

TRITON MINERALS LIMITED
ACN 126 042 215

PROSPECTUS

This Prospectus has been issued to facilitate the secondary trading of the Capital Raising Shares issued to a nominee of Shandong Tianye Mining Co Ltd on 18 September 2017. It has also been issued to provide information on the offer of up to 100 Shares in the capital of the Company at an issue price of \$0.10 per share to raise up to \$10.00 (the **Offer**).

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course of action you should follow, you should consult your stockbroker or professional adviser. Investment in securities offered by this Prospectus should be considered speculative.

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IMPORTANT NOTICE

This Prospectus is dated 19 September 2017. A copy of this Prospectus was lodged with ASIC on this date. No responsibility for the contents of this Prospectus is taken by ASIC. No applications for Shares will be accepted nor will Shares be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus regard has been had to the fact that Triton Minerals Limited (**Triton** or the **Company**) is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

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

RISK FACTORS

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future, which may impact on the value of an investment in the Company. The risks which the Directors consider an investor should consider in deciding whether to apply for Shares, together with other risks associated with an investment in the Company, are set out in Section 3 of this Prospectus.

DEFINED TERMS

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion and are set out in section 5 of this Prospectus.

CORPORATE DIRECTORY

TRITON MINERALS LIMITED

ACN: 126 042 215
ASX Code: TON

DIRECTORS

Mr Xingmin (Max) Ji
Mr Patrick Burke
Mr Peter Canterbury
Ms Paula Ferreira
Mr Guanghui (Michael) Ji

COMPANY SECRETARY

Mr David Edwards

REGISTERED OFFICE

10 Outram Street
West Perth
WA 6005

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SECTION 1 DETAILS OF THE OFFER

1.1 Purpose of this Prospectus

On 10 July 2017, the Company announced that Shandong Tianye Mining Co. Ltd, its largest shareholder, had agreed to subscribe for a total of 25,629,500 Shares at an issue price of \$0.048 per Share to raise up to \$1,230,216 before costs (**Capital Raising**). The Shares were issued by the Company on 18 September 2017 raising \$1,230,216 (before costs).

The Shares were issued to the investor under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Funds raised under the Capital Raising will be used for exploration and development activities, feasibility studies, the acquisition of resource assets or investments (should suitable assets or investments be available), corporate costs and general working capital.

The primary purpose of this Prospectus is to facilitate secondary trading of the Shares issued under the Capital Raising.

Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - i. a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - ii. a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

This Prospectus has also been issued to provide information on the Offer being made under this Prospectus which Offer is required by the Corporations Act.

1.2 Details of the Offer

By this Prospectus, the Company is offering 100 Shares to the public at an issue price of \$0.10 to raise \$10.00 before expenses.

1.3 Minimum Subscription

The minimum level of subscription is 100 Shares to raise \$10.00.

1.4 Opening and Closing Dates

The Offer will open for receipt of acceptances at 9:00am WST on 20 September 2017 and will close at 5:30pm WST on 20 September 2017, or such later date as the Directors determine, in their absolute discretion, and subject to compliance with the Listing Rules.

1.5 Acceptance

An application for the Shares can only be made on the Application Form which accompanies a paper copy of this Prospectus.

Cheques should be in Australian currency and made payable to "**Triton Minerals Limited**" and crossed "**Not Negotiable**". Completed Application Forms must be accompanied by the

application monies and lodged in person at Ground Floor, 10 Outram Street, West Perth WA 6005, or by post with the Company:

Computershare Investor Services Pty Limited GPO Box 505 Melbourne Victoria 3001 Australia
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not later than 5.30pm WST on 20 September 2017 or such later date as the Directors advise.

Taxation Implications

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

1.6 Issue and Allotment of Shares

The Directors may accept or reject applications in their absolute discretion. If the Company receives more than one application for the Shares being offered under this Prospectus, the Directors will decide, in their absolute discretion, which (if any) applications to accept and which applicant/s the Shares shall be allotted and issued to.

The Shares are expected to be issued and allotted by no later than 25 September 2017. Until allotment and issue of the Shares under this Prospectus, the application monies will be held in trust in a separate bank account maintained for that purpose only. Any interest earned on the application money will be for the benefit of the Company and will be retained by it irrespective of whether allotment and issue of the Shares takes place.

1.7 Use of Funds

The funds raised from the Offer will be used for working capital.

1.8 ASX Listing

The Company will make an application to ASX within 7 days following the date of this Prospectus for official quotation of the Shares to be offered pursuant to this Prospectus.

If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot or issue the Share.

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

1.9 No Issue of Shares after 13 months

No Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

1.10 Issue Outside Australia and New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the Shares or the Offer or otherwise to permit an offering of securities to any jurisdiction outside Australia.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not

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been, and will not be, registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

1.11 Market Prices of Shares on ASX

The highest and lowest market sale prices of Shares on ASX during the 3 months immediately preceding the date of this Prospectus and the respective dates of those sales were \$0.107 on 18 September 2017 and \$0.039 on 3 July 2017. The latest available market sale price of Shares on ASX immediately before the date of issue of this Prospectus was \$0.105 on 18 September 2017.

1.12 Privacy Act

The Company collects information about each application from an Application Form for the purposes of processing the application and, if the application is successful, to administer the applicant's security holding in the Company.

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

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

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

1.13 Forward-looking statements

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

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

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

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

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

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

SECTION 2 EFFECT OF THE OFFER ON THE COMPANY

2.1 Principal Effects

The principal effects of the Offer (assuming full subscription) are:

- the Company will issue 100 Shares;
- the Company's cash funds will decrease by approximately \$3,500 (being the estimated expenses of the Offer); and
- the total number of Shares on issue will be 683,434,899.

2.2 Capital Structure

The pro-forma capital structure of the Company following the Offer pursuant to this Prospectus is set out below:

Issued Capital	Number
Existing Shares	683,434,799
Shares to be issued under this Prospectus	100
Shares on issue after this Offer	683,434,899

The Company currently has a total of 54,548,763 unlisted Options with varying exercise prices and expiry dates on issue and 17,500,000 performance rights with varying expiry dates and vesting conditions. The Offer will not affect the number of Options or performance rights on issue.

2.3 Financial Effect of the Offer

After paying for the expenses of the Offer of approximately \$3,500, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$10.00) will be met from the Company's existing cash reserves. The Offer will have an effect on the Company's financial position, being receipt of funds of \$10.00 less expenses of the Offer of \$3,500.

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SECTION 3 RISK FACTORS

The Directors strongly recommend investors examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for the Shares offered pursuant to this Prospectus. In addition, investors should be aware that there are risks associated with investment in the Company. There are certain general risks and certain specific risks which relate directly to the Company's business and are largely beyond the control of the Company and its Directors because of the nature of the business of the Company.

The Directors wish to highlight some of the more specific risks which apply to the Offer, the Shares, and to the Company and its business. Those risks are set out below.

3.1 Risks specific to the Company' business and its industry

Funding risk

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

- to accelerate or expand development activities;
- if a possible capital gains tax liability crystallises (see the Tax and Compliance risk below);

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

Exploration, development and operational risks

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluations, experience and knowledge may not eliminate. Whilst the Company has determined the existence of graphite mineralisation at its projects in Mozambique, the economic viability of these projects remains subject to further drilling, metallurgical testing, feasibility studies and analysis and there is no certainty that the results of such feasibility studies and analysis will demonstrate the commercial viability of the projects.

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

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

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

Mineral resource estimation risk

Resource estimates are expressions of judgment based on knowledge, experience and industry

practice. Estimates that were valid when made may change significantly when new information becomes available.

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

Taxation and compliance risk

On 1 January 2015, a Mozambique capital gains tax regime applicable to the mining sector came into force. According to this regime, the tax in relation to a capital gain on the transfer of mining rights located in the Mozambique territory by non-residents is payable by the seller. In relation to this payment, the seller, the buyer or the entity holding the mining rights have joint and several liability for the payment of the tax in Mozambique.

There is some uncertainty as to whether the capital gains tax regime is applicable prior to 1 January 2015 and whether the buyer is joint and severally liable where the seller is an individual rather than a legal entity. Triton management are working with the Mozambique government, tax and legal advisers to determine the extent of the joint and several liability in relation to consideration paid for an 80% equity interest in Grafex Limitada, a Mozambican registered entity.

The Company has sought professional tax advice on the potential capital gains tax liability payable. The advice received has resulted in a range of potential outcomes from no liability to the Company to a possible future liability depending on ultimate interpretation of the capital gains tax regime.

The vendor has the primary obligation to pay the capital gains tax, accordingly any capital gains tax paid by the minority shareholders of Grafex Limitada will reduce the potential joint and several capital gains tax liability should any liability crystallize.

Operations in Mozambique

The Company's operations are located in Mozambique and are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, currency exchange rates; high rates of inflation; labour unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange; changing political conditions; currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining or investment policies or shifts in political attitude in Mozambique may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by governmental regulations with respect to, but not limited to: restrictions on production; price controls; export controls; currency remittance; income taxes; foreign investment; environmental legislation; land use; land claims of local people; water use; mine safety and government and local participation. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral tenure and development, could result in loss, reduction or expropriation of entitlements.

Operating in a foreign jurisdiction with legal systems and laws different to Australia may lead to uncertainty for the Company in enforcing legal and contractual rights in those jurisdictions. If the Company is unable to enforce its legal and contractual rights this may have a material adverse effect on the Company.

Competition

Competition from Australian and international graphite producers, developers and explorers may affect the potential future cash flow and earnings which the Company may realise from its operations. For example, the introduction of new mining and processing facilities and any increase in competition and supply in the global graphite market could lower the price of these commodities.

Graphite price risk

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

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

Product offtake risk

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

Insurance coverage risk

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

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

Access to land

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

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

The grant, extension and renewal of licenses is subject to a number of specific legislative conditions including payment of rent and minimum annual expenditure commitments. The renewal of a license is subject to the discretions that may be available under the Mozambique mining laws. The inability to meet those conditions could restrict the ability to renew a granted license, adversely affecting the

financial position and performance of the Company.

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

Reliance on key personnel

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

3.2 General Risks

Economic Risks

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

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment toward particular market sectors; the demand for, and supply of, capital; and terrorism or other hostilities.

Unforeseen expenses

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

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

Litigation risk

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

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

Share market risk

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

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

Speculative nature of investment

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

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SECTION 4 ADDITIONAL INFORMATION

4.1 Legal Framework of this Prospectus

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically, as a listed company, the Company is subject to the Listing Rules of the ASX which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its Shares.

4.2 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure (ED) securities and the securities are in a class of securities that were quoted ED securities at all times in the 3 months before the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus". In general terms, a transaction specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 3 months before the issue of this Prospectus.

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

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

The Shares to be issued under this Prospectus are in respect of a class of Shares that were quoted ED securities at all times in the 3 months prior to the issue of this Prospectus.

4.3 Information Available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- the Annual Financial Report of the Company for the year ending 31 December 2016;

- the Half Yearly Report of the Company for the half year ending 30 June 2017; and
- the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the year ending 31 December 2016 and before the issue of this Prospectus:

Date	Announcement
24 Mar 2017	Further High-Grade Results at Ancuabe
10 Apr 2017	Major resource upgrade at Ancuabe
21 Apr 2017	Request for trading halt
21 April 2017	Response to ASX price query
21 April 2017	Notice of meeting
21 April 2017	Trading Halt Request and Trading Halt
21 April 2017	Response to ASX Price Query
24 April 2017	Annual report
24 April 2017	Notice of Annual General Meeting
26 April 2017	Suspension from official quotation
27 April 2017	Australian Graphite Conference presentation
28 April 2017	Continuation of suspension
28 April 2017	Quarterly Activities Report
28 April 2017	Quarterly Activities Report
1 May 2017	Continuation of suspension
2 May 2017	Continuation of suspension
3 May 2017	Continuation of suspension
4 May 2017	Continuation of suspension
5 May 2017	Continuation of suspension
8 May 2017	Shareholder update
8 May 2017	Continuation of suspension
9 May 2017	Continuation of suspension
10 May 2017	Ancuabe Scoping Study
16 May 2017	Test work confirms Ancuabe graphite is high quality product
30 May 2017	Results of AGM
30 May 2017	AGM Presentation
30 May 2017	Addendum to 2016 Annual Report
2 June 2017	Change of Director's Interest
22 June 2017	Corporate Presentation
28 June 2017	Test work continues to confirm Ancuabe Graphite Quality
3 July 2017	Top 20 securityholders
10 July 2017	Strategic placement and offtake and financing assistance
20 July 2017	Initiation of Research Coverage and Valuation
21 July 2017	Expiry of Options
24 July 2017	Corporate presentation
27 July 2017	Quarterly activities report
27 July 2017	Quarterly cash flow report
3 August 2017	New high-grade drilling results at Ancuabe
11 August 2017	Becoming a substantial shareholder
9 August 2017	New high-grade drilling results at Ancuabe (Amended)
16 August 2017	Transformational Offtake, EPC and Financing MOU
25 August 2017	Expiry of Options
28 August 2017	Triton received \$1.22M from creditors trust
29 August 2017	Framework offtake agreement with significant producer
11 September 2017	Response to ASX price and volume query
12 September 2017	Half year accounts
13 September 2017	Updated research and valuation
13 September 2017	Presentation Benchmark Mineral Intelligence World tour (Melbourne)

18 September 2017	Appendix 3B
18 September 2017	Receipt of Funds

4.4 Corporate Governance

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The board of Directors is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent that they are applicable to the Company, the board of Directors has adopted the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

A summary of the Company's corporate governance policies is available on the Company's website.

4.5 Litigation

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

4.6 Rights Attaching to Shares

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

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

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

Voting

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

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

Dividends

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

Transfer of Shares

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

The Directors of the Company may refuse to register any transfer of Shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules (formerly the ASTC Settlement Rules). The Company

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must not prevent, delay or interfere with the registration of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

Meetings and Notice

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

Liquidation Rights

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

Shareholder Liability

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

Alteration to the Constitution

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

ASX Listing Rules

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

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4.7 Interest of Directors

Directors' Holdings

At the date of this Prospectus the relevant interests of each of the Directors in the Shares, Options and Performance Rights of the Company are as follows:

Director	Number of Shares		Performance Rights
	Direct	Indirect	
Mr Xingmin (Max) Ji	-	-	-
Mr Peter Canterbury ¹	-	300,000	12,000,000
Mr Patrick Burke	-	-	-
Mr Guanghui (Michael) Ji	-	-	-
Ms Paula Ferriera	-	-	-

Notes:

¹ Mr Canterbury's shares are held by Cantley Investments Pty Limited <Cantley Retirement Fund>, Mr Canterbury is the sole Director of the entity and a beneficiary of the fund.

Remuneration of Directors

The Constitution of the Company provides that non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting. The maximum sum is currently \$500,000.

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

Details of remuneration provided to Directors and their associated entities during the past two financial years are as follows:

Financial year ending 31 December 2016

Directors	Director's Fees/Salaries	Superannuation	Other	Total
	\$	\$	\$	\$
Mr Xingmin (Max) Ji ¹	26,613	-	-	26,613
Mr Peter Canterbury ²	113,636	10,795	4,613	129,045
Ms Paula Ferreira	33,728	633	39,647	74,007
Mr Patrick Burke ¹	26,613	-	-	26,613
Mr Guanghui (Michael) Ji ¹	26,613	-	-	26,613
Mr Chris Catlow ³	13,909	1,318	(52,060)	(36,833)
Mr Alan Jenks ⁴	5,604	533	(254,195)	(248,058)
Mr Alfred Gillman ⁵	118,687	10,925	73,930	203,542
Mr Garth Higgs ⁶	312,134	28,417	17,715	358,265

Notes: 1. Appointed 22 July 2016; 2. Appointed 3 October 2016; 3. Resigned 22 July 2016; 4. Resigned 10 February 2016; 5. Resigned 22 July 2016; 6. Resigned 3 October 2016;

Financial year ending 31 December 2015

Directors	Director's Fees/Salaries	Superannuation	Other	Total
	\$	\$	\$	\$
Paula Ferreira	17,820	1,693	36,240	55,753
Chris Catlow	40,056	3,805	52,060	95,921
Alan Jenks	50,379	7,505	187,756	245,640
Alfred Gillman	326,250	30,994	187,756	545,000
Garth Higgs	30,108	2,860	13,876	46,844
Bradley Boyle ¹	411,029	20,821	503,700	935,550

Notes:

¹ Resigned 1 December 2015

Since 31 December 2016 to the date of this Prospectus, the Directors have accrued the following remuneration:

Directors	Director's Fees/Salaries	Superannuation	Other	Total
	\$	\$	\$	\$
Mr Xingmin (Max) Ji	42,500	-	-	42,500
Mr Peter Canterbury	283,333	29,967	-	313,300
Ms Paula Ferreira	42,500	-	-	42,500
Mr Patrick Burke	42,500	-	-	42,500
Mr Guanghui (Michael) Ji	42,500	-	-	42,500

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

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

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

4.8 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two-year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

The amounts disclosed above are exclusive of any amount of GST payable by the Company in respect of those amounts.

4.9 Expenses of the Offer

The estimated expenses of the Offer are as follows:

Expense	\$ (ex. GST)
ASIC fees	2,400
Legal expenses	1,100
Total	3,500

SECTION 5 DEFINED TERMS

\$ means an Australian dollar;

Application Form means the application form accompanying this Prospectus.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Settlement Operating Rules means the settlement operating rules of ASX Settlement Pty Limited (ACN 008 504 532).

Capital Raising has the meaning given in Section 1.1.

Closing Date means 5:30pm on 20 September 2017.

Company or **Triton** means Triton Minerals Limited (ACN 126 042 215)

Constitution means the constitution of the Company as amended from time to time.

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

Directors means the directors of the Company.

Grafex Limitada or **Grafex** means Grafex Limitada (NUIT 400 356 106), a company incorporated under the laws of Mozambique.

GST means a goods and services tax, or similar value added tax, levied or imposed in Australia under the GST Law.

GST Law has the meaning given to it in the GST Act.

GST Act means the A New Tax System (Goods and Services Tax) Act 1999 (Cth).

Listing Rules means the Listing Rules of ASX.

Offer means the issue pursuant to this Prospectus of 100 Shares at an issue price of \$0.10 to raise \$10.00.

Official List means the official list of the ASX.

Option means an option to acquire a Share.

Prospectus means this prospectus dated 19 September 2017.

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

Shareholder means a holder of one or more Shares.

US\$ means a United States dollar.

WST means Australian Western Standard Time.

SECTION 6 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

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

In accordance with Section 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 19 September 2017

Peter Canterbury
Managing Director

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	Mr Richard Sample <Sample & Son A/C>	
Clubs/Unincorporated Bodies	Mr John Sample < Food Help Club A/C>	Food Help Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

INSTRUCTIONS FOR COMPLETING THE FORM

This is an Application Form for Ordinary Fully Paid Shares ('Shares') in Triton Minerals Limited (ACN 126 042 215) (Company), made under the terms set out in the Prospectus dated 19 September 2017.

The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary prospectus (if applicable) and an Application Form, on request and without charge.

1 Shares applied for - Enter the number of Shares you wish to apply. Enter the amount of the Application Monies. To calculate this amount, multiply the number of Shares applied for by the offer price which is A\$0.10.

2 Applicant name(s) and postal address - Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. You should refer to the table for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Enter your postal address for all correspondence. Only one address can be recorded against a holding. With exception to annual reports, all communications to you from the Company will be mailed to the person(s) and address shown. Annual reports will be made available online when they are released.

3 Contact Details - Please advise your contact details between 9:00am WST and 5:00pm WST should we need to speak to you about your application. You can notify any change to your communication preferences by visiting the registry website – www.computershare.com/au.

4 CHESSE Holders - If you are sponsored by a stockbroker or other participant and you wish to hold shares allotted to you under this Application on the CHESSE sub-register, enter your CHESSE HIN. Otherwise leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" (SRN) will be allocated to you.

5 TFN/ABN/Exemption - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application Form.

6 Payment - Unless received from their broker, Applicants under the Offer must lodge their Application Form and Application Monies by 5.30pm (WST) on the Closing Date.

All cheques should be made payable to "Triton Minerals Limited" and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid. Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Do not forward cash as receipts will not be issued.

Applicants who received this Offer from their broker must return their Application Form and Application Monies back to their broker. Any cheque must be made payable to the broker.

LODGEMENT INSTRUCTIONS

The maximum value of Shares that may be applied for under the Offer is \$10.00. The Company may determine a person to be eligible to participate in the Offer.

The Offer opens at 9.00am (WST) on 20 September 2017 and is expected to close at 5.30pm (WST) 20 September 2017. The Company may elect to extend the Offer or any part of it, may be closed at any earlier date and time, without further notice. Applicants are therefore encouraged to submit their Applications as early as possible.

Completed Application Forms and cheques must be:

Posted to:

Triton Minerals Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Victoria 3001

Delivered to:

Triton Minerals Limited
Ground Floor, 10 Outram Street
West Perth 6005
Hand delivery during business hours only - 9am to 5pm (AWST)

Share Application Forms must be received no later than 5.30pm (WST) 20 September 2017

Privacy Clause: Computershare Investor Services Pty Limited (ACN 078 279 277) (Computershare) advises that Chapter 2C of the *Corporation Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – www.computershare.com/au