



19 September 2022

GENERAL MEETING - NOTICE AND PROXY FORM

Dear Shareholder

An extraordinary general meeting (**Meeting**) of shareholders of Triton Minerals Limited (ABN 99 126 042 215) (**Company**) will be held at Level 1, Suite 9/110 Hay Street, Subiaco, Western Australia on Friday, 28 October 2022 at 10.00am (WST).

The Board has made the decision that it will hold a physical Meeting with appropriate social distancing measures in place. In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website at <http://tritonminerals.com/> or ASX at www2.asx.com.au.

The Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting. Shareholders can lodge their vote by going to www.investorvote.com.au and logging in with the meeting ID, your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form.

Your proxy form must be received by 10.00am (WST) on Wednesday, 26 October 2022 being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at info@tritonminerals.com by 5.00pm (WST) on 21 October 2022. Shareholders who physically attend the Meeting will also have the opportunity to submit questions during the Meeting.

If the Company makes any alternative arrangements to the way in which the meeting is held, Shareholders will be notified by way of announcement on ASX and the details will also be made available on our website at <http://tritonminerals.com/>.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9405 4000 (overseas).

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please contact the Company's share registry, Computershare, on www.investorcentre.com/contact.

Yours sincerely

Patrick Burke
Director



Triton Minerals Limited

ABN 99 126 042 215

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Friday, 28 October 2022

Time of Meeting

10:00am AWST

Place of Meeting

Level 1, Suite 9/110 Hay Street, Subiaco

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the Proxy Form in accordance with the specified directions.

TRITON MINERALS LIMITED

ABN 99 126 042 215

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Triton Minerals Limited ABN 99 126 042 215 will be held at Level 1, Suite 9/110 Hay Street, Subiaco on Friday, 28 October 2022 at 10:00am (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at www.tritonminerals.com.

AGENDA

1 Resolution 1 – Ratification of issue of Placement Shares to placees under the Placement

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 124,000,000 Placement Shares (at an issue price of \$0.028 each) on 15 September 2022 to unrelated placees under the Placement on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Ratification of issue of Tranche 1 Placement Options to placees under the Placement

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 62,000,000 Placement Options for no cash consideration, each with an exercise price of \$0.04 and an expiry date of 31 December 2025 which will be issued on or around 27 September 2022 to unrelated placees under the Placement on the terms and conditions set out in the Explanatory Memorandum, including Annexure A to the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 Resolution 3 – Proposed Issue of Tranche 2 Placement Options to placees under the Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 62,000,000 Placement Options for no cash consideration, each with an exercise price of \$0.04 and an expiry date of 31 December 2025, to unrelated placees under the Placement on the terms and conditions set out in the Explanatory Memorandum, including Annexure A to the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Resolution 4 – Proposed Issue of Placement Options to RM Corporate Finance Pty Ltd (or its nominee(s))

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of 20,000,000 Placement Options for no cash consideration, each with an exercise price of \$0.04 and an expiry date of 31 December 2025, to RM Corporate Finance Pty Ltd on the terms and conditions set out in the Explanatory Memorandum, including Annexure A to the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
- (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and*
 - (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Lloyd Flint
Company Secretary

Dated: 19 September 2022

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
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- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 10:00am (AWST) on 26 October 2022. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - by returning a completed Proxy Form in person or by post using the pre-addressed envelope provided with this Notice to:
Share Registry – Computershare Investor Services Pty Ltd, GPO Box 242,
Melbourne Victoria 3001, Australia
 - or
 - by faxing a completed Proxy Form to:
1800 783 447 (within Australia) +61 3
9473 2555 (outside Australia)
 - or
 - by recording the proxy appointment and voting instructions via the internet at www.investorvote.com.au. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).
 - or
 - by mobile by scanning the QR code on your proxy form and follow the prompts
 - or
 - for Intermediary Online subscribers only (custodians), by recording your voting

intentions via the internet at
www.intermediaryonline.com.

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10:00am (AWST) on 26 October 2022. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4:00pm (AWST) on 26 October 2022.

Receiving shareholder communications

Shareholders can elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details by contacting Computershare Investor Services Pty Ltd.

TRITON MINERALS LIMITED

ABN 99 126 042 215

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1 Placement

On 7 September 2022, the Company announced a conditional raising of up to approximately \$8,472,000 (before costs) through the issue of up to approximately 302,571,429 Shares at an issue price of \$0.028 per Share (**Placement Shares**) (**Raising**). The Raising also included the offer of Options with an exercise price of \$0.04 each and an expiry date of 31 December 2022 (**Placement Options**).

The Raising comprises an issue of:

- (a) up to 178,571,429 Placement Shares to Shandong Yulong (with each Placement Share having an attaching Placement Option), subject to Shareholder approval to be sought at a future meeting of the Company (**Shandong Yulong Placement**); and
- (b) 124,000,000 Placement Shares to other sophisticated and professional investors (**Placement**) which were issued on 15 September 2022, with:
 - (i) one attaching Placement Option for every two Placement Shares issued (**Tranche 1**), which will be issued on or around 27 September 2022; and
 - (ii) one additional attaching Placement Option for every two Placement Shares issued, proposed to be issued subject to Shareholder approval (**Tranche 2**).

In connection with the Raising, the Company also agreed to issue 20,000,000 Placement Options to the Lead Manager (or its nominee(s)), subject to Shareholder approval.

The Company is seeking Shareholder approval of the following Resolutions in connection with the Raising at the Meeting:

- (a) ratification of the issue of 124,000,000 Placement Shares to institutional and sophisticated investors under the Placement (the subject of Resolution 1);
- (b) ratification of the issue of 62,000,000 Placement Options to institutional and sophisticated investors under Tranche 1 of the Placement (the subject of Resolution 2);
- (c) approval for the issue of 62,000,000 Placement Options to institutional and sophisticated investors under Tranche 2 of the Placement (the subject of Resolution 3); and
- (d) approval for the issue of 20,000,000 Placement Options to the Lead Manager (the subject of Resolution 4).

2 Resolutions 1 and 2 – Ratification of issue of Placement Shares and Tranche 1 Placement Options to placees under the Placement

The Company issued 124,000,000 Placement Shares on 15 September 2022 and will issue on or around 27 September 2022 62,000,000 Tranche 1 Placement Options to institutional and sophisticated investors under the Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Placement Shares and Tranche 1 Placement Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company issued each of the Placement Shares and Tranche 1 Placement Options.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of Placement Shares and Tranche 1 Placement Options pursuant to the Placement under and for the purposes of Listing Rule 7.4.

If Resolutions 1 or 2 are passed, the issue of Placement Shares or Tranche 1 Placement Options respectively will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company issued the Placement Shares or Tranche 1 Placement Options (as relevant).

If Resolutions 1 or 2 are not passed, the Placement Shares and Tranche 1 Placement Options issued pursuant to the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company issued the Placement Shares or Tranche 1 Placement Options (as relevant).

The following information in relation to the Placement Shares and Tranche 1 Placement Options the subject of Resolutions 1 and 2 respectively is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Placement Shares and Tranche 1 Placement Options were issued to sophisticated and professional investors and other investors qualifying under s 708 of the Corporations Act, all of whom are unrelated parties of the Company. The placees were selected following a bookbuild process by the Lead Manager. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company;
- (b) 124,000,000 Placement Shares were issued on 15 September 2022;
- (c) 62,000,000 Tranche 1 Placement Options will be issued on or around 27 September 2022;
- (d) the Placement Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;

- (e) the Tranche 1 Placement Options have an exercise price of \$0.04 and an expiry date of 31 December 2025 and are on the terms set out in Annexure A to this Explanatory Memorandum;
- (f) the Placement Shares were issued at an issue price of \$0.028 each;
- (g) the Tranche 1 Placement Options were issued for nil cash consideration;
- (h) the funds raised through the issue of the Placement Shares are proposed to be used towards the development of the Company's Ancuabe Project, including through the advancement of studies, approvals and the construction of a commercial pilot plant and working capital purposes;
- (i) there are no funds raised from the issue of the Tranche 1 Placement Options, given these are free-attaching to the Placement Shares; and
- (j) a voting exclusion applies in respect of Resolutions 1 and 2 as set out in the Notice of Meeting.

3 Resolution 3 – Proposed Issue of Placement Options under Tranche 2 of the Placement

The Company is proposing to issue up to 62,000,000 Placement Options under Tranche 2 of the Placement to professional and sophisticated investors who are unrelated parties of the Company, who have been issued Placement Shares and Tranche 1 Placement Options under the Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

The proposed issue of Placement Options pursuant to Tranche 2 of the Placement does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval for the proposed issue of Tranche 2 Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed:

- the Company will be able to proceed with the issue of Placement Options under Tranche 2 of the Placement and the Company will issue up to 62,000,000 Tranche 2 Placement Options to sophisticated and professional investors; and
- the total number of Options on issue will increase from 356,439,472 to 418,439,472.

In addition, the Placement Options (and Shares issued on exercise of the Placement Options) issued under Tranche 2 of the Placement will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options under Tranche 2 of the Placement and investors in the Placement will not receive any Tranche 2 Placement Options.

The following information in relation to the Tranche 2 Placement Options to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Tranche 2 Placement Options will be issued to sophisticated and professional investors and other investors qualifying under s 708 of the Corporations Act, all of whom are unrelated parties of the Company. The placees were selected following a bookbuild process by the Lead Manager. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management

Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties will be issued more than 1% of the issued capital of the Company;

- (b) the Company will issue up to 62,000,000 Tranche 2 Placement Options;
- (c) the Tranche 2 Placement Options have an exercise price of \$0.04 and an expiry date of 31 December 2025 and are on the terms set out in Annexure A to this Explanatory Memorandum;
- (d) the Shares to be issued on exercise of the Tranche 2 Placement Options will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares then on issue;
- (e) the Tranche 2 Placement Options will be issued no later than 3 months after the date of the Meeting;
- (f) the Tranche 2 Placement Options are being issued for nil cash consideration, given they are free-attaching to the Placement Shares issued; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

4 Resolution 4 – Proposed Issue of Placement Options to the Lead Manager (or its nominee(s))

The Company has entered into a mandate with the Lead Manager pursuant to which the Lead Manager agreed to act as lead manager and bookrunner to the Placement. Under the terms of the mandate, the Company agreed to pay the Lead Manager:

- (a) a management and placement fee totalling 6% of the gross proceeds raised under the Placement; and
- (b) 20,000,000 Placement Options (subject to Shareholder approval being sought under this Resolution).

The proposed issue of Placement Options to the Lead Manager (or its nominee(s)) does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval for the proposed issue of Placement Options to the Lead Manager (or its nominee(s)) under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed:

- the Company will be able to proceed with the issue of 20,000,000 Placement Options to the Lead Manager (or its nominee(s)); and
- the total number of Options on issue will increase from 418,439,472 (assuming the Placement Options under Tranche 2 of the Placement, the subject of Resolution 3, are issued) to 438,439,472.

In addition, the Placement Options issued to the Lead Manager (or its nominee(s)) (and the underlying Shares on the exercise of those Placement Options) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Placement Options to the Lead Manager (or its nominee(s)).

The following information in relation to the Placement Options to be issued to the Lead Manager (or its nominee(s)) is provided to Shareholders for the purposes of Listing Rule 7.3:

- (c) the Placement Options will be issued to the Lead Manager (or its nominee(s));
- (d) the Company will issue 20,000,000 Placement Options;
- (e) the Placement Options have an exercise price of \$0.04 and an expiry date of 31 December 2025 and are on the terms set out in Annexure A to this Explanatory Memorandum;
- (f) the Shares to be issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares then on issue;
- (g) the Placement Options will be issued no later than 3 months after the date of the Meeting;
- (h) the Placement Options are being issued as consideration for services provided by the Lead Manager in connection with the Placement, and are therefore issued for nil cash consideration;
- (i) the material terms of the Lead Manager mandate are set out above; and
- (j) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

GLOSSARY

\$ means Australian dollars.

Associate has the meaning given to that term in the Listing Rules.

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

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Company means Triton Minerals Limited ABN 99 126 042 115.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Lead Manager means RM Corporate Finance Pty Ltd.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Option means an option to acquire a Share.

Placement Options means Options issued or to be issued under the Placement with an exercise price of \$0.04 each and an expiry date of 31 December 2025, on the terms set out in Annexure A to this Explanatory Memorandum.

Placement Shares means Shares issued or to be issued under the Placement at an issue price of \$0.028 per Share.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Raising has the meaning set out on page 7.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shandong Yulong means Shandong Yulong Gold Co Ltd.

Shares means fully paid ordinary shares in the capital of the Company.

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

Annexure A – Terms of Placement Options

The terms and conditions of the Options are:

- (a) Each Option entitles the holder to subscribe for one Share upon the payment of the exercise price of \$0.04 per Option (**Exercise Price**).
- (b) The Options will expire at 5.00 pm, AWST on 31 December 2025 (**Expiry Date**).
- (c) The Company will apply for quotation of the Options on the ASX, subject to meeting the relevant ASX Listing Rule requirements.
- (d) The Options are not transferable without the prior written consent of the Company, unless and until the New Options are quoted on the ASX, at which time the Options will become transferable.
- (e) There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to Shareholders during the currency of the Option.
- (f) Subject to all applicable laws, Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing Shareholders of the Company made during the currency of the Options.
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) The Options may be exercised by the delivery to the registered office of the Company of a notice in writing (**Exercise Notice**) stating the intention of the Optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company or an electronic payment, of the aggregate Exercise Price of the New Options being exercised. An exercise of only some Options shall not affect the rights of the Optionholder to the balance of the Options held by the Optionholder.
- (i) The Company shall allot the resultant Shares and deliver or arrange delivery of a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options, and apply for the quotation of those Shares.
- (j) The Shares allotted shall rank, from the date of allotment, equally with the then existing ordinary Shares of the Company in all respects.
- (k) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.
- (l) If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any Options, the Exercise Price of an Option will be reduced according to the formula provided for in the Listing Rules (whether or not the Company is listed on the ASX at the time).
- (m) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 26 October 2022.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 181474

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

XX

I/We being a member/s of Triton Minerals Limited 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 General Meeting of Triton Minerals Limited to be held at Level 1, Suite 9/110 Hay Street, Subiaco WA 6008 on Friday, 28 October 2022 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

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 Ratification of issue of Placement Shares to placees under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of issue of Tranche 1 Placement Options to placees under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Proposed Issue of Tranche 2 Placement Options to placees under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Proposed Issue of Placement Options to RM Corporate Finance Pty Ltd (or its nominee(s))	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / <input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

