



26 October 2016

Dear Shareholder

Notice to Overseas Shareholders of Entitlement Offer

We write to you as a holder of Triton Minerals Ltd (ACN 126 042 215) (**Company**) fully paid ordinary shares (**Shares**) with a registered address outside of Australia, New Zealand, China or the United Kingdom (**Excluded Foreign Holders**).

On 24 October 2016, the Company announced it would be conducting a non-renounceable entitlement offer offering eligible shareholders the opportunity to acquire fully paid ordinary shares in the Company (**Shares**) through a pro rata non-renounceable entitlement issue of one (1) Share for every four (4) Shares held by eligible shareholders on the record date, which under the indicative timetable is 28 October 2016 (**Record Date**), at an issue price of \$0.06 per share to raise up to approximately \$7,893,634 (before expenses) (**Entitlement Offer**).

The Company will also make an offer of 25,000,000 options exercisable at \$0.10 each and expiring 30 June 2018, for nil cash consideration, to each of:

- Shandong Tianye Mining Co., Ltd (Minjar Gold Pty Ltd's nominee); and
- Somers & Partners Pty Limited (ACN 149 263 543) (or its nominees).

The Entitlement Offer is fully underwritten by Somers and Partners Pty Limited (ACN 149 263 543) (AFSL No. 403684).

The Entitlement Offer will be made to all eligible registered shareholders on the Record Date and who reside in Australia, New Zealand, China or the United Kingdom.

The Entitlement Offer is made pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on or about 24 October 2016 (**Prospectus**). The Prospectus is available on the Company's website: www.tritonminerals.com.au or on the ASX website (company announcements section, ASX code: TON): www.asx.com.au.

The Company has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules, that it is unreasonable to extend the Entitlement Offer to those shareholders that are Excluded Foreign Holders. The Company has taken into consideration the size of the shareholdings held by the Excluded Foreign Holders and the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to Excluded Foreign Holders. Accordingly, the Company is unable to extend to you the opportunity to participate in the Entitlement Offer.

Thank you for your ongoing support of the Company, if you have any questions in relation to the above, please do not hesitate to contact the Company Secretary on +61 8 6489 2555.

Yours faithfully



Paige Exley
Company Secretary

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