



20 January 2010

PRIVATE PLACEMENT OF SPECIAL WARRANTS TO ACQUIRE ORDINARY SHARES

Tri Origin Minerals Ltd (“Tri Origin” or the “Company”) has completed an offering of 14,806,500 special warrants of Tri Origin on a private placement basis. The offering was led by Toronto based investment bank, Paradigm Capital Inc (“Paradigm”). The consideration paid by investors for each special warrant was C\$0.11, resulting in gross proceeds of C\$1,628,715 being raised to fund Tri Origin’s current exploration programme and to meet corporate expenses.

Each special warrant is exercisable, without additional consideration, into one ordinary share in the Company’s capital. Both the special warrants and the ordinary shares issuable upon exercise of the Special Warrants, are subject to a hold period under applicable Canadian securities laws which expires four months and one day following the date Tri Origin becomes a reporting issuer in a jurisdiction of Canada. Tri Origin has agreed to use its reasonable best efforts to file a prospectus with the Ontario Securities Commission to qualify the distribution of the underlying ordinary shares by February 19, 2010, and enable the ordinary shares to become freely tradeable.

In addition to the above, the Company has issued 481,211 options to acquire ordinary shares at a price of C\$0.11 per share to Paradigm as part of their compensation for the performance of their role as Agent to the offering of special warrants. Each option may be exercised at any time up to and including 19 May 2011.

Details of each of the issues referred to above are included in the attached Appendix 3B Form.

With the completion of the Private Placement, Tri Origin will now apply to the Toronto Stock Exchange for unconditional approval to list the ordinary shares on that exchange to complement the Company’s current listing on the Australia Securities Exchange.

For Clarification of this Announcement visit our **Website:** www.trioriginminerals.com.au

Or Telephone:

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Mr Jeff Quartermaine

– Executive Director, CFO & Company Secretary on +61 (0)2 9267 8000

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

TRI ORIGIN MINERALS LTD

ABN

22 062 002 475

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | <ol style="list-style-type: none">1. Special Warrants2. Options to acquire Ordinary Shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 14,806,500 Special Warrants2. 481,211 Options to acquire Ordinary Shares |
| | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ol style="list-style-type: none">1. 14,806,500 Special Warrants were issued at a price of C\$0.11 per Special Warrant. Each of the Special Warrants is exercisable to acquire, without additional consideration, one ordinary share in the capital of the Company once the shares have been qualified by filing a Short Form Prospectus with the Ontario securities Commission and other relevant Canadian regulatory authorities. The Company is obliged to file a preliminary Short Form Prospectus by 8 February 2010 and to use its best endeavours to achieve final qualification of the shares on or before the Qualification Deadline of 15 February 2010.2. 481,211 options were issued to Paradigm Capital Inc, with an exercise price of C\$0.11 and an expiry date of 19 May 2011. |

+ See chapter 19 for defined terms.

| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <ol style="list-style-type: none"> 1. When the Special Warrants are exchanged for ordinary shares they will rank equally with other ordinary shares, subject to the shares being “qualified” for trading on the TSX. 2. When options to acquire ordinary shares are exercised and after a four month “hold period” on the shares has elapsed, the ordinary shares will rank equally with other ordinary shares. | | | | |
|--|---|--------|--------|-------------|----------------------------|
| <p>5 Issue price or consideration</p> | <ol style="list-style-type: none"> 1. Cdn\$0.11 per Special Warrant 2. Nil | | | | |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <ol style="list-style-type: none"> 1. The proceeds from the Offering of Special Warrants will be used for the exploration at Woodlawn in Australia and working capital. 2. Options were issued to Paradigm Capital Inc as part compensation for Agency services relating to the Private Placement of the Special Warrants. | | | | |
| <p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p> | <p>19 January 2010</p> | | | | |
| <p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p> | <table border="1"> <thead> <tr> <th data-bbox="766 1355 1069 1400">Number</th> <th data-bbox="1069 1355 1370 1400">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1400 1069 1576">101,918,234</td> <td data-bbox="1069 1400 1370 1576">Fully paid ordinary shares</td> </tr> </tbody> </table> | Number | +Class | 101,918,234 | Fully paid ordinary shares |
| Number | +Class | | | | |
| 101,918,234 | Fully paid ordinary shares | | | | |

+ See chapter 19 for defined terms.

| | Number | +Class |
|---|-----------|--|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | 54,000 | TROAA – Options to acquire ordinary shares expiring 26 November 2012. |
| | 1,000,000 | TROAB – Options to acquire ordinary shares expiring 1 December 2012. |
| | 500,000 | TROAC – Options to acquire ordinary shares expiring 18 March 2013. |
| | 400,000 | TROAI – Options to acquire ordinary shares expiring 26 October 2010. |
| | 800,000 | TROAK – Options to acquire ordinary shares expiring 11 August 2012. |
| | 200,000 | TROAK – Options to acquire ordinary shares expiring 26 September 2012. |
| | 1,340,000 | TROAM – Options to acquire ordinary shares expiring 9 March 2011 |
| | 370,000 | TROAS – Options to acquire ordinary shares expiring 8 June 2011. |
| | 600,000 | TROAU – Options to acquire ordinary shares expiring 10 February 2012. |
| | 1,400,000 | TROAW – Options to acquire ordinary shares expiring 22 June 2012. |
| | 60,000 | TROAY – Options to acquire ordinary shares expiring 24 May 2012. |
| | 5,030,000 | TROAZ – Options to acquire ordinary shares expiring 24 June 2014. |

+ See chapter 19 for defined terms.

| | | |
|----|--|---|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | As per Company policy for all ordinary shares |
|----|--|---|

Part 2 - Bonus issue or pro rata issue

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|----|---------------------------------------|----------------|
| 11 | Is security holder approval required? | Not Applicable |
|----|---------------------------------------|----------------|

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|----|--|----------------|
| 12 | Is the issue renounceable or non-renounceable? | Not Applicable |
|----|--|----------------|

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| 13 | Ratio in which the +securities will be offered | Not Applicable |
|----|--|----------------|

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|----|--|----------------|
| 14 | +Class of +securities to which the offer relates | Not Applicable |
|----|--|----------------|

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| 15 | +Record date to determine entitlements | Not Applicable |
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| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not Applicable |
|----|--|----------------|

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|----|---|----------------|
| 17 | Policy for deciding entitlements in relation to fractions | Not Applicable |
|----|---|----------------|

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| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. | Not Applicable |
|----|---|----------------|

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|----|--|----------------|
| 19 | Closing date for receipt of acceptances or renunciations | Not Applicable |
|----|--|----------------|

+ See chapter 19 for defined terms.

| | | |
|----|---|----------------|
| 20 | Names of any underwriters | Not Applicable |
| 21 | Amount of any underwriting fee or commission | Not Applicable |
| 22 | Names of any brokers to the issue | Not Applicable |
| 23 | Fee or commission payable to the broker to the issue | Not Applicable |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | Not Applicable |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | Not Applicable |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | Not Applicable |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Not Applicable |
| 28 | Date rights trading will begin (if applicable) | Not Applicable |
| 29 | Date rights trading will end (if applicable) | Not Applicable |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | Not Applicable |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not Applicable |

+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

| | | | |
|----|--|----------------|----------------|
| 38 | Number of securities for which +quotation is sought | Not Applicable | |
| 39 | Class of +securities for which quotation is sought | Not Applicable | |
| 40 | <p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | Not Applicable | |
| 41 | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p> | Not Applicable | |
| 42 | Number and +class of all +securities quoted on ASX (including the securities in clause 38) | Number | +Class |
| | | Not Applicable | Not Applicable |

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 20 January 2010
(Company Secretary)
Print name: Jeffrey A Quartermaine

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+ See chapter 19 for defined terms.