</i></p>	<p>No top-cuts have been applied.</p>

	<p>Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.</p>	<p>Significant intercepts reported were calculated as core-length weighted assay intercepts. Narrow intervals within the calculated intercepts for which no sample was taken due to the lack of graphite are assigned a value of 0% graphite carbon during the calculation of the weighted assay intercept values. A cut off value of 2% graphite carbon was applied in calculating the weighted assay intercepts.</p>
	<p>The assumptions used for any reporting of metal equivalent values should be clearly stated.</p>	<p>No metal equivalent values are used for reporting exploration results.</p>
<p>Relationship between mineralisation widths and intercept lengths</p>	<p>These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').</p>	<p>The Cobra Plains deposit is moderately northwest dipping. Drillholes are inclined between -550 and -600 to the southeast to intersect the mineralised zones approximately orthogonal to the interpreted dip and strike of the geological boundaries. Additional drillholes are required to establish the graphite grade strike and dip continuity to a higher confidence level at depth. The rock chip data is not appropriate for determining the width of graphite mineralised lodes.</p>
<p>Diagrams</p>	<p>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</p>	<p>Figure 39: Cross section along Line 1 of the Cobra Plains deposit, looking north</p>  <p>After Morgan, 2014a</p>
<p>Balanced reporting</p>	<p>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</p>	<p>All drill results for Cobra Plains deposit are reported. No further assays are outstanding.</p>
<p>Other substantive exploration data</p>	<p>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</p>	<p>Selected core samples were measured for their bulk density, which in the Cobra Plains deposit ranged from 2.04 g/cm³ to 3.42 g/cm³. Multi element assaying was conducted on selected RC chip samples. Geotechnical logging was carried out on all diamond drillholes for recovery, RQD and number of defects (per interval). Information on structure type, dip, dip direction, alpha angle, beta angle, texture, shape, roughness and fill material is stored in the structure table of the database. Surface trenching was conducted at Nicanda Hill and surface rock chip sampling was undertaken at Nicanda Hill and Cobra Plains, which indicates graphite mineralisation extends for more than 8 km along the Nicanda Hill and Cobra Plains Prospects. Rock chip samples submitted for petrographic analysis by SGS showed that 30% of graphite flakes were in the range of 0.5 mm to 1 mm in length. Regional scale mapping has been carried out in the area to identify outcrop of graphitic material. This mapping is</p>

		ongoing and will be reported with the surface sampling that has recently completed in some areas.
Further work	<p><i>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling). Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive</i></p>	<p>Further drill testing using reverse circulation and diamond drilling is planned at Balama North to determine the grade continuity and width of the identified graphitic units. Exploration activities are anticipated to resume after the end of the wet season in April 2014.</p>

JORC Table 1 Cobra Plains - Section 3 Estimation and Reporting of Mineral Resources		
Criteria	JORC Code explanation	Commentary
Database integrity	<p><i>Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes.</i></p>	<p>Excel spreadsheets are used for logging, spatial and sampling data at Balama North. Data transfer from the field to Perth office is electronic via e-mail. Drilling logging, spatial and sampling data is verified and validated in Perth during import into the Master Excel database. Sample numbers are unique and sampled bags are hand written in the field and accompanied by a sample ticket with the printed sample number.</p>
	<p><i>Data validation procedures used.</i></p>	<p>Manual data validation checks are run by Perth office.</p>
Site visits	<p><i>Comment on any site visits undertaken by the Competent Person and the outcome of those visits.</i></p>	<p>Optiro did not carry out a site visit to the Cobra Plains deposit.</p>
	<p><i>If no site visits have been undertaken indicate why this is the case.</i></p>	<p>Optiro was commissioned to undertake this Mineral Resource Estimate after drilling and field activities had been completed. Optiro recommends that a site visit be undertaken during the next phase of drilling as part of any future Mineral Resource updates.</p>
Geological interpretation	<p><i>Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit.</i></p>	<p>The confidence in the geological interpretation of Cobra Plains is considered good. The global geological setting is a series of gneissic intrusions within metasediments within a dominantly amphibolite facies metamorphic terrane. Graphite mineralisation occurs within fine grained schistose units as series of multiple stacked tabular northeast-southwest striking lodes. Graphitic mineralisation is interpreted to be continuous between the Cobra Plains and the Nicanda Hill Prospects.</p> <p>The Balama North deposit structural geology is only moderately well understood at this stage. Additional trenching, mapping and drilling are required to gain improved understanding.</p>

	<i>Nature of the data used and of any assumptions made.</i>	Assay data has been used to generate mineralisation wireframes based on a 2% Graphitic Carbon cut-off grade. Unsourced intervals of internal waste (gneiss) have been included within the mineralisation wireframes, where intrusive gneisses are too narrow to exclude. Rock type subdivisions applied in the interpretation process are based on geological logging. No petrography or litho geochemistry has been used to assist identification of the rock type subdivisions.
	<i>The effect, if any, of alternative interpretations on Mineral Resource estimation.</i>	The Cobra Plains deposit is generally tabular in geometry, with clear boundaries between graphitic schists and gneissic units.
	<i>The use of geology in guiding and controlling Mineral Resource estimation.</i>	Geological controls and relationships were not used to define sub-domains.
	<i>The factors affecting continuity both of grade and geology.</i>	Unsourced intervals of internal waste (gneiss) have been included within the mineralisation wireframes, where intrusive gneisses are too narrow to exclude. The review of grade vs lithology derived average assay values to be assigned to unsourced intervals to account for the presence of barren material (internal waste) within the mineralised domains.
Dimensions	<i>The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource</i>	The Balama North Deposit consists of an interpreted continuous graphitic schist package that extends more than 8km across the Cobra Plains and Nicanda Hill prospects. This Mineral Resource is confined to the Cobra Plains Prospect and covers an area of 5 km along strike, 400 m across strike and a projected depth of 150 m below surface.
Estimation and modelling techniques	<i>The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used.</i>	Grade estimation using Ordinary Kriging (OK) was completed for Cobra Plains. CAE Studio 3 software was used to estimate three elements; GC%, TC%, and TS%. Drill grid spacing ranges from 50 m to 500 m. Drillhole sample data was flagged using domain codes generated from three dimensional mineralisation domains and oxidation surfaces. Sample data was composited per element to a two metre downhole length using a best fit-method. There were consequently no residuals. Intervals with no assays were excluded from the compositing routine. The presence of outliers was determined using a combination of top-cut analysis tools (grade histograms, log probability plots, CVs and disintegration analysis). No outliers were evident and top-cuts were not applied. It was noted that unsourced intervals were present within the mineralisation domains. These intervals represent internal waste zones which were too narrow and not able to be wireframed separately. In order to account for the presence of internal waste units, these unsourced intervals were assigned assay values as described in Chapter 7 in the body of the report. Variography of the mineralised domains were modelled (for carbon and sulphur) using normal scores transformations. Variography has been carried out within the plane of the orebody (approximate strike of 045° and approximate dip of 50° to the northwest). The dip plane variogram fans were examined to identify the presence of a plunge component. Due to the small number of samples, variogram analysis was carried on the combined dataset and not on a domain basis. Nugget values are low to moderate (0.24). Variography models of graphitic carbon have been applied to total carbon. Variograms have been modelled with a range of 700 to 800 m in the major direction, this is likely to be attributed to data spacing, and possibly is not a true reflection of grade continuity. A high short range variance (first structure) in the major direction is possibly to be due to the presence of twin holes.

		Estimation searches for total carbon were set to the ranges of the graphitic carbon variogram for each domain.
	<i>The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data.</i>	This is a maiden Mineral Resource for the Cobra Plains deposit. No previous mining activity has taken place in this area.
	<i>The assumptions made regarding recovery of by-products.</i>	No assumptions have been made regarding by products.
	<i>Estimation of deleterious elements or other non-grade variables of economic significance (e.g. sulphur for acid mine drainage characterisation).</i>	The non grade element estimated is 5%. Sulphur is considered a deleterious element in some graphite deposits and may bear and impact on metallurgical processing.

	<i>In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed.</i>	<p>A single block model for Cobra Plains was constructed using an 10 mE by 100 mN by 10 mRL parent block size with subcelling to 2.5 mE by 10 mN by 2.5 mRL for domain volume resolution. All estimation was completed at the parent cell scale. Kriging neighbourhood analysis was carried out for Cobra Plains in order to optimise the block size used.</p> <p>Discretisation was set to 8 by 8 by 8 for all domains. The size of the search ellipse per domain was based on the variography. Three search passes, with increasing search distances and decreasing minimum sample numbers, were employed. The first pass used the ranges of the variogram and a minimum of 10 and maximum of 32 samples. In the second pass the search ranges were kept the same as the first pass and the minimum number of samples was decreased to 2. In the third pass the search ellipse was increased to double the ranges of the variogram, maintaining a minimum of 2 samples. Approximately 18% of blocks were not filled during the estimation process due to the sparseness of the dataset. Optiro ran a fourth estimation pass to assign mean grades to un-estimated blocks, i.e. those outside the range of the third pass, using average grades (per domain) of Search Pass 1 blocks. Domains without any blocks estimated in the first pass, were assigned average grades (per domain) of Search Pass 2 blocks.</p> <p>Hard boundaries were applied between all estimation domains.</p>
	<i>Any assumptions behind modelling of selective mining units.</i>	No selective mining units were assumed in this estimate.
	<i>Any assumptions about correlation between variables</i>	No assumptions were made about correlation between variables in this estimate.
	<i>Description of how the geological interpretation was used to control the resource estimates</i>	The comparison of lithology and mineralisation wireframes showed generally good correlation, but some zones were coded with gneissic material based on the dominant lithology observed in the interval. Geological modelling of the graphitic and biotite schist units produced models not dissimilar to the mineralisation wireframes.
	<i>Discussion of basis for using or not using grade cutting or capping.</i>	Statistical analysis showed the populations at Cobra Plains to have a low coefficient of variation and no outlier values that required top-cut values to be applied.
	<i>The process of validation, the checking process used, the comparison of model data to drillhole data, and use of reconciliation data if available.</i>	Validation of the block model carried out a volumetric comparison of the resource wireframes to the block model volumes. Validating the estimate compared block model grades to the input data using tables of values, and swath plots showing northing, easting and elevation comparisons. Visual validation of grade trends and distributions was carried out. No mining has taken place; therefore no reconciliation data is available.
Moisture	<i>Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content.</i>	The tonnages are estimated on a dry basis.
Cut-off parameters	<i>The basis of the adopted cut-off grade(s) or quality parameters applied</i>	A nominal grade cut-off of 2.0 % graphitic carbon was used to define the mineralised envelope

<p>Mining factors or assumptions</p>	<p><i>Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made.</i></p>	<p>Mining of the Cobra Plains deposit will be by surface mining methods involving standard truck and haul mining techniques. The geometry of the deposit will make it amenable to mining methods currently employed in many surface operations in similar deposits around the world. No assumptions on mining methodology have been made.</p>
<p>Metallurgical factors or assumptions</p>	<p><i>The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made.</i></p>	<p>Preliminary metallurgical testing has yet to be undertaken and no assumptions have been made on the metallurgical characteristics of the deposit.</p>
<p>Environmental factors or assumptions</p>	<p><i>Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfields project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been considered this should be reported with an explanation of the environmental assumptions made</i></p>	<p>No assumptions have been made and these will form part of a scoping study.</p>

<p>Bulk density</p>	<p><i>Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples.</i></p>	<p>Bulk density has been estimated from density measurements carried out on 128 core samples. Density measurements were derived using the weight in air – weight in water method on diamond drill core samples. Ten density measurements were flagged as ‘unreliable’ by Triton. Optiro excluded these samples and reviewed density statistics of the available density data by lithology code and further split by oxidation. Sample histograms indicated the presence of outliers in both the gneiss and the schist datasets. Outlier samples were removed from the datasets and the average density recalculated. A density value for overburden material was assumed. The density ranges used in this resource estimate are listed below:</p> <p style="text-align: center;">Gneiss - weathered 2.55 g/cm³ Gneiss - fresh 2.70 g/cm³ Undifferentiated Schist - weathered 2.49 g/cm³ Undifferentiated Schist – fresh 2.76 g/cm³ Overburden – 1.9 g/cm³</p>
	<p><i>The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc), moisture and differences between rock and alteration zones within the deposit,</i></p>	<p>The host geology comprises high grade metamorphic rocks that have undergone amphibolite to granulite facies deformation. Core photos indicate that the ground conditions are very good, with little loss of material due to vugs or discontinuities.</p>
	<p><i>Discuss assumptions for bulk density estimates used in the evaluation process of the different materials.</i></p>	<p>Density values were assigned using oxidation dtms and mineralisation wireframes. All material within mineralisation wireframes was assumed to be schist for the purpose of assigning density values.</p>
<p>Classification</p>	<p><i>The basis for the classification of the Mineral Resources into varying confidence categories</i></p>	<p>The Mineral Resource classification at Cobra Plains is based on confidence in the geological and grade continuity, along with 500 m by 50 m spaced drillhole density in the core of the deposit. Estimation parameters including Kriging efficiency and search passes have been utilised during the classification process.</p>
	<p><i>Whether appropriate account has been taken of all relevant factors (i.e. relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data).</i></p>	<p>The input data is not comprehensive in its coverage of the mineralisation. The definition of mineralised zones is based on a relatively good level of geological understanding to produce an initial model of mineralised domains. This model is not considered to favour or misrepresent in-situ mineralisation but does require further infill drilling to support the initial interpretation. Considering the sparse data, the validation of the block model shows a reasonable correlation of the input data to the estimated grades.</p>
	<p><i>Whether the result appropriately reflects the Competent Person’s view of the deposit.</i></p>	<p>The Mineral Resource estimate appropriately reflects the view of the Competent Persons.</p>
<p>Audits or reviews</p>	<p><i>The results of any audits or reviews of Mineral Resource estimates.</i></p>	<p>This is the maiden Cobra Plains Mineral Resource estimate.</p>
	<p><i>Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate</i></p>	<p>The relative accuracy of the Mineral Resource estimate is reflected in the reporting of the Mineral Resource as per the guidelines of the 2012 JORC Code.</p>

	<p><i>The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used</i></p>	<p>The statement relates to global estimates of tonnes and grade. The confidence intervals have been based on estimates at the parent block size.</p>
	<p><i>These statements of relative accuracy and confidence of the estimate should be compared with production data, where available</i></p>	<p>No production data is available</p>

Annexure B. Mozambique Solicitor's Report on Tenements



COUTO, GRAÇA & ASSOCIADOS

SOCIEDADE DE ADVOGADOS

To:
TRITON MINERALS LTD
Att: Paige Exley
Company Secretary
Att: Peter Canterbury
Managing Director

Maputo, 20 October 2016

RE: MOZAMBIQUE SOLICITOR'S REPORT ON TENEMENTS AND ON THE AFFAIRS OF GRAFEX,
LIMITADA

1. GENERAL BACKGROUND

1.1 Introduction

We CGA - COUTO, GRAÇA & ASSOCIADOS, are a law firm duly qualified to practice in Mozambique and have been engaged by TRITON MINERALS LIMITED (hereinafter referred to as "TRITON") to provide this legal report ("**Report**") relating to the affairs of GRAFEX, LIMITADA, a company duly incorporated and registered in the Republic of Mozambique (hereinafter referred to as "GRAFEX" or "Company").

1.2 Mozambican Law

We are qualified to advise **TRITON** on the laws of Mozambique and do not represent ourselves to be familiar with the laws of any jurisdiction other than that of Mozambique and therefore, we express no opinion in respect of any laws other than those of the Republic of Mozambique.

1.3 Assumptions and qualifications

In preparing this Report, we have made the following assumptions and qualifications:

- a. We have made such investigations, and have reviewed such matters of law, as we have considered relevant and necessary to the opinions expressed herein.
- b. With the understanding that any opinion may express or be deemed to express on future events or matters, ours is based solely upon the existing law in force on today's date and based upon the provided information described herein.
- c. Points of fact which are not mentioned in this Report are unknown to us and, therefore, are not subject of, and do not ground, this Report.
- d. This Report is given on the date referred hereto and we have no obligation to update this Report in case of any legal or regulatory change or of a different interpretation of the law, notwithstanding the fact that such changes or updates may affect the legal analysis contained herein.

- e. This Report does not waive the need for **TRITON** to consult the Mozambican competent authorities for the purposes of exercise of any specific activity in Mozambique and to follow the compliance rules.
- f. Any issues of interpretation or liability arising from this Report shall be governed by the Mozambican Law and will be subject to the exclusive jurisdiction of Mozambican Courts.

1.4 Scope of the Report

This Report shall cover the following legal aspects:

- a. confirmation that GRAFEX has been duly incorporated and validly exists under the laws of Mozambique;
- b. confirmation of the shareholders of GRAFEX;
- c. details of the authorized and issued capital of GRAFEX;
- d. confirmation that the issued capital of GRAFEX has been validly allotted and is fully paid and no moneys are owing in respect of that issued capital;
- e. a summary of the mining rights and titles in relation to GRAFEX and confirmation that GRAFEX owns/has title to its assets (including mining titles) and its assets (including mining titles) have good standing;

- f. a summary of the legal regime pertaining to mining rights and titles in Mozambique (including mega project law);
- g. details of any charges which affect GRAFEX and its mining titles; and
- h. confirmation that no event of insolvency has occurred in relation to GRAFEX.

2. DOCUMENTS AND LAWS EXAMINED

2.1 Documents Examined

For the purposes of providing this Report, we have reviewed such documents and conducted database research as we have considered necessary. The documents examined are as follows:

- a. Public Deed of quota transfer, entrance on new shareholders and amend of GRAFEX articles of association, dated as 13 November 2012;
- b. Public Deed of division, transfer of quotas entrance on new shareholder and amendment of GRAFEX articles of association, dated as 18 of September 2014;
- c. Public Deed of change of head office and amend of GRAFEX articles of association, dated as 29 of September 2015;
- d. Commercial certificate dated as 11 December 2012;
- e. Commercial certificate dated as 17 July 2014;



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- f. Commercial certificate dated as 06 October 2015;
- g. Governmental Gazettes with GRAFEX articles of association: i) Official Gazette nr. 17, Series III, 30 April 2012; ii) Official Gazette nr. 3, Series III, 10 January 2013; iii) Official Gazette nr. 87, Series III, 31 October 2013; iv) Official Gazette nr. 81, Series III, 8 October 2014; v) Official Gazette nr. 89, Series III, 6 November 2014; vi) Official Gazette nr. 19, Series III, 10 March 2015; vii) Official Gazette nr. 25, Series III, 30 March 2015; viii) Official Gazette nr. 31, Series III, 17 April 2015; and ix) Official Gazette nr. 83, Series III, 15 October 2015;
- h. GRAFEX tax number (NUIT);
- i. General Assembly Resolutions dated: i) as 15 July 2014; ii) as 18 February 2015; iii) as 29 June 2016; and iv) 29 June 2016;
- j. Director acceptance letter dated as 9 May 2016, from Garth Reginald Higgo to GRAFEX;
- k. Director acceptance letter dated as 20 February 2015, from Bradley Phillip Boyle to GRAFEX;
- l. Director acceptance letter dated as 20 February 2015, from Paige Jean Exley to GRAFEX;
- m. Director acceptance letter dated as 14 September 2016, from Patrick Nicolas Burke to GRAFEX;
- n. Director renunciation letter dated as 8 January 2016, from Bradley Boyle to GRAFEX;
- o. Director renunciation letter dated as 23 February 2015, from Cláudio Manuel Loureiro de Nogueira;
- p. Board of Director Resolution of GRAFEX dated as 21 September 2015;



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- q. Powers of attorney: i) dated as 18 February 2015 in favour of Bradley Phillip Boyle; ii) dated as 15 April 2015 in favour of CGA, namely Pedro Couto, Faizal Jusob, Eunice Ali, Thera Dai, Liliana Chacon and Samuel Tsovo; iii) dated as 18 March 2015 in favour of Michael John Brady and Alfred John Gillman; iv) dated as 18 August 2015 in favour of PacMoz, Limitada employees, namely Johanna Catherina Lloyd, Cecília Cláudia Matola and Nádio Eulálio dos Santos Malalane; v) dated as 18 August 2015 in favour of Gidião Daniel Saul Mbanze and vi) dated as 25 October 2013, in favour of Cláudio Manuel Loureiro de Nogueira;
- r. Registration of GRAFEX, TRITON UNITED LIMITED and GREGORY JAMES SHEFFIELD before the Central Bank of Mozambique;
- s. Registration of funds before the Central Bank of Mozambique with Nr. 002363.16;
- t. Letter of intent to vary terms to acquire a 90% equity interest in Grafex, Limitada, dated as 24 November 2015, from TRITON to Gregory James Sheffield;
- u. Share Purchase Agreement between Gregory James Sheffield and Cláudio Manuel Loureiro de Nogueira as vendors and Triton Minerals Limited as purchaser, dated as 6 November 2013;
- v. Deed of variation: Share Purchase Agreement between Triton Minerals and Gregory James Sheffield, dated as 24 July 2014;
- w. Deed of variation: Share Purchase Agreement between Triton Minerals and Gregory James Sheffield, dated as 18 February 2015;
- x. Shareholders Agreement between Triton, Gregory James Sheffield, Claudio Manuel Loureiro de Nogueira and Grafex Limitada dated 6 November 2013;

- y. Deed of variation: Shareholder Agreement between Triton Minerals, Gregory James Sheffield and Grafex, Limitada, dated as 24 July 2014;
- z. Deed of variation: Shareholder Agreement between Triton Minerals, Gregory James Sheffield and Grafex, Limitada, dated as 18 February 2015;
- aa. Strategic Alliance Agreement between Triton and GK Ancuabe Graphite Mine, SA dated 16 March 2015;
- bb. Deed of variation: Farmin and Joint Venture Agreement between Triton Minerals and Grafex, Limitada, dated as 6 November 2013;
- cc. Deed of variation: Farmin and Joint Venture Agreement between Triton Minerals and Grafex, Limitada, dated as 24 July 2014;
- dd. Deed of variation: Farmin and Joint Venture Agreement between Triton Minerals and Grafex, Limitada, dated as 18 February 2015;
- ee. Addendum to Grafex Graphite Project – Farmin and Joint Venture Agreement between Triton Gold Limited and Grafex, Limitada, dated as 1 February 2013;
- ff. Grafex Graphite Project – Farmin and Joint Venture Agreement between Triton Gold Limited and Grafex, Limitada, dated as 7 December 2012;
- gg. Service Agreement between Grafex, Limitada and NVR Consultoria e Serviços, Lda, dated as 17 October 2014;

- hh. Amend of the Service Agreement between Grafex, Limitada and NVR Consultoria e Serviços, Lda;
- ii. Lease Agreement between Grafex, Limitada and Santos Pinto Veloso, dated as 19 December 2015;
- jj. Service Agreement between Grafex, Limitada and ÁguaTerra, Lda, dated as 5 October 2016;
- kk. Shareholders Agreement between Triton, Gregory James Sheffield, Claudio Manuel Loureiro de Nogueira and Grafex, Limitada dated 6 November 2013;
- ll. Strategic Alliance Agreement between Triton and GK Ancuabe Graphite Mine, SA dated 16 March 2015;
- mm. Drilling Services Agreement between Grafex, Limitada and ÁguaTerra, Limitada dated 5 October 2016;
- nn. Mining Titles: i) Mining License 5304L; ii) Mining License 5305L; iii) Mining License 5336L; iv) Mining License 5365L; v) Mining License 5380L; vi) Mining License 5966L;
- oo. Annual Rent receipts; and
- pp. 2015 Annual Reports of Mining Titles: i) Mining License 5304L; ii) Mining License 5305L; iii) Mining License 5336L; iv) Mining License 5365L; v) Mining License 5380L; vi) Mining License 5966L.

2.2 Laws Examined

We have also reviewed the following pieces of legislation:

- a. The Commercial Code – Decree n.º 2/2005;
- b. The Civil Code – Decree-Law n.º 47 344;
- c. The Mining Law - Law n.º 20/2014;
- d. The Mining Law Regulation – Decree n.º 31/2015 ;
- e. Regulation for specific taxation and fiscal benefits for Mining activity – Decree n.º 28/2015;
- f. Taxes and specific rules inherent to Mining activity – Law n.º 28/2014;
- g. Regulation for specific taxation and fiscal benefits for Mining activity – Decree n.º 28/2015;
- h. Environmental Regulation for Mining activity – Decree n.º 26/2004;
- i. Tax System Law – Law n. 15/2002;
- j. Corporate Income Tax Code – Law n.º 34/2007;
- k. Individual Income Tax Code – Law n.º 33/2007;
- l. VAT Code – Law n.º 32/2007;
- m. Exchange Control Law – Law n.º 11/2009;
- n. Exchange Control Regulation – Decree n.º 83/2010;

- o. Public-Private Partnerships, Large Scale Projects and Business Concessions - Law n.º 15/2011;and
- p. Regulations to the Law on Public-Private Partnerships, Large Scale Projects and Business Concessions - Decree n.º 16/2012.

3. CORPORATE MATTERS

3.1 Incorporation

- 3.1.1 Grafex, Limitada was registered on 19 April 2012 with the Legal Entity Register Office under number 100286017.
- 3.1.2 The above information was obtained from the Official Gazette (*Boletim da República*) number 17, III serie, dated as 30 April 2012, where the Company's Articles of Association ("AoA") were published.
- 3.1.3 GRAFEX is a quota company, which is characterized, under the Commercial Code, article 283, as having a share capital divided in quotas and percentages of the share capital with specific identification of each shareholder and the shareholders are jointly responsible to pay the Company's share capital. The quotas cannot be incorporated into negotiable titles (as the share titles are) and the shareholders are only obliged to pay installments when it is required by the law or when the Company's articles of association establish that.
- 3.1.4 Based on the analyzed documents the Company is duly registered.

3.2 Registered Office

- 3.2.1 The Company's registered office, at the incorporation date, was Mukumbura Street, number 387, 1st floor, Maputo City.
- 3.2.2 By Public Deed, executed on the 29 September 2015 and the Official Gazette number 83, III serie, dated as 16 October 2015, the Company changed its registered office from Avenida 25 de Setembro, número 1.383, 6.º andar, Flat 613, Maputo, Moçambique to Dar-Es-Salaam Street, number 296, Bairro da Sommerchild, Maputo City, Mozambique, which is GRAFEX's actual registered office.
- 3.2.3 According to GRAFEX's AoA, by deliberation of the Board of Directors, the Company can change its registered office to any place within the national territory.
- 3.2.4 Based on our analysis, the Company's registered office registration is legally in order.

3.3 Scope and objects

- 3.3.1 In terms of the provision of Article Three of the AoA, published in the number 17, III serie, dated as 30 April 2012, the Company's main scope and objects are, inter alia, to carry on the prospection, research and exploration of mining of any viable mineral or gemstone and related objects.
- 3.3.2 By deliberation of its shareholders, the Company may invest in other companies.

3.4 Share Capital

- 3.4.1 The Company's actual subscribed and paid up share capital is 20.000,00MT (twenty thousand Meticaís) and it is divided in two unequal quotas: one held by TRITON UNITED LIMITED with the nominal value of 16.000,00MT (sixteen thousand Meticaís), representing 80% (eighty per cent) of the Company's share capital; and other held by Mr. GREGORY JAMES SHEFFIELD with the nominal value of 4.000,00MT (four thousand Meticaís), representing 20% (twenty per cent) of the Company's share capital.
- 3.4.2 According to the Commercial Code, the share capital amount shall be considered sufficient to develop the Company's activity and there are no minimum share capital requirements as standard amounts to incorporate a company. In terms of Article 292 of the Commercial Code, on the incorporation date, the shareholders shall pay into the Company's bank account, at least 50% (fifty per cent) of the share capital and the remaining amount can be paid up within 3 (three) years after the incorporation date.
- 3.4.3 In accordance with BICP (confirmation of registration of private capital issued by the Central Bank of Mozambique) N.º 002363.16 issued in favour of TRITON UNITED LIMITED, it is confirmed that the share capital of the Company has been paid in full.

3.5 Shareholders

- 3.5.1 Based on the Company's registration records at the Legal Entity Register Office and in the Official Gazette, the Company's shareholding structure has changed since the date of incorporation.



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- a. A summary of the changes to the Company's shareholding structure is as follows:
Incorporation: the share capital was 20.000,00MT (twenty thousand Meticaís) and it was divided in two quotas: one) Edson Tomás Sixpense held a quota with the nominal value of 18.000,00MT (eighteen thousand Meticaís), representing 90% (ninety per cent) of the Company's share capital; and other) Dércio Lionel Alexandre Chiziane held a quota with the nominal value of 2.000,00MT (two thousand Meticaís), representing 10% (ten per cent) of the Company's share capital;
- b. **First transfer:** the share capital was 20.000,00 MT (twenty thousand Meticaís) and it was divided in two quotas: one) Gregory James Sheffield held a quota with the nominal value of 10.000,00MT (ten thousand Meticaís), representing 50% (fifty per cent) of the Company's share capital; and other) Cláudio Manuel Loureiro de Nogueira held a quota with the nominal value of 10.000,00MT (ten thousand Meticaís), representing 50% (fifty per cent) of the Company's share capital;
- c. **Second transfer:** the share capital was 20.000,00MT (twenty thousand Meticaís) and it was divided in two quotas: one) Gregory James Sheffield held a quota with the nominal value of 10.000,00MT (ten thousand Meticaís), representing 50% (fifty per cent) of the Company's share capital; and other) Gregory James Sheffield held a quota with the nominal value of 10.000,00MT (ten thousand Meticaís), representing 50% (fifty per cent) of the Company's share capital.

As per our analysis, at this stage Gregory James Sheffield held two quotas. This does not give rise to any regulatory issues under the Mozambican Commercial Code or otherwise under Mozambican law; and

d. **Third transfer:** the share capital was 20.000,00MT (twenty thousand Meticaís) and it was divided in two quotas: one) TRITON UNITED LIMITED held a quota with the nominal value of 16.000,00MT (sixteen thousand Meticaís), representing 80% (eighty per cent) of the Company's share capital; and other) GREGORY JAMES SHEFFIELD held a quota with the nominal value of 4.000,00MT (four thousand Meticaís), representing 20% (twenty per cent) of the Company's share capital.

3.5.2 In relation to each of the transfers of quotas noted above, with the exception of the third transfer which was executed after 18 August 2014 (when the new Mining Law was approved), we confirm that each transfer was and remains valid, effectual and complied with all Mining Laws and Regulations. No government approval was or is required to be obtained in relation to any of the referred transfers, with the exception of the third transfer, which was executed after 18 August 2014 (when the new Mining Law was approved). The third transfer has occurred and has appeared in the registration records at the Legal Entity Register Office and in the Official Gazette, but we understand it has not yet received Mozambique Government approval for the purposes of the new Mining Law.

3.6 Directors

3.6.1 The Company's current Board of Directors, as confirmed by the Commercial Certificate, comprises: i) Patrick Nicolas Burke, as Chairman; ii) Gregory James Sheffield; and iii) Paige Jean Exley.

3.6.2 The above directors were appointed by deliberation dated 14 September 2016.

- 3.6.3 The AoA doesn't refer to the period of the director's mandate, although the Commercial Code article 321, number 2 establishes that the mandate is for a period of 4 (four) years and can be renewed for equal period.
- 3.6.4 Based on the above, we have reviewed the relevant documents relating to the director's appointments and we confirm the same are in order.

3.7 Powers of Attorney

- 3.7.1 The actual attorneys of the Company are: i) Bradley Phillip Boyle; ii) CGA Lawyers (Pedro Couto, Faizal Jusob, Eunice Ali, Thera Dai, Liliana Chacon and Samuel Tsovo); iii) Michael John Brady and Alfred John Gillman; iv) Gidião Daniel Saul Mbanze; v) Johanna Catherina Lloyd, Cecilia Claudia Matola and NádioEulálio dos Santos Malalane - is valid until their employment agreements with the company PacMoz, Limitada are valid, after that the mandated will be automatically revoked; vi) Cláudio Manuel Loureiro de Nogueira; and vii) Natércia Remane from NVR to represent GRAFEX in relation to Tax and Financial matters.
- 3.7.2 Under Article Eleven, number 3 of the AoA, the directors can appoint attorneys.
- 3.7.3 Up to the present time, the above listed attorneys of the Company may represent the Company for the specific acts that are specified in each power of attorney.
- 3.7.4 The powers of attorney issued in favour of Catherina Lloyd, Cecilia Claudia Matola and NádioEulálio dos Santos Malalane, Michael John Brady, Alfred John Gillman and Bradley Phillip Boyle are in the process of being revoked.

3.7.5 The powers of attorney that will remain valid for GRAFEX are:

- a. in favour of CGA: to represent GRAFEX before public and private entities, the Minister of Mineral Resources and other related entities, to sign any required letter, and to proceed with any required registrations and to obtain any licenses;
- b. in favour of Gidião Daniel Saul Mbanze: to represent GRAFEX before public and private entities, the Minister of Mineral Resources and other related entities, to sign any required letter, and to proceed with any required registrations and to obtain any licenses;
- c. in favour of Cláudio Manuel Loureiro de Nogueira: to represent GRAFEX before public institutions, public authorities and Mozambican courts; and
- d. in favour of Natércia Remane: to represent GRAFEX before the Mozambican Tax Authority.

3.7.6 As per our analysis, the above listed powers of attorney are valid and were correctly issued.

3.7.7 Note that a power of attorney may be revoked on the same terms that it was issued. The Company's representatives (Directors) must execute a document, in the same format in order to effect such revocation.

3.8 Binding of the Company

According to Article Eleven, number 4 of the AoA, the Company is bound by two signatures of the appointed and registered directors.

3.9 Register of Charges

We have analyzed an updated Commercial Certificate of GRAFEX and based on our review of this document, no charges or encumbrances have been created over the Company, its quotas or assets (whether by the Company's shareholders or otherwise).

3.10 General Assembly

3.10.1 According the AoA and the Commercial Code, the General Assembly shall meet ordinarily once a year to approve the Company's financial accounts and shall meet extraordinarily whenever it is required.

3.10.2 We have analyzed the General Assembly minutes both dated as 29 June 2015, which record that shareholders have approved the Company's 2014 and 2015 financial accounts.

3.10.3 We confirm that each of the abovementioned requirements relating to the approval of the Company's financial accounts for 2014 and 2015 have been met.

3.11 Board of Directors

As per the Commercial Code, Article 323, number 8, the Board of Directors can meet informally or whenever a meeting is convened by any director.

3.12 Insolvency

According to the registers and documentation we reviewed (please see section 2.1), we did not find any evidence of any ongoing insolvency proceedings in relation to Company and we confirm that the Company is solvent.

3.13 Agreements

In our opinion, each of the agreements, deeds and transfers referred to in section 2.1 of this Report are valid, enforceable and binding on each of the parties thereto.

4. FISCAL COMPLIANCE

4.1 General

4.1.1 Under the Tax System Law, article 16, all Mozambican companies shall be registered with the Finance Department, Tax Authority, where the Company has its head office, in order to obtain a taxpayer number (NUIT) following its incorporation. The purpose of the fiscal registration is to obtain the company's taxpayer number and after incorporation, the company shall request through an application form, the company's fiscal registration, and for this purpose the company shall appoint an accountant and/or an auditor who may represent the company in Mozambique for fiscal purposes.

4.1.2 The company should also, after obtaining the business license, apply for a license for the beginning of its activities (at this stage the company must have appointed an accountant in order for the company to be represented by them in Mozambique for fiscal purposes), where on the company shall furnish various details such as the expected number of employees, expected turn over, expected annual salary and the expected date of the beginning of its activities.

The application forms shall be filled in and presented to the Finance Department, together with a copy of the company's public deed of incorporation, the name of the company's accountant and their registration number.

4.1.3 As per our analysis we confirm that GRAFEX is registered before the Finance Department under taxpayer number (NUIT) 400356106.

4.2 Company Fiscal Obligations

The national direct and indirect taxes that GRAFEX shall comply with are comprised by the following taxes and rates:

4.2.1 Annual fiscal obligations

4.2.1.1 The Company must comply with each of the following annual fiscal obligations:

- a. Corporate (entity) Income Tax- IRPC (*Impostosobre o Rendimento das PessoasColectivas*), which is applied to the Company's annual profit at a rate of 32% (thirty two per cent);



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- b. Economic Activity Rate - the Company shall pay, annually the economic activity rate to the Municipality where the Company is located. The rate is fixed by the Municipality;
- c. Surface Tax - ISS (*Imposto Sobre Superfície*), which is paid annually and in accordance with the mining activity area; and
- d. Tax on the Mineral Resources Income - IRRM (*Impostos sobre a Renda de Recursos Mineiros*), this is an annual tax based on the Company's net cash flow (*fluxo de caixa líquido*). This tax is due when that cash flow gives rise to an internal return rate, before the IRPC, equal or superior to 18% (eighteen per cent), accumulated during the Company's fiscal year. The tax rate is 20% (twenty per cent). The payment is made in two installments, one in August and the second in November of each calendar year.

4.2.1.2 The Company must comply with each of the following monthly fiscal obligations:

- a. Individual Income Tax - IRPS (*Impostos sobre o Rendimento das Pessoas Singulares*), this tax is applied on an individual's income and the rate is between 10% (ten per cent) to 32% (thirty two per cent) depending on the income amount. This tax can be paid monthly or annually, depending on the income period. The Company has the obligation to withhold the tax from the employee's grossed up monthly remuneration and make the payment to the Mozambican Tax Authority;
- b. Value Added Tax - VAT (*Impostos sobre o Valor Acrescentado*), this tax is applied on the transfer of goods and rendering of services within the Mozambican territory, unless one of the parties is exempt on VAT and the rate is 17% (seventeen per cent). The Company shall deliver a

monthly periodical declaration of VAT to the Mozambican Tax Authority and make the payment by the last day of each calendar month;

- c. National Social Security - INSS are the social security contributions which are applied on an individual's monthly remuneration and rate is 7% (seven per cent), of which 4% (four per cent) is paid by the employer and 3% (three) by the employee. The Company has the obligation to withhold the contribution from the employee's monthly grossed up remuneration and make the payment to the National Security Institute; and
- d. Tax on the Mining Production - IPM (*Imposto de sobre a Produção Mineira*), this tax is applied to entities that develop mining activity. The tax value is applied based on the value of any extracted and treated mining product. The rates vary from 1.5% (one point five per cent) to 8% (eight per cent) depending on the mineral. In case of graphite, the rate is 3% (three per cent). This tax only is applied when mining production is initiated.

4.2.2 GRAFEX must obtain confirmation (a quittance certificate) from the Mining Authority, Fiscal Authority and Municipality where the asset is located if there is any additional fees or taxes that shall be paid by it (in addition to those outlined above).

4.3 Annual Return

4.3.1 In terms of article 7 number 1 of the Corporate Income Tax Code (IRPC), the Company shall comply with the annual returns requirement, which is to have annual returns submitted by the Company's accountant once a year, after the Company's fiscal year has ended.

- 4.3.2 The Company's fiscal year ends on 31 December (article twelve, number 1 of the AoA).
- 4.3.3 According to article 132, number 1 of the Commercial Code, the Company shall meet ordinarily during the three months after the end of the Company's fiscal year in order to deliberate on and approve the Company's accounts.
- 4.3.4 We have analyzed the General Assembly minutes in which it is recorded that shareholders have approved the Company's 2014 and 2015 financial accounts respectively. Both minutes are dated 29 June 2015.
- 4.3.5 We confirm that each of the abovementioned requirements relating to the approval of the Company's financial accounts by the General Assembly have been met.

5. MINING RIGHTS OF THE COMPANY

5.1 General

- 5.1.1 The rights for prospecting or mining for mineral resources are licensed under the Mining Law n.º 20/2014 of 18 August and under the Mining Regulation Law n.º 31/2015 of 31 December, which was recently approved.
- 5.1.2 Pursuant to article 4 of the Mining Regulation Law, the Minister of Mineral Resources and Energy has the power to grant, change, transfer, renew, suspend or cancel any mining license. Nevertheless, the responsible authority is obliged under the law to provide the grounds on

which the license is liable to be cancelled or suspended, and indicate a specific period during which a default may be cured.

- 5.1.3 All the mineral resources located on Mozambican soil, within the interior waters, in the territorial sea, or on the continental platform, are property of the State. Nevertheless, provided that certain legal requirements and conditions are met, the Government may grant private persons rights regarding mineral resources.
- 5.1.4 The holder of the mining rights is also obliged under the law to obtain the prior consent of all lawful occupiers before he can exercise his rights under the Mining Law and from such time, all previous existing rights over such land are considered cancelled.

5.2 Types of Mining Title

- 5.2.1 Under the Mining and Regulation Law, a prospective investor may be granted the following types of licences and concession contracts:
- a. **Exploration Licenses** (*Licença de Prospecção e Pesquisa*) - Exploration Licences govern any exploration and prospecting activities. Exploration Licences will be valid for:
 - i. two (2) years for mineral resources being supplied for the construction industry, renewable once for same period; or
 - ii. five (5) years for other mineral resources, including mineral water, and may be renewed once for an additional three (3) year period.



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- b. **Mining Concessions** (*Concessão Mineira*) - Mining Concessions provide the concessionaire (incorporated and registered under the Mozambique Laws) the right to extract, develop and process mineral resources which are discovered under an Exploration Licence. Mining Concessions will be valid for a period of 25 years and may be extended by another 25 years.
- c. **Mining Certificates** (*Certificado Mineiro*) - Mining Certificates govern small-scale mining operations. Mining Certificates are only granted to Mozambican nationals, in addition to Mozambican legal entities and will be valid for a period of 10 years and may be extended by another 10 years.
- d. **Mining Treatment Licenses** (*Tratamento Mineiro*) - In circumstances when the investor does not hold a valid Mining Concession, Mining Certificate or Mining Pass which authorises such activities, Mining Treatment Licences govern mining processes through which usable material and derivatives are recovered in valuable mining products by physical treatments. The treatment of radioactive minerals (e.g. uranium) will require further authorisations in accordance with legislation regarding atomic energy and radioactive materials.
- e. **Mining Processing Licenses** (*Processamento Mineiro*) - In circumstances when the investor does not hold a valid Mining Concession, Mining Certificate or Mining Pass which authorises such activities, Mining Processing Licenses govern those processes required to achieve ore concentrate by means of (among others) physical, chemical and metallurgical treatments. The processing of radioactive minerals (e.g. uranium) will require further authorisations in accordance with legislation regarding atomic energy and radioactive materials.
- f. **Mining Products Commercialization Licenses** (*Licença de Comercialização de Produtos Minerais*) - Mining Products Commercialization Licences govern the activity of the sale and purchase of

mineral products sourced from outside of Mozambique. We note that Mining Products Commercialization Licences may be awarded to Mozambican nationals in addition to legal entities.

g. **Mining Passes** (*Senha Mineira*) - Mining Passes govern "artisanal" mining operations generally being undertaken by individuals, and allow for the sale of mineral products arising from such small scale mining activities. We note that Mining Passes may be awarded to Mozambican nationals, in addition to legal entities.

5.2.2 Save for Mining Passes and Mining Products Commercialization Licences, only entities incorporated and registered in accordance with Mozambican law that are able to evidence their technical and financial capacity are eligible for any licence under the Mining Law. As noted above, Mining Passes and Mining Products Commercialization Licences may also be awarded to Mozambican nationals (i.e. natural persons).

5.2.3 All mining titles held by GRAFEX, are Exploration Licences (*Licença de Prospecção e Pesquisa*), which govern any exploration and prospecting activity.

5.3 Exploration Licenses

5.3.1 Exploration Licences are valid for:

a. 2 (two) years for mineral resources being supplied for the construction industry and are renewable once for the same period; and

b. 5 (five) years for other minerals resources, including mineral water, and may be renewed once for an additional 3 (three) year period.

5.3.2 In terms of the Mining Regulation, the Mining Title of Exploration Licenses shall have the following information on the title: i) license number; ii) name of the holder and of the mandate (or their representatives); iii) the mineral that will be explored; iv) validity; v) area (hectares) and location; vi) the topographic map of the area; and (vii) terms and conditions.

5.3.3 After the exploration period, GRAFEX can apply for a Mining Concession License (*Concessão Mineira*), which will provide the concessionaire (incorporated and registered under Mozambique Laws) the right to extract, develop and process mineral resources which are discovered under an Exploration Licence. Mining Concessions will be valid for a period of 25 (twenty five) years and may be extended by another 25 (twenty five) years.

5.4 Annual Rent / Surface Tax

5.4.1 The annual rent on a prospecting license, which is the Surface Tax – ISS (*impostosobresuperficie*), shall be paid annually and in accordance with the mining activity area (article 16 of the Taxes and specific rules inherent to Mining activity Law).

5.4.2 The Surface Tax, on the prospecting license, is charged as follows (article 20 of the Taxes and specific rules inherent to Mining activity Law):

a. At 1st and 2nd year the tax is 17,50 MT/ha;

b. At 3rd year the tax is 43,75 MT/ha;

- c. At 4th and 5th year the tax is 91,00 MT/ha;
- d. At 6th year the tax is 105,00 MT/ha; and
- e. At 7th year the tax is 210,00 MT/ha.

5.4.3 GRAFEX has confirmed with the provision of records part of the payment of the Surface Tax applicable to the Company's Exploration Licenses, as set out in the following table. Other records remain outstanding, although GRAFEX has submitted a letter requesting confirmation from the Ministry of Mineral Resources and Energy that the applicable Surface Tax payments are up to date.

We confirm that all payments of Surface Tax applicable to the Company's Exploration Licenses (as set out in the following table) have been paid.



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Surface Tax – Table

License / Year	2012 – 2013	2013 – 2014	2014 – 2015	2015 – 2016	2016 – 2017	2017 – 2018	Total
	Surface Tax	Surface Tax	Surface Tax	Surface Tax	Surface Tax	Surface Tax	Surface Tax
5304L			417.508,12 MT	596.440,16 MT + 397.626,78 MT	2.067.659,23 MT		3.479.234,29 MT
5305L			360.358,60 MT	1.873.864,72 MT	1.873.864,72 MT		4.108.088,04 MT
5336L			165.122,13 MT		858.635,05 MT		1.023.757,18 MT
5365L	46.228,5 5 MT	323.599,85 MT	808.999,63 MT	1.682.719,27 MT	1.682.719,22 MT		4.544.266,52 MT
5380L	48.566,7 8 MT	50.995,10 MT	121.416,94 MT + 728.501,62 MT	1.767.830,61 MT + 339.967,43 MT	1.767.830,61 MT		4.825.109,09 MT
5966L			248.357,38 MT	620.893,44 MT			869.25,82 MT

5.5 Minimum Expenditure

- 5.5.1 As per article 30, n.º 4, paragraph d) of the Mining Law Regulation, it is established that the application for prospecting licenses shall also contain the work program including an environmental management program and the respective budget.
- 5.5.2 Under Article 41, paragraph d) of the Mining Law, the prospecting license holder shall submit, annually, to the Government, a report with the information of the investments and operations executed under a prospecting license.
- 5.5.3 Mining Law Regulation, article 40 provides that the Mining holder shall submit to the Ministry of Mineral Resources and Energy the activity report of the activities executed on in the previous year, and among other things the report shall contain a list of the expenditures of the prospection and search (annex 11 of the Mining Regulation Law). Each license holder has an obligation to lodge annual reports of its activity.
- 5.5.4 As per the analysis of the information provided, we confirm that no default notice has been issued and the reports of activity of 2015 of the exploration licenses 5304L, 5305L, 5336L, 5365L, 5380L and 5380L were submitted to the Ministry of Mineral Resources and Energy.

5.6 Mining Titles

- 5.6.1 Our search at Minister of Mineral Resources confirmed the status of the Mining Titles validly held by the Company to be as follows:
- a. Exploration License 5304L was granted to GRAFEX on 13 February 2013 to prospect graphite in Balama, Cabo Delgado Province. It covers an area of 22.721,53 hectares. The license shall expire on 13 February 2018. Its status is active.
 - b. Exploration License 5305L was granted to GRAFEX on 30 May 2013 to prospect graphite and rare earths in Ancuabe, Cabo Delgado Province. It covers an area of 20.591,92 hectares. The license shall expire on 30 May 2018. Its status is active.
 - c. Exploration License 5336L was granted to GRAFEX on 30 May 2013 to prospect graphite in Ancuabe, Cabo Delgado Province. It covers an area of 9.435,55 hectares. The license shall expire on 30 May 2018. Its status is active.
 - d. Exploration License 5365L was granted to GRAFEX on 29 October 2012 to prospect graphite in Balama, Montepuez, Cabo Delgado Province. It covers an area of 18.491,42 hectares. The license shall expire on 29 October 2017. Its status is active.
 - e. Exploration License 5380L was granted to GRAFEX on 8 November 2012 to prospect graphite in Ancuabe, Cabo Delgado Province. It covers an area of 19.426,71 hectares. The license shall expire on 08 November 2017. Its status is active.



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- f. Exploration License 5966L was granted to GRAFEX on 19 June 2013 to prospect graphite in Montepuez, Cabo Delgado Province. It covers an area of 14.191,85 hectares. The license shall expire on 19 June 2017. Its status is active.

Mining Titles - Table

A table summarizing the status and key details of each of the Mining Titles held by the Company is set out below.

Exploration License	Registered Owner	Status	Area (in hectares)	Location	Mineral covered	Issue date	Expiry date
5304L	Grafex, Limitada	Active	22.721,53	Balama, Cabo Delgado Province	Graphite	13.02.2013	13.02.2018
5305L	Grafex, Limitada	Active	20.591,92	Ancuabe, Cabo Delgado Province	Graphite, Rare Earths	30.05.2013	30.05.2018
5336L	Grafex, Limitada	Active	9.435,55	Ancuabe, Cabo Delgado Province	Graphite	30.05.2013	30.05.2018
5365L	Grafex, Limitada	Active	18.491,42	Balama, Montepuez, Cabo Delgado Province	Graphite	29.10.2012	29.10.2017
5380L	Grafex, Limitada	Active	19.426,71	Ancuabe, Cabo Delgado Province	Graphite	08.11.2012	08.11.2017
5966L	Grafex, Limitada	Active	14.191,85	Montepuez, Cabo Delgado Province	Graphite	19.06.2013	19.06.2018

5.7 Direct and indirect transfer

- 5.7.1 The transfer of rights and obligations granted under the Mining Titles to a group company or third parties must be done in accordance to the Mozambican Law and is subject to approval from the Government. These requirements regulate the direct and indirect transfers of interests, mining titles and/or mining rights, including transfer of shares, quotas or other forms of interest.
- 5.7.2 The transfer interests, mining titles and/or mining rights, including transfer of shares, quotas or other forms of interest, executed without approval from the Government, will not be effective under the Mozambican law.

5.8 Applications

The Company has made applications with the Ministry of Mineral Resources to be granted prospecting license 5934L and exploration license 6357L (together, the “**Applications**”). We have reviewed the following documentation in relation to the Applications:

- a. an application letter and annexure dated 4 May 2016 from GRAFEX to the Ministry of Mineral Resources for prospecting license 5934L and exploration license 6357L which, among other things, relates to: i) clarification matters concerning the metals intended to explore (graphite, Lithium gold, basic metals); ii) clarification matters regarding the geological study area of the proposed licenses;

- b. a letter dated 8 April 2016 from the Ministry of Mineral Resources to GRAFEX in reply to the application and annexure referred to in paragraph 5.9(a) requesting the presentation of a detailed exploitation program by the Company; and
- c. a detailed work program concerning prospecting license 5934L and exploration license 6357L prepared by GRAFEX.

5.9 Confirmation

- 5.9.1 We confirm that we have reviewed each of the Mining Titles held by the Company (as set out in the table in section 5.6 of this Report) and confirm that:
- a. each of them are validly held by the Company;
 - b. each of them are valid and are in good standing and have not been cancelled, suspended or expired (and there is no current or pending threat of such) and all necessary documents and filings required to be made in relation to each of the Mining Titles have been made;
 - c. each of them have been validly granted under the Mining Law and Regulation;
 - d. each of them are transferable by virtue of Mining Law and Mining Law Regulation;
 - e. the Company as holder of each Mining Title, enjoys exclusive rights to undertake the mining activity under the type of mining license;

- f. to the best of our knowledge there is no actual or pending dispute or default on any of the Mining Titles where such default could result in the cancellation, suspension or expiration of any of them;
- g. that there are no disputes that we are aware of relating to the Mining Titles with any governmental or regional authority or any unrelated third party;
- h. there are no provisions under the Mozambican law or regulation in relation to the applications which would permit the Mining Titles to be forfeited or withdrawn; and
- i. none of the Mining Titles are due for renewal during 2016.

5.9.2 We confirm that we have reviewed documentation relating to each of the Applications held by the Company (as set out in section 5.8 of this Report) and confirm that:

- a. GRAFEX is the sole legal and beneficial applicant for the Applications;
- b. the Applications have been made in compliance with all applicable laws and regulations and we are not aware of any reasons why the Applications will not be granted;
- c. to the best of our knowledge there is no actual or pending dispute or default on any of the Applications where such default could result in the cancellation, suspension or expiration of any of them;
- d. that there are no disputes that we are aware of relating to the Applications with any governmental or regional authority or any unrelated third party; and

e. that there are no provisions under the Mozambican law or regulation in relation to the Applications which would permit the applications to be forfeited or withdrawn.

5.9.3 Please note that, under the Article 26 of the Mining Law Regulation, the Ministry of Mineral Resources and Energy shall publish on the Official Gazette the creation, modification, transfer and termination of any mining titles, within 30 (thirty) days after it occurs. Only 30 (thirty) days after the publication, without any claim against the mining title, can the Ministry of Mineral Resources and Energy issue the mining title in favour of the applicant.

5.10 Environmental Aspects

5.10.1 Pursuant to environmental legislation prior to commencement of mineral operations, the holders of mining licenses are required to prepare and lodge security, health and safety plans to the Ministry of Mineral Resources and Energy and to the Ministry of Labour, including risk assessment, potential sources of fire explosion, use and maintenance of equipment, working conditions and measures to mitigate and prevent risks, accidents and occupational diseases.

5.10.2 Under the Mining Law, the mining activities must be exercised in accordance with the laws and regulations in force for the use and benefit of the mineral resources, as well as the rules of the protection and preservation of the environment including social, economic and cultural aspects.

5.10.3 License holders shall also conform with good mining practices in order to assure the preservation of the biodiversity, minimizing the waste and loss of mineral resources and to protect against any adverse effects on the environment.

5.10.4 For the Exploration License the Mining Law does not require an environmental license, however to obtain the Mining Concession License it is mandatory to present an environmental license.

6. LITIGATION

We are not aware of any litigation, pending or actual, involving the Company in Mozambique. The information available to us does not suggest the existence of any litigation or dispute involving the Mining Titles held by the Company (as set out in the table in section 5.6 of this Report) or involving the Applications.

7. MEGA PROJECT LAW

7.1 The Mega Projects Law establishes the guiding rules for the process of contracting, implementing and monitoring undertakings of Public-Private Partnerships (hereinafter referred to as “PPP”), Large-Scale Projects (hereinafter referred to as “LSP”) and Business Concessions (hereinafter referred to as “BC”).

7.2 According to the definitions provided above, a **PPP** is an undertaking in a public domain area or in the provision of public services, except for the sectors of mineral and petroleum resources, in which, under a contract and with full or partial funding of a private partner, he gets obliged, before the public partner, to accomplish the necessary investment and to operate the respective activity for the efficient provision of services or goods to users which should be guaranteed by the State.

7.3 A **LSP** corresponds to the undertaking of an investment, authorized or contracted by the Government, the value of which, with reference to the date of 1 January 2009, exceeds the amount of MT 12.500.000.000,00.

7.4 A **BC** corresponds to an undertaking with the object of prospecting, exploration, extraction and/or use of natural resources or other resources or national property assets, carried out under the terms of the respective contract or other means of creating a title to the rights granted by the Government, under the scope of that undertaking.

7.5 BC overview

7.5.1 With reference to BC undertakings, they have as their main purpose to develop, in Mozambique, national capacity for the efficient operation and use of natural and labor resources and other national property assets, with a view towards the provision of goods or services to meet internal or external market needs and enabling the generation or saving of financial and foreign exchange resources for Mozambique.

7.5.2 The contracting of **BC** undertakings is subject to compliance with the rules and contracting modalities provided in the sector-specific legislation as well as the general principles applicable to public contracts.

The contracting of a **BC** undertaking, which includes LSPs involving concession of the use of natural resources, takes one of the following contractual modalities: i) concession contract under one of the following sub-modalities of concession: Build, Operate and Transfer (BOT); Design

Build, Operate and Transfer (DBOT); Build, Own and Operate (BOO); Design, Build, Own and Operate (DBOO); Rehabilitate, Operate and Transfer (ROT); or Rehabilitate, Operate and Own (ROO); ii) assignment of operation contract, in the modality of assignment of operation of rights and obligations which are the object of the contract; iii) management contract of the undertaking, infra-structure and property assets of the State or other public entity; and iv) any other form of title of rights granted by the Government for prospecting, exploration and extraction or use of natural resources or other national property assets.

- 7.5.3 Similar to the PPP, the main BC contract concluded is also subject to the prior review and administrative ruling (“**Visto**”) by the Administrative Court and to publication of the principal contract terms in the Mozambican Official Gazette.
- 7.5.4 Considering the description of a PPP, a LSP or a BC, the project of GRAFEX falls within the scope of a BC.
- 7.5.5 Each PPP, LSP and BC undertaking is eligible to enjoy the guarantees and incentives applicable to investments carried out in Mozambique. Tax or other incentives of financial nature, granted under the terms of the applicable legislation, are subject to registration by the entity in charge of financial oversight and reported in the State General Account of the corresponding fiscal year.
- 7.5.6 The benefits applicable, taking into account the particularities of each PPP, LSP and BC undertaking, include financial and socio-economic benefits.
- 7.5.7 The sharing, with equity, of financial and socio-economic benefits is conducted by assessment and establishment, in the relevant contract, of their dimension and distribution between the contracting parties, taking into due consideration the protection of the rights inherent to the

funders, the State, the national economy and Mozambican society, in particular: i) the quantity and quality of the resources made available by each party and the respective opportunity cost; ii) the degree of responsibility of each party in enabling and implementing the various phases of the undertaking; iii) the degree of risk, objectively assessable, incurred by each party, associated with the guarantee of returns and profitability of the resources invested; iv) the protection of the Country's economic competitiveness and of a business environment favourable to attract national and foreign investment; and v) the need to preserve benefits for current and future generations.

- 7.5.8 The financial benefits for the Country from each PPP, LSP and BC undertaking shall be expressly referred to in the contract to be concluded between the contracting party and the contracted party, namely:
- a. the participation reserved for sale, via the stock market in favour of the economic inclusion on commercial market terms, preferably of Mozambican natural persons, in the share capital of the undertaking or in the joint venture equity, whether or not foreign investment is involved;
 - b. the opportunity for Mozambican public or private corporate persons to participate in the share capital of the undertaking or the equity of the joint venture, under terms to be negotiated and agreed by the parties, without prejudice to the below provisions;
 - c. the generation of positive exchange effects on the balance of payments, whether by means of generation of exchange resources or savings for the Country;
 - d. the generation of tax revenues and positive contribution to the public treasury;
 - e. the generation and distribution of profits or dividends, under the terms resolved by the corporate bodies of the undertaking's company; and

f. the equitable sharing of the extraordinary direct benefits, protecting the Country's economic competitiveness and under the contractually agreed terms.

7.5.9 The PPP, LSP and BC undertaking concession contract shall also contain clauses expressly specifying the socio-economic benefits to be provided by each undertaking, at its own expense, for the national economy and Mozambican society, namely, the benefits related to:

7.5.9.1 creation, rehabilitation or expansion of infrastructure for production or provision of services, in connection or associated with the undertaking;

7.5.9.2 Offer of work posts and professional training programs for Mozambican employees; programs and actions of technical-professional training and transfer of technology and know-how to the Country;

7.5.9.3 increase and maintenance of the production and export capacity and of the capacity to supply internal market needs; contribution to the development of Mozambican small and medium enterprises, via business and technological linkages between the undertaking and such enterprises; and carrying out programs of activities or social responsibility projects, development and social sustainability projects with the local communities, for the account of the undertaking.

7.5.10 Additionally, articles 64 and 65 of the Regulations on the PPP Law should be mentioned, which may impact the ownership of the company undertaking such project.

7.5.11 The economical inclusion in each PPP, LSP and BC shall be guaranteed by way of shareholding of 5% (five per cent) to 20% (twenty per cent) of the share capital of the undertaking entity that must be reserved for alienation through the stock market, preferentially to Mozambican

individuals. The nominal value of each share must be in such an amount that is considered accessible to the majority of the Mozambican population with limited financial resources.

7.5.12 This alienation must be carried out on stages and, the latest, until the fifth year as of the date of beginning of exploration of the undertaking.

7.5.13 As per public or private entities, the opportunity for their participation may occur at any stage of the undertaking and in the terms of the negotiation between the parties.

8. EXCHANGE CONTROL MATTERS

8.1 Equity

8.1.1 GRAFEX, TRITON UNITED LIMITED and GREGORY JAMES SHEFFIELD have each registered with the Central Bank of Mozambique, the mining exploration project with the reference number of 001612/15.

8.1.2 We have also analyzed a *Boletim de Importação de Capitais Privados* (proof of registration of funds with the Central Bank of Mozambique) in favour of TRITON UNITED LIMITED, which provides that funds in an amount of \$4,075,000 (four million, seventy five North American Dollars) are held by GRAFEX.

8.1.3 Please note that, that there is no confirmation of funds registration with Central Bank of Mozambique in favour of Mr. GREGORY JAMES SHEFFIELD, which means that Mr.

GREGORY JAMES SHEFFIELD didn't invest any funds of GRAFEX under the Exchange Control Law and Regulation.

- 8.1.4 The Exchange Control Law and its Exchange Control Law Regulation states that all acts, contracts, transactions and relationships that occur between a Mozambican resident entity and a non-resident entity that results and/or may result in payments or receipts to or from abroad are considered to be exchange control transactions.
- 8.1.5 Any initial investment, meaning the initial share capital to incorporate the company, shall obtain prior approval of the Central Bank of Mozambique, however as soon as a company is duly incorporated, the company and the shareholders (investors) can be registered with the Central Bank, which will provide a reference number for the relevant project to be developed, the company and each foreign shareholder (investor).
- 8.1.6 After the registration of the company and foreign shareholders (investors), all the remitted funds shall be registered with the Central Bank within 90 days after entrance into the Mozambican territory.
- 8.1.7 The registration of funds with the Central Bank will guarantee the future repatriation of the invested capital and profits (repatriation of profits only can be done after tax payment).
- 8.1.8 According to the *Boletim de Importação de Capitais Privados* (proof of registration of funds with the Central Bank of Mozambique) in favour of TRITON UNITED LIMITED, which provides that funds in an amount of \$4,075,000 (four million, seventy five North American Dollars) are held by GRAFEX, and assuming that there are no additional funds provided by any of GRAFEX's shareholders, the Company has complied with the Exchange Control Law and the

Exchange Control Law Regulation and each of the requirements for fund registrations to be made with the Central Bank of Mozambique.

8.2 Shareholder loans

- 8.2.1 Based on the analyzed documents, we confirm that GRAFEX does not have any shareholder loans in place.
- 8.2.2 Under the Exchange Control Law and Exchange Control Law Regulation, Article 72 of the Regulation, prior to granting a shareholder loan, the shareholders shall obtain prior approval from the Central Bank of Mozambique who will consider two specific matters in deciding whether to grant its approval : 1) the exchange rate, in respect of which the Central Bank of Mozambique's preference is zero; and 2) the capacity of the local company to generate foreign currency to repay the loan.
- 8.2.3 After the shareholder loan is approved, Central Bank will provide a reference number and all the funds disbursed under that shareholder loan shall be registered with Central Bank of Mozambique within 90 days after its entrance in the Mozambican territory, under the jurisdiction of the Exchange Control Rules and subject to penalties thereunder.
- 8.2.4 The funds registration will guarantee the future repatriation of imported funds under certain conditions.
- 8.2.5 We confirm that no shareholder loans have been approved by the Central Bank of Mozambique in favour of GRAFEX.

8.3 External Loans

- 8.3.1 Based on our investigations, we confirm that GRAFEX does not have any loans from a foreign financial entity.
- 8.3.2 As per the Exchange Control Law and Regulation, Article 5, number 5 of the Exchange Control Law and Article 5, number 1 and Article 83 of the Exchange Control Law Regulation, loans provided by foreign entities to a Mozambican resident entity, its terms and conditions, are subject to prior approval from the Central Bank of Mozambique which provides a specific reference for such loan, lender and borrower which must be used for all operations under such loan.
- 8.3.3 All the funds disbursed under the approved loan shall be registered with Central Bank of Mozambique within 90 days after its entrance in the Mozambican territory, under the jurisdiction of the Exchange Control Rules and subject to penalties thereunder.
- 8.3.4 The funds registration will guarantee the future repatriation of imported funds under certain conditions.
- 8.3.5 We confirm that no external loan loans have been approved by the Central Bank of Mozambique in favour of GRAFEX.

9. Conclusion

9.1 This Report is given based on the examined documents and relevant legislation and for the purposes requested.

9.2 This Report is limited up to the date herein above appearing and no obligation or undertaking is offered in respect of any changes of laws, regulations and rules which may come to our knowledge after the date of this Report.

Kind regards,

Eunice Ali

Thera Tobias Dai

Faizal Jusob

Message transmitted electronically

Annexure C. Investigating Accountant's Report



TRITON MINERALS LIMITED
Investigating Accountant's Report

21 October 2016

21 October 2016

The Directors
Triton Minerals Limited
Ground Floor, Unit 1
256 Stirling Highway
Claremont WA 6010

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) has been engaged by Triton Minerals Limited (**'Triton'** or **'the Company'**) to prepare this Investigating Accountant's Report (**'Report'**) in relation to historical financial information and pro forma historical financial information of Triton, for inclusion in a prospectus (**'Prospectus'**).

The Prospectus is being prepared as Triton is undertaking a re-capitalisation of the Company. Broadly, the Prospectus will offer up to 131,560,567 Shares at an issue price of \$0.06 per share to raise up to \$7,893,634 before costs (**'the Share Offer'**) and offer of options to Shandong Tianye (Minjar's nominee) and Somers & Partners Pty Ltd (or its nominees) (**'the Options Offer'**). The Share Offer is not subject to any conditions and there is no minimum subscription level.

Expressions defined in the Prospectus have the same meaning in this Report. BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) holds an Australian Financial Services Licence (AFS Licence Number 316158).

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

2. Scope

You have requested BDO to perform a review engagement in relation to the historical and pro forma historical financial information described below.

The historical and pro forma historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements

applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

You have requested BDO to review the following historical financial information of Triton (together the '**Historical Financial Information**') included as appendices to our Report:

- the audited Consolidated Statements of Financial Position, Performance and Cash Flows of Triton for the years ended 31 December 2014 and 31 December 2015; and
- the reviewed Consolidated Statements of Financial Position, Performance and Cash Flows of Triton for the six month period ended 30 June 2016.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies. The Historical Financial Information has been extracted from the financial reports of Triton for the financial years ended 31 December 2014 and 31 December 2015, which were audited by Nexia Perth Audit Services Pty Ltd ('**Nexia**') and for the six months ended 30 June 2016 which were reviewed by Nexia in accordance with the Australian Auditing Standards.

Nexia issued an unmodified audit report for the financial year ended 31 December 2014. Nexia's audit report for the year ended 31 December 2015 and review report for the six months ended 30 June 2016 each included an emphasis of matter noting that the ability of the Company to continue as a going concern being dependent on securing sources of funding and executing of the Deed of Company Arrangement ('**DOCA**').

The Historical Financial Information is presented in an abbreviated form, insofar as it does not include all the presentation and disclosure required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

Pro Forma Historical Financial Information

The Company has requested BDO to review the following pro forma historical financial information (the '**Pro Forma Historical Financial Information**') of Triton included in this Report:

- the pro forma Consolidated Statement of Financial Position as at 30 June 2016 which includes:
 - the subsequent events outlined in section 7 of our Report; and
 - the pro forma adjustments for the events outlined in section 8 of our Report.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transaction to which the pro forma adjustments relate, as described in Section 7 and Section 8 of this Report, as if those events or transactions had occurred as at the date of the Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by Triton to illustrate the impact of the events or transactions described in Section 7 and Section 8 of this Report on Triton's financial position as at 30 June 2016. As part of this process, information about Triton's financial position has been extracted by Triton from the Company's financial statements for the six months ended 30 June 2016.

3. Directors' responsibility

The directors of Triton are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information are free from material misstatement, whether due to fraud or error.

4. Our responsibility

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and the Pro Forma Historical Financial Information. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the financial information.

5. Conclusion

Historical Financial Information

Based on our review engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendices to this Report, and comprising:

- the audited Consolidated Statements of Financial Position, Performance and Cash Flows of Triton for the years ended 31 December 2014 and 31 December 2015; and
- the reviewed Consolidated Statements of Financial Position, Performance and Cash Flows of Triton for the six month period ended 30 June 2016,

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our review engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as described in the Appendices to this Report, and comprising:

- the reviewed pro forma Consolidated Statement of Financial Position of Triton as at 30 June 2016 which includes:
 - the subsequent events outlined in section 7 of our Report; and
 - the pro forma adjustments for the events outlined in section 8 of our Report,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. Background of Triton

On 2 March 2016, the Directors of Triton placed the Company into voluntary administration and Ferrier Hodgson was appointed as Administrator (**‘Administrator’**) pursuant to section 436A of the Corporations Act.

On 8 July 2016, the creditors of the Company resolved to execute the DOCA to effect the recapitalisation proposal put forward by Somers & Partners Pty Ltd (**‘Underwriter’**) and Minjar Gold Pty Ltd (**‘Minjar’**). The key elements of the recapitalisation proposal included:

- subject to approval by the shareholders of Triton, a placement to Minjar (whose nominee is Shandong Tianye) of 105,248,400 fully paid ordinary shares at \$0.06 per share to raise \$6,314,904, together with the issue of 25,000,000 options (each having an exercise price of \$0.10 and an expiry date of 30 June 2018, and with the options to be issued under a prospectus). The Company completed the share issue on 21 September 2016 pursuant to which all such shares were issued to Shandong Tianye, the nominee of Minjar. The 25,000,000 unlisted options are offered to Shandong Tianye (or its nominees) under the Options Offer pursuant to the Prospectus; and
- the establishment of the Creditors’ Trust and payment to it by the Company of \$5.0 million out of the above funds raised, together with the transfer of any chose in action or claim that the Company may have against third parties and benefit of such choses in action and claims.

On 25 July 2016, the DOCA was executed by the Company and Administrator, whereupon the Company entered deed administration and the Administrators become the Deed Administrators of the Company.

A creditors trust deed was executed on 22 September 2016 pursuant to which the Creditors’ Trust was established and payment of the Creditors’ Trust by the Company of \$5,000,000 out of the above funds raised, together with the transfer of any chose in action or claim that the Company may have had against third parties and the benefit of such choses in action and claims.

The DOCA was wholly effectuated on 22 September 2016 and control of the Company was reverted to the Board on 23 September 2016.

These events are more fully described in section 4.2 of the Prospectus.

7. Subsequent Events

The pro-forma statement of financial position of Triton reflects the following events that have occurred subsequent to the six month period ended 30 June 2016:

- the issue of 105,248,400 fully paid ordinary shares to Minjar (whose nominee is Shandong Tianye) at an issue price of \$0.06 per share, raising \$6,314,904; and
- the payment of \$5.0 million to the Creditor’s Trust.

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transaction or event outside of the ordinary business of Triton not described above, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

8. Assumptions Adopted in Compiling the Pro-forma Statement of Financial Position

The pro forma consolidated historical Statement of Financial Position of Triton is shown in Appendix 1. This has been prepared based on the reviewed financial statements as at 30 June 2016, the subsequent events set out in Section 7, and the following transactions and events relating to the issue of shares under this Prospectus:

- The issue of 131,560,567 Shares at an offer price of \$0.06 each to raise \$7,893,634 before costs pursuant to the Prospectus;
- The issue of 25,000,000 options to the Underwriter or its nominees which have an exercise price of \$0.10 and expire on 30 June 2018 offered under the Prospectus (**'Underwriter Options'**); and
- Costs of the Share Offer are estimated to be \$920,802. An amount of \$576,225 relates to the issue of new shares and is to be offset against contributed equity with the remaining costs to be expensed.
- As stated in the Prospectus, the Underwriter paid a \$1.0 million deposit (**'Deposit'**) to the Company, to be used as follows:
 - \$300,000 is to be used towards the Company's advisory and related costs associated with the Share Offer;
 - \$450,000 is to be treated as a non-interest bearing loan to the Company; and
 - \$250,000 has been paid to the Administrators trust account.

The Underwriter Deposit is to be off set against the monies payable for an application for shortfall under the Share Offer. Therefore, we have considered the repayment of the Underwriter Deposit in our pro-forma adjustments.

9. Independence

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the Share Offer other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. From time to time, BDO also provides Triton with certain other professional services for which normal professional fees are received.

10. Disclosures

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

A handwritten signature in black ink, appearing to read 'Sherif Andrawes', is written over a light grey rectangular background.

Sherif Andrawes

Director

APPENDIX 1
TRITON MINERALS LIMITED
CONSOLIDATED PRO-FORMA STATEMENT OF FINANCIAL POSITION

	Notes	Reviewed as at 30-Jun-16 \$	Subsequent events \$	Pro-forma adjustments \$	Pro-forma after issue \$
CURRENT ASSETS					
Cash and cash equivalents	2	822,054	1,314,904	6,672,832	8,809,790
Trade and other receivables	3	2,762,575	1,264,994	(700,000)	3,327,569
Prepayments		40,759	-	-	40,759
TOTAL CURRENT ASSETS		3,625,388	2,579,898	6,972,832	12,178,118
NON CURRENT ASSETS					
Financial assets		136,000	-	-	136,000
Property plant & equipment		81,539	-	-	81,539
Exploration and evaluation assets		16,814,013	-	-	16,814,013
Equity-accounted investees		23,353,173	-	-	23,353,173
TOTAL NON CURRENT ASSETS		40,384,725	-	-	40,384,725
TOTAL ASSETS		44,010,113	2,579,898	5,972,832	52,562,843
CURRENT LIABILITIES					
Trade and other payables	4	3,735,006	(3,735,006)	-	-
Other liabilities	5	1,000,000	-	(1,000,000)	-
Provisions		307,280	-	-	307,280
TOTAL CURRENT LIABILITIES		5,042,286	(3,735,006)	(1,000,000)	307,280
NON-CURRENT LIABILITIES					
Provisions		6,510,628	-	-	6,510,628
TOTAL NON-CURRENT LIABILITIES		6,510,628	-	-	6,510,628
TOTAL LIABILITIES		11,552,914	(3,735,006)	(1,000,000)	6,817,908
NET ASSETS		32,457,199	6,314,904	6,972,832	45,744,935
EQUITY					
Issued capital	6	62,590,554	6,314,904	6,767,409	75,672,867
Reserves	7	6,009,647	-	550,000	6,559,647
Accumulated losses	8	(36,143,002)	-	(344,577)	(36,487,579)
TOTAL EQUITY		32,457,199	6,314,904	6,972,832	45,744,935

The pro-forma Consolidated Statement of Financial Position after the Share Offer and the Options Offer is as per the Statement of Financial Position before the Share Offer and the Options Offer adjusted for any subsequent events and the transactions relating to the issue of shares pursuant to this Prospectus. The Statement of Financial Position is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 5.

APPENDIX 2

TRITON MINERALS LIMITED

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Historical Consolidated Statement of Financial Performance	Reviewed for the six months ended 30-Jun-16 \$	Audited for the year ended 31-Dec-15 \$	Audited for the year ended 31-Dec-14 \$
Revenue	1,774,654	749	5,328
Expenses			
Administration expenses	(32,900)	(159,592)	(91,986)
Directors and employee benefits expense	(1,559,058)	(2,159,369)	(1,103,284)
Share based payment expense	585,338	(1,336,752)	(2,694,762)
Depreciation	(16,115)	(29,834)	(41,296)
Borrowing costs	-	(708,609)	-
Business development expense	-	-	(52,548)
Exploration & evaluation expenditure not capitalised	1,000	-	(102,143)
Insurance	(16,558)	(56,292)	(35,175)
Occupancy expenses	(154,784)	(164,567)	(79,090)
Professional services expense	(1,261,186)	(690,019)	(265,228)
Public and investor relations expense	(56,021)	(279,534)	(363,327)
Travel expenses	(58,415)	(497,202)	(314,619)
Impairment on exploration & evaluation assets	-	(68,743)	-
Impairment on investment in listed entity	(23,001)	(27,778)	-
Investment in associate not capitalised	-	(6,732,662)	-
Loss on disposal of assets	28,182	3,880	(4,399)
Loss on Grafex JV	(47,836)	-	-
Foreign currency gains/(losses)	(71,065)	115,647	99,588
Other expenses	(3,625)	(9,689)	(18,163)
Results from operating activities	(911,390)	(12,800,366)	(5,061,104)
Net financing income	10,766	51,682	63,249
Loss before income tax	(900,624)	(12,748,684)	(4,997,855)
Income tax expense	-	-	-
Net Loss for the period	(900,624)	(12,748,684)	(4,997,855)
Other comprehensive income			
Movement in fair value of available-for-sale assets	77,226	(24,344)	30,085
Total comprehensive income for the period	(823,398)	(12,773,028)	(4,967,770)

This Consolidated Statement of Profit or Loss and Other Comprehensive Income shows the historical financial performance of Company and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 5. Past performance is not a guide to future performance.

APPENDIX 3
TRITON MINERALS LIMITED
CONSOLIDATED HISTORICAL STATEMENTS OF CASH FLOWS

Historical Consolidated Statement of Cash Flows	Reviewed for the six months ended 30-Jun-16 \$	Audited for the year ended 31-Dec-15 \$	Audited for the year ended 31-Dec-14 \$
Operating activities			
Payments to suppliers and employees	(1,546,297)	(4,477,017)	(2,267,180)
Receipts from customers	6,106	749	5,328
Interest received	10,766	51,682	63,249
Net cash used in operating activities	(1,529,425)	(4,424,586)	(2,198,603)
Investing activities			
Proceeds from sale of fixed assets	-	18,125	-
Payments for acquisition of plant and equipment	(2,928)	(47,129)	(72,615)
Payments for exploration and evaluation expenditure	(1,628,929)	(7,527,417)	(5,353,237)
Payments for financial assets held for sale	-	(100,000)	-
Payment for joint venture investment	(423,679)	(2,880,543)	(6,039,081)
Proceeds from R&D refund	460,283	-	-
Net cash used in investing activities	(1,595,253)	(10,536,964)	(11,464,933)
Financing activities			
Proceeds from issue of share capital	3,673,859	14,617,556	14,187,327
Payment of capital raising costs	-	(925,150)	(771,554)
Net cash used in financing activities	3,673,859	13,692,406	13,415,773
Net increase/(decrease) in cash and cash equivalents	549,181	(1,269,144)	(247,763)
Cash and cash equivalents at the start of the financial year	343,938	1,497,435	1,645,610
Net foreign exchange differences	(71,065)	115,647	99,588
Cash and cash equivalents at the end of the financial year	822,054	343,938	1,497,435

This Consolidated Statement of Cash Flows shows the historical financial cash flows of the Company and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 5. Past performance is not a guide to future performance.

APPENDIX 4
TRITON MINERALS LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Ordinary Share Capital	Available for sale Reserves	Foreign Currency Translation Reserve	Other Reserves	Accumulated Losses	Total
Balance at 1 Jan 2015	41,941,390	30,085	-	5,009,483	(22,897,131)	24,083,827
<i>Comprehensive Income</i>						
Loss for the year	-	-	-	-	(12,748,684)	(12,748,684)
<i>Other Comprehensive Income</i>						
Unrealised loss on available-for-sale financial assets, net of deferred tax liability	-	(24,344)	-	-	-	(24,344)
Total Comprehensive Income for the year	-	(24,344)	-	-	(12,748,684)	(12,773,028)
Transactions with owners recorded directly in equity						
Cost of share based payments	-	-	-	1,238,236	-	1,238,236
Issue of shares	18,233,789	-	-	-	-	18,233,789
Share issue cost	(925,150)	-	-	334,402	-	(590,748)
Options issued or converted during the year	-	-	-	(403,437)	403,437	-
Balance at 31 Dec 2015	59,250,029	5,741	-	6,178,684	(35,242,378)	30,192,076
Balance at 1 Jan 2016	59,250,029	5,741	-	6,178,684	(35,242,378)	30,192,076
<i>Comprehensive Income</i>						
Loss for the year	-	-	-	-	(900,624)	(900,624)
<i>Other Comprehensive Income</i>						
Unrealised loss on available-for-sale financial assets, net of deferred tax liability	-	77,226	-	-	-	77,226
Total Comprehensive Income for the year	-	77,226	-	-	(900,624)	(823,398)
Transactions with owners recorded directly in equity						
Cost of share based payments	-	-	-	(585,338)	-	(585,338)
Issue of shares, net of costs	3,340,525	-	-	-	-	3,340,525
Options issued or converted during the year	-	-	-	333,334	-	333,334
Balance at 30 June 2016	62,590,554	82,967	-	5,926,680	(36,143,002)	32,457,199

APPENDIX 5
TRITON MINERALS LIMITED
NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the Historical Financial Information included in this Report have been set out below.

Basis of preparation of Historical Financial Information

The Historical Financial Information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements of the Australian Accounting Standards and the Corporations Act 2001. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the International Accounting Standards Boards ('IASB').

The Historical Financial Information has also been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Functional and Presentation Currency

The functional and presentation currency is in Australian Dollars.

Going Concern

The Historical Financial Information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

For the period ended 30 June 2016, the Group recorded a loss after tax of \$900,624 and had a net working capital deficit of \$1,416,898.

Following shareholder approval that was received on 19 September 2016, the Company raised \$6,314,904 through a share placement of 105,248,400 at an issue price of \$0.06, of which \$5.0 million is committed to meeting the liabilities in the Creditors Trust.

Under the Prospectus, the Company will raise up to approximately \$7.9 million which is anticipated will provide sufficient working capital for the next two years. In the event that the capital is not raised there will be material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Critical Account Estimates and Judgements

The preparation of financial statements in conformity with AASBs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

New Accounting Standards

The Company has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current year. New and revised Standards and amendments thereof and Interpretations effective for the current year that are relevant to the Company include:

- (i) AASB 1031 'Materiality' (2013)
- (ii) AASB 2012-3 'Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities'
- (iii) AASB 2013-3 'Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets'
- (iv) AASB 2013-9 'Amendments to Australian Accounting Standards' - Part B: 'Materiality'
- (v) AASB 2014-1 'Amendments to Australian Accounting Standards':
Part A: 'Annual Improvements 2010-2012 and 2011-2013 Cycles'
Part C: 'Materiality'

The nature and effects of the changes are explained below:

- (i) Impact of application of AASB 1031 'Materiality' (2013)

The revised AASB 1031 is an interim standard that cross-references to other Standards and the Framework for the Preparation and Presentation of Financial Statements (issued December 2013) that contain guidance on materiality. The AASB is progressively removing references to AASB 1031 in all Standards and Interpretations, and once all these references have been removed, AASB 1031 will be withdrawn. The adoption of AASB 1031 does not have any material impact on the disclosures or the amounts recognised in the Company's condensed consolidated financial statements.

- (ii) Impact of application of AASB 2012-3 'Amendments to Australian Accounting standards - Offsetting Financial Assets and Financial Liabilities'

The Company has applied the amendments to AASB 132 for the first time in the current year. The amendments to AASB 132 clarify the requirements relating to the offset of financial assets and financial liabilities. Specifically, the amendments clarify the meaning of 'currently has a legally enforceable right of set-off' and 'simultaneous realisation and settlement'.

The amendments have been applied retrospectively. As the Company does not have any financial assets and financial liabilities that qualify for offset, the application of the amendments has had no impact on the disclosures or on the amounts recognised in the Company's consolidated financial statements. The Company has assessed whether certain of its financial assets and financial liabilities qualify for offset based on the criteria set out in the amendments and concluded that the application of the amendments does not have any material impact on the amounts recognised in the Company's condensed consolidated financial statements.

- (iii) Impact of the application of AASB 2013-3 'Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets'

The Company has applied the amendments to AASB 136 for the first time in the current year. The amendments to AASB 136 remove the requirement to disclose the recoverable amount of a cash-generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements applicable to

when the recoverable amount of an asset or a CGU is measured at fair value less costs of disposal. These new disclosures include the fair value hierarchy, key assumptions and valuation techniques used which are in line with the disclosure required by AASB 13 'Fair Value Measurements'.

The application of these amendments does not have any material impact on the disclosures in the Company's condensed consolidated financial statements.

- (iv) Impact of the application of AASB 2013-9 'Amendments to Australian Accounting Standards' - Part B: 'Materiality'

This amending standard makes amendments to particular Australian Accounting Standards to delete references to AASB 1031, at the same time it makes various editorial corrections to Australian Accounting Standards as well. The adoption of amending standard does not have any material impact on the disclosures or the amounts recognised in the Company's condensed consolidated financial statements.

- (v) Impact of application of AASB 2014-1 'Amendments to Australian Accounting Standards'

Part A: 'Annual Improvements 2010-2012 and 2011-2013 Cycle'

The Annual Improvements 2010-2012 Cycle include a number of amendments to various AASBs, which are summarised below.

The amendments to AASB 2 (i) change the definitions of 'vesting condition' and 'market condition'; and (ii) add definitions for 'performance condition' and 'service condition' which were previously included within the definition of 'vesting condition'. The amendments to AASB 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

The amendments to AASB 3 clarify that contingent consideration that is classified as an asset or a liability should be measured at fair value at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of AASB 9 or AASB 139 or a non-financial asset or liability. Changes in fair value (other than measurement period adjustments) should be recognised in profit and loss.

The amendments to AASB 3 are effective for business combinations for which the acquisition date is on or after 1 July 2014.

The amendments to AASB 8 (i) require an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have 'similar economic characteristics'; and (ii) clarify that a reconciliation of the total of the reportable segments' assets to the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.

The amendments to the basis for conclusions of AASB 13 clarify that the issue of AASB 13 and consequential amendments to AASB 139 and AASB 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial. As the amendments do not contain any effective date, they are considered to be immediately effective.

The amendments to AASB 116 and AASB 138 remove perceived inconsistencies in the accounting for accumulated depreciation/amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and

that accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The amendments to AASB 124 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The 'Annual Improvements 2011-2013 Cycle' include a number of amendments to various AASBs, which are summarised below.

The amendments to AASB 3 clarify that the standard does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.

The amendments to AASB 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with, AASB 139 or AASB 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within AASB 132.

The amendments to AASB 140 clarify that AASB 140 and AASB 3 are not mutually exclusive and application of both standards may be required. Consequently, an entity acquiring investment property must determine whether:

- (a) the property meets the definition of investment property in terms of AASB 140; and
- (b) the transaction meets the definition of a business combination under AASB 3.

Part C 'Materiality'

This amending standard makes amendments to particular Australian Accounting Standards to delete their references to AASB 1031, which historically has been referenced in each Australian Accounting Standard.

- (vi) Summary of quantitative impacts

There is no quantitative impact arising from the changes to Company's accounting policies. The Company has adopted all the new and revised Standards issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current reporting period.

Reporting Basis and Conventions

The Report has also been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities

The following is a summary of the material accounting policies adopted by the Company in the preparation of the Historical Financial Information. The accounting policies have been consistently applied, unless otherwise stated.

a) Principles of consolidation

Business Combinations

For every business combination, the Company identifies the acquirer, which is the combining entity that obtains control over the other combining entities. An investor controls an investee when it is exposed to, or has rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. In assessing control, the Company takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer.

Subsidiaries

Subsidiaries are all those entities (including special purpose entities) controlled by the Company.

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases. The purchase method of accounting is used to account for the acquisition of subsidiaries by the Company.

Intra-group transactions, balances and unrealised gains on transactions between subsidiaries of the Company are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Investments in subsidiaries are carried at cost less impairment in the Company's separate financial statements.

Interest in equity-accounted investees

The Company's interests in equity-accounted investees comprise the interest in a joint venture. A joint venture is a joint arrangement, whereby the Company and other parties have joint control and have rights to the net assets of the arrangement. The interest in the joint venture is accounted for using the equity method. It is recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Company's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

b) Income Tax

The charge for current income tax expenses is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Tax consolidation

Triton Minerals Limited and its Australian subsidiaries have formed an income tax consolidated group under tax consolidation legislation. As a consequence, all members of the tax-consolidated group are taxed as a single entity from that date. The head entity within the tax-consolidated group is Triton Minerals Limited.

Each entity recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the stand-alone taxpayer approach to allocation. Current tax liabilities and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity. The Company notified the Australian Taxation Office that it had formed an income tax-consolidated group to apply from 1 July 2006. The tax-consolidated group has entered into a tax funding agreement whereby each company in the group contributes to the income tax payable by the group in proportion to their contribution to the group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amount recognised pursuant to the funding arrangement are recognised as either a contribution by, or distribution to, the head entity.

Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

c) Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs. Cost also may include transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within other income in the statement of comprehensive income.

When revalued assets are sold, the amounts included in the revaluation reserve are transferred to retained earnings. The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised.

The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of comprehensive income as incurred.

d) Depreciation

Property, plant and equipment are depreciated on a straight-line basis at rates calculated to allocate the cost less the estimated residual value over the estimated useful life of each asset.

Class of Fixed Asset	Useful Life
Plant and Equipment	2 - 20 years

The assets' carrying values are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Profit and loss on disposal are determined by comparing proceeds with the carrying amount. These amounts are included in the statement of profit or loss and other comprehensive income.

e) Financial Instruments

Non-Derivative Financial Instruments

Recognition

The Company initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company has the following non-derivative financial assets: loans and receivables and available-for-sale financial assets.

Loans and Receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Available-for-Sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the other categories. The Company's investments in equity securities are classified as available-for-sale financial assets. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses, are recognised in other comprehensive income and presented within equity in the fair value reserve. When an investment is derecognised, the cumulative gain or loss in equity is transferred to the statement of comprehensive income.

Fair Value

The fair values of quoted investments are based on current bid prices. If the market for financial assets is not active (and for unlisted securities), the Company establishes fair value by using valuation techniques. These include reference to the fair values of recent arm's length transactions, involving the same instruments or other instruments that are substantially the same, discounted cash flow analysis and option pricing models.

f) Impairment

Non-Financial Assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the CGU).

Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of comprehensive income. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Financial Assets (including Receivables)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

The Company considers evidence of impairment for receivables and available-for-sale investment securities at a specific asset level.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in the statement of comprehensive income and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Impairment losses on available-for-sale investment securities are recognised by transferring the cumulative loss that has been recognised in other comprehensive income, and presented in the fair value reserve in equity, to profit or loss.

The cumulative loss that is removed from other comprehensive income and recognised in profit or loss is the difference between the acquisition cost, net of any principal repayment and amortisation, and the current fair value, less any impairment loss previously recognised in profit or loss. Changes in impairment provisions attributable to time value are reflected as a component of interest income

g) Foreign Currency Translation - Transactions and Balances

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rate ruling at the date of the transaction. Monetary items denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the initial transaction. Translation differences on monetary items are recognised in the income statement except when deferred in equity and qualifying cash flow hedges and qualifying net investment hedges.

h) Employee benefits

Short-Term Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Other Long-Term Employee Benefits

Provision is made for the liability due to employee benefits arising from services rendered by employees to the reporting date. Employee benefits expected to be settled within one year together with benefits arising out of wages and salaries, sick leave and annual leave which will be settled after one year, have been measured at their nominal amount. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Contributions made to defined employee superannuation funds are charged as expenses when incurred.

i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the statement of financial position date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

j) Revenue

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

k) Finance Income and Finance Costs

Finance income comprises interest income on funds invested (including available-for-sale financial assets), dividend income, gains on the disposal of available-for-sale financial assets, changes in the fair value of financial assets at fair value through profit or loss, and gains on hedging instruments that are recognised in profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

l) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of GST, except:

- (i) where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.
- (ii) receivables and payables are stated with the amount of GST included.

Cash flows are presented in the consolidated statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

m) Comparative Figures

Comparative figures have been adjusted to conform to changes in presentation for the current financial year where required by Australian Accounting Standards or as a result in changes in accounting policy.

n) Exploration and Evaluation Assets

Expenditure on exploration and evaluation is incurred either to maintain an interest or in earning an interest and is accounted for in accordance with the 'area of interest' method. Exploration and evaluation expenditure is capitalised provided the rights to tenure of the area of interest is current and either:

- the exploration and evaluation activities are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- exploration and evaluation activities in the area of interest have not at the reporting date reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active significant operations in, or relating to, the area of interest are continuing.

Expenditure which fails to meet the conditions outlined above is written off, furthermore, the Directors regularly review the carrying value of exploration and evaluation expenditure and make write downs if the values are not expected to be recoverable.

Identifiable exploration assets acquired are recognised as assets at their cost of acquisition, as determined by the requirements of AASB 6 Exploration for and Evaluation of Mineral Resources. Exploration assets acquired are reassessed on a regular basis and these costs are carried forward provided that at least one of the conditions referred to in AASB 6 is met.

Exploration and evaluation expenditure incurred subsequent to acquisition in respect of an exploration asset acquired, is accounted for in accordance with the policy outlined above for exploration expenditure incurred by or on behalf of the entity.

- Acquired exploration assets are not written down below acquisition cost until such time as the acquisition cost is not expected to be recovered.
- When an area of interest is abandoned, any expenditure carried forward in respect of that area is written off.

Expenditure is not carried forward in respect of any area of interest/mineral resource unless the Company's rights of tenure to that area of interest are current.

The recoverability of the carrying amount of the deferred exploration and evaluation expenditure is dependent on the successful development and commercial exploitation, or alternatively the sale, of the respective areas of interest.

When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated then any capitalised exploration and evaluation expenditure is reclassified as capitalised development expenditure. Prior to reclassification, capitalised exploration and evaluation expenditure is assessed for impairment. Costs related to the acquisition of properties that contain mineral resources are allocated separately to specific areas of interest. These costs are capitalised until the viability of the area of interest is determined.

Impairment

The carrying value of capitalised exploration and evaluation expenditure is assessed for impairment at the cash generating unit level whenever facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Impairment exists when the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount. Any impairment losses are recognised in the statement of comprehensive income.

o) Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

p) Share-based Payment Transactions

The grant-date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share based-payment awards with market-based conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

q) Determination of Fair Values

Equity Instruments

The fair value of available-for-sale financial assets is determined by reference to their quoted closing bid price at the reporting date.

Trade and Other Receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

Non-Derivative Financial Liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Share-Based Payment Transactions

The fair value of the employees' shares is measured using an appropriate valuation model. Measurement inputs include the share price on the measurement date, the exercise price of the instrument, expected volatility (based on an evaluation of the Company's historic volatility, particularly over the historic period commensurate with the expected term), expected term of

the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

	Reviewed 30-Jun-16 \$	Pro-forma after Offer \$
NOTE 2. CASH AND CASH EQUIVALENTS		
Cash and cash equivalents	822,054	8,809,790
Reviewed balance of Triton at 30 June 2016		822,054
<i>Subsequent events:</i>		
Share placement to Minjar		6,314,904
Transfer to Deed Administrator for Trust Fund		(5,000,000)
		1,314,904
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under this Prospectus		6,893,634
Receipt of remaining Underwriter Deposit		700,000
Costs of the Share Offer		(920,802)
		6,672,832
Pro-forma Balance		8,809,790

Prior to 30 June 2016, the Underwriter provided the Company with a \$1.0m deposit. Of this deposit, \$300,000 is to be used towards the Company's advisory and related costs associated with the Share Offer and Prospectus. The remaining \$700,000 has been recorded at 30 June 2016 as trade and other receivables.

The entire Deposit is to be used towards offsetting the Underwriter's underwriting commitment in respect to the Share Offer and, if the Share Offer completes with all relevant shares being issued the Company will be released from the obligations under the Deposit.

	Reviewed 30-Jun-16 \$	Pro-forma after Offer \$
NOTE 3. TRADE AND OTHER RECEIVABLES		
Trade and other receivables	2,762,575	3,327,569
Audited balance of Triton at 30 June 2016		2,762,575
<i>Subsequent events:</i>		
Remaining amount held in Trust Fund by Deed Administrator		1,264,994
		1,264,994
<i>Pro-forma adjustments:</i>		
Payment of Underwriter Deposit		(700,000)
		(700,000)
Pro-forma Balance		3,327,569

The payment of the \$5 million to the Creditors' Trust is to be used to pay off all outstanding creditors with legitimate claims against the Creditors' Trust in line with DOCA requirements. The trade and other payables balance at 30 June 2016 is \$3.7 million. The remaining balance available of \$1.3 million from the Creditors' Trust has been recorded in trade and other receivables, and is to be used to pay any remaining amounts owing to creditors from the DOCA process. It is to be noted that there is no guarantee that the Company will receive these funds in the future.

	Reviewed 30-Jun-16 \$	Pro-forma after Offer \$
NOTE 4. TRADE AND OTHER PAYABLES		
Trade and other payables	3,735,006	-
Reviewed balance of Triton at 30 June 2016		3,735,006
<i>Subsequent events:</i>		
Transfer to Deed Administrator for Trust Fund		(3,735,006)
		(3,735,006)
Pro-forma Balance		-

	Reviewed 30-Jun-16 \$	Pro-forma after Offer \$
NOTE 5. OTHER LIABILITIES		
Other liabilities	1,000,000	-
Reviewed balance of Triton at 30 June 2016		1,000,000
<i>Pro-forma adjustments</i>		
Repayment of Underwriter Deposit		(1,000,000)
		(1,000,000)
Pro-forma Balance		-

NOTE 6. ISSUED CAPITAL	Reviewed 30-Jun-16 \$	Pro-forma after Offer \$
Issued capital	62,590,554	75,672,867
	Number of shares	\$
Fully paid ordinary share capital of Triton at 30 June 2016	420,993,866	62,590,554
<i>Subsequent events:</i>		
Share placement to Minjar	105,248,400	6,314,904
<i>Pro-forma adjustments:</i>		
Shares issued under this Prospectus	131,560,567	7,893,634
Costs of the Share Offer relating to the Prospectus	-	(576,225)
Issue of Underwriter Options	-	(550,000)
	131,560,567	6,767,409
Pro-forma Balance	657,802,833	75,672,867

NOTE 7. RESERVES	Reviewed 30-Jun-16 \$	Pro-forma after Offer \$
Reserves	6,009,647	6,559,647
Reviewed balance of Triton at 30 June 2016		6,009,647
<i>Pro-forma adjustments</i>		
Issue of Underwriter Options		550,000
		550,000
Pro-forma Balance		6,559,647

The fair value of the Underwriter Options to be issued has been calculated using the Black-Scholes option valuation methodology. The following inputs were used:

Options to be issued	Underwriter Options
Number of options	25,000,000
Underlying share price	\$0.06
Exercise price	\$0.10
Expected volatility	100%
Expiry date (years)	1.7years
Expected dividends	Nil
Risk free rate	1.73%
Value	\$550,000

	Reviewed 30-Jun-16 \$	Pro-forma after Offer \$
NOTE 8. ACCUMULATED LOSSES		
Accumulated losses	(36,143,002)	(36,487,579)
Reviewed balance of Triton at 30 June 2016		(36,143,002)
<i>Pro-forma adjustments</i>		
Payment of remaining costs of the Share Offer		(344,577)
		(344,577)
Pro-forma Balance		(36,487,579)

NOTE 9: RELATED PARTY DISCLOSURES

Transactions with Related Parties and Directors Interests are disclosed in the Prospectus.

NOTE 10: COMMITMENTS AND CONTINGENCIES

Other than as set out in this note at the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

Triton is party to two Chinese agreements being a letter agreement dated 30 March 2015 between Triton and Yichang Xincheng Graphite Co. Ltd ('**YXGC**') for the sale and purchase of graphite concentrate from Triton's Mozambique graphite project ('the **SPA**') and the letter agreement dated 13 May 2015 between Triton and YXGC to construct and manage two graphite product facilities in Mozambique and China to produce enhanced graphite products ('the **JVA**').

Hubei Xincheng Triton Graphite Technologies Co Ltd ('**Hubei**') is a Chinese based entity incorporated on 28 September 2015 as the joint venture entity to own the land and plant, and to operate the Chinese joint venture with YXGC. One of the key terms of the JVA was that each party was required to deposit US\$1-2 million into a joint venture bank account within six months from the commencement (i.e. by 13 November 2015). Triton has not deposited any such funds.

Following the appointment of Administrators, in a letter to the Triton Board dated 21 March 2016, YXGC gave a notice of default under the SPA and JVA, noting that since going into voluntary administration, Triton was unable to fulfil its contractual obligations, and seeking damages of USD\$1M. In the same letter, YXGC gave notice that the SPA and JVA were formally at an end. Triton considers the agreements to have been terminated.

Further, the Administrators of Triton received legal advice that the SPA and JVA were insufficiently certain to be legally binding on the Company and determined that YXGC did not have a valid claim against Triton on the face of the JVA in any event. This was communicated to YXGC. However, it is possible that YXGC may seek to pursue a claim for damages or bring an action against the Company in either Australia or China or against the Administrators or Creditors' Trust in Australia in the future.

Notwithstanding the Australian legal position and the position of the parties, the Chinese Legal Report provides that under Chinese law, the JVA is in valid existence and Triton has all rights and obligations stipulated in the JVA until the termination of the JVA is approved by the relevant Chinese government authority. It may be that as a matter of Chinese law, YXGC has a claim.

According to the Chinese Legal Report, the registered capital of Hubei is RMB 110,000,000, of

which Triton has subscribed for RMB 53,900,000 which is yet to be paid up.

The Chinese Legal Report also provides that Triton shall pay in full the investment subscribed (being its share of the registered capital) according to the time limit stipulated in the Chinese Joint Venture Agreement. However, since the Chinese Joint Venture Agreement does not provide a time limit for payment of registered capital, and not all of the conditions precedent to the Chinese Joint Venture Agreement have been met within the stipulated time frames, there has been no delay in payment and no specified time in the future at which the registered capital shall become payable.

No amount has been recognised as a liability for this in the Company's reviewed financial statements for the six months ended 30 June 2016 and BDO agrees with this treatment.

NOTE 11: CAPITAL GAINS TAX LIABILITY

On 1 January 2015, a Mozambique Capital Gains Tax ('CGT') regime applicable to the mining sector came into force. According to this regime, the tax in relation to a capital gain on the transfer of mining rights located in Mozambique territory by non-residents is payable by the seller. In relation to this payment, the seller, the buyer or the entity holding the mining rights have joint and several liability for the payment of the tax in Mozambique.

The Company has recognised a non-current provision of US\$4.75 million (A\$6.5 million) as at 30 June 2016 for the consideration paid to earn an 80% interest in Grafex Lda and the Mozambique Graphite project over the period from 22 November 2013 to 25 August 2014.

The quantum of this provision is based upon advice from Triton's tax advisors. This advice has not been withdrawn by Triton's tax advisors and accordingly has been relied on by Triton's directors in the preparation of the Company's financial statements.

We have obtained a subsequent opinion from BDO Corporate Tax (WA) Pty Ltd ('BDO Tax') in liaison with BDO Mozambique. In the opinion of BDO Tax:

- The quantum of the CGT arising on the relevant transactions is US\$1.4 million (A\$1.9 million);
- The CGT liability is calculated under Mozambique's Personal Income Tax Code as the vendor is an individual rather than a corporate entity;
- There is no joint and several liability provision under Mozambique's Personal Income Tax Code;
- The Mozambique CGT responsibility lies exclusively with the vendor; and
- Triton has no obligation under Mozambique tax law to remit the vendor's CGT liability to the Mozambique tax authorities.

We have not adjusted the pro-forma statement of financial position to reflect the opinion of BDO Tax.

APPENDIX 6

TRITON MINERALS LIMITED

HISTORICAL STATEMENT OF FINANCIAL POSITION

Historical Consolidated Statement of Financial Position	Reviewed as at 30-Jun-16 \$	Audited as at 31-Dec-15 \$	Audited as at 31-Dec-14 \$
CURRENT ASSETS			
Cash and cash equivalents	822,054	343,938	1,497,435
Trade and other receivables	2,762,575	544,592	50,762
Prepayments	40,759	57,709	29,312
TOTAL CURRENT ASSETS	3,625,388	946,239	1,577,509
NON CURRENT ASSETS			
Financial assets	136,000	86,996	39,118
Property plant & equipment	81,539	94,726	91,676
Exploration and evaluation assets	16,814,013	16,522,452	7,231,528
Equity-accounted investees	23,353,173	22,929,494	15,823,331
TOTAL NON CURRENT ASSETS	40,384,725	39,633,668	23,185,653
TOTAL ASSETS	44,010,113	40,579,907	24,763,162
CURRENT LIABILITIES			
Trade and other payables	3,735,006	3,589,127	467,142
Other liabilities	1,000,000	-	-
Provisions	307,280	6,798,704	208,850
TOTAL CURRENT LIABILITES	5,042,286	10,387,831	675,992
NON-CURRENT LIABILITIES			
Provisions	6,510,628	-	3,343
TOTAL NON-CURRENT LIABILITES	6,510,628	-	3,343
TOTAL LIABILITIES	11,552,914	10,387,831	679,335
NET ASSETS	32,457,199	30,192,076	24,083,827
EQUITY			
Issued capital	62,590,554	59,250,029	41,941,390
Reserves	6,009,647	6,184,425	5,039,568
Accumulated losses	(36,143,002)	(35,242,378)	(22,897,131)
TOTAL EQUITY	32,457,199	30,192,076	24,083,827

Annexure D. Mozambique Government Approval and Tax Report

Triton Minerals Limited
Ground Floor, Unit 1, 256 Stirling Highway,
Claremont, Western Australia
Australia
Att: Board of Directors

18 October 2016

LEGAL OPINION¹

(Confirmation of Certain Regulatory and Tax Aspects within the Mozambican Mining Legal Framework Applicable to the Recapitalisation Proposal of "Triton Minerals Limited")

1. INTRODUCTION

1.1 Basis of Instruction

We have been requested by Triton Minerals Ltd ACN 126 042 215 ("**Triton Minerals**") to issue a Legal Opinion in respect of the subject matter and, as summarised below:

1.1.1 Triton Minerals is an Australian public company listed on the Australian Securities Exchange ("**ASX**") that indirectly holds 80% (eighty per cent) of a Mozambican company (Grafex, Limitada (NUIT 400356106) ("**Grafex**")) which holds various exploration licences granted by the Government of Mozambique related to the exploration of graphite (exploration licenses 5304L, 5305L, 5336L, 5365L, 5380L and 5966L). Triton Minerals is undertaking a recapitalisation proposal (described further below) involving:

a) A placement of new shares; and

¹ TTA – Tomás Timbane Associados Advogados, Sociedade Unipessoal, Limitada member lawyers are qualified to practice law in Mozambique according to the Mozambican Law Bar Association legal statutes, to which such members are duly admitted.

This Legal Opinion is issued by TTA, and is limited to matters of the laws of the Republic of Mozambique as in force and applicable at the date of this Legal Opinion. We did not investigate the laws of any country other than Mozambique and we do not express or purport to express or imply any opinions with respect to any laws, rules or regulations other than laws, rules and regulations of the Republic of Mozambique. We assume no obligation to update the information here expressed as a result of any change in the applicable legislation occurring after the date of issue of the present Legal Opinion.

In giving this information we relied upon the legislation enacted by the Government and published in the Official Gazette as well as on information obtained from public records and other sources deemed by us as official primary sources.

This Legal Opinion expresses and describes Mozambican legal concepts in the English language and not in their original Portuguese terms and, consequently, it is issued and may only be relied upon on the express condition that it shall be governed by, and that all words and expressions used herein shall be construed and interpreted in accordance with, the laws of Mozambique.

This Legal Opinion is strictly limited to the matters of law set forth herein and no opinion may be inferred or implied beyond that expressly stated, no opinion being expressed in respect of matters of fact.

- b) An entitlement offer of new shares to existing shareholders and an issue of option to various parties.

1.1.2 The Triton group company structure in terms of the indirect interest held by Triton Minerals in Grafex is as follows:

- a) Triton Minerals holds 100% (one hundred per cent) of the shares of Triton United Limited ("**Triton United**"), which is registered in the United Arab Emirates;
- b) Triton United holds 80% (eighty per cent) of Grafex which is a company duly registered in Mozambique; and
- c) Grafex holds several exploration licences granted by the Government of Mozambique related to the exploration of graphite (exploration licenses 5304L, 5305L, 5336L, 5365L, 5380L and 5966L).

1.1.3 The recapitalisation proposal ("**Recapitalisation Proposal**") includes but is not limited to the following:

- a) Triton Minerals has issued 105,248,400 (one hundred and five thousand two hundred and forty eight, four hundred) shares to Shandong Tianye Mining Co., Ltd at AU\$0.06 per share to raise AU\$6,314,904; and
- b) Triton Minerals proposes to offer:
 - i) its shareholders approximately 131,560,567 (one hundred and thirty one, five hundred and sixty thousand, five hundred and sixty seven) shares at AU\$0.06 per share (and on the basis of 1 (one) share for every 4 (four) shares held as at the relevant record date) via an underwritten non renounceable pro-rata entitlements issue ("**Entitlement Offer**"); and
 - ii) 25,000,000 (twenty five million) options (each having an exercise price of AU\$0.10 each and an expiry date of 30 June 2018) to each of Shandong Tianye Mining Co., Ltd and Somers & Partners Pty Ltd (or its nominees) ("**Options Offer**").

1.1.4 This Legal Opinion has been prepared for purposes of inclusion in a prospectus to be lodged by Triton Minerals with the Australian Securities and Investments Commission ("**ASIC**") and the ASX in relation to the Entitlement Offer and Options Offer ("**Prospectus**").

1.2 Assumptions

This Legal Opinion is based on the following assumptions - that:

- a) Triton Minerals will issue the Prospectus in relation to the Entitlement Offer and Options Offer and the Prospectus will properly set out the terms of the Entitlement Offer and Options Offer as described in section 1.1.3(b) of this Legal Opinion;



- b) As far as we understand it, the terms of any exploration licences and/or concession contracts entered by and between Grafex and the Government of the Republic of Mozambique (exploration licenses 5304L, 5305L, 5336L, 5365L, 5380L and 5966L) are not relevant for purposes of this Legal Opinion;
- c) In general terms and for purposes of this Legal Opinion:
 - i) the Prospectus is understood to be a form of legal document required to be filed by Triton Minerals with the ASX and ASIC in respect of the Entitlement Offer and Options Offer, and the Prospectus will provide details of the Entitlement Offer and Options Offer, including but not limited to, the type of offer, maximum number of shares and options to be issued and pricing, in accordance with relevant Australian Laws;
 - ii) the Recapitalisation Proposal has been approved by the Board of Triton Minerals and has and will be undertaken on the terms set out in section 1.1.3. of this Legal Opinion; and
 - iii) the Entitlement Offer is understood to be an underwritten, non-renounceable offer to issue shares to existing shareholders of Triton Minerals at a specific price and a specific time frame.

1.3 Legislation Examined

In providing this Legal Opinion, we have considered the following legislation:

- a) Mining Law – approved by Law 20/2014, of 18 August;
- b) Mining Law Regulations – approved by Decree 31/2015, of 31 December;
- c) Mining Tax Regime Law – approved by Law 28/2014, of 23 September;
- d) Mining Tax Regime Regulations – approved by Decree 28/2015, of 28 December; and
- e) Mineral Resources Government Policy and Strategy – approved by Resolution 89/2013, of 31 December.

2. OPINION

Based on the foregoing, we are of the opinion that, so far as the present laws of the Republic of Mozambique are concerned:

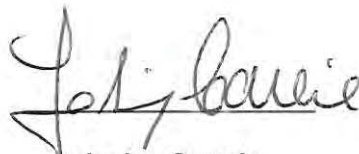
- ✓ The Recapitalisation Proposal does not require any approval from the Government of Mozambique or give rise to any tax liability (including but not limited to capital gains tax) in respect of Triton Minerals or any other entity in the Triton Group, and there are no restrictions on, or implications in respect of the Recapitalisation Proposal under or in respect of the laws of the Republic of Mozambique.

3. RESERVATIONS

The opinions given herein are limited to matters expressly referred to herein and are governed by Mozambican law with respect to Mozambican laws as currently in force and relate to facts and matters known to us on the date hereof. We assume no obligation to update the opinion expressed herein as a result of any change in the applicable legislation occurring after the date hereof and we have made no investigation of, and this opinion does not address, the laws of any jurisdiction other than Mozambique.

This opinion expresses and describes Mozambican legal concepts in English language and not in their original Portuguese terms and, consequently, it is issued and may only be relied upon on the express condition that it shall be governed by, and that all words and expressions used herein shall be construed and interpreted in accordance with, the laws of Mozambique.

This opinion is addressed to Triton Minerals Limited for purposes of inclusion in a Prospectus to be lodged by Triton Minerals with the Australian Securities and Investments Commission and the Australian Securities Exchange for purposes of the Recapitalisation Proposal, only



Josina Correia

(Lawyer, Senior Associate)

(BAN 694)

Annexure E. Chinese Legal Report



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**LEGAL DUE DILIGENCE REPORT ON
HUBEI XINCHENG TRITON GRAPHITE TECHNOLOGIES LTD**

Dated: 11 October 2016

1. GENERAL BACKGROUND

1.1 Introduction

We are a law firm practicing in the laws of the People's Republic of China ("PRC") and are duly qualified to provide this report in respect of the prevailing laws and regulations of PRC. We are instructed by Triton Minerals Ltd ("Triton") and its the Australian legal counsel, Gilbert + Tobin to conduct a legal due diligence on Hubei Xincheng Triton Graphite Technologies Ltd ("JVC") registered in PRC and to provide a legal due diligence report (the "Report") for inclusion in a Prospectus document of Triton (the "Prospectus").

This Report is also strictly limited to the matters stated herein and is not to be read as extending by implication or otherwise to any other matter not specifically referred to herein.

1.2 Scope of the Report

This Report has been prepared for purposes of inclusion in the Prospectus to be lodged by Triton. We have prepared this Report based on the information and the documents as set out in Section 1.3.

For the purpose of the due diligence review, we have conducted a company search on the online records of JVC filed with Hubei Administration for Industry and Commerce ("HAIC")¹ on 29 September 2016 (the "Search Date").

1.3 Sources of Information

The findings and analysis made and the conclusions reached in this Report are based upon the following sources of information:

- i. Results of the searches referred to in the Section 1.2 above;
- ii. Articles of Association of the JVC signed on July 31, 2015, provided by Gilbert + Tobin ("AOA").

1.4 Assumptions

In preparing this Report we have made the following assumptions:

- i. all signatures, seals and chops are genuine and that all documents provided to us as copies are complete and correct copies of the originals; and
- ii. the documents and information filed with HAIC contains all matters which ought to have been recorded therein as at the Search Dates and no change is required by any applicable laws or regulations of PRC to be made to those records since the Search

¹ The registered information of JVC on the website of Hubei Administration for Industry and Commerce : http://xyjg.egs.gov.cn/ECPS_HB/businessPublicity.aspx?id=C3A0C8A38C5A2AB1942E973FACE82E12

Dates.

1.5 Qualifications

- i. In rendering this Report, we have considered provisions of the prevailing laws and regulations of PRC and we do not express any opinion in respect of any matters herein accordance with the laws of any jurisdictions other than PRC;
- ii. our opinion as expressed in this Report does not apply to any amendment or variation of any of the documents referred to Section 1.3 above which are not provided to or made known to us; and
- iii. this Report is prepared on the understanding and basis that we are not required to conduct any independent verification on the accuracy, correctness or completeness of any information or statements made by JVC or its representatives or in the information or documents as set out in the Section 1.3 unless such verification could be completed by searches on records or registers kept by relevant governmental authorities in PRC which have been made available for the inspection and access by the general public (the “Public Records”).

2. CORPORATION INFORMATION

2.1 Incorporation

According to the company search result as at the Search Date, JVC was duly incorporated on September 28, 2015, in Yichang, Hubei Province, PRC in the form of Limited Liability Company (Equity Joint Venture) and validly exists under the law of PRC.

Registration No./ Unified Social Credit Code	91420500MA4876DM9X
Legal Representative	Bing Yue (岳兵)
Registered Capital	RMB110,000,000
Business Scope	Deep process, research and develop graphite products; design, manufacture, install and adjust the complete sets of graphite equipment; manufacture and sell refractory material and its products (projects subject to approval according to PRC law may only be carried out after received approval from the relevant governmental authorities)
Commence Date	September 28, 2015
Termination Date	September 27, 2065

2.2 Registered Office and Contact Information

According to the company search result as at the Search Date, the registered address of JVC is Pinyikou Industrial Park, Xingshan, Yichang, Hubei Province, 443100, PRC; the registered telephone number is +86- 07173284666; the registered email address is 446702328@qq.com.

2.3 Shareholders

The shareholding structure as at the Search Date is as follows:

	Shareholders	Type of License	License No.	Subscribed Capital Contribution	Ratio
1	Yichang Xincheng Graphite Co. Ltd (“Yichang”)	Business License for Enterprise Legal Person (Company)	420582000008109	5,610	51%
2	Triton Minerals Ltd	Business License (Foreign Investment)	126042215	5,390	49%

2.4 Legal Representative and Directors

The directors and Supervisors as at the Search Date are as follows:

	Name	Position
1	Bing Yue (岳兵)	<i>Not identified on the official website</i>
2	Alf Gilman	Director and General Manager
3	Chengwang Luo (罗成旺)	Supervisor
4	Paige Exley	Director
5	Wei Luo (罗伟)	Director
6	Xinqing Yue (岳新卿)	Director

According to the AOA, the board of directors comprises of 5 directors, 3 of which are to be appointed by Yichang, and 2 of which are to be appointed by Triton. The information of directors and supervisors as at the Search Date is consistent with the board name list indicated in the AOA.

2.5 Minutes of the Shareholders' meetings and the Board of Directors

The information regarding the minutes (if any) of the shareholders' meeting and board of director of the company is not available to the public review.

2.6 Capital Contribution

According to the company search result as at the Search Date, the registered capital of JVC is RMB110,000,000 which has not been fully paid up. The 2015 Annual Report of JVC published on the official website of the Hubei Administration for Industry and Commerce shows that Yichang has fully paid up its contribution to the registered capital by cash, intellectual properties and land use right on March 10, 2016, and the contribution of Triton to the registered capital has not been paid yet.

Please note: according to Article 28 of *the Regulations for the Implementation of the Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures ("Joint Venture Regulation")*², Triton shall pay in full the investment subscribed (being its share of the registered capital) according to the time limit stipulated in the joint venture agreement entered into between Triton and Yichang ("**JVA**"). Should there be any delay in payment or partial delay in payment, Triton shall pay interest in arrears or a compensation for the loss stipulated in the JVA (if any).

The *Company Law of the People's Republic of China ("Company Law")*³ has been amended as of 1 March 2014, which abolished the requirements on minimum registered capital as well as the two years' deadline for capital contributions. The paid-in registered capital is no longer subject to registration.

The requirements on the registered capital and deadlines for contribution to the registered capital for Equity Joint Venture Enterprises were stipulated in the certain Regulations on the Subscription of Capital by the Parties to Sino-Foreign Joint Equity Enterprises and their Supplementary Regulations, both of which were abolished on 1 March 2014. In the absence of a specific regulation, the PRC *Company Law* applies. I.e. there are no contribution deadlines.

The time limit for registered capital contribution should be agreed in the joint venture agreement by the parties of the Equity Joint Venture Enterprises. Based on the updated information, since the JVA does not provide a time limit for payment of registered capital, there has been no delay in payment of registered capital for the purposes of Article 28 of *Joint Venture Regulation*. Other than in respect of its share of registered capital, for which no due date for payment is provided, subject to our Source of Information, Assumptions and Qualifications above, we are not aware of

² "The parties to the joint venture shall pay in full the investment subscribed according to the time limit stipulated in the contract. Delay in payment or partial delay in payment shall be subject to a payment of interest in arrears or a compensation for the loss as defined in the contract." The Article 28 of *the Regulations for The Implementation of the Law of the People's republic of China on Chinese-Foreign Equity Joint Ventures*, promulgated on 20 September 1983 by the State Council, and revised on 22 July 2001 by the State Council.

³ Revised at 18 the Session of the Standing Committee of the Tenth National People's Congress on October 27, 2005; and amended for the third time in accordance with the Decision on Amending Seven Laws including the Marine Environment Protection Law of the People's Republic of China adopted at the Sixth Session of the Standing Committee of the 12th National People's Congress on December 28, 2013).

any valid or enforceable debt or liability in existence for Triton as a shareholder of JVC. The AOA contains no other unusual or noteworthy matters.

3. Joint Venture Agreement

3.1 Effective of Joint Venture Agreement

Under the *Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures* (“**Joint Venture Law**”)⁴, an equity joint venture agreement, contract and articles of association signed by the parties to a venture shall be submitted to the state's competent department in charge of foreign economic relations and trade for examination and approval. According to Article 14 of *Joint Venture Regulation*, a joint venture agreement, a joint venture contract or articles of association shall come into force after being approved by the examination and approval authority. Only after approval is received, an equity joint venture shall be registered with the State's competent department in charge of industry and commerce administration, acquire a business license and start operations.

Considering the JVC has already duly registered with HAIC and the JVC is in good standing, without other information, we assume that the JVA has also been approved by HAIC and has become effective.

The Company Law also provides that the liabilities of the shareholders of a Limited Liability Company to the outside debt collectors (if any) are limited to the amount of registered capital subscribed by each shareholder (ie. that subscription amount is the maximum possible liability of any shareholders to outside debt collectors under the Company Law). As such, since the JVC is in the form of the Limited Liability Company, the maximum possible liability of shareholders to the outside debt collectors (if any) shall be limited to its subscribed amount of registered capital.

3.2 Governing Law

Contract Law of People's Republic of China (“**Contract Law**”) requires that, in respect of contracts to be fulfilled in the territory of the People's Republic of China in relation to Chinese-foreign equity joint ventures, the laws of the People's Republic of China shall apply.⁵ It indicates that choosing the law of another jurisdiction in a joint venture agreement violates the provision of Contract Law.

And under *Law of the People's Republic of China on Choice of Law for Foreign-related Civil Relationships*, if there are mandatory provisions on foreign-related civil relations in the laws of the People's Republic of China, these mandatory provisions shall directly apply.⁶ Therefore, Yichang and Triton could not choose Australian Law for the JVA. Even if the JVA does stipulate

⁴ The Article 3 of the *Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures* (“*Joint Venture Law*”) adopted at the Third Session of the Seventh National People's Congress on April 4, 1990.

⁵ The Article 126, *the Contract Law of People's Republic of China*.

⁶ The Article 4, *the Law of the People's Republic of China on Choice of Law for Foreign-related Civil Relationships*.

the applicable law is Australian Law, the provision of choice of law is void and Chinese law shall apply to the JVA directly.

3.3 Termination of Joint Venture Agreement

According to *Joint Venture Law*⁷, a joint venture agreement may be terminated through consultation and agreement by the parties to the venture, subject to approval of the examining and approving organ and to registration with the industry and commerce administrations of the State, due to failure of a party to fulfill the obligations prescribed by the agreement and the articles of association. *Joint Venture Regulation*⁸ further clarifies that any modification or amendment of a joint venture agreement, contract or articles of association shall come into force after being approved by the examination and approval authority, and the execution of the joint venture contracts and articles of association are subject to the examination and approval, and the authority's supervision and inspection.

Thus, the JVA shall be effective and Triton has all rights and obligations stipulated in the JVA until the termination of JVA is approved by the relevant government authority.

i. Process, Time and Costs of Termination of Joint Venture Agreement

Each city has authority to enact their own rules regarding process, time and costs for approving termination of a joint venture agreement. It really depends on the specific implementation rule adopted by the local approval and examination authorities. After conducting a search on the government official website of Yichang⁹, there is no relevant rules published. We know from past experience, the costs of approving termination of the JVA will be limited. Based on other city's relevant rules, we estimate that it will take 15-20 business days to obtain approval for a termination of a joint venture.

ii. Rights and obligations after Termination of Joint Venture Agreement

Under Article 90 of *Joint Venture Regulation*¹⁰, a joint venture may be dissolved when the joint venture is unable to continue operations due to the failure of one of the contracting parties to fulfill the obligations prescribed by the agreement, contract or articles of association. The non-breaching party shall make an application and report it to the examination and approval authority for approval. Yet, it is unclear whether Yichang has so applied.

Notice of the State Administration for Industry and Commerce and the Ministry of Commerce on Issues concerning the Administration of Dissolution and De-Registration of Enterprises with Foreign Investment further requires that before the joint venture operation duration expires, the non-breaching party applies for dissolution, which should be approved by the original

⁷ The Article 14, *Joint Venture Law*.

⁸ The Article 14 and Article 15, *the Regulations for The Implementation of the Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures*.

⁹ <http://www.ycmhc.com/list-40745-2.html>.

¹⁰ Article 90, *Id.*

examination and approval authority or ruled by a Chinese Court.¹¹ The application for pre-dissolution, the resolution of pre-dissolution from the board of directors, the certificate of approval and the Business license shall be submitted to the approval authority. After receiving the above documents, the approval authority will approve the dissolution within 10 business days and will update the approval notice for the company's dissolution in the National Administration System for Foreign-Investment Enterprise. Meanwhile, the joint venture shall form a liquidation committee within 15 days after receiving the aforesaid approval.

Therefore, before being dissolved and going through the formalities for canceling its registration and handing in its business license to the original registration authority, the JVC still exists. Even after the termination of the JVA has been approved by the relevant authority, shares in the JVC will not be taken to be forfeited until the registration and business license has been cancelled.

4. Assets

The information regarding the assets (if any) status of the JVC in the 2015 Annual Report of JVC is not available to the public review.

5. Certificates and Approvals

JVC has obtained the Certificate of Approval for Establishment of Enterprises with Foreign Investment in the People's Republic of China (the “**Certificate**”) and is in good standing. The Certificate number is 鄂审[2015]0003. The issue date of the Certificate is September 2, 2015 and its expiration date is September 1, 2065. The scope of the Certificate for Foreign Investment is to “Deep process, research and develop graphite products; design, manufacture, install and adjust the complete sets of graphite equipment; manufacture and sell refractory material and its products”.

6. Loans, Mortgages and Guarantees

According to the information published on the official website of HAIC, the JVC does not have any loans, or mortgages, or guarantees registered with relevant government authorities since the establishment of the company.

7. Litigations and Insolvency

According to the information published on the official website of the HAIC, (i) there is no judicial or administrative actions or investigations pending or threatened against the JVC; (ii) the JVC has not participated in and is not participating in any litigation or claim or arbitration; (iii) there is no cause for any litigation or claim against the JVC; and (iv) the JVC is not subject to any insolvency

¹¹ Article 2, Notice of the State Administration for Industry and Commerce and the Ministry of Commerce on Issues concerning the Administration of Dissolution and De-Registration of Enterprises with Foreign Investment.

or winding up order and no insolvency petition has been made against it.

Zhong Lu Law Firm

Date: October 11, 2016

Annexure F. Terms of Options Under Options Offer

The Options the subject of the Options Offer entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share upon exercise of the Option.
 - (b) Each Option will expire at 5.00pm (WST) on 30 June 2018 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).
 - (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise their Options by giving the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) Immediately Available Funds for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (h) The Options are not transferable, except with the prior written consent of the board of directors of the Company.
 - (i) All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.
 - (j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reorganised or reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation or reconstruction.
 - (l) There are no participating rights or entitlements inherent in the Options. The Optionholder cannot participate in any new issues of the Company without exercising the Option.
 - (m) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

Annexure G. Conditions for re-quotations of Shares

- 1 Confirmation that all conditions of the DOCA (as amended) have been satisfied (not waived), the DOCA has been fully effectuated and the Company is not subject to any other forms of external administration, receivership or liquidation.
- 2 The Company's shareholders approving all the resolutions required to effect the Recapitalisation Proposal to be considered at a general meeting of shareholders (**Meeting**), including resolutions approving the issue of:
 - 2.1 105,248,400 to Minjar Gold (or its nominees) pursuant to the Subscription Agreement (**Minjar Shares**);
 - 2.2 25,000,000 free options, exercisable at \$0.10, expiring 30 June 2018 to Minjar Gold (or its nominees) pursuant to the Subscription Agreement (**Minjar Options**); and
 - 2.3 25,000,000 options to Somers (or its nominees) as part of the consideration for Somers underwriting the Share Offer (**Somers Options**).
- 3 Confirmation of the issue of the Minjar Shares, Minjar Options and Somers Options.
- 4 Confirmation that any Shortfall Amount has been satisfied in full by the Company, including details of how the Shortfall Amount was satisfied.
- 5 Confirmation that the Company has released a full form prospectus in relation to the Share Offer and that such offer has closed and has been fully underwritten by Somers pursuant to the Underwriting Agreement.
- 6 Confirmation to the satisfaction of ASX that:
 - 6.1 the Company retains its 80% interest in the exploration licences located in Mozambique that were held prior to the Company's voluntary administration (**Mozambique Licences**);
 - 6.2 that there are no legal, regulatory or contractual impediments to the Company undertaking its proposed activities on the Mozambique Licences; and
 - 6.3 the Mozambique Licences are in good standing.
- 7 A legal opinion from a reputable independent Mozambique law firm attesting (to the satisfaction of ASX) to:
 - 7.1 the valid legal ownership of the Company's interest (through Grafex Limitada, an entity incorporated in Mozambique) in the Mozambique Licences, in compliance with Mozambique law;
 - 7.2 the legality of the Company conducting its proposed activities on the Mozambique Licences as at the date of reinstatement; and
 - 7.3 the Company having an unfettered right to access the Mozambique Licences.
- 8 Confirmation that the Company's secured creditors have released and discharged any security granted to them by the Company and there are no outstanding security interests over the Company's assets and that the Company's secured creditors have no further interest in the Company's assets.
- 9 An update on the status of all litigation with respect to the Company (if any).

- 10 An update on the status of any claims that may result from the Company not depositing US \$1-2 million into a joint bank account by 13 November 2015 as envisaged by letter agreements between the Company and Yichang Xincheng Graphite Co. Ltd, in particular whether any further correspondence between the parties has occurred since the Company advised YXGC of the rejection of any claim against the Company.
- 11 The Company demonstrating compliance with Listing Rules 12.1 to 12.4 inclusive, to the satisfaction of the ASX, as set out below.
 - 11.1 The Company satisfies the requirements of Listing Rule 12.1.
 - 11.2 Confirmation of completion of the Placement and the Share Offer and that, after:
 - 11.2.1 payment of the costs of the Placement and Share Offer (if any);
 - 11.2.2 any payment by the Company to satisfy the Shortfall Amount; and
 - 11.2.3 payments to the deed administrators and any other parties or entities to satisfy obligations under the DOCA (and any amendments or variations thereto),

the Company can demonstrate to ASX that it will have a minimum of \$1,000,000 in cash (excluding any portion of the Deposit to be repaid to Somers), net of all liabilities (including the Excluded Claim), at the date of reinstatement, to satisfy Listing Rule 12.2.
 - 11.3 The Company's level of shareholder spread will satisfy the requirements of Listing Rule 12.4, with there being at least 300 holders each holding at least \$500 worth of fully paid ordinary shares.
- 12 Lodgement of all outstanding Appendices 3B with ASX for issues of new securities.
- 13 Reinstatement of the Company's CHESS sub-register.
- 14 The Company having a free float (the percentage of its main class of securities held by parties other than: (a) related parties of the Company; (b) an associate of a related party of the Company; and (c) a person whose relationship to a person on referred to in (a) or (b) is such that, in ASX's opinion, they should be treated as been affiliated with the Company), of not less than 20% at the time of its reinstatement to the official list.
- 15 Confirmation in a form acceptable to ASX that the Company has received cleared funds for the complete amount of the issue price of every security allotted and issued to every successful applicant for securities under the Share Offer pursuant to the prospectus (referred to in condition 5).
- 16 Lodgement of any outstanding reports (other than quarterly reports) for the period since the Company's securities were suspended and any other outstanding documents required by Listing Rule 17.5.
- 17 Lodgement of Director's Interest Notices, being either Appendix 3Xs, 3Ys, or 3Zs, as required.
- 18 Payment of any ASX fees, including listing fees, applicable and outstanding.
- 19 Confirmation the securities to be issued following the Meeting have been issued, and despatch of each of the following has occurred.
 - 19.1 In relation to all holdings on the CHESS subregister, a notice from the Company under ASX Settlement Operating Rule 8.9.1.

- 19.2 In relation to all other holdings, issuer sponsored holding statements.
- 19.3 Any refund money.
- 20 Provision of the following documents, in a form suitable for release to the market.
- 20.1 A statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders.
- 20.2 A distribution schedule of the numbers of holders in each class of security to be quoted, setting out the number of holders in the following categories.
- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over
- 20.3 A statement outlining the Company's capital structure following the Meeting and the Share Offer on a post-issue basis.
- 20.4 The Company's pro forma balance sheet based on actual funds raised.
- 20.5 The Company's statement of commitments based on actual funds raised.
- 20.6 A consolidated activities report setting out the proposed business strategy for the Company (including an update on the status of the Company's assets and the current activities with respect thereto).
- 20.7 A statement confirming that:
- 20.7.1. the Company retains its 80% interest in the Mozambique Licences;
- 20.7.2. that there are no legal, regulatory or contractual impediments to the Company undertaking its proposed activities on the Mozambique Licences; and
- 20.7.3. the Mozambique Licences are in good standing.
- 20.8 Full terms and conditions of all options on issue (if any).
- 20.9 Full terms and conditions of any employee incentive schemes (if any).
- 20.10 A statement disclosing the extent to which the Company will follow, as at the date its securities are reinstated, the recommendations set by the ASX Corporate Governance Council. If the Company does not intend to follow all of the recommendations on its reinstatement, the Company must identify those recommendations that will not be followed and give its reasons for not following them.
- 20.11 A copy of the Company's securities trading policy as required by Listing Rule 12.9.
- 20.12 An update on all litigation with respect to the Company (if any).

- 20.13 An update on the status of any claims that may result from the Company not depositing US \$1-2 million into a joint bank account by 13 November 2015 as envisaged by letter agreements between the Company and YXGC, in particular whether any further correspondence between the parties has occurred since the Company advised YXGC of the rejection of any claim against the Company.
- 20.14 A statement confirming that the Shortfall Amount has been satisfied in full by the Company, including details of how the Shortfall Amount was satisfied.
- 20.15 A statement confirming how the Deposit has been applied, including whether any amounts have been repaid to Somers and whether the Company has been released from its obligations to repay the \$450,000 treated as a non-interest bearing loan to the Company (to be used to preserve the Company's investment in Grafex Limitada and associated operating costs of the Company (excluding administrators' fees and costs)).
- 20.16 A statement confirming the Company is in compliance with the Listing Rules and in particular Listing Rule 3.1.
- 21 Confirmation of the responsible person for the purposes of Listing Rule 1.1 condition 12.
- 22 Payment of any other fees applicable and outstanding. The Company's outstanding fees will be advised in due course.
- 23 Provision of any other information required or requested by ASX including, but not limited to, in relation to any issues that may arise from ASX's review of the prospectus (referred to in condition 5) to be issued by the Company in relation to the Share Offer and the Company's half yearly report for the half year ending 30 June 2016.