

Dear Shareholder

The Annual 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 WA 6008 on 31 May 2022 at 10:00am (AWST).

The Board has made the decision that it will hold a physical Meeting with appropriate social distancing measures in place to comply with the State Government's current restrictions on gatherings.

In accordance with section 253RA(2) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has requested a hard copy. The Notice can be viewed and downloaded from the Company's website at www.tritonminerals.com or ASX at www2.asx.com.au.

The Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting. The proxy 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 postcard 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) or +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.

Your proxy form must be received by 10:00am (AWST) on 29 May 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.

Circumstances relating to COVID-19 are constantly evolving and accordingly, we may make alternative arrangements to the way in which the Meeting is held. If this occurs, we will notify any changes by way of announcement on ASX and the details will also be made available on our website at www.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 Investor Services Pty Ltd, on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Yours sincerely,

Lloyd Flint
Company Secretary
Triton Minerals Limited



Triton Minerals Ltd

ABN 99 126 042 215

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

31 May 2022

Time of Meeting

10:00am (AWST)

Place of Meeting

Level 1, Suite 9/110 Hay Street, Subiaco WA 6008

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 Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

TRITON MINERALS LTD

ABN 99 126 042 215

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Triton Minerals Ltd ABN 99 126 042 215 will be held at Level 1, Suite 9/110 Hay Street, Subiaco WA 6008 on 31 May 2022 at 10:00am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Company and the Board are acutely aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

Circumstances relating to COVID-19 are changing rapidly. 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

Financial Reports

To receive and consider the financial report of the Company for the year ended 31 December 2021, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

"That the Remuneration Report for the year ended 31 December 2021 as set out in the 2021 Annual Report be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement: The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on

the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and

- (b) *it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

2 Resolution 2 – Re-election of Mr Andrew Frazer as a Director

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

"That, Mr Andrew Frazer, who ceases to hold office in accordance with clause 6.1 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3 Resolution 3 – Re-election of Mr Chengdong Wang as a Director

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

"That, Mr Chengdong Wang, who retires in accordance with clause 6.1 of the Constitution and, being eligible for re-election, be re-elected as a Director."

4 Resolution 4 – Ratification of issue of TONO Options to Eligible Optionholders pursuant to the Options Prospectus

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 160,170,210 TONO Options (at an issue price of \$0.002 each with an exercise price of \$0.09 and an expiry date of 31 December 2023) on 4 November 2021 to Eligible Optionholders under the Options Prospectus 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.

5 Resolution 5 – Ratification of issue of TONO Options to Metal Challenge pursuant to the Options Prospectus

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 10,000,000 TONO Options (for nil cash consideration with an exercise price of \$0.09 each and an expiry date of 23 December 2023) on 4 November 2021 to Metal Challenge under the Options Prospectus 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 that person.

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.

6 Resolution 6 – Ratification of issue of Shares to unrelated places pursuant to 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 16,000,000 Shares (at an issue price of \$0.029 each) to unrelated places on or about 3 May 2022 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.

7 Resolution 7 – Proposed Issue of New Options to unrelated placees pursuant to 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 16,000,000 New Options for nil cash consideration with an exercise price of \$0.05 each and an expiry date of 30 June 2024 to unrelated placees on the terms and conditions set out in the Explanatory Memorandum, including Annexure B of 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.

8 Resolution 8 – Proposed Issue of Shares and New Options to unrelated placees pursuant to the Placement Tranche 2

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 124,000,000 Shares (at an issue price of \$0.029 per Share) and up to 124,000,000 New Options (for nil cash consideration with an exercise price of \$0.05 each and an expiry date of 30 June 2024) to unrelated placees on the terms and conditions set out in the Explanatory Memorandum, including Annexure B of 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.

9 Resolution 9 – Proposed Issue of New Options to Taurus (or its nominee) under the Taurus Mandate

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 10,000,000 New Options (for nil cash consideration with an exercise price of \$0.05 each and an expiry date of 30 June 2024) to Taurus (or its nominee) under the Taurus Mandate on the terms and conditions set out in the Explanatory Memorandum, including Annexure B of 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.

10 Resolution 10 – Removal of Auditor

To consider, and if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

“That the removal of PricewaterhouseCoopers as the current auditor of the Company effective from the date of the Meeting is approved under and for the purposes of section 329(1) of the Corporations Act and for all other purposes.”

11 Resolution 11 – Appointment of Auditor

To consider, and if thought fit, to pass with or without amendment, as a **special resolution** the following:

“That, subject to and conditional upon Resolution 10 being passed, the appointment of William Buck Audit (WA) Pty Ltd, being qualified and having been nominated and consented in writing to act in the capacity of auditor of the Company, as auditor of the Company effective from the date of the Meeting is approved under and for the purposes of section 327D of the Corporations Act and for all other purposes and the Directors are authorised to agree the remuneration of William Buck Audit (WA) Pty Ltd.”

12 Resolution 12 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purpose of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and 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) any 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 entity); 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

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: 27 April 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.
- 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.
- 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. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

- 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 29 May 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 29 May 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 Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5:00pm (AWST) on 29 May 2022.

TRITON MINERALS LTD

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 Annual 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.

Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 31 December 2021, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2021 Annual Report be adopted. The Remuneration Report is set out in the Company's 2021 Annual Report and is also available on the Company's website (www.tritonminerals.com)

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 31 December 2020 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 25 May 2021. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

2 Resolution 2 – Re-election of Mr Andrew Frazer as a Director

2.1 Re-election as Director

Resolution 2 seeks approval for the re-election of Mr Andrew Frazer as a Director with effect from the end of the Meeting.

Clause 6.1(d) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting. Mr Andrew Frazer was appointed by the Board to fill a casual vacancy on 28 June 2021, and with effect from the end of this Meeting retires from office in accordance with the requirements of clause 6.1(e) of the Constitution and submits himself for election in accordance with clause 6.1(i) of the Constitution.

Mr Andrew Frazer has over 30 years of capital markets experience and is the founder and managing director of Lazarus Corporate Finance Pty Ltd. He formerly held senior roles at Morgan Stanley, Patersons Securities, Hartleys, Azure Capital, focused on equity capital market transactions with clients both locally and internationally. Mr Andrew Frazer graduated from the University of Western Australia with a Bachelor of Commerce – Honours, Bachelor of Jurisprudence and a Bachelor of

Laws. Mr Frazer has obtained his CFA Charter, along with a Diploma from the Securities Institute of the Australian Stock Exchange.

2.2 Independence

The Board considers that, if re-elected, Mr Andrew Frazer will not be classified as an independent Director, given he is currently (and will be upon re-election subject to this Resolution) employed as an Executive Director of the Company.

2.3 Board recommendation

Based on Mr Andrew Frazer's relevant experience and qualifications, the members of the Board, in the absence of Mr Andrew Frazer, support the re-election of Mr Andrew Frazer as a director of the Company.

3 Resolution 3 – Re-election of Mr Chengdong Wang as a Director

3.1 Re-election as Director

Pursuant to Clauses 6.1(f) of the Company's Constitution, Mr Chengdong Wang, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Wang holds a Bachelor of Economics and a Master of Business Administration. He is a certified senior accountant in China and held numerous senior financial roles. He is currently the financial controller of the Jinan Hi Tech Holding Group and is a nominee director of Jigao International Investment Development Co Ltd.

3.2 Independence

The Board considers that, if re-elected, Mr Chengdong Wang will not be classified as an independent Director, given he is a nominee of the Company's major shareholder, Jigao International.

3.3 Board recommendation

Based on Mr Chengdong Wang's relevant experience and qualifications, the members of the Board, in the absence of Mr Chengdong Wang, support the re-election of Mr Chengdong Wang as a Director of the Company.

4 Resolutions 4 & 5 – Ratification of issue of TONO Options pursuant to the Options Prospectus

4.1 Background

On 4 November 2021, the Company issued 170,170,210 TONO Options pursuant to a placement prospectus dated 23 September 2021 (**Options Prospectus**) as follows:

- (a) 160,170,210 TONO Options at an issue price of \$0.002 per TONO Option to Eligible Optionholders (**Optionholder Offer**); and

- (b) 10,000,000 TONO Options to Metal Challenge for nil cash consideration, as part of the amendments to the service agreement between the Company and Metal Challenge (**Metal Challenge Offer**).

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 Options Placement does not fit within any of these exceptions and, as it has not yet been approved by the 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 TONO Options pursuant to the Options Prospectus.

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 in 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 Shares pursuant to the Options Prospectus under and for the purposes of Listing Rule 7.4.

If Resolutions 4 and 5 are passed, the TONO Options issued pursuant to the Options Prospectus 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 those TONO Options pursuant to the Options Prospectus.

If Resolution 4 is not passed, the TONO Options issued to Eligible Optionholders under the Optionholder Offer pursuant to the Options Prospectus 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 those TONO Options.

Similarly, if Resolution 5 is not passed, the TONO Options issued to Metal Challenge pursuant to the Options Prospectus 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 those TONO Options.

4.2 Information required by Listing Rule 7.5

The following information in relation to the TONO Options the subject of the Options Prospectus is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the 160,170,210 TONO Options under the Optionholder Offer were issued to Eligible Optionholders;

- (b) the 10,000,000 TONO Options under the Metal Challenge Offer were issued to Metal Challenge;
- (c) 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;
- (d) the terms and conditions of the TONO Options are set out in Annexure A to this Explanatory Memorandum;
- (e) the TONO Options issued under the Options Prospectus were issued on 4 November 2021;
- (f) the TONO Options issued under the Optionholder Offer were issued at an issue price of \$0.002 each;
- (g) the Metal Challenge Offer was made to Metal Challenge in the Options Prospectus. As detailed in the Options Prospectus, the TONO Options issued under the Metal Challenge Offer were issued under the terms of an amended services agreement between the Company and Metal Challenge, pursuant to which Metal Challenge provided agency services on behalf of the Company, in exchange for the Company:
 - (i) issuing 10,000,000 TONO Options to Metal Challenge for nil cash consideration;
 - (ii) undertaking to pay Metal Challenge an agency fee of USD 3,000 per month; and
 - (iii) reimbursing Metal Challenge for travelling and other expenses reasonably incurred by Metal Challenge in the course of providing the agency services;
- (h) the use of the funds raised from the issue of the TONO Options under the Optionholder Offer were detailed in Options Prospectus, and include payment of Mozambique capital gains taxes regarding the 20% economic interest in Grafex Limitada, development activities, licence and permit fees, general working capital and costs of the Optionholder Offer and Metal Challenge Offer; and
- (i) a voting exclusion applies in respect of Resolutions 4 and 5 as set out in the Notice of Meeting.

4.3 Board Recommendation

The Board supports the ratification of the issue of TONO Options pursuant to the Options Prospectus the subject of Resolutions 4 and 5. The Board therefore recommends that Shareholders vote in favour of Resolutions 4 and 5.

5 Summary of the Placement

As announced by the Company on 27 April 2022, the Company is undertaking a placement to sophisticated and professional investors to raise up to \$4.06 million (before costs) through the issue of up to 140 million Shares at an issue price of \$0.029 per Share (**Placement Shares**). Subject to Shareholder approval, the Placement will involve an issue of 1-for-1 options to placees with an exercise price of \$0.05 and expiry date of 30 June 2024 (**New Options**), (together **Placement**).

The Placement will comprise two tranches as follows:

- (a) the issue of 16,000,000 Placement Shares on or about 3 May 2022 as announced on 27 April 2022, using the Company's available capacity under Listing Rule 7.1 (**Tranche 1 Shares**), with each placee having the right (subject to Shareholder approval) to be issued a New Option on a 1-for-1 basis; and
- (b) subject to Shareholder approval, a second tranche issue of up to 124,000,000 Placement Shares and up to 140,000,000 New Options (**Tranche 2**).

The funds raised via the Placement will be used towards the development of the Company's Ancuabe Graphite Project, working capital and general corporate costs.

The Placement will be managed by Taurus Capital Group (**Taurus**). As consideration for managing the Placement, the Company is proposing to issue 10,000,000 New Options to Taurus, subject to Shareholder approval.

The Company is seeking the following Shareholder approval at the Meeting in relation to the Placement:

- (a) ratification of the issue of 16,000,000 Tranche 1 Shares, issued prior to the Meeting, for the purposes of Listing Rule 7.4 pursuant to Resolution 6;
- (b) approval for the proposed issue of 16,000,000 New Options to the placees of the Tranche 1 Shares on a 1:1 basis for the purposes of Listing Rule 7.1 pursuant to Resolution 7;
- (c) approval for the proposed issue of up to 124,000,000 Tranche 2 Shares and up to 124,000,000 New Options under Tranche 2 for the purposes of Listing Rule 7.1 pursuant to Resolution 8; and
- (d) approval for the proposed issue of New Options to Taurus for the purposes of Listing Rule 7.1 pursuant to Resolution 9.

None of the Resolutions are inter-conditional.

The Company has decided to issue the Tranche 1 Shares upfront in order to utilise its remaining 15% capacity under Listing Rule 7.1. While the placees of the Tranche 1 Shares have a right to be issued New Options on a 1-for-1 basis, that right is subject to the Shareholder approval being sought pursuant to Resolution 7 as the issue of those New Options would exceed the Company's available capacity under Listing Rule 7.1. If Resolution 7 is not passed, the placees of the Tranche 1 Shares will not be issued any New Options.

6 Resolution 6 – Ratification of issue of Shares and New Options to unrelated placees pursuant to the Placement

As set out above, the Company announced on 27 April 2022 that it proposed to undertake the Placement. On or about 3 May 2022, the Company will have issued 16,000,000 Tranche 1 Shares to unrelated sophisticated and professional investors.

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 Tranche 1 Shares issued under the Placement do not fit within any of these exceptions and, as the issue of those Shares has not yet been approved by 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 the Tranche 1 Shares.

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 16,000,000 Tranche 1 Shares pursuant to the Placement under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 16,000,000 Tranche 1 Shares pursuant to the Placement 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 those Shares.

If this Resolution is not passed, the issue of 16,000,000 Tranche 1 Shares 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 those Shares.

The following information in relation to the issue of 16,000,000 Tranche 1 Shares under the Placement is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Company will have issued 16,000,000 Tranche 1 Shares to sophisticated and professional investors who were and are unrelated parties to the Company. The placees will have been selected by Taurus in consultation with Mr Pat Burke on behalf of the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, these sophisticated and professional investors will not be 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;
- (b) the Tranche 1 Shares are 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;
- (c) each placee who was issued Tranche 1 Shares also has a right (subject to Shareholder approval the subject of Resolution 7) to be issued a New Option on a 1-for-1 basis for no cash consideration. If that Shareholder approval is not obtained, then the placees of the Tranche 1 Shares will not be issued any New Options;

- (d) the Shares the subject of this Resolution will have been issued on or about 3 May 2022;
- (e) the Tranche 1 Shares the subject of this Resolution will have been issued at an issue price of \$0.029 per Share;
- (f) funds raised by the issue of Tranche 1 Shares the subject of this Resolution will go towards the overall Placement use of funds as set out in the Company's announcement dated 27 April 2022, including development of the Company's Ancuabe Graphite Project, working capital and general corporate costs; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

The Board recommends that Shareholders vote in favour of Resolution 6.

7 Resolution 7 – Proposed Issue of New Options to unrelates places pursuant to the Placement

As set out above, the Company is conducting a Placement of 140,000,000 Shares and 140,000,000 New Options.

The Company will have issued 16,000,000 Tranche 1 Shares to places shortly after the date of this Notice. Those places have a right (subject to Shareholder approval) to be issued, for nil cash consideration, New Options on a 1-for-1 basis. This Resolution 7 seeks that Shareholder approval for the purposes of Listing Rule 7.1.

The Company is proposing to issue 16,000,000 New Options for nil cash consideration with an exercise price of \$0.05 each and an expiry date of 30 June 2024.

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 New Options 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 7 seeks the required Shareholder approval for the proposed issue of New Options under and for the purposes of Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with issue of 16,000,000 New Options on a 1:1 basis with the Tranche 1 Shares already issued under the Placement to professional and sophisticated investors, who are not related parties to the Company (see above).

In addition, the New Options issued pursuant to this Resolution 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 7 is not passed, the Company will not be able to proceed with the issue of the New Options the subject of this Resolution. In these circumstances, the places of the Tranche 1 Shares will not be issued any New Options.

The following information in relation to the New Options to be issued pursuant to this Resolution is provided to Shareholders for the purposes of Listing Rule 7.3:

- the New Options will be issued to sophisticated and professional investors, all of whom are unrelated parties of the Company. The placees are the Tranche 1 Shares placees selected by Taurus in consultation with Mr Pat Burke from the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that those sophisticated and professional investors are not 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;
- the Company will issue 16,000,000 New Options;
- the terms of the New Options are set out in Annexure B to this Explanatory Memorandum;
- the New Options will be issued no later than 3 months after the date of the Meeting;
- the New Options will be issued for nil cash consideration;
- the New Options will follow the issue of the Tranche 1 Shares the subject of Resolution 6. Any proceeds received by the Company in the exercise of the New Options will be used for the same purposes as the proceeds of the Tranche 1 Shares outlined at Resolution 6 above; and
- a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

The Board recommends that Shareholders vote in favour of Resolution 7.

8 Resolution 8 – Proposed Issue of Shares and New Options to unrelated placees pursuant to the Placement Tranche 2

As set out above, the Company is conducting a Placement of up to 140,000,000 Shares and up to 140,000,000 New Options.

The Company is proposing to issue up to 124,000,000 Placement Shares at an issue price of \$0.029 per Share and up to 124,000,000 New Options (for nil cash consideration with an exercise price of \$0.05 each and an expiry date of 30 June 2024) under Tranche 2 of the Placement, which is subject to Shareholder approval. The persons who will participate in the Placement will be selected by Taurus in consultation with Mr Pat Burke from the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that those sophisticated and professional investors will not be 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. Funds raised pursuant to the Placement will be used for the purposes set out in the Company's announcement dated 27 April 2022, including development of the Company's Ancuabe Graphite Project, working capital and general corporate costs.

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 up to 124,000,000 Tranche 2 Shares and up to 124,000,000 New Options the subject of this Resolution pursuant to 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 8 seeks the required Shareholder approval for the proposed issue of Tranche 2 Shares and New Options under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed:

- the Company will be able to proceed with Tranche 2 of the Placement and the Company will issue up to 124,000,000 Shares and 124,000,000 New Options to professional and sophisticated investors who are unrelated parties of the Company;
- the Company's cash reserves will increase by up to \$3,596,000; and
- the total number of Shares on issue will increase from 1,258,784,177 to 1,382,784,177 and the existing Shareholders holdings will be diluted by 8.97%¹ on an undiluted basis and 6.21% on a fully diluted basis.²

In addition, the proposed issue of Tranche 2 Shares and New Options pursuant to 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 8 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Shares and New Options the subject of this Resolution.

The following information in relation to the Tranche 2 Shares and New Options to be issued pursuant to Resolution 8 is provided to Shareholders for the purposes of Listing Rule 7.3:

- the Shares will be issued to sophisticated and professional investors who are unrelated parties of the Company. The placees will be selected by Taurus in consultation with Mr Pat Burke from the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that those sophisticated and professional investors will not be 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;
- the Company will issue up to 124,000,000 Shares and up to 124,000,000 New Options;
- the Shares 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 on issue;
- the terms of the New Options are set out in Annexure B to this Explanatory Memorandum;
- the Shares and New Options the subject of this Resolution will be issued no later than 3 months after the date of the Meeting;
- the Company will receive \$0.029 for each Tranche 2 Share issued;

¹ Based on the number of shares on issue at the date of this Notice of Meeting plus the Tranche 1 shares the subject of Resolution 6, and assuming no existing convertible securities as at the date of this Notice of Meeting are converted.

² Assumes all Equity Securities (as defined in the Listing Rules) the subject of all Resolutions are on issue, all Options are exercised and no other Shares are issued.

- the New Options will be issued for nil cash consideration;
- funds raised through the issue of Tranche 2 Shares the subject of this Resolution will go towards the overall Placement use of funds as set out in the Company's announcement dated 27 April 2022, including development of the Company's Ancuabe Graphite Project, working capital and general corporate costs; and
- a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

9 Resolution 9 – Proposed Issue of New Options to Taurus (or its nominee)

The Company has entered into a mandate with Taurus (**Taurus Mandate**) pursuant to which Taurus was appointed as lead manager of the Placement of up to 140,000,000 Shares and up to 140,000,000 New Options to sophisticated and professional investors.

The material terms of the Taurus Mandate are as follows:

- Taurus is entitled to be paid the following fees for lead managing the Placement pursuant to the Taurus Mandate:
 - **capital raising fee:** a fee in the amount of 6% in respect of the funds raised under the Placement; and
 - **lead manager fee:** the issue of 10,000,000 New Options to Taurus (or its nominee) subject to Shareholder approval;
- the Taurus Mandate contains standard indemnities, representations and warranties for an agreement of its nature; and
- Taurus may terminate the Taurus Mandate:
 - immediately by notice in writing if the Company becomes insolvent;
 - with 14 days' notice if the Company commits or allows to be committed a material breach of the terms of the Taurus mandate or if any warranty or representation proves to be untrue,

in each case, the Company must pay the fees to Taurus already accrued with respect to 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 New Options pursuant to the Taurus Mandate 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 9 seeks the required Shareholder approval for the proposed issue of New Options to Taurus (or its nominee) under and for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the issue of 10,000,000 New Options to Taurus (or its nominee) under the Taurus Mandate.

In addition, the proposed issue of New Options pursuant to the Taurus Mandate 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 8 is not passed, the Company will not be able to proceed with the issue of New Options to Taurus (or its nominee).

The following information in relation to the New Options to be issued pursuant to this Resolution 9 is provided to Shareholders for the purposes of Listing Rule 7.3:

- the New Options will be issued to Taurus (or its nominee);
- the Company will issue 10,000,000 New Options;
- the terms of the New Options are set out in Annexure B to this Explanatory Memorandum;
- the New Options will be issued no later than 3 months after the date of the Meeting;
- the New Options will be issued for nil cash consideration;
- the New Options are being issued pursuant to the terms of the Taurus Mandate, the material terms of which are set out above; and
- a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

10 Resolutions 10 & 11 – Removal of Auditor and Appointment of Auditor

10.1 Background

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given to the company. Mr Adrian Costello, a member of the Company, has given notice of intention to remove PricewaterhouseCoopers as auditor.

It should be noted under section 329 of the Corporations Act, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given. The Company seeks the approval to remove PricewaterhouseCoopers even though the Meeting will be held less than 2 months after the notice of intention is given.

Resolution 10 seeks the approval of Shareholders to remove PricewaterhouseCoopers as the Company's auditor under and for the purposes of section 329 of the Corporations Act. If Resolution 10 is passed, the removal of PricewaterhouseCoopers as the Company's auditor will take effect at the close of the Meeting. If Resolution 10 is not passed, PricewaterhouseCoopers will remain as the Company's auditor.

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act, provided that a

copy of the notice of nomination of the auditor has previously been sent to the proposed replacement auditor and to each person entitled to receive a notice of meeting.

If PricewaterhouseCoopers is removed under Resolution 10, Mr Adrian Costello proposes that William Buck Audit (WA) Pty Ltd be appointed as the Company's auditor, effective from the close of the Meeting. The notice of nomination of William Buck Audit (WA) Pty Ltd as auditor of the Company is provided to Shareholders in Annexure C of this Notice.

Further, section 328A of the Corporations Act provides that a company must not appoint an auditor unless the auditor has first consented to act as auditor and has not withdrawn that consent before the appointment is made. William Buck Audit (WA) Pty Ltd is a registered company auditor, has had previous experience in conducting audits of public listed companies, and is a well-known and respected firm. William Buck Audit (WA) Pty Ltd has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act, subject to Resolution 11 being approved by Shareholders at the Meeting. As at the date of this Notice, William Buck Audit (WA) Pty Ltd has not withdrawn that consent.

The Company does not believe that the audit quality will be diminished as a result of changing auditors. The purpose of Resolution 11 is to appoint William Buck Audit (WA) Pty Ltd as the Company's auditor, under and for the purposes of section 327D(2) of the Corporations Act.

Resolution 11 is conditional on Resolution 10 also being passed. Accordingly, the proposed appointment of William Buck Audit (WA) Pty Ltd will only occur if PricewaterhouseCoopers is removed as auditor under Resolution 10. If Resolution 11 is passed, the appointment of William Buck Audit (WA) Pty Ltd as the Company's auditor will take effect at the close of the Meeting.

10.2 Board recommendation

Resolution 10 is an ordinary resolution. Resolution 11 is a special resolution and as such requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (by proxy, attorney or otherwise). The Board recommends Shareholders vote in favour of each of Resolution 10 and Resolution 11.

11 Resolution 12 – Approval of Additional 10% Placement Capacity

11.1 Background

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Listing Rule 7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

11.2 The number of Equity Securities which may be issued pursuant to the Listing Rule 7.1A Mandate

Based on the number of Shares on issue at the date of this Notice, the Company will have 1,242,784,177 Shares on issue and therefore, subject to Shareholder approval being obtained under this Resolution, 124,278,417 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

$$(A \times D) - E$$

- A** is the number of Shares on issue 12 months immediately preceding the date of issue or agreement (**Relevant Period**):
- (a) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - (i) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (ii) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (iii) the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
 - (b) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the Relevant Period; or
 - (ii) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
 - (c) plus the number of fully paid Shares issued in the Relevant Period with approval of holders of Shares under Listing Rules 7.1 and 7.4;

- (d) plus the number of partly paid Shares that become fully paid in the Relevant Period;
- (e) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

11.3 Specific information required by Listing Rule 7.3A

The Company provides the following information as required under Listing Rule 7.3A:

- (a) if the Resolution is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Annual General Meeting and will expire on the earlier of:
 - (i) the date that is 12 months after the date of the Annual General Meeting;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the time and date on which the Company receives approval by Shareholders for a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**Approval Period**);
- (b) the Equity Securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
 - (ii) if the Equity Securities are not issued within ten Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) the Shares are being issued for the development of the Company's Ancuabe Graphite Project, working capital and general corporate costs;
- (d) if this Resolution is approved by Shareholders and the Company issues Equity Securities under the Listing Rule 7.1A Mandate, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date the Listing Rule 7.1A Mandate was approved; and

- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities; or

The table below demonstrates the potential dilution of existing Shareholders in three differing scenarios.

| Variable 'A' (refer above for calculation) | | Dilution | | |
|---|----------------------|---|--|---|
| | | \$0.017 Issue Price at half the current market price | \$0.034 Issue Price at current market price | \$0.068 Issue Price at double the current market price |
| Current Variable 'A' 1,242,784,177 Shares | Shares issued | 124,278,417 | 124,278,417 | 124,278,417 |
| | Funds raised | \$2,112,733.09 | \$4,225,466.18 | \$8,450,932.36 |
| | Dilution | 10% | 10% | 10% |
| 50% increase in current Variable 'A' 1,864,176,265 Shares | Shares issued | 186,417,626 | 186,417,626 | 186,417,626 |
| | Funds raised | \$3,169,099.64 | \$6,338,199.28 | \$12,676,398.57 |
| | Dilution | 10% | 10% | 10% |
| 100% increase in current variable 'A' 2,485,568,354 Shares | Shares issued | 248,556,835 | 248,556,835 | 248,556,835 |
| | Funds raised | \$4,225,466.20 | \$8,450,932.39 | \$16,901,864.78 |
| | Dilution | 10% | 10% | 10% |

Note: This table assumes:

- the current issue price of Shares is \$0.034, being the price of Shares as at close of trading on 26 April 2022;
- no Options are exercised before the date of the issue of the Equity Securities;
- the issue of Equity Securities under the Listing Rule 7.1A Mandate consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders;

- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting;
- the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4; and
- this table does not set out any dilution pursuant to ratification under Listing Rule 7.4.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;

- (e) the identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:
- (i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;
 - (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Listing Rule 7.1A Mandate have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company;

- (f) the Company has not previously issued or agreed to issue Equity Securities under Listing Rule 7.1A2 in the 12 months preceding the date of the Meeting.

GLOSSARY

\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

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.

Auditor means the Company's auditor from time to time.

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 31 December 2021.

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.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Triton Minerals Ltd (ABN 99 126 042 215).

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.

Eligible Optionholder means:

- (a) in the case of the Optionholder Offer, a holder of the Company's listed options (exercisable at \$0.10 with an expiry date of 25 September 2021) whose details appeared on the Company's register at the record date of 24 September 2021 with a registered address in Australia or New Zealand; or
- (b) in the case of the Metal Challenge Offer, Metal Challenge (or their nominee).

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

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rule 7.1A Mandate has the meaning set out on page 21.

Listing Rules means the ASX Listing Rules.

Meeting or Annual General Meeting means the Annual General Meeting convened by the Notice.

Metal Challenge means Metal Challenge Co., Ltd.

Metal Challenge Offer has the meaning set out on page 12.

New Options has the meaning set out on page 14.

Notice or Notice of Meeting means this Notice of Annual General Meeting, including the Explanatory Memorandum.

Option means an option to acquire a Share.

Optionholder Offer has the meaning set out on page 12.

Options Prospectus means the Company's prospectus for the Optionholder Offer and Metal Challenge Offer dated 23 September 2021.

Placement has the meaning set out on page 14.

Placement Shares has the meaning set out on page 14.

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.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 31 December 2021.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

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

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

Spill Meeting has the meaning set out on page 10.

Spill Resolution has the meaning set out on page 10.

Taurus means Taurus Capital Group.

Taurus Mandate has the meaning set out on page 19.

Tranche 1 Shares has the meaning set out on page 14.

Tranche 2 has the meaning set out on page 14.

Tranche 2 Shares has the meaning set out on page 14.

TONO Options means the quoted Options on issue with an exercise price of \$0.09 and an expiry date of 31 December 2023 on the terms contained at Annexure A to this Explanatory Memorandum.

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

Annexure A – Terms and Conditions of TONO Options

The terms and conditions of the TONO Options are:

- (a) Each TONO Option entitles the holder to subscribe for one Share upon the payment of \$0.09.
- (b) The TONO Options will lapse at 5.00pm AWST on 31 December 2023 (**Expiry Date**).
- (c) The TONO Options are transferable.
- (d) The Company will apply for the TONO Options to be quoted on ASX and will apply for the underlying Shares issued upon exercise to be quoted on ASX.
- (e) There are no participating rights or entitlements inherent in these TONO Options and holders of the TONO Options will not be entitled to participate in new issues of capital that may be offered to Shareholders during the currency of the TONO Options.
- (f) Option holders have the right to exercise their TONO Options prior to the date of determining entitlements to any capital issues to the then existing Shareholders of the Company made during the TONO 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 TONO 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 TONO Options shall be exercisable at any time before the Expiry Date (**Exercise Period**) by the delivery to the registered office of the Company of a notice in writing (**TONO Options Notice**) stating the intention of the Optionholder to exercise all or a specified number of TONO Options held by them accompanied by a TONO Option certificate and a cheque made payable to the Company or an electronic payment, of the aggregate exercise price of the Options being exercised. The TONO Options Notice and cheque or BSB payment must be received by the Company during the Exercise Period. An exercise of only some TONO Options shall not affect the rights of the Optionholder to the balance of the TONO Options held by the Optionholder.
- (i) The Company shall issue the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 Business Days of exercise of the TONO Options.
- (j) The Shares issued shall rank, from the date of issue, equally with the 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 a TONO Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the TONO 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 we 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 rate issue (other than a bonus issue) to the holders of Shares during the currency of, and prior to the exercise of any TONO Options, the exercise price of a New Option will be reduced accordingly to the formula provided for in the Listing Rules (whether or not the Company is listed on the ASX at the time).
- (m) The TONO Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant TONO Options.

Annexure B – Terms of New Options

The terms and conditions of the New Options are:

- (a) Each New Option entitles the holder to subscribe for one Share upon the payment of the exercise price of \$0.05 per New Option.
- (b) The New Options will lapse at 5.00pm, WST on 30 June 2024 (**Expiry Date**).
- (c) The New Options are transferrable where a disclosure document is not required pursuant to the Corporations Act.
- (d) The New Options are not quoted and the Company will not apply for their quotation.
- (e) There are no participating rights or entitlements inherent in these New Options and holders of the New Options will not be entitled to participate in new issues of capital that may be offered to Shareholders during the currency of the New Options.
- (f) Optionholders have the right to exercise their New 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 New 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 New 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 New Options shall be exercisable at any time before the Expiry Date (**Exercise Period**) by the delivery to the registered office of the Company of a notice in writing (**Notice**) stating the intention of the holder of the New Options (**Optionholder**) to exercise all or a specified number of New Options held by them accompanied by a New 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. The Notice and cheque or BSB payment must be received by the Company during the Exercise Period. An exercise of only some New Options shall not affect the rights of the Optionholder to the balance of the New Options held by the Optionholder.
- (i) The Company shall issue the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the New Options.
- (j) The Shares issued shall rank, from the date of issue, equally with the 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 a New Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the New 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 New Options, the Exercise Price of a New 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 New Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant New Options.

ANNEXURE C – Notice of Nomination

The Directors
Triton Minerals Ltd
Suite 3, 154 Hampden Road,
Nedlands WA 6009.

Dear Directors

Notice of Nomination of Auditor under section 328B(1) of the Corporations Act 2001 (Cth)

For the purposes of section 328B(1) of Corporations Act 2001, I, Adrian Costello being a member of Company, hereby nominate William Buck Audit (WA) Pty Ltd of Level 3, 15 Labouchere Road, South Perth WA 6151 for appointment as auditor of the Company at the Company's annual general meeting.

Yours faithfully

Signed



Adrian Costello

Dated

14 April 2022

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

TON

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Sunday, 29 May 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: 999999

SRN/HIN: I9999999999

PIN: 99999

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.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

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 Annual General Meeting of Triton Minerals Limited to be held at Level 1, Suite 9/110 Hay Street, Subiaco WA 6008 on Tuesday, 31 May 2022 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

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 | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|----|--------------------------|--------------------------|--------------------------|
| 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 3 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 | <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 Securityholder 2 Securityholder 3 / /
 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

