



10 November 2017

Dear Security holder

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 9 November 2017, the Company announced it would be conducting a non-renounceable entitlement 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 Share for every 8 Shares held by eligible shareholders on the record date, which under the indicative timetable is 14 November 2017 (**Record Date**), at an issue price of \$0.07 per Share to raise up to approximately \$5,980,055 (before costs), with each eligible shareholder offered one free attaching option for every Share subscribed for under the offer (**Options**) (**Entitlement Offer**). The Options are exercisable at \$0.11 each and expire on 30 November 2018 and are expected to be listed subject to compliance with ASX Listing Rules.

This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for Shares or Options under the Entitlement Offer. This letter is not an offer to issue entitlements or Shares or Options to you, nor an invitation for you to apply for entitlements or Shares or Options. You are not required to do anything in response to this letter.

The proceeds from the Entitlement Offer (after costs) will be applied towards:

- **a pilot plant to produce graphite concentrate for product acceptance test work;**
- **early works including the raw water dam, mine site preparation and roads;**
- **detailed engineering and construction;**
- **offtake negotiations – product testwork and commercial agreements;**
- **engagement of an EPC contractor;**
- **environmental, mining and land approvals; and**
- **offer costs and working capital.**

The Entitlement Offer is underwritten by Somers & Partners Pty Ltd (ABN 46 149 263 543) (AFSL No. 403684).

The Entitlement Offer is made pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on or about 9 November 2017 (**Prospectus**) and released to the Australian Securities Exchange (**ASX**) on the same date. 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 Entitlement Offer will be made to all registered shareholders on the Record Date and who reside in Australia, New Zealand, China and the United Kingdom and who are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

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, in compliance with ASX Listing Rule 7.7.7(b), the Company wishes to advise you that it will not be extending the Entitlement Offer to you.

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

A handwritten signature in blue ink that reads "David Edwards".

Company Secretary

David Edwards