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**TRITON MINERALS LTD**

**ACN 126 042 215**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:30am (WST)

**DATE:** 2 December 2016

**PLACE:** Celtic Club Perth  
48 Ord Street, West Perth, WA

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6489 2555.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The Annual General Meeting of the Shareholders of Triton Minerals Ltd (the "Company") to which this Notice of Meeting relates will be held at 10:30am (WST) on Friday, 2 December 2016 at:

Celtic Club Perth, 48 Ord Street, West Perth, Western Australia

### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

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A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

### VOTING BY CORPORATE REPRESENTATIVE

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A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) ("**Corporations Act**"). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the company's share registry.

### VOTING BY PROXY

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If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act took effect on 1 August 2011 and apply to voting by proxy. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairman of the meeting, who must vote the proxies as directed.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:30am (WST) on Wednesday, 30 November 2016. Any proxy form received after that time will not be valid for the scheduled meeting.

<b>Online</b>	At <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>
<b>By mail</b>	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
<b>By fax</b>	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
<b>By mobile</b>	Scan the QR code on your proxy form and follow the prompts
<b>Custodian Voting</b>	For Intermediary Online subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions

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#### **QUESTIONS FROM SHAREHOLDERS:**

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr. Amar Nathwani, of Nexia Perth, as the auditor responsible for preparing the auditor's report for the year ended 31 December 2015 (or his representative), will attend the Meeting.

The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 10:30am (WST) on Friday, 25 November 2016 to address details stated above.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by 10:30am (WST) on Friday, 25 November 2016, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2015.

The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Triton Minerals Ltd (the "Company") will be held at 10:30am (WST) on Friday, 2 December 2016 at Celtic Club Perth, 48 Ord Street, West Perth, Western Australia. The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to the Company's Constitution and the Corporations Act that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at the close of business on Thursday, 1 December 2016.

Terms and abbreviations used in the notice are defined in Schedule 1.

## AGENDA

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### ORDINARY BUSINESS

#### Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 31 December 2015 together with the declaration of the directors, the directors' report, the Remuneration report and auditor's report. Also, available for consideration is the Shareholders Annual Report.

In compliance with section 315 of the *Corporations Act 2001*, these reports are available to be viewed or downloaded in PDF format at the Company's website and can be obtained through the following link [www.tritonminerals.com](http://www.tritonminerals.com). However, if you wish to receive hard copies of these reports, please send a written request to the Company Secretary, Triton Minerals Ltd, PO Box 1518, West Perth, WA 6872.

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### RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

*"Pursuant to Section 250R(2) of the Corporation Act 2001 and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 31 December 2015."*

**Short Explanation:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Voting Prohibition Statement:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on this Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change his voting intention on this Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against this Resolution or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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## **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS. PAULA FERREIRA**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Ms. Paula Ferreira, a Director and, being eligible, offers herself for re-election, be re-elected as a Director of the Company”.*

Notes: The non-candidate directors unanimously support the election of Ms. Paula Ferreira. The Chairman of the meeting intends to vote undirected proxies in favour of Ms. Paula Ferreira's re-election.

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## **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – XINGMIN (MAX) JI**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Mr Xingmin (Max) Ji, a Director and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

Notes: The non-candidate directors unanimously support the election of Mr. Xingmin (Max) Ji. The Chairman of the meeting intends to vote undirected proxies in favour of Mr. Xingmin (Max) Ji's re-election.

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#### **RESOLUTION 4 – ELECTION OF DIRECTOR – PETER CANTERBURY**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Mr Peter Canterbury, who ceases to be a Director of the Company in accordance with clause 13.4 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”*

Notes: The non-candidate directors unanimously support the election of Mr. Peter Canterbury. The Chairman of the meeting intends to vote undirected proxies in favour of Mr. Peter Canterbury's election.

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#### **RESOLUTION 5 – RE-ELECTION OF DIRECTOR – PATRICK BURKE**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Mr Patrick Burke, a Director and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

Notes: The non-candidate directors unanimously support the election of Mr. Patrick Burke. The Chairman of the meeting intends to vote undirected proxies in favour of Mr. Patrick Burke's re-election.

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#### **RESOLUTION 6 – RE-ELECTION OF DIRECTOR – GUANGHUI (MICHAEL) JI**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Mr Guanghui (Michael) Ji, a Director and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

Notes: The non-candidate directors unanimously support the election of Mr. Guanghui (Michael) Ji. The Chairman of the meeting intends to vote undirected proxies in favour of Mr. Guanghui (Michael) Ji's re-election.

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#### **RESOLUTION 7 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – PETER CANTERBURY**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Directors are authorised to issue up to 12,000,000 Performance Rights for no consideration, to Mr Peter Canterbury (or his nominee) on the terms and conditions set out in the Explanatory Statement (including Annexure 4 to the Explanatory Statement).”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast on Resolution 7 by Mr Peter Canterbury or his nominee and by any associate of Mr Peter Canterbury or his nominee. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 7 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 7; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 7. In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 7, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 7 or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

*Please Note: If the Chair is a person referred to in the section 224 Corporations Act voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on Resolution 7.*

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#### **RESOLUTION 8 – APPROVAL OF VARIATION DIRECTORS' FEES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.17, clause 13.8 of the Company's Constitution and all other purposes, the maximum aggregate Directors' fees payable to non-executive Directors per annum be increased from \$250,000 to \$500,000."*

**Voting exclusion statement:** The Company will disregard any votes cast on this Resolution by a Director of the Company and any associate of a Director. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on this Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change his voting intention on this Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against this Resolution or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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**RESOLUTION 9 – APPROVAL OF 10% PLACEMENT FACILITY**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**DATED: 26 October 2016**

**BY ORDER OF THE BOARD**



**TRITON MINERALS LTD  
PETER CANTERBURY  
MANAGING DIRECTOR**



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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Celtic Club Perth, 48 Ord Street, West Perth, Western Australia at 10:30am (WST) on 2 December 2016.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

### **Voting Exclusion Statement:**

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of directors and auditors for the year ended 31 December 2015.

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### **RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT**

Section 250R(3) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's Annual Report for the financial year ended 31 December 2015. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the *Corporations Act 2001*, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last annual general meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman will use any such proxies to vote in favour of Resolution 1. The Company encourages all eligible Shareholders to cast their votes in favour of Resolution 1 (Remuneration Report).

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

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**RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS. PAULA FERREIRA**

Resolution 2 is in respect of the re-election of Paula Ferreira to the Board.

Ms. Ferreira was appointed to the Board on 24 August 2015, and now being eligible, seeks re-election to the Board by shareholders.

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.

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.

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. 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.

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 "Accounting System for the Private Sector in Mozambique" 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.

The Board, with the exception of Ms. Ferreira, unanimously recommends that members vote in favour of Ms. Ferreira's re-election as a Non-Executive Director.

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**RESOLUTION 3 – RE-ELECTION OF DIRECTOR – XINGMIN (MAX) JI**

Resolution 3 is in respect of the re-election of Xingmin (Max) Ji to the Board.

On 22 July 2016, Mr Xingmin (Max) Ji upon the recommendation of Minjar Gold Pty Ltd, was appointed as Non-Executive Chairman of the Company by the Board, and now being eligible, seeks re-election to the Board by shareholders.

Max 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 stock market investment, foreign currency, real estate and trade, as well as various other 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 has a proven track record for investing in profitable projects. In 2006, while at the Qingdao Underwater World, the project received the award for "Best Investment and Profit" from the China Investment Association. Mr Ji is also a partner in China for Angel Gorden (a large mutual fund in the USA).

Mr Ji is currently the Chairman and Director for Minjar Gold Pty Ltd as well as the CEO for Tianye Australia Group. Mr Ji was the CEO of Minjar Gold Pty Ltd from 2011-2014.

The Board, with the exception of Mr X Ji, unanimously recommends that members vote in favour of the election of Mr X Ji as Non-Executive Chairman.

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#### **RESOLUTION 4 – ELECTION OF DIRECTOR – PETER CANTERBURY**

Resolution 4 is in respect of the election of Peter Canterbury to the Board.

Clause 13.4 of the Company's Constitution provides that a Director appointed to the Board holds office only until the next following Annual General Meeting and is then eligible for re-election.

On 3 October 2016, Mr Peter Canterbury was appointed as Managing Director of the Company by the Board. In accordance with clause 13.4 of the Company's Constitution, Mr Canterbury will cease to be a Director at the Meeting, and being eligible for election, offers himself for election as a Director of the Company.

Mr Canterbury has substantial experience in leading ASX-listed mining companies, most recently as Chief Executive Officer of ASX-listed Bauxite Resources Limited. Prior to this, Mr Canterbury was Chief Financial Officer of Sundance Resources Limited for six years. Mr Canterbury played a lead role in negotiating the Mining and Development convention for Sundance in Cameroon for the US\$5 billion iron ore mine rail and port project. He was also critical in rebuilding Sundance as acting CEO following the tragic plane crash in June 2010, which claimed the lives of the entire Board.

In addition to Mr Canterbury's key role at Sundance, his experience in the African mining sector includes oversight of the GBG bauxite mine in Guinea in his role as Chief Financial Officer of Dadco Europe. Mr Canterbury's career includes several senior positions with Alcoa World Alumina in finance, marketing and project development.

The Board, with the exception of Mr Canterbury, unanimously recommends that members vote in favour of the election of Mr Canterbury as Managing Director.

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#### **RESOLUTION 5 – RE-ELECTION OF DIRECTOR – PATRICK BURKE**

Resolution 5 is in respect of the re-election of Mr Patrick Burke to the Board.

On 22 July 2016, Mr Patrick Burke, upon the recommendation of Somers & Partners, was appointed as Director of the Company by the Board and now being eligible, seeks re-election to the Board by shareholders.

Mr Burke holds a Bachelor of Law Degree from the University of Western Australia and has extensive legal, commercial and corporate advisory experience for ASX listed companies. He has acted as a director for a number of ASX and aim listed small to mid-cap 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 serves as a director for ASX listed ATC Alloys Limited (formerly Hazelwood Resources Limited) and is a director of Uranium Resources Inc.

The Board, with the exception of Mr Burke, unanimously recommends that members vote in favour of the election of Mr Burke as Director.

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**RESOLUTION 6 – RE-ELECTION OF DIRECTOR – GUANGHUI (MICHAEL) JI**

Resolution 5 is in respect of the re-election of Mr Guanghui (Michael) Ji to the Board.

On 22 July 2016, Mr Guanghui (Michael) Ji upon the recommendation of Minjar Gold Pty Ltd, was appointed as Director of the Company by the Board and now being eligible, seeks re-election to the Board by shareholders.

Michael Ji graduated from North China Electric Power University in 2000 with a Bachelor of Engineering in Management.

Mr Ji has formerly worked for various famous 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 is currently the Chief Executive Officer and Director for Minjar Gold Pty Ltd.

The Board, with the exception of Mr G Ji, unanimously recommends that members vote in favour of the election of Mr G Ji as Director.

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**RESOLUTION 7 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – PETER CANTERBURY**

Resolution 7 is in respect of the issue of 12,000,000 Performance Rights to Mr Peter Canterbury, the Managing Director of the Company.

The Board has resolved, subject to obtaining Shareholder approval, to allot and issue 12,000,000 Performance Rights to Mr Peter Canterbury (Related Party) on the terms and conditions set out below.

**(A) General**

The Company proposes to issue a total of up to 12,000,000 Performance Rights (each with nil exercise price) to Mr Peter Canterbury (or his nominee). The full terms and conditions of the Performance Rights are set out in Schedule 3, and the key terms are set out below.

- (a) The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting (or exercise) of the Performance Rights on the achievement of the Vesting Conditions;
- (b) the Performance Rights will vest within the terms as set out below. The number of Performance Rights that will vest will be dependent upon the following Vesting Conditions:
  - (i) Tranche A Performance Rights – 6,000,000 will vest upon (i) completion of DFS & Decision to mine and (ii) execution of offtake agreements for at least 50% of the production of Ancuabe, within 27 months of the date of shareholder approval for the issue of the Performance Rights, provided Mr Canterbury is continuously employed or engaged by the Company during this period;

- (ii) Tranche B Performance Rights – 6,000,000 will vest upon commencing Mining and Processing of first Ore within 36 months of the date of shareholder approval for the issue of the Performance Rights, provided Mr Canterbury is continuously employed or engaged by the Company during this period;

(collectively the **Vesting Conditions**).

Each tranche of performance rights shall expire, if unvested, on the day following the time period specified in the Vesting Conditions. For example, Tranche A Performance Rights shall expire, if unvested, on the day following the date of 27 months from the date of shareholder approval for the issue of the Performance Rights or on the day following Mr Canterbury's employment ceasing.

Tranche B Performance Rights shall expire, if unvested, on the day following the date of 36 months from the date of shareholder approval for the issue of the Performance Rights or on the day following Mr Canterbury's employment ceasing.

The Directors (in the absence of Mr Canterbury) consider that the grant of Performance Rights to Mr Canterbury (or his nominee) provides a cost effective way to remunerate Mr Canterbury, as opposed to cash remuneration and is reasonable given the Vesting Conditions will align the interests of Mr Canterbury with those of Shareholders.

#### **(B) Related Party Transaction**

Chapter 2E of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

Exceptions include where the financial benefit proposed to be provided constitutes reasonable remuneration to the related party, or where the financial benefit is provided in circumstances where the parties are dealing on arm's length terms (or are less favorable to the related party).

The Directors (other than Mr Canterbury) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of 12,000,000 Performance Rights to Mr Canterbury (or his nominee) because the agreement to issue the Performance Rights was part of the remuneration package agreed between the Company and Mr Canterbury and was negotiated on arm's length terms, and the grant of the Performance Rights otherwise constitutes reasonable remuneration to Mr Canterbury.

In forming these views, the Directors (other than Mr Canterbury) carried out an assessment of the equity incentive component of Managing Directors in peer group companies, and also had regard to the recent history of the Company, the fact its key projects are located in Africa, the experience of Mr Canterbury, and the expectation on Mr Canterbury to lead the Company through to becoming a mining production company.

**(C) ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Performance Rights to Mr Canterbury (or his nominee) involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. Accordingly, Shareholder approval is sought for the grant of Performance Rights to Mr Canterbury (or his nominee).

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of Performance Rights to Mr Canterbury (or his nominee) as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Performance Rights to Mr Canterbury (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

**(D) Technical information required by Listing Rule 10.13**

The following information is provided to Shareholders in relation to Resolution 7 for the purposes of ASX Listing Rule 10.13:

- (a) The Performance Rights will be issued to Mr Canterbury who is a Director (or his nominee).
- (b) The maximum number of Performance Rights that may be issued is 12,000,000.
- (c) The Performance Rights will be issued to Mr Canterbury (or his nominee) no later than 1 month after the date of this Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) The Performance Rights will be issued for no consideration. The terms of the Performance Rights are set out in Schedule 3.
- (e) A voting exclusion statement has been included.
- (f) No funds will be raised by the issue of the Performance Rights.

**(E) Directors' Recommendation**

All the Directors were available to make a recommendation in relation to Resolution 7. Mr Canterbury declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution, as it relates to the proposed grant of Performance Rights to him individually (or his nominee). ASIC Regulatory Guide 76: Related Party Transactions notes at paragraph 76.103 that it is good practice for directors to avoid making a recommendation for resolutions about each other's remuneration as there may be a conflict of interest, and accordingly, they do not make a recommendation in relation to Resolution 7.

The Board (other than Mr Canterbury) are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision regarding the financial benefit the subject of this resolution or whether it is in the best interests of the Company to pass the Resolution.

## **(F) Voting**

Note that a voting exclusion applies to Resolution 7 in the terms set out in the Notice of Meeting. In particular, Mr Canterbury, his associates and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution. In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 7, in which case an ASX announcement will be made.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

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### **RESOLUTION 8 – APPROVAL OF VARIATION DIRECTORS' FEES**

Resolution 8 is in respect to changing the maximum aggregate amount which may be paid to Non-Executive Directors per year.

Clause 13.8 of the Company's Constitution allows for the aggregate fixed sum per annum paid to Non-Executive Directors to be varied by way of an ordinary resolution of the Shareholders in General Meeting. Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of Non-Executive Directors fees to increase without shareholder approval.

In the future it may be required to expand the Board to reflect the skillsets required to see the Company's projects through to development. Further, as the Company is operating in the global market place it may be necessary to appoint top quality directors globally who will add value to the Company. To do this the current level of \$250,000 is insufficient and the Company seeks to increase this to \$500,000. It should be noted that there is no immediate intention to allocate the full amount.

The remuneration of each Non-Executive Director for the year ended 2015 is detailed in the remuneration report in the Company's 2015 Annual Report. The following securities have been issued to the Company's current Non-Executive Directors with Shareholder approval under Listing Rule 10.11 or 10.14 within the 3 years preceding the date of this Notice:

Ms Paula Ferreira was granted 2,500,000 Performance Rights following shareholder approval at the Company's general meeting held on 22 October 2015. The Performance Rights were issued for nil cash consideration and vest subject to the achievement of specified vesting conditions. These vesting conditions (together with the full terms of the Performance Rights) are set out in the Company's notice of meeting released on ASX on 18 September 2015.

A voting exclusion statement has been included with Resolution 8.

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### **RESOLUTION 9 – APPROVAL OF 10% PLACEMENT FACILITY**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as it is not included in the A&P/ASX 300 Index and has a current market capitalisation of approximately \$32 million.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

As disclosed in the Company's previous Annual Reports and Quarterly Activity Reports, the Company is actively seeking to increase work on its current exploration assets and reviewing new potential projects and investments. Should the Company utilise the 10% Placement Facility, the Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration in relation to costs associated with the acquisition of resource assets, investments and the provision of services. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of resource assets or investments (which may include costs associated with due diligence and engagement of advisors in assessing new resource assets) and/or continued exploration on the Company's existing resource assets in Africa (the Mozambique Graphite Project) or to meet additional working capital requirements.

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors of the Company believe that Resolution 9 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

### **Description of Listing Rule 7.1A**

#### **(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

#### **(b) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

The Company, as at the date of the Notice, has on issue quoted Shares and Options, and non-quoted Options and Performance Rights on issue.

#### **(c) Formula for calculating the 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;



- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

As at the date of this Notice, the Company had on issue 526,242,266 shares, and its 15% placement capacity under Listing Rule 7.1 is 78,963,340. If Shareholders approve the 10% Placement Facility, the Company will be able to issue an additional 52,624,226 equity securities without shareholder approval in the next 12 months.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c) above).

(e) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) **(10% Placement Period)**.

### **Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
  - (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on Issue ("Variable A")	Dilution			
	Issue Price (per Share)	\$0.031 (50% decrease in last issue price)	\$0.061 (Last issue price)	\$0.092 (50% increase in last issue price)
<b>526,242,266</b> <b>(Current Variable A)</b>	<b>Shares issued (10% Dilution)</b>	52,624,226 Shares	52,624,226 Shares	52,624,226 Shares
	<b>Funds Raised</b>	\$1,631,351	\$3,210,078	\$4,841,429
<b>789,363,399</b> <b>(50% increase on Variable A)*</b>	<b>Shares issued (10% Dilution)</b>	78,936,339 Shares	78,936,339 Shares	78,936,339 Shares
	<b>Funds Raised</b>	\$2,447,027	\$4,815,117	\$7,262,143
<b>1,052,484,532</b> <b>(100% increase on Variable A)*</b>	<b>Shares issued (10% Dilution)</b>	105,248,453 Shares	105,248,453 Shares	105,248,453 Shares
	<b>Funds Raised</b>	\$3,262,702	\$6,420,156	\$9,682,858

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) No Convertible Securities (including any Convertible Securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities;
  - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Convertible Securities, it is assumed that those Convertible Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - (vii) The last issue price is \$0.061 being the closing price of Shares on the ASX on 02 March 2016.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.
- (f) The Company may seek to issue the Equity Securities for the purposes set out further above.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company. Further, if the Company is successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.
- (j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2015 annual general meeting held on 28 May 2015 (Previous Approval).

During the 12 month period preceding the date of the Meeting, being on and from 2 December 2016, the Company otherwise issued a total of 149,692,844 Shares, 22,222,306 Options and Nil performance rights which represents approximately 40.91% of the total diluted number of Equity Securities on issue in the Company 2 December 2015.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 2.

- (k) A voting exclusion statement is included in the Notice.
- (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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## SCHEDULE 1 – DEFINITIONS

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In the Notice, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**10% Placement Facility** has the meaning as defined in the Explanatory Statement for Resolution 9.

**10% Placement Period Facility** has the meaning as defined in the Explanatory Statement for Resolution 9.

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2015.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the **Australian Securities Exchange** operated by ASX Limited.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors of the Company.

**Chairman** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Triton Minerals Ltd ACN 126 042 215.

**Constitution** means the constitution of the Company as at the date of the Meeting.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of annual general meeting.

**Performance Right** means a right to acquire a Share subject to the satisfaction of specified vesting conditions.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution referred to in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP** means volume weighted average price.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

## SCHEDULE 2 – ISSUES OF EQUITY SECURITIES SINCE 2 DECEMBER 2015

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
20 January 2016	19,769,764	Shares <sup>2</sup>	Non-renounceable rights – existing shareholders	\$0.09 per Share (premium of 7.14%)	<p>For Cash only</p> <p>The funds raised by the Company via the issue of shares will be applied to:</p> <ul style="list-style-type: none"> <li>offer costs and general working capital;</li> <li>consideration payment to earn a 90% equity interest in Grafex Lda;</li> <li>activities to define a resource at the Ancuabe project in the Cabo Delgado region of Mozambique;</li> <li>activities to define a resource at the P66 zone of Nicanda Hill at the Balama North project in the Cabo Delgado region of Mozambique;</li> <li>expansion of the definitive feasibility study to include the P66 zone of Nicanda Hill, Ancuabe and the joint venture manufacturing facilities in Mozambique and China; and</li> <li>commencement of construction of the joint venture manufacturing facility in China.</li> </ul> <p>Amount raised<sup>5</sup> = \$1,779,279</p>
20 January 2016	9,884,964	Listed Options <sup>3</sup>	Non-renounceable rights – existing shareholders	Nil consideration Exercise price \$0.15	<p>For Non-cash only</p> <p>Attached to Rights Issue</p> <p>Current Value<sup>6</sup> = \$47,831</p>
25 January 2016	21,894,680	Shares <sup>2</sup>	Underwritten Shortfall - sophisticated & institutional investors	\$0.09 per Share (premium of 3.45%)	<p>For Cash only</p> <p>The funds raised by the Company via the issue of shares will be applied to:</p> <ul style="list-style-type: none"> <li>offer costs and general working capital;</li> <li>consideration payment to earn a 90% equity interest in Grafex Lda;</li> <li>activities to define a resource at the Ancuabe project in the Cabo Delgado region of Mozambique;</li> <li>activities to define a resource at the P66 zone of Nicanda Hill at the Balama North project in the Cabo Delgado region of Mozambique;</li> <li>expansion of the definitive feasibility study to include the P66 zone of Nicanda Hill, Ancuabe and the joint venture manufacturing facilities in Mozambique and China; and</li> <li>commencement of construction of the joint venture manufacturing facility in China.</li> </ul> <p>Amount raised<sup>5</sup> = \$1,970,521</p>

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
25 January 2016	10,947,342	Listed Options <sup>3</sup>	Underwritten Shortfall - sophisticated & institutional investors	Nil consideration Exercise price \$0.15	For Non-cash only Attached to Rights Issue Current Value <sup>6</sup> = \$52,971
27 January 2016	2,780,000	Shares <sup>2</sup>	Underwritten Shortfall - sophisticated & institutional investors	\$0.09 per Share (premium of 3.45%)	For Cash only The funds raised by the Company via the issue of shares will be applied to: <ul style="list-style-type: none"> <li>offer costs and general working capital;</li> <li>consideration payment to earn a 90% equity interest in Grafex Lda;</li> <li>activities to define a resource at the Ancuabe project in the Cabo Delgado region of Mozambique;</li> <li>activities to define a resource at the P66 zone of Nicanda Hill at the Balama North project in the Cabo Delgado region of Mozambique;</li> <li>expansion of the definitive feasibility study to include the P66 zone of Nicanda Hill, Ancuabe and the joint venture manufacturing facilities in Mozambique and China; and</li> <li>commencement of construction of the joint venture manufacturing facility in China.</li> </ul> Amount raised <sup>5</sup> = \$250,200
27 January 2016	2,780,000	Listed Options <sup>3</sup>	Underwritten Shortfall - sophisticated & institutional investors I	Nil consideration Exercise price \$0.15	For Non-cash only Attached to Rights Issue Current Value <sup>6</sup> = \$6,726
26 July 2016	105,248,400	Shares <sup>2</sup>	Shandong Tianye Mining Co Ltd (Nominee of Minjar Gold Pty Ltd)	\$0.06 per Share (discount of 1.64%)	For Cash only Pursuant to the Subscription Agreement between the Company and Minjar Gold Pty Ltd dated 25 July 2016. The funds raised by the Company via the issue of shares will be applied to meeting the Creditors' Trust Payment of \$5 million and working capital Amount raised <sup>5</sup> = \$6,314,904

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: TON (terms are set out in the Constitution).
3. Listed Options in the capital of the Company, ASX Code: TONOA, exercisable at \$0.15, on or before 16 March 2017.
4. General working capital includes personnel expenses (such as wages and salaries, directors fees and other benefits) and administration expenses (such as rent and office costs, consulting and corporate expenses, compliance and regulatory expenses, travel and accommodation expenses).



5. The cash balance of the Company on 2 December 2015 was approximately \$909,696. The aggregate amount raised from issues of Equity Securities listed in Schedule 2 is \$10,314,904. The amount raised from issues of Equity Securities listed in Schedule 2 that remains unspent as at the date of this Notice is \$1,492,684. The cash balance of the Company as at the date of this Notice is approximately \$2,492,684. The amount spent since 2 December 2015 to the date of this Notice has been approximately \$8,731,916. These funds have been spent on [exploration activities and operating expenses of the Company] including those outlined in the table above.
6. Based on a management valuation of the unquoted Options (such value being \$0.0048) conducted on 26 October 2016 using the Black & Scholes option pricing model that takes into account the exercise price, option term, the share price at 2 March 2016 and expected volatility of the underlying Share and the risk-free interest rate for the term of the Option.

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## SCHEDULE 3 – PERFORMANCE RIGHTS TERMS

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### Terms applicable to Performance Rights

1. Subject to the satisfaction of the Vesting Conditions set out in paragraph 18, each Performance Right vests to one fully paid ordinary share in the capital of the Company (**Shares**).
2. The Performance Rights will vest on satisfaction of the Vesting Conditions.
3. Upon:
  - (a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and;
    - (i) having received acceptances for not less than 50.1% of the Company's shares on issue; and
    - (ii) been declared unconditional by the bidder; or
  - (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies, then,

to the extent the Performance Rights have not vested due to satisfaction of the Vesting Conditions, the Performance Rights automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Rights then on issue, is equal to the lesser of one Share per Performance Right and 10% of the total Shares on issue in the Company at that time. Performance Rights that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.
4. The Performance Rights shall expire and lapse in the event:
  - (a) that the Board determines and gives written notice to the holder of the Performance Rights (in the absence of manifest error) that the Vesting Conditions has not been satisfied;
  - (b) Mr Canterbury ceases to be employed by the Company for any reason, unless the Board determines otherwise.
5. The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights into Shares on the satisfaction of the Vesting Conditions.
6. Any unvested Performance Rights will expire at such time as stipulated in the terms and conditions as set out in the Explanatory Statement.
7. The Performance Rights may only be granted in your name or the name of your nominee and otherwise are not transferable.
8. A Performance Right does not confer the right to vote or receive dividends.
9. Immediately following the satisfaction of the Vesting Conditions the Company shall give written notice of that event to the holder of the Performance Rights that have vested and shall, unless otherwise directed by the holder allot and issue the associated number of Shares within 10 Business Days (meaning Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day) of the date of that notice.
10. Upon vesting, your Performance Rights do not need to be exercised and no exercise price is payable in respect of your Performance Rights. One Share will be allocated to you in respect of each vested Performance Right without any further action on your part.

11. The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares allotted and issued pursuant to the vesting of Performance Rights on ASX within 10 Business Days after the date of allotment and issue of those Shares and in any event, in compliance with the ASX Listing Rules.
12. All Shares allotted and issued upon the vesting of Performance Rights will upon allotment and issue rank pari passu in all respects with other Shares.
13. Unless required by the ASX, neither the Performance Rights nor any Shares acquired upon vesting of the Performance Rights will be subject to a trading restriction.
14. The total value of the resulting Shares which may potentially be allocated to you will depend on factors such as:
  - (a) the satisfaction of the Vesting Conditions and the resulting number of Performance Rights that vest or lapse; and
  - (b) the price of the Company's Shares on the ASX.
15. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the terms of the Performance Rights will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
16. Subject to paragraph 15, there are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless the Vesting Conditions has been satisfied or the Performance Rights have vested pursuant to paragraph 3 and the relevant Shares have been issued prior to the record date for determining entitlements. However, the Company will give notice to the holders of any new issues of capital prior to the record date for determining entitlements.
17. Allocation of Shares will occur subject to the Company's Trading Policy, a copy of the Company's Trading Policy is available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com).
18. **Vesting Conditions**
  - (a) the Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting (or exercise) of the Performance Rights on the achievement of the Vesting Conditions;
  - (b) the Performance Rights will vest within the terms as set out below. The number of Performance Rights that will vest will be dependent upon the following Vesting Conditions:
    - (i) Tranche A Performance Rights – 6,000,000 will vest upon (i) completion of DFS & Decision to mine and (ii) execution of offtake agreements for at least 50% of the production of Ancyabe, within 27 months of date of shareholder approval for the issue of the Performance Rights, provided Mr Canterbury is continuously employed or engaged by the Company during this period;
    - (ii) Tranche B Performance Rights – 6,000,000 will vest upon commencing Mining and Processing of first Ore within 36 months of date of shareholder approval for the issue of the Performance Rights, provided Mr Canterbury is continuously employed or engaged by the Company during this period;

collectively referred to as the **Vesting Conditions**.



## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 189187**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:30am (WST) Wednesday, 30 November 2016**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1

### Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Triton Minerals Ltd hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Triton Minerals Ltd to be held at the Celtic Club Perth, 48 Ord Street, West Perth, Western Australia on Friday, 2 December 2016 at 10:30am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 7 and 8 except where I/we have indicated a different voting intention below) even though Resolutions 1, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 7 and 8 by marking the appropriate box in step 2 below.

## STEP 2

### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Ms Paula Ferreira	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Mr Xingmin (Max) Ji	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director - Mr Peter Canterbury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director - Mr Patrick Burke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election of Director - Mr Guanghui (Michael) Ji	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Performance Rights to Director - Mr Peter Canterbury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Variation Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN

### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

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